

An aerial photograph of a city skyline, likely Bangkok, with a dense cluster of skyscrapers in the background. In the foreground, there is a large, lush green park with many trees and a winding body of water. The sky is blue with some light clouds.

# CENTRALPATTANA

Imagining  
better futures  
for all

Annual Report  
2021

(56-1 One Report)



**CENTRALPATTANA**



# Imagining better futures for all





For over four decades, Central Pattana Plc has become a household name for many Thais. We pioneered Thailand's commercial property, developing and managing it to reach the national pinnacle. We were the trailblazer in world-class mixed-use projects ranging from shopping centers, office buildings, hotels, to residences. Novel businesses are our ventures, investing in and revamping of shopping centers while relentlessly evolving new projects and sharpening every aspect of our business caliber to promptly adjust amid various disruptions of the world. That's why we're poised to pursue a robust sustainable business ecosystem as the "Place Maker" of the future through three strategic approaches:

1

SYNERGY for new solutions through mixed-use propositions and collaboration with business partners, communities and all parties

2

PIONEER for better lives by establishing new standards for the places of the future that resonates the Green and Well-being concepts

3

OPPORTUNITIES with purpose to elevate the Thai real estate benchmarks driven by the development of people, urbanization and the nation

Through these footprints, we nurture business growth in parallel with people's and community growth and the growth of our environment and planet to deliver quality space and sustainability to our future generations.



# Synergy for new solutions

Integrating all sectors' strengths,  
we install platforms for  
comprehensive modern living  
and business through:

**Synergy within retail-led mixed-use development:** Integrating all Central Pattana components - shopping centers, residence, office building, and hotel - into a multi-business mixed-use project. At the heart of it all is the shopping complex for seamless new experiences.

**Synergy with business partners:** Commitment to sustainable growth for our partners' businesses by appointing teams of partner champions to serve as business consultants in providing end-to-end solutions for our business partners.

**Synergy with communities:** Joining communities in creating jobs along with opportunities to promote local SMEs, generating local wealth. Besides, every project echoes communities' local essences for sustainable growth.





# Pioneer for better lives

**Our goal is to become  
the first mixed-use developer  
to achieve Net Zero emissions by 2050.**

To us, a better quality of life arises from recognition of people and the environment, so we've put Green & Energy along with Health & Wellness at the crux of management. To elaborate, we construct international green buildings by installing PV (photovoltaic) cells in all projects, develop building automation, and add EV-charging stations and recycle stations

in support of clean energy and the circular economy. Besides, we expanded green space for communities and cultivate our people's application of knowledge and experience to add value to society by forging awareness of optimum resource consumption to upgrade the quality of life for all in a sustainable way.







# Opportunities with purpose

**Central Pattana values the nurturing and fulfillment of “opportunities” for everyone  
to participate in developing people,  
cities and towns, and country**

and catapult Thailand's property and retail business to world-class. We're committed to future betterment - whether through local hiring, decentralization of progress, opportunities for people to learn and share business experience through the Central Pattana Lead and Retail Academy, opening

up space for new generations to hone their skills with Central Pattana through idea-testing programs (including Retail Hackathon, which can be scaled up), or through our global values (including the promotion of opportunities and equitability for diverse groups - LGBTQ+, the handicapped, and special people).

# Contents

Message from the Board of Directors	14
Report of the Audit and Corporate Governance Committee	17
Report of the Nomination and Remuneration Committee	20
Report of the Risk Policy Committee	22
Financial Highlights	23
Board of Directors	25
Executive Management	27

## Part 1 Business and Operating Performance 28

1. Business Structure and Operating Performance		4. Management Discussion and Analysis	
1.1 Business Policy and Business Overview	29	4.1 Analysis at Business and Financial Performance	173
1.2 Nature of Business	42	4.2 Significant Factors that may Impact Future Business and Financial Performance	180
1.3 Investment Structure	62	4.3 Financial Highlights	182
1.4 Authorized Share Capital and Paid-up Share Capital	76		
1.5 Other Securities (Debenture)	76	5. General Information and Other Information	
1.6 Dividend Policy	77	5.1 General Information and Reference Persons	192
2. Risk Management		5.2 Other Information	193
2.1 Risk Policy and Risk Management Plan	78	5.3 Legal Dispute	195
2.2 Risk Factors	79	5.4 Secondary Market	195
3. Sustainable Development		5.5 Financial Institution for Debenture	195
3.1 Materiality Issue and Strategy	83		
3.2 Sustainability Report for Stakeholder in Business Value Chain, Society, and Environment	93		

# Part 2 Corporate Governance 196

<b>6. Corporate Governance Policy</b>	
6.1 General Policy and Corporate Governance Practice	197
6.2 Code of Business Ethics	197
6.3 Key Development of Policy and Corporate Governance in the Year	198
<b>7. Corporate Governance Structure and Information of Board of Directors, Sub-committee, Management, Employees and Others</b>	
7.1 Corporate Governance Structure Chart	210
7.2 Board of Directors	212
7.3 Sub-committees	218
7.4 Management	220
7.5 Employees	224
7.6 Other Information	224
<b>8. Corporate Governance Report</b>	
8.1 Summary of Board of Directors Performance	225
8.2 Summary of Audit Committee Performance	239
8.3 Summary of Other Sub-committee Performance	239
<b>9. Internal Audit and Connected Transaction</b>	
9.1 Internal Audit	240
9.2 Connected Transaction	243

# Part 3 Financial Report



## Attachment

Attachment 1 Information of Directors, Management, Controlling Person, Chief Financial Officer, Accounting Controller, Company Secretary	Click
Attachment 2 Directors in Subsidiaries Companies	Click
Attachment 3 Internal Auditor and Compliance Officer	Click
Attachment 4 Assets under Management and Asset Appraisal	Click
Attachment 5 Corporate Governance Policy and Practice, and Code of Conduct	Click
Attachment 6 Audit Committee Report	Click



# Message from the Board of Directors



## Dear Shareholders

2021 was a challenging year from a COVID-19 pandemic which affected global economies, and people lifestyle, which in turn, forced business to adapt to quickly changing consumer behavior. Central Pattana believes in a development of “Center of Life” to be a place for new experience creation amidst hygiene and safety considerations along with effective business management. Under “Imagining better futures for all” vision, the Company continuously develops new projects, generates growth and sustainable returns in the long term, turning out superior and sustainable future for everyone.



**Effective transitory crisis management as well as pursuing investment plan and business development are the driving forces for the Company to achieve sustainable growth**



Throughout past challenges, the Company has paid attention and supported all stakeholders from customers, tenants, staffs, shareholders to communities and country. The Company has originated many projects such as leading “Central Hygiene and Safety Safe Plus+” scheme, applying service on new platforms for customers’ enabling convenience and supporting tenant’s sales along with national campaigns to boost the economy and arrange vaccination centers across 23 branches of Central shopping mall nationwide.

In 2021, the Company has a total revenue of Baht 28,977 mn and a net profit of Baht 7,148 mn, down 10% and 25% from the previous year. Although overall performance declined from last year due to COVID-19 pandemic, the Company was able to manage and transform professionally, adhering to its strictly maintained financial disciplines, strongly managed capital structure, and prepared with various scenarios business plan. The Company continuously delivered new investment projects as well as explored captivating investment opportunities to maintain competitive edge, revenue growth and return in the long term.

In 2021, the Company successfully launched new developments, Central Si Racha and Central Ayutthaya, as well as acquired Siam Future Development PLC or SF which supplement long term growth thru many high potential projects such as community malls and Super Regional Mall like Mega Bangna, a joint venture mall. Furthermore, Central Pattana is the only property firm in Thailand selected to be part of DJSI global sustainable index – 4th year in DJSI World and 8th year in DJSI Emerging markets, emphasizing our leading position in Thai property industry and global sustainable organization.

According to investment plan, Central Pattana will launch a new project, Central Chantaburi, within the second quarter of 2022, renovate existing malls such as Central World, Central Rama 2, and Central Ramindra as well as develop offices, hotels, and residential properties to broaden “Center of Life” concept under mixed-use development projects. The Company also has a joint venture project with Dusit Thani PLC, Dusit Central Park, expected to complete in 2023-2024.



**Focus to be a developer of the future, creating strong and sustainable business ecosystem**



Under “Imaging better futures for all” vision, Central Pattana constructs strong and sustainable business ecosystem via a “Place Maker”, a developer for futures along with caring for “People” by improving quality of life and community and “Planet” by targeting to be a net zero organization by 2050 through three major strategies:

1. SYNERGY for new solutions by collaborating with every partner to create platforms that improve lifestyle and business. By uniting all internal businesses of Central Pattana with a retail-led mixed-use development, all will support one another seamlessly and grow together powerfully. Additionally, we have setup a Partner Champions team to advise and support business partners with a complete End-to-End Solution, enabling partners' business to grow sustainably with us. We also collaborate with community that our project located from supporting and reflecting community's unique characteristics, generating and distributing income to continuously boosting SMEs business and tourism industry.
2. PIONEER for better lives by upgrading new standard of lifestyle space for the better futures. Through two important factors – Green & Energy via new innovations and design thinking in project development for a standardization and enhancement of environmental care in every aspect; together with Health & Wellness via hygiene and safety scheme along with inclusive design for all groups of people and flexible space conforming to community preferences.

3. OPPORTUNITIES with purpose driving society and business. To be an organization with opportunities for people, city, and country development as well as strengthening Thai property and retail industries to global level.

On behalf of Board of directors, we would like to thank not only all partners – shareholders, tenants, customers, business partners, financial institutions, medias, government organizations, and other related businesses who continuously confide and support Central Pattana but also all dedicated staff. The Company will continue conducting business with good corporate governance along with social, communal and environmental responsibilities for the best benefit of all stakeholders. We trust in your confidence and support in the Company in order to grow together sustainably.

**Mr. Sudhitham Chirathivat**

Chairman

**Ms. Wallaya Chirathivat**

Director, Chief Executive Officer



# Report of the Audit and Corporate Governance Committee

## To the Shareholders

The Audit and Corporate Governance Committee comprises three expert independent directors, all qualified according to Central Pattana's criteria. Mr. Paitoon Taveebhol, who is knowledgeable and duly experienced in reviewing financial statements, with Mr. Karun Kittisataporn and Mrs. Jotika Savanananda are serving as members.

In 2021 Mr. Weerawat Chutichatphong resigned from the Audit and Corporate Governance Committee, effective from May 14, 2021. The current number continues to meet SEC's criterion for listed companies' committee composition, which requires at least three members.

This year there were a total of 11 meetings, where the Committee consulted the management, the internal auditor, and the external auditor on related matters and obtained data from other management team members on agenda items related to all its charter duties. The Committee freely provided candid views and recommendations. It reported its performance to the Board of Directors in eight meetings, with the following highlights of performance and views.

### **Accuracy, completeness and credibility of financial reports**

The Committee has reviewed quarterly financial statements, annual financial statements, important accounting policies, compliance with financial reporting standards, as well as key audit issues specified on the reporting page of the external auditor. The Committee also considered the scope, audit method, and issues found in consultation with management and the external auditor. Two non-executive meetings were arranged with the external auditor to discuss the matter of independence in the execution of duty.

The Committee's view was that the Company's financial reports, prepared under the accounting policy designed by the Federation of Accounting Professions, were accurate, complete, and reliable with a sensible choice of accounting policies.

### **Adequacy of internal control system, internal audit, risk management and corporate governance**

The Audit and Corporate Governance Committee reviewed the audit report of Internal Audit and the report of the external auditor on internal control system assessment. The efforts aimed to ensure that Central Pattana had managed and assessed risks comprehensively. In 2021 key risks were re-categorized to strategic and financial risks, operational risks (covering security), and compliance risks. Apart from these risks, Central Pattana focused on the impacts of the COVID-19 pandemic.

The committee valued its role as an advisor to Internal Audit. In 2021 Internal Audit established a consulting project for key departments and formulated a continual action plan. It educated employees on internal control and the Three Lines of Defense concept to help them understand the importance of complying with the internal control system. Complaint-handling results were regularly reported to the committee. It was the Committee's view that Central Pattana's internal control system was adequate and appropriate under the COSO Framework and the CG Code.

The Committee also reviewed and endorsed the annual internal audit plan, prepared under a risk-based approach. Such audit was of the integrated audit type (IT and non-IT) to embrace all aspects of risks and controls. The Committee held meetings with Internal Audit executives without any management present. It has also motivated Internal Audit to provide personnel development by building information technology competence, developing the audit system, and especially improving data analysis for more efficient internal auditing.

Finally, the Audit and Corporate Governance Committee also evaluated the quality of the annual internal audit and found it "good". It is of the view that Internal Audit has undertaken its duties on a par with international standards.

### Corporate Governance

The Audit and Corporate Governance Committee has performed its duties to align with the CG Code. In 2021 it audited CG practices against the corporate governance code of listed Thai companies. It also abided by the human rights policy and provided recommendations on sustainable business practices in line with DJSI. Finally, it implemented social and community-related activities, such as waste reduction, income generation for the community, and allocation of in-mall space for vaccination centers.

### Compliance with securities and exchange laws, SET's requirements, and applicable laws

Reviewing compliance with securities and exchange laws, the requirements of the Stock Exchange of Thailand ("SET"), and applicable laws, the Committee regularly monitored remedial approaches of the management, while overseeing revision of the Code of Conduct and the Corporate Governance Policy in line with new and international standards and Personal Data Protection Act B.E. 2562 (PDPA). It assigned the management to review Central Pattana's performance to ensure compliance with the CG Code. Finally, the Committee regarded Central Pattana's practices as being in compliance with all the above laws and requirements.

### Related party transactions or transactions with potential conflicts of interest

The Audit and Corporate Governance Committee especially values of related party transactions as well as those transactions that may involve conflicts of interest under all laws and regulations of SET. The Committee has stressed that all involved parties comply with the stipulated policies and assigned External Auditor to monitor and verify of all these transactions annually.

In 2021, Central Pattana has no significant related transaction which needs to be disclosed under all laws and regulations of SET.

### Suitability, review, selection, and nomination of the external auditor

The Audit and Corporate Governance Committee assessed the independence of the external auditor and reviewed their performance of 2021. The overall performance was commendable, and the external auditor has been duly independent in its audit activities. Additionally, the Committee held two meetings with the external auditor in the absence of the management to seek its opinions on audit activities and coordination issues with related members of the management.

Committee has considered the performance outcomes, work scope, and work volumes compared with the proposed audit fees for 2022 and agreed to nominate KPMG Phoomchai Audit Ltd. ("primary external auditor") to provide its views on the consolidated financial statements of Central Pattana

and its subsidiaries for 2022 and approved its 2022 audit fee of up to Baht 8,790,000 together with a fee of up to Baht 516,000 for the secondary auditor(s) of Central Pattana's selected subsidiaries registered in other countries.

### **Overall views and remarks on conformance to the Audit and Corporate Governance Committee Charter**

The Audit and Corporate Governance Committee engaged in self-assessment of its overall performance for 2021 on January 12, 2022. This assessment was in three parts: first, the overall activities during the year; second, the specific activities; and third, roles in corporate governance.

The Audit and Corporate Governance Committee's overall view is that it has performed the duties and responsibility stated in its Board-approved charter sufficiently and thoroughly with due competence, care, prudence, independence for all stakeholders' equitable interests, and emphasizes the Company's sustainable development in line with good corporate governance principles.

### **Mr. Paitoon Taveebhol**

Chairman of the Audit and  
Corporate Governance Committee



# Report of the Nomination and Remuneration Committee

## To the Shareholders

In 2021, the Nomination and Remuneration Committee held five meetings and reported its performance to the Board for acknowledgment after each meeting, summarized below:



1. Recruited suitable candidates for tabling to the Board and the 2021 Annual General Meeting of Shareholders (AGM) for consideration. Central Pattana offered individual shareholders a chance to nominate directors from September 25, 2020 to January 15, 2021. Since no candidates were nominated, the Committee recommended that the directors who completed their terms in 2021 should be reappointed to another term. The 2021 AGM approved the appointment of all nominated directors.
2. Considered the 2021 remuneration for the Board and the sub-committees, comprising the Audit and Corporate Governance Committee, the Nomination and Remuneration Committee, and the Risk Policy Committee, and then submitted to the Board and the shareholders' meetings for consideration and approval, taking into account their responsibilities and performance related to revenue earned, other relevant factors and also compared with industry peers. Due to the situation of the COVID-19 virus which affects the Company's revenue and operation, the Nomination and Remuneration Committee deemed it appropriate to propose the remuneration for the Board of Directors for 2021 with a ceiling of Baht 18,000,000; actual to that of 2020. The remuneration met with approval from the shareholders.
3. Provided recommendations on the Company's 2021 Board diversity information, which comprises the number of independent directors, their gender, age, tenure, and expertise from the evaluation of 2020 Board Skill Matrix, as information for the consideration on the nomination of qualified candidates who are knowledgeable and skillful in diverse fields relevant to the Company's business operation; and, reviewed the opinions and suggestions from shareholders over the Company's Board composition and structure.
4. Acknowledged the outcomes of the Committee's self-assessment for 2020 as input for the development of its performance in line with corporate governance practices.
5. Evaluated the President & CEO's performance in 2020 and worked with the President & CEO in setting goals and evaluation methods for his performance in 2021.
6. Reviewed the succession plan for the President & CEO, with involvement in the review and data presentation. In 2021, the CEO was newly appointed, and the retirement compensation was considered for the retired executive.

7. Acknowledged the management structure and the succession plan of senior executives.
8. Monitored and provided comments on the policy and practices of people management, including annual plan and performance outcome in 2021, recruitment, turnover rate and staff development plan.
9. Acknowledged the 2020 Employee Bonus Payment Policy and provided suggestions to the management as supporting guidelines for deciding reasonable payment.
10. Reviewed the Charter of Nomination and Remuneration Committee. In 2021, the NRC Charter was revised to accord with the Corporate Governance and Sustainability standards regarding the Nomination and Remuneration Committee, such as the corporate governance framework by Thai Institute of Directors (IOD), the ASEAN Corporate Governance Scorecard, and the Dow Jones Sustainability Indices.

The Nomination and Remuneration Committee cautiously completed its duties with integrity, based on the responsibilities designated in its charter. It adhered to the principle of good governance adequately and suitably for the balanced and sustainable benefits of all stakeholders.

**Mr. Karun Kittisataporn**

Chairman of the Nomination and Remuneration Committee

# Report of the Risk Policy Committee

## To the Shareholders

Marching through the business landscape, risk management is the pillar of protection to reach marked targets with the best interests of the Company and stakeholders at heart. Integral of professional corporate culture, the scope of risk management encompasses core competencies, including strategic, regulatory, and financial capacities. Under the supervision of the Risk Policy Committee and the Executive Committee, key risks are determined, monitored, and appropriately managed to control impact potential to an acceptable level. Significant developments took place in 2021 as follows:



1. The annual review of organizational impact level risks factors considered all aspects of the COVID-19 outbreak, economic and competitive conditions, changes in consumer behavior, and technological changes, among other persisting developments that unfold, alongside sustainability aspects such as environmental, social, and corporate governance, and various internal factors of the company such as strategies and plans for the growth of necessary resources. Significant developments that could impact the organization are identified as a potential risk and further analyzed, monitored, and flagged with the associated impact level to consider various risk management measures accordingly. Risk factors that were flagged in 2021 are listed in detail under the Risk Management section.
2. Two emerging risks that could potentially impact the business and obstruct organizational goals were considered.
  - Climate Change Risks
  - Cyber-security Risks
3. Risk profile, key risk indicators, and exposure to key risks were considered and approved, along with risk response plans for each risk unit responsible for mitigation.
4. The review of the risk management system appropriate to current operational capacities and business continuity along with practical risk mitigation protocols were considered and approved.

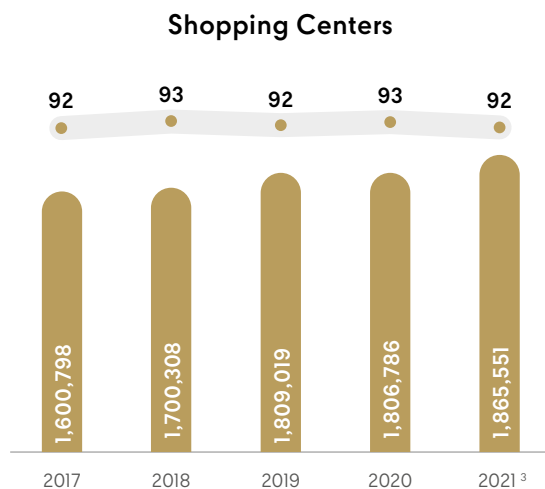
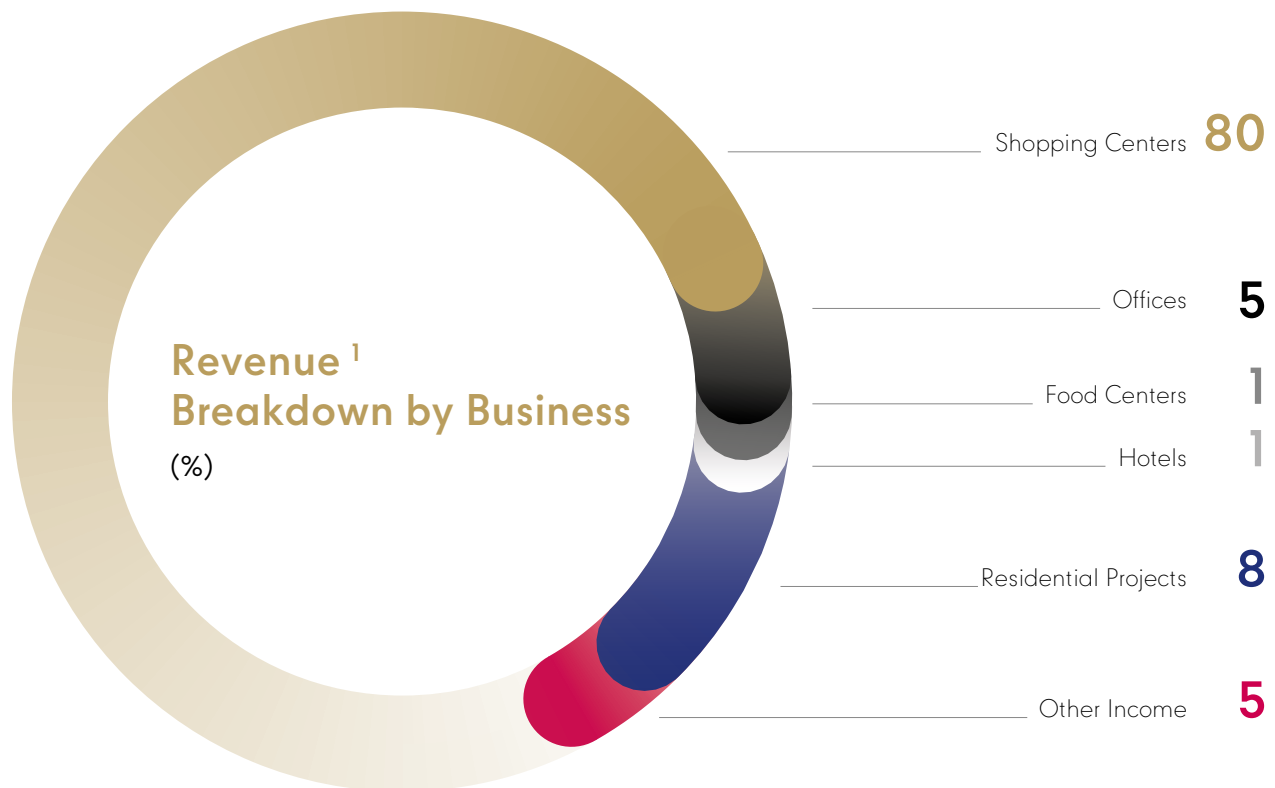
The Risk Policy Committee has regularly reported risk assessment results to the Board of Directors for acknowledgment. Over the past year, the Company's risk management team has carried out comprehensive risk considerations where key risks were thoroughly and regularly monitored and effectively managed to an acceptable level. This enables the Company to successfully attain set goals under the Corporate Vision and mission.

### Mr. Paitoon Thaveephol

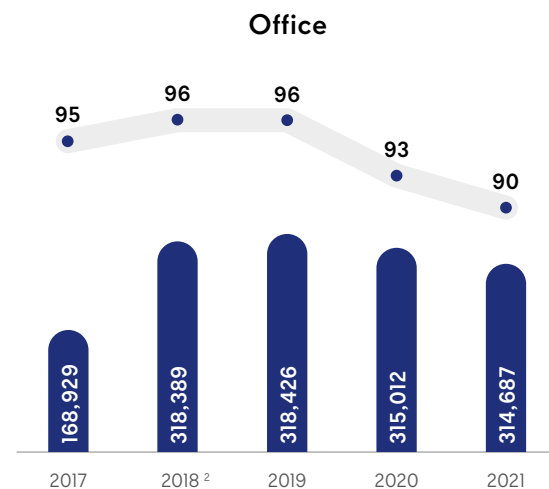
Chairman of the Risk Policy Committee



# Financial Highlights



■ Retail Leasable Area at Year End (sq.m.) ● Full Year Average Occupancy Rate (%)

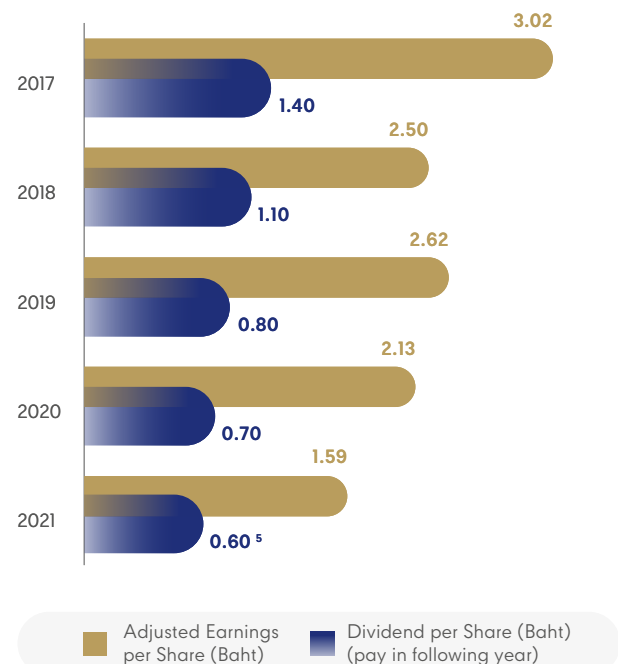
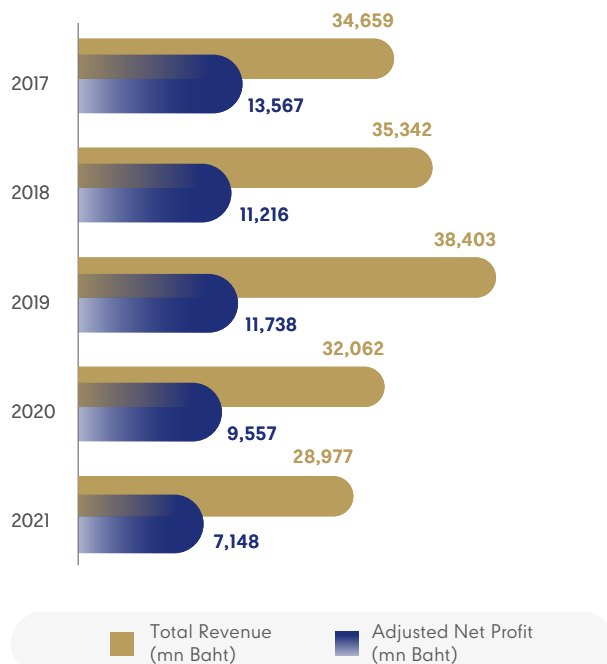
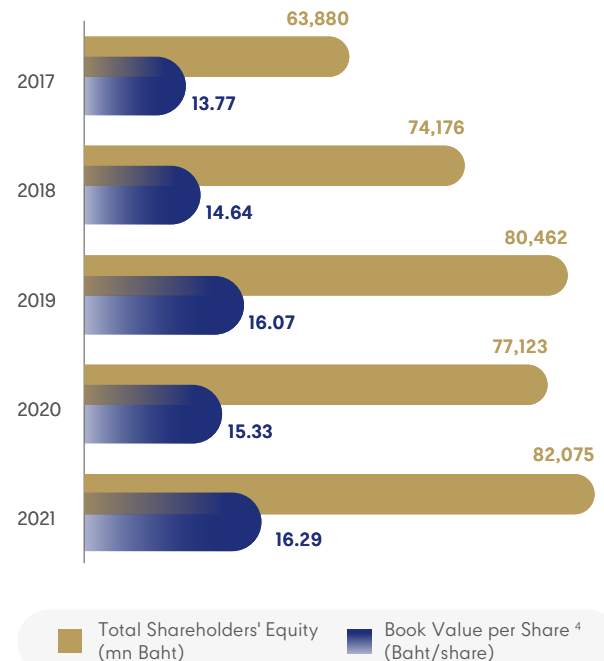
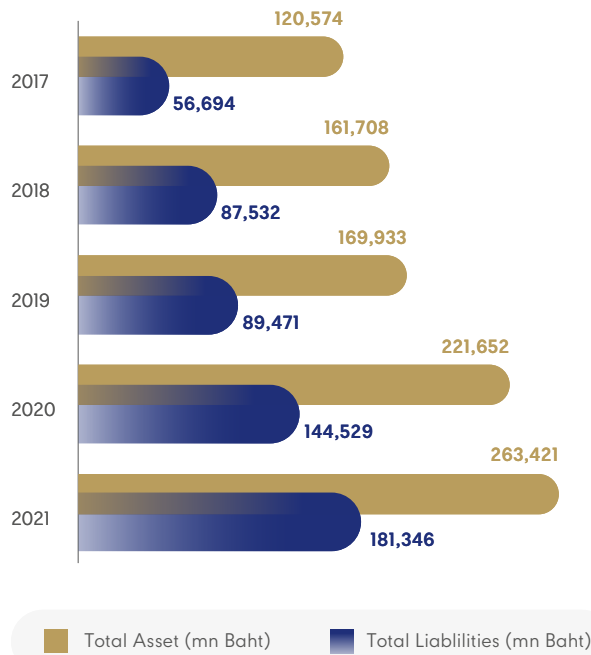


■ Office Leasable Area at Year End (sq.m.) ● Full Year Average Occupancy Rate (%)

**Remarks :** <sup>1</sup> Excludes interest income, dividend income, share of profit from associates, impact from TFRS16, and non-recurring income

<sup>2</sup> Includes office area from GLAND following its business acquisition in 2018

<sup>3</sup> Excl. leasable area of community malls and joint-venture company from Siam Future Development Plc.



Remarks : <sup>4</sup> Excl. non-controlling interest

<sup>5</sup> Subject to AGM 2022 approval

# Board of Directors

01



**Dr. Supachai Panitchpakdi**  
Honorary Chairman

02



**Mr. Suthichai Chirathivat**  
Honorary Chairman

03



**Mr. Sudhitham Chirathivat**  
Chairman

04



**Mr. Karun Kittisataporn**  
Lead Independent Director / Member  
of the Audit and Corporate Governance  
Committee / Chairman of the Nomination  
and Remuneration Committee

05



**Mr. Paitoon Taveebhol**  
Independent Director / Chairman of  
the Audit and Corporate Governance  
Committee / Chairman of the Risk Policy  
Committee

06



**Mrs. Jotika Savanananda**  
Independent Director / Member of the Audit and  
Corporate Governance Committee / Member of  
the Nomination and Remuneration Committee

07



**Mr. Veravat Chutichetpong**  
Independent Director /  
Member of the Risk Policy Committee

08

**Mr. Suthikiati Chirathivat**

Director

09

**Mrs. Nidsinee Chirathivat**

Director

10

**Mr. Kobchai Chirathivat**Director / Member of the Nomination and  
Remuneration Committee / Member of  
the Risk Policy Committee

11

**Mr. Prin Chirathivat**Director / Member of the Risk Policy  
Committee / Advisory of the Nomination  
and Remuneration Committee

12

**Mr. Preecha Ekkunagul**Director /  
Member of the Risk Policy Committee

13

**Mr. Suthipak Chirathivat**

Director

14

**Ms. Wallaya Chirathivat**Director /  
Chief Executive Officer



# Management Team

01

**Ms. Wallaya Chirathivat**

Director /  
Chief Executive Officer

02

**Ms. Naparat Sriwanvit**

Member of the Executive Committee /  
Chief Finance, Accounting and Risk  
Management Officer

03

**Mr. Chanavat Uahwatanasakul**

Member of the Executive Committee /  
Chief Development Officer

04

**Mr. Lervit Pumipitak**

Head of Property Management

05

**Mr. Wuttikiat Techamongklapiwat**

Head of Community Mall Business

Part

# 1

Business and  
Operating Performance

# Business Structure and Operating Performance

# 1

## 1.1 Business Policy and Business Overview

### Vision and Mission

### PURPOSE

Imagining  
better futures  
for all

### BELIEFS

by

# 4

Desired Behaviors

#### 01 Positivity

We focus on progress and are always optimistic about the future. We truly believe in the power of our expertise to create a better quality of life for everyone. We cherish meaningful relationships, and celebrate them everyday.

#### 02 Dynamism

We lead the way with innovation to improve the world around us and prepare the future. We are pioneering and engaging, empathetic to the needs of others. Providing better opportunities to work, meet, learn and enjoy life with loved ones.

#### 03 Customer Champions:

Our customers are our sources of inspiration for everything we do, we are captivated by them and their world. We champion our customers and always go beyond their expectations. We push ourselves to deliver excellence for them today and in the future.

#### 04 Community at Heart

We thrive by learning, exploring and collaborating together. We bring people together from all around the world to co-create solutions to challenging questions, joining forces to innovate and evolve the way we live.

### VISION

To be a leading regional developer pioneering a better and more sustainable future for all

### MISSION

In order to achieve our vision, we are guided by and committed to five key strategic areas

#### 01 Center of Life

Our mission is to create spaces that are at the center of people's lives, for better quality of life and living.

#### 02 Regional Expansion

We continue to instill the pioneering spirit that is at the heart of our DNA, bringing the best of Thailand to the region and the world, and vice versa.

#### 03 Co-Creation

We deliver greatest value to our customers when we co-create in partnership with our tenants and business partners.

#### 04 Sustainable

We are committed to creating long term value for all stakeholders. We believe in growing sustainably and doing good for the Environment, People, the Community and for Business.

#### 05 Empowered People

Our people are our greatest strength and we believe in empowering people to realize their full potential.

## Key Development

2021

01

### Impact from COVID-19 Pandemic and Mitigation Plan

- **Shopping Centers**

In 2021, retail business still got impact from COVID-19 Pandemic situation and government mitigation plan, by limited the open hour of shopping centers and retail business in some restricted areas during July to August 2021. However, after the easing in September, Central Pattana still initiated "Central's Safety Plus+" to enhance cleanliness and highest safety measures practical. The Company implemented Chat and Shop system, call center, Pick-up Counters, and drive through pick-up stations to facilitate safety and convenience for customers including preventive measures in shopping centers. And incorporated with the government to be Vaccine Center in 23 locations throughout Thailand.

- **Offices**

Most of office tenants had adopted to the new normal way and still maintain Work from Home Policy in some period of time to reduce the density in their office area. Thus, our office business has less impact or provided less discount from last year. Office business had initiated the similar safety and hygiene program as our shopping centers, which could boost the confidence from tenants and office worker.

- **Hotels**

Hotel business still got impact from the limited travelling across country, together with the new travelling style of Thai people. However, from 'Phuket Sandbox Program' since July 1, 2021, and 'Test & Go Program' since November 1, 2021 in some areas, could improve tourism and hotel business in the end of year.

- **Residential Projects**

Launched new projects throughout the year base on the real demand and potential locations. Central Pattana still concerned to the safety and hygiene of client and employee, thus we offered both project physical visiting and via virtual showroom on mobile application.

02

### The Lease of Assets to CPNREIT: Central Lampang and Central Marina

Registration of leasehold right of Central Lampang and Central Marina to CPNREIT on February 25, 2021. CPNREIT has leasehold right on Central Marina for 14 years until April 30, 2035 and Central Lampang for 21 years until December 16, 2041.



2021

03

## Investment in Mixed-use Project Located on Wireless Road and Soi Somkid, Bangkok

Central and Hongkong Land Company Limited ("CHKL") is a joint venture company between Central Pattana, Hargreaves Central Department Store Company Limited ("HCDS") and HKL (Thai Developments) Company Limited with the shareholding ratio of 25:26:49, respectively. This joint venture company has purpose on developing mixed-use project which is located on Wireless Road and Soi Somkid, Bangkok, and expected to operated in next five years (2026).

04

## Leader in Sustainable Development in Thailand and International

1. **Member of Dow Jones Sustainability Indices** - Central Pattana was selected to DJSI World list in fourth consecutive years (2018-2021), and DJSI Emerging Market list for eighth consecutive years (2014-2021).
2. **SET Sustainability Award & THSI** - with good CG to all stakeholders, Central Pattana was selected to Highly Commended in Sustainability from SET Awards 2021, and THSI for seventh consecutive years (2015-2021).
3. **GRESB** - Central Pattana got Green Star in category of Management and Development, and 'Score A' in category of information disclosure from GRESB Real Estate Assessment for the first year. GRESB is an international survey that sets a global standard for environmental, social and governance (ESG) benchmarking.

05

## Launching Two New Shopping Centers



1. **Central Si Racha**  
Opened in October with Living Green in Smart City of EEC Center concept. This project is the first mixed-use project which can contribute to economy and urbanization lifestyle in Si Racha.
2. **Central Ayutthaya**  
Opened in November with The Prosperity of the Capital concept. This project will represent the beautiful cultural and long history of Ayutthaya to the visitors.

2021

06

## Launching Four New Residential Projects

Including two low rise projects: 1) NIRATI DONMUEANG - mixed type of residences on Chert Wuttakas road, Sikan, Donmueang, and 2) ESCENT AVENUE RAYONG - home office near Central Rayong, and two high rise projects: 1) ESCENT VILLE AYUTTHAYA - next to Central Ayutthaya, and 2) PHYLL PHUKET - next to Central Phuket.



07

## Acquisition on Siam Future Development Plc. (SF)

Central Pattana acquired share of SF for 96% as at end 2021, and has plan to delist SF from Stock Exchange of Thailand (SET) according to the announcement to SET on December 28, 2021. This investment is objectively to expand business potential into a small new retail format and Super Regional Mall such as Mega Bangna.

2020

01

## Impact from COVID-19 Pandemic and Mitigation Plan

As a result of COVID-19 pandemic situation, Central Pattana has strictly complied with the announcement from government sector limiting risk area to protect the pandemic situation. The Company implemented proactive measures to manage the situation rapidly changed by considering all stakeholders.

- **Shopping Centers**

Temporary closure of shopping centers totaling of 34 locations, comprising 33 malls in Thailand during March 22 - May 16, 2020 and Central i-City in Malaysia during March 15 - May 3, 2020. To facilitate safety and convenience for customers, Central Pattana still provide necessary services in the shopping centers. The Company has initiated "Central's Safety and Hygiene Plan" to enhance cleanliness and highest safety measures practical. Moreover, the Company implemented Chat and Shop system, call center, Pick-up Counters, and drive through pick-up stations to facilitate safety and convenience for customers including preventive measures in shopping centers.

- **Offices**

Business operated as normal with high standard of defensive measures, even though some of office tenants' employees applied Work from Home protocol during lock down. However, number of office workers in office buildings had steeply increased after the restriction had released.

- **Hotels**

Temporary closed of two hotels since April 2020. Centara and Convention center Udonthani re-opened again on July 1, 2020. Hilton Pattaya Hotel took the opportunity to accelerate the renovation from May - November 2020, to enhance operational efficiency as well as prepare upon re-opening.

- **Residential Projects**

Launched new projects throughout the year. The Company offer both project physical visiting and via virtual showroom on mobile application. All projects got very good feedback, especially low-rise projects which offer the solution for "New Normal" lifestyle.

02

## Central Rama 2 Lease Renewal for CPNREIT

Central Pattana renewed the lease of Central Rama 2 with CPNREIT for another 30 years, from 2025 to 2055, the gain from this transaction was booked in financial statement as a special item. According to uncertain situation of stock market, two assets injection to CPNREIT was under reviewed and should be concluded by 2021.

2020

03

## Launched Seven Residential Projects

Four low-rise projects including: 1) ESCENT TOWN PHITSANULOK - townhome format, located next to Central Phitsanulok; 2) NINYA KALLAPAPRUEK - twin home format, located on Kanlapaphruek Rd., near Bangkhae Rd., Petchkasem Rd. and Kanchanaphisek Expressway; 3) NIRATI CHIANGRAI - single house format, located only four km. away from Central Chiangrai; and 4) NIRATI BANGNA - single house format, located in area of Central Bangna, Central Village, Suvarnabhumi Airport, and other schools, hospitals and expressways.

Three condominiums projects including: 1) ESCENT RAYONG II - the second condominium, located next to Central Rayong; 2) ESCENT KORAT - the second condominium project, located next to Central Korat, first project of these two locations got very good feedback after launching and were sold out quickly; and 3) ESCENT HATYAI - the first condominium next to Central Hatyai.





2019

01

## The Opening of “TRIBHUM: The Mystic of Three Worlds”

TRIBHUM is the world's first 3D walkthrough theme park solidifies the position of Central Phuket Floresta as “The World's Must Visit Destination in Thailand” to provide meaningful and enjoyable experiences about the infamous Thai myths and folklores, portrayed in contemporary presentations, to both local and foreign visitors. The iconic attraction is a well-blended component of Central Phuket as the world's shopping and leisure destination of choice.



02

## The Opening of Central i-City

Central i-City is the first international shopping center and the 33th shopping center of Central Pattana. Central i-City is a part of the i-City Ultrapolis, one of Malaysia's largest mixed-use development complexes located in the city of Shah Alam, Selangor State, and is conveniently accessible from the districts of Shah Alam, Klang, and Kuala Lumpur. Central Pattana and i-Berhad Group, a leader in real estate development in Malaysia, have jointly developed Central i-City, through 60% and 40% investment proportions respectively.

03

## Announcement of Dusit Central Park Project



Central Pattana and Dusit Thani Public Company Limited (DTC) have jointly announced the inauguration of Dusit Central Park, the most prominent mixed-use development project at the heart of Bangkok central district located across a 23-rai land at the corner of Silom Road and Rama 4 Road and seamlessly connected with the mainstream mass transit systems, such as the BTS skytrain and the MRT subway. The project comprises the Central Park shopping complex, the Central Park Offices, the brand-new Dusit Thani Bangkok Hotel and a residential project under the brands “Dusit Residences” and “Dusit Parkside”. The construction of the project is underway and is expected to be progressively completed and open for service from 2023 onwards.



2019

04

## Continued Investment in Mixed-use Development

Central Pattana prepared to invest in mixed-use projects in high potential locations for long term sustainable growth. Central Pattana acquired ordinary shares in Bayswater from BTS Group Holdings Public Company Limited (BTS) accounted for 50% of the total issued and sold shares of Bayswater to enhance Central

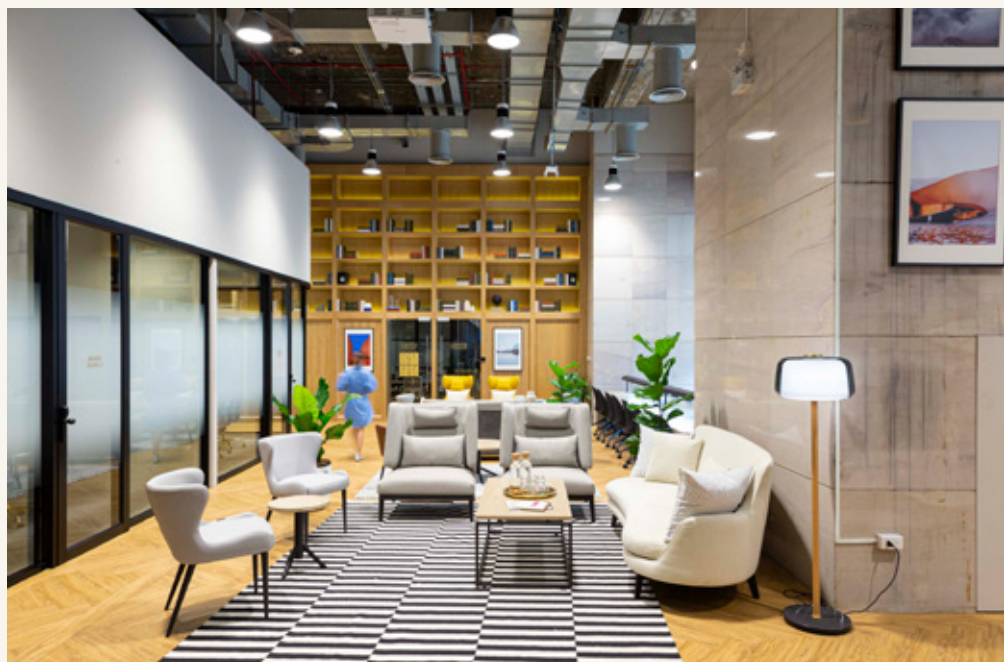
Pattana's latency to compete as well as expand revenue base from land bank at Paholyothin Rd. Following by launched ESCENT VILLE CHIANGMAI, the third condominium project next to Central Chiangmai after the first two were sold out.

05

## Investment in New Businesses to Sustain Company Long-term Growth

To accommodate customers' ever-changing lifestyles needs and diversify its sources of income, Central Pattana invested in Grab Thailand through a joint venture company with Central Retail Corporation Public Company Limited (CRC). The objective is to invest in Grab businesses to expand into new services and stimulate increases in mall traffic, as well as food delivery service which could enhance tenant's sales.

Central Pattana debut first two "Common Ground Co-working Space" in Thailand at the G Tower office building located in Rama 9 next to Central Rama 9, and at Central World Offices. Common Ground Co-working Space could serves new generation of workers and start-up entrepreneurs whose preferences are not limited to home and office, and are immersed with work and living integration with the shopping center.



2019

06

## The Opening of Central Village and Announcement of World-class Project Partner

Central Pattana launched the first luxury outlet in Thailand and the 34<sup>th</sup> shopping center of the Company. The design expressed on Thai identity architecture impeccably harmonized with the serene outdoor nature to create a shopping destination located close to Suvarnabhumi Airport offering more than 130 shops serving both local and tourist customers. The first phase accounted for approximately 20,000 sq.m. After Launching, Mitsubishi Estate Company Limited (MEC) through its Singapore based subsidiary

MEA, one of the world's most prestigious real-estate developers, became a project partner. Under the agreement, Central Pattana is a majority shareholder with a 70% stake in CPN Village Company Limited, while MEA shares the remaining 30%. The two allies hope to push Central Village to the next level of success and towards the position of ASEAN's best luxury outlet with the idea of "Two Nations, One Success."



07

## The Lease of Assets to CPNREIT

Central Pattana agrees to lease out new assets to CPNREIT comprising four shopping centers, namely Central Marina (partial) with a lease tenure of 15 years ending 2035, Central Lampang (Partial) with a lease tenure of 22 years ending 2041, Central Surat (Partial) with a lease tenure of 30 years, and Central Ubon (Partial) with a

lease tenure of 30 years. Further, the Company is preparing to extend the lease of Central Rama 2 project to CPNREIT for an additional 30 years ending 2055. The leases of the four assets and the extension of the lease term at Central Rama 2 is expected to be completed within 2020.

## Awards and Recognition

### Achievement Award for Project Design and Development



01

#### BCI ASIA AWARDS 2020/2021

##### Top 10 Developers Awards

Granted to Central Si Racha,  
Central Ayutthaya and Centara Korat

### Achievement Awards for Business Management, Marketing and Financial Management

02



#### 2021 All - Asia Executive Team Awards Awarded in 4 Categories

In category of Best CEO, Best CFO, Best IR Program  
(Investor Relations) and running up in Best ESG  
by Institutional Investor

03



#### IAA Awards for Listed Companies 2020

##### In Category of Best CFO

by Investment Analyst Institutional

## Achievement Awards for Business Management, Marketing and Financial Management

04



### **Southeast Asia Awards 2021** **In Category of Best Annual Report** **(Mid-Cap Company)**

organized by IR Magazine to Central Pattana

05



### **Thailand Corporate Excellence Awards 2021**

#### **In Category of Marketing Excellence**

by the Thailand Management Association (TMA) and  
Sasin Graduate Institute of Business Administration of  
Chulalongkorn University

06



### **Kincentric Best Employers -** **Thailand 2021** **Best Employers 2021**

by Sasin Graduate Institute of Business  
Administration of Chulalongkorn University

07



### **HR Excellence Awards 2021** **Gold Winner in Excellence in HR Change** **Management**

organized by Human Resource Online - Singapore

## (1.1 Business Policy and Business Overview)

## Achievement Awards for Corporate Governance

08



### “Excellent” CG Score on the Corporate Governance Report of Thai Listed Companies 2020

For the 13<sup>th</sup> Consecutive Year during 2009-2021

organized by Thai Institute of Directors Association (IOD) and commissioned by the Stock Exchange of Thailand (SET)

09



### Recertification of Thailand's Private Sector

Collective Action Coalition Against Corruption (CAC)

Central Pattana became a CAC certified member since 2015 and must recertify once every three years. The Company was recertified on December 31, 2020, and the certificate cover period of 2020-2022.



## Achievement Awards for Sustainable Development and Environmental Conservatism

10

Member of  
**Dow Jones  
Sustainability Indices**  
Powered by the S&P Global CSA

### Member of Dow Jones Sustainability Indices 2021 (DJSI)

In Two Categories, 'DJSI World' for the Fourth Consecutive Years (2018-2021), and in 'DJSI Emerging Markets' for the Eighth Consecutive Year (2014-2021)

Central Pattana remains the first and only Thai property development company which had been selected to be a member of S&P Global Sustainability Yearbook.

11



### Global Real Estate Sustainability Benchmark (GRESB)

'Green Star' in Category of Management and Development, and 'Score A' in Category of Information Disclosure

GRESB is an industry-driven organization committed to assessing the ESG performance of real estate assets globally.

12



### SET Awards 2021

#### in Sustainability Excellence

Highly Commended in Sustainability category, organized by SET. Moreover, Central Pattana was selected in Thailand Sustainability Investment for seventh consecutive year, organized by Stock Exchange of Thailand and Money and Banking Magazine.

## 1.2 Nature of Business and Assets under Management

### Economic and Industry Overview

#### Thai Economy 2021

Thailand is in its initial stage of economic recovery, after strongly affected by the COVID-19 pandemic last year. Thai economy in 2021 grown by 1.6 (NESDC), a positive figure compared to the -6.1% in 2020. The first half of 2021 saw an overall increase of 2% YoY as export of goods, private investment, and private consumption returned to growth. However, 3Q21 was hit hard by the COVID-19 Delta variant, leading to strict lockdown restrictions and resulting in economic contraction of -0.3% YoY and -1% QoQ. In the first nine months of the year, the economy grew by only 1.3% YoY. 4Q21 has shown a return to growth, supported by improved domestic economic activity following easing of lockdown restrictions and accelerated vaccination rate, in addition to the government's stimulus packages and reopening scheme to international tourists from November 1, 2021. Nevertheless, the emergence of the Omicron variant in December dampened confidence for a V shaped recovery as further restrictions were in place through December and January 2022.

Overall, key positive drivers of 2021 economic growth include 1) Exports sector, registered 17.1% growth due to recovering global demand, 2) Private Consumption, expected growth of 0.4%, 3) Private Investment, expected improvement of 4.0%, and 4) Mass Vaccination roll-out, with 66% of the population fully vaccinated as at the year-end. Downside risks to Thai economy include 1) COVID-19 Delta and Omicron variants, 2) Tourism sector, with the total inbound arrivals recording approximately 427,000 international tourists in 2021, 3) Unemployment Rate, spiked to 2.2% in 3Q21, and 4) Household Debt, on a rise to 89.3% in 3Q21.

#### Economic Outlook 2022

Thai economy is forecast to continue to slowly recover from 2022 but will take several years in order for the economy to reach its peak pre-pandemic levels in 2019. According to Bank of Thailand's latest forecast on December 22, 2021, the country's GDP is expected to grow by 3.4% in 2022, a decline from its previous forecast of 3.9% following the Omicron outbreak.



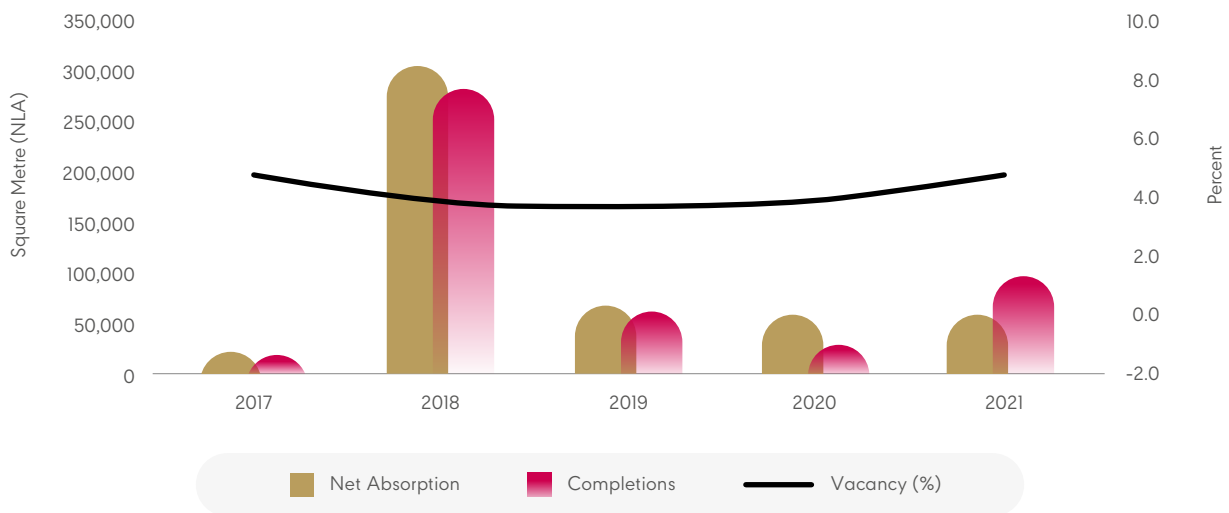
Bank of Thailand expects private consumption to return to growth this year, improving to 5.6%. Exports will continue to be the key economic driver, with projected expansion of 3.5% as international demand steadily recovers from the pandemic. Private investment is expected to grow further at 4.5% in 2022, as a result of improved demand and business sentiment. Public investment will slowdown but remaining supportive of overall economic growth. Domestic infrastructure projects will continue to support public and private investment through new public private projects across the EEC and other infrastructure projects. Tourism should see a slow rebound, forecast to recover to 5.6 million arrivals as global endemic policies start to reopen international borders.

Nevertheless, there are still key risks that could derail the recovery. New COVID-19 variants remain a threat. Inflationary pressure is higher, though expected to be short-term. Headline inflation is foreseen to accelerate in early 2022 due to the rises in energy and raw food prices. Supply chain disruptions will persist into 2022 and unequal recovery will persist given underlying structural weaknesses in the low-income household segment, as well as small and startup businesses / SME's who have been most affected during the pandemic period.

## 2021 Retail Industry Overview and 2022 Outlook

Bangkok's retail sector was severely impacted throughout 2021 from the Government lockdowns that saw retail malls under restricted trading conditions, or closed completely on more than 3 occasions. New supply to the market equaled to roughly 3% of total supply, a significant drop from the forecast supply pipeline in the market due to developers slowing down or holding off on mall openings throughout late 2021. Due to international tourism restrictions, the Central Business Area (CBA) Bangkok retail market saw significant disruptions to traffic and sales as demand from tourists remained flat.

## Prime Supply, Demand, and Vacancy Rate



Source: JLL Thailand Research

Domestic demand was also significantly disrupted due to the restrictions from Government on high-risk categories, including Beauty Clinics, Family Entertainment Centers, Bars & Restaurants, Cinemas and Gyms, saw several months of closures and repeated restrictions on operating hours and seating capacity, etc. Consumer preferences and lifestyles changed dramatically as a result of the restrictions with greater penetration / adoption of online transactions being prevalent. This has resulted in longer term structural shifts in the retailing sector as the aftermath of COVID-19 has seen greater adoption and buying habits shift over time.

### Outlook

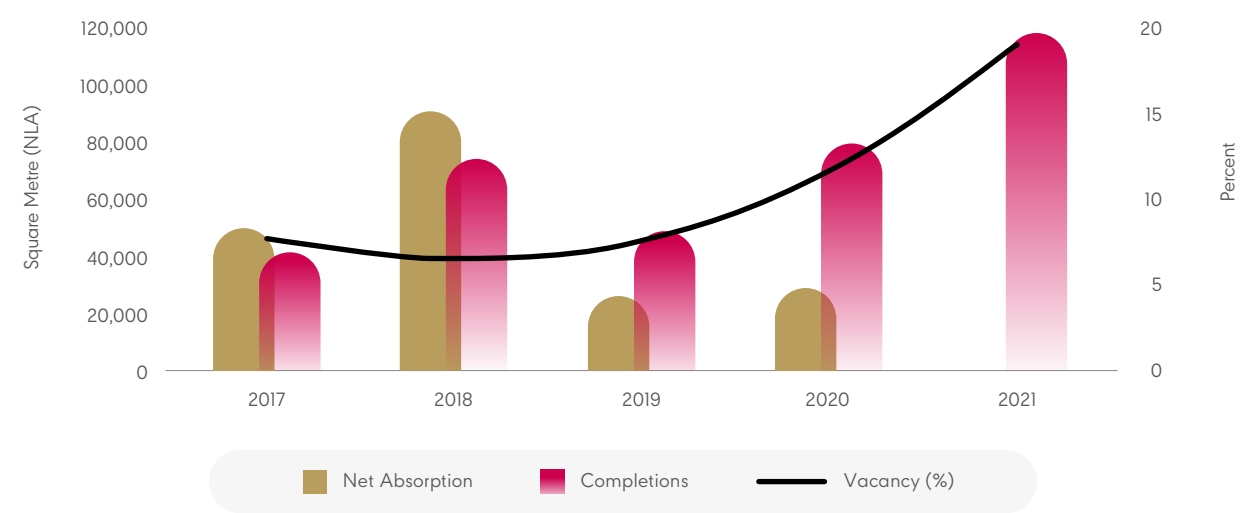
2022 will see a return of key retail malls in the pipeline being completed, with several large-scale malls set to open, in time for international tourists returning to Thailand under the Government's reopening scheme. Retailers are beginning to shift their business model toward an omni channel hybrid approach, which will continue to disrupt traditional offline shopping mall operators that lack a customer centric digital platform. The market in 2022 is forecast to recover in domestic consumption and continued improvement to household wealth in the middle to upper-income segment range.

(1.2 Nature of Business and Assets under Management)

2021 Office Industry Overview and 2022 Outlook

Bangkok office market continued to face increasing volatility amidst the aftermath of the COVID-19 pandemic. Total Bangkok market office supply in 2021 is expected to reach 9.9 million sq.m., increasing circa 500,000 million sq.m. from 2020 levels. Demand in Bangkok CBA, measured by net absorption continued to remain flat or see downward pressure across 2021. Vacancy rate is expected to increase further, rising over 15% up to 20% forecasted over short to medium term as new supply additions start to enter the market in 2021-2022. Rents showed slight improvement in the prime category as new supply in 4Q21 pushed asking face rents higher, however net effective rents continued to drop given the incentives / discounts from landlords currently to attract tenants.

CBA Prime Supply, Demand, and Vacancy Rate



Source: JLL Thailand Research

Outlook

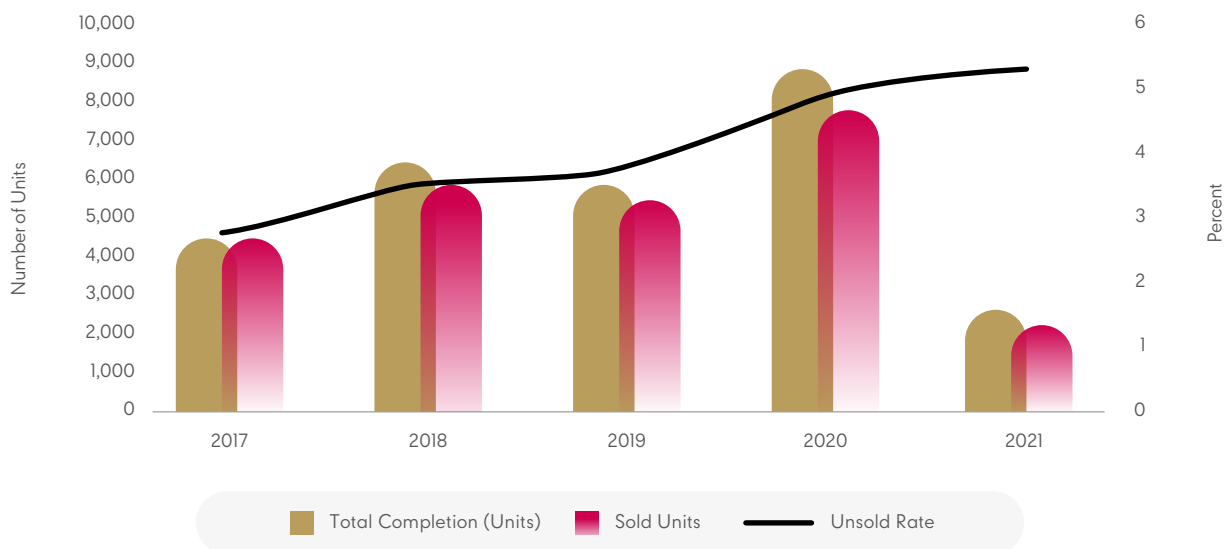
Over 500,000 sq.m. NLA is scheduled to enter the Bangkok office market in 2022, with half of the future supply centered around the CBA district in the prime category totaling circa 150,000 sq.m. in supply across 4 prime buildings. Shifting workplace strategies from large corporates, along with significant supply looming over the next 3-5 years, the market is expected to see further softening in the immediate future. The outer CBA would have great opportunity to see resilient growth and increased tenant demand who are searching for more attractive decentralized options for their workforce. However, in the medium to long-term, a balanced market could potentially emerge once supply levels are adjusted, outdated buildings are removed or renovated, and demand is strengthened.

## 2021 Residential Industry Overview and 2022 Outlook

The Bangkok Residential market remained weak throughout 2021, due to the lingering negative impacts from the COVID-19 pandemic. Consumer purchasing power fell, while household debt remained at peak highs, resulting in more cautious spending and delayed property purchase decision amid economic uncertainty. While domestic buyers postponed buying property, foreign buyers were non-existent in the market. Given the slowdown in demand, developers postponed new project launches, especially condominiums in GBKK in the luxury and mid-upper segments, and focused on clearing existing inventory utilizing attractive discounts and promotional campaigns.

In 3Q21, construction was disrupted by the shutdown of workers' camps in mid-June to mid-July to prevent the spread of COVID-19 clusters. This impacted the timing and certainty of many project launches, as well as transfer projects for domestic and international purchasers. As a result, there were no new launches of prime-grade condominium supply in the second and third quarter of 2021. However, as consumer confidence and business sentiment showed signs of improving across 4Q21 as restrictions were slowly eased across Thailand. As of 4Q21, the unsold rate of stock increased to 5.3%, equivalent to 3,500 unsold units.

## CBA Prime Condominium Supply, Demand, and Unsold Rate



Source: JLL Thailand Research

## Outlook

New supply is predicted to enter the market at the beginning of 2022 as developers start to launch new supply and inventory to cater to consumers with strong purchasing power. The easing of LTV measures and the reopening of the country should help support the recovery of Bangkok's residential market. The luxury condominium market is expected to see more speculative activity while real demand will be focused on high-income domestic buyers and reemergence of international buyers, looking for investment, retirement or holiday homes.



## (1.2 Nature of Business and Assets under Management)

**Business Overview**

Central Pattana Public Company Limited (“the Company” or “Central Pattana”) was established under the name of “Central Plaza Co., Ltd.” on June 17, 1980, with an initial registered capital of Baht 300 mn. In 1982, Central Pattana launched Central Ladprao, the first fully integrated shopping center in Thailand, followed by Central Ramindra, Central Pinklao and Central Center Pattaya (currently Central Marina). Central Pattana was listed on the Stock Exchange of Thailand (SET) on March 1, 1995, with a registered capital of Baht 1,000 mn and a par value of Baht 10 per share. Currently, its paid-up capital is Baht 2,244 mn, with a par value of Baht 0.5 per share, of which the majority is held by Central Holdings Co., Ltd.

Central Pattana has been expanding its large-scale integrated shopping centers by developing new shopping centers in big cities and major provincial tourist destinations. This included the acquisitions of shopping centers such as Central Chiangmai Airport (1996), Central World (2002), Central Rattanathibet (2003), Central Udon (2009) and Central Phuket Festival (2015). The expansion journey reached new heights in overseas market and the introduction of new retail format as seen in 2019, with the openings of Central i-City, the first international shopping center of the Company in Malaysia, and Central Village, the first luxury outlet in Thailand.

Committed to sustainable growth, Central Pattana has pursued sources of fund to optimize its currently operated assets. First, it established mutual funds for real-estate leaseholds called CPN Retail Growth Leasehold Property Fund (CPNRF) in 2005 and CPN Commercial Growth Leasehold Property Fund (CPNCG) in 2012 to mobilize funds from domestic and foreign investors eyeing real-estate investment and reap benefits from such investment. At the end of 2017, it converted CPNRF into CPN Retail Growth Leasehold REIT or CPNREIT. Central Pattana serves as the trust manager and property manager for the trust and the fund.

In 2018, Central Pattana acquired 67.5% shares in Grand Canal Land Plc. (GLAND), whose assets consist of 1) The Ninth Tower office building; 2) Unilever House office building, both of which have been transferred to the CPNREIT; 3) G Tower office building; 4) BELLE condominium for sale; and 5) four plots of undeveloped land: two for mixed-use project development and two for residential development.

In 2021, Central Pattana acquired share of Siam Future Development Public Company Limited (SF) and held approximately 96% of SF's share as at end of 2021. SF's assets including 1) 18 community malls in Bangkok, 2) one regional mall (Mega Bangna) and 3) landbanks in Bangkok under its Joint-Venture company. This investment is objectively to expand business potential into a small new retail format as well as a high potential regional mall in the long run which enhance company's competitiveness and contribute long-term shareholders' return.

For more than 40 years, Central Pattana has evolved its services to fit with the demands of customers and related parties by transforming shopping centers into the “Center of Life” for all with the following strategies:

- **Innovation and Expansion:** This relies on mixed-use development, piloting the development of shopping center projects in contemporary formats that addresses the needs of all customers, whether customer and community groups in the vicinity, who can drop by regularly, or tourist groups (Thais and foreigners) that desire to relax and pursue impressive experiences at shopping centers. This strategy also embraces the transformation of shopping centers into Centers of Communities, achieved through the Destination Concept. Central Pattana incorporated the looks of new and existing shopping centers through renovation programs each year to turn them into destinations for all customers' activities. Instances are destinations for food, fashion, family activities, sports and health, and meetings of people with shared interests. Central Pattana has also grown its investment model to the development of assorted properties, namely shopping centers, residences, office buildings, and hotels, to supplement mutual value and that to the core shopping center business while optimizing land value. Since 2016, CPN Residence Co., Ltd., a subsidiary, has developed condominium projects around Central Pattana's shopping centers or in their vicinity.
- **Collaboration and Co-Creation:** In its relentless pursuit to deliver novelties, Central Pattana actively sought for business partners in developing shopping centers and related businesses. A case in point is the cooperation with Dusit Thani Plc. in developing the Dusit Central Park Project in Bangkok. Another is its cooperation with

IKEA in launching IKEA Bangyai as its first flagship store in Southeast Asia featuring seamless connection with Central Westgate. Another is the joint venture with Right Man Co., Ltd. in launching the TRIBHUM: The Mystic of Three Worlds, a new world-class attraction at Central Phuket. Then there is the cooperation with the Common Ground Group of Malaysia in investing in co-working space in Thailand to connect the shopping center business with office buildings of the future, and its investment in the Grab Thailand business in support of core business growth in the New Economy era. And finally, Central Pattana's joint investment with Mitsubishi Estate Asia (MEA) in Central Village (at 30% shares) to heighten project quality to become ASEAN's outlet leader.

## Business Units

Central Pattana's core businesses comprise the development of shopping center and other complementary mixed-use development projects, which include office building, hotel, and residence, to add value to the shopping centers. By the end of 2021 (excluding SF's assets), Central Pattana manages 36 shopping centers, 15 in Bangkok Metropolitan Areas, 20 in prime provincial areas and one in Malaysia; 10 offices in Bangkok; two hotels, namely Centara Hotel and Convention Center Udon Thani and Hilton Pattaya Hotel; one residential project for rent; and 22 residential projects for sale. Furthermore, Central Pattana invested in CPNREIT and CPNCG, and the properties under both of which are also managed by Central Pattana.

Central Pattana's project development starts from securing strategic locations at reasonable prices and onto conducting feasibility studies, controlling design and construction processes, overseeing lease progress, and finally managing shopping centers and office buildings after commercial openings, which extends to the provision of utilities, security and cleaning services at each site. Furthermore, Central Pattana operates certain complementary businesses, such as food centers, multi-purpose convention halls, entertainment, and leisure attractions at some shopping centers to accommodate customers. Regarding the hotel business, Central Pattana has employed expert hotel management companies to manage its hotels and maximize benefits from the properties.

Categorized based on sources of revenue in six business groups described as follows:

### 1. Shopping Centers

Central Pattana's main source of revenue, the shopping center business accounts for more than 80% of the total revenue. Revenue is derived from rental of retail space, utility and security services, cleaning services, rental & services of convention halls, onsite media services, and marketing activities in common area of 36 shopping centers - 15 in Bangkok Metropolitan Areas, 20 in prime provincial areas, and one in Malaysia. There are seven shopping centers were leased out to CPNREIT in which Central Pattana is the property manager.

Central Pattana continues to develop and expand the shopping center business through opening new shopping centers domestically and internationally, renovation of existing shopping centers to contemporary standards, and enhancing the space utilization in shopping centers to sustain revenue generation. These initiatives resonate Central Pattana's vision to become the "Center of Life", as well as through the implementation of various destination concepts that match the lifestyle desires of customers at all ages and interests. Moreover, Central Pattana shopping centers integrate iconic local heritage and identity as part of their designs. These distinguished features continue to elevate Central Pattana's shopping center as the leader in the shopping complex business.

In 2021, the Company launched two new shopping centers namely:

- Central Si Racha, opened on October 27, 2021 under concept of "Living Green in Smart City of EEC Center". This is a mixed-used project in the heart of Si Racha, which would enhance its economy and urbanization lifestyles while promoting it as EEC's MICE hub of the future. The mixed-use project consists of a semi-outdoor lifestyle shopping center, a thematic mall, an outdoor walking street, a world-class conference center, a hotel, a serviced apartment, an office building, and a learning center for kids.

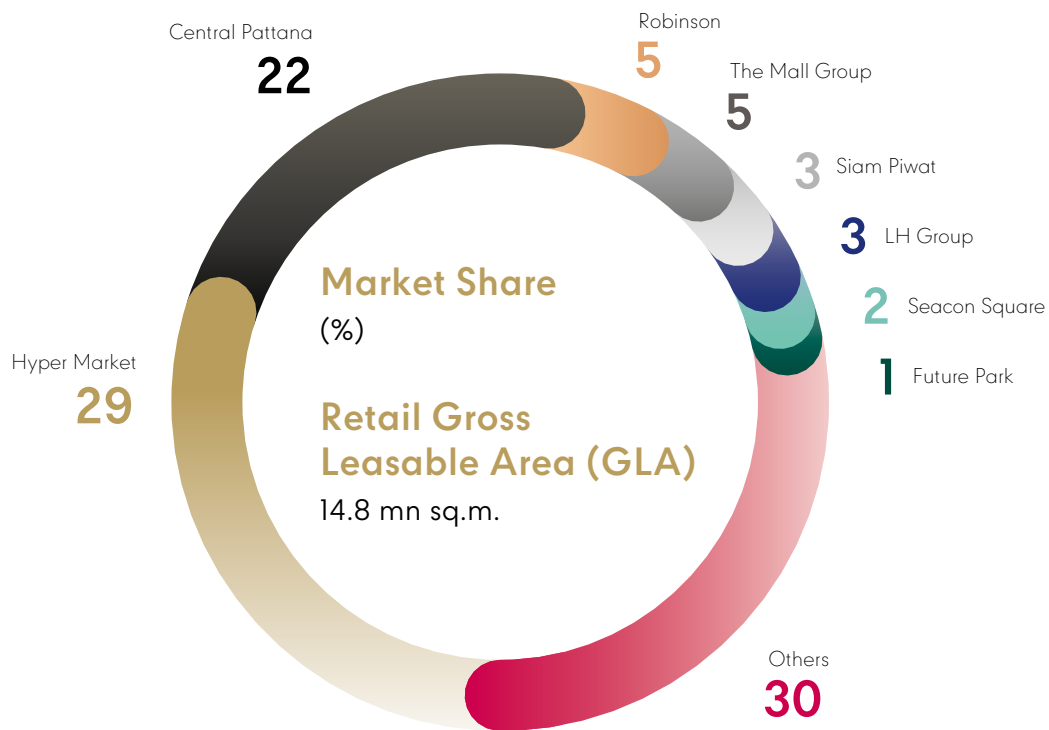
## (1.2 Nature of Business and Assets under Management)

- Central Ayutthaya, opened on November 30, 2021 under concept of “The Prosperity of the Capital”. Ayutthaya named as a World Heritage by UNESCO, Ayutthaya and its prosperity as well as vibrancy could be restored by applying the Kyoto Model to its push as another top destination of the world. Today the province boasts some 8.2 mn tourists a year. The envisaged mixed-use project is made up of a shopping center, a conference center, tourist attractions, public space for all community members, residences, and a hotel.

Central Pattana has major renovation in Central Rama 2 with concept of “The Largest Regional Mall – Gateway of South

Bangkok” and Central Ramindra with concept of “Living Lab of Ramindra”, which are phase by phase renovation and target to complete in 2022. Central Pattana has rolled out destination concept through minor renovations across country to enhance customers’ convenience and experience in shopping centers. Moreover, there are two projects under construction including Central Chanthaburi (open 2022) and Dusit Central Park (open 2023-2024)

According to its estimated data as of December 31, 2021, Central Pattana has 22% market share of the retail industry in Thailand based on retail gross leasable area.



**Remarks :** GLA exclude parking lot.

Central Pattana - Project GLA incl. Department Store and Siam Future Development Plc.

Hyper Market - only stand-alone shops excl. hyper market in malls

**Source :** Central Pattana

## (1.2 Nature of Business and Assets under Management)

Central Pattana also has other supplementary businesses to the shopping centers that create value-added offers and enhance satisfaction of customer, tenants, society and other related parties. These businesses including:

- Pororo AquaPark Bangkok, the water park located on the 6<sup>th</sup> floor at Central Bangna decorated with the theme of a famous Korean cartoon series “Pororo: The Little Penguin” and offers new, exciting and memorable experiences to all family members.
- Central Park, a large recreational park located in the same area as Central Rama 2 open to the general public and comprises a health park, children’s playground, activity zone and famous food vendors.
- TRIBHUM: The Mystic of Three Worlds, located at Central Phuket, is a 3D interactive walkthrough theme park as a result of a joint venture investment by Central Pattana and a partner with accredited expertise.
- Co-working Space under “Common Ground” brand, which opened the first branch in Thailand in 2019 at G Tower, and the second branch at Central World Offices in 2020.
- Investment in Grab Thailand, for supplement its core business and together with improve the service to shoppers and tenants through New Economy concept. Grab’s application would enhance shopping center performance in term of traffic via ride hailing, and increase F&B tenants’ sale via food delivery etc.

## 2. Office

The office building business involves the development of office buildings for rent not only for Central Pattana’s complementarity with the shopping centers, but also for its value accretion from the optimization of land use and efficiency of car park management.

The decision to develop an office building in any shopping center area is based on the strategic location together with the demand and supply of office space in that area. The revenues from office building include rental of office space, rental of retail space within the office building, and revenue from utilities services.

At present, Central Pattana manages 10 office buildings on the premises of 1) Ladprao, 2) Pinklao Tower A, 3) Pinklao Tower B, 4) Bangna 5) Central World (Central World Offices),

6) Chaengwattana, 7) Rama 9, 8) The Ninth Towers, 9) Unilever House, and 10) G Tower. Amongst these projects, Central Pattana owns five buildings, another four are under CPNREIT (Pinklao Tower A, B, The Ninth Towers and Unilever House) and the other under CPNCG (Central World Offices). Tenants of office buildings in Central Ladprao, Central Pinklao, Central Bangna, Central Chaengwattana, and Central Rama 9 projects are mostly operators of businesses that benefit the shopping center business, such as tutorial schools, language and music schools, beauty parlors, and securities brokerage firms. In contrast, Central World Offices, The Ninth Towers, Unilever House and G Tower are grade A office buildings located in the heart of the business district. Their tenants are, therefore, leading Thai and multinational companies.

## 3. Hotel

The hotel business on the same premises as shopping centers complements the shopping center business in terms value accretion to the overall project by making the most use of properties for the maximum return on investment. Key consideration factors of hotel investment include project location, demand and supply, surrounding environment, and the project’s growth potential. The hotel business comprises guest rooms, food outlets, seminar rooms and convention centers to serve the growth of the MICE (Meeting Incentive Convention and Exhibition) industry. Revenue from the hotel business comprises room revenue, sale of food & beverage and rental of units in buildings and service income.

Central Pattana owns two hotels:

- Centara Hotel & Convention Centre Udonthani, formerly known as Charoensri Grand Royal Hotel - a part of Charoensri Complex, acquired by Central Pattana in April 2009 and comprises 259 rooms. Central Pattana has employed an expert hotel management company, namely Central Plaza Hotel, to manage the hotel.
- Hilton Pattaya Hotel consists of 304 rooms, situated in the same complex as Central Pattaya and launched in November 2010. In December 2017, Central Pattana leased it to CPNREIT for 20 years and employed Hilton Hotel Corporation to manage the hotel.

## (1.2 Nature of Business and Assets under Management)

#### 4. Residential Projects

Recognizing the potential of mixed-use development of shopping center projects, Central Pattana has developed residential projects to maximize the benefit of its core business. Hence, a specialized team of executives, experienced personnel and experts was set up to conduct feasibility studies on the development of residential projects and execute other relevant tasks.

CPN Residence Co., Ltd. (CPN Residence), a subsidiary company of Central Pattana, leads the development of residential projects, which starts from selecting strategic locations; conducting feasibility studies from market information and other impact factors to analyze and decide on suitable types of housing project for each location; procuring construction and decorative materials directly from suppliers through fair bidding processes to compare prices and quality and benefit from the economies of scale; setting delivery prices in advance to avoid price fluctuation; and selecting contractors who are skillful, experienced, and reputable in their respective types of work under Central Pattana's procurement procedures and standards. Central Pattana's control systems are also in place to ensure that construction work proceeds as planned and their quality is strictly controlled. Besides undertaking Environmental Impact Assessment (EIA) to address environmental impacts potentially caused by the construction of residential projects and their utility systems, Central Pattana requires that all projects comply with the Building Control Act and minimizes their environmental impacts.

In 2021, Central Pattana launched two condominium projects: ESCENT VILLE AYUTTHAYA and PHYLL PHUKET, and two low rise projects: NIRATI DON MUEANG and ESCENT AVENUE RAYONG. As of December 2021, Central Pattana has been developed and managed 22 projects of residences, comprising of:

- 10 condominium projects which already transferred or in process of transferring: 1) ESCENT CHIANGMAI, 2) ESCENT KHONKAEN, 3) ESCENT RAYONG, 4) ESCENT VILLE CHIANGMAI, 5) ESCENT VILLE CHIANGRAI, 6) ESCENT NAKHONRATCHASIMA, 7) PHYLL PHAHOL, 8) ESCENT UBONRATCHATHANI, 9) Belle Grand Rama 9 and 10) ESCENT PARK VILLE CHIANGMAI.
- 5 condominium projects which in process of pre-sales or construction: 1) ESCENT RAYONG II, 2) ESCENT KORAT, 3) ESCENT HATYAI, 4) ESCENT VILLE AYUTTHAYA and 5) PHYLL PHUKET.
- 7 low rise projects in locations which are not far from Central Pattana's shopping centers including 1) NIYHAM BOROMRATCHACHONNANI – luxury single detached house format, 2) NINYA KALLAPAPRUEK – twin home format, 3) ESCENT TOWN PHITSANULOK – townhome format, 4) NIRATI CHIANGRAI - single detached house format, 5) NIRATI BANGNA - single detached house format, 6) NIRATI DON MUEANG - mixed product format and 7) ESCENT AVENUE RAYONG – home offices.

#### 5. Food Centers

Food centers are considered an essential element that complements shopping centers. Food centers to provide convenience for customers with a wide variety of affordable, quick and ready-to-serve dishes. Central Pattana generates return from space which was rented out to tenants in food centers.

Central Pattana developed and improved food centers under the concept of Food Destination, includes a wide selection of restaurants to serve various lifestyles such as casual dining, family restaurant, cafe, bakery or take-home food.

#### 6. Investment in Property Fund and REIT (Real Estate Investment Trust)

Central Pattana is the major unit holder of CPNREIT and CPNCG, representing 30.3% and 25.0% of total ownership respectively. It also serves as the property manager and receives monthly fees under management contracts and profit-sharing agreement based on investment proportions. The details are as follows:

- 1) CPNREIT was established pursuant to the Trust Act on November 29, 2017 from the conversion of CPNRF. The trust units of CPNREIT have been started trading on the SET on December 14, 2017. CPNREIT is indefinite and non-redeemable, and will focus on its investments in immovable properties, leasehold rights in immovable properties, and sub-leasehold rights in high-end immovable properties, particularly shopping malls. CPNREIT will also invest in other types of immovable



properties that are related to or complement immovable properties in the category of shopping malls, such as assets for commercial purposes, office buildings, hotels, and serviced apartments, etc.

CPNREIT's operations include CPN REIT Management Co., Ltd., a subsidiary of the Company, acting as the REIT Manager and three property managers i.e. the Company manages shopping malls and office buildings, Grand Canal Land Plc. and Sterling Equity Co., Ltd. manages The Ninth Towers Grand Rama 9 office building and Unilever House office building. Also, CPN Pattaya Hotel Co., Ltd., a subsidiary of the Company, is a sub-lessee of Hilton Pattaya Hotel, which has Hilton Hotel Corporation Co., Ltd., as the hotel operator. In addition, SCB Asset Management Co., Ltd. is a trustee and The Securities Depository (Thailand) Co., Ltd. is a registrar.

At the end of 2021, CPNREIT had been investing in leasehold rights of seven shopping malls, which are Central Rama 2, Central Rama 3, Central Pinklao, Central Chiangmai Airport, Central Pattaya, Central Marina and Central Lampang, and four office buildings namely Pinklao Tower A and Tower B, The Ninth Towers and Unilever House, and one hotel which is Hilton Pattaya. (For more information, please visit [www.cpnreit.com](http://www.cpnreit.com))

- 2) CPNCG was registered on September 13, 2012, with an indefinite expiration date. The purpose of the fund is to raise funds from unitholders to invest in properties or leasehold properties and seek benefit from properties. CPNCG has invested in parts of Central World Offices by SCB Asset Management Company Limited (SCBAM) acts as the management company, Kasikorn Public Company Limited acts as the mutual fund supervisor, the Siam Commercial Bank Public Company Limited acts as the registrar, and Central Pattana acts as the property manager. As the property manager, Central Pattana is entitled to monthly management fee from the fund according to the contractual agreement between the fund and the property manager. (For more information, please visit [www.cpnCG.com](http://www.cpnCG.com))

## Product Acquisition

In acquiring products, the process for project development is as follows:

### Acquiring Land for Mixed-used Property Development

Central Pattana has a policy to develop new projects or take over existing shopping centers or related businesses operating in densely populated areas that can be acquired by purchase or rent in locations where it is projected to sustain potential rapid growth with low risk.

Major considerations in the acquisition of land or projects are:

- Positioning of the site, including location, transportation, and adjacent land use
- Size, shape and type of land ownership
- Public utilities that will facilitate land development
- Existing use of the land, such as industrial or residential zone
- Growth trends with consideration given to population growth, consumer spending, amount and income of the population, especially the target clientele and the matching of demand and supply estimation
- Land use constraints and related laws such as city planning or retail business laws
- Land pricing and possibility of acquisition. Central Pattana has divided means of acquisition of high business potential land as follows:
  - 1) Outright Purchase where the price is reasonable and the site is appropriate for development into a shopping center or related businesses.
  - 2) Rental where the land is located on a high-potential site, but the landowner is unwilling to sell the land outright or the land price is so high that it is not worth buying outright or the landowner is not interested in a joint venture.
  - 3) Joint Venture with Landowner where it is a condition of the landowner and the site has high business potential. However, every site Central Pattana has acquired for development is usually the best in the area and the price of acquisition is not above the market price.

## (1.2 Nature of Business and Assets under Management)

**Feasibility Study****Market Feasibility Study**

To minimize risk and expedite returns, Central Pattana carefully considers the market share, competition landscape, characteristics of customer groups, and market trends such as customers' needs, merchandise supplies, product and shop specification, as well as the process of determining the right price in line with marketing plans.

**Technical Analysis and Structural Studies**

In determining unique and distinctive characteristics of the shopping center that will draw customers and in assigning appropriate structural components in respond to target group needs and the local market status.

**Financial Feasibility Analysis**

To study returns on investment (ROIs) and funding sources to ensure that a given ROI is attractive and no less than Central Pattana's threshold rate.

**Selection of Contractors**

For new projects, Central Pattana emphasizes the quality and standard of construction and examines contractors' track records and performances in quality and standard of construction, financial potential, responsibility of work, and process and new production technology that can lower costs

and shorten construction time. As for the selection process, Central Pattana puts each project up for bidding with no less than three bidders in a closed-bid process. Comparison is made with the predetermined budget and the medium or market price assessed by an independent workload surveyor. The timeframe for construction must follow Company plans and adhere to clear and transparent procurement rules and regulations.

**Procedure and Technique for Construction Management**

Though the procedures and construction technology are the responsibility of the contractor, Central Pattana also hires project and system engineers as consultants to monitor and control work. At the same time, it also studies the technology along with the contractor so as to develop new construction techniques to lower costs and shorten construction time. Central Pattana also applies value engineering to assist in the design and building phase of the project, which has allowed the Company to cut down on construction costs yet still maintain the quality and standard. Furthermore, Central Pattana has become a member of the International Council of Shopping Centers (ICSC) so as to receive data and information that are always updated and useful for the construction of Central Pattana's shopping centers.

(1.2 Nature of Business and Assets under Management)

## Asset for Business Operation

### Retail Properties

Date as of December 31, 2021

Shopping Center	Year of Operation	Land Ownership <sup>3</sup> (Year Expire)	Total Project GFA <sup>4</sup> (sq.m.)	Leasable Area (sq.m.)	Food Centers <sup>5</sup>
1. Central Ladprao	December 1982	L (2028)	310,000	43,411	
2. Central Ramindra	November 1993	L (2023)	86,000	17,163	
3. Central Pinklao <sup>1</sup>	March 1995	L (2027)	370,000	63,021	●
4. Central Marina	July 1995	L (2035)	70,000	17,250	●
5. Central Chiangmai Airport <sup>1</sup>	March 1996 <sup>2</sup>	F	250,000	73,262	●
6. Central Rama 3 <sup>1</sup>	October 1997	F	188,000	53,050	●
7. Central Bangna	December 2001 <sup>2</sup>	F	500,000	64,163	●
8. Central Rama 2 <sup>1</sup>	December 2002	L (2055)	273,000	95,077	●
9. Central World	December 2002 <sup>2</sup>	L (2040)	830,000	193,457	●
10. Central Rattanathibet	December 2003 <sup>2</sup>	F&L (2034)	140,000	75,388	●
11. Central Chaengwattana	November 2008	F	310,000	65,154	●
12. Central Pattaya	January 2009	F&L (2038)	210,000	57,775	●
13. Central Udon	April 2009 <sup>2</sup>	F	250,000	70,978	●
14. Central Chonburi	May 2009	F&L (2027)	156,000	43,691	●
15. Central Khonkaen	December 2009	F	200,000	46,362	●
16. Central Chiangrai	March 2011	F	110,000	26,753	●
17. Central Phitsanulok	October 2011	F	100,000	26,758	●
18. Central Rama 9	December 2011	L (2040)	214,000	59,288	
19. Central Suratthani	October 2012	F	130,000	31,033	●
20. Central Lampang	November 2012	L (2041)	110,000	19,685	●
21. Central Ubon	April 2013	F	151,000	29,144	●
22. Central Chiangmai	November 2013	F	260,000	67,721	●
23. Central Hatyai	December 2013	F	295,000	64,744	●
24. Central Samui	March 2014	L (2043)	76,000	31,913	●

## (1.2 Nature of Business and Assets under Management)

Date as of December 31, 2021

Shopping Center	Year of Operation	Land Ownership <sup>3</sup> (Year Expire)	Total Project GFA <sup>4</sup> (sq.m.)	Leasable Area (sq.m.)	Food Centers <sup>5</sup>
25. Central Salaya	August 2014	F&L (2044)	185,500	38,324	●
26. Central Rayong	May 2015	F	155,000	30,752	●
27. Central Phuket					●
- Central Phuket Festival	June 2015	L (2056)	137,000	50,210	
- Central Phuket Floresta	September 2018	L (2056)	242,800	34,548	
28. Central Westgate	August 2015	L (2043)	352,000	85,599	●
29. Central Eastville	November 2015	F&L (2045)	150,000	36,057	●
30. Central Nakhon Si	July 2016	F	90,000	21,761	●
31. Central Korat	November 2017	F	233,000	50,010	●
32. Central Mahachai	November 2017	F	131,250	24,600	●
33. Central i-City	March 2019	F	259,000	83,639	
34. Central Village	August 2019	F	80,000	21,313	●
35. Central Si Racha	October 2021	L (2050)	130,000	30,677	●
36. Central Ayutthaya	November 2021	F	130,000	21,818	●
<b>Total</b>			<b>7,864,550</b>	<b>1,865,551</b>	<b>32</b>

Remarks : <sup>1</sup> Assets invested by CPNREIT include the following leasable areas:

- 42% in Central Pinklao, ending May 2027
- 81% in Central Rama 3, ending August 2045 (extendable twice for 30 years each)
- 96% in Central Rama 2, ending August 2055
- 49% in Central Chiangmai Airport, ending April 2044
- 50% in Central Pattaya, ending August 2037
- 86% in Central Marina, ending April 2035
- 78% in Central Lampang, ending December 2041

<sup>2</sup> Year of acquisition

<sup>3</sup> Land Ownership (F = Freehold), (L = Leasehold)

<sup>4</sup> GFA including NLA, parking, hall, common area, office and hotel

<sup>5</sup> Only food centers managed by the Company

## (1.2 Nature of Business and Assets under Management)

## Office Properties

Date as of December 31, 2021

Office Building	Year of Operation	Land Ownership <sup>4</sup>	Leasable Area (sq.m.)
1. Ladprao	December 1982	L (2028)	16,097
2. Pinklao Tower A <sup>1</sup>	March 1995	L (2027)	22,762
3. Bangna	December 2001 <sup>3</sup>	F	11,334
4. Central World Offices <sup>2</sup>	November 2004 <sup>3</sup>	L (2040)	81,886
5. Pinklao Tower B <sup>1</sup>	March 2006	L (2027)	11,334
6. Chaengwattana	March 2009	F	19,942
7. Rama 9	December 2011	L (2040)	7,378
8. The Ninth Towers Grand Rama 9 <sup>6</sup>	September 2018 <sup>3</sup>	F	62,234
9. Unilever House Grand Rama 9 <sup>6</sup>	September 2018 <sup>3</sup>	F	18,527
10. G Tower Grand Rama 9	September 2018 <sup>3</sup>	L (2050)	67,604
Total			319,098

Remarks : <sup>1</sup> Assets invested by CPNREIT include:

- Pinklao Tower A and B, ending December 2024
- The Ninth Towers Grand Rama 9, ending April 2047
- Unilever House Grand Rama 9, ending November 2034

<sup>2</sup> Asset leased from Central Pattana to CPNCG, part 1 in September 2012 and ending in September 2032, and part 2 in December 2012 and ending in December 2032<sup>3</sup> Year of acquisition<sup>4</sup> Land Ownership (F = Freehold), (L = Leasehold)

## Hotel Properties

Date as of December 31, 2021

Hotel	Year of Operation	No. of Guest Rooms
1. Centara Hotel & Convention Centre Udon Thani <sup>1</sup>	April 2009 <sup>3</sup>	259
2. Hilton Pattaya <sup>2</sup>	November 2010	304

Remarks : <sup>1</sup> Central Pattana is the project owner and Central Plaza Hotel Plc is the hotel manager.<sup>2</sup> CPNREIT has the leasehold rights from December 2017 to August 2037 and Hilton Hotel Corporation is the hotel manager.<sup>3</sup> Year of acquisition



## (1.2 Nature of Business and Assets under Management)

## Residential Properties for Rent

Date as of December 31, 2021

Residential for Rent	Year of Operation	Leasable Area (sq.m.)
1. Central City Residence <sup>1</sup>	December 2001 <sup>2</sup>	1,567

Remarks : <sup>1</sup> Central Pattana owns strata-title of 11 units of the condominium.<sup>2</sup> Year of acquisition

## Residential Properties for Sale

Date as of December 31, 2021

Condominium Projects	Year of Launch	Year of Transfer	Total No. of Units
1. ESCENT CHIANGMAI	2016	2018	400
2. ESCENT KHONKAEN	2016	2018	408
3. ESCENT RAYONG	2016	2018	419
4. ESCENT VILLE CHIANGMAI	2017	2019	451
5. ESCENT VILLE CHIANGRAI	2017	2019	313
6. ESCENT NAKHONRATCHASIMA	2017	2019	380
7. PHYLL PHAHOL 34	2018	2019	358
8. ESCENT UBONRATCHATHANI	2018	2020	395
9. BELLE GRAND RAMA 9	2018 <sup>1</sup>	2018	1,991
10. ESCENT PARK VILLE CHIANGMAI	2019	2020	450
11. ESCENT RAYONG II	2020	2023	420
12. ESCENT KORAT	2020	2023	395
13. ESCENT HATYAI	2020	2023	665
14. ESCENT VILLE AYUTTHAYA	2021	2023	396
15. PHYLL PHUKET	2021	2023	439

Remarks : <sup>1</sup> Year of acquisition

Date as of December 31, 2021

Low-rise Projects	Year of Launch	Year of Transfer	Total No. of Units
1. NIYHAM BOROMRATCHACHONNANI	2018	2019	71
2. NINYA KALLAPAPRUEK	2020	2020	144
3. ESCENT TOWN PHITSANULOK	2020	2020	358
4. NIRATI CHIANGRAI	2020	2020	183
5. NIRATI BANGNA	2020	2020	156
6. NIRATI DON MUEANG	2021	2021	262
7. ESCENT AVENUE RAYONG	2021	2022	63

## Future Projects

### Domestic

01



## Central Chanthaburi

The Shining Gem of EEC Plus 2

### Location :

On Treerat Road, connects to Sukhumvit Road and alongside the Phakdi Rambhai Canal. It borders the provincial CBD, surrounded by residential patches, schools, and notable hospitals, in an area known for high purchasing power of Chanthaburi.

### Size :

Located on 46 rai of land, with a shopping center's GFA totals 64,000 sq.m.

### Potential :

This marks the maiden, massive mixed-used project investment in the province, marked by high potential and readiness as the world capital of tropical fruits, and a hub of the world's gemstone center and largest gemstone trade. Chanthaburi is a burgeoning tourist town of the secondary group of provinces.

### Progress :

Project is under construction phase and expected to open in 2022

**Investment :** Approximately Baht 3,500 mn

## (1.2 Nature of Business and Assets under Management)

02



## Dusit Central Park

Central Pattana jointed venture with Dusit Thani Public Company Limited (DTC) to develop mixed-use on 23 rais of leasehold land at junction of Silom Road and Rama 4 Road, Bangkok. Total investment from Central Pattana is not more than Baht 21,144 mn. This project comprising of:

### 01 Hotel Project

Project Name : Dusit Bangkok  
 Central Pattana's ownership : 40%  
 Hotel Room : ~250 rooms  
 Open : 2023

### 02 Office Building Project

Project Name : Central Park Offices  
 Central Pattana's ownership : 100%  
 Leasable Area : ~90,000 sq.m.  
 Open : 2024

### 03 Shopping Center Project

Project Name : Central Park  
 Central Pattana's ownership : 85%  
 Leasable Area : ~80,000 sq.m.  
 Open : 2024

### 04 Residential Project

Project Name : Dusit Residences and Dusit Parkside  
 Central Pattana's ownership : 40%  
 Room : Dusit Residences ~389 rooms  
 and Dusit Parkside ~159 rooms  
 Open : 2024

03

## Mixed-use Project located on Wireless Road and Soi Somkid, Bangkok

Central and Hongkong Land Company Limited (“CHKL”) is a joint venture company between Central Pattana, Harng Central Department Store Company Limited (“HCDS”) and HKL (Thai Developments) Company Limited with the shareholding ratio of 25:26:49, respectively. This joint venture company has purpose on developing mixed-use project which is located on Wireless Road

and Soi Somkid, Bangkok. The project comprising of shopping center with leasable area of 70,000 sq.m. of eight floors, and two office buildings with leasable area of 140,000 sq.m. of 36 floors for each building. This project would take five years to develop and target to open in 2026, with total investment from Central Pattana is not more than Baht 13,873 mn.

### International

To establish and maintain a strong foundation for sustainable growth, Central Pattana has been exploring and studying on overseas investment opportunities especially in Asian countries with high economic potential, such as Malaysia and Vietnam, to expand its business base while diversifying investment risks. In doing so, different market conditions, competition, and business risks are considered. A working committee was appointed to investigate target countries in a variety of aspects, whether economic, social, political, industrial, competition, business laws, or associated risks in each country to screen markets blessed with potential, business opportunities, and suitability to Central Pattana’s business. All projects under the plan have undergone stringent feasibility assessment for maximum effectiveness of

investment decisions to ensure that its overseas investment is made on the path of sustainability and growth.

Overseas projects include the renovation of existing shopping centers as well as development of brand-new projects in areas with great potential. To this end, Central Pattana may undertake sole proprietorship or joint investment with overseas business allies so as to penetrate new markets rapidly, efficiently, and robustly to boost competitiveness in a given country. Moreover, Central Pattana obtains beneficial data from the Central Group, equipped with extensive experience in overseas market, which has enabled Central Pattana to analyze and develop overseas projects more efficiently.

## (1.2 Nature of Business and Assets under Management)

## Future Projects

01

ESCENT Ville Ayutthaya



02

PHYLL Phuket



Project	ESCENT Ville Ayutthaya	PHYLL Phuket
Status	Under construction phase (Pre-sale 2021)	
Location	Adjacent to Central Ayutthaya	Adjacent to Central Phuket
Land Area	4 Rai 76.3 sq.w.	6 Rai 1 Ngan 33.1 sq.w.
Type	14 stories 1 building	8 stories 3 buildings
No. of Units	396 units	439 units
Unit Size	28-56 sq.m.	28-60 sq.m.
Construction Period	Approximately two years, ready for transfer in 2023	
Target Customer	For residence and leisure	
Project Value	Approximately Baht 800 mn	Approximately Baht 1,400 mn



## (1.2 Nature of Business and Assets under Management)

03

NIRATI Don Mueang



04

ESCENT Avenue Rayong

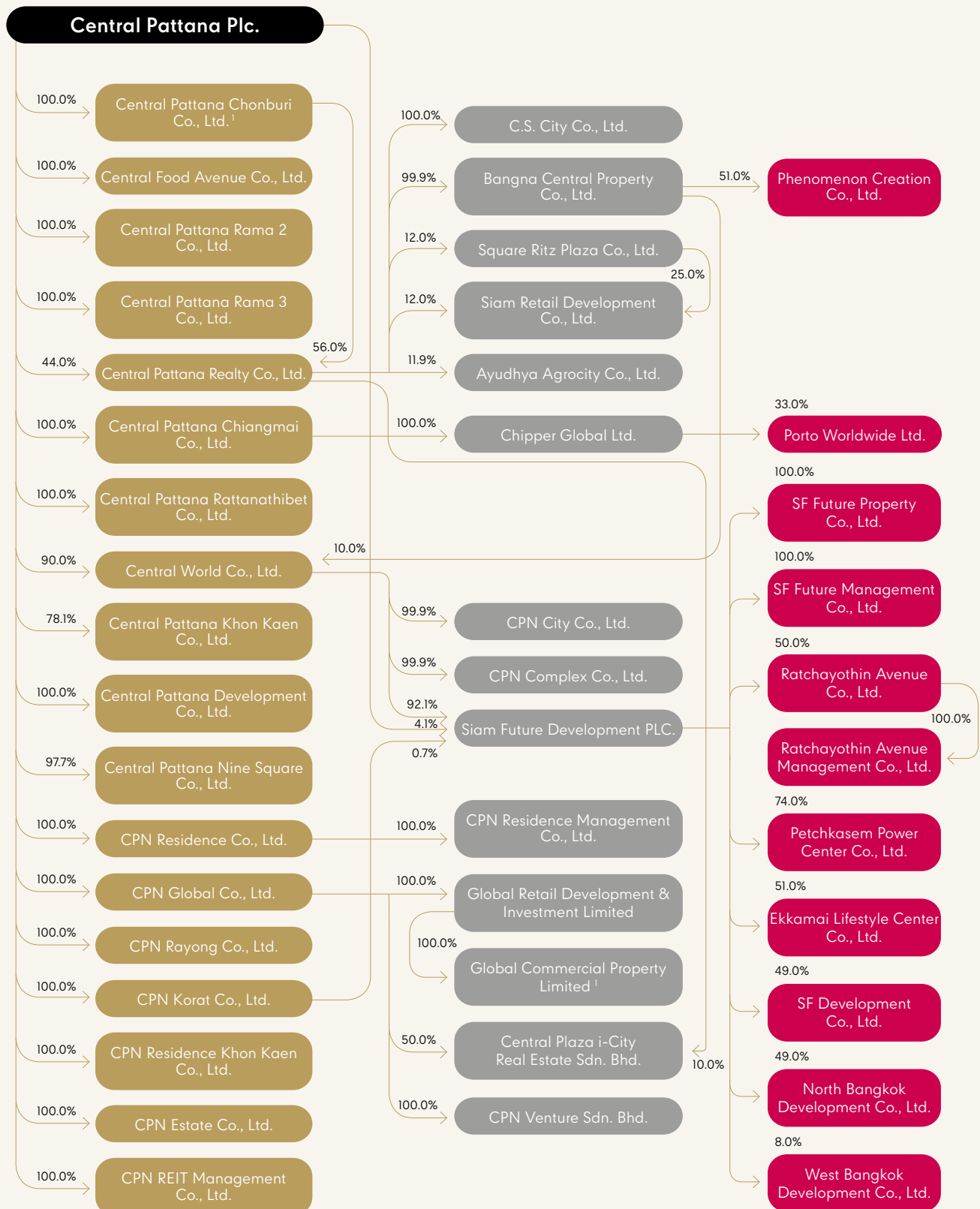


Project	NIRATI Don Mueang	ESCENT Avenue Rayong
Status	Under construction phase (Opened for sale since 2021)	Under construction phase (Open for sale in 2022)
Location	Cherdwutthakat Road, Sikan Subdistrict, Don Mueang District	Nong Mahad Road, Choeng Noen Subdistrict, Mueang District
Land Area	45 Rai 3 Ngan 68.5 sq.w.	9 Rai 20.3 sq.w.
Type	Mixed Product	Home Office / Commercial Building
No. of Units	262 units	63 units
Unit Size	22-52 sq.w.	23.4-27.5 sq.w.
Usable Area	143-227 sq.m.	210-263 sq.m.
Construction Period	Construction in phase, completed and transferred since 2021	Construction and transfer in 2022
Target Customer	Local residents who buy property for their own use	Local residents for commerce
Project Value	Approximately Baht 1,800 mn	Approximately Baht 85 mn

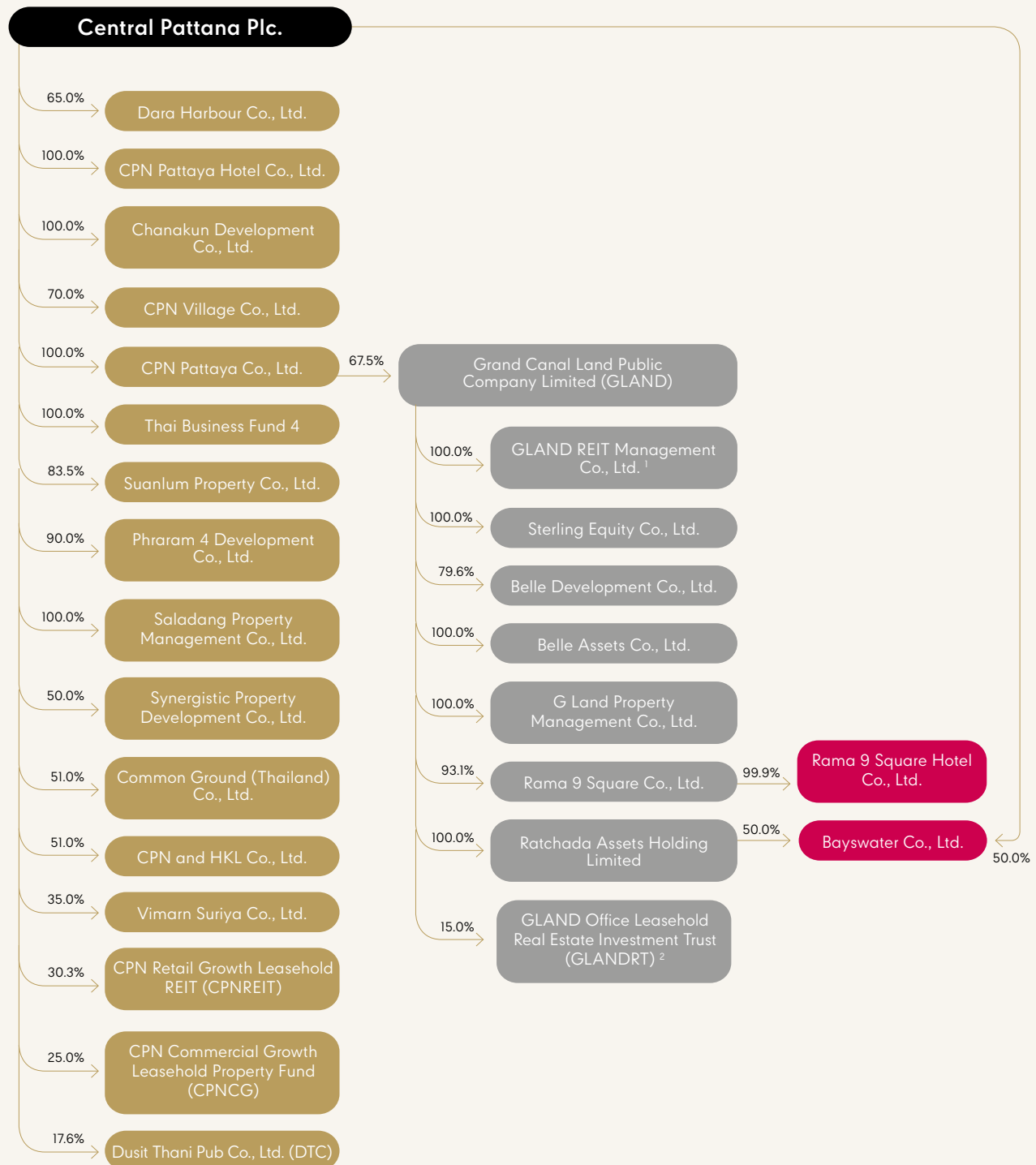


## (1.3 Investment Structure)

## 1.3 Investment Structure (1/2)



## 1.3 Investment Structure (2/2)



Remarks : <sup>1</sup> Company is in the process of liquidation.

<sup>2</sup> Company was discontinued and is in the process of liquidation.

## (1.3 Investment Structure)

## Revenue Structure of the Company and Its Subsidiaries

Unit: mn Baht

Type of Business/ Operated By	% of Share- holding	Year 2017		Year 2018		Year 2019		Year 2020		Year 2021	
		Amount	%	Amount	%	Amount	%	Amount	%	Amount	%
<b>Shopping Centers</b>		<b>25,340</b>	<b>79.3</b>	<b>27,934</b>	<b>77.5</b>	<b>29,918</b>	<b>75.6</b>	<b>22,005</b>	<b>76.7</b>	<b>19,689</b>	<b>75.1</b>
• Central Pattana Plc.											
• Central Pattana Chiangmai Co., Ltd.	100.0%										
• Bangna Central Property Co., Ltd.	100.0%										
• Central Pattana Rama 3 Co., Ltd.	100.0%										
• Central Pattana Rama 2 Co., Ltd.	100.0%										
• Central Pattana Rattanathibet Co., Ltd.	100.0%										
• CPN Pattaya Co., Ltd.	100.0%										
• Central World Co., Ltd.	100.0%										
• Central Pattana Khon Kaen Co., Ltd.	78.1%										
• Central Pattana Realty Co., Ltd.	44.0%										
• Central Pattana Nine Square Co., Ltd.	97.7%										
• Central Pattana Development Co., Ltd.	100.0%										
• CPN Rayong Co., Ltd.	100.0%										
• CPN Korat Co., Ltd.	100.0%										
• CPN Global Co., Ltd.	100.0%										
• CPN Village Co., Ltd.	70.0%										
<b>Office Buildings</b>		<b>690</b>	<b>2.2</b>	<b>699</b>	<b>1.9</b>	<b>717</b>	<b>1.8</b>	<b>561</b>	<b>2.0</b>	<b>480</b>	<b>1.8</b>
• Central Pattana Plc.											
• Bangna Central Property Co., Ltd.	100.0%										
• Central Pattana Nine Square Co., Ltd.	93.3%										
<b>Hotel</b>		<b>1,097</b>	<b>3.4</b>	<b>1,208</b>	<b>3.4</b>	<b>1,121</b>	<b>2.8</b>	<b>306</b>	<b>1.1</b>	<b>286</b>	<b>1.1</b>
• Central World Co., Ltd.	100.0%										
• CPN Pattaya Co., Ltd.	100.0%										
<b>Residential Properties</b>		<b>1</b>	<b>0.0</b>	<b>2,680</b>	<b>7.4</b>	<b>2,576</b>	<b>6.5</b>	<b>2,040</b>	<b>7.1</b>	<b>1,754</b>	<b>6.7</b>
• Bangna Central Property Co., Ltd.	100.0%										
• CPN Residence Co., Ltd.	100.0%										
<b>Food Centers</b>		<b>1,631</b>	<b>5.1</b>	<b>727</b>	<b>2.0</b>	<b>847</b>	<b>2.1</b>	<b>443</b>	<b>1.5</b>	<b>324</b>	<b>1.2</b>
• Central Pattana Plc.											
• Central Food Avenue Co., Ltd.	100.0%										
• Central Pattana Chiangmai Co., Ltd.	100.0%										
• Bangna Central Property Co., Ltd.	100.0%										
• Central Pattana Rama 2 Co., Ltd.	100.0%										
• Central Pattana Rattanathibet Co., Ltd.	100.0%										
• Central World Co., Ltd.	100.0%										
• Central Pattana Development Co., Ltd.	100.0%										
• CPN Pattaya Co., Ltd.	100.0%										
• CPN Rayong Co., Ltd.	100.0%										
• Central Pattana Realty Co., Ltd.	100.0%										
• Central Pattana Rama 3 Co., Ltd.	100.0%										
• Central Pattana Khon Kaen Co., Ltd.	100.0%										
• CPN Korat Co., Ltd.	100.0%										
• CPN Village Co., Ltd.	70.0%										
Grand Canal Land Plc.	67.5%			519	1.4	1,984	5.0	1,460	5.1	1,568	6.0
Siam Future Development Plc.	96.9%									340	1.3
Investment Income		23	0.1	26	0.1	54	0.1	91	0.3	74	0.3
Share of Profits from investment in associates and joint ventures		839	2.6	1,055	2.9	1,232	3.1	785	2.7	704	2.7
Others		2,309	7.2	1,203	3.3	1,134	2.9	1,015	3.5	992	3.8
<b>Total Revenues <sup>1</sup></b>		<b>31,956</b>	<b>100.0</b>	<b>36,051</b>	<b>100.0</b>	<b>39,583</b>	<b>100.0</b>	<b>28,706</b>	<b>100.0</b>	<b>26,211</b>	<b>100.0</b>

Remark : <sup>1</sup> Excluding non-recurring items

(1.3 Investment Structure)

### Summary of Associate Companies with Ownership of 10% or More

Company	Registered Capital (Baht)	Business	Details
1. Central Food Avenue Company Limited 999/9 Rama I Rd., Patumwan, BKK 10330 Tel +66 (0) 2667 5555	5,000,000	Food Center	Central Chaengwattana, Central Pinklao (Partially) and Central Bangna
2. Central Pattana Rama 2 Company Limited 160 Rama 2 Rd., Samaedum, Bangkhuntian, BKK 10150 Tel +66 (0) 2866 4300	1,500,000,000	Shopping Center	Central Rama 2
		Food Center	Central Rama 2
3. Central Pattana Rama 3 Company Limited 79 Sathupradit Rd., Chongnonsee, Yannawa, BKK 10120 Tel +66 (0) 2649 6000	324,738,000	Shopping Center	Central Rama 3
		Food Center	Central Pinklao (Partially) and Central Rama 3
4. Central Pattana Realty Company Limited 999/9 Rama I Rd., Patumwan, BKK 10330 Tel +66 (0) 2667 5555	1,003,658,000	Shopping Center	Central Chonburi
		Food Center	Central Chonburi
		Other	Shopping center and service facilities of Central Lardprao (Partially)
5. C.S. City Company Limited 999/9 Rama I Rd., Patumwan, BKK 10330 Tel +66 (0) 2667 5555	500,000,000	Real Estate Development	
6. Bangna Central Property Company Limited 587, 589 Bangna-Trad Rd., Bangna, BKK 10260 Tel +66 (0) 2763 6000	1,160,563,400	Shopping Center	Central Bangna
		Office	Central Bangna
		Residential Development	Central City Residence
		Water Pak	Central Bangna
7. Phenomenon Creation Company Limited 999/9 Rama I Rd., Patumwan, BKK 10330 Tel +66 (0) 2667 5555	400,000,000	Other	Theme Park Developer at Central Phuket
8. Square Ritz Plaza Company Limited 587 Ramindra Rd., Kannayao, BKK 10230 Tel +66 (0) 2947 5000	125,000,000	Real Estate Development	

## (1.3 Investment Structure)

Company	Registered Capital (Baht)	Business	Details
9. Siam Retail Development Company Limited 587, 589, 589/7-9 Ramindra Rd., Kannayao, BKK 10230 Tel +66 (0) 2947 5000	500,000,000	Real Estate Development	
10. Ayudhya Agrocit City Company Limited 3/10 M.17 Bangna-Trad Rd., Bangpleeyai, Bangplee, Samutprakarn 10540 Tel +66 (0) 2399 4510	400,000,000	Real Estate Development	
11. Central Pattana Chiangmai Company Limited 2 Mahidol Rd., 252-252/1 Wualai Rd., Haiya, Muang, Chiangmai 50100 Tel +66 (0) 5399 9199	1,000,000,000	Shopping Center	Central Chiangmai Airport
		Food Center	Central Chiangmai Airport
12. Chipper Global Limited Commence Chambers P.O. Box 2208, Road Town, Tortola, British Virgin Islands	UDS 65,780,000	Residential Development	
		Investment	33% of Proto Worldwide Limited
13. Porto Worldwide Limited 2503 Bank of America Tower, 12 Harcourt Road, Central, Honkong	USD 199,301,000	Investment	Grab Thailand
14. Central Pattana Rattanathibet Company Limited 562, 566 Rattanathibet Rd., Bangkrasor, Muang, Nontaburi 11000 Tel +66 (0) 2834 6000	800,000,000	Shopping Center	Central Rattanathibet
		Food Center	Central Rattanathibet
15. Central World Company Limited 4, 4/1-4/2, 4/4 Ratchadumri Rd., Patumwan, BKK 10330 Tel +66 (0) 2640 7000	2,511,938,100	Shopping Center	Central Udon, Central Phitsanulok, Central Ubon and Central Samui
		Food Center	Central Udon, Central Phitsanulok, Central Ubon and Central Samui
		Hotel	Centara Hotel & Convention Centre Udon Thani
16. CPN City Company Limited 999/9 Rama I Rd., Patumwan, BKK 10330 Tel +66 (0) 2667 5555	2,863,485,000	Real Estate Development	
17. CPN Complex Company Limited 999/9 Rama I Rd., Patumwan, BKK 10330 Tel +66 (0) 2667 5555	2,341,600,000	Real Estate Development	

(1.3 Investment Structure)

Company	Registered Capital (Baht)	Business	Details
18. Siam Future Development Public Company Limited 99 Ratchadapisek Road, Din Daeng, Bangkok 10400 Thailand Tel +66 (0) 2660 9000	2,131,929,050	Real Estate Development	
19. Siam Future Property Company Limited 99 Ratchadapisek Road, Din Daeng, Bangkok 10400 Thailand Tel +66 (0) 2660 9000	200,000,000	Real Estate Development	Develops and operates Esplanade Ratchadapisek
20. Siam Future Management Company Limited 99 Ratchadapisek Road, Din Daeng, Bangkok 10400 Thailand Tel +66 (0) 2660 9000	100,000	Real Estate Development	Develops and operates Market Place Nawamin
21. Ratchayothin Avenue Company Limited 99 Ratchadapisek Rd. Din Daeng, Bangkok 10400 Tel +66 (0) 2660 9000	135,000,000	Real Estate Development	Develops and operates The Avenue Ratchayothin
22. Ratchayothin Avenue Management Company Limited 99 Ratchadapisek Rd. Din Daeng, Bangkok 10400 Tel +66 (0) 2660 9000	1,000,000	Real Estate Development	Develops and operates The Avenue Ratchayothin
23. Petchkasem Power Center Company Limited 99 Ratchadapisek Rd. Din Daeng, Bangkok 10400 Tel +66 (0) 2660 9000	1,000,000	Real Estate Development	Develops and operates Petchkasem Power Center
24. Ekkamai Lifestyle Center Company Limited 99 Ratchadapisek Rd. Din Daeng, Bangkok 10400 Tel +66 (0) 2660 9000	1,000,000	Real Estate Development	Develops and operates Ekkamai Lifestyle Center
25. SF Development Company Limited 38, 38/1, 38/2 38/3, 39 M.6, Bangna-Trad Rd., Bangkaew, Bang Phli, Samutprakarn 10540 Tel +66 (0) 2105 1000	3,000,000,000	Real Estate Development	Develops and operates Mega Bangna
26. North Bangkok Development Company Limited 99 Ratchadapisek Rd. Din Daeng, Bangkok 10400 Tel +66 (0) 2660 9000	780,000,000	Real Estate Development	Develops and operates shopping mall with IKANO Pte.



## (1.3 Investment Structure)

Company	Registered Capital (Baht)	Business	Details
27. West Bangkok Development Company Limited 99 Ratchadapisek Rd. Din Daeng, Bangkok 10400 Tel +66 (0) 2660 9000	1,537,920,000	Real Estate Development	Develops and operates shopping mall with IKANO Pte.
28. Central Pattana Khon Kaen Company Limited 999/9 Rama I Rd., Patumwan, BKK 10330 Tel +66 (0) 2667 5555	2,000,000,000	Shopping Center	Central Khonkaen
		Food Center	Central Khonkaen
29. Central Pattana Developmennt Company Limited 999/9 Rama I Rd., Patumwan, BKK 10330 Tel +66 (0) 2667 5555	700,000,000	Shopping Center	Central Chiangrai, Central Surat and Central Lampang
		Food Center	Central Chiangrai, Central Surat and Central Lampang
30. Central Pattana Nine Square Company Limited 9/9 Rama 9 Rd., Huai Khwang, BKK 10310 Tel +66 (0) 2103 5999	3,200,000,000	Shopping Center	Central Rama 9
		Office	Central Rama 9
31. CPN Residence Company Limited 999/9 Rama I Rd., Patumwan, BKK 10330 Tel +66 (0) 2667 5555	400,600,000	Residential Development for Sale	
32. CPN Residence Management Company Limited 999/9 Rama I Rd., Patumwan, BKK 10330 Tel +66 (0) 2667 5555	1,000,000	Other	Management of condominium juristic person and housing estate juristic person
33. CPN Global Company Limited 999/9 Rama I Rd., Patumwan, BKK 10330 Tel +66 (0) 2667 5555	2,500,000,000	Real Estate Development	
		Investment	Companies in Malaysia
34. Global Retail Development & Investment Limited 30 <sup>th</sup> Fl., Jardine House One Connaught Place, Central, Hong Kong	HKD 10,000	Real Estate Development	
35. Global Commercial Property Limited 30 <sup>th</sup> Fl., Jardine House One Connaught Place, Central, Hong Kong	HKD 10,000	Real Estate Development	
36. Central Plaza i-City Real Estate Sdn. Bhd. Unit 30-01, 30 <sup>th</sup> Fl., Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia	MYR 458,000,000	Real Estate Development	

## (1.3 Investment Structure)

Company	Registered Capital (Baht)	Business	Details
37. CPN Ventures Sdn. Bhd. Unit 30-01, 30 <sup>th</sup> Fl., Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia	MYR 10,000,000	Other	Real estate management consulting and corporate services
38. CPN Rayong Company Limited 999/9 Rama I Rd., Patumwan, BKK 10330 Tel +66 (0) 2667 5555	1,000,000,000	Shopping Center	Central Rayong
		Food Center	Central Rayong
39. CPN Korat Company Limited 999/9 Rama I Rd., Patumwan, BKK 10330 Tel +66 (0) 2667 5555	1,000,000,000	Shopping Center	Central Korat
		Food Center	Central Korat
40. CPN Residence Khon Kaen Company Limited 999/9 Rama I Rd., Patumwan, BKK 10330 Tel +66 (0) 2667 5555	200,000,000	Real Estate Development	
41. CPN Estate Company Limited 999/9 Rama I Rd., Patumwan, BKK 10330 Tel +66 (0) 2667 5555	1,000,000	Real Estate Development	
42. CPN REIT Management Company Limited 999/9 Rama I Rd., Patumwan, BKK 10330 Tel +66 (0) 2667 5555	10,000,000	Other	Management of Real Estate Investment Trust (REIT)
43. Dara Harbour Company Limited 999/9 Rama I Rd., Patumwan, BKK 10330 Tel +66 (0) 2667 5555	400,000,000	Real Estate Development	
44. CPN Pattaya Hotel Company Limited 999/9 Rama I Rd., Patumwan, BKK 10330 Tel +66 (0) 2667 5555	200,000,000	Other	To sublease and conduct a business of Hilton Pattaya Hotel which is under CPNREIT
45. Chanakun Development Company Limited 999/9 Rama I Rd., Patumwan, BKK 10330 Tel +66 (0) 2667 5555	70,000,000	Real Estate Development	
46. CPN Village Company Limited 999/9 Rama I Rd., Patumwan, BKK 10330 Tel +66 (0) 2667 5555	1,000,000	Shopping Center	Central Village
		Food Center	Central Village

## (1.3 Investment Structure)

Company	Registered Capital (Baht)	Business	Details
47. CPN Pattaya Company Limited 999/9 Rama I Rd., Patumwan, BKK 10330 Tel +66 (0) 2667 5555	2,500,000,000	Shopping Center	Central Pattaya
		Food Center	Central Pattaya
		Investment	Investment in 67.53% of GLAND
		Hotel	Hilton Pattaya
48. Grand Canal Land Pub Company Limited 33/4 Rama IX Rd., Huaykwang, BKK 10310 Tel +66 (0) 2246 2323	6,535,484,202	Office	The Ninth Towers
49. Sterling Equity Company Limited 33/4 Rama IX Rd., Huaykwang, BKK 10310 Tel +66 (0) 2246 2323	1,800,000,000	Office	Unilever House
50. Belle Development Company Limited 33/4 Rama IX Rd., Huaykwang, BKK 10310 Tel +66 (0) 2246 2323	2,064,261,300	Residential Development	Belle Grand Rama 9
51. Belle Assets Company Limited 33/4 Rama IX Rd., Huaykwang, BKK 10310 Tel +66 (0) 2246 2323	11,000,000	Residential Development	
52. G Land Property Management Company Limited 33/4 Rama IX Rd., Huaykwang, BKK 10310 Tel +66 (0) 2246 2323	500,000,000	Residential Development	
53. Rama 9 Square Company Limited 33/4 Rama IX Rd., Huaykwang, BKK 10310 Tel +66 (0) 2246 2323	1,900,000,000	Office	G Tower
54. Rama 9 Square Hotel Company Limited 33/4 Rama IX Rd., Huaykwang, BKK 10310 Tel +66 (0) 2246 2323	16,000,000	Residential Development	
55. Ratchada Assets Holding Limited 33/4 Rama IX Rd., Huaykwang, BKK 10310 Tel +66 (0) 2246 2323	6,000,000	Investment	50% of Bayswater Co., Ltd.

## (1.3 Investment Structure)

Company	Registered Capital (Baht)	Business	Details
56. Bayswater Company Limited 21 Soi Choei Phuang Vibhavadi Rangsit Rd., Chomphon, Chatuchak, BKK 10900 Tel +66 (0) 2273 8838	10,000,000	Residential Development	
57. Thai Business Fund 4 Managed by Krung Thai Asset Management Plc. 1 Empire Tower, 32 <sup>nd</sup> Fl., South Sathorn Rd., Yannawa, Sathorn, BKK 10120 Tel +66 (0) 2686 6100	5,443,793,158	Leasehold Investment	Central World
58. Suanlum Property Company Limited 999/9 Rama I Rd., Patumwan, BKK 10330 Tel +66 (0) 2667 5555	172,000,000	Real Estate Development	
59. Phraram 4 Development Company Limited 999/9 Rama I Rd., Patumwan, BKK 10330 Tel +66 (0) 2667 5555	1,000,000	Real Estate Development	
60. Saladang Property Management Company Limited 999/9 Rama I Rd., Patumwan, BKK 10330 Tel +66 (0) 2667 5555	400,000	Real Estate Development	
61. Synergistic Property Development Company Limited 999/9 Rama I Rd., Patumwan, BKK 10330 Tel +66 (0) 2667 5555	465,000,000	Real Estate Development	
62. Common Ground (Thailand) Company Limited 999/9 Rama I Rd., Patumwan, BKK 10330 Tel +66 (0) 2667 5555	1,000,000	Other	Co-working Space
63. CPN and HKL Company Limited 53 Sivatel Tower 12A Floor Unit 12A03-04 Wireless Road Lumpini Sub-district, Pathum Wan District, Bangkok 10330	4,000,000	Residential Development	
64. Vimarn Suriya Company Limited Dusit Thani Building, 5 <sup>th</sup> Fl., 946 Rama IV Rd., Silom, Bangrak, BKK 10500 Tel +66 (0) 2200 9999	1,100,000,000	Real Estate Development	

## (1.3 Investment Structure)

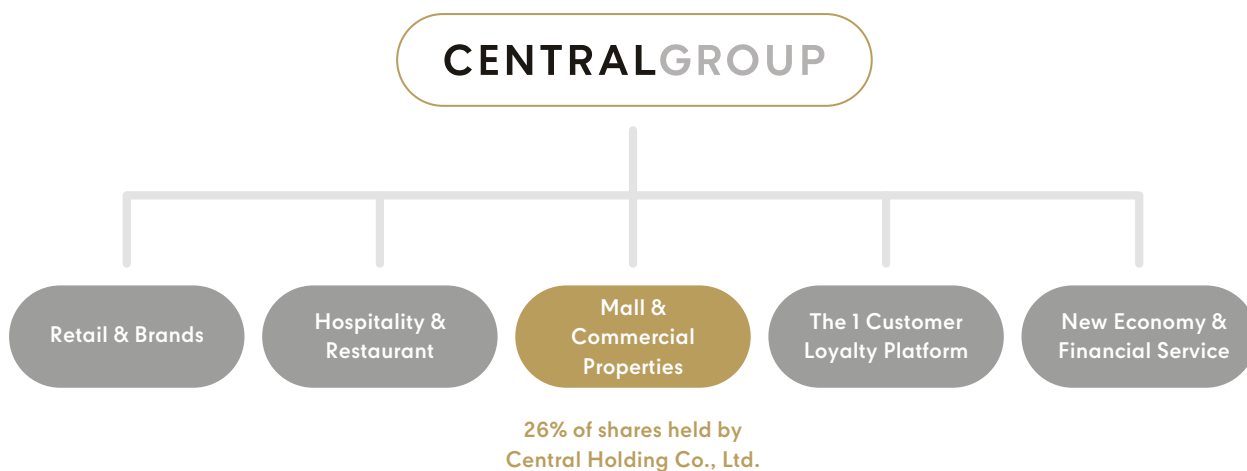
Company	Registered Capital (Baht)	Business	Details
65. CPN Retail Growth Leasehold REIT Managed by CPN REIT Management Company Limited 999/9 Rama I Rd., Patumwan, BKK 10330 Tel +66 (0) 2667 5555	29,653,382,715	Leasehold Investment	Centra Rama 2, Central Rama 3, Central Pinklao, Central Chiangmai Airport, Central Pattaya, Hilton Pattaya Hotel, Pinklao Tower A&B, The Ninth Towers, Unilever House and Parking Areas
66. CPN Commercial Growth Leasehold Property Fund Managed by SCB Asset Management Company Limited SCB Park Plaza 1, 7 <sup>th</sup> -8 <sup>th</sup> Fl., 18 Ratchadapisek Rd., Chatuchak, BKK 10900 Tel +66 (0) 2949 1500	4,394,381,700	Leasehold Investment	Central World Offices
67. Dusit Thani Pub Company Limited Dusit Thani Building, 5 <sup>th</sup> Fl., 946 Rama IV Rd., Silom, Bangrak, BKK 10500 Tel +66 (0) 2200 9999	850,000,000	Other	Operate Hotel Business and Hotel Management Service

**Remarks :** Central Pattana Chonburi Company Limited and GLAND REIT Management Company Limited are in the process of liquidation.  
GLAND Office Leasehold Real Estate Investment Trust (GLANDRT) was discontinued and is in the process of liquidation.

## Relationship with the Major Shareholder and Shareholders' Information

### Relationship with the Group Business of the Major Shareholder

Central Pattana's major shareholder is Central Holding Co., Ltd., with shareholding proportion of 26%. There is no transaction made with such major shareholder. Central Pattana is one of Central Group's core businesses which comprise five business categories including:



Source : <https://www.centralgroup.com/en/our-business/retail-brands>

## (1.3 Investment Structure)

Central Pattana's core business is provision of commercial property development, retail space rental, other relevant businesses, and promotion of the Company's business operation. The long history of success during its business operation is partly due to the fact that Central Pattana is one of business lines within Central Group, the constant leader in retail business. Central Group encompasses various businesses, ranging from retail business of various brands and products operated in department stores, lifestyle centers, shops of household products, electronics appliances, sports equipment, books and stationery, office supplies, fashion and lifestyle, supermarkets and restaurants. These businesses are Central Pattana's business alliances which are anchor and

retail tenants within Central Pattana's shopping complexes, which help build confidence among other prospects to become new tenants. These help guarantee the success of Central Pattana's projects and therefore, the high profits are yielded to Central Pattana shareholders from such mutual relationship explained above. Central Group has clearly segregated management of individual companies for various affiliates.

When a transaction is engaged with any Central Group affiliate, the prices and terms are subject to market prices on an arm's length basis that Central Pattana practices with other customers in its own best interests.

### Top 10 Major Shareholders as at December 31, 2021 are:\*

Shareholders	Shares	Shareholding (%)
1. CENTRAL HOLDING CO., LTD.**	1,176,343,960	26.21
2. THAI NVDR CO., LTD.	293,509,413	6.54
3. BBHISL NOMINEES LIMITED ***	102,788,500	2.29
4. SOUTH EAST ASIA UK (TYPE C) NOMINEES LIMITED ***	97,321,760	2.17
5. SOCIAL SECURITY OFFICE	89,743,400	2.00
6. UBS AG SINGAPORE BRANCH ***	87,415,382	1.94
7. Mr. Niti Osathanugrah	77,050,300	1.71
8. STATE STREET EUROPE LIMITED ***	69,166,863	1.54
9. THE BANK OF NEW YORK MELLON ***	67,824,742	1.51
10. BANK OF SINGAPORE LIMITED-THB SEG AC ***	57,968,648	1.29
<b>Total</b>	<b>2,119,132,968</b>	<b>47.20</b>

Remarks : \* The top ten shareholders are ranked by Thailand Securities Depository Co., Ltd.

\*\* Shareholding of Chirathivat family.

\*\*\* The Share Registrar is not able to give details of the names of Shareholders; however these nominee accounts do not have any influence over the Company's strategies or operational management.



## (1.3 Investment Structure)

## Directors and Executives Holding Central Pattana's shares in 2021, are as follows

No.	Name	Position	No. of Shares as at January 1, 2021		
			Direct	Indirect <sup>1</sup>	Total
1.	Mr. Suthichai Chirathivat <sup>3</sup>	Honorary Chairman	3,312,800	22,323,200	25,636,000
2.	Mr. Sudhitham Chirathivat <sup>4</sup>	Chairman	26,764,600	-	26,764,600
3.	Mr. Karun Kittisataporn	Lead Independent Director	6,168	-	6,168
4.	Mr. Paitoon Taveebhol	Independent Director	5,968	-	5,968
5.	Mrs. Jotika Savanananda	Independent Director	11,353	-	11,353
6.	Mr. Veravat Chutichetpong	Independent Director	-	-	-
7.	Mr. Suthikiati Chirathivat	Director	22,645,900	-	22,645,900
8.	Mr. Sudhisak Chirathivat	Director	28,366,400	-	28,366,400
9.	Mrs. Nidsinee Chirathivat	Director	12,746,182	-	12,746,182
10.	Mr. Kobchai Chirathivat	Director	27,350,800	123,000	27,473,800
11.	Mr. Prin Chirathivat	Director	42,366,895	192,000	42,558,895
12.	Mr. Suthipak Chirathivat <sup>5</sup>	Director	25,589,600	-	25,589,600
13.	Mr. Preecha Ekkunagul	Director, President & CEO	43,388	3,000	46,388
14.	Ms. Wallaya Chirathivat	Deputy Chief Executive Officer	17,668,900	-	17,668,900
15.	Ms. Napat Sriwanvit	Chief Finance, Accounting and Risk Management Officer	93,596	34,000	127,596
16.	Mr. Chanavat Uahwatanasakul	Chief Development Officer	17,574,866	-	17,574,866
17.	Mr. Lertvit Pumipitak	Head of Property Management	-	-	-
18.	Mr. Tiva Kuankruea <sup>6</sup>	Head of Financial Consolidation	400	-	400

Remarks : <sup>1</sup> Securities held by a spouse and/or children under the legal age of directors or executive officers.

<sup>2</sup> Securities allocation in the EJIP Project as disclosed to the SET on March 18, 2020, effective in May 2020.

<sup>3</sup> Resigned as Director and holding the position of Honorary Chairman, effective from August 16, 2021, onwards

<sup>4</sup> Holding the position of Chairman, effective from August 16, 2021, onwards

<sup>5</sup> Holding the position of Director, effective from August 16, 2021, onwards

<sup>6</sup> Holding the position of Head of Financial Consolidation, effective from April 1, 2021, onwards

(1.3 Investment Structure)

Changes in No. of Shares Increased/(Decreased) during 2021			No. of Shares as at December 31, 2021			Shareholding (%) as at December 31, 2021
Direct	Indirect <sup>1</sup>	Total	Direct	Indirect <sup>1</sup>	Total	
-	-	-	3,312,800	22,323,200	25,636,000	0.57
-	-	-	26,764,600	-	26,764,600	0.60
10,372 <sup>2</sup>	-	10,372	16,540	-	16,540	0.00
9,197 <sup>2</sup>	-	9,197	15,165	-	15,165	0.00
16,610 <sup>2</sup>	-	16,610	27,963	-	27,963	0.00
-	-	-	-	-	-	-
-	-	-	22,645,900	-	22,645,900	0.50
-	-	-	28,366,400	-	28,366,400	0.63
-	-	-	12,746,182	-	12,746,182	0.28
112,000	10,000	122,000	27,462,800	133,000	27,595,800	0.61
-	-	-	42,366,895	192,000	42,558,895	0.95
-	-	-	25,589,600	-	25,589,600	0.57
29,439 <sup>2</sup>	-	29,439	72,827	3,000	75,827	0.00
40,000	-	40,000	17,708,900	-	17,708,900	0.39
20,577 <sup>2</sup>	-	20,577	114,173	34,000	148,173	0.00
-	-	-	17,574,866	-	17,574,866	0.39
11,050 <sup>2</sup>	-	11,050	11,050	-	11,050	0.00
-	-	-	400	-	400	0.00

(1.4 Authorized Share Capital and Paid-up Share Capital) (1.5 Other Securities (Debenture))

## 1.4 Authorized Share Capital and Paid-up Share Capital

### Authorized and Paid-up Share Capital

Central Pattana's capital structure, as at December 31, 2021, was as follows:

#### Capital Structure

##### Common Shares

Authorized share capital	2,244,000,000	Baht
Paid-up share capital	2,244,000,000	Baht
Number of common shares	4,488,000,000	Shares
Par value	0.50	Baht
Share price	56.50	Baht

## 1.5 Other Securities (Debenture)

### Unsecured and Unsubordinated Debentures <sup>1</sup>

Debenture	Credit Rating	Amount (Baht mn)	Issuance Date	Tenor (year)	Interest Payment Cycle	Repayment of Principle	Maturity Date	Balance as at Dec 31, 2021
CPN221A	AA	1,000	June 2, 2015	6.6	Once on the maturity date	Upon maturity	January 12, 2022	1,000
CPN258A	AA	1,000	August 8, 2018	7	Every 6 months	Upon maturity	August 8, 2025	1,000
CPN225A	AA	1,500	May 2, 2019	3	Every 6 months	Upon maturity	May 2, 2022	1,500
CPN235A	AA	2,000	May 2, 2019	4	Every 6 months	Upon maturity	May 2, 2023	2,000
CPN227A	N/A	2,000	July 18, 2019	3	Every 6 months	Upon maturity	July 18, 2022	2,000
CPN297A	N/A	500	July 18, 2019	10	Every 6 months	Upon maturity	July 18, 2029	500
CPN242A	AA	3,000	November 11, 2020	3.25	No	Upon maturity	February 2, 2024	3,000
CPN241A	AA	2,000	January 29, 2021	3	No	Upon maturity	January 29, 2024	2,000
CPN261A	AA	1,250	January 29, 2021	5	Every 6 months	Upon maturity	January 29, 2026	1,250
CPN261B	AA	750	January 29, 2021	5	No	Upon maturity	January 29, 2023	750
CPN236A	N/A	2,000	June 9, 2021	2	Every 6 months	Upon maturity	June 9, 2023	2,000
CPN248A	AA	5,000	August 19, 2021	3	Every 6 months	Upon maturity	August 19, 2024	5,000
CPN268A	AA	4,000	August 19, 2021	5	Every 6 months	Upon maturity	August 19, 2026	4,000

Remark : <sup>1</sup> Average applicable annual loan interest rate of 1.73% per annum

(1.6 Dividend Policy)

Company Financial Ratios Following the Debenture's Rights and Conditions	Covenant Ratios	As at Dec 31, 2021
1. Total Debt to Total Shareholders' Equity <sup>1</sup>	Not over 1.75 times	0.91 times
2. Total Assets (excluding Secured Debt) to Unsecured Debt	Not less than 1.50 times	2.99 times

**Remark :** <sup>1</sup> Total debt to total shareholders' equity, after deduction of cash and cash equivalent, and current investment.

## 1.6 Dividend Policy

The policy of Central Pattana is to pay dividends not less than approximately 40% of its operating net profit from consolidated financial statement, except when there is a compelling reason not to. The dividend payment will not exceed the retained earnings in separate financial statement.

The policy of Central Pattana's subsidiaries is to pay dividends when it has net profit and adequate cash flow balance. The dividend payment will depend on the consideration of the Board of Directors and shareholders of the subsidiaries and it will not exceed the retained earnings in financial statement.

### Dividend Payments for the Past Five Years

Year	2017	2018	2019	2020	2021
Dividend (Baht per Share)	1.40	1.10	0.08	0.70	0.60 <sup>2</sup>

**Remark :** <sup>2</sup> Subject to an approval from AGM 2022

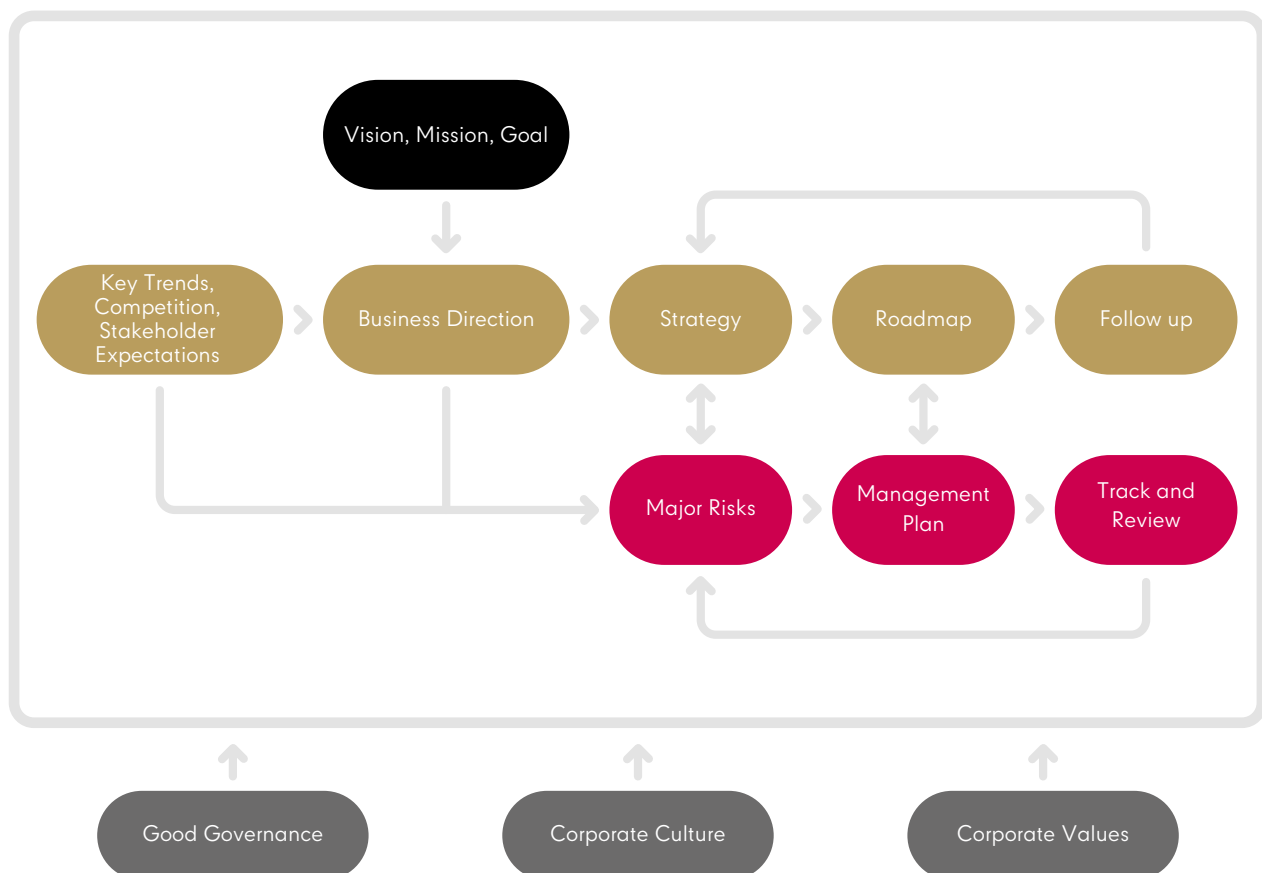
# Risk Management

## 2

### 2.1 Risk Management Policy and Plan

The Company prioritizes risk management as the pillar of protection required to circumnavigate the changing business landscape with the best interests of the Company and stakeholders at heart. Enterprise Risk Management Policy is established under the COSO ERM 2017 framework aiming to develop an all-encompassing risk management plan and protocol for business-critical activities and foster a risk-oriented professional corporate culture. The Company flags

risks of concern by identifying in-house and outward factors presenting opportunities and challenges in the strategic direction and assessing direct and indirect effects on the business. Major threats are flagged with the appropriate impact level to formulate mitigation plans and protocol to control different risks to an acceptable risk level, where flagged risks are monitored and reviewed regularly. The risk management flow chart is displayed below.



## 2.2 Risk Factors

Under the Corporate Vision and Strategy to become “A leading regional real estate developer, creating a better and more sustainable future for all” and strategy, the Company has adapted with key corporate risks since 2020 alongside challenges and opportunities amidst the competitive landscape of powerful and rapidly adapting technology, consumer behavior, and the COVID-19 epidemic. Clear and present as well as emerging risks are assessed in terms of business impact, operational capacities, operating results, financial status, and the existence of the Company and the Group. For by, the following risk factors have been flagged.

### 1. Competitive Risks

Since 2020, consecutive waves of COVID-19 outbreaks haven't only clouded Thailand's economic recovery and direction. Financial scars from the past two years are seeing an increasingly sluggish labor market and overwhelming debt burdens. Key economic drivers thus remain troublesome, namely household income, purchasing power, private consumption, and tourism. Consumer behavior has undoubtedly shifted to online shopping for a wide variety of consumer goods and services, from loose food items to loose furniture and fresh produce, with swift, reliable, and convenient delivery and online payments such as e-Wallet and mobile banking. The shift to online is also greatly influenced by health and safety concerns of the COVID-19 outbreak.

The Company and its key business partner (tenants) are at risk of remaining competitive amid declining purchasing power and shifted shopping preferences. The Company has thus made strategic adjustments and plans to support the tenants in developing Center of Life capacities to adapt to changing environmental factors of various forms. Strategic adjustments are as follows:

- Creating an atmosphere and experience that responds to the lifestyles of different customer segments and organizing activities to meet the needs of customers with similar interests.
  - Leveraging technology to enhance communication and create impressive customer service experiences, such as developing services and privileges through Central Life from the Line platform.
  - Providing new services through various omnichannel mediums such as Chat & Shop, Drive-Thru, and Delivery to meet customer needs and help merchants increase sales.
  - Encouraging merchants to participate in The 1's ecosystem through The 1 BIZ project to reach customers from The 1 member base and create marketing campaigns for matching target groups, efficiently retaining and expanding existing customer bases in the process.
- Furthermore, the sales and the store relations teams closely attend to and follow up on the tenant's operating performance to support their business in a variety of ways. This includes discounts on deposits and outstanding debts for struggling merchants, organizing with partners promotional activities, training, and seminars to provide new perspectives and ideas on business implementation, listening to problems and suggestions to improve support and service to merchants in the process.
- Superintending under epidemic conditions continues to be uncertain and highly volatile. Consumers have health and safety concerns and rightly demand assurance prior to visiting the premises to obtain goods or services personally. Monitoring and evaluating closely, the Company has implemented various actions to retain the confidence of stakeholders and consumers in mitigating the impact of the crisis, as follows:
- Operating under the Central Clean Confidence master plan, establishing sanitary and safety standards, and strictly complying with government epidemic control measures.
  - Preventing and mitigating the spread of COVID-19 by setting up vaccine distribution centers in shopping malls across the country.
  - Setting up open markets, free of charge, to help struggling farmers, SMEs, and OTOP product suppliers recover from the epidemic and accelerate economic activities.
  - Reviewing and improving the Crisis Management and the BCP plans to prepare for different circumstances that may unfold.
  - Exercising prudence to manage costs and sustaining profitability and cash flow by appropriately administering variable costs such as utility bills and fees to outsourced service providers as well as reducing unnecessary bills across the organization to minimize the impact of below normal revenue levels, supporting business conditions amid the COVID-19 outbreak in the process.



## (2.2 Risk Factors)

## 2. Growth Risks

To accelerate the five-year corporate strategy (2021-2025) with a target average revenue growth rate more than 10% per annum, the Company has a business plan to diversify the business portfolio through appropriately balanced domestic and foreign investments. This involves creating or building on growth in various forms, namely investing as the sole proprietor, joint ventures with partners, or through potential mergers and acquisitions to seize opportunities and manage risks, uncertainties, and rapid changes through crises that may arise. As the Company had the opportunity to acquire (M&A) Siam Future Development Public Company Limited, its core competency now expands into community mall development, another area of retailing real estate with high growth potential and good return on investment.

Aside from retail, a number of other projects have been developed to diversify the business into other commercial real estate (CRE) markets such as mixed-use developments, residential, hotels, and office buildings schemes, including innovative expansions with added value that synergize with the Company's central competency—shopping centers, such that satisfy customers in all dimensions: living, working, business, and leisure, along with joint operations to increase operational efficiency, among others. In 2021, the Company launched two mixed-use real estate projects: Central Si Racha and Central Ayutthaya. Overseas, the Company continues to study investment opportunities in Southeast Asia countries with growth potential, such as Malaysia and Vietnam, stably generating income and sustainably growing towards future goals over the long run.

In maintaining competitiveness and supporting growth in the described business direction, the Company is transforming to become a purpose-led organization aiming to achieve goals by optimizing processes and systems for operational efficiency and focusing on developing capability with a mindset of adjusting to concepts and driving success with a performance-driven corporate culture. A flat and flexible restructuring to become an agile entity is tenable in creating and cultivating four fundamental outlooks: Positivity, Dynamism, Customer Champion, and Community at Heart. Personnel across the organization acknowledge, understand, and operate from these vantage points daily.

## 3. Climate Change Risks (Emerging)

Climate change marks are submerging the operational risk landscape with overwhelming natural disasters and environmental turbulences, namely outbreaks, which see overrun properties, uncontrollable resources and trade, much less shipwrecked relations with valuable customers, partners, and stakeholders alike. Considerable sectors in Thailand with global warming intent have set Nationally Determined Contribution (NDC) goals under the Paris Accord framework and stated a commitment to climate solutions to fully realize carbon neutrality goals by 2050 and net zero emissions by 2065. This means adapting to a low-carbon society and accelerating the development of cleaner and more efficient technologies in the backdrop of supportive regulatory bodies in reducing the impact on the market and stakeholders' expectations, facilitating corporate awareness and proactive participation in addressing this manageable risk in the process.

The Company has analyzed these risks in two courses of action: 1) The RCP 8.5 scenario: continuing business as usual, revving global warming up by 4 degrees, where "the concentration of carbon that delivers global warming at an average of 8.5 watts per square meter across the planet;" and, 2) The 2 degrees scenario (2DS): transitioning to carbon neutrality, dropping the global temperature by at least 2 degrees (by the International Energy Agency: IEA). Each scenario involves risks from governmental policies and regulations, climate change risks, and risks affecting business transformation towards semi-carbon neutrality goals by 2030 and full carbon neutrality by 2050. The Company considers the guidelines of the Task Force on Climate-Related Financial Disclosure (TCFD), taking into account climate change risks and transition risks that weigh heavily on the business sector, both of which are covered in the corporate risk mitigation plan.

Physical risks are climate-induced cumulative geographic shifts to sudden natural disasters, such as earthquakes, thunderstorms, floods, droughts, and wildfire, which affect human activities and thus the climate in return. Each region in Thailand is exposed to a unique combination of geographic forces; for example, the North is more likely to experience earthquakes and dust, while sudden floods and monsoon thunderstorms are more frequent in the South. The

Company has established measures to mitigate these threats, closely monitoring opportunities to minimize impacts to the organization in the events of crises. This involves reinforcing the strength of buildings and infrastructure, preparing and procuring mitigation apparatuses, reserving water resources in advance in case of drought, reviewing structural building assessments of specialists to evaluate the impact of potential disasters, and establishing a protocol to handle different incidents accordingly. Regular and effective communication, training, and rehearsing crisis management protocol can help the Company cope should any risk transpire.

Among transition risks are solvency pressures on a business adapting to low-carbon requirements, regulatory or legal risks imposed by governments or international agencies to mitigate global warming, or technological risks where replacing legacy systems leads to increased costs or investments and a widening organizational-digital talent gap. Market and reputational risks occur from customers and society demanding tangible environmental-friendly adjustments. The Company realizes the scale of these impacts and has formulated strategies and guidelines to adopt renewable energy by installing solar panels to corporate structures and its affiliates. Plans are also in place for reducing greenhouse gas emissions through machinery modification, namely air conditioning and upgrades to electric-efficient systems. And on the other hand, applying green building standards and circular economy practices, such as reusing-reducing-recycling materials, alongside green campaigns, promoting mindful energy consumption and awareness of waste

separation, waste management, recycling, and landfills across the organization, can all lead the Company to carbon semi-neutrality goals by 2030. For more detail of Task Force on Climate-related Financial Disclosures (TCFD), please visit



Click

<https://www.centralpattana.co.th/en/sustainability/sustainability-performance>

#### 4. Cyber Security Risks (Emerging)

Swift and powerful advancement in technology is the key driver behind the rapidly changed consumer behavior and the Company's increasingly competitive industry. Growing dependency on digital systems and the widening gap with the security of the underlying operating systems render the Company increasingly susceptible to inconspicuous threats, affecting business continuity and hard-earned reputation should expansion take a different direction. The Personal Data Protection Act coming into effect in 2022 could potentially further incentivize the already rising number of cyber-attacks and ransom demands. Strategic plans are in place to leverage technological capacities to lay the groundwork for a business model that addresses cyber security risks and streamlines operational and security capacities.

The Company is developing an enterprise information security management system (ISMS) under the ISO 27001: 2013 and NIST Special Publication 800-53 frameworks, encompassing security of the entire operational network and software-hardware capacities, as shown in the following table.

Core Functions	Management Guidelines	Measure Examples
Identification and command	<ul style="list-style-type: none"> <li>• Risk assessment</li> <li>• 3<sup>rd</sup> party audit and cyber drill</li> </ul>	<ul style="list-style-type: none"> <li>• Risk assessing: identify weakness and plan improvement</li> <li>• Outsourcing penetration testing expertise</li> <li>• Vulnerability scanning and preventive action</li> </ul>
System security	<ul style="list-style-type: none"> <li>• Policy and procedure</li> <li>• Access control</li> <li>• Protective technology</li> <li>• System / Software update</li> </ul>	<ul style="list-style-type: none"> <li>• Preparing information security policy and protocol</li> <li>• Changing password: setting policy, enhance security</li> <li>• Implementing VPN, MFA, PAM system log-in</li> <li>• Improving system shields: antivirus and firewall</li> <li>• Implementing advanced email protection: key accounts</li> <li>• Applying OWASP standard: web application security development</li> <li>• System updating: software patch to latest version</li> </ul>

## (2.2 Risk Factors)

Core Functions	Management Guidelines	Measure Examples
Detection	<ul style="list-style-type: none"> <li>Detection process</li> <li>Security monitoring</li> </ul>	<ul style="list-style-type: none"> <li>Installing EDR program: detect anomaly</li> <li>Implementing log management: all systems and networks</li> </ul>
Protocol	<ul style="list-style-type: none"> <li>Response planning</li> <li>Incident management</li> </ul>	<ul style="list-style-type: none"> <li>Creating the Incident Management manual</li> </ul>
Recovery	<ul style="list-style-type: none"> <li>Recovery planning</li> <li>DRP</li> </ul>	<ul style="list-style-type: none"> <li>Fine-tuning the Disaster Recovery Plan manual</li> </ul>

To raise corporate awareness, the Company focuses on training and professional mindfulness across the organization, regularly employing informative media on potential threats and organizational impacts through public relations. Training involves improving incident response protocol and revising the Business Continuity Plan (BCP) to suit the current operational risk landscape and existing systems. A BCP rehearsal simulating real-life cyber attacking scenarios was held in 2021. The Company also provides cyber insurance for transferring risks and reducing the impact of an attack.

## 5. Risk to Investment of Securities Holders

Central Pattana had issued financial instruments such as debentures and bills of exchange. Thus, the securities holder may face the following risks:

### 1. Credit Risk

This is a risk that the issuer of financial instruments may not be able to pay back interest or capital if it becomes bankrupt or is defaulting should securities offered for sale not be protected by the Deposit Protection Agency (DPA). The securities holder is entitled to request debt payment equal to other creditors who are subordinated and unsecured. However, in assessing

credit risks of the issuer of financial instruments, the securities holder can view the credit rating listed by the credit rating agencies and should research details before investment, such as performance and financial status of the issuer of financial instruments and should follow updates, including changes in credit ranking from the Office of Securities and Exchange Commission (SEC) or credit ranking agencies. In 2021, Central Pattana was rated at “AA” by TRIS rating, with a “Stable” credit.

### 2. Price Risk

This risk may arise when securities holders want to redeem their securities before maturity dates. Securities may sell for more than the value specified or price bought, so the securities holder may not receive interest or returns, or receive lower interests and returns.

### 3. Cash Flow Risk

This is a risk if the securities holder wishes to redeem securities before the maturity date. The holder may resell the securities to interested parties in the secondary market. The risk is that the holder may not be able to sell the securities immediately at the price they want.

# Sustainable Development

## 3

### 3.1 Sustainable Development Policy and Goals

Central Pattana operates six business groups including: 1) Shopping Centers and related businesses, which account for over 80% of the Company's total revenue, 2) Office Buildings, 3) Hotels, 4) Residential Projects, 5) Food Centers and 6) Investment in Property Fund and REIT (Real Estate Investment Trust). At Central Pattana, we are committed to good governance and place a strong emphasis on transparency, accountability and stakeholder engagement in all three dimensions of sustainable development – economic, social and environmental. We integrate sustainability in our operations by aligning our sustainability strategy to the UN Sustainable Development Goals (SDGs) to drive transformational change across our value chain. To learn more about our approach to sustainability, please visit our website: [www.centralpattana.co.th/en/sustainability/sustainability-strategy/at-a-glance](http://www.centralpattana.co.th/en/sustainability/sustainability-strategy/at-a-glance).

Member of  
**Dow Jones  
Sustainability Indices**  
Powered by the S&P Global CSA

**Sustainability Yearbook**  
Member 2021

**S&P Global**



Central Pattana has been listed as a member of the Dow Jones Sustainability Indices-World Index (DJSI World) in Real Estate sector for the fourth consecutive year; the Dow Jones Sustainability-Emerging Markets Index (DJSI Emerging Markets) for the eighth consecutive year; and the Sustainability Yearbook by S&P Global for the fourth consecutive year. The Company also earned a BBB in the MSCI ESG Ratings and achieved a Green Star status by GRESB, the global standard for portfolio-level sustainability reporting in the real estate sector, and a GRESB Public Disclosure Level of "A" for 2021.



## (3.1 Sustainable Development Policy and Goals)

## Engagement and Stewardship of Key Stakeholders

Our stakeholders are divided into six primary groups and three secondary groups. Each group is supported by a dedicated team who work collaboratively with the stakeholders to address their needs and expectations in an effective and timely manner. Insights from stakeholders are regularly fed into the Company's decision-making process. Below are additional stakeholder communication and engagement activities undertaken in 2021 by Central Pattana in response to the COVID-19 pandemic:

Stakeholder Group	Engagement Platforms	Frequency	Further Details
Primary	Customers	Pre-development customer behavior survey	Becoming the Center of Life
		Customer satisfaction surveys Conducted customer satisfaction survey as on demand	
		Communication and online shopping	
	Tenants	Tenant satisfaction surveys	Tenant Management and Development
		Branch meetings with tenants	
		Trainings and development programs for tenants and entrepreneurs	
		Communication via CENTRAL PATTANA Serve application	
	Employees	Online surveys • CG Individual Assessment • 360 Manager Performance Review • CG Voice Employee Engagement Survey	Employee Management and Development
		Meetings • Top management • Hybrid town hall companywide and division-wide	
		Online trainings	
		Communication via Workplace and Workchat applications	
		Employee activities such as volunteering and Community Day	

## (3.1 Sustainable Development Policy and Goals)

Stakeholder Group		Engagement Platforms	Frequency	Further Details
Primary	Suppliers	Supplier assessment <ul style="list-style-type: none"> <li>• Pre-qualification</li> <li>• After delivery of goods and services</li> <li>• Re-evaluation of suppliers</li> </ul>	Annually	Supply Chain Management
		Meetings and trainings <ul style="list-style-type: none"> <li>• Business Development and Construction <ul style="list-style-type: none"> <li>- Group-specific meetings in line with the principles of the circular economy</li> </ul> </li> <li>• Shopping Center Management and Marketing <ul style="list-style-type: none"> <li>- Safety trainings</li> <li>- Capacity building trainings</li> </ul> </li> <li>• Organization Management</li> </ul>	According to timelines and work plans	
	Communities	Community impact assessment	At the start of every new and revised project	Corporate Responsibility and Community Development
		Community relief and support	When disasters occur	
		Donation of retail and commercial spaces for community use	According to needs and circumstances	
Secondary	Public Sector, Independent Organization and Others. Including Thai Chamber of Commerce and Federation of Thai Industries	Volunteer activities with local communities	Volunteer opportunity calendar	Corporate Responsibility and Community Development
		Discussion meetings on issues relating to: <ul style="list-style-type: none"> <li>• Traffic management</li> <li>• Waste and environmental management</li> <li>• Energy and greenhouse gas management</li> <li>• Labor and workforce</li> </ul>	According to timelines	
	Shareholders and Investors	Meetings, Surveys, Company Disclosures	Quarterly	Corporate Governance Policy
	Competitors	Meetings Group communication via social media <ul style="list-style-type: none"> <li>• Response to government policy</li> <li>• Safety</li> </ul>	According to timelines 24/7	Corporate Governance Policy
	Creditors	Opportunity Day Company disclosures	Quarterly Annually	Corporate Governance Policy



## (3.1 Sustainable Development Policy and Goals)

## Materiality Assessment

The 2021 material assessment mapped out issues arising from the changing external environment and COVID-19 challenges that affected stakeholder expectations and responses as well as Central Pattana's long-term value creation. It also identified new sustainability risks from the type of risk factors and the probability of occurrence to the impact from the ongoing COVID-19 pandemic, which began in 2020. Details can be found in Chapter 2 "Risk Management" in our 2021 Annual Report.

### Materiality Assessment Process

Mega Trend Analysis	Identify and Prioritize Material Topics	Validation and Reporting
<p>Conduct desk research to analyze:</p> <ul style="list-style-type: none"> <li>• Key global and national trends</li> <li>• Trends that are being accelerated by the ongoing COVID-19 pandemic</li> <li>• Corporate sustainability assessments from institutions such as Dow Jones Sustainability Indices: DJSI, GRESB (Global ESG Benchmark for Real Assets) and THSI (Thailand Sustainability Investment)</li> <li>• UN Sustainable Development Goals: UN SDGs</li> </ul>	<p>Review key mega trends together with enterprise risks and stakeholder inputs collected from the annual management workshop and strategic planning workshops conducted at function and division levels to understand the Company's positioning regarding challenges and opportunities.</p> <p>Identify and prioritize material topics based on the expectations of Central Pattana's Senior and Executive Management, as well as purpose and strategy to determine the issues that are most important to the Company.</p>	<p>The Sustainable Development team and Risk Management and Strategy team present the priority sustainability issues to the Company which feed into corporate strategy, risk management plan and sustainability plan. Performance is tracked and measured by relevant committees. Please refer to Chapter 7 "Corporate Governance Structure" section in our 2021 Annual Report for more details.</p> <p>Sustainability reporting and disclosure is prepared in accordance with the GRI-Standards and 56-1 One Report and approved by the Corporate Governance and Sustainable Development Committee.</p> <p>Our participatory material assessment process is externally assured (see page 248-249).</p>

## How We Drive Sustainability

The 10 priority sustainability issues were presented to the Company by a cross functional team made up of members from Sustainability, Risk Management and Corporate Strategy departments and incorporated into our strategy, risk management plan and 5-year sustainable development plan (2022-2026). With additional sustainability risks identified in 2021, Central Pattana has expanded our environmental and social commitments – achieving net zero greenhouse gas (GHG) emissions by 2050 and building sustainable communities in alignment with the UN SDGs. We use “Objectives and Key Results” (OKRs) to set our sustainability indicators cascading down to division, department and

individual contributor levels with the progress tracked and measured by relevant committees as detailed in Chapter 7 “Corporate Governance Structure”.



To achieve net zero greenhouse gas (GHG) emissions by

# 2050

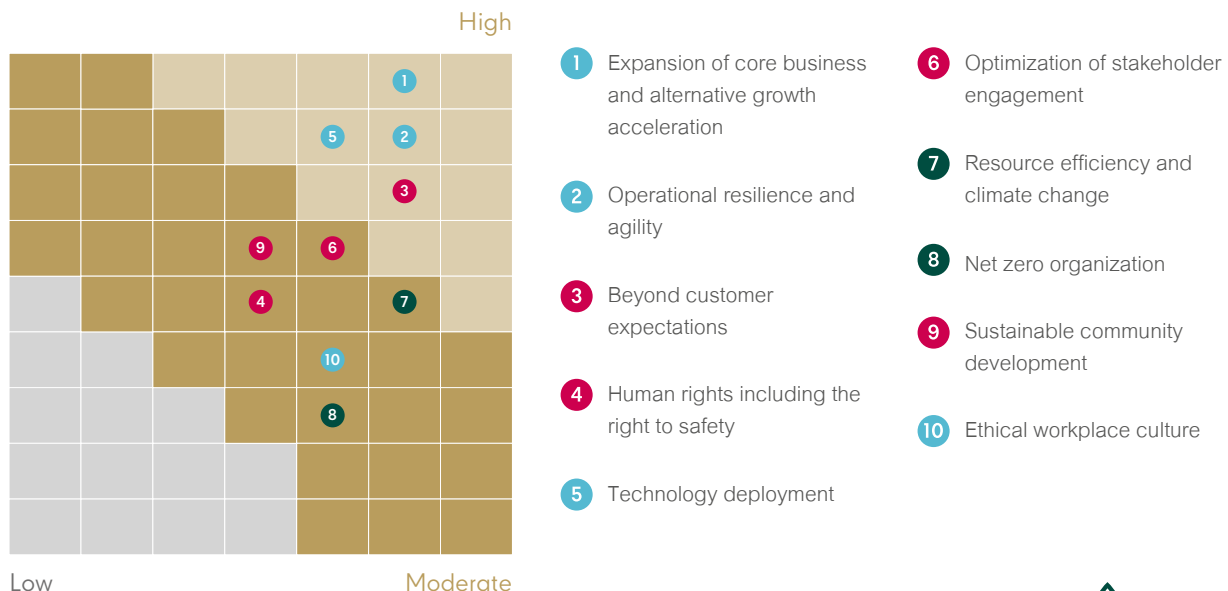
The table and matrix below show the findings of the materiality assessment, how 13 mega trends and 10 priority sustainability issues are linked and topic-specific disclosures.

Mega Trends, Risks and Opportunities	Priority Sustainability Issues	Value Drivers	Topic-Specific Disclosures
<ul style="list-style-type: none"> <li>Intensified competition</li> <li>Globalization and urbanization</li> <li>Slow and volatile economy particularly the prolonged downturn in the domestic economy</li> <li>Business model reform</li> </ul>	1. Expansion of core business and alternative growth acceleration	<ul style="list-style-type: none"> <li>Risk management</li> <li>Geographic and real estate portfolio expansion</li> <li>Diversification</li> </ul>	GRI 203 Indirect economic impacts GRI 102-15 Key impacts, risks, and opportunities GRI 102-29 Identifying and managing economic, environmental, and social impacts GRI 102-30 Effectiveness of risk management processes GRI 102-31 Review of economic, environmental, and social topics
<ul style="list-style-type: none"> <li>Consumer lifestyle changes</li> <li>New normal life with high priority on convenience, cleanliness and safety</li> <li>Shifts in demographics</li> </ul>	2. Operational resilience and agility 3. Beyond customer expectations 4. Human rights including the right to safety	<ul style="list-style-type: none"> <li>Product innovation</li> <li>Service excellence</li> <li>Safety management for customers, tenants and employees</li> </ul>	Becoming the Center of Life  GRI 416 Customer health and safety GRI 418 Customer privacy GRI 403 Occupational health and safety
<ul style="list-style-type: none"> <li>Digital disruption</li> <li>Digital transformation</li> </ul>	5. Technology deployment	<ul style="list-style-type: none"> <li>Innovation and technological applications for customers and tenants</li> </ul>	

## (3.1 Sustainable Development Policy and Goals)

Mega Trends, Risks and Opportunities	Priority Sustainability Issues	Value Drivers	Topic-Specific Disclosures
<ul style="list-style-type: none"> <li>Stakeholder concerns over business and organizational agility in the face of change</li> </ul>	6. Optimization of stakeholder engagement	<ul style="list-style-type: none"> <li>Tenant management and development</li> <li>Employee engagement</li> <li>Supply chain management</li> </ul>	Stakeholder Engagement  GRI 401 Employment GRI 404 Training and education GRI 414 Supplier social assessment GRI 204 Procurement practices
<ul style="list-style-type: none"> <li>Climate change</li> <li>Loyalty to brands that are purpose-led</li> </ul>	7. Resource efficiency and climate change 8. Net zero organization 9. Sustainable community development 10. Ethical workplace culture	<ul style="list-style-type: none"> <li>Resource and environmental management excellence</li> <li>Community and social responsibility</li> <li>Corporate governance</li> </ul>	Purpose-led Organization  GRI 302 Energy GRI 303 Water and Effluents GRI 304 Biodiversity GRI 305 Emissions GRI 306 Waste GRI 413 Local communities GRI 205 Anti-corruption

## Stakeholder Ranking of Material Topics



Key opportunities and impacts on Central Pattana's operations



Economic









Social



Environment





## How We Set Our Sustainability Targets

	Our Priority UN SDGs	SDG Targets and Indicators
	<p>Target 8.1 and 8.3 Sustain per capita economic growth and support productive activities, decent job creation and entrepreneurship and encourage the formalization and growth of micro-, small- and medium-sized enterprises</p> <p>Target 8.8 Protect labor rights and promote safe and secure working environments for all workers including migrant workers</p>	<p>Indicator 8.1 At least 7% annual growth rate of real GDP per capita</p> <p>Indicator 8.3.1 Proportion of informal employment in total employment, by sector and sex</p> <p>Indicator 8.8.1 Fatal and non-fatal occupational injuries per 100,000 workers, by sex and migrant status</p>
	Target 11.7 Provide universal access to safe, inclusive and accessible, green and public spaces for all	Indicator 11.7.1 Average share of the built-up area of cities that is open space for public use for all
	Target 13.2 Integrate climate change measures into organizational policies, strategies and planning	Indicator 13.2.2 Total greenhouse gas emissions per year
	Target 7.2 and 7.3 Increase substantially the share of renewable energy in the global energy mix and double the global rate of improvement in energy efficiency	<p>Indicator 7.2.1 Renewable energy share in the total final energy consumption</p> <p>Indicator 7.3.1 Energy intensity measured in terms of primary energy and GDP</p>
	Target 6.3 Improve water quality by halving the proportion of untreated wastewater and substantially increasing recycling and safe reuse globally	Indicator 6.3.1 Proportion of wastewater flows safely treated
	Target 12.3 and 12.5 By 2030, halve per capita global food waste at the retail and consumer levels and substantially reduce waste generation through prevention, reduction, recycling and reuse	<p>Indicator 12.3.1 (b) food waste index</p> <p>Indicator 12.5.1 recycling rate, tons of material recycled</p>

## (3.1 Sustainable Development Policy and Goals)

Priority Sustainability Issues	2021 Targets	Target for 2022-2026
<b>Economic, Social and Community Sustainability</b>		
<ul style="list-style-type: none"> <li>1 Expansion of core business and alternative growth acceleration</li> <li>2 Operational resilience and agility</li> <li>3 Beyond customer expectations</li> <li>5 Technology deployment</li> <li>6 Optimization of stakeholder engagement</li> </ul>	<ul style="list-style-type: none"> <li>10% growth rate</li> <li>40 innovations-destinations</li> </ul>   8.1 and 11.7.1	<ul style="list-style-type: none"> <li>Maintain an annual growth rate of over 10%</li> <li>Allocate 20% of space for community use</li> </ul>
<ul style="list-style-type: none"> <li>4 Human rights including the right to safety</li> </ul>	<ul style="list-style-type: none"> <li>80% customer satisfaction</li> <li>80% tenant satisfaction</li> <li>80% employee engagement rate</li> </ul>	
	 8.8.1	<ul style="list-style-type: none"> <li>Achieve zero occupational injuries</li> </ul>
<ul style="list-style-type: none"> <li>9 Sustainable communities</li> <li>10 Ethical workplace culture</li> </ul>	<ul style="list-style-type: none"> <li>Disclosure of the proportion of micro, small- and medium-sized and community enterprises</li> <li>Local economic return of 100 million baht</li> </ul>  8.1 and 8.3.1	<ul style="list-style-type: none"> <li>20% of suppliers are micro, small- and medium-sized and community enterprises</li> <li>Generate local economic return increase of at least 7% annually</li> </ul>
	<ul style="list-style-type: none"> <li>25,000 employee volunteer hours</li> <li>Donation of 10 million cc of blood</li> </ul>	

## (3.1 Sustainable Development Policy and Goals)

Priority Sustainability Issues	2021 Targets	Target for 2022-2026
<b>Environmental Sustainability</b>		
<ul style="list-style-type: none"> <li>7 Resource efficiency and climate change</li> <li>8 Net zero organization</li> </ul>	<ul style="list-style-type: none"> <li>15% reduction in Scope 1 and 2 GHG emissions intensity (compared to 2015)</li> </ul>  13.2.2	<ul style="list-style-type: none"> <li>Reduce Scope 1 and 2 GHG emissions intensity by 20% (compared to 2015)</li> <li>Become a net zero organization by 2050</li> </ul>
	<ul style="list-style-type: none"> <li>4.5% of total energy consumption come from renewable sources</li> <li>4% reduction in energy consumption by 2021 (compared to 2019)</li> </ul>  7.2.1 and 7.3.1	<ul style="list-style-type: none"> <li>Increase the share of renewable energy to 12% of total energy consumption</li> <li>Reduce energy consumption by 20% (compared to 2019)</li> </ul>
	<ul style="list-style-type: none"> <li>5% of water used across shopping centers which onsite wastewater recycling systems installed</li> </ul>  6.3.1	<ul style="list-style-type: none"> <li>Increase the share of recycled water across shopping centers to 20%</li> </ul>
	<ul style="list-style-type: none"> <li>15% reduction in the amount of waste sent to landfill</li> </ul>  12.3.1 (b) and 12.5.1	<ul style="list-style-type: none"> <li>Reduce the amount of waste sent to landfill in half</li> </ul>

## Reporting Approach

Central Pattana Sustainability Report and Disclosure has been published annually for nine years to showcase our economic, social and environmental sustainability performances. Our 2021 reporting and disclosure is prepared in accordance with the Global Reporting Initiative (GRI) Standards - Core Option, ISO 26000:201 Guidance on Social Responsibility, United Nations Global Compact: UNGC and the UN Sustainable Development Goals: SDGs.



## (3.1 Sustainable Development Policy and Goals)

**Scope and Boundaries of Reporting**

The Report is an account of Central Pattana and its subsidiaries in Thailand's sustainability performance from a financial period between 1 January to 31 December 2021. It describes our sustainability performance in economic, social and environmental aspects reflective of our sustainability priorities. The Report contains performance data of 36 shopping centers located in Thailand (Central Phuket consists of two shopping centers: Central Phuket Festival and Central Phuket Floresta), 10\* office buildings and related and complementary businesses that operate in Thailand and are managed by Central Pattana. Details can be found in Chapter 1 "Business Structure and Operating Performance". Please note that the environmental performance data of Central Si Racha, Central Ayutthaya, 2 hotels, one residential projects for rent, 22 residential projects for sale, and the supply chain performance data of Central Pattana's subsidiary, CPN Residence, have not been included.

Key to our sustainability approach is engaging with all stakeholder groups including shareholders, tenants, customers, suppliers, creditors, employees, competitors, community and society, the environment, public organizations, independent organizations and others. The reporting content contains performance disclosures of Central Pattana, associated companies and subsidiaries that Central Pattana holds more than 50% of the shares or has direct management control including companies that voluntarily disclose their sustainability information. For more information about the scope and boundaries of Central Pattana's sustainability reporting, please refer to our website:

**Click**

<https://www.centralpattana.co.th/en/sustainability/sustainability-reporting-library>

**Quality Control**

The reporting content has been reviewed for accuracy and completeness by Central Pattana's Sustainable Development Department and Excellence & Sustainable Development Division, which serve as the quality control focal point for

our sustainability reporting. The Report is prepared annually by a working group and approved by Senior Executive Vice President, Finance, Accounting and Risk Management before it goes into circulation.

**Independent Assurance**

The Report and key performance indicators have been assured to be in conformance with the GRI-Standards by an independent recognized third party that is specialized in real estate. The Independent Assurance Statement is available at page 248-249. Refer to the 2021 GRI Content Index on our website for information: [www.centralpattana.co.th/en/sustainability/sustainability-reporting-library](http://www.centralpattana.co.th/en/sustainability/sustainability-reporting-library).

In accordance with Central Pattana's Policy on Climate Change and the Environment, the report is made available in digital form only and can be downloaded here: [www.centralpattana.co.th/en/investor-relations/publications/report/annual-report](http://www.centralpattana.co.th/en/investor-relations/publications/report/annual-report).

If you have any inquiry or wish to submit your feedback about the report, please contact:


**Sustainable Development Department,  
Excellence & Sustainable Development  
Division**

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Email: [sd.ho@centralpattana.co.th](mailto:sd.ho@centralpattana.co.th)

**Remark :** \* Included The shoppes at Belle Grand Rama 9

## 3.2 Sustainability Report for Stakeholder in Business Value Chain, Society, and Environment

Central Pattana listens to our stakeholders and engages with them throughout the value chain. We put customer needs at the center of everything we do and strive to remain responsive to our stakeholder needs through leveraging the best systems, processes and technologies in line with our purpose, “Co-Creating Shared Value.” At Central Pattana, our stakeholders are divided into two categories: primary stakeholders and secondary stakeholders as described further on our website: [www.centralpattana.co.th/en/sustainability/sustainability-strategy/framework/stakeholders-engagement](http://www.centralpattana.co.th/en/sustainability/sustainability-strategy/framework/stakeholders-engagement). Our stakeholder engagement plan is integrated into the Company's annual business plan and our sustainability reporting focuses on six key stakeholder groups as follows:

Management Approach	Stakeholder Group	Reporting
<b>Diversification and business ecosystem development</b> <ul style="list-style-type: none"> <li>• Diversification and business ecosystem development</li> <li>• Business partnership via Joint Investment and M&amp;A to generate long-term growth</li> </ul>	Shareholders	1) Diversification and business ecosystem development
<b>Becoming the Center of Life</b> <ul style="list-style-type: none"> <li>• Product innovation</li> <li>• Service excellence</li> <li>• Innovation and technology</li> </ul>	Customers	2) Becoming the Center of Life
<b>Tenant Management and Development</b> <ul style="list-style-type: none"> <li>• Small and new entrepreneur development</li> <li>• Tenant development</li> <li>• Tenant engagement</li> </ul>	Tenants	3) Stakeholder Engagement
<b>Employee Management and Engagement</b> <ul style="list-style-type: none"> <li>• Recruitment and talent retention</li> <li>• Leadership and people development</li> <li>• High performance organization</li> </ul>	Employees	
<b>Supply Chain Management</b> <ul style="list-style-type: none"> <li>• Supplier risk analysis and continuous improvement of procurement process</li> <li>• Sourcing of new suppliers and supplier evaluation</li> <li>• Co-creating value and innovation</li> </ul>	Partners	

(3.2 Sustainability Report for Stakeholder in Business Value Chain, Society, and Environment)

Management Approach	Stakeholder Group	Reporting
<b>Corporate Responsibility and Community Development</b> <ul style="list-style-type: none"><li>• Center of Community</li><li>• Local Prosperity and Local Pride</li><li>• Circular Economy</li><li>• Employee Volunteering</li></ul>	Community	4) Purpose-led Organization
<b>Resource and Environmental Management Excellence</b> <ul style="list-style-type: none"><li>• Energy Management</li><li>• Climate Resilience</li><li>• Water and Wastewater Management</li><li>• Waste Management</li><li>• Air Quality</li><li>• Green Building</li><li>• Ecosystem Management and Biodiversity</li><li>• Engaging Communities in Environmental Development and Management</li></ul>	Environment	

Central Pattana has integrated sustainability into our annual strategic plan with sustainability indicators established as part of the Company’s key performance indicators. OKRs - Objective and Key Results are tracked and reviewed to ensure we stay on track to achieve our objectives and goals. Refer to the “Business Policy and Business Overview” section.

This Sustainability Report summarizes our strategies, approaches and work plans across our sustainability policies and commitments and details our performance and impacts under the four sustainability reporting frameworks including: 1) Diversification and business ecosystem development; 2) Becoming the Center of Life; 3) Stakeholder engagement; and 4) Purpose-led organization.

## 01

**Diversification and Business Ecosystem Development**

Central Pattana prioritizes the retention of strong and sustainable business growth through a five-year business plan (2022-2026) with a compounded average growth rate (CAGR) in revenue of over 10% per annum. To achieve such target, it establishes a business growth direction by diversifying the business base of property development and management through a variety of approaches as seen below:

**Geographic Business Expansion and Types of Properties**

Central Pattana has historically developed and managed its properties through new shopping malls in high-potential areas, starting with Bangkok and periphery and expanding to provincial cities that have strong and stable economic growth and are regional centers. It deployed this strategy to diversify concentration risks and create opportunities together with participation in the regional business drive. As of present, Central Pattana has 15 shopping malls in Bangkok and periphery, 20 shopping malls in the provinces, and one in Malaysia. Before launching project development, the Company prudently selects the best location within an area that is conveniently accessible by customers, tourists, and tenants. Through the concept of “Center of Life”, the Company’s shopping malls are uniquely designed to suit the locality of each area by offering a complete range of products and services, as well as creating new areas for lifestyles and activities in response to changes in consumers’ behavior. Moreover, each shopping mall is designed with a unique identity harmonious with the local communities and promoted their pride, including attracting visitors, stimulating the economy, distributing income, and fostering benefit and value-added for all stakeholders, thus leading to national economic development. With a vision to be the regional leader in property development and enjoy sustainable long-term growth, the Company expands the business to Southeast Asian countries, particularly those with strong and stable economic growth, such as Malaysia and Vietnam.

Its business execution aims to diversify the business base and reduce dependency on a single domestic market. It expands investment into an integrated property development under the strategic direction of mixed-use development. These investments include shopping complexes, residences, office buildings, and hotels to maximize the value of the core shopping-mall business and use land for maximum benefit. Each business in the area can also complement one another. Since 2016, Central Pattana has developed condominium projects located in the same areas as its shopping malls. To date, Central Pattana has launched 22 residential projects, including 15 high-rise condominium projects and 7 low-rise projects - single detached house, twin-home and townhouse. Most projects are located near shopping malls and well-responded by the customers. Moreover, the Company is preparing to launch 4-5 residential projects per year and studied opportunities for developing other types of properties as planned.

(3.2 Sustainability Report for Stakeholder in Business Value Chain, Society, and Environment)



### Business Partnership via Joint Investment and M&A to Generate Long-term Growth

Central Pattana's property development and management go beyond proprietary investments. It is open to jointly investing with potential business partners that bring invaluable property development business experiences and know-how to share with and support one another.

- The Company entered a joint investment partnership with Dusit Thani Public Company Limited ("DTC") to invest in a mixed-use development project comprising a hotel, a residence, a shopping mall and an office building on the land at the corner of Silom Road and Rama 4 Road. The Company has an 85% investment stake in the shopping mall business and a 100% stake in the office building business, both within its domain of expertise, whereas it has a 40% stake in the hotel and residential businesses, both of which are of DTC's expertise.
- The Company, in cooperation with IKEA, launched "IKEA Bangyai," a new IKEA style that allows customers to shop and pay on any floor. It is the first branch that has all entrances connected with Central Westgate. This cooperation added the element of Super Regional Mall to Central Westgate.
- The Company and Right Man Limited entered into a 50:50 joint investment under the Phenomenon Creation Limited to launch Tribhum: adventurous theme park innovation as the new World-Class Attractions in Phuket and a world tourist attraction. It will increase the tourism and economic potential of Phuket to compete with natural attractions in other countries.
- The Company formed a joint venture with Common Ground Group, a reputable co-working space business from Malaysia to set up Common Ground Thailand. Central Pattana holds a 51% stake in the joint venture; Common Ground Group, 49%. This partnership aims to expand the co-working space business in Thailand, connecting shopping malls with office buildings to be the workplaces of new entrepreneurs, support SMEs and startups, and strengthen national economic growth.
- Central Pattana formed a joint venture with Central Retail Corporation Public Company Limited to invest in Grab Thailand, with a 33% investment stake to expand customer services via a digital channel. Grab is a leading service provider of transportation, food delivery, and logistics on a mobile application. As the key partner of the Company and Central Group, it will enhance the Group's potential to become an omni-channel. The partners will jointly create a new ecosystem to serve customers' way of life in an era when offline and online channels become more integrated.
- The Company collaborated with a subsidiary of the Hong Kong Land Group in studying guidelines for mixed-use development projects in Thailand. Hong Kong Land Group has excellent expertise and experience in commercial property development projects in Hong Kong and overseas, including Thailand.
- Central Pattana entered a joint investment partnership of the Central Village project with the world's leading outlet developer like Mitsubishi Estate Asia (MEA), which successfully runs nine outlet projects in Japan, such as Gotemba, Rinku, and Shisui. MEA holds a 30% investment stake (while the Company holds 70%). This collaboration will raise the efficiency of customer service and strengthen the project by offering world-class brands in the outlet. It will also upgrade the Central Village project as the real leader of luxury outlets in Southeast Asia.
- Central Pattana acquired shares of GLAND equivalent to 67.53% of total issued and paid-up shares. The acquisition of shares in GLAND, a property developer for real estate projects for sale and for lease, which includes office buildings, hotel, residential projects and retail area, as well as projects under development and land bank in several locations, unlocks the potential to develop mixed-use projects based on the business strategy and create long-term returns to shareholders.
- Central Pattana joint invested in Central and Hongkong Land Company Limited ("CHKL") By invested through CE Holding Company Limited, the joint venture company between the Company and Harg Central Department Store Company Limited ("HCDS") and HKL (Thai Developments) with the shareholding ratio of 25:26:49, respectively. The joint investment has the objective to develop the mixed-use project, located on Wireless Road and Soi Somkid, Bangkok. The project is expected to be developed in 5 years and will be completed approximately by 2026. The joint investment with partners who has expertise could enhance assets potential and create long-term growth going forward.
- Central Pattana acquired shares of Siam Future Development Public Company Limited ("SF") equivalent to 96.24% of total issued and paid-up shares. This investment is objectively to expand business potential into a small new retail format as well as a high potential regional mall in the long run which enhance company's competitiveness and contribute long-term shareholders' return.

## 02

## Becoming the Center of Life

## Management Approach

**Product Innovation**

Customer centric product and service development for everyone and every lifestyle, adapting to change and evolving with the 'new normal' with a focus on convenience, hygiene and safety and agility

**Service Excellence**

Ensuring continuous improvement in service standards to create 'beyond expectation' experience for customers through swift, continuous and responsive customer engagement with a special focus on convenience and safety

**Innovation and Technology**

Leveraging innovation and technology to enhance transactions, communications and service facilitation

**Product Innovation**

There are two dimensions to Central Pattana's product innovation: rethinking space allocation from creating zones to developing 'Destinations' to deliver a seamless integrated customer journey that satisfies the needs of each specific customer group; and creating new experiences to meet ever-changing customer needs and demands. Our product innovation is driven by insights gleaned from our consumer behavior research, both quantitative and qualitative, and demand forecasts. Presently, we classify our Destinations into seven types as follows:

**01 Family Destination**

is a destination for families that includes theme parks, water parks, indoor playgrounds, kids' restrooms and family dining zones.

**2021 Performance**

We launched two new Family Destinations at the opening of Central Si Racha and Central Ayutthaya and completed a renovation of one Family Destination at Central Rama 2.





(3.2 Sustainability Report for Stakeholder in Business Value Chain, Society, and Environment)

## 02 Food Destination

is a dining destination that includes Food Parks and destinations which offer a wide range of choices to diners from local specialties to national and international cuisines to buffets to desserts and drinks.

### 2021 Performance

We launched two new Food Destinations at the opening of Central Si Racha and Central Ayutthaya. The design of the Food Destination at Central Si Racha leans into the Glass House design. The Food Destination at Central Ayutthaya, on the other hand, takes inspiration from the province's unique cultural heritage, both in its design and offerings. A marketing campaign, "Wonders of Taste and Wonders of 16 Districts," was launched to showcase Ayutthaya's status as a culinary destination. This year, we completed the refurbishment of Food Destinations at three shopping centers including Central Rama 9, Central Rama 2 and Central Khonkaen, and added new brands and more varieties at eight Food Destinations.

Completed the  
refurbishment

3

shopping  
centers

Added new brands  
and more varieties at

8

food  
destinations



At Central World, we have been trialing Food Destinations that cater to specific lifestyles. They include Hug Thai Zone, a destination for people who love Thai street food and office workers who have limited time to spare; and Zone I (the former Isetan store) where customers can enjoy real Japanese cuisine in an authentic atmosphere.

## 03 Fashion Destination

is a destination for every lover of styles - streetwear, luxury, minimalism, activewear or gender-fluid fashion - organized in zones and formats such as Fashion Plus and Pop-up stores in common areas of the shopping centers.

### 2021 Performance

We rolled out the "Seamless Integrated Experience" format to create a Fashion Destination that blurs the line under the name, "Playhouse" at Central Si Racha. It is a retail zone that fits the needs of small business operators who are facing staff shortages as well as offers a shopping experience the entire

family can enjoy together, picking items and paying for them at a cashier - just like what you would normally do at a department store. Brands offered at the Playhouse include those that customers are familiar with at Central shopping centers as well as up and coming brands that are trending on IG.

To date, there are 787 retailers in Fashion Plus Zones across 26 shopping centers (including Central Si Racha and Central Ayutthaya) and 99 pop-up stores (include retailers in all product categories).

Retailers in  
fashion plus zones

787

Pop-up  
stores

99



## 04 Lifestyle Destination

is a destination that brings together people with similar interests and lifestyles such as people who enjoy international food, desserts, noodles, local cuisines, coffee, music, art, nature, environment, animals and travel.

### 2021 Performance

We completed the renovation of Instamarket, a lifestyle destination for customers who like to shop on Instagram, and Pet Park & Pet Shop, a lifestyle destination for animal lovers, at Central Westgate. We also rolled out new lifestyle formats in permanent and temporary retail spaces and through marketing campaigns to adapt to changing consumer behaviors and cater to a variety of lifestyle needs from home and garden to e-sports to photos and check-ins, for example. In addition, we developed a destination for home décor lovers,

“Design House.” The destination, which has been piloted at Central Si Racha, is a retail zone with a mix of small shops carrying all things decor and accessories in one place.

### 05 Sport Destination

is a destination for health and fitness enthusiasts. We make use of the spaces in the front of the shopping centers, on the rooftop and in multipurpose convention halls, turning them into recreational spaces.

#### 2021 Performance

We completed major renovations at Central Pinklao, Central Rama 2, Central Rayong and Central Salaya and partially refurbished Sport Destinations at four shopping centers.

### 06 Tourist Destination

is a destination for tourists, both Thais and internationals, to enjoy travel experiences that match their lifestyles.

#### 2021 Performance

We developed a new destination and refurbished H Zone at Central World to create “Hug Thai Zone,” as a destination for people who like modern and contemporary Thai lifestyles and international workers living in Thailand as well as foreign visitors who love everything Thai. At “Jing Jai Farmers’ Market,” which is part of the Destination, customers can buy quality products from Thai farmers from 46 communities or over 3,000 families.

Quality products  
from

46

communities

From Thai farmers  
over

3,000

families



We also developed Central Ayutthaya into a destination for Thai and international visitors under the concept “Cultural Capital” showcasing the province’s identity with a ‘Thai Twist’ and through Must-Visit Instagrammable Landmarks around the shopping center.

### 07 Center of Community

has been adapted to better meet community needs, to deliver a convenient experience, promote community health and wellbeing, and strengthen local economies.

#### 2021 Performance

We had to postpone the co-development plan of the Government or G Center, which kept the number of Government Centers to date at 14. To meet public needs amidst the COVID-19 pandemic, we offered the common areas, parking spaces and multipurpose convention halls in our shopping centers across the country to be converted into 26 mass vaccination centers and 20 blood donation stations.

Mass vaccination  
centers

26

Blood  
donation stations

20



## Service Excellence

Central Pattana is committed to ensuring continuous improvement in service standards and uses the data from customer satisfaction surveys, conducted on a quarterly basis, to improve our work plans and continue enhancing our services. This year, we focused on the following issues:



### Commuting

including parking facility readiness, convenient routes, traffic management and parking lot safety



### Services and Amenities

including signage, amenities, service staff and safety and hygiene management systems



### Ambience

including décor, cleanliness and orderliness, variety of stores and shops and marketing campaigns and promotions

## (3.2 Sustainability Report for Stakeholder in Business Value Chain, Society, and Environment)

Our Service Excellence Plan is divided into four work plans as follows:

## 1. Traffic and Parking Management

### Traffic Management

This year, we continued to implement the traffic management plan that had been established in 2020. We were able to continuously plan, allocate and utilize our manpower efficiently even though the number of staff on duty had to be reduced during certain hours due to the government-mandated lockdowns. We have put in place a traffic control plan for four different situations: normal, slow, congested and accidents, and expanded implementation of smart parking technologies to make entering and exiting our parking lots easy and convenient. The automated car park ticketing system and License Plate Recognition: LPR has helped reduce the amount of time spent at the entrance and exit points to just 8 seconds. Both systems have been integrated with the Cashless Payment Parking

and are now being piloted at two projects, Central World and Central Ladprao. On their way in, customers wave their hands in front of the sensor for a ticket to be issued and before taking their vehicles out they simply scan the QR code on the front of the ticket to check and pay parking fees using their mobile devices. There are three payment options available: mobile banking, payment via True Money Wallet and Dofin and cash at self-service kiosks and at the shopping center's information counters. The parking barrier gate will open automatically if the parking fees have been paid. But if the gate does not open, the customer can scan the QR code on the front of the ticket at the parking kiosk or press the SOS button for assistance. This year, our plan to set up more digital display stands to show real-time traffic outside the building, first trialed in 2020, has been postponed. As the COVID-19 pandemic has led to an overall reduction in traffic activities, our current traffic management plan remains effective at managing traffic flows around Central Pattana's projects.

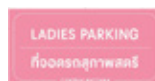
### Parking Facilities Management, Transport Services and Other Services Available at Central Pattana's Shopping Centers



Priority parking

**811**

slots available at  
all projects



Lady parking\*

**1,292**

slots available at  
12 projects



Family parking

(for parents with prams)

**185**

slots available at  
31 projects



Carpool parking for vehicles

carrying more than 4 passengers

**54**

slots available at  
3 projects



EV charger parking

**55**

slots available at  
24 projects



Supercar parking

**231**

slots available at  
31 projects



Big bike parking

**1,148**

slots available at  
25 projects



Bicycle parking up to

**2,205**

spaces available at  
25 projects

- Intelligence parking: 45,404 slots available at 17 projects
- Valet parking: This service has been suspended in accordance to the social distancing measures.
- Transport hub: Available at 27 projects
- Shuttle bus: Available at 16 projects

- Reserved parking: Available at Central World
- Parking for food delivery drivers: Available at Central World
- Taxi service for elderly: Available at Central Bangna
- Cashless Payment Parking: Available at Central World and Central Ladprao

**Remark :** \* This service has been suspended in 23 projects consequently from the impact of the pandemic.

## 2. Services and Amenities Available at Central Pattana's Shopping Centers

### Families and People with Special Needs



Nursing room

**64**

rooms available at  
29 projects



Baby changing room/unit

**314**

rooms/units available at  
27 projects



Kids' restroom

**79**

rooms available at  
25 projects



Baby stroller

**262**

strollers available at  
35 projects



Kiddy car

**609**

cars available at  
34 projects



Pet stroller

**51**

cars available at  
3 projects



Happy train

**29**

trains available at  
27 projects



Wheelchair

**407**

wheelchairs available at  
35 projects



Accessible restroom

**371**

restrooms available at  
all projects

### Tourists



Service counter  
for tour groups  
available at

**9**

projects



Tourist information  
center

**15**

centers available at  
13 projects



Luggage storage and  
delivery (paid/non-paid  
service) available at

**8**

projects

### Others



Muslim prayer room

**24**

rooms available at  
21 projects



Rest area

**114**

spots at 25 projects



Work area with  
power outlets

**63**

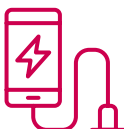
spots at 28 projects



Free wifi  
available at

**14**

projects



Charging station

**68**

stations available at  
29 projects



Free powerbank rental

**100**

powerbanks available at  
all projects



Concierge service

**5**

projects

(3.2 Sustainability Report for Stakeholder in Business Value Chain, Society, and Environment)

### 3. Safety and Security

Central Pattana's safety and security measures for customers and tenants are in line with ISO 45001 Occupational Health and Safety. The measures have been implemented in five pilot projects including Central Rama 3, Central Rama 9, Central Salaya, Central Eastville and Central Mahachai. We set out daily site security plans as well as plans for emergency response training and drills and exercises. The table below outlines our management approach to public safety and security:

#### Prevention

Loss Prevention (LP) department is responsible for handling, monitoring and minimizing losses in shopping centers as well as supervising security guards provided by suppliers that meet all of the requirements of the Business Security Act, B.E. 2558.

In 2021, Central Pattana continued to implement strict measures to prevent the transmission of infectious and communicable diseases. With a focus on active surveillance through CCTV monitoring, we trained security guards and surveillance staff on how to do simultaneous monitoring on 32 CCTV cameras. Staff, stationed at different locations and times, based on the Crime Clock, worked in two-hour shifts to allow adequate rest time before resuming surveillance. If any unusual activity is detected, the 1st Response Team will be called in immediately to help mitigate the incident or prevent further damage. This new system has contributed to faster response and prevention despite reduced manpower during the government-mandated lockdowns.

To date, we have installed 8,205 CCTV cameras (including Central Si Racha and Central Ayutthaya), set up 2,416 Call Point Service across all parking lots and added a new channel for reporting emergencies through QR code.

#### Operation

Central Pattana uses the Color-Code Condition\* to monitor and assess crisis severity, on a monthly basis, with our employees, state officials, external security consultants and security experts from Central Group. The overall situation in 2021 remained largely Blue or Guarded except for the project in Hat Yai city, Songkhla province, which was Orange or High. The color meant there were risks of explosive attack, terrorism and other threats. If an armed intruder is able to

evade our prevention team, the security guards on duty will follow a 3-step response measure - deter or slow down the intruder by shutting down some exits; help the customers evacuate safely from the premise; and hand over CCTV footage to law enforcement, giving top priority to ensuring stakeholder safety.

With an ongoing pandemic and strict implementation of surveillance measures, the incident response exercises and additional staff training had to be conducted through tabletop exercises in which employees from each team discussed their roles and responses and practiced through scenario gameplay based on real-life situations.

In addition, we put in place measures to respond to unexpected events. They include:

- Installing at least 1 Automated External Defibrillator (AED) near the Information Counter across all projects and providing AED training to the staff.
- Obtaining insurance plans including Industrial All Risks (IAR), business interruption insurance and public liability insurance.
- Purchasing life insurance, in addition to accident insurance plans, for all security guards and employees with safety and security duties or related responsibilities.

**Remark :** \* Central Pattana uses the Color-Code Condition 5, which has 5 levels including Low-Green, Blue-Guarded, Yellow-Elevated, Orange-High and Red-Severe, to improve communications and ensure speedy and coordinated implementation. In the event of a crisis, the Company's crisis command center committee and their counterpart at Central Group will, together with state officials, external security consultants and security experts from Central Group, closely monitor and assess the situation.

#### Engagement

The Safety, Occupational Health and Environment Committee is responsible for ensuring safety and health standards are consistently implemented across the company. Progress reports are submitted on a regular basis to the Risk Management Committee and the People Development Committee.

In 2021, we have, with our contractors and subcontractors, expanded data collection on accidents to develop an accident prevention and reduction plan. The report was disclosed in accordance with the GRI Standards.



#### 4. Service Standards

Central Pattana's quality management systems have been developed in line with ISO 9001 Quality Management System (QMS) principles to ensure continuous process improvement and consistent delivery of products and services. Guided by our service philosophy, "Service with the heart," we strive to increase customer satisfaction, while also aim to reduce complaints and recurring issues. In 2021, we carried out the following:

- Process standards
  - Established the selection criteria for security guards and housekeepers and held meetings with contracting companies to inform their executives of our policies and standards.
  - Provided monthly training to subcontractors, focusing on theory and scenario-based learning. The training also included "Canary Tour," a field visit to familiarize

the workers with the layout of the shopping centers and store names.

- Monthly performance evaluations of security guards and housekeepers were conducted by the Service with the Heart Team and "Mystery Shopper." In Q1-Q3 of 2021, employees from a different branch carried out the checklist-based evaluations of subcontractors to measure service standards at each touchpoint.
- Launched the "Reward & Recognition" program for subcontractors. We made the fourth week of every month the 'week of recognition' and held an annual award ceremony at the branch level for workers who demonstrated exceptional performance in Q4. In addition to a Service Excellence pin, each awardee also received a gift certificate and praises from the branch general manager.



## (3.2 Sustainability Report for Stakeholder in Business Value Chain, Society, and Environment)

- Reviewed the standard operating procedures (SOPs) for customer relations employees. To make this engaging and fun for the employees, we conducted the activity through “CS Professional.” Employees were encouraged to create and post video clips on TikTok to show examples of good and bad service provision to help new and current employees better understand service expectations and standards.
- Further improved the Booking system (formerly I Booking) to adapt to the new normal. This included rollout of touchless experience and simplified employee procedures. The system has been launched across our projects nationwide, while the concierge service is now expanded to three pilot projects including Central World, Central Village and Central Phuket. Additionally, the shuttle bus service has been trialed at Central Village and is expected to be rolled out in Q1 of 2022.
- Revised the “Central Clean and Safe” masterplan that had been rolled out during the outbreak of COVID-19 to be more robust and rigorous and incorporated the measures into our service standards covering five key areas - screening, distancing, tracing, cleaning and touchless experience - and established as service standards utilization of new technologies below:
  - Protective shields to facilitate social distancing at Information Counters
  - Automatic alcohol dispensers in elevators
  - Social distancing warning sensors at high-traffic escalators
  - UV-C for AHU filters and UV-C cabinets for shoppers to disinfect purchased items and shopping bags
  - Touchless lifts and automatic handrail sterilizers
- Adopted ISO 20121 Event Sustainability Management System in managing our multipurpose convention halls, in line with the government policy to support and promote MICE (Meeting Incentives Conventions Exhibitions. To date, 9 of our 13 convention halls have been ISO 20121 certified and 13 convention halls (include re-certification of under Meeting Room and Exhibition categories) have received the TMVS (Thailand MICE Venue Standard) certification under Meeting Room and Exhibition categories from the TCEB (The Thailand Convention and Exhibition Bureau). The TCEB certification’s assessment components include Physical Component, Technology Component, Service Component and Sustainability Component. Additionally, two projects are undergoing the AMVS -ASEAN MICE Venue Standards certification.





## Innovation and Technology

Central Pattana seeks to develop new technologies and solutions including in IT infrastructure management and customer analytics to provide the best experience for our primary stakeholders, in particular, our customers, tenants, employees and suppliers. In 2021, we implemented our plan as follows:

### 1. Elevating Digital Experience



#### Customers

We upgraded @central Life on LINE application and rolled out new functions and features throughout the year. The main functions of the application include:

- “Indoor Map Navigation” helps customers navigate and find their desired store
- “Gift for You” provides access to more personalized privileges with coupons tailored to customer lifestyles, interests and needs
- “i-Booking” enhances convenience for customers wishing to book services and amenities such as wheelchairs, strollers, Kiddy Car, ahead of time
- “Smart Chat” is a shortcut to other functions available in the application making it easy for customers to find the information they need



#### Tenants

SERVE by Central Pattana is an all-in-one platform for internal communications, information search, maintenance request and online rent payment via e-payment, that will include new features and functionality such as integration with The 1 Biz and the business matching platform Crowdfunding. Additional information can be found in the “Tenant Management and Development” section of our 2021 Annual Report.



#### Residents

Digital services for residents via CPN Residence Family, which allow users to book a viewing appointment, find information about how to make a reservation, make payment, receive project news and updates and request maintenance.

### 2. Digital Services

- Cashless payment is now available at all Food Parks operated by Central Pattana. Diners no longer have to get food coupons but can pay via mobile banking by scanning a QR code at the restaurant or make payment via e-wallet with Alipay, Wechat Pay, Rabbit Line Pay, Dolfon and Shopee Pay.
- Central Eats, Central Kitchen and Chat & Shop services are also available through @central Life. The features have been added in the wake of changing consumer behavior as a result of the COVID-19 pandemic. Customers can

get their food delivered from their favorite restaurants in the shopping centers operated by the Company or order food from multiple restaurants or directly from just one restaurant for one-stop pick-up via Central Kitchen, which has partnerships with other food delivery applications including Grab. For purchase of non-food items, customers can enquire about products and order them directly from any of our shopping centers via Chat & Shop.

(3.2 Sustainability Report for Stakeholder in Business Value Chain, Society, and Environment)

## Living Our 4 Beliefs

## Customer Champion

## @central Life

Central Pattana launched our LINE Official Account under the name “central Life” in 2019 to adapt to changing behaviors as customers increasingly spend time in the digital world. The application has many useful functions. The first function focuses on communications and digital engagement, which helps us reach the customers where they are. Serving as an all-in-one platform for our customers or ‘Your Lifestyle Companion,’ the application offers four features including: Indoor Map Navigation; Latest News, keeping customers up to date with the latest privileges, promotions and events; Privileges and Promotions (has been renamed as Gift for You), notifying customers of privileges and promotions from the shopping centers and retail stores with personalized in-app e-vouchers; and “Reserved Parking.” The menu and functions of the application are continuously updated with food delivery and online shopping functions further enhanced during the pandemic to keep up with evolving needs of customers and tenants. Below are just some of the examples of the functions and features of the application:



“Chat & Shop” Enable customers to access services and shop from their favorite stores even during the lockdowns through “One Call One Click” “Delivery & Drive Thru” and “Chat & Shop” and easily talk with our employees and make purchases from the nearest Central shopping centers.



“Smart Chat” Utilize Chatbot to help customers find the information they need in just one click through LINE Official Account. The information stored for the chatbot to answer customer enquiries

draws on customer insights from big data analytics. In “Smart Chat” customers can click on sub-menu features to choose the service they are interested in and the branch they wish to receive the service from. Services available in “Smart Chat” include:

- “Indoor Map Navigation” Enhance customer convenience from finding the location of a desired store to food recommendations to weekly special promotions from stores.
- “Promotions” Keep customers updated of promotions and highlights that are ongoing across the shopping centers as well as at the branch level. This includes credit card promotions and other marketing campaigns with our business suppliers-partners.
- “Events and Activities” Update customers about marketing campaigns that are happening on specific dates and times at each branch.
- “Your Coupons” Notify and update customers on privileges and promotions from the shopping centers and retail stores and deliver e-vouchers for personalized privileges.
- “i-Booking” Make a reservation for services and amenities provided at the shopping centers such as Kiddy Car, strollers, wheelchairs, powerbanks, concierge service and shuttle bus service.
- “Special Privilege for The 1 members” Integrated service with the 1 Card, allowing customers to check and redeem points at any time.
- “More information” Sub-divided into categories including information about the shopping centers, store numbers, retail space rental inquiry and customer feedback.




## CENTRAL EATS

“Central Eats” Get your favorite food from multiple restaurants in the shopping centers operated by Central Pattana, delivered with Grab.



“Central Kitchen,” a delivery service to support restaurant operators and make it easy for customers to order from more than 2,000 dishes from over 1,000 restaurants. Customers can place their orders by phone or through LINE Official Account and have the food delivered to their home or visit Central Kitchen at the nearest Central shopping center and pick-up the food themselves through a touchless experience.

## Sustainability Performance: Becoming the Center of Life

Topic	2021 Performance	Plan for 2022
<b>Sustainability Indicator</b> 	<ul style="list-style-type: none"> <li>• “Shopper Satisfaction” was removed from our 2021 key performance indicators due to the impact of COVID-19 pandemic, which presented external challenges to customer satisfaction that are outside of Central Pattana’s control.</li> <li>• Revised the 2021 indicator to execution of subplans.</li> </ul>	<ul style="list-style-type: none"> <li>• Establish “Shopper Satisfaction” as a key performance indicator and target to achieve a shopper satisfaction score of 80 in 2022. The indicator may be subject to revision based on the COVID-19 situation in 2022.</li> </ul>
<b>Customer Centric Development and Catering to All Lifestyles</b> 	<ul style="list-style-type: none"> <li>• Carried out project development as planned. New development and partial renovation projects including Central Phuket, Central Udon, Central Rama 2 and Central Khonkaen are 100% complete.</li> </ul>	<ul style="list-style-type: none"> <li>• Implement the project development plan, which includes construction of two projects, renovation of two projects and partial renovation of seven projects.</li> <li>• Implement the destination development plan in new projects and renovate 40 destinations across all existing projects.</li> </ul>
<b>Service Excellence</b> 	<ul style="list-style-type: none"> <li>• Carried out the traffic and parking management plans and set up new transportation hubs, now 27 in total. The Cashless Payment Parking has also been piloted at Central World and Central Ladprao.</li> <li>• Implemented Safety and Occupational Health standards, which had been adapted from ISO 45001 Occupational Health and Safety, in five projects.</li> <li>• Carried out the work plans in accordance with Community Strategy, which aimed to build communities of people with similar interests and lifestyles. In 2021, 81% of the target to build communities of family-oriented people, sports enthusiasts, Yold (Young old) and Gen Z, was achieved.</li> </ul>	<ul style="list-style-type: none"> <li>• Continue implementation of plans to boost customer and tenant satisfaction in accordance with the annual strategic plan under Service with the Heart.</li> <li>• Apply for ISO 45001 Occupational Health and Safety certification for five projects.</li> </ul>
<b>Technology and Innovation</b> 	<ul style="list-style-type: none"> <li>• Carried out the work plans in accordance with Elevating Digital Experience Strategy, which aimed to build online communities of people with similar interests and lifestyles, with a focus on family-oriented people and sports enthusiasts. The overall result fell short of the target.</li> </ul>	<ul style="list-style-type: none"> <li>• Revise strategies to deliver digital experiences and develop innovations for the target groups.</li> </ul>

(3.2 Sustainability Report for Stakeholder in Business Value Chain, Society, and Environment)

## 03

## Stakeholder Engagement

**1. Tenant Management and Development**

Our tenants remained concerned about the ongoing impacts from COVID-19 from the slowdown in the domestic economy to staffing issues as stores were getting ready for reopening to securing vaccines for all employees to labor shortages and worries about business costs, cash flow, ability to service debt and inventory management. In 2021, Central Pattana, therefore, rolled out a range of relief measures to assist our tenants as part of our tenant engagement activities.

**1.1 Tenant Engagement**

In 2021, the Thai government announced a slate of public health measures to control the spread of the coronavirus 2019 including closure some of shopping centers nationwide. The almost 60-day closure had a severe impact on more than 15,000 businesses including SME operators, retail stores, manufacturers, distributors and service providers across Central shopping centers.

Under Central Pattana's Tenant-Centric Business Partnership, we focus on providing prompt and professional support to help push businesses forward as well as creating new opportunities to increase sales through leveraging new platforms and services, to grow our shopping center businesses and support our tenants and their employees. Examples of our tenant relief and support measures include:

- 1. Liquidity boost** Assisted business owners to access multi-bank loans through partnering with seven leading financial institutions in Thailand to offer soft loans and O/D (overdraft) accounts to boost tenants' liquidity. We utilized our partner grading system and credit score database to help each business partner secure tailor-made credit. Additionally, to support more than 5,000 vendors and suppliers in our supply chain, we rolled out the Supply Chain Financing Program to help increase their cash flow and working capital and lower the interest rates on their loans.
- 2. Rent waivers and revolving credit assistance** Since the start of the outbreak of COVID-19, we have been providing rent waivers to tenants as appropriate. Central Pattana

was the first business operator in the market to lower rent and continues to do so. Reductions are calculated based on the actual situation and in the case of temporary closure of shopping centers due to the government order, 100% rent waivers will be provided. A flexible-leasing program has also been rolled out to help our tenants expand their businesses to new projects such as Central Si Racha and Central Ayutthaya.

- 3. Tenant-Centric Marketing** To boost sales across the board, we ran marketing campaigns throughout the year and utilized big data from The 1 database to develop Super Powerful CRM Marketing. To create new sales opportunities with big campaigns and big promotions, we worked, in collaboration, with companies under Central Group and stores in our shopping centers to drive the country's economic recovery. We also partnered with restaurants and food shops to create Food Destinations, which attracted over 100 food bloggers who visited and shared reviews and recommendations. We joined hands with partners such as Shopee, Major, SF, Grab, AIS and other bank partners, to launch tailor-made marketing campaigns and became the 'role model' for safe shopping center - offering spaces to serve as mass vaccination sites and launching the marketing campaign, "I'm Vaccinated" with offers and benefits from more than 100 partners to encourage COVID-19 vaccine uptake.
- 4. New platforms and services** To boost sales and adapt to changing consumer behavior, we have developed new platforms and services to support worry-free omnichannel experience. Tenants can take part or co-create promotions with us through different channels including The 1 Unlimited point system, Chat & Shop and Credit Card Month program. Some of the new services we have developed include Take-Away Food Destination, which allows customers to order quick and convenient takeaways from over 300 restaurants; delivery services such as GrabFood, Drive-Thru Pick-Up; and live streaming of shops across all shopping centers. The application, CentralPattana 'Serve,' has also been enhanced to improve mobile and tablet user experience and further facilitate tenant service under the concept,

“Self-Service, Anywhere, Any Time – All in One.” Through the application, tenants can submit maintenance requests, manage their rent contracts, make rent payment online and use CRM services.

## 1.2 Tenant Development

For over 40 years, Central Pattana has been tenant-centric in how we conduct our business. Many of our partners have been listed on the stock exchange, ventured into new markets or rapidly scaled up their businesses, while e-commerce retailers that started out online now have physical stores at our shopping centers to provide a seamless experience for customers. With the goal of enhancing the capacities and competitiveness of our tenants, Central Pattana carried out our tenant development plan in two dimensions as follows:

1. Skills and knowledge development on Modern Trade through CPNlead- CPN Leading Entrepreneur Advanced Development Program and CPN Retail Academy. Both programs are workshop-based training to help business owners learn about modern trade management as well as gain foundational knowledge on areas that are still new to them such as online marketing, customer relations, product development and visual merchandising. CPNlead is designed specifically for new entrepreneurs who can allocate 1-3 months to complete the in-depth training. It is organized in a small group of no more than 60 trainees and offers opportunities for trainees to test out new business ideas. On the contrary, CPN Retail Academy targets small local business owners who only have time to attend courses that take no longer than one or two days. The workshop, which aims to help trainees develop basic business knowledge and skills, is conducted in a group of 100-300 people and held in every region. After they complete the course, we will continue to track trainees' performance and select promising entrepreneurs who meet the requirements to join our incubator program and support their business expansion under the “Local Hero” initiative. Due to the COVID-19 pandemic, both programs have to be put on hold this year.



2. Enhancing tenants' competitive advantage In 2021, we focused on helping tenants to increase competitive ability to win over customers based on our belief of 'Customer Champion' through utilizing the CRM (customer relationship management) system. We, in partnership with The 1, a company under Central Group that has over 15 years of expertise in Established Database, created the application, “The 1 Biz,” to enable our tenants to make use of big data analytics to gain a competitive advantage. Instead of having to invest in building their own CRM systems, our tenants can use The 1 Biz to learn about their customers and use the data to develop and tailor products and marketing strategies to meet customer needs as well as track performance and boost sales. The initiative aims to empower our tenants to not only attract and retain customers but also build a base of advocates.



(3.2 Sustainability Report for Stakeholder in Business Value Chain, Society, and Environment)

### 1.3 New Entrepreneur Development

Central Pattana identifies and helps develop new entrepreneurs through providing opportunities to small businesses and local entrepreneurs looking to venture into modern trade. We offer a wide range of retail spaces that fit the needs, levels of expertise and conditions of each business operator. This year, we have renovated our retail spaces and added new formats to diversify offerings to keep up with a fast-changing world and consumer preferences and tastes that are constantly evolving.

#### Retail Formats for Different Types of Entrepreneurs

##### Pop-up Stores



Open spaces in the common areas of the shopping centers suitable for entrepreneurs who are looking to test their products for a short period of time

To date, there are 99 pop-up stores across our shopping centers.

##### Markets such as Market Market



Open air space in front of the shopping centers where vendors can sell products during certain times of the day such as in the evening or at weekends

##### Jing Jai Market



Dedicated space for farmer-to-consumer shopping

Organic farmers can sell agricultural products to customers in the permanent retail spaces inside the shopping centers or in temporary event spaces during marketing campaigns.

##### Retail Space for Gifts and Souvenirs such as

Kad Luang Airport, Northern Village and Sam Samut Market



A destination for Thai and international tourists suitable for local entrepreneurs looking to enhance the value of local products

The Retail Space for Gifts and Souvenirs are set up in separate areas to be a hub for premium souvenirs and handicrafts that showcase local identities and are considered “must-buys.”

### Take Away Zone



Dedicated area for take away for food entrepreneurs who do not need to cook on site or can cook in a common kitchen, catering to customers who prefer take away meals

### Local Hero



Retail space for local businesses and entrepreneurs

“Local Hero” is for current tenants who: sell trendy and high-demand products; have stylish store layouts and designs; have capacities in terms of financing, production or manpower; and are ready to expand their businesses to other Central shopping centers; as well as popular local businesses that meet those criteria but do not have a shop at our shopping centers. Eligible businesses will be invited to trial their shops in different types of retail spaces including: (1) Shop in Shop, which is made up of a variety of shops between 10 - 20 sq.m. in size that have dedicated salespeople; and (2) Hug Craft, which carries products from businesses that have limited manpower and is manned by salespeople provided by Central Pattana.

To date, 45 shops have been selected for Local Hero. However, most of the entrepreneurs said in our expansion readiness survey that, due to the COVID-19 pandemic, they wish to expand in 2022.

### Retail Zone, Playhouse and Design House



New retail formats under the “Department store” concept offering variety of products from different brands where customers can shop and pay in one place

One of the formats has been trialed at Central Si Racha under the name, ‘Playhouse,’ to meet the needs of entrepreneurs who have limited manpower. With a focus on fashion and lifestyle products, it offers something for everyone in the family. Inside, customers can ride a merry-go-round, get snacks from vending machines, take fun snaps in a small photo booth or relax at a café corner. Using a similar concept, we also developed a home décor zone under the name, ‘Design House,’ which caters to entrepreneurs who are facing staffing shortages or want one shared retail space for products from different brands.

### Cloud Kitchen



Commercial kitchen space for restaurant operators wishing to offer delivery services, from current tenants who want to set up stand-alone delivery service to famous restaurants that want to add a new sales channel to their business to reach the right customers online without breaking the bank.



(3.2 Sustainability Report for Stakeholder in Business Value Chain, Society, and Environment)

Living Our 4 Beliefs

## Customer Champion





**SERVE**  
CENTRALPATTANA

Central Pattana developed the Central Pattana ‘SERVE’ application to be an all-in-one platform that assists our tenants in everything they do. It is the first of such applications in Thailand’s shopping center industry. We used the insights collected from tenant surveys to develop the application based on the Tenant Centric approach to meet the lifestyle needs in the digital world. Key functions of the application include:

- **Financial management:** Tenants can quickly find invoices and make payment, both online and offline, and access their receipts easily as well as use the data on the application for other transactions.
- **Store management:** Tenants can find rent information, submit repair and maintenance requests for electrical problems, cooling and heating problems, water problems, gas problems, and get status updates and rate the service after the job is done.
- **News and activities:** Tenants can stay to date with the latest news, activities and marketing campaigns happening at each branch to make appropriate plans to serve customers, run promotions with the shopping centers on specific dates and times and look up information or services provided by the shopping centers.

In 2022, we plan to roll out a new function, “business matching,” to further support tenants in business expansion as we grow together. It will include services such as opening new stores in other Central shopping centers; learning about franchise opportunities that can lead to new business avenues; developing partnerships with other tenants; providing SME operators with access to information and funding resources; and becoming Central Pattana’s business partners and enjoying partnership privileges. To date, the application adoption rate among tenants is 91% with 64% of the users interacting with the app on a regular basis, consistent with our target.

## Sustainability Performance: Tenant Management and Development

Topic	2021 Performance	Plan for 2022
<b>Sustainability Indicator</b> 	<ul style="list-style-type: none"> <li>• “Tenant Satisfaction” was removed from our 2021 key performance indicators due to the impact of COVID-19 pandemic, which presented external challenges to tenant satisfaction that are outside of Central Pattana's control.</li> <li>• Revised the 2021 indicator to execution of subplans.</li> </ul>	<ul style="list-style-type: none"> <li>• Establish “Tenant Satisfaction” as a key performance indicator and target to achieve a tenant satisfaction score of 80 in 2022. The indicator may be subject to revision based on the COVID-19 situation in 2022.</li> </ul>
<b>Tenant Engagement and Development</b> 	<ul style="list-style-type: none"> <li>• A 70% recruitment rate of new business operators was achieved. It was a satisfactory result in light of the COVID-19 pandemic.</li> <li>• Despite having to postpone CPNlead Class 4, Central Pattana continued to provide support to CPNlead Classes 1-3. New business openings and expansions among our trainees increased by 30%, compared to 2019.</li> <li>• Implemented the strategic marketing plan with 99 pop-up stores up and running, which is a 47% increase from 2020 or 76% of the target.</li> <li>• Supported small and local entrepreneurs to operate 4,876 modern trade stores. (as of 31 December 2021 and exclude new tenants or those whose contracts ended.) The 7% increase could be attributed to execution of the work plan under Central Pattana's Sustainability Strategy to support small businesses with potential in terms of capacity and products that may have limited experience, knowledge and funds. In 2021, we provided support to 80 operators, achieving 104% of the target.</li> </ul>	<ul style="list-style-type: none"> <li>• Increase the percentage of new tenants according to the corporate strategy.</li> <li>• Implement the strategic marketing plan and increase the number of pop-up stores according to the corporate strategy.</li> <li>• Increase the proportion of local business operators and small entrepreneurs to 10% of tenants by 2025.</li> </ul>

(3.2 Sustainability Report for Stakeholder in Business Value Chain, Society, and Environment)

## 2. Employee Engagement and Transformation Awareness

Central Pattana believes in creating an equal, fair and inclusive workplace where good governance and human rights principles are respected and upheld, as summarized in Chapter 6 in the “Corporate Governance Policy” section of the 2021 Annual Report. Our management approach to become an Employer of Choice is as follows:

### 2.1 Recruitment and Talent Acquisition

At Central Pattana, we provide equal opportunity to all applicants and employees without regard to gender, race, ethnicity or other differences. In 2021, we further enhanced our recruitment process and manpower planning through utilizing the Human Resource Information System, “CneXt,” adding people analytics and predictive analysis capabilities to the centralized repository, which stores employee data of all companies under Central Group. To improve workforce planning, we developed “Build & Buy,” an in-depth analysis of integrated human resource data from multiple databases including resignations, transfers, promotions, retirement and current workforce, which is used to create an effective headcount plan for each function, division, branch and department, as well as develop appropriate recruitment and employee development plans that meet all hiring needs. This year, we used the following channels for staff recruitment:

1. Internal recruitment “Opportunities for Internal Transfers,” is a program that we run annually to give current employees an opportunity to gain experiences working in a different function, grow professionally or relocate back to their hometowns when the Company launches new projects in the provinces. In 2021, we slowed recruiting and hiring for some roles due to the COVID-19 pandemic. To fill vacancies, our recruitment department adjusted its plan to focus more on internal hiring. This year, 511 positions or 54% of all open vacancies were filled through internal recruiting and 77 employees submitted requests to relocate to their hometowns. Of these, 28% moved to Chonburi, 36% to Ayutthaya and 13% to Chanthaburi provinces, respectively. To delay new recruitment for positions that would be vacated by retiring employees and in some instances allow employees to share their knowledge with new hires, the Company will consider offering 1-2 years employment extension on a case by case basis upon mutual agreement and based on

job function. In 2021, 5 employees participated in the Extension for Retirement program.

2. Recruitment within companies under Central Group, this is carried out through two programs: ‘Transfer Within Central Group’ and ‘Central Group Management Associate (MA).’ Transfer Within Central Group is a program that allows employees to transfer between Central Pattana and other companies under Central Group. Employees can submit requests and transfer to another company with their years of service also transferred to the new positions. In 2021, 19 employees participated in the program. Of these, four moved to companies under Central Group and 15 moved to Central Pattana or 21% and 79% of total employee transfers, respectively. Central Group Management Associate (MA), on the other hand, is run by Central Group and aims to attract young talents to the company and its subsidiaries. As MAs, the employees get to rotate between jobs and gain hands-on experiences working at different companies under Central Group, which is now in its eleventh year. In 2021, four employees or 15% of all MAs participated in job rotation with Central Pattana.
3. External recruitment Central Pattana uses various methods and mediums for external recruitment including mass media, social media, recruitment agencies, Central Pattana’s own channels such as company websites [www.centralpattana.co.th/en/job-opportunity](http://www.centralpattana.co.th/en/job-opportunity) and <https://jobboard.central.tech/> and LinkedIn. We also created a new recruitment channel on Facebook, [www.facebook.com/CentralPattanaCareers/](https://www.facebook.com/CentralPattanaCareers/) to directly communicate with job seekers and reach potential candidates. This not only helped lower recruitment costs by 8%, compared to 2020, but also made our recruitment process more efficient. Our analysis showed that the viewing and apply rates of our job postings increased by 149% and 90%, respectively.

General Manager Trainee or GM Trainee was one of the key positions that we advertised on all recruitment channels. “GM Trainee” is a training program we have created to prepare future leaders to drive Central Pattana’s growth and expansion. Selected candidates will gain knowledge and skills in how to manage shopping centers and develop the skills they need to become a good leader through on-the-job learning with current general managers serving as their coaches. The six-month program, which is now in its sixth

## (3.2 Sustainability Report for Stakeholder in Business Value Chain, Society, and Environment)

year, has been further improved in 2021. As part of their training, GM trainees now have to undertake a special work assignment for which they will be evaluated. This year, we welcomed eight GM Trainees, an increase of eight trainees compared to the year before. Of these, six were internally recruited and two were recruited from companies under Central Group.

To enhance our recruitment capabilities, we conduct a salary evaluation and assess our hiring practices against companies of similar size and those in the same industry every year. We maintain gender diversity ratios in our workforce and use human resources analytics to plan employee benefits programs to ensure flexibility and responsiveness to our employee needs. This includes implementing hybrid working, a four-day working week in the office instead of five for employees in some of the departments, flexible hours for office workers and offering a range of health insurance coverage that include Your Choice Your Protection and family coverage from which employees can choose based on their needs. This year, we launched a flexible benefits program that

allows employees to use the excess amount to cover other health expenses such as fitness membership, vaccination, additional checkup and therapy, for example. The program has been trialed with employees at the middle management level and higher.

## 2.2 Leadership and People Development

People Development is key to Central Pattana's growth strategy as we continue to expand our business and is used as one of the mitigation plans to help address employee worries over the Company's ability to respond to change and influence employee engagement levels and dedication. In today's hyper-competitive job market, it is more important than ever to ensure an integrated approach to recruitment, retention and development of employees. At Central Pattana, we have been using "CneXt," a Human Resource Information System to gather, facilitate and leverage data from our employees to create a holistic approach to employee development including leadership development and people development.

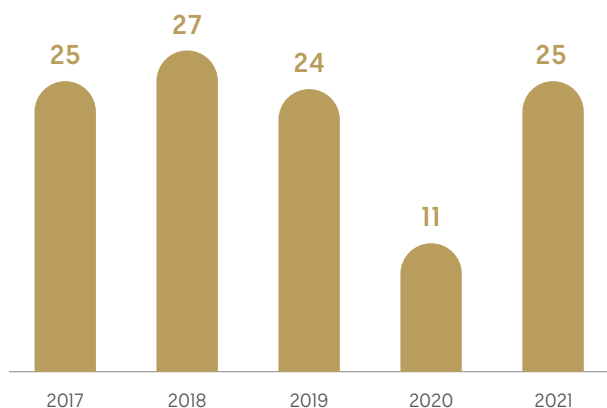
Leadership Development	2021 Performance
<p><b>People Manager Program</b>, a program for employees at the Team Leader 1 level and higher (heads of department and higher), aims to strengthen people management skills of supervisors to lead their teams to success. The program covers 5 areas of people management including:</p> <ol style="list-style-type: none"> <li>1. Attract, Select &amp; On-boarding</li> <li>2. Manage Performance</li> <li>3. Develop &amp; Grow</li> <li>4. Engage &amp; Retain</li> <li>5. Off-Boarding</li> </ol>	<p>The program, delivered through e-learning via CneXt, included 7 courses:</p> <ol style="list-style-type: none"> <li>1. Employ Branding</li> <li>2. Recruitment, Selection &amp; Interview Skills</li> <li>3. Onboarding Program</li> <li>4. Talent Management &amp; Succession Plan</li> <li>5. Career Development</li> <li>6. Employee Engagement</li> <li>7. Off-Boarding</li> </ol> <p>In 2021, 79% of target employees (2,275 out of 2,877 employees) attended the training. Additionally, three trainings were conducted and livestreamed via Workplace to give employees an opportunity to hear from senior executives and learn from their experiences in people management across all five areas.</p>

(3.2 Sustainability Report for Stakeholder in Business Value Chain, Society, and Environment)

Leadership Development	2021 Performance
<p><b>Talent Management</b> is a program that identifies and nurtures high potential and outstanding employees with a career roadmap or Individual Career Development Plan: ICDP, giving them opportunities to learn, grow and advance their career within the Company and prepare for future growth.</p>	<p>The target for participation was met as 95% of target employees took part in the program (372 out of 391 employees). We tracked individual progress on a quarterly basis. In 2021, we offered different forms of development opportunities to our employees including Management Development Program and the online learning program “Skills of the Future,” which was provided by Thammasat University and SkillLane (TUXSA) and held post-training sharing sessions for participants to exchange what they learned and share their experiences. We recognize that, in addition to supporting their professional development, it is important to listen and learn from our employees. So we organized “Tea Time Talk” to give employees from different departments a chance to talk and discuss ideas about the Company with our senior management team in a casual setting.</p>

People Development	2021 Performance
<p><b>Functional Competency</b></p> <p>We set out capabilities for each function and develop a training roadmap accordingly, which includes training courses for each unit and job role, and perform regular monitoring and evaluation.</p>	<p>Functional Competencies for support functions including accounting, finance and procurement, were developed for 41 job roles and 87 employees with individual development plans and training courses defined through employee assessments.</p> <p>Additionally, with Functional Competencies for core frontline functions including Property Management, Marketing and sales, now completed, we plan to develop Functional Competencies for each job role in 2022.</p>
<p><b>Skills and ethics training under Central Pattana’s core beliefs</b> with a focus on corporate governance and occupational safety and health and environment</p>	<p>We provided corporate governance trainings to our employees, which focused on anti-corruption, human rights, PDPA and public safety through online platforms.</p> <p>The trainings included public safety courses - safety training for security guards; occupational health and safety committee training; large machinery maintenance training e.g. crane maintenance - which were attended by 532 people (include those attending more than one activity); and environmental management courses - ISO 14001 internal auditor training; energy conservation and wastewater treatment training - which were attended by 1,868 people (include those attending more than one activity).</p>

### Average Training Hours (hours/person/year)



Due to the COVID-19 pandemic, people development programs in 2021 had to be shifted to e-learning. We provided 95 training courses to employees in total – an increase of 42% from 28 courses in 2020. The results of the course evaluation surveys showed that 78% of employees were satisfied with the training they received (a reduction from 2020). Our approach to people development, which is based on the 70:20:10 Model, emphasizes learning through hands-on experience and cross-functional learning and development during the pandemic. In 2021, our employees, on average, received 25 hours of training per year, which is 127% higher than in 2020.

#### Educational Grant Program

Central Pattana believes in investing in the development of our people and capabilities and is committed to providing support to employees who want to expand their skills and knowledge and pursue a master's degree. Our employer-sponsored employee education program is open to employees who meet the following criteria: have at least two years of service and have received a B level rating in consecutive years. Under the program, "Grants for Master's Degrees, Skills of the Future," grants are awarded to employees who meet the above

criteria and are interested in studying technology and digital technology-related fields such as data science, information technology, digital marketing and digital innovation. Employees can choose between regular or international degree programs in Thailand or degree programs with overseas study tours under the Executive Program. The grants we provide to our employees are conditional with a minimum service commitment of two years. While in the program, grant recipients cannot transfer to another company under Central Group. If the recipient's employment comes to an end or if they leave the company before completing the studies, the recipient will be liable to repay twice the value of funds expended on the awarded grant. Employees are required to submit the applications online and after the initial screening, those who meet the minimum requirements will have to take a test online. Only applicants who passed the test will be asked to interview with the selection committee and awardees will be announced after the process is completed. Due to the challenges posed by the ongoing COVID-19 pandemic, the program is suspended for 2021 and will be launched again in 2022.

#### Innovative Organization

At Central Pattana, employees at any level are encouraged to share new ideas, innovate and explore new ways to improve and elevate the standards of our operations. We foster an environment of continuous learning and knowledge sharing, which is key to people and organizational development as we strive to create value and satisfaction for all stakeholders based on the Plan-Do-Check-Act cycle. In 2021, we continued to implement the "Power of Dream," for the eleventh year. The program has been renamed and adjusted to embrace more diverse ideas and solutions. It is divided into three sub-programs, which include Dream Mini, Dream Team and Dream Big, based on application and usage.

#### Power of Dream Performance

Project	Employees Participated (Person)	Number of Ideas/Projects Submitted (Ideas/Projects)	Performance against Target (Percentage)
Dream Mini	113	211	141
Dream Team	868	45	129
Dream Big	498	444 *	89

Remark : \* Includes ideas from Dream Mini and Dream Team



(3.2 Sustainability Report for Stakeholder in Business Value Chain, Society, and Environment)

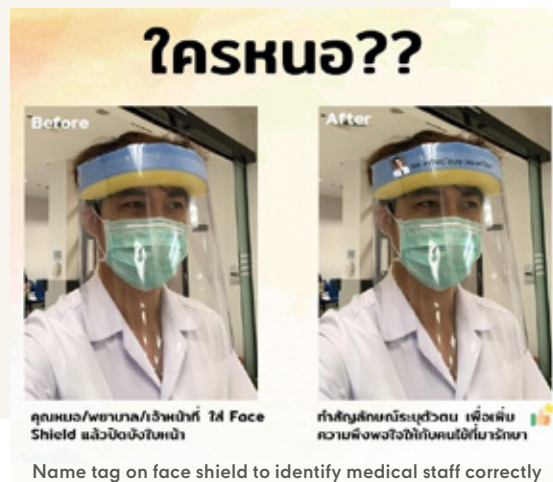
## Living Our 4 Beliefs

## Dynamism

## Dream Mini

provides open online space for employees to think outside the box and pitch ideas, whether big and small, already implemented, viable or still needs further study. The objective of the program is to encourage employees to think and ideate about how they can improve our processes. Employees at any level and from any branch can submit their ideas for each category. Dream Mini Awards include Critics Choice Award, People's Choice Award for the idea that has the most views and following from our employees and Most Popular for the winning idea in the category with the most submissions. Entrants can enter their ideas into the four categories below:

- Boosting customer confidence for COVID-free shopping
- Boosting foot traffic to the shopping centers
- Reducing operating costs
- Central and Tenants "Happy Together" through the crisis



Name tag on face shield to identify medical staff correctly

## Dream Team

is a competition for creative solutions that are viable and in alignment with the strategy of each branch. The solutions, developed and refined in a systematic manner, must be able to scale, produce immediate results and solve problems based on the PDCA (Plan-Do-Check-Act) cycle and QC Story. The objective of the program is to create solutions that will improve process efficiency, productivity and effectiveness at the corporate and branch levels. Eligible project submissions must be projects that: have already been implemented; delivered results within 2-3 months; and can be replicated to other branches or company-wide. The winning project in 2021 was from "HYI's Shopping Helper: We Help You Shop" team. To help customers who want to shop but cannot visit the shopping centers, the team developed a "shopping helper" to respond to enquiries about products that are available at different shops. It is a solution created to increase sales channels for tenants, while customers are still choosing not to go out.



## Dream Big

is a challenge for big solution ideas through design thinking. The objective of the program is to create innovations that will support the implementation of the Company's strategy and create an economic impact. The innovations may require funding to develop and implement and need more than three months to yield results. It is organized in the form of a competition with employees presenting their solutions at a Hackathon. In addition to cash prizes, the winning projects will get to see their solutions piloted in the real world with support and funding provided by the Company. The competition consists of four stages including: (1) Ignite The challenge is unveiled by senior management during Inspiration Talk; (2) Ideas Challengers work together to generate as many ideas as possible in three categories: customer experience, tenant experience and shopping center management. Extra points are awarded to teams that are able to also incorporate technologies and O2O experiences into their solution ideas; (3) Innovate Teams compete in a one-day Hackathon by pitching their ideas to our executives who will select the winners; and (4) Implement Winning teams participate in a design thinking workshop to turn their ideas into solutions.

One of the winning projects was the Robotic Process Automation for Central Pattana, which proposed establishing a RPA Consulting Team to automate routine, time-consuming and repetitive tasks that involved multiple employees. The utilization of BOT, will not only help improve efficiency but also significantly reduce human errors.



## 2.3 High Performance Organization

### Performance Management and Evaluation

This year, Central Pattana began using OKR - Objectives and Key Results to set goals and measure key results for company-wide employee evaluation. We also expanded the capabilities of the Human Resource Information System, "CneXt" to support employee performance management. The four-step process we use for employee performance management and evaluation is described below:

1. Employees set individual objectives and key results in alignment with the Company's OKRs. This includes establishing the goals for annual work plans and Individual Performance Management Plans, which outline the results

in five aspects: company growth, brand value creation, optimization, internal process improvement and people. Goals, work plans, indicators and weight for each goal are set accordingly.

2. Before approving, supervisors will review the proposed OKRs to ensure that they align with the Company's OKRs and monitor the progress and conduct periodic check-ins with employees.
3. During performance review season, employees are required to complete a self-evaluation in the online system, which will be reviewed by their supervisors through one-on-one feedback sessions. The initial performance ratings are collectively discussed at manager-level meetings in

## (3.2 Sustainability Report for Stakeholder in Business Value Chain, Society, and Environment)

the calibration process. The results are communicated back to the employees through performance dialogues with scores subsequently confirmed in the system.

4. The OKR scores are used to calculate the rate of pay raises and annual bonuses and are analyzed together with the results of three other evaluations - core competency, leadership competency and Individual Development Goal (IDP) - to determine promotions and development of individual development plans in the following year.

In addition, 360-degree feedback has been added as part of our leadership competency assessment, enabling employees to share feedback with supervisors through completing the People manager survey, in which 90% of employees participated. The survey results are also used as one of the indicators for the People Manager Program in which managers are required to provide one-on-one feedback with his/her subordinates, to strengthen people management skills of supervisors to lead their teams to success.

#### Process Improvement

In our drive to become a purpose-led organization, Central Pattana has modified our processes and organizational structure to support agility shifting away from organizational silos to a team-based lateral structure with more decentralized authority and lateral decision-making. All employees can contribute to developing new ideas and enjoy the same access to work tools. In 2021, the Company has restructured corporate organizational structure as shown in 7.1 “Corporate Governance Structure Chart” section in our 2021 Annual Report. We have introduced changes to all functional structures and are in the process of modernizing the job structure to reduce management layers and expand and increase the span of control to give employees greater autonomy and agility at work with considerations given to the Layer and Span of control. The job structure redesign is still ongoing and will be continued in 2022.

#### Enhancing Work Environment

Due to the COVID-19 pandemic, Central Pattana, in 2021, still implemented WFH-Work from Home arrangements during the periods when the situation worsened and trialed hybrid work arrangements for some departments as the situation was getting better. We also re-worked our office design

and workspace under the “Smart office” project to fit our employees’ needs, work functions and changing lifestyles and further enhance occupational safety and health. The plan to renovate the back of house offices at each branch, however, has been postponed.

#### Digital Transformation

Leveraging technology in the workplace is central to our transformation to a purpose-led and agile organization. We have set digital upskilling in the company’s strategic work plan and launched the Human Resource Information System “CneXt,” which enables self-service and real-time human resource management and can be accessed on computers, tablets and mobile phones from anywhere, at any time. Integrating digital transformation and human resource management, the system has two modes, ESS- Employee Self Service and MSS-Manager Self Service and is used to manage different areas of human resources management including people excellence: recognizing the importance of team and employees to develop and retain people; service excellence: streamlining processes and experiences; and organization excellence: utilizing human resource data to inform business planning. Since its launch in 2019, we continue to improve the CneXt system and roll out new functions every year. Among the functions available are benefits, time attendance, indicator setting, annual performance reviews, people development planning, online training. Functions for supervisors include coaching and feedback, creating requests and monitoring hiring and vacancies. Other general functions include salary slips, tax deductions, personal information update, internal transfer and updates news and information from Central Group.

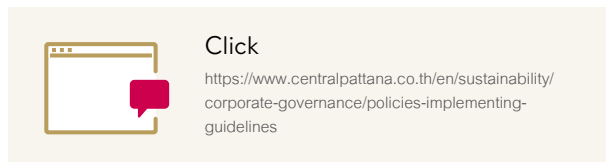
We began using AI-Artificial Intelligence and Machine Learning to manage datasets and perform certain human resources tasks. This included using BOTs to handle functions on CneXt - CNEXT BOT, which manages employee day-offs, overtime pay and recruitment; Health Bot, which performs screening of employees for COVID-19 during the pandemic; CHOM BOT, which helps foster a culture of appreciation and recognition; ACADEMY BOT, which updates employees about training courses and self-development opportunities; Cee, which reminds and invites employees to take part in surveys; and RPA – Robotic Process Automation, which

performs account reconciliation. Develops management systems for tasks such as booking a meeting room, creating e-memo, developing online surveys, disbursing funds, booking a company's vehicle, tracking document delivery and developing applications for each specific unit including creating budgets, selling retail space and floor plan, requesting marketing approvals, accounting for greenhouse gas emissions and waste management, for instance.

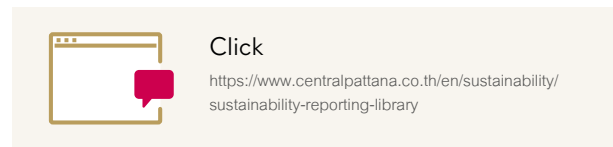
As a result of the COVID-19 pandemic, Central Pattana has fully embraced VDO Conferencing and connected our information systems to the cloud. We rolled out remote working through e-workflow and adjusted how we communicate and engage with employees through the Company's social media platforms to include live streaming, posting news updates and stories and holding online recreational activities to help our employees de-stress, have fun and share ideas and experiences. Employees can also clock in and out via Mobile clock.

#### Employee Safety

We establish Safety and Occupational Health Policy, which is publicly available on our website:



We set up Occupational Safety and Health Committees (OSHC) at the corporate and branch levels, which are responsible for developing and driving our Workplace Safety Policy and Plan to prevent and reduce workplace incidents, injuries, work-related illnesses, nuisance, or unsafe working conditions. Presently, the committees have 355 members - 154 members representing the employer and 157 members representing the employees – who represent 8% of the workforce (contract employees are not included). The report is disclosed in Section "Employee Development and Engagement" on the website at



Work-related injuries recorded in 2021 were primarily due to carelessness. Four accidents reported by our contractors was caused by the negligence of workers and customers. The Company thoroughly investigates all workplace incidents and learnings from them are implemented to prevent recurrence of similar incidents. Safety inspections are also conducted on a regular basis and the implementation of corrective actions is tracked until completion and reported to all relevant bodies.

#### Respect for Human Rights

We promote respect for human rights of our employees and stakeholders and are committed to making sure our company is not complicit in any human rights abuse. In 2020, we conducted HRDD - Human Right Due Diligence and HRIA - Human Right Impact Assessment with employees as described in the Annual Report's Chapter 6 "Corporate Governance Policy" under the "Human Rights Policies and Procedures" section. The outcomes informed the development of our Human Rights Roadmap 2020-2022 under the United Nations Guiding Principles on Business and Human Rights. The table below summarizes the progress in our implementation of the mitigation plan related to the human rights of employees in the workplace:

## (3.2 Sustainability Report for Stakeholder in Business Value Chain, Society, and Environment)

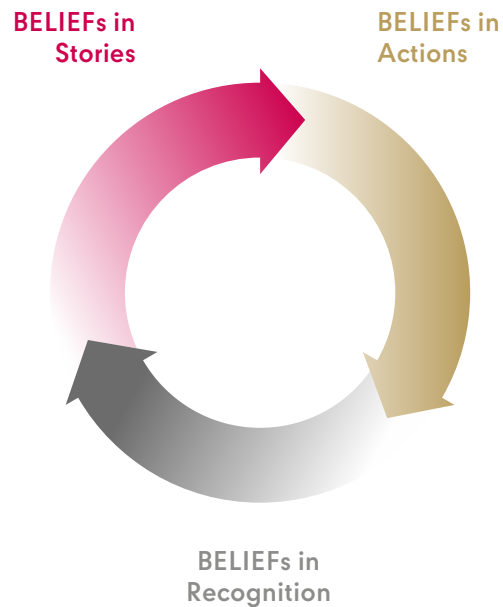
Human Rights Roadmap 2020-2022	2021 Performance	Plan for 2022
1. Review policies and procedures on rule of law and human rights.	We updated HR policies to ensure clarity, relevance and application to stakeholders as described on the website: <a href="https://www.centralpattana.co.th/storage/sustainability/cg/cg-policy/20220217-cpn-hr-policy-en.pdf">https://www.centralpattana.co.th/storage/sustainability/cg/cg-policy/20220217-cpn-hr-policy-en.pdf</a>	Present a plan to revise and add procedures to align with international standards.
2. Raise awareness of the company's online whistleblowing system.	We added a new complaint channel, which is available on the website: <a href="http://www.centralpattana.co.th/en/whistle-blowing">www.centralpattana.co.th/en/whistle-blowing</a>	Present the progress on complaints that have been submitted to the Corporate Governance and Sustainable Development Committee and disclose information as appropriate.
3. Promote the rights to safety, health and wellbeing of employees including subcontractors.	We conducted the work environment evaluation in accordance with the human rights principles and added the checklist to our annual audit checklist for the international standard system management.	Present the plan to improve the work environment to prevent and protect the rights of employees to a safe workplace.
4. Implement the Protect, Respect and Remedy Framework for customer service employees.	We developed the threat management plan for customer service employees.	
5. Revise the Fair and Equal Treatment practice.	We increased the remedy budget for at-risk employees to ensure fair and equal treatment and lift workplace spirit and morale.	Measure our implementation of the Company's human rights practices against the international standards of human rights.
6. Conduct human rights training for supervisors, employees responsible for managing and overseeing other employees and subcontract employees.	We, in partnership with Central Group, conducted activities to communicate and raise awareness of employees about everyday human rights violations under the topic "Be Mindful to Avoid Unintentional Violation" as well as held an online seminar under the theme "Business and Human Rights – Your Responsibility or Whose?" and an online talk show "Think About Company Ethics," with ethics self-assessments based on the Company's Code of Conduct completed by employees.	Improve the e-learning course "Ethics in Workplace" on CneXt and refresh our corporate culture to align with UNDP Human Rights principles.

### Corporate Culture

At Central Pattana, we cultivate a culture that is driven by our core beliefs and purpose. The four core beliefs we live by are instilled in our employees guiding them in everything they do to imagine better futures for all. To foster a purpose-driven culture, we communicate and engage with our employees through interviews and experience sharing sessions with employees at all levels from senior management and middle management to operations through these activities: Beliefs in Stories: Learn and understand core beliefs through in-depth interviews with management; Beliefs in Actions: Share hands-on experiences in which employees discuss experiences from participating in the following activities: 1) DREAM BIG: Challenging employees to ideate and turn ideas into reality under our core belief, Dynamism; 2) CUSTOMER DAY: Getting employees to spend one day attending to customers to learn and get hands-on experience from our gurus under our core belief, Customer Champion; 3) COMMUNITY DAY: Encouraging employees to spend one day volunteering to give back to the community and society or participating in creative activities with employees from other departments or organizations under our core belief, Community at Heart;

### Employee Engagement

Central Pattana develops "CG Voice," our employee engagement survey based on Kincentric's Employer of Choice survey methodology (formerly a part of Aon Hewitt), to assess employee engagement in two dimensions – basics and engagement drivers, which are divided into four and three categories, respectively. In 2021, two employee engagement surveys were conducted in Q3 and Q4 in which 97% of employees took part. They revealed an overall employee engagement score of 78% - a 6% decrease from 2020. The Company's human resources team and division heads will analyze the survey data including the engagement score and factors influencing employee engagement and use them to



and Belief in Recognition: Show appreciation and recognition for behaviors and actions embodying our core beliefs through CHOM BOT on Workchat, the Company's social media platform.





develop employee engagement plans and report the findings to the People Development Committee and the Recruitment and Compensation Committee. In 2021, priority was still given to addressing factors that affect talent engagement, and employee engagement score and turnover rate were both established as performance indicators.

Achieving an overall employee engagement score of above 80% in Q3, Central Pattana won the Kincentric Best Employer Awards Thailand 2021 alongside 14 leading organizations in the country.

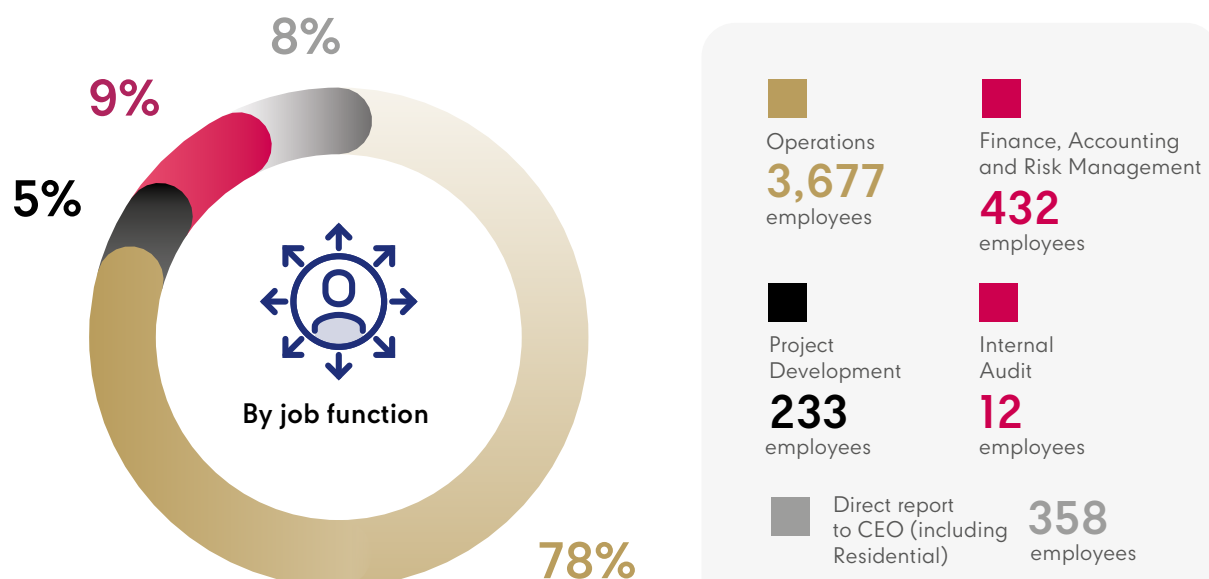
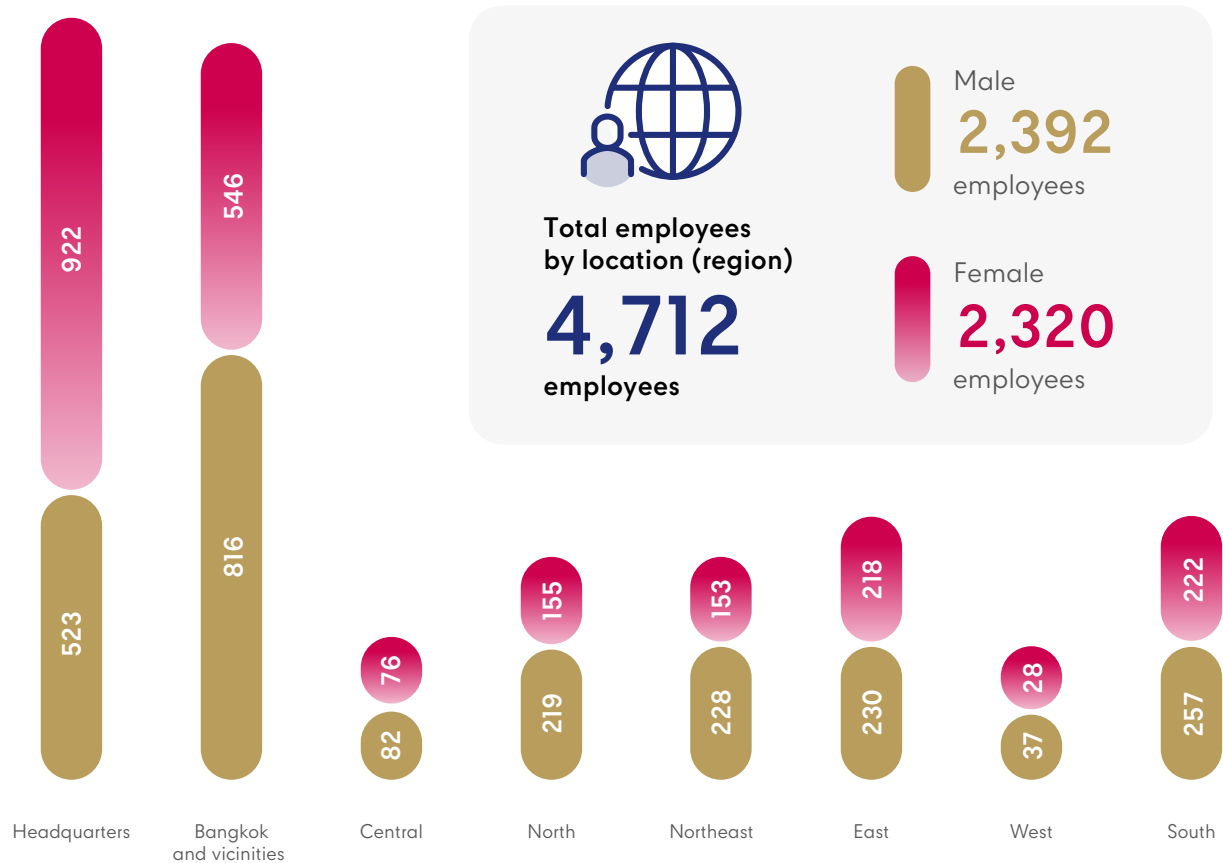


(3.2 Sustainability Report for Stakeholder in Business Value Chain, Society, and Environment)

## Sustainability Performance: Employee Management and Engagement

Topic	2021 Performance	Plan for 2022
<b>Sustainability Indicator</b> 	<ul style="list-style-type: none"> <li>Established “CG Voice Score” as a key performance indicator and target to achieve an overall employee engagement score of 80%.</li> <li>In 2021, we conducted two employee engagement surveys, which returned an average employee engagement score of 78%.</li> </ul>	<ul style="list-style-type: none"> <li>Establish “CG Voice Score” as a key performance indicator and target to achieve an overall employee engagement score of 80% and a talent engagement score of 75%.</li> </ul>
<b>Recruitment and Talent Acquisition</b> 	<ul style="list-style-type: none"> <li>Carried out the Employer of Choice plan including deployment of Build &amp; Buy program, which helped fill 30% of open positions through internal recruitment.</li> <li>No union members were employed and there were no efforts to unionize.</li> </ul>	<ul style="list-style-type: none"> <li>Continue implementation of the Employer of Choice plan and target to fill 50% of open positions through internal recruitment.</li> </ul>
<b>Leadership and People Development</b> 	<ul style="list-style-type: none"> <li>Carried out implementation of the 6-month GM Program, which kicked off in November 2021. A project evaluation will be conducted in 2022.</li> <li>Completed execution of the plan to establish n-3 level key positions.</li> </ul>	<ul style="list-style-type: none"> <li>Carry out leadership development under the GM Program and use HCROI to measure the project outcome.</li> </ul>
<b>High Performance Organization</b> 	<ul style="list-style-type: none"> <li>Conducted the organizational structure change study for agile adoption and piloted the new structure in one branch, which returned significantly higher employee engagement rates.</li> <li>Through implementing the employee engagement plan, the annual voluntary turnover rate remained within the normal range.</li> <li>Employees reported 68-80% stronger alignment of behavior to Central Pattana's four core beliefs.</li> <li>Central Pattana recorded no employee complaints or labor disputes.</li> </ul>	<ul style="list-style-type: none"> <li>Roll out changes to the organizational structure at branch operations level to support agile transformation.</li> <li>Reduce the average layer and span of control to the target level, which is a process that began in 2021.</li> <li>Foster a corporate culture based on four core beliefs.</li> <li>Implement the 2022 Human Rights Plan and conduct a human rights impact assessment.</li> </ul>

(3.2 Sustainability Report for Stakeholder in Business Value Chain, Society, and Environment)

**Total Number of Employees in 2021**

(3.2 Sustainability Report for Stakeholder in Business Value Chain, Society, and Environment)

### 3. Supply Chain Management

Central Pattana's approach to supply chain management focuses on transparency and fairness in all supply chain activities. Together with our suppliers, we strive to minimize our impact on communities, society and the environment, respect human rights and ensure safety across the supply chain. Our Supplier Management Plan encompasses business development and construction, shopping center management and marketing and organizational management and is subdivided into twelve products and service categories. Refer to our website for further details on how we categorize our suppliers:



Click

<https://www.centralpattana.co.th/en/sustainability/sustainability-strategy/stakeholder-engagement/supplier>

Our Procurement Policy and Guidelines and Code of Conduct for Suppliers are aligned with relevant national, regional and international laws, rules, regulations and guidelines such as Thailand's Labour Protection Act, the United Nations Global Compact (UNGC), the Universal Declaration of Human Rights (UDHR) and the International Labor Organization's (ILO) standards. More information on our policies and guidelines is publicly available on our website:



Click

<https://www.centralpattana.co.th/en/sustainability/corporate-governance/policies-implementing-guidelines>



Click

<https://www.centralpattana.co.th/en/sustainability/corporate-governance/code-of-business-conduct>

We have integrated sustainability into how we work and engage with our suppliers and communicate our expectations at every stage of procurement and supply chain management from supplier selection to supplier risk assessment to performance monitoring and evaluation to supporting and collaborating with our suppliers to realize shared value for society, communities and the environment.



### 3.1 Supplier Risk Analysis

Supply chain planning at Central Pattana involves analyzing supplier risks in two dimensions – delivery reliability risks and sustainability risks linked to issues such as governance, the environment and safety. Risk levels are then assessed based on annual spend, dependency and substitutability and difficulty to replace such as services that require special expertise. The supplier risk analysis is conducted at the business unit level beginning with shopping center management, which includes marketing and organizational management (but does not include business development and construction). According to our 2021 spend analysis (which excluded utility providers for electricity and water supply), 102 of our 3,213 suppliers received more than Baht 10 mn in spend annually and accounted for 70% of our total procurement spending.



Total suppliers

**3,213**

Suppliers receiving more than Baht 5 mn in spend annually

**102**

accounted for

**70%**

of our total procurement spending

### 2021 Supplier Spend Analysis

Supplier Tier	Spend Tier (excludes business development and construction and utility providers)	Number of Suppliers	Spend (mn Baht)	% of Spend
Tier 1	More than Baht 5 mn	102	2,527	70
Tier 2	More than Baht 1 mn but not exceeding Baht 5 mn	306	689	19
Tier 3	Less than Baht 1 mn	2,805	390	11
<b>Total</b>		<b>3,213</b>	<b>3,606</b>	<b>100</b>

Central Pattana further analyzed the results of the spend analysis above at sub-category level based on the categories of products and services we procured <sup>1</sup> and used the outcome to further improve our procurement process as outlined in our 2020-2021 procurement plan and develop plans to help boost the capabilities and capacities of our suppliers according to needs and readiness.

**Remarks :** 1. Office administrative 2. General product 3. IT/Service standard/Audio visual 4. Building& system supplies 5. System maintenance service agreement 6. Outsource & subcontractor 7. Marketing relevance (8) Food supply and service and (9) Building service and renovation.

### Procurement Process Improvement

Since 2020, Central Pattana has been working in partnership with external consultants to improve our procurement process and supply chain management. This began with our shopping center management operations, which includes marketing and organizational management. Annually, a supplier sustainability risk assessment is conducted to evaluate 100% of our suppliers, who are categorized by the type of products and services they provide into nine sub-categories, across 15 key issues in the procurement standards encompassing five sustainability issues - code of business conduct, environmental and safety compliance, pollution prevention and management, occupational safety and transport safety and considerations for consumers and communities including human rights and labor practices. From this process, we identified the following risks and developed mitigation and risk reduction plans to address them as described in the table below:

Risks and Opportunities	Plan	2021 Performance
<p>Opportunity to boost procurement efficiency and effectiveness</p> <p>Reduce dependency risk in the supply chain</p>	<p>1. Strategic sourcing by analyzing purchases in two dimensions: the total cost and amount of products procured per each purchase order and the total number of purchase orders issued within the year</p>	<ul style="list-style-type: none"> <li>Successfully negotiated with suppliers by implementing the total cost of ownership or TCO approach, which is an estimation of the overall cost of using a piece of equipment throughout its life cycle, to procure equipment for building operations, system operations and maintenance. This resulted in a reduction in procurement costs of elevators and escalators and other products and services in all categories mentioned above.</li> <li>Developed regional median pricing in addition to the corporate-level median pricing in support of the Company's strategy to increase local procurement and mitigate the risk of centralized procurement.</li> </ul>

## (3.2 Sustainability Report for Stakeholder in Business Value Chain, Society, and Environment)

Risks and Opportunities	Plan	2021 Performance
<p>Opportunity to enhance sourcing</p> <p>Reduce the risk of supply shortages</p> <p>Improve forecast accuracy for suppliers and manufacturers</p>	2. Strategic sourcing by analyzing the total cost of products/ services together with usages	<ul style="list-style-type: none"> <li>Conducted an analysis of consumables with low unit costs that were frequently and commonly used, such as products and services procured for food courts, Food Parks and building and facilities operations including drinking water and toilet paper, to enable blanket purchase orders for these consumable items to streamline the procurement process, ensuring sustained supplies and lower costs.</li> <li>Implemented the procurement plan in accordance with the Company's strategy to increase procurement from local suppliers. This included purchasing organic products such as soaps, liquid hand sanitizers and alcohol gel from Patom Organic Living, a community producer of eco-friendly and sustainable products. Currently, the products are being trialed in 13 projects.</li> </ul>
<p>Reduce inventory risk</p> <p>Opportunity to enhance procurement analytics for actionable insights</p>	<p>3. Inventory data structure</p> <p>4. Supplier development and partnership with a focus on top suppliers, both in terms of the volume and frequency of transactions, that have strong distribution capabilities</p>	<ul style="list-style-type: none"> <li>Created a catalog of recurring low value purchases and developed system integration capabilities to connect our systems to the suppliers' e-commerce systems. Suppliers, such as Office Mate and Thai Watsadu, were assessed and selected in accordance with our supplier development and partnerships plan. This change enabled us to order products and services directly on the suppliers' online platforms as well as access and use their inventory management systems.</li> <li>Shortened order cycle time, which in the past could take as long as 1 month, to within 7 days from the quotation to delivery processes.</li> <li>Assessed suppliers' customer concentration risks and worked with them to address and mitigate those risks. For example, we helped Phone Advertising Co., Ltd., which is one of our marketing suppliers, to develop their purchase-to-pay process (P2P) to ensure strict transaction monitoring and greater accountability.</li> <li>Developed a plan to audit suppliers in the risk groups that continue to impact the operations of Central Pattana's business to gain confidence in the suppliers' ability to deliver the products and services. For instance, this year phone audits are being trialed with some vendors in the risk groups.</li> </ul>

(3.2 Sustainability Report for Stakeholder in Business Value Chain, Society, and Environment)

Risks and Opportunities	Plan	2021 Performance
Operational risks and anti-corruption  Opportunity for leveraging big data on one common repository	5. Improve e-procurement system	<ul style="list-style-type: none"> <li>Developed “Procure to Pay,” to automate procurement processes from ordering to payment bringing procurement together in one platform. The system is expected to be launched on a trial basis in 2022.</li> </ul>

### 3.2 Sourcing of New Suppliers and Supplier Evaluation

Central Pattana seeks to identify potential new suppliers to reduce our business’s dependence on specific groups of suppliers and ensure that all potential suppliers including local and small business operators have a fair and equal opportunity to compete for business and set out, in our strategic sourcing plan, to increase local procurement. To achieve this, we have added three additional channels to find potential new suppliers, which include: increasing local sourcing and local procurement spend; identifying potential suppliers through the e-procurement systems of Central Pattana’s partners; and supporting and developing long-term partnerships with small businesses. In 2021, Central Pattana procured products and services from 3,213 suppliers, 58% out of these are local and small business operators.

At Central Pattana, supplier evaluation is conducted in 3 stages: (1) pre-qualified vendor assessment, which all new vendors are required to do; (2) buyer’s evaluation upon receipt of all products and services; and (3) vendor audit, which include a bi-annual assessment of our suppliers’ organizational standard, conducted by Procurement. Sustainability aspects are fully integrated into all supplier assessments, while supplier risk assessment is incorporated into (3).

The Buyer – users of products and services within the Company - are required to complete a supplier evaluation by scanning a QR code on every purchase order and every

item purchased through the Company’s procurement system. Suppliers will be automatically notified if quality issues are found with products or services they provide. Suppliers who fail to meet the performance standards set by Central Pattana will be asked to resolve the issue or submit corrective actions and preventive actions and if no actions are taken, this will influence the outcome of their annual re-registration in the following year. If any of our suppliers is found to breach any of these conditions: (1) committing a serious violation of any law, engaging in corrupt practices, abandoning the contract, filing for bankruptcy or shutting down unexpectedly, the supplier will be blacklisted immediately; (2) failure to fulfil their contractual obligations such as failure to deliver on quality as agreed that is shown to be the result of an unintentional error; (3) receiving a C grade for 3 consecutive times from the Evaluation for Quality Service; and (4) failure to meet any of the sustainability criteria, which include governance, environmental and social dimensions will result in the supplier being considered for inclusion on Central Pattana’s Blacklist. In this instance, the supplier will be asked to deliver the products or services and implement a corrective action plan with the performance re-evaluated by the Buyer. The committee will then consider adding or removing the supplier from the blacklist in accordance with the Company’s guidelines for blacklisting of suppliers.

In 2021, 78% of all active suppliers were evaluated under grading system A-D. More than 95% of suppliers received an A grade. Only one supplier received a D grade and was asked to submit and implement a corrective action plan.



(3.2 Sustainability Report for Stakeholder in Business Value Chain, Society, and Environment)

### 3.3 Co-Creating Value and Innovation

Central Pattana continues to work collaboratively with suppliers to co-create value and innovation in accordance with our Procurement and Supplier Policy, which is integrated into the expanding corporate governance framework governing our Occupational Health and Safety Policy, Climate Change and Environment Policy and Law and Human Rights Policy. We focus on collaboration with strategic suppliers and high-risk suppliers, particularly those that provide products and services to business development and construction as well as external contractors and subcontractors for shopping center management. Value co-creation with suppliers is realized in 2 dimensions - the environment and safety.

Innovation initiatives	2021 Performance	Projects
<b>Environment: under circular economy principles</b>		
Utilizing Building Information Modeling (BIM) to create 3D virtual construction of sub textures and design facility management	Partnered with Team Consulting Engineering and Management Plc. and Form BIM Akitek Co., Ltd. to use BIM to design facility management and create retail shop drawings to improve design precision and the efficiency of store expansion or modification planning.	Central Si Racha Central Ayutthaya Central Chanthaburi Dusit Central Park
RCA- Recycled Concrete Aggregates	<p>Collaborated with the Cement Group Cement-Building Materials Business of the Siam Cement Plc. to deploy CPAC Green Solution's technology to create Recycled Concrete Aggregates (RCA) from crushed concrete piles for road construction. The initiative was expanded from the Central Si Racha project in 2020 to the Central Chanthaburi project this year.</p> <p>This reduced transportation of materials to and from the construction site, creating a positive impact on the environment and contributing to a GHG reduction of approximately 198.26 tCO<sub>2</sub>eq or equivalent to that removed by 2,178 trees.</p>	Central Chanthaburi Central Si Racha
Reducing food waste and construction waste	Following the success of the "Journey to Zero" project at the Central Si Racha project, Central Pattana, in partnership with NMC Conland Co., Ltd., has expanded the initiative to all new projects. We trained construction workers on how to properly sort their food waste and produce fermented effective microorganisms or EM fluid in their living quarters to prevent odor problems in the construction site. The initiative helped cut costs by more than 70%. The EM fluid were given away to residents in the surrounding communities who responded positively to the activity and expressed a satisfaction rate of over 80%. The rest of the EM fluid were used to fertilize vegetable gardens inside the construction site, which supply fresh produce for our workers. In addition, concrete debris from our construction sites were collected and used to create slabs and pavers, which we donated to temples and organizations in need.	Central Ayutthaya Central Chanthaburi Central Korat expansion project Dusit Central Park

## (3.2 Sustainability Report for Stakeholder in Business Value Chain, Society, and Environment)

Innovation initiatives	2021 Performance	Projects
Reducing construction waste through collaboration with designers and contractors	<p><b>Reduce :</b></p> <ul style="list-style-type: none"> <li>• Reduce demolition waste by conducting life cycle assessments of materials and prolonging their life cycle through refurbishment. This included installing wraps on railings, columns and the belly of the escalators.</li> <li>• Reduce tile removals by installing rubber flooring tiles over existing tiles.</li> </ul> <p><b>Reuse :</b></p> <ul style="list-style-type: none"> <li>• Developed temporary partitioning solutions that could be reused several times. This includes using portable vinyl partitions instead of fabric ones to temporarily close off the stores that were under construction. The partitions can be moved easily and reused multiple times.</li> <li>• Artfully re-arranged and decorated old lamps to increase illumination level.</li> <li>• Carefully dismantled and removed sanitary fixtures and re-installed them at van terminals for public use.</li> <li>• Transported excavated soils to other project sites for backfilling.</li> </ul>	Central Rama 2 Some measures were implemented in Central World renovation project
Reusing equipment	Converted 20 shipping containers into temporary offices and living quarters at construction sites.	Central Ayutthaya Central Rama 2
Reducing paper consumption by removing steps in work processes	<ul style="list-style-type: none"> <li>• Continued the rollout of Construction Online for SI: Site Instruction between Central Pattana and our contractors to enable online authorization and mass notification. With further system improvements since 2020, we were able to reduce paper consumption by 80% when compared to the previous process.</li> <li>• Developed Site Visit Online, a real-time online monitoring system, and created training videos, to enable on-site employees to quickly report to relevant parties and make it easier to review mock ups and select materials amidst the COVID-19 pandemic, to ensure construction projects can continue without interruptions.</li> </ul>	All new development projects and renovation projects

(3.2 Sustainability Report for Stakeholder in Business Value Chain, Society, and Environment)

Innovation initiatives	2021 Performance	Projects
<b>Environmental: under net zero principles</b>		
Using alternative energy – solar energy	<p>Completed the installation of solar carports on the rooftop of bus stops and van stops to supply power to air conditioning systems, lights, mobile charging stations and tree spotlights around the projects.</p> <p>Developed a method to calculate the economic and environmental value of installing solar lighting systems around the projects by using a combination of factors including building composition, shading, distance, solar radiation and risks in the event of a lack of sunlight for 2 consecutive days. The outcome showed that solar lights can be installed in up to 50% of the street lighting systems in some of the projects.</p>	<p>Central Si Racha Central Ayutthaya Central Chanthaburi Central Rama 2</p> <p>Central Chanthaburi Central Village expansion project</p>
Reusing wastewater from air conditioning systems	<p>Partnered with our tenants to install condensate drain lines to capture condensate from air-conditioning systems, which are pumped into the storage tanks.</p> <p>The recovered condensate is used for watering the plants around the project.</p>	Central Village expansion project
Maintaining and increasing green spaces	Transplanted trees from construction sites and replanted them in the same or new areas. For example, this year, 300 trees removed from Central Rama 2's Central Park were replanted around the project and other projects under our management.	Central Rama 2

(3.2 Sustainability Report for Stakeholder in Business Value Chain, Society, and Environment)

Innovation initiatives	2021 Performance	Projects
<b>Social:</b>		
Safety considerations	Central Pattana has established safety and environmental measures at construction sites and expects all our contractors to maintain strict compliance. Construction management consultants are hired to manage contractor safety and compliance and perform periodic inspections. If a problem is detected, the contractor will receive a Safety Improvement Report – SIR, which includes a corrective action plan, to implement. In 2021, 50 SIRs were issued to the contractors who already completed 49 corrective action plans. One corrective action plan is still being carried out by the contractor.	Implemented in accordance with Safety and Environmental Management measures in all new development projects and renovation projects.
Health considerations	<p>During the COVID-19 pandemic, Central Pattana worked with our contractors to develop prevention and protection measures and rolled them out across all project sites to keep our workers safe.</p> <p>The measures, based on “Central Hygiene and Safety Master Plan,” included temperature checks, setting up automatic disinfection gates and hand washing and sanitizing stations, providing masks to workers who are required to wear them while on premises and vaccinating all workers against COVID-19. If a COVID-19 infection is detected at any construction site, the site will be put under quarantine immediately with a field hospital and observation areas set up for workers to self-isolate and quarantine.</p>	
Human rights considerations	<p>Central Pattana has established strict measures for labor registration and inspection of illegal employment. Any construction site that employs migrant workers is required to register their workers with the province where the site is located and provide proper documentation to the project manager. Spot checks are conducted on a regular basis by a consulting team hired by Central Pattana as well as the provincial employment offices. In 2021, all migrant workers employed by eight contractors were legally registered. Of this, 20% were Cambodian, 19% were Burmese and 2% were Laotian, respectively.</p> <p>In addition, we established measures to support housing for workers or set up child-friendly spaces if the number of children at a project site exceeds 10% of the total number of workers. For example, at the Central Chiangmai renovation project, a kindergarten camp has been set up inside the workers' accommodation. Children can attend classes with missionary teachers who come twice a week as well as take part in other kid-friendly activities.</p>	

(3.2 Sustainability Report for Stakeholder in Business Value Chain, Society, and Environment)



Find out more about the innovations we co-created with our suppliers on page 134 of the 2020 Annual Report and on our website



<https://www.centralpattana.co.th/en/sustainability/sustainability-strategy/stakeholder-engagement/supplier>

## Sustainability Performance: Supply Chain Management

Topic	2021 Performance	Plan for 2022
<b>Sustainability Indicator</b> 	<ul style="list-style-type: none"> <li>Completed Phase II of Process Improvement. This included improving processes and practices in procurement and supply chain management.</li> </ul>	<ul style="list-style-type: none"> <li>Continue Phase III of Process Improvement for Development.</li> </ul>
<b>Supply Chain Management</b> 	<ul style="list-style-type: none"> <li>1,000 suppliers including new suppliers (do not include foreign suppliers) or 100% of all new suppliers passed the sustainability assessment, which covered economic, environmental and social dimensions.</li> <li>Undertook a service quality assessment of active suppliers and contractors in 2021 via the online supplier assessment system. The assessment was completed by direct buyers/procurers. This year, the percentage of suppliers and contractors assessed was 65% of all purchase orders placed through the online purchase/procurement system.</li> <li>Through implementation of strategic procurement, which increased by 15% from 2021 levels, our cost management became 24% more efficient.</li> <li>Cost management effectiveness, compared to base pricing, exceeded the target by 6%.</li> <li>Partnered with local suppliers who represented 58% of active suppliers in 2021. The procurement generated recurring purchases worth Baht 1,663 mn in the local economy.</li> <li>Central Pattana recorded a minor accident, in which workers (including contractors, outsource workers and subcontractors) had to pause work for 820 hours of the 64 mn hours worked in all our existing, development and renovation projects this year.</li> <li>Central Pattana did not receive any complaints or grievances regarding human rights violations, labor exploitation or negative community and environmental impact due to our development and renovation projects in 2021.</li> </ul>	<ul style="list-style-type: none"> <li>Target to increase the proportion of local and retail suppliers throughout Central Pattana's supply chain to 10% of total procurement value by 2025.</li> <li>Develop partnerships and collaborate with strategic suppliers in innovation and supplier development.</li> </ul>

## 04

## Purpose-led Organization



In our transformation into a purpose-led organization driven by the shared goals and objectives in “Imagining Better Futures for All,” Central Pattana sets out clear commitments to reduce our environmental footprint and enhance the quality of life and wellbeing of communities through embedding and embodying our core beliefs in every aspect of our operations. Going further this year, we have developed our 10-, 20- and 30-year plans, to be officially announced in 2022, to achieve net zero and become an organization that creates shared value in sustainable urban and community development.

### 1. Corporate Responsibility and Community Development

Our impact reduction and community development journey began when we established our very first Society, Community and the Environment Policy, which aligned with Central Pattana’s Corporate Governance Principle - Social Responsibility. Since then, we have developed a management approach that focuses on key areas - community engagement, community empowerment, quality of life and local pride - and established it as Central Pattana’s Sustainability Framework - Creating Shared Value (CSV) under our core belief, Community at Heart, with objectives of reducing the impact we have on communities and the environment, fostering community partnerships and supporting community development, as described further on our website.



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<https://www.centralpattana.co.th/en/sustainability/sustainability-strategy/stakeholder-engagement/community>

In 2021, we established the CSV Committee – Creating Shared Value Committee to oversee projects relating to CSV and CSR to ensure alignment with the Company’s business operations and Central Group policies, which put a strong emphasis on fostering participation and engagement at the community, society and national levels to create value for all based on the sustainable business and circular economy principles. Refer to our website to find out more about our CSV Committee:



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<https://www.centralpattana.co.th/en/about-us/management-structure/sub-committee>

Our management approach to CSV outlines three work plans and one tool that span across our operations from design and construction of new projects to management of current assets as described below:

1. **Center of Community:** Foster community participation and engagement, serve as the center of the community in ways that meet the needs of the community and society, demonstrate commitment to corporate social responsibility (CSR) and provide assistance in disaster situations
2. **Local Prosperity and Local Pride:** Drive economic growth and community wellbeing, reduce inequality and create opportunities for local people, support household-income generation, foster pride in culture and showcase local creations and treasures
3. **Circular Economy:** Advance circular economy, with a focus on holistic waste management and stakeholder engagement
4. **Employee Volunteering:** Build a voluntary workforce that puts community at its heart, aligning with our core belief, “Community at Heart,” ensure convenience and support employees to bring our beliefs to life both at work and through civic engagements that align with the three work plans set out above.

#### 1. Center of Community

Central Pattana utilizes our expertise as a retail property developer and our assets to meet the needs and demands of the community and society at any particular time to deliver on our objective of creating positive social impact. In 2021, the CSV Committee presented the Center of Community Work Plan, which included three subplans - public health promotion, public commitment and disaster relief, and corporate philanthropy.

1. **Public Health Promotion:** We utilized and adapted our assets including common areas and parking lots to support public health and quality of life promotion initiatives amidst the COVID-19 pandemic. We joined hands with partners in the public and private sectors as well as the Thai Chamber of Commerce, hospitals and public health centers, to help drive the country’s mass vaccination efforts. We turned our shopping centers into Provincial Vaccination Centers providing



## (3.2 Sustainability Report for Stakeholder in Business Value Chain, Society, and Environment)

over 40,000 sq.m. of space in 22 of our 33 shopping centers nationwide to serve as mass vaccination sites in 15 provinces including Bangkok and its vicinities; Chiang Rai, Chiang Mai and Lampang in the North; Phuket, Surat Thani and Songkhla in the South; Rayong and Chonburi in the East; and Nakhon Ratchasima, Ubon Ratchathani, Udon Thani and Khon Kaen in the Northeast. To date, the operations have delivered the COVID-19 vaccines to more than three million people across the country.

At Central Pattana, one of the public health initiatives that we have long been involved with is the blood donation project, which is a collaboration between Central Group, the Thai Red Cross Society and provincial red cross chapters. It has been more than 34 years since we first started offering temporary spaces in our shopping centers to serve as blood donation stations and in 2020, we set up the first permanent blood donation center at Central Hatyai's Government Complex. With a national blood shortage caused by the COVID-19 pandemic, we set a target to help collect 10 mn cc of blood by 2021 to help increase blood supply in the country. However, as our shopping centers were temporarily closed by government orders, we were able to bring in 9.4 mn cc of blood, which could save up to 80,000 lives. The total volume of blood donated through our operations including through activities held under Central Group's "Plus 1 More Donations, More Lives Saved" campaign, which aimed to collect 10 mn cc of blood, is 14.6 mn cc.

2. **Public Commitment:** We tackle challenges faced by the Company or the community and turn them into solutions that not only create opportunities or reduce losses but also promote the wellbeing of the communities in which we operate. Through conducting community needs assessment surveys and analysing challenges to project development, we identify what the community see as priority issues and implement appropriate plans for construction and improvement of public facilities e.g. footbridges, sidewalks and electrical substations, for example. Refer to our website to find out more about our public commitment initiatives:



Click

<https://www.centralpattana.co.th/en/sustainability/sustainability-strategy/stakeholder-engagement/community>

In 2021, we carried out the construction and improvement of public facilities initiative in Central Si Racha and Central Chanthaburi projects. In the Central Si Racha development project, we made improvements to the footbridge and supported construction of sidewalks and a bus stop for students and employees at Darasamut School, which is located directly opposite the shopping center, to ensure they have a safe place to wait for the bus instead of having to wait on the side of the road like they used to. As part of the Central Chanthaburi project development, a bus stop had been relocated; a footbridge built; canal-side roads and medians improved; and roads expanded. In total, we invested more than Baht 10 mn financially in both projects.

We recognize public needs and demands to access public services on holidays or weekends, which is consistent with the People's State policy adopted by state agencies to ensure convenient access and reduce crowding in government offices that provide services that cannot be accessed anywhere else. Through our partnerships with state agencies and organizations, we have launched One Stop Service in our shopping centers that operate under our hygiene and safety measures. The agencies and services available at these one stop shops include: Department of Public Administration - national ID and civil registration; Utility authorities - electricity and water services; Thai Post; National Telecom Public Co., Ltd.; Provincial Transport Offices; Department of Public Works and Town and Country Planning; Labor Offices under the Ministry of Social Development and Human Security; Provincial Labor Offices; Provincial Social Security Offices; Provincial Employment Offices; Provincial Labor Protection and Welfare Offices; Provincial Skill Development Institutes; Police; Damrongtham Center; Passport Offices; Provincial Legal Execution Offices; and Thai Red Cross Society. To date, there are 14 Government Centers in Bangkok and other provinces.

3. **Disaster Relief:** We provide assistance in disaster situations under the Community Disaster Management framework, utilizing our assets and expertise to implement community crisis management in response to natural and man-made disasters and other tragedies. The process consists of response, rehabilitation and recovery and is implemented in collaboration with Central Group and Tiang Chirathivat Foundation. In 2021, we provided rehabilitation assistance to flood victims in 9 provinces

including Phitsanulok, Phetchabun, Tak, Chaiyaphum, Nakhon Ratchasima, Khon Kaen, Lopburi, Ayutthaya and Chantaburi, which included donation of 1,900 relief packs and essential supplies worth more than Baht 0.61 mn to 7,600 flood victims.

## 2. Local Prosperity and Pride

For forty years, Central Pattana's commitment to growing together with the community has remained steadfast under our core belief, "Community at Heart." Our community development plan is developed together with our business development plan, with the aim of helping to drive local economies and generate income for communities at the household level through employment, procurement, business development, agricultural development and community-based tourism. We align our sustainability target for community development with the UN SDG Indicator 8.1 and target to achieve a growth rate of at least 7% of real GDP per capita annually. At Central Pattana, community development is carried out in four formats including honoring local identity, retail space for community products, community development and local procurement.

**1. Honoring Local Identity through Building Design:** Central Pattana brings local wisdom and local identity into the design of architectural structures, interiors and exteriors of our properties and assets transforming them into something contemporary that blend with today's customer lifestyles; while instill a sense of pride within the community and help elevate local cultures. This approach was used to develop the design concept "The Prosperity of Ayutthaya" for Central Ayutthaya, with the aim to showcase the province's magnificence as a UNESCO World Heritage Site across the themes - the essence of Ayutthaya, tourism, lifestyle and community. For instance:

- The building façade borrows the style of late Ayutthaya period twelve rabbeted-angled Chedis whose square anda have three rabbits on the four corners.
- 'Ayutthaya Outdoor Signature' in front of the shopping center greets visitors with the 3D lettering sign, "Ayutthaya." Each letter is engraved with silhouettes of flowers, such as crown flower, gardenia crape jasmine and jasmine, in fine and delicate detail - creating a complex play of light, shadow and atmosphere during the day as well as at night.
- The 'Town Square' in front of the shopping center is where visitors will find the sign "Ayutthaya," whose typography

design combines the characteristics of a lotus flower and Thai alphabets. The letters are made of bronze - a nod to the prosperity and timeless beauty of the former capital where the finest artisans and craftsmen lived and worked from painters to silversmiths and goldsmiths to sculptors, molders and potters to carpenters, weavers and plasterers.

- The pedestal trays of flowers installation at the G floor entrance, created in the style of Elaboration Art, is a re-interpretation of an object commonly used in homage paying ceremonies and royal rituals in ancient times. Next to it are budding lotus geometric wire sculptures with golden leaves that symbolize glory and prosperity in the midst of Ayutthaya's everyday life and arts.
- 'Ukhao' or the paddy in Ploen Nakhon Zone of G floor re-imagines a scene from the past - featuring a traditional Thai wooden house with a raised platform under which the owner keeps their belongings, haystacks and animals - complete with rattan furniture, a metal wire farm cart, in place of a traditional wooden one, bamboo handicrafts, timber furniture and colorful rice straw piles.
- At 'Unam' or water abundance on G floor, the main attraction are giant Thai fishing basket-shaped chairs and a wooden boat that serves as a piece of furniture as well as a work of art decorated with lotus leaves, woven floating fish mobiles and lotus leaf-inspired seating set - highlighting the deep connection residents and communities in Ayutthaya have to rivers. The former capital is located at the confluence of rivers, which serve as its lifeblood from Chao Praya River, Pa Sak River, Lopburi River and Noi River along with hundreds of canals. The installation is a re-telling of everyday life in ancient Ayutthaya weaving stories and elements from floating markets, fishing, natural vegetation and handicrafts.
- 'Porcelain Room' is a permanent exhibition room that tells the history of Ayutthaya, once a buzzing port city with rich cultural exchange and trade of pottery and ceramics between East and West. During the Ayutthaya period, a lot of porcelain was also imported from China. To celebrate Ayutthaya's exuberant heritage of ceramic craft, the Porcelain Room brings together 'Krabueang Hai Yang' - a traditional form of Thai porcelain that in the past were made to order and imported from China. The Co-working Space located on the second floor, meanwhile, features a collection of Benjarong, another renowned pottery of the Ayutthaya era.

## (3.2 Sustainability Report for Stakeholder in Business Value Chain, Society, and Environment)



1. Central Ayutthaya
2. The pedestal trays of flowers installation at the G floor entrance
3. 'Ukhao' on G floor
4. 'Unam' on G floor
5. 'Porcelain Room'



**2. Retail Space for Community Products:** We provide retail spaces for local and community products in the forms of permanent spaces such as souvenir zones and Local Hero as described in the “Tenant Management and Development” section of our 2021 Annual Report as well as dedicated areas for local artisanal crafts, which include Mae Fah Luang Foundation Shop, OTOP shops, Sai Jai Thai Foundation Shop, for example. We also offer retail spaces for free to farmers during marketing campaigns, to bring farmers and customers together. The expenses including marketing and advertising for some of these activities are covered by the Company, for instance, the Royal Project, which has been held consecutively for 51 years to sell community products sourced from programs supported by foundations under royal patronage and/or under the queen patronage. Or Ruamjai Market, which was launched in collaboration with Central Group, to generate jobs and incomes under our strategy “Rebuild Thailand Rebuild Economy” to help rebuild the country’s economy hard hit by the COVID-19 pandemic. Through the Ruamjai Market initiative, sales are conducted under a local market omni-channel format, which include our online e-commerce platform and 88,000 sq.m. of retail spaces in 106 shopping centers across 44 provinces, to help increase opportunities for communities, farmers and small business operators to boost sales and incomes.

We are also in the process of studying methodologies for social impact assessment to develop measurements for the value of our investment and the economic and social impact on the communities that receive the support. This year, we achieved 138% (only included data voluntarily disclosed by operators) of our indicator for social impact investment set at Baht 100 mn in direct local revenue.



**3. Community Development:** In collaboration with “Central Tham” and Central Group, we implement activities to promote and strengthen local economies and develop local market mechanisms under the “Jing Jai Farmers Market” initiative, which aims to provide retail opportunities to farmers who grow organic fruits and vegetables. All organic produce sold at Jing Jai Farmers Markets undergoes pesticide residue testing to ensure customers can have confidence in the

quality and safety of the fresh produce. The spaces in our shopping centers have also been re-designed to be the central markets for organic fruits and vegetables that are grown with love by farmers across the country - with highlights from 77 provinces and products with GI registration, which is a sign used on products that have a specific geographical origin and possess qualities or a reputation that are due to that origin. At each of our Jing Jai Farmers Market, shoppers can find areas dedicated to highlight products from the places in which the markets are located such as - Puangthong Longan from Samut Sakhon province, known for its thin skin, solid flesh texture and sweetness; Ban Phaeo Coconut from Samut Kahon, known for its aroma, fleshy meat and sweet flavor; Nan Golden Orange from Nan province, known for its golden skin, sweet and sour taste and vitamin C content, for example. Farmers who are part of the program are also encouraged to use packaging made from natural materials. It is another challenge that our vendors readily take on, in addition to going to great lengths to ensure their products are safe, fresh and chemical-free. Some of the creative ideas they come up with to create the perfect packaging for their products and maximize use and reuse of materials include bamboo baskets, vegetable containers made from the outer sheaths of banana trees and holders fashioned from bamboo strips that are used in place of plastic bags. To date, we have set up Jing Jai Farmers Markets at 10 of 26 Central shopping centers, supporting more than 7,200 families across 609 subdistricts and generating over Baht 218 mn in local economic return - 55% of which from branches directly operated by Central Pattana.

In addition to economic development, we are also committed to supporting education development in communities and in partnership with Central Tham we provide two types of support: infrastructure - buildings, classrooms and tools and equipment; and skill development for students and teachers. In 2021, we, together with Central Group, carried out a development project at one school in one province - installing a water filtration system at the Forest Industry Organization 13 School in Mae Chaem district, Chiang Mai province to ensure access to clean and safe water for students, teachers and school employees. Through the Equitable Education Fund, we provided scholarships to 146 disadvantaged students in 40 provinces and 60 vocational students in three provinces, which included Udon Thani, Saraburi and Trang.

(3.2 Sustainability Report for Stakeholder in Business Value Chain, Society, and Environment)

**4. Local Procurement:** Our local procurement strategy focuses on local sourcing and purchasing of materials and goods as well as employing skilled workers in communities to produce products that we can use in the Company such as consumables, gifts, souvenirs and mementos. In 2021, we supported production of New Year gifts “Do Good by Central Pattana” under the concept “Create Jobs Create Opportunities from Local Materials,” offering job opportunities for youth and giving back to three organizations in Chiang Mai province:

- The Healing Family Foundation: We supported production of handwoven cloths (Saori) by children with intellectual disabilities who got to be creative and turn their imagination into reality through creating precious gifts that would delight anyone who receives them.
- Regional Juvenile Vocational Training Center 7: We helped design a livelihood development program that covers everything from downstream to upstream along with additional basic skills training to help children and youth who had committed a criminal act build confidence and forge new beginnings through sustainable organic farming.
- Wat Don Chan: We contributed to improving the quality of life and the environment in the temple to help orphaned, needy and disadvantaged children and youth under its care.

Through reviewing our approach to supply chain management across the value chain this year, we found that consumables procured to create a safe, clean and hygienic environment for our customers such as cleaning products presented another avenue for us to support community development in a sustainable manner. We partnered with Patom Organic Living, a community producer of organic consumable goods that has a 30-rai organic farm in Nakhon Pathom province and is part of Sampran Model organic farmer network, to switch the cleaning products and hand sanitizers provided in restrooms from conventional to chemical free and organic alternatives to ensure safe and healthy surroundings for our customers. The products, which are accredited and certified under IFOAM, EU and CANADA standards, have been trialed at 13 shopping centers with 3% of the sales donated to Sookjai Foundation to help drive organic culture and generate income for communities and farmers in its network nationwide and build strong and sustainable local economies.

### 3. Circular Economy

Embracing circular economy principles, Central Pattana's waste management approach focuses on maximizing reuse and/or the processing and recycling of separated waste with key stakeholders engaged throughout the journey. Refer to the “Waste Management” section in our 2021 Annual Report for further information. Among the key stakeholders that we collaborated with and supported in 2021 were startups and eco-conscious employees. Examples of outstanding projects include:

1. Drive & Drop Recycle Station as summarized in 2021 Annual Report's “Waste Management” section.
2. g Garden (Rama 9) Grand Canal Land Plc Ltd., in collaboration with Central Rama 9, allocated a 4-rai of land awaiting construction to community groups and enterprises who turned it into a temporary farm - serving as a model for vacant land utilization that brings ecosystem services to city residents and makes efficient use of reclaimed water from the Yai Soon Canal and other waterways in neighbouring areas as well as creates an opportunity for farmers to earn extra income. The initiative, which seeks to elevate the quality of life of urban dwellers through organic farming, is also one of the projects we implemented this year to help low-income people affected by the COVID-19 pandemic become more self-sufficient and food secure through growing their organic vegetables. In addition to increasing their access to fresh ingredients, the activity also helps reduce expenses on food and in the longer term can grow into a supplementary job. A Farmer's Market is held every Saturday to provide an opportunity for farmers and small businesses to sell their products. Since launched ten months ago, more than 15 shops participate each week with each farmer earning an average of Baht 25,000-35,000 a month. Additionally, we collaborated with Khlong Toey Dee Jung, a group of young people working with children and youth in Khlong Toey community, to organize volunteering programs and arts and creative activities and sell second-hand goods to fund scholarships for disadvantaged children in the community. The Group is planning to open a small cafe, Sipping in Garden, which will be fully operational in 2022.
3. Sunflower Fields at Central Bangna is one of the projects that have been expanded from “Journey to Zero.” Spearheaded by Central Bangna employees, the initiative, in the beginning, focused on sorting fruit and vegetable

## (3.2 Sustainability Report for Stakeholder in Business Value Chain, Society, and Environment)

scraps to make EM fermented bio-extracts and compost, which were distributed and used in the Company. But with a surplus stock, the team had to come up with a way to utilize the remaining bio-extracts and compost. The solution was to use the surplus to fertilize a vacant plot awaiting construction behind Central Bangna, which is 8 rai in size, and turn it into a garden with plants such as sunn hemp. The garden, however, was later destroyed by a storm and the team had to start over. It was not until 4Q21 that they finally saw the fruits of their labour. Now open to the public, visitors can enjoy a relaxing break and take photos in the Sunflower Fields and revel in their beauty right in the middle of the city.



g Garden



Sunflower Filed

#### 4. Employee Volunteering

Central Pattana instills in our employees' civic mindedness and the core beliefs we live by including Community at Heart. Our employees can use normal work hours to volunteer in activities contributing to the wellbeing of society, community and the environment through CPN Volunteer. One of the practices we have long embraced is to encourage our employees to donate their skills and expertise to make a positive impact on society and the environment in times of need. For example, we send Central Pattana's firemen to assist in firefighting efforts in neighbouring communities and at the provincial level and give firefighting training to students and nearby communities. Our employees, together with Central Group employees, also take part in volunteering activities under "Centrality," a project seeking to create shared value in communities based on their needs. But as the pandemic continued on, the Company had to rethink the activities and how to conduct them under our 'Central Hygiene & Safe Plus+' measures while remaining true to our core belief, "Community at Heart." The result was Belief in Actions – Community Day. The initiative encourages employees to get involved in activities that they can do as part

of everyday work such as serving as non-medical volunteers at 26 vaccination centers across the shopping centers under the operations of Central Pattana and Central Group; packing relief packages for flood victims; and participating in the "Blood Challenge" Campaign at blood donation stations located at the shopping centers where they work, for instance. Activities under Community Days contributed to 120,084 volunteer hours with 1,284 employees participating in total (subject to data availability; include employees attending more than one activity).



Activities contributed to

120,084

volunteer hours

Employees  
participating

1,284

Additionally, we continue to provide equal opportunities to disadvantaged groups, for example, we offer free space for registered retail vendors with disabilities to sell lottery tickets legally. In 2021, 48 vendors participated in the initiative, representing 1% of total employees in the Company.

(3.2 Sustainability Report for Stakeholder in Business Value Chain, Society, and Environment)

Living Our 4 Beliefs

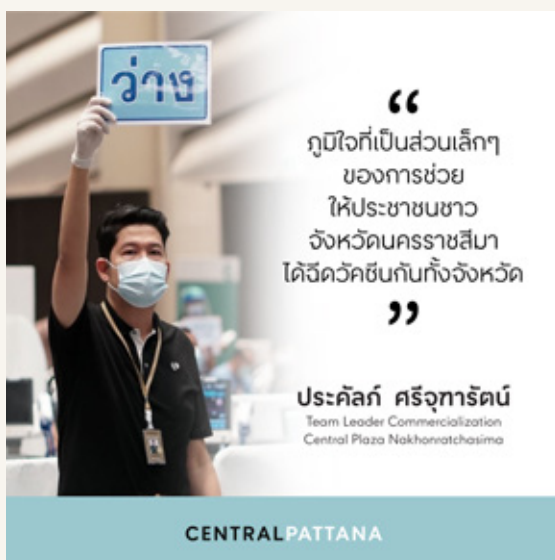
## Community at Heart



“It has been a real pleasure for me volunteering at the vaccination site. Let’s all get vaccinated for our communities.”



“I’m glad to serve our community and contribute to the effort to end this pandemic. I’ll continue to do my best. We’ll get through this together.”



“I’m honored to be part of the effort to help everyone in Nakhon Ratchasima province get vaccinated.”



“It makes me happy being able to lend a helping hand and alleviate some of the burden from the doctors and nurses at the vaccination center. Come and get vaccinated with us.”




## Sustainability Performance: Corporate Responsibility and Community Development

Topic	2021 Performance	2022 Plan
<b>Sustainability Indicator</b> 	<ul style="list-style-type: none"> <li>Established community engagement as a key performance indicator and set a target of employee volunteering hours at 24,000.</li> <li>In 2021, our employees contributed 120,084 hours of volunteer service to co-create shared value with communities and participate in CPN Volunteer activities, which was above target.</li> </ul>	<ul style="list-style-type: none"> <li>Establish community engagement as a key performance indicator and target to deliver 25,000 hours of employee volunteer service.</li> </ul>
<b>Corporate Responsibility and Community Development</b> 	<p><b>Community Investment – In-Kind Contributions</b></p> <ul style="list-style-type: none"> <li>Supported Baht 13 mn of manpower and funding for shared value co-creation initiatives with communities and CPN Volunteer projects.</li> <li>Joined forces with Central Group to implement the social development project “Central Tham,” providing Baht 30.6 mn worth of service to community.</li> </ul> <p><b>Community Contributions</b></p> <ul style="list-style-type: none"> <li>Organized 711 activities, of which 475 were activities to support SME and local businesses worth Baht 52 mn from total Baht 79 mn.</li> <li>Provided Baht 101 mn worth of free space to government agencies and communities (including entrepreneurs and businesses affected by the COVID-19 pandemic).</li> </ul> <p><b>Charitable Donations</b></p> <ul style="list-style-type: none"> <li>Donated Baht 13.8 mn to charities (include funding for education programs and relief efforts).</li> </ul> <p>The Company did not receive any complaints regarding significant community and environmental impact.</p>	<ul style="list-style-type: none"> <li>Provide free spaces to government agencies and communities, representing at least 10% of all activities by 2025.</li> <li>Study appropriate frameworks for Social Impact valuation or Return on Shared Value measurement.</li> </ul>

(3.2 Sustainability Report for Stakeholder in Business Value Chain, Society, and Environment)

2. Resource and Environmental Management Excellence

Our Climate and Environment Policy encompasses focus areas including energy and water efficiency, climate resilience, environmental management, biodiversity and effective and sustainable waste management and is publicly available on our website:



Click

<https://www.centralpattana.co.th/en/sustainability/corporate-governance/policies-implementing-guidelines>

The Policy aligns with international standards including ISO 14001 Environmental Management System (EMS), ISO 14064-1 Greenhouse Gases, ISO 50001 Energy Management, LEED: Leadership in Energy & Environmental Design, the evaluation criteria for the Ministry of Energy’s Thailand Energy Awards and ASEAN Energy Awards, SBTs (Science Based Targets) and TCFD (Task Force on Climate Related Financial Disclosure) recommendations, with objectives to maximize resource efficiency, increase the share of alternative energy and achieve net zero emissions.

Management Approach

01

Energy Management

02

Climate Resilience

03

Water and Wastewater Management

04

Waste Management

05

Air Quality

06

Green Building

07

Ecosystem Management and Biodiversity

08

Engaging Communities in Environmental Development and Management

(3.2 Sustainability Report for Stakeholder in Business Value Chain, Society, and Environment)



## 1. Energy Management

Our energy management policy focuses on energy efficiency to reduce our environmental footprint and combat climate change and establishes management approaches to increase the share of renewable electricity as well as improving energy efficiency across our operations.

### 1. Energy Management

In 2021, Central Pattana's energy consumption comprised usage from 36 shopping centers and 10 office buildings. Our energy supply came from two sources - non-renewable and renewable sources:

#### 1) Non-renewable Sources

- Grid supplied electricity 696,030 MWh of electricity were sourced from the Provincial Electricity Authority and the Metropolitan Electricity Authority in 2021, which represented 96.9% of our total energy consumption - a 12% decline from 2020. The grid-supplied electricity is used to power our HVAC systems, lighting and day-to-day operations.
- Fossil fuels and liquefied petroleum gas represented 0.4% of our total energy consumption. Energy from fossil fuels is used in our day-to-day operations, for instance, to power engines in lawn mowers, company vans and shuttle buses and equipment used during fire safety training as well as emergency power systems including power generators and fire pump systems.

LPG is used in activities in Food Parks managed by Central Pattana and during kitchen fire safety training.

#### 2) Renewable Sources

We continue to invest further in renewable electricity and install solar panels on the rooftops of our shopping centers and parking facilities to supply energy to our buildings and water pumping systems. To date, we completed the installations with a total installed capacity of 15.8 MW at 18 projects or 50% of all projects in operation in the current year.

In 2021, we generated 19,317 MWh of solar energy, which represented 2.7% of our total energy consumption. The 54% increase from 2020 levels in renewable electricity generation can be attributed to full year operation of on site solar energy installed in 2020 and new installation in 2021. This year, we completed the installations at two new projects, Central Si Racha and Central Ayutthaya, in October and November 2021, respectively. Since opening, both shopping centers have been producing electricity for their own consumption from the on-site solar panels.

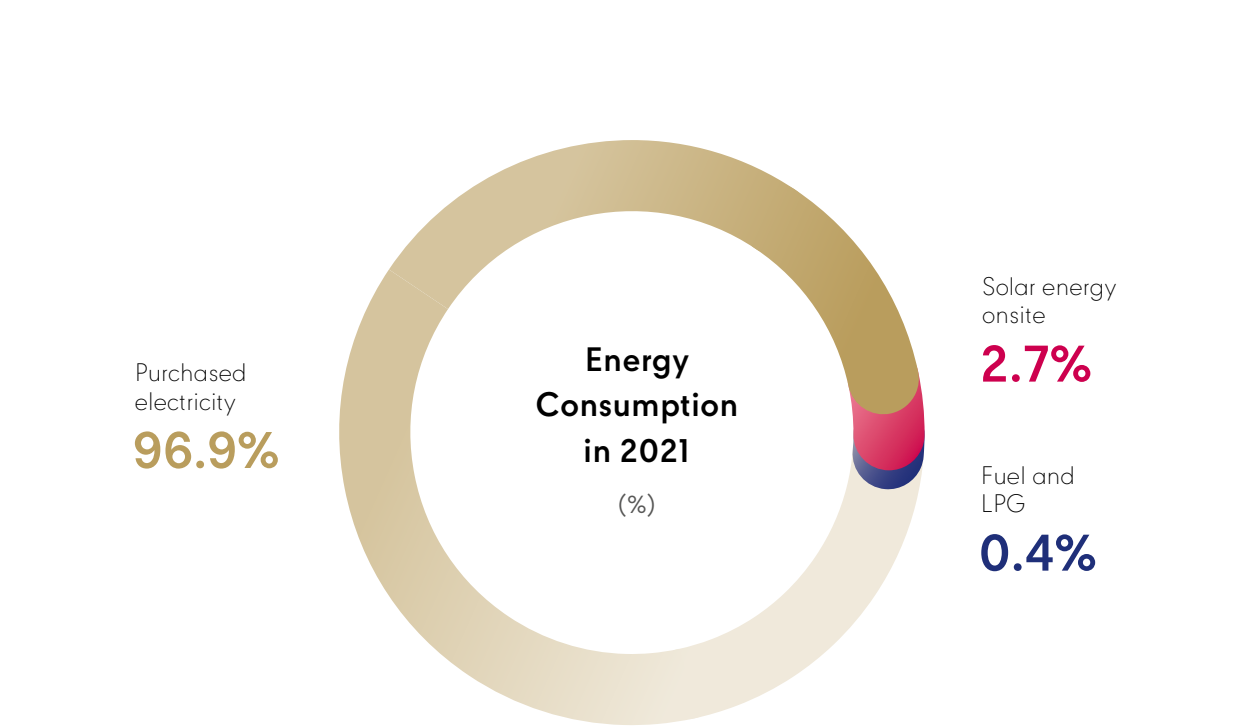
In 2022, we are planning to roll out solar installations across seven additional projects and have set a five-year goal for deployment of on-site renewables in 100% of our shopping centers (including existing and future projects).

Energy Source		Unit	2017	2018	2019	2020	2021
Non-Renewable	Purchased electricity from the Provincial Electricity Authority and the Metropolitan	MWh	903,475	944,828	972,153	793,431	696,030 <sup>1,2</sup>
	Energy from fossil fuels and liquefied petroleum gas (LPG)	MWh	4,224	5,265	5,471	3,940	2,844
Renewable	Electricity generated from solar panels onsite	MWh	899	6,175	9,045	12,566	19,317

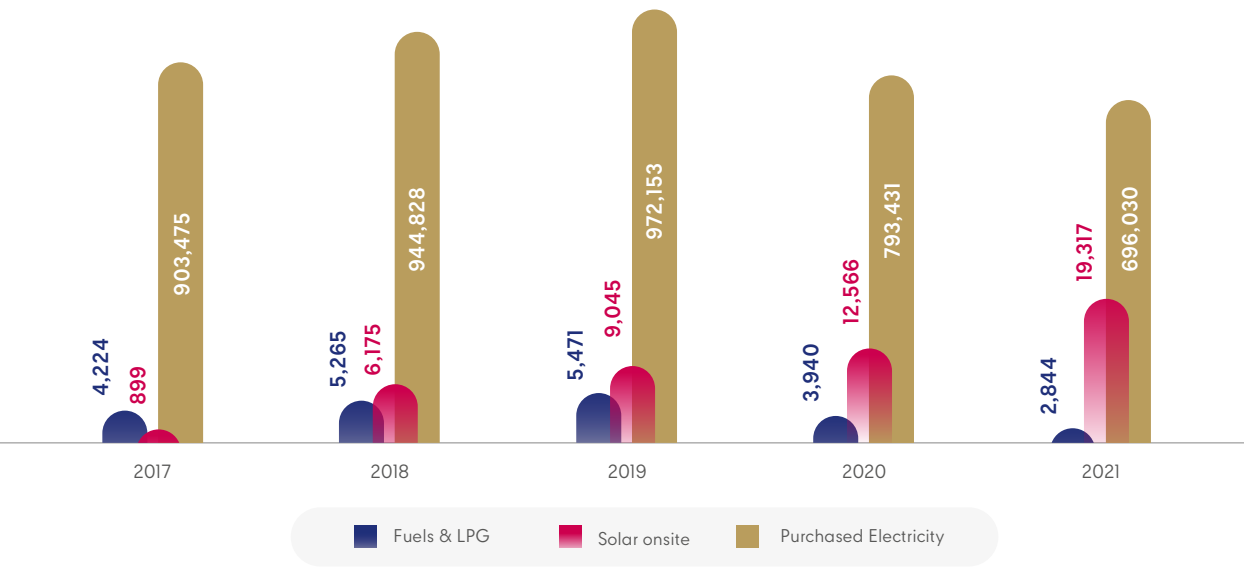
Remarks : <sup>1</sup> Grid supplied electricity accounted for 91% of our utility costs or Baht 2,689 mn.

<sup>2</sup> Does not include electricity consumption of Central Si Racha and Central Ayutthaya, which opened in October and November 2021, respectively.

(3.2 Sustainability Report for Stakeholder in Business Value Chain, Society, and Environment)



**Total Energy Consumption and Sources**  
(Unit: MWh)



**Energy Consumption (%)** Electricity / Fuels and LPG / Solar

2017	2018	2019	2020	2021
99.4/0.5/0.1	98.8/0.6/0.6	98.5/0.6/0.9	98.0/0.4/1.6	96.9/0.4/2.7

## 2. Electrical Energy Efficiency

1) **Company Usage** includes electricity consumption from common areas and HVAC systems under our direct control. We continue to improve our electrical energy efficiency policy and target to reduce our electricity intensity from 2015 levels by 20% by 2025 (company usage only) and cut energy consumption from 2019 levels by 4% in 2021. Examples of the energy efficiency initiatives we have implemented include:

- HVAC (Heating, Ventilation, and Air-Conditioning)
  - High efficiency chiller replacements at two projects
  - Installation of AC Control Systems in shopping centers to regulate indoor air temperature and humidity and installation of Temperature & Humidity Sensors at four additional projects to enable semi-automatic control of the HVAC systems
  - Installation of Variable Speed Drives: VSD on chilled water pumps and coolant pumps at two projects
  - Upgrading high efficiency motor pumps on Chilled Water Pump - CHP and Condenser Pump - CDP in two project
  - Cooling tower system upgrades at two projects
  - Cooling tower filler replacements to boost the HVAC efficiency
  - Process improvement for machinery equipment and maintenance and operation of HVAC systems in shopping centers to optimize efficiency and better correspond to heat load fluctuations
- Central Pattana's implementation of government support measures including four measures under the Department of Alternative Energy Development and Efficiency's Investment Plan of Machinery Replacement or Upgrade to Improve Energy Efficiency 2021; and eight measures under the Metropolitan Electricity Authority's Management of Energy Achievement Index: MEA Index Energy Saving and Indoor Air Quality: IAQ Guidelines - yielded an energy saving of 6,432,689 kWh/year.
- Energy conservation training, we continued to provide environmental training to our employees through training and awareness raising on energy saving and efficiency to inspire green behavior change and instill in our workforce environmental and energy stewardship. In 2021, 82 courses had been held, which were

attended by 1,868 employees or 40% of employees (include employees attending more than one training). Additionally, we encouraged our employees to take part in Energy Day and "Dream Team," a company-wide challenge that invites employees to pitch ideas for innovations and energy efficiency solutions. The winning project in 2021 that is being piloted by the Company was the IoT-Based Motion Sensor Lights initiative.

- We use 'Passive Design,' which is a design approach that works with the local climate to maintain a comfortable temperature for users, in developing new projects as well as implementing major renovations. Utility systems are set up based on the Company's systems management practices, which include Preventive Maintenance, Machinery Efficiency Assessment, Re-commissioning and Deployment of Eco-Friendly Designs/Solutions, such as installing Active Skylights, adjustable movable shading fins that cut out heat from direct sunlight at different angles, at Central World; and exploring solar installations on metal sheet roofs and concrete surfaces at Central Ubon to improve thermal insulation and reduce solar radiation into the building.

2) **Tenant Usage**, Central Pattana operates the electricity and air conditioning systems in our buildings. Retail stores and tenants are charged on a per unit basis for their electricity usage, which enables them to monitor and manage their consumption efficiently. We actively engage with our tenants to encourage participation in energy savings initiatives and programs we are implementing. In 2021, our total electricity consumption was 715,347 MWh (including from solar generation) - a sharp decline of 11% compared to 2020. Of this, 388,441 MWh were company usage and 326,906 MWh were tenant usage or 54% and 46%, respectively.

As a result of the COVID-19 pandemic, the Thai government put in place control measures to manage the risk of COVID-19 including a temporary closure of all shopping centers for about 60 days, in 29 "dark red" provinces under maximum control. The closure, together with our energy savings initiatives, drove down our grid

## (3.2 Sustainability Report for Stakeholder in Business Value Chain, Society, and Environment)

energy consumption in 2021 by 90,651 MWh or a 11% decrease from 2020 levels. The energy savings achieved were above the adjusted target level, which had been set at 4% reduction in energy consumption in 2021 compared to 2019 levels.

In 2021, the energy intensity across Central Pattana's shopping centers (excluding tenant usage) was 107.5 kWh/m, which was 12% lower than 2020 levels as a result of the temporary closure of our shopping centers as well as our steadfast commitment to implement energy savings initiatives and deployment of high efficiency equipment and machines.



## 2. Climate Resilience

The rise in weather and climate extremes around the world have significant implications for our business value chain. A sustainability risk assessment conducted as part of our organizational risk management looked at the issue in the context of Thailand from its Nationally Determined Contribution (NDC) under the Paris Agreement to the pledge to reach carbon neutrality by 2050 and to achieve net zero emissions by 2065. Among our stakeholders including state agencies, financial institutions, investors and civil society, attention to climate change has also risen steadily. In 2021, Central Pattana, therefore, worked in collaboration with Thailand Greenhouse Gas Management Organization under the "Science-based Target: SBT" initiative to explore greenhouse gas emissions reduction target setting based on the SBTs (Science Based Targets) approach. The outcomes of the study were then used to set our short, medium and long term targets for GHG emissions. We also partnered with external consultants to complete two scenario analyses, in line with the Task Force on Climate-related Financial Disclosures: TCFD recommendations. They included - Business as Usual Scenario (RCP 8.5), which delivers a temperature increase of about 4°C and Transition Scenario (2 degrees Scenario: 2DS), which limits warming to 2°C. Each scenario analysis took into account policy and legal risks, physical risks and risks to business operations by 2030 and 2050. The outcomes and recommendations from the analyses will subsequently be integrated into our sustainability strategy to become a net

zero organization.

In 2021, our Scope 1, 2 and 3 emissions accounted for 0.5%, 39% and 60.5% of our carbon footprint, respectively. This year, we continued to implement emissions reduction initiatives with a focus on lowering electricity consumption and increasing the share of renewable energy in our energy mix. Further details can be found in the "Energy Management" and "Electrical Energy Efficiency" sections of our 2021 Annual Report. We invested Baht 225 mn in implementing 20 GHG reduction initiatives in 2021 (including solar PV installations), which reduced emissions by 9,118.18 tCO<sub>2</sub>eq.



Carbon footprint emissions accounted for each scope in 2021



Compared to 2020 levels, our total greenhouse gas emissions were 0.2% lower. We achieved a 63% and a 16% reduction in Scope 1 and 2 emissions, respectively. The reductions can be primarily attributed to the temporary closures of shopping centers and successful implementation of our emissions reduction initiatives. We have also extended the collection of carbon emissions activity data to cover tenant LPG usage as well as external waste management activities to ensure a more comprehensive and accurate GHG inventory, which led to a 16% increase in our Scope 3 emissions or 285,309.96 tCO<sub>2</sub>eq.

We have established requirements for chiller selection for new developments and chiller replacements for existing projects, which include the use of refrigerants that are categorized as having low Global Warming Potential: GWP and zero ODP: Ozone Depletion Potential, to ensure lower impacts of emissions on atmospheric ozone and the climate system.

Reducing electricity consumption, which forms the largest source of GHG emissions for our business operations, has always been a priority for Central Pattana. We set out practices to reduce our electricity consumption, which also help lower energy costs as well as reduce our carbon footprint. This year,



we continued to accelerate our energy efficiency initiatives and promote clean electricity generation. We generated 19,317 MWh of solar electricity from 18 shopping centers, yielding an emissions reduction of 10,085 tCO<sub>2</sub> eq/year in 2021, and set a new target to increase the share of renewable electricity by 4.5% by 2022.

In addition, we have introduced measures to support deployment of technologies to reduce use of fossil fuels

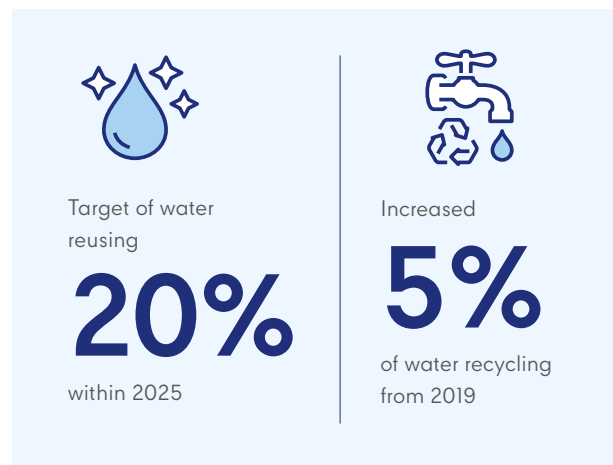
in transportation and lower our carbon emissions. They include setting up 55 EV Charging Stations for customers at 24 shopping centers with a plan to install EV Charging Stations across 100% of our shopping centers by 2022. To further translate our commitment and intention into action, Central Pattana has joined the RE100 Thailand Club as one of its founding members to accelerate transition to 100% renewable energy as quickly as possible.

### 3. Water and Wastewater Management



#### 1. Water Management

Central Pattana primarily operates in Thailand where the Mekong River and Chao Phraya River run through.<sup>3</sup> The country has a Medium-High Drought Risk and is ranked 45<sup>th</sup> on the global scale. Our operational risk assessment shows that water scarcity and severe flooding pose major risks to our business and identifies projects located in the north-eastern region and Bangkok and its vicinity as vulnerable areas. We have established our water management and preparedness measures based on the 3R approach - Reduce, Reuse and Recycle. In 2021, the Corporate Governance and Sustainability Committee amended our long-term water reuse target to 20%<sup>4</sup> by 2025 with the aim to increase the share of water recycling by 5% in 2021, using the 2019 baseline.



Remarks : <sup>3</sup> GRI 303-1

<sup>4</sup> Comparing to projects which had installed water recycling system only



The second half of 2021 saw flooding in Thailand particularly in provinces near where our shopping centers are located including Ayutthaya, Phitsanulok and Chantaburi. In spite of this, the aggregate volume of water stored in the country's dams remained below 50% and provincial authorities had to issue drought prevention measures. This year, Central Pattana continued to implement 3R measures with a focus on reducing water usage, increasing onsite water reuse and improving overall water efficiency.

## (3.2 Sustainability Report for Stakeholder in Business Value Chain, Society, and Environment)

**Reduce**

Install high-efficiency toilets to reduce the amount of water used per flush and adjust the sink valves and metering faucet cycle time to minimize water waste.

**Reuse**

To reuse water from sources other than the water authorities, we have installed rainwater tanks and condensate recovery systems (in shopping centers that have compatible systems). The water is used onsite where possible including for watering plants and floor cleaning, for example.

**Recycle**

Water recycling systems have been installed across 17 shopping centers. The treated water is used for activities such as watering plants, cleaning parking lots and toilet flushing. We have also been trialling use of recycled water to run cooling towers but found that over a period of time the performance of the cooling towers would be affected leading to higher energy usage. Despite this setback, we continue to explore new ways to improve our water recycling systems to increase the share of recycled water in our operations including utilizing ozone in the treatment of wastewater to ensure better water quality for the cooling towers.

**Efficiency**

In adapting the guidance for establishing and implementing a water efficiency management system, we have given considerations to several factors including indoor and outdoor water requirements; assessment of space requirements for water storage; costs and benefits of onsite recycling; commissioning and periodic re-commissioning within two years; and installation of water leakage detection systems (select projects), gutters with narrow openings and discharge pumps. This year, we introduced measures to improve water management and efficiency for tenants and customers. They included setting up water meters in tenant shops and stores and billing them based on their actual water usage to motivate tenants to use less water; installing water-saving faucets and motion sensor systems in restrooms; setting up drip irrigation and sprinkler systems for watering trees and shrubs around our projects to minimize water waste; selecting drought tolerant varieties to grow in our projects; and installing piping systems to supply reclaimed water for landscape maintenance and cleaning outdoor surfaces.

Due to the COVID-19 pandemic and the Thai government-mandated intermittent lockdowns of shopping centers nationwide, the water use from 38 buildings (including shopping centers and offices) managed by Central Pattana declined by 10.3% compared to 2020 levels. In 2021, our total water consumption was 7.54 mn m<sup>3</sup>. Of this, 6.92 mn m<sup>3</sup> were sourced from Metropolitan Waterworks Authority and Provincial Waterworks Authority; 0.199 mn m<sup>3</sup> were from groundwater in 5 projects; 0.424 mn m<sup>3</sup> were from reclaimed water; and 0.001 mn m<sup>3</sup> were sourced from rainwater tanks installed in 2 projects or 91.73%, 2.64%, 5.62% and 0.01% respectively. Because of the closures and implementation of our water savings initiatives, there was a significant decline in volumes of used water and wastewater going into our recycling systems, which resulted in lower production levels and efficiency.

## 2. Wastewater Management

We set out guidelines for managing and operating sewerage systems in our shopping centers, which require that wastewater produced from all activities inside our shopping centers must undergo pre-treatment or preliminary removal of wastewater or sludge constituents before being discharged to the central wastewater treatment system. The pre-treatment process comprises:

- Installation of Sequencing Batch Reactor: SBR
- Installation of deep shaft reactors, in place of primary clarifiers and aeration tanks
- After the pre-treatment, the treated wastewater is discharged into the central public wastewater treatment system.

In 2021, the net volume of treated wastewater discharged into public water resources was 4.74 mn m<sup>3</sup>. Our procedure for wastewater discharge encompasses quality control,<sup>5</sup> record keeping and reporting as well as regular maintenance of sewage treatment equipment such as piping systems, grease interceptors, wastewater pumps, ponds and aerators, in accordance with our preventive maintenance plan. Monitoring and testing of wastewater quality are carried out on a regular basis. If treated wastewater quality is found to fall below the required standards, the shopping center, which implements its own monitoring plan, will take a corrective action to identify and solve the issue to ensure that water discharges meet all applicable water quality standards and report outcome to the ISO committee at branch level.

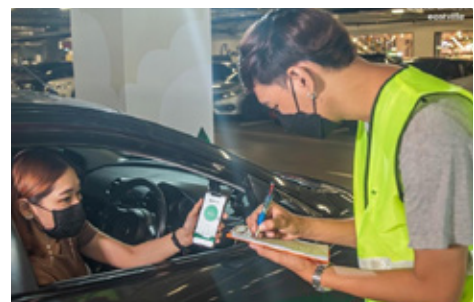
**Remarks :** <sup>5</sup> Include testing and monitoring of Biochemical Oxygen Demand: BOD, Suspended Solid: SS, Dissolved Solids: TDS, pH, Grease & Oil, on a monthly basis, conducted externally by an ISO/IEC 17025 accredited laboratory.



## 4. Waste Management





Central Pattana seeks to reduce the impact we have on the environment and have embraced circular economy principles to deliver on our zero waste-to-landfill commitment under "Journey to Zero." We set a long-term goal to reduce the amount of waste sent to landfill in half by 2025 and an annual target to achieve 15% landfill reduction in 2021 – 87% higher

and more challenging compared to our performance in 2020. Our waste management approach focuses on separation at source, processing and recycling of waste to maximize its potential benefits and engaging with key stakeholders including customers, tenants, employees and partners in the public and private sectors.



(3.2 Sustainability Report for Stakeholder in Business Value Chain, Society, and Environment)

1. Journey to Zero Performance - Customers

Plan / Project / Activity	2021 Performance
<p><b>Three-category waste sorting</b></p> <p>General waste, recyclables and hazardous waste</p>	<p><b>Design and install bin covers on four types of waste bins</b></p>  <p>Following the success of the Wed Day initiative in which four types of waste bins had been set up to encourage waste sorting among employees, we adapted the activity to engage customers in learning about waste sorting by placing the bins at the B1 floor of Central World Offices. The results showed that 60% of the waste was sorted correctly.</p> <div><div><div>60%</div><div>of the waste was sorted correctly</div></div></div>
<p><b>PET bottle recycling bins</b></p>	<p><b>PET bottle recycling bins</b></p> <p>From our implementation of a pilot initiative in 2020 to set up PET bottle recycling bins in food courts and across Central Rama 9, the results showed that customers had understanding of waste separation and 50% of the bottles were sorted correctly. Therefore, in 2021, we expanded the model and installed covers on PET bottle recycling bins at all branches. Through the initiative, 53 tons of plastic bottles were collected this year.</p> <div><div><div>50% 53</div><div>of the bottles were sorted correctly</div><div>tons of plastic bottles were collected</div></div></div>
<p><b>Styrofoam food containers</b></p> <p>Ban use of all foam containers in all food courts managed by Central Pattana</p>	<p><b>ReFun Machines</b></p> <p>Reverse vending machines for PET bottles or ReFun Machines are installed to collect empty PET bottles. Points are awarded for every bottle and can be redeemed for gifts or discount coupons for use in stores under Central Group. To date, two machines have been installed at Central World and Central World Offices. In 2021, 7,380 bottles or 170 kg of plastic waste were sent for recycling.</p> <div><div><div>170</div><div>kg of plastic waste were sent for recycling</div></div><div><div>7,380</div><div>bottles</div></div></div>

## Plan / Project / Activity

## 2021 Performance

**Three-category waste sorting**

General waste, recyclables and hazardous waste

**PET bottle recycling bins****Styrofoam food containers**

Ban use of all foam containers in all food courts managed by Central Pattana

**“Empty Bottles, Full Possibilities”**

The campaign invited the public to donate used plastic bottles, which would be recycled into PPE suits for monks and trash collectors in Samut Prakan province through “Sort Bottles to Fight COVID-19 with Wat Chak Daeng.” The campaign collected more than 80,000 bottles or 1.2 tons of plastic bottles.



Collected more than  
**80,000**  
bottles

**1.2** tons

**Plastic film**

“Plastic Film Recycling Bins by Magic Hands (Facebook: Magic Hands) to collect plastic film

Since setting up “Plastic Film Recycling Bins by Magic Hands” across 17 shopping centers, we have been expanding the initiative to our tenants as well. This year, we invited Hthai (Thailand) Co., Ltd., importer and distributor of H&M, to join us in sorting plastic film at source. Through the initiative, 8.15 tons of plastic film were collected (including plastic waste collected from tenants) - a 31% increase compared to 2020.



**8.15 31%**

tons of plastic  
film were  
collected

increase  
compared to  
2020

**E-Waste**

E-waste drop-off points to collect e-waste including mobile phones, batteries, dry batteries and gadgets, for proper disposal



**4.26**

tons of e-waste were collected  
and properly disposed

Through our continued partnership with Advanced Info Service or AIS, e-waste drop-off points have been set up across all Central Pattana projects nationwide. In 2021, a total of 4.26 tons of e-waste was collected and properly disposed of, which included one ton of e-waste collected directly through the initiative and the remaining collected from tenant bins and the three-category waste sorting initiative. The activity contributed to more than 45 tCO<sub>2</sub>eq of avoided greenhouse gas emissions.



(3.2 Sustainability Report for Stakeholder in Business Value Chain, Society, and Environment)

## Plan / Project / Activity

## 2021 Performance

**Cardboard**

Collection of cardboard to be recycled into field hospital beds for COVID-19 patients



We joined forces with SCGP and more than 10,000 tenants in our shopping centers to provide spaces for cardboard donations, to be recycled into field hospital beds for COVID patients, across 25 shopping centers nationwide. Through the project, 450 tons of cardboard were collected - of which 41 tons were through Central Pattana - exceeding the target by 112%.

41



tons of cardboard were collected through Central Pattana

**Drive & Drop Recycle Station**

Recycling stations offering reward points for gift redemption

We worked in collaboration with Recycle Day to set up Drive & Drop Recycle Stations deploying technology to motivate proper waste separation. In exchange for sorting and recycling their waste, users will receive reward points that can be redeemed for gifts or The 1 points to get special discounts or privileges from partners and stores in Central shopping centers. The initiative was piloted in November 2021 at two projects, Central Eastville and Central Si Racha. In 2021, 17.5 tons of recyclables were collected (Data from November 15 to December 31, 2021).



17.5

tons of recyclables were collected



## Plan / Project / Activity

## 2021 Performance

**“ThinkDee” Challenge for Thai Fight COVID-19**

Invite the public to donate recyclables, with the revenue from selling the waste going to support the “Help Thai Fight COVID-19” project



No. of waste collection points

**33**

We, in partnership with Central Group, encouraged the Thai public to sort two types of waste from deliveries - bottles/glass/clean containers and corrugated cartons - and drop them off at waste collection points across 33 Central shopping centers nationwide. The revenue from the sale of recyclables under the initiative will go to help Central Group's “Help Thai Fight COVID-19” project, which supports the research and development of COVID-19 vaccines by Thai researchers. The project has been extended one more year and will continue to accept donations until December 31, 2022.

## 2. Journey to Zero Performance – Tenants and Partners

## Plan / Project / Activity

## 2021 Performance

**ISO 14001 Environmental management**

Continuous process improvement from waste separation to disposal

We are progressing towards applying for an ISO 14001 certification for one additional project, Central Mahachai. To date, 31 projects have been ISO 14001 certified or 75% of the total area.



**31**

projects have been ISO 14001 certified

**LESS**

or Low Emission Support Scheme under Thailand Greenhouse Gas Management Organization (Public Organization)

For the second year, we participated in the Low Emission Support Scheme or LESS to have our GHG emission reductions of 10,554 tCO<sub>2</sub>e from three waste reduction initiatives verified and certified, which were 13 times higher than 2020 levels. The initiatives included Sorting Recyclables at Source, Composting and Animal Feed from Food Scraps.



GHG emission reductions

**10,554**

tCO<sub>2</sub>e

**13** times higher than 2020 levels

(3.2 Sustainability Report for Stakeholder in Business Value Chain, Society, and Environment)

## Plan / Project / Activity

## 2021 Performance

**Fruit and vegetable scraps and other food scraps**

Sort food scraps and fruit and vegetable scraps at source - restaurants and supermarkets - and turn them into agricultural supplies such as animal feed, fermented bio-extracts and organic fertilizers, and biogas

We continued our collaboration with Bangkok's Department of Environment and Nonthaburi Municipality Office to encourage restaurants and supermarkets across five shopping centers including Central Bangna, Central Pinklao, Central Rama 2, Central Rama 3 and Central Rattana Thibet, to sort fruit and vegetable scraps at source for processing. In 2021, 384 tons or 17% of the total organic waste (2,260 tons of food waste from food courts and Food Parks) were separated and diverted from landfill through the project.

We also partnered with Now End of Waste Co. Ltd., to deploy 'NOW Digester,' which is the same technology used in airports, leading hotels and shopping centers in Singapore and Norway that turns food waste into fertilizer in 24 hours.



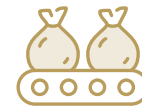
# 384

tons of the total organic waste were separated and diverted from landfill

**Source separation**

Join forces with tenants and partners to engage their employees in waste separation at source

We have expanded our partnerships with tenants and partners that are ready for adoption of circular economy principles. This included our collaborations with H&M, Uniqlo, Tops, Robinson and Bangkok's Department of Environment. Through the project, 224 tons of waste were properly sorted and recycled.



# 224

tons of waste were properly sorted and recycled

**"Sort Correctly, Get Your Rewards"**

Is a campaign to motivate sorting of waste among employees and workers in shops and organizations and across Central Pattana operations

We continued implementation of "Sort Correctly, Get Your Rewards" with tenants, food courts and workers responsible for collection and disposal of waste - offering rewards or incentives to individual workers and teams to sort and record the volume of waste they properly sorted in Central Pattana's waste management platform. Through the campaign, 51.7 tons of waste were sorted.



# 51.7

tons of waste were sorted

### 3. Journey to Zero Performance – Employees

#### Plan / Project / Activity

#### 2021 Performance

##### Journey to Zero Committee

is responsible for accelerating our waste separation and management efforts to deliver on Central Group's Journey to Zero Policy

The Journey to Zero Committee now has an expanded role with responsibilities encompassing Shared Value Co-Creation with Communities and a higher quorum number to include representatives from agencies and organizations responsible for waste management at the branch level. The Journey to Zero approach has also been rolled out in office buildings managed by Grand Canal Land Public Co. Ltd., or GLAND. Additionally, we developed a training video with interviews explaining the circular economy living model - Sampran Model - for our cleaning staff. After watching and doing the test, 85% of the attendees said they had a better understanding of the issue and were satisfied with the training.



# 85%

of the attendees were satisfied

##### Office paper waste sorting and reduction

Digitize processes with information technology to become a paperless organization

To enable digitization of our processes, we have rolled out information technology systems such as DMS or Document Management System, SI or Site Instruction, Car booking, Floorplan and Forms that replaces our paper-based audit checklists such as cashier audit checklist - resulting in a 100% reduction in paper consumption. In 2021, our total paper use declined by 11% when compared to the use in 2020. Therefore, the cumulative decline since 2020-2021 was at 47% from total use in 2019 levels.



# 100%

reduction in paper consumption

##### Upcycling waste materials

Transform waste materials through design and innovation to extend use or give a new life and function to discarded objects



We collaborated with artists to upcycle discarded event structures by adding new designs and functions to the materials. The event structures that had been used at Central World were turned into benches for g Garden, which is located in front of the Unilever building, where visitors can stop for a break and relax.

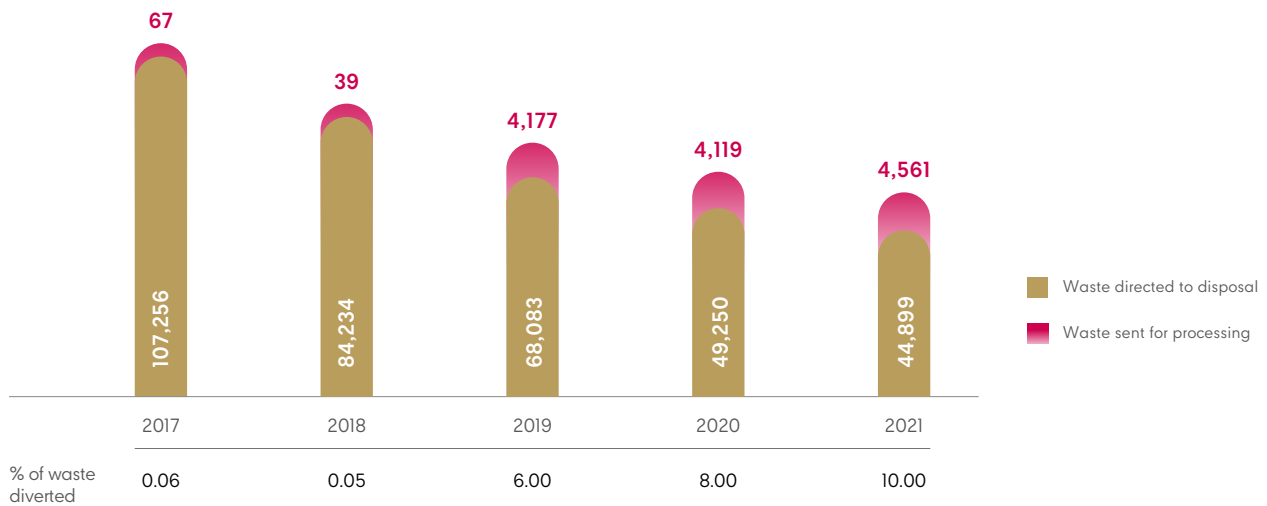
(3.2 Sustainability Report for Stakeholder in Business Value Chain, Society, and Environment)

In 2021, 44,899 tons of waste (including waste awaiting disposal at the end of December 2021) were generated by 38 shopping centers and offices - a 8% reduction from 2020 levels. Of this, 4,561 tons were sorted and diverted from entering the waste stream, 11% higher than 2020 levels, contributing to a 10% reduction in total waste taken to landfill.

**4,561** **11%**  
tons of waste were sorted and diverted  
higher than 2020 levels

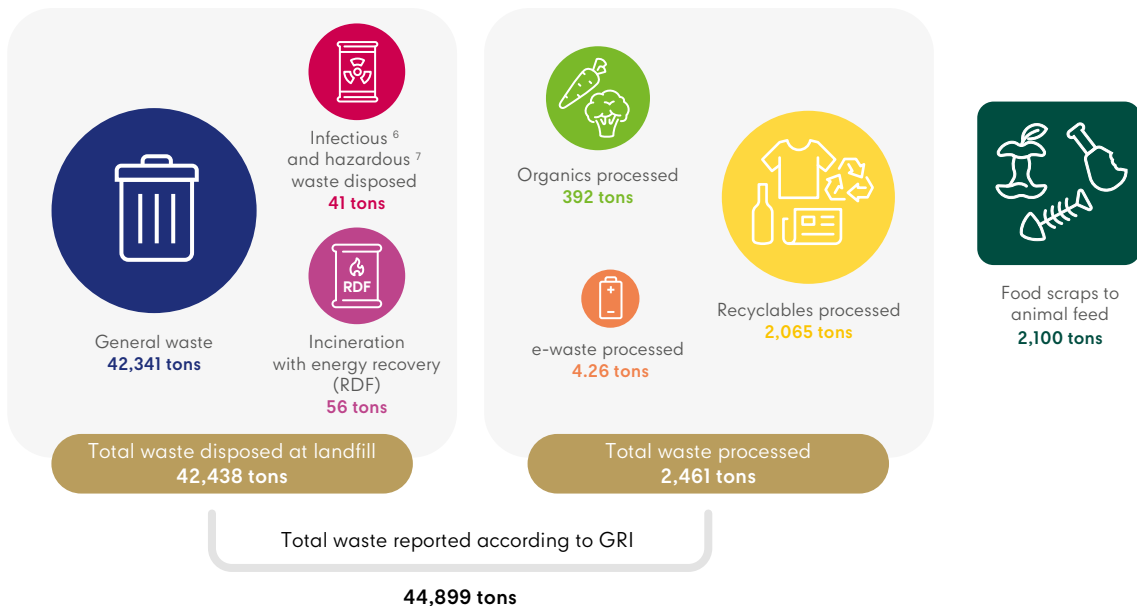
### Total Waste Generated by Shopping Centers Managed by Central Pattana

(Unit: Tons)



### Operational Waste by Stream in 2021

(Unit: Tons)



**Remarks :** <sup>6</sup> Any infectious waste produced from beauty clinics is managed by tenants who are responsible for arranging for the removal and disposal of the waste via contractors in accordance with ISO 14001.

<sup>7</sup> E.g. light bulbs, batteries, paint buckets



## 5. Air Quality

Central Pattana actively monitors and manages air quality in our shopping centers to ensure all applicable standards are met through quality control measures including testing of indoor air quality and toxic gases that can cause acute health effects. For instance, filters for fresh air systems and CO2 sensors have been installed to ensure sufficient fresh air is brought into the buildings; and if ambient air quality falls below acceptable levels, the fresh air systems would automatically shut down.

In 2021, we implemented measures to tackle the rising levels of fine particulate matter with a diameter of less than 2.5 micrometers or PM2.5 across Thailand. The particles not only pose a public health risk but have been classified as carcinogenic to humans (Group 1) by the World Health Organization (WHO). Examples of the measures deployed to ensure customer confidence include:

- Actively monitor and test indoor air quality including PM2.5 levels in all shopping centers to ensure they meet required standards.
- Set out a plan to install air quality monitors for continuous indoor air quality monitoring 24 hours per day. The measure has been embedded into our standard requirements for new developments and project renovations.
- Install MERV Filters in Outdoor Air Units: OAUs across shopping centers that are located in the northern areas and affected by smog and dust particles.
- Install MERV Filters in Outdoor Air Units: OAUs and Air Handling Units: AHUs in new developments and existing projects including Central Ayutthaya and Central Si Racha, and Central Rama 2, respectively. The measure has been embedded into our standard requirements for all shopping centers to keep indoor PM2.5 concentrations in buildings within safe limits.
- Shut off or adjust the flow rate of the fresh air systems when outdoor PM2.5 levels exceed safe limits.
- Stop the burning of incense sticks and other ritual offerings that emit fine particulate matter in projects that have a spirit house, buddha image and shrine in front of their buildings.

- Ask for customer cooperation to turn off idling engines while in the parking facilities, with security guards performing constant checks.
- Ensure proper corporate fleet maintenance and encourage employees to send their personal vehicles including motorcycles for regular inspections.
- Discourage in-person meetings and encourage remote meetings via conference call and VDO conference over satellite or over the internet.
- Reduce paper use to minimize deliveries by office messengers.
- Install ventilation fans across construction sites to protect the health and wellbeing of workers during construction.

Additionally, to manage the risk of COVID-19 transmission in shopping centers, we have installed UV-C air disinfection systems for HVAC systems, which can kill germs, bacteria, viruses, mold, yeast as well as the COVID-19 virus. The measure was embedded into our standard requirements for new developments and later expanded to existing projects as well.



(3.2 Sustainability Report for Stakeholder in Business Value Chain, Society, and Environment)



## 6. Green Building

Central Pattana incorporates Green Building frameworks and practices in the design and development of our shopping centers. They include LEED: Leadership in Energy & Environmental Design, which is established by the U.S. Green Building Council: USGBC, the evaluation criteria for ASEAN Energy Award and the Ministry of Energy's Thailand Energy Award.<sup>8</sup> Building energy and green building awards won by Central Pattana in 2021 included:

### MEA Energy Award Badges from Metropolitan Electricity Authority



Ten shopping centers located in the Metropolitan Electricity Authority's area of operation including Central World, Central Westgate, Central Chaengwattana, Central Pinklao, Central Rama 2, Central Rama 3, Central Bangna, Central Rattanathibet, Central Ramintra, Central Eastville and one office building, Central World Offices, received the MEA Energy Awards from the Metropolitan Electricity Authority. All buildings met the MEA's assessment criteria including the MEA Index: Management of Energy Achievement Index and IAQ: Indoor Air Quality.

### Thailand Energy Awards 2021

Four shopping centers received the Thailand Energy Awards in the following categories:

- Central Salaya and Central Chiang Rai - Outstanding Achievement in Conservative Energy - Designated Building
- Central Phuket Floresta - Outstanding Achievement in Conservative Energy - Energy Conservation Creative Building (New Building)
- Central Lampang - Outstanding Achievement in Energy Personnel - Energy Management Team - Designated Building

**Remark :** <sup>8</sup> The evaluation criteria for ASEAN Energy Award and Thailand Energy Award assess dimensions of eco-friendly building management including energy efficiency, reduction of greenhouse gas emissions and environmental impact, waste management, green building innovations and eco-friendly and sustainable materials.



## ASEAN Energy Awards 2021

In 2021, three shopping centers received the ASEAN Energy Awards in the following categories:

- Central Salaya - Winner in Retrofitted Building
- Central Phuket Floresta - 1<sup>st</sup> runner up in New Building
- Central Chiang Rai- 2<sup>nd</sup> runner up in Energy Management in Large Building



To date, 26 projects of Central Pattana have earned

**10**

ASEAN Energy Awards

and

**41**

Thailand Energy Awards

or

**73%**

of the projects in operation in the current year.

## Central Salaya and Sustainable Environmental Management

Central Salaya is Central Pattana's 22<sup>nd</sup> shopping center. Opened in 2014, it is a large and modern shopping center catered to increasing demand driven by the westward expansion of Bangkok - a large residential area with high population density spanning from Phutthamonthon, Nakhonchaisri, Sampran to Nakhon Pathom that is also a center of educational institutions and home to important government buildings.

### Design, Architecture and Building Materials

Bringing the outdoors inside, Central Salaya's design concept "Contemporary Botanical" showcases the cultural heritage of Salaya and Nakhon Pathom. Across the shopping center, different kinds of plants



are arranged in vertical and horizontal layers and configurations, serving as decorative elements as well as Photo Landmarks. Both the canalside houses and the building's lines take architectural inspiration from Sanam Chandra Palace and other historical landmarks in the province.

(3.2 Sustainability Report for Stakeholder in Business Value Chain, Society, and Environment)

Electricity Management

All Air Handling Units: AHUs used in Central Salaya have Variable Speed Drives: VSDs installed on the motors to adjust the input frequency in accordance with indoor air conditions. With current air-conditioning units controlling the temperature but not the relative humidity, Central Salaya has installed temperature sensors and humidity sensors in hallways and walkways to monitor indoor air quality and feed the data to the shopping center’s Building Automation System (BAS), which then sends commands to the AHUs’ VSDs or chilled water control valves. This change has reduced energy use for air-conditioning by 796,430 kWh/year and enabled the air conditioning system to maintain both temperature and %RH at appropriate levels.

With a 999.6 kWp solar rooftop power system installed, Central Salaya has been sourcing its renewable electricity onsite since 2020. The solar system generated 1,421,525 kWh of electricity in 2021 or 9.8% of the shopping center’s total electricity consumption - a reduction of GHG emissions of 678,067 tCO<sub>2</sub>eq per year.

In 2021



Solar Electricity Generation

1,421,525

kWh



Accounting for greenhouse gas emissions reduction

678,067

tCO<sub>2</sub>eq/year

Water Management

The SBR: Sequencing Batch Reactor has been installed at Central Salaya. In 2020, the shopping center received the Gold Award in Wastewater Management in a contest held by the Pollution Control Department and Environmental Offices 1-16.

At Central Salaya, treated wastewater goes through layer

filtration before it is used to water plants and in toilets and toilet fixtures where the water does not come into physical contact with customers.

In 2021



Water reuse and recycle

accounting for

22,212

m<sup>3</sup>

12%

of Central Salaya’s total water use

Waste Management

Through its participation in the “Journey to Zero” project, Central Salaya encouraged employees to stop using single-use plastics and sort their waste into three categories - general waste, recyclables and food scraps - and organized activities to offer employees rewards in exchange for recyclables.

Additionally, the shopping center invited customers, tenants and local communities to help sort waste at source into specified categories for processing or recycling to divert as much waste as possible from landfill.

Indoor Air Quality Management

Central Salaya has exhausts installed in the shopping center and actively monitors indoor and outdoor air quality on a regular basis including CO<sub>2</sub> levels and concentrations of particulate matter with a diameter of less than 10 and 2.5 micron. It has also introduced the UV-C air disinfection system for HVAC systems to manage the risk of COVID-19 transmission in the shopping center.

Green Building

In 2021, Central Salaya received the Thailand Energy Awards: Outstanding Achievement in Conservative Energy - Designated Building and won the ASEAN Energy Awards in the Retrofitted Building category.

foodwOrld@centralwOrld and G Tower Grand Rama 9 have also achieved a LEED Platinum certification in Commercial Interior Retail - Restaurant/Cafeteria and a LEED Gold for Core and Shell certification, respectively.

In addition, we have established a plan to develop our own environmental sustainability standards based on Green Building standards as part of our long-term environmental

management plans to motivate our shopping centers and to go beyond meeting required standards, we annually give Environmental Sustainability Awards to branches with outstanding environmental performance in reducing electricity and water usage, lowering greenhouse gas emissions, waste management and employee engagement since 2019. In 2021, the winner was Central Chonburi.

### Central Chonburi and Sustainable Environmental Management

#### Design, Architecture and Building Materials

Central Chonburi is our 11<sup>th</sup> shopping center. Opened in 2009, it is one of the largest shopping centers in Chonburi province and has a distinct building design that harnesses natural lighting.

#### Electricity Management

At Central Chonburi, an energy efficiency assessment of machines and equipment with significant energy uses is conducted annually to track and measure progress with energy performance indicators. The shopping center has installed an automatic ball cleaning system, which cleans off residue and prevents buildup of deposits on the chillers' condenser tubes, as well as chilled water pumps and condenser water pumps with efficiencies of over 75% to be used with high performance motors and automatic motor controllers.

With a 999.6 kWp solar rooftop power system installed, Central Chonburi has been sourcing its renewable electricity onsite since 2020. The solar system generated 1,463,597.0 kWh of electricity in 2021 or 9% of the shopping center's total electricity consumption - reduction of GHG emissions of 698,135.8 tCO<sub>2</sub> eq./year.



# 999.6

kWp solar rooftop power system installed

# 1,463,597

kWh of electricity in 2021 was generated

Accounting for GHG emissions reduction of

# 698,135.8

tCO<sub>2</sub> eq/year

(3.2 Sustainability Report for Stakeholder in Business Value Chain, Society, and Environment)

**Water Management**

Central Chonburi completed the installation of the Ultrafiltration (UF) and Reverse Osmosis (RO) systems in 2021, which enables the shopping center to use reclaimed water for many purposes including watering plants and cleaning the parking lot and flushing toilets.

**Waste Management**

Through its participation in the “Journey to Zero” project, Central Chonburi encouraged employees to stop using single-use plastics and sort their waste into three categories - general waste, recyclables and food scraps. Separated waste was sent for processing to produce Refuse Derived Fuel or RDF to maximize the diversion of waste from landfill. In 2021, 40% of the total waste generated from the shopping center was reused or recycled.

**Green Building**

Central Chonburi received the SD Environmental Awards, an internal award scheme to celebrate Central shopping centers with outstanding environmental performance across six areas of assessment: 1) GHG emissions reduction, 2) electricity use, 3) energy savings innovation, 4) water management, 5) waste management and 6) employee engagement in environmental management. Additionally, Central Chonburi, in 2017, won the Ministry of Energy's Thailand Energy Awards: Outstanding Achievement in Conservative Energy - Designated Building.

**7. Ecosystem Management and Biodiversity**

The wellbeing of people, plants and wildlife in the ecosystem is important to us. At Central Pattana, we set out a clear policy on ecosystem management and biodiversity in accordance with our Biodiversity and Zero Deforestation Policy, which is publicly available at:

**Click**

<https://www.centralpattana.co.th/storage/sustainability/cg/cg-policy/20210604-cpn-biodiversity-management-policy-en.pdf>

with guidelines expressly prohibiting development in restricted or protected areas and practices established for conducting ecological surveys and assessments with external experts and managing and preserving the ecosystems around all construction sites that are part of new developments and renovation projects. All Central Pattana projects occur outside restricted or protected areas. Before construction, we conduct Biodiversity Impact Assessment on project sites to ensure no net loss of biodiversity and ecosystem services and drive possible positive biodiversity outcomes through implementation of the mitigation hierarchy. In carrying out new developments and renovation projects in 2019-2021, there were no illegal encroachments into

protected or restricted areas and no losses in biodiversity in the project areas. Preliminary assessments were conducted in accordance with practices established by responsible agencies. For instance, we scouted and recorded perennial plants for transplanting and cats and stray dogs that were living around the projects to be rehomed.

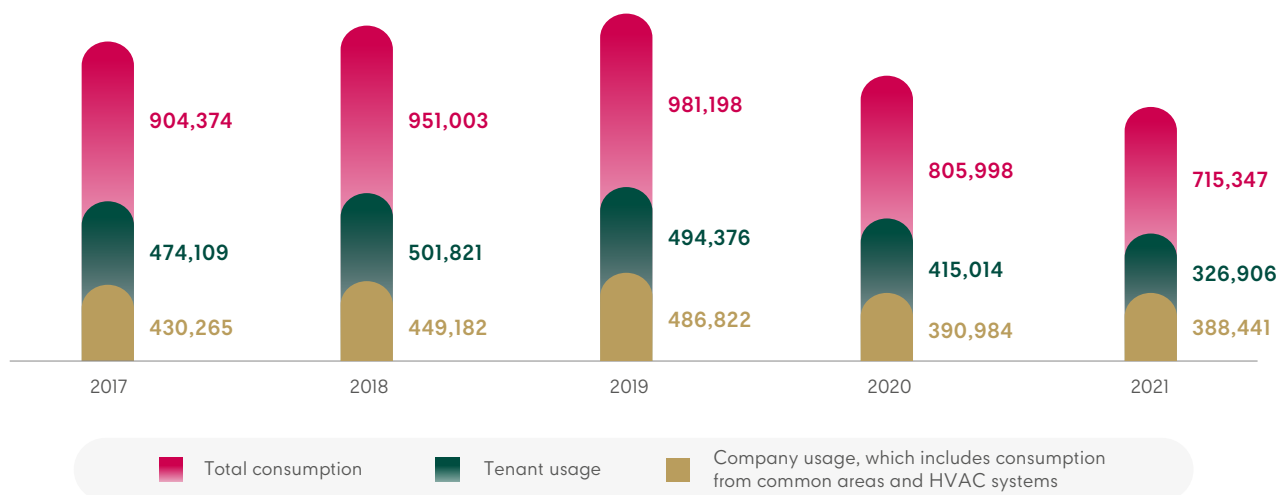
In 2021, we also focused on managing the ecosystems around the projects under landscape management giving special attention to improving water efficiency in landscape maintenance. For instance, we have rolled out installation of sprinkler systems in gardens and areas around our developments. The initiative consists of two phases - Phase 1 Rollout across 17 projects in 2021 to cover an approximate area of 77,601 sq.m. and Phase 2 Rollout across 17 more projects in 2022 to cover an approximate area of 64,721 sq.m. Additionally, we have been sourcing and planting seeds of local and native plants that require little maintenance, such as sunn hemp, sunflowers, marigolds and cosmos, to introduce more variety and colors into the landscape throughout the seasons as well as to help enrich the land and transform vacant lots into public recreation areas for customers and neighbouring communities.

## 8. Engaging Communities in Environmental Development and Management

We work to minimize negative impacts on the community and the environment in every stage from construction to operations. This includes managing and reducing dust generation, noise pollution and waste during construction and, once the projects are in operation, engaging the community to manage public water resources and waste under two Central Group projects, "Central Group Loves the Earth" and "Central Green" and participated in 60+ Earth Hour 2021. Due to the COVID-19 pandemic, we had to suspend all activities under Engaging Communities in Environmental Development and Management.

### Electricity Consumption by Activity

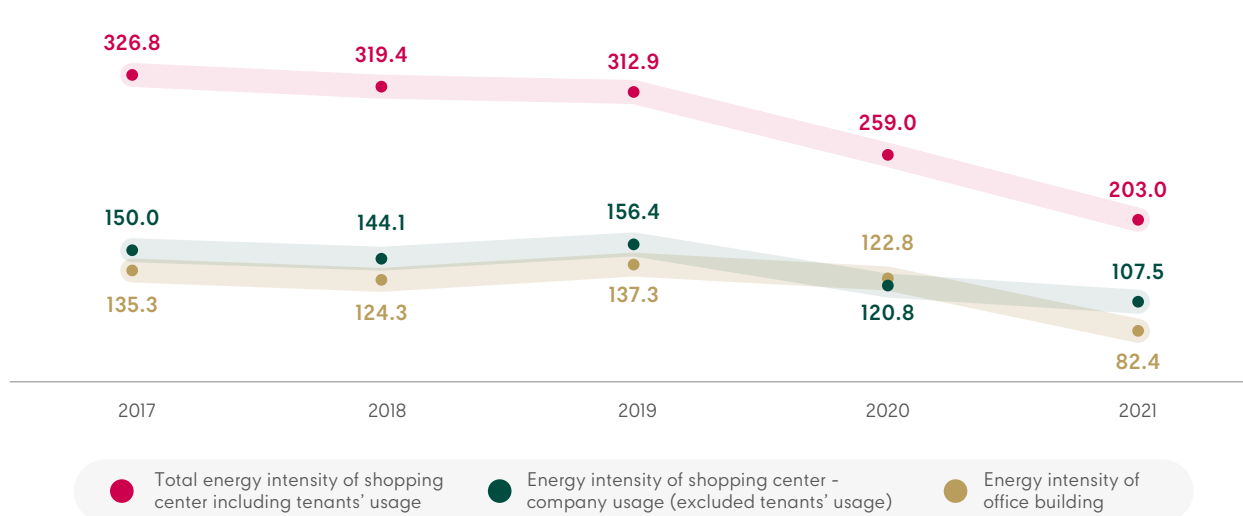
(Unit: MWh)



**Remarks :** The number of projects used in calculating annual electricity consumption during 2017-2020 is as follows: 32, 33, 34, 34 and 38, respectively. The figures include usage data from shopping centers as well as office buildings.

### Energy Intensity

(Unit: kWh/sq.m.)

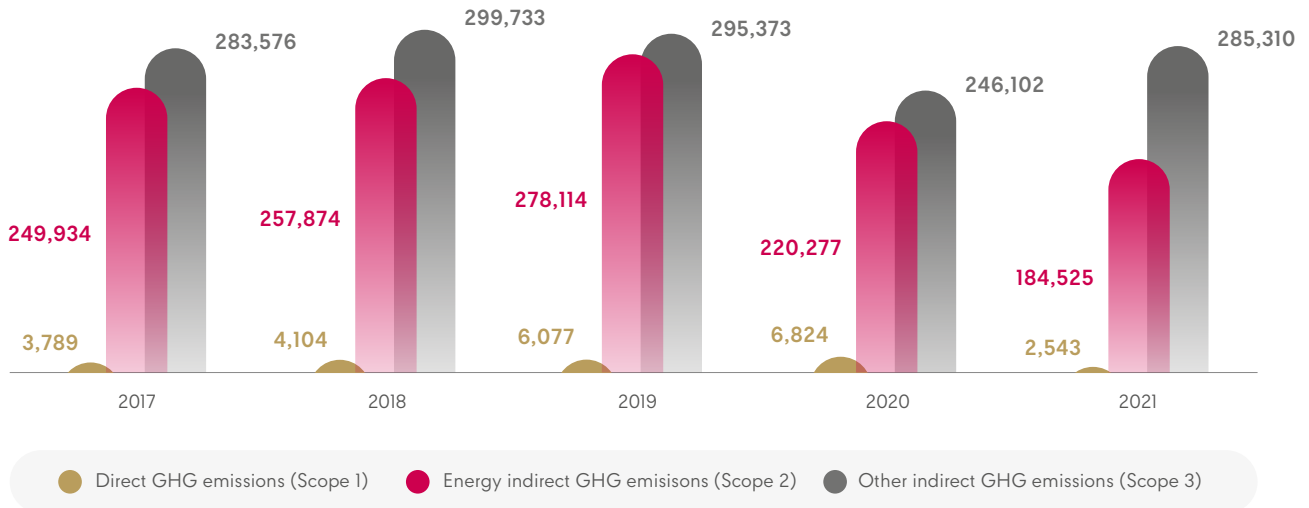


**Remarks :**

1. Include consumption data from projects that were in operation for the full calendar year and projects that did not undergo renovations. Usage by the Head Office is excluded. The number of shopping centers used in the energy intensity calculation between 2017-2021 is as follows: 28, 30, 30, 31 and 34, respectively.
2. The number of office buildings used in the energy intensity calculation between 2017-2020 is 7 while 2021's is 10.
3. The coverage is calculated based on net leasable area and common areas, in keeping with international measurement practices.

(3.2 Sustainability Report for Stakeholder in Business Value Chain, Society, and Environment)

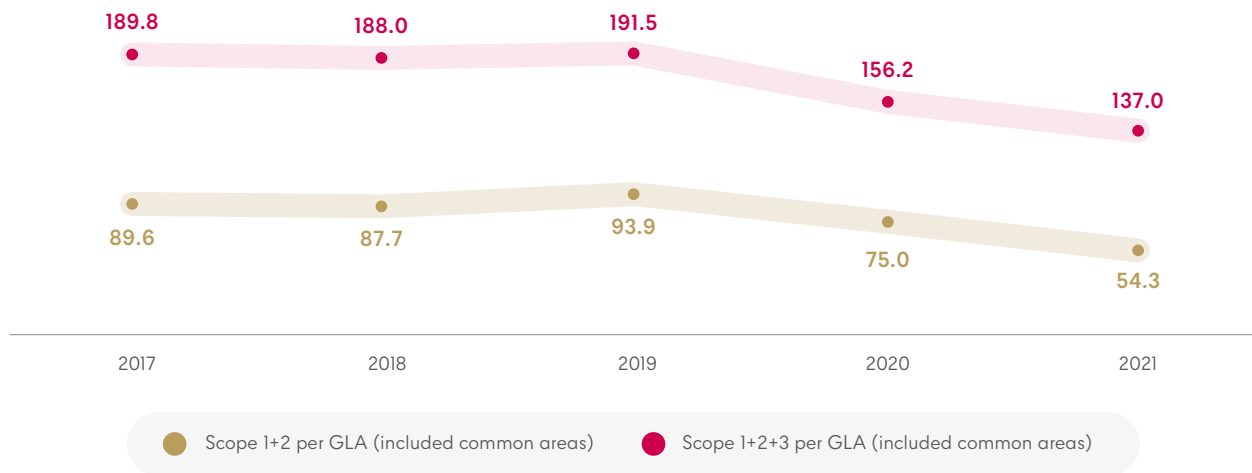
### Total Scope 1, 2 and 3 Greenhouse Gas Emissions

(Unit: tCO<sub>2</sub>eq)

**Remarks :**

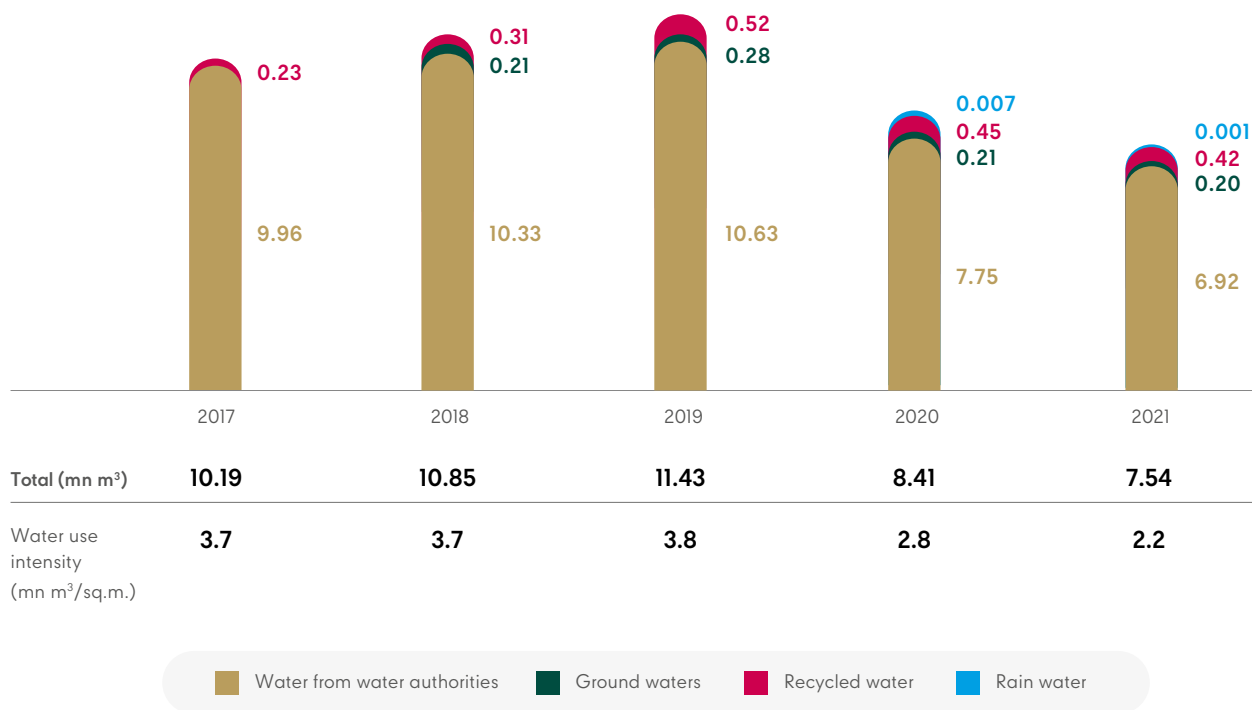
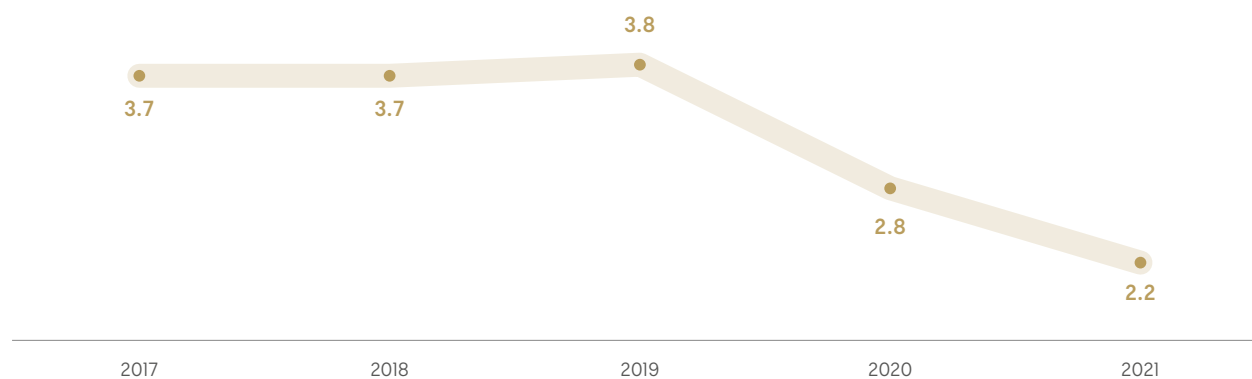
1. Total greenhouse gas emissions data include emissions from the operations of our shopping centers, office buildings and offices for rental and comprise direct emissions calculated using the operational control approach based on the 2006 Intergovernmental Panel on Climate Change (IPCC) Guidelines for National Greenhouse Gas Inventories and Thailand Greenhouse Gas Management Organization's (Public Organization) greenhouse gas emission disclosure guidelines under operation controls. In 2021, the Scope 3 is included the emissions of liquefied petroleum gas (LPG) used by tenants and waste logistics and waste disposal.
2. Emissions are calculated based on the number of projects that are in operation each year and include one office building and the Head Office. The number of projects used in the GHG emissions calculation between 2017-2021 is as follows: 34, 35, 36, 36 and 38, respectively.
3. The coverage is calculated based on net leasable area and common areas, in keeping with international measurement practices.

### Greenhouse Gas Emissions Intensity

(Unit: kgCO<sub>2</sub>eq/m<sup>2</sup>)





(3.2 Sustainability Report for Stakeholder in Business Value Chain, Society, and Environment)

**Water Use**(Unit: mn m<sup>3</sup>)**Water Use Intensity**(Unit: m<sup>3</sup> /sq.m.)**Remark :** The water use intensity was declined in 2021 due to the impact from COVID-19.

(3.2 Sustainability Report for Stakeholder in Business Value Chain, Society, and Environment)

## Sustainability Performance: Resource and Environmental Management Excellence

Topic	2021 Performance	Plan for 2022
<b>Sustainability Indicator</b> 	<ul style="list-style-type: none"> <li>Establish “electricity consumption” as a key performance indicator and target to reduce total consumption by 4% compared to 2019 levels.</li> <li>Reduce grid-purchased electricity consumption (exclude energy consumption from tenant usage) by 22.7% compared to 2019 levels.</li> </ul>	<ul style="list-style-type: none"> <li>Set a target to reduce energy intensity by 20% by 2025 compared to baseline year (2015).</li> <li>Set a target to reduce grid-purchased electricity consumption by 8% compared to 2019 levels.</li> </ul>
<b>Management Approach</b> 	<ul style="list-style-type: none"> <li>Achieved 100% Carbon Footprint for Organization (CFO) certification for 34 shopping centers, 10 office buildings and 4 Head Offices.</li> <li>Established and implemented electricity conservation measures across 26 projects, which reduced Central Pattana’s energy usage by 27,510 MWh. The total cumulative energy savings since 2015 is 83,520 MWh.</li> <li>Onsite rooftop solar power systems (solar PV) across 18 projects generated 19,317 MWh of solar electricity.</li> <li>Installed the water recycling systems at 17 shopping centers, which increased the share of water use across shopping centers to 5.6%.</li> <li>Carried out “Journey to Zero” through separating waste at source, which reduced the volume of waste sent to landfill by 4,657 tons or 10% of the total waste generated, which was a 9% more diversion compared to 2020 levels, achieving 67% of the 2021 target. (Target at 15% diversion rate from landfill)</li> <li>Achieved an ISO 14001 certification for Central Mahachai.</li> <li>Conducted sustainability assessments (environmental, social and governance) on 1,000 suppliers and contractors.</li> <li>Central Pattana recorded no significant incidents of non-compliance with environmental management best practices or leakages.</li> </ul>	<ul style="list-style-type: none"> <li>Expand the boundary of certification for Carbon Footprint for Organization (Scope 3).</li> <li>Roll out rooftop solar installations (solar PV) across seven additional projects.</li> <li>Set a target to install clean energy systems in all projects including new developments, in alignment with SDG 7.</li> <li>Set the targets to increase the share of water reuse across shopping centers to 10% in 2022 and 20% by 2025 or an equivalent of 100% water reuse in activities wherever possible.</li> <li>Achieve an ISO 14001 certification for one additional project.</li> <li>Set a target to reduce the amount of waste sent to landfill by 22% in 2022.</li> </ul>

# Management Discussion and Analysis

## 4

### Executive Summary

In 2021, Thailand economy was slightly recovered due to an impact from the strings of coronavirus disease (COVID-19) outbreak, which resulted in high numbers of daily cases and a restricted economic activity by lockdown approximately two months during the third quarter. However, after COVID situation unravel and vaccine roll-out proceeding lead to a recovery of economic activity in 4Q21 for instance, a household and private consumption and private investment were expandable along with an economic supported via government spending and export sector which majority driven by a recovery of world trade and overall economic circumstance. Nonetheless, tourism sector even now impacted from Omicron globally resulting in low foreign tourists compare to previous year while test & go was allowed since second half of the year. According to COVID outbreak situation, Thailand GDP increased 1.6%, higher than previous forecast. The Bank of Thailand still maintained the policy rate at 0.5% to stimulate the economic momentum and stabilized financial system.

The performance of Central Pattana Public Company Limited (“The Company” or “Central Pattana”) in 2021 shows total revenue of Baht 28,977 mn, a decrease of 9.6% YoY and net profit stood at Baht 7,148 mn, a decrease of 25.2% YoY. Excluding the non-recurring items and impact of financial reporting standards, total revenue and net profit decreased 8.1% YoY and 39.4% YoY, respectively mainly due to rental and services revenue in 2021 was impacted by COVID-19 all over the year and impact from lockdown measures resulting in temporary close shopping centers in high risky area approximately two months during 3Q21. However, the Company implemented an effective cost saving initiatives as planned to minimize impact on business performance and protect interests of all stakeholders.

In 4Q21, Due to festive seasons in December and ease of restriction from government sector, the Company foreseen traffic improvement in shopping center after an outbreak unravel. The Company emphasizes on “Hygiene and Safety Master Plan” to enhance cleanliness and highest safety measures for our customers and visitors. The Company has significantly concerned all stakeholders and initiated efficiency management policy in terms of maximizing cost saving and resource allocation together with manage a cashflow adequacy to operate business during uncertainty circumstance. The Company currently manages 36 shopping centers with the net leasable area (NLA) of approximately 1.86 mn sq.m.. At the end of 2021, the average occupancy rate for all domestic retail properties stood at 91%.



## Major Events in 2021

### Mitigation plan for businesses during COVID-19 pandemic situation

**Strictly comply with government restriction to control COVID-19 outbreak in high risky area and keep providing vaccination centers within shopping centers nationwide**

Since the beginning of 2021, the Company temporary closed shopping centers located in high-risk area totaling of four locations comprises Central Mahachai, Central Rayong, Central Pattaya and Central Marina since the end of last year between 7-30 days according to an announcement from government sector depends on each area then re-opening in January to February 2021. Thereafter the 3rd and 4th wave of COVID outbreak occurred during July 2021, the government announced lockdown measurement to control and reduce an outbreak in specific areas where the Company strictly comply with the provisions by temporary close shopping centers located in BMA and highly control provinces almost two months starting from July 2021 to end of August 2021. Only some certain essential businesses were allowed to operate such as Supermarket, drug stores and vaccination area while restaurants were not allowed dine-in. Delivery services and take away also were impacted by stringent measures for certain period. On September 1, 2021, the government allowed shopping center to resume its business and additionally easing other restriction of a specific business and allowed dine-in which appear a recovery. Overall traffic was explicitly improved mainly supported by a strong domestic customer base. The Company closely monitors situation and promptly adjust management strategy to operate shopping centers to attract domestic customers. In addition, the Company continue put in to practice the "Central's Hygiene and Safety Plan" to enhance cleanliness and highest safety measures to ensure customers' confident and response a "New Normal" lifestyle. Tenant's sales performance recovery was in line with traffic level on average. Furthermore, the Company allocated common area or Convention Hall of 23 shopping centers nationwide, accumulating to over 40,000 sq.m. of area, to act as vaccination centers for the citizens which in turn helps accelerate the distribution of vaccines in all regions as quickly as possible and help resuming business activities.

**Continue to provide support for impacted tenants and business partners including announcement of new business model to emphasize business ecosystem**

The Company continued tenant's relief measures by considering rent waiver during lockdown period for tenants who directly impacted and unable to operate their usual business and rent discount after easing lockdown by considering a proper rate depending on how much of the impact. The relief measures are considered based on mall traffic recovery, impacted business type and sales performance. The rent discount provided to tenant gradually reduce in 4Q21 regarding to a recovery as mentioned above.

Moreover, the Company assists tenants to access omnichannel platform namely Chat & Shop, Drive-Thru and Delivery service during lockdown. In addition, new platform such as The 1 Biz and SERVE Central Pattana were designed to facilitate our tenants via assisting them to better understand The 1 customer's behavior which encourage a new marketing campaign for direct target customers and expand customer base going forward.

**Exercise rigid cost control measures to retain company's profitability and sufficient cashflow**

The Company emphasizing on maintaining variable cost reduction initiatives constituted utilities, outsource service as well as reduce unnecessary costs at organization levels to mitigate the impact on revenue and profitability as plan under the situation that has yet to fully recover to normal levels. Furthermore, in light of the COVID-19 situation, the Company has entirely prepared its cashflow sufficiency, maintain liquidity and proper capital structure amidst uncertainty circumstance.

### Diversification into Mixed-use Development Projects

At the end of 2021, the Company has developed totaling of 22 residential projects by emphasizing on development of condominium project in area close to existing shopping center which well received a good response in terms of booking. This enhances company's leadership in Mixed-used development to sustain its revenue growth. In addition, the Company continuously develops high potential low-rise projects to response customer's New Normal lifestyle given more personal space, locate in good location, close to shopping center with full facilities. There was a plenty demand of customers to come and visit residential projects including online virtual tour. The Company launched 3 new residential projects in 4Q21 namely PHYLL PHUKET, ESCENT AVENUE RAYONG and ESCENT VILLE AYUTTHAYA.

All 22 residential projects at the end of 2021 comprise of;

**Six Condominium projects completely transferred** namely 1) ESCENT RAYONG 2) ESCENT CHIANGMAI 3) ESCENT KHONKAEN 4) ESCENT NAKHONRATCHASIMA 5) ESCENT VILLE CHIANGRAI and 6) ESCENT VILLE CHIANGMAI

**Seven Low-rise projects under selling and transfer process** namely 1) ESCENT TOWN PHITSANULOK, townhome projects 2) NINYA KALLAPAPRUEK, twin home projects 3) NIRATI CHIANGRAI 4) NIRATI BANGNA 5) NIRATI DONMUANG 6) NIYHAM BOROMRATCHACHONNANI, a single house project and 7) ESCENT AVENUE RAYONG. Each project is accumulated ample interest in terms of visitor number from potential customers both site visit and online format.

**Four Condominium projects completely built and under transfer process** namely 1) ESCENT UBONRATCHATHANI 2) ESCENT PARK VILLE CHIANGMAI 3) PHYLL PHAHOL 34 and 4) Belle Grand Rama 9

**Five Condominium projects launched for booking and under construction** namely 1) ESCENT KORAT 2) ESCENT RAYONG II 3) ESCENT HATYAI 4) PHYLL PHUKET and 5) ESCENT VILLE AYUTTHAYA which well received attentions and booking continue to increase.

Retail-led Mixed use development project recently launched on October 27, 2021 and November 30, 2021 namely Central Si Racha and Central Ayutthaya, respectively received a good response and ample interested.

### Business partnership via Joint Investment and M&A to generate long-term growth

- On May 17, 2021, the Company announced the joint investment transaction of Mixed-use development project located on Wireless Road and Soi Somkid, Bangkok. The Company joint invested in Central and Hongkong Land Company Limited ("CHKL"). The Company invested through CE Holding Company Limited, the joint venture company between the Company and Hargreaves Central Department Store Company Limited ("HCDS") and HKL (Thai Developments) with the shareholding ratio of 25: 26: 49, respectively. The joint investment has the objective to develop the mixed-use project comprises 1 retail 8th floor with total NLA of 70,000 sq.m. and 2 offices 36 floors with total NLA of 140,000 sq.m. with total investment value of

no more than Baht 13,873 mn. The project is expected to be developed in five years and will be completed approximately by 2026. The joint investment with partners who has expertise could enhance assets potential and create long-term growth going forward.

- In July 2021, Central World Company Limited, a subsidiary which the Company own 100% stake both direct and indirect has announced to entered into an agreement to purchase of common shares in Siam Future Development Public Company Limited ("SF") from Major Cineplex Group Public Company Limited and a group of major shareholders at the purchase price of BAHT 12.00 per share, amounting to BAHT 13,341 mn in total. After the

completion of the transactions, the Company proceed a mandatory tender offer for the remaining shares in SF during September 10, 2021 to October 18, 2021 at the purchase price of BAHT 12.00 per share with an approximate amount of Baht 11,191 mn. The Company received a tender share 39.98% of all issued and sold SF shares at tender period ended. The Company therefore own SF stake at 96.24% according to announcement to the Stock Exchange of Thailand on October 20, 2021. Currently, under process of planning for the delisting of Siam Future Development Public Company Limited.

- As a result of SF acquisition in 3Q21, the Company recognizes an increase in total assets of Baht 33,372 mn and increase in liabilities of Baht 7,942 mn (see details of acquisition in the Notes to Financial Statements Yearly 2021 No. 5). This investment is objectively to expand business potential into a small new retail format as well as a high potential regional mall in the long run which enhance company's competitiveness and contribute long-term shareholders' return.

### Asset Enhancement Initiatives to enhance long-term competitiveness

The ex-ISETAN department store area at Central World is currently under the renovation process by developing to multi-destination zone format, comprising a mixture of anchor and retail tenants along with new magnet brands to capture all customer demands. The Company expects the renovation to be completed and ready to open by end of 2021 to serve demand from domestic and tourist customers. Currently is under the process of negotiation with tenants who potentially interested this area.

In addition, the Company continuously renovates existing shopping centers namely, Central Rama 2 under "Destination Concept" introducing new area such as Tech space, Showcase, Little campus as well as arrange various interesting activities reflect customer's Center of Life by emphasizing new safety and hygiene experiences compatible with the "New Normal" lifestyle in current situation. The renovation area partially completed and inline as plan.

### Uphold Excellence of Business Sustainability

The Company has been selected to be a membership of Dow Jones Sustainability Indices (DJSI) during 2021. Central Pattana is the only property developer company and be one of thirteen company in Thailand that has been selected to be a membership of DJSI World for four consecutive years (2018-

2021) and DJSI Emerging Market for eight consecutive years (2014-2021) reflecting the philosophy of sustain business sense which be aware of community, environment and all stakeholders to drive a sustain social and community.



## 4.1 Analysis at Business and Financial Performance

### Summary of net leasable area and occupancy rate

	Number of projects and net leasable/salable area under CPN management as of 4Q 2021							
	Total		CPN		CPNREIT <sup>1</sup>		CPNCG <sup>2</sup>	
	No.	sq.m.	No.	sq.m.	No.	sq.m.	No.	sq.m.
Retail properties								
Shopping malls - BMA	15	935,065	15	786,192	3	148,873		
Shopping malls - Provinces <sup>3</sup>	20	846,846	20	749,071	4	97,775		
<b>Total domestic retail properties</b>	<b>35</b>	<b>1,781,911</b>	<b>35</b>	<b>1,535,263</b>	<b>7</b>	<b>246,648</b>		
Shopping malls - International	1	83,639	1	83,639				
<b>Total retail properties</b>	<b>36</b>	<b>1,865,551</b>	<b>36</b>	<b>1,618,903</b>	<b>7</b>	<b>246,648</b>		
Non-core businesses								
Office buildings	9	247,083	4	53,425	4	111,773	1	81,886
Hotels	2	563 rooms	1	257 rooms	1	304 rooms		
Residential (high rise)	15	5,950 units	15	5,950 units				
Residential (low rise)	6	1,127 units	6	1,127 units				
Assets under GLAND								
Office buildings	1	67,604	1	67,604				
Residential (high rise)	1	1,991 units	1	1,991 units				
Retail space in buildings		24,936		24,936				
Assets under SF								
Shopping malls under JV	1	166,942	1	166,942				
Retail space in buildings	18	209,674	18	209,674				

**Remarks :** <sup>1</sup> Assets under CPNREIT comprises 1) 7 shopping centers, namely Central Rama 2, Central Rama 3, Central Pinklao, Central Chiangmai Airport and Central Pattaya;

<sup>2</sup> 1 hotel, namely Hilton Pattaya and 3) 2 office buildings Pinklao Tower A & B and offices which under the management of GLAND, namely The Ninth Towers Grand Rama 9, Unilever House Grand Rama 9.

<sup>2</sup> Assets under CPNCG comprises 1 office building, namely Central World Offices

<sup>3</sup> Central Phuket, which consists of the Central Phuket Floresta and Central Phuket Festival, is counted as a single project

### Overview

The Company has four business categories under management: 1) Shopping Center and office for rent; 2) Food center services; 3) Hotel; and 4) Residential for sale which includes the properties transferred to CPN Retail Growth Leasehold REIT ("CPNREIT") and CPN Commercial Growth Leasehold Property Fund ("CPNCG") as well as properties of Grand Canal Land PCL ("GLAND"), which is company's subsidiaries and all properties under Siam Future Development ("SF").

At the end of 2021 the Company managed 36 shopping centers (15 projects in Bangkok Metropolitan Area (BMA), 20 projects in the provinces, and one project overseas), 10 office towers, 32 food centers, two hotel properties namely Centara Hotel and Convention Centre Udon Thani, Hilton Pattaya and 22 residential projects consist of 15 high-rise projects and seven low-rise projects as well as one regional mall and 18 community malls under investment through SF. At the end of 2021, the average occupancy rate of the Company's domestic shopping centers stood at 91%, slightly decreased from the same period of previous year at

## (4.1 Analysis at Business and Financial Performance)

92%. Most of the shopping centers maintained high level of occupancy rate despite most of tenants were impacted by COVID-19. The Company render an assistance to tenants by implementing remedy measure so that they could re-operate their business which resulting in maintaining mall occupancy rate.

At the end of 2021, same store rental revenue decreased approximately 6.0% YoY mainly from COVID-19 impact by providing rent discount to tenants as well as lower marketing activities and temporary close shopping centers as mentioned above. The same store rental revenue excludes that of malls under renovation during 2020 and 2021, namely Central World, Central Ladprao, Central Chonburi, Central Chiangrai, Central Phuket Festival, Central Pattaya and Central Rama 2 and new malls opened during 4Q21 namely Central Si Racha and Central Ayutthaya.

### Non-recurring items

The Company has non-recurring items in 2021 compared to the previous year as follows;

- The Company has completed the transaction of lease of assets to CPNREIT namely Central Marina with a lease tenure of 15 years ending 2035 and Central Lampang with a lease tenure of 22 years ending 2041. The Company has recognized the transaction in its consolidated financial statement as follows;
  - Revenue from assets injection to CPNREIT amounted Baht 2,667 mn which recognized under other income and Baht 533 mn of income tax expense on the revenue recognition.
  - Acquisition fee from CPNREIT amounted Baht 84 mn, recognized under other income.
- The Company received rental waiver of Hilton Pattaya from CPNREIT amount Baht 174 mn which recognized in other income.
- The Company recognized non-recurring items in other income as follows
  - The Company recognized write-off ROU and lease liability of Lampang project due to the asset transfer transaction earlier this year amount Baht 58 mn
  - The Company recognized unrealized gain from exchange rate amount Baht 111 mn
- The Company transferred units invested in CPNREIT between subsidiaries, which resulted in a recognition of deferred tax adjustment of approximately Baht 125 mn.

For the same period in the previous year, non-recurring items include:

- GLAND Office Leasehold Real Estate Investment Trust (GLANDRT) was dissolved and delisted from Stock Exchange of Thailand (GLAND has 15% ownership stake in GLANDRT) by complete assets transferred of The Ninth Towers Grand Rama 9 and Unilever House Grand Rama 9 to CPNREIT. The Company has recognized the transaction in consolidate financial statement as follows:
  - Income from GLANDRT leasehold asset divestment amount Baht 270 mn was recognized in share of profit from associated companies
  - GLANDRT dissolve expense amount Baht 227 mn was recognized in administrative expenses
  - Tax on GLANDRT dividend received amount Baht 62 mn, the final dividend payment before dissolution and delisting of the Trust
  - Commission fee on GLANDRT assets acquisition to CPNREIT amount Baht 56 mn was recognized in management income.
- The Company recognized revenue from financial lease, a one-time revenue complies with accounting standard amount Baht 2,796 mn which recognized in other income and Baht 559 mn tax is recognized in the income tax expense. The transaction does not affect the Company's cash flow.
- The Company recognized an insurance claim on Central World fire, amount Baht 280 mn.
- The Company recognized selling & administrative expense related to expense on settlement of financial instruments, which are non-recurring, amount Baht 172 mn.
- The Company recognized defer tax asset adjustment on Rama2 lease amount Baht 78 mn under income tax expense.

(4.1 Analysis at Business and Financial Performance)

### Impact from the implementation of new financial reporting standards to company's financial statement

From 2020, the Company has adopted Thai Financial Reporting Standard (TFRS16) - Leases which impacted to the financial statement in terms of differences from actual performance. An impact to statement of comprehensive profit and loss in 4Q21 and 2021 as follows;

- Impact from COVID-19 situation according to relief measure by providing rent discount to tenants as forecast, impacted directly to rental and services revenue which will be regularly recognized on straight-line amortization basis through contract remaining period amounted Baht 325 mn and Baht 65 mn of income tax expense on the rental revenue recognition. The transaction does not affect the

Company's cash flow. (see details in the Notes to Financial Statements No. 4 "Impact from COVID-19 outbreak")

- Value adjustment of financial lease The Company recognized lease receivable from financial lease with CPNREIT in 1Q20 which reflect present value at transaction date and will recognized receivable from financial lease until 2025 which will reflect the Company's cash flow that time. In 2021, the Company recognized an interest income from Rama2 lease contract amounted Baht 1,314 mn and recorded its deferred tax of Baht 268 mn in this quarter.

Overall impact of non-recurring items and TFRS16 implementation to statement of comprehensive profit and 2021 as follow;

### FY2021 Profit & Loss Statement reconciliation between F/S and core performance

Unit: MTHB	Per F/S	Adj. non-recurring	Excl. non-recurring	TFRS16 Impact	Core performance (excl. non-recurring and TFRS16)
Revenue from rental and services	22,073		22,073	(325)	21,748
Revenue from other businesses	2,767		2,767		2,767
Other Income	4,137	(3,094)	1,043		1,043
<b>Total income</b>	<b>28,977</b>	<b>(3,094)</b>	<b>25,883</b>	<b>(325)</b>	<b>25,558</b>
Cost of rental & services	12,871		12,871		12,871
Cost of other businesses	1,913		1,913		1,913
Administrative expenses	5,499		5,499		5,499
<b>Operating profit (loss)</b>	<b>8,693</b>	<b>(3,094)</b>	<b>5,599</b>	<b>(325)</b>	<b>5,274</b>
(+) Share of profit from invested co.	704		704		704
(+) Investment income	1,421		1,421	(1,341)	80
(-) Interest expense	1,790		1,790		1,790
(-) Income tax expense	1,798	(658)	1,140	(333)	806
(-) Minority interest	82		82		82
<b>Net profit to parent company</b>	<b>7,148</b>	<b>(2,436)</b>	<b>4,713</b>	<b>(1,333)</b>	<b>3,380</b>

## (4.1 Analysis at Business and Financial Performance)

**Overall Business Performance**

The following management discussion consolidate a performance of Siam Future Development into the Company financial statement. The description below excludes an impact of non-recurring items and new accounting standard (TFRS16) applied as mentioned above to the Company's best ability to reflect the financial performance based on actual business events, which may differ from the financial statements reviewed and/or audited by the auditors authorized by the Securities and Exchange Commission of Thailand (SEC).

**Total Revenue**

In 2021, the Company reported total revenue of Baht 25,558 mn, a decrease of 8.1% YoY mainly from the Company provided rent waiver and rent discount to tenants who impacted from temporary close shopping centers located in high-risk area together with refrain of marketing activities and events due to restriction in those areas.

**Total Costs**

In 2021, the Company reported total costs of Baht 14,784 mn, a decrease of 1.7% YoY mainly from overall cost declined especially an impacted shopping center and effectively manage a cost reduction to be in lined with revenue. However, in 4Q21 cost increased from festive seasons.

**Administrative Expenses**

Total administrative expenses constituted expenses on personnel, marketing & promotion, rental expense of Hilton Pattaya Hotel based on the sublet agreement with CPNREIT, office supplies, professional fees, and depreciation and amortization of office equipment and hotel properties.

In 2021, the Company reported total administrative expenses at Baht 5,499 mn, an increase of 7.1 YoY mainly attributed by marketing and administrative expenses to support economic activities and campaigns amidst the current situation, together with the public and private sectors and during festive season. The administrative expenses to total revenue ratio stood at 21.5% increased from 18.5% in previous year mainly from a decrease of overall revenue whilst administrative expenses increased. However, the Company demonstrated prudent cost control measures to be in-line with revenue to retain business normalcy in current situation.

**Gross Profit Ratio & Operating Profit Ratio**

In 2021, the gross profit ratio excluding other income, decreased to 39.7% from 43.7% in previous year. Whilst operating profit ratio decreased to 20.6% from 27.3% in previous year mainly from COVID-19 outbreak impact on revenue side higher than the same period of last year. The Company continuously encourages cost saving and lower administrative expense.

**Net Profit**

In 2021, the Company reported a net profit of Baht 3,380 mn, a decrease of 39.4% YoY mainly from impact of COVID-19 as mentioned above. Nonetheless, the Company significantly implemented cost effective management to retain normal business operation by considering all stakeholders and retain return to shareholders.

**Performance of rental and services business****Revenue from rental and services**

In 2021, the Company recorded revenue from rental and services at Baht 21,748 mn, a decrease of 8.3% YoY. mainly from temporary close shopping centers in high-risk areas as mentioned above. The rent waiver and discount were provided on case-by-case basis at a proper rate. In addition, a lower revenue derived from certain events and marketing activities in line with a specific mall where temporary close. While 4Q21 revenue from rental and services increased from fully consolidated SF quarterly performance.

**Cost of rent and services**

Costs of rent and services constituted utilities, security & cleaning services, on-site personnel, land rental, depreciation & amortization, repair & maintenance costs and insurance premium and property tax of properties owned for rental.

In 2021, the Company reported cost of rent and services at Baht 12,871 mn, a decrease of 1.4% YoY due to the following factors:

- Utility costs, a major component (accounts for approximately 30% of cost of rent and services) for shopping center operations decreased in line with security service and maintenance cost mainly from partially close some shopping centers during the period while the same period last year was a recovery cycle. Nonetheless, the Company continues to emphasize on prudent cost

management and presses on its effort to conserve energy and utilities in operations.

- Lower repair and maintenance and certain outsourced services costs in-line with the temporary close of certain shopping centers.
- In 4Q21, costs of rent and services increased due mainly to a consolidation of SF performance that in line with revenue side.

#### Gross profit of rental and services business

The gross profit ratio for the rental and services business, which is the Company's core business, stood at 40.8% decreased from 45.0% in previous year mainly from a decrease in revenue proportion higher than a decrease in cost. Nevertheless, the Company continues to implement effective and cost management and prudent cost control measures to maintain its profitability and ongoing to recover.

#### Performance of food center services business

##### Revenue from food center services

In 2021, the Company recorded revenue from food center services at Baht 325 mn, a decrease of 27.2% YoY in line with direction of the shopping center business and dine-in restriction as part of the effort to combat the COVID-19 situation.

##### Cost of food center services

In 2021, the Company reported costs of food center services at Baht 271 mn, a decrease of 10.9% YoY in line with revenue from food center services performance.

#### Gross profit of food center services business

The gross profit ratio for the food center services business stood at 16.7% decreased from 31.9% in previous year mainly from impact on revenue proportionately higher than a decrease in cost due to dine-in restriction and stringent food delivery compare to previous year.

#### Performance of hotel business

##### Revenue from hotel operations

Hotel operations are considered as a non-core business. In 2021, revenue from hotel operations was Baht 286 mn, a decrease 6.4% YoY. The quarter performance was increased from a recovery of local tourists during end of the year and relaxation of government restriction. Nonetheless, foreign tourists still unrecovered due to travel restriction from COVID-19 outbreak. 2021 performance on the other hand

revenue lower than the same period of previous year due to lessen impact of outbreak in 1Q20 which allowed foreign tourists travelling.

In 2021, an average room occupancy at Hilton Pattaya Hotel stood at 60% while occupancy rate of Centara Hotel and Convention Center Udon Thani stood at 35% due to lockdown restriction to control an outbreak while recovered in 4Q21.

#### Cost of hotel operations

In 2021, the Company reported costs of hotel operations at Baht 137 mn, a decrease of 17.7% YoY in line with revenue performance due to fully operated of hotel operations occurred both fixed and variable costs. In the meantime, both hotels maintain an effective cost control conform the changing situation.

#### Gross profit of hotel operations

The gross profit ratio for the hotel business stood at 52.3%, an increase from 45.7% in previous year reflected an effective cost management.

#### Performance of real estate business

##### Revenue from sales

In 2021, the Company recorded revenue from sales at Baht 2,156 mn, a decrease of 4.7% YoY due to a big lot transferred in 4Q20. Nonetheless, in 2021, the Company continuously transferred both low-rise and condominium projects namely NIYHAM BOROMRATCHACHONNANI, NIRATI BANGNA, ESCENT TOWN PHITSANULOK, NINYA KALLAPAPRUEK, NIRATI CHIANGRAI, Phyll Pahol 34, ESCENT Ubonratchathani, ESCENT PARK VILLE Chiangmai and Belle Grand Rama 9 in BKK which completely transferred as Company's target.

##### Cost of sales

In 2021, the Company reported costs of sales at Baht 1,506 mn, a decrease of 0.4% YoY in line with its revenue performance.

#### Gross profit of real estate business

The gross profit ratio for residential business stood at 30.1%, decreased from 33.1% in previous year mainly from the transfer attributed mostly new development in standalone land plot or projects outside of existing land bank including some discount offered to encouraging sales which achieved as plan.

## (4.1 Analysis at Business and Financial Performance)

**Capital Structure**

As of December 31, 2021, the Company reported total interest-bearing debt of Baht 79,550 mn, an increase from the balance as of December 31, 2020 of Baht 45,535 mn, mainly due to long-term borrowings from financial institutions, debenture issuance, short-term debt supporting SF acquisition transaction and debt consolidation from SF performance. Meanwhile, the weighted average financing cost as of December 31, 2021 stood at 1.65%, decrease from 2.03% as of December 31, 2020. Fixed interest rates debt comprises 44% of total interest-bearing debt, floating interest rates make up 56%.

Net interest-bearing debt to equity ratio stood at 0.91x, increased from the ratio at the end of 2020 at 0.48x. The ratio does not exceed policy level at 1 time and debt covenant at 1.75 times. The Company has a higher interest-bearing debt from debt financing to acquire SF. However, the Company emphasizes on the importance of effective management of its capital structure to be resilient towards the volatile money market and capital market, as well as maintain its financing cost at an optimum level for its businesses going forward.

**Assets Management Capability**

The Company reported the ratio of Return on Assets, Return on Fixed Assets and Assets Turnover were healthy and in line with other companies in the same industry. In 2021 those ratios mentioned reported at 2.95%, 9.17% and 0.24 times, decreased from 2020 as revenue and profit were impacted more by an outbreak compared to previous year. However, the Company well managed assets and investment in assets to be consistent with the situation.

**Credit Term**

During the COVID-19 outbreak, The Company maintains its credit term policy which allows between 1-30 days. In 2021, an average collection period was 42 days, increased from 35 days in 2020 mainly from receivables turnover ratio decreased to 8.63 times in 2021 from 10.56 times in 2020 due to on process of rent discount negotiation resulting in an increase in account receivables. The Company has not extended credit term policy, nonetheless, initiated the remedy measure by providing rent waiver and discount. In the meantime, the Company implemented the cost-effective management to manage sufficient liquidity.

**Dividend**

On February 18, 2022, the Board of Directors passed a resolution to propose to the Annual General Meeting of Shareholders (AGM) on April 22, 2022 to approve the dividend payment of Baht 0.60 per share to be paid from the 2021 net profit. The date of dividend exemption (XD) will be on March 4, 2022 and the payment date, if approved at the AGM, will be made on May 17, 2022.

**Financial Position****Total Assets**

As of December 31, 2021, the Company reported total assets at Baht 263,421 mn, an increase of Baht 41,769 mn or 18.8% from the previous year. Total assets include the following items.

**Current Assets**

Current assets consist of cash and cash equivalent, short-term investments, net trade and other accounts receivable, and real estate projects under development.

As of December 31, 2021, the Company reported current assets at Baht 23,515 mn, a decrease of Baht 250 mn or 1.1% from the previous year. Key drivers to the change are:

- A decrease in cash and cash equivalents of Baht 4,088 mn whilst short-term investments increased Baht 920 mn from net cash used in investing activities increased Baht 28,433 mn due to SF acquisition.
- An increase in real estate development for sales of Baht 1,030 mn mainly from real estate completed.
- An increase in accounts receivable of Baht 631 mn and other receivables of Baht 1,257 mn mainly from the rent discount negotiation process with tenants affected by COVID-19 situation.

**Non-current Assets**

Non-current assets consist of restricted bank deposits, investments in joint ventures and associates, long-term investment in related businesses and other businesses, deferred tax assets, investment properties, leasehold rights, goodwill and net property, plant and equipment.

As of December 31, 2021, the Company reported non-current assets of Baht 239,906 mn, an increase of Baht 42,019 mn or 21% from the previous year. Key drivers to the change are:



## (4.1 Analysis at Business and Financial Performance)

- An increase in investment in associates and joint ventures of Baht 31,799 mn mainly from investment in SF, an associated company which the Company owned controlling interests.
- An increase in investment in equity and debt instruments of Baht 441 mn.
- An increase in investment properties of Baht 6,665 mn mainly from an increase in assets grew in line with business size.
- An increase in finance lease receivable of Baht 1,754 mn which will gradually recognize the change of contract value via investment income until 2025 which will reflect the Company's cash flow that time resulting from financial lease transaction of Central Rama2 and CPNREIT in 2020.

**Total Liabilities**

As of December 31, 2021, the Company reported total liabilities of Baht 181,346 mn, an increase of Baht 36,817 mn or 25.5% from the previous year. The Company's liabilities include the following items:

**Current Liabilities**

Current liabilities consist of trade and other accounts payable, interest-bearing debt due within 1 year from both related parties and other parties, portion of advances on rental and services revenue to recognize within 1 year, portion of leasehold rights payable due within 1 year and income tax payable.

As of December 31, 2021, the Company reported current liabilities at Baht 43,492 mn, an increase of Baht 13,059 mn or 43% from the previous year. Key drivers to the change are:

- An increase in short-term interest-bearing debt and current portion of long-term loan of Baht 11,891 mn from borrowings from financial institution to manage liquidity sufficiency and support project investment plan as well as SF acquisition as mentioned earlier.
- An increase in current portion of lease liabilities in 1 year of Baht 421 mn from rental payment of leasehold assets under TFRS16 standard.
- A decrease in income tax payable of Baht 111 mn

**Non-current Liabilities**

Non-current liabilities consist of long-term interest-bearing debt, deferred tax liabilities, employee benefit obligations, accounts payable of leasehold rights, advances on rental

and services revenue, customer deposits, guarantees for leasehold rights, provision for decommissioning and restoration and lease liability (TFRS16 adoption).

As of December 31, 2021, the Company reported non-current liabilities at Baht 137,853 mn, an increase of Baht 23,757 mn or 21% from the previous year. Key drivers to the change are:

- An increase in long-term interest-bearing debt from financial institution of Baht 22,123 mn objectively to support company's investment plan and SF acquisition as mentioned earlier.
- An increase in deferred tax liabilities of Baht 891 mn mainly from loss financial lease and loss from receivables under finance lease (FS Note 27).

**Shareholders' Equity**

As of December 31, 2021, the Company reported total shareholders' equity at Baht 82,075 mn, an increase of Baht 4,952 mn or 6.4% from the previous year. Key drivers to the change are:

- An increase in unappropriated retained earnings of Baht 3,999 mn, comprises net comprehensive profit for the year at Baht 7,148 mn, net of other comprehensive income of Baht 20 mn and dividend paid during the year at Baht 3,130 mn.

## (4.2 Significant Factors that may Impact Future Business and Financial Performance)

**Liquidity and Funding Adequacy****Sources and Uses of Funds****Cashflow**

As of December 31, 2021, the Company has cash and cash equivalent balance (net of of exchange rate changes) of Baht 3,131 mn, a decrease of Baht 4,088 mn or 56.6% from the previous year. Key movements in the cash and cash equivalent are as follows:

- Cashflow from Operating Activities

In 2021, the Company receives a net operating cash inflow of Baht 7,859 mn, mainly attributed by a net profit which impacted by the COVID-19 outbreak and changes in operating assets and liabilities during the year, for example, an increase in deposits received from customers, and an increase in provisions for employee benefit paid, to name a few.

- Cashflow from Investing Activities

In 2021, the Company has a net cash outflow from investing activities at Baht 36,165 mn. The outflow mainly comprises capital expenditures (CAPEX) in SF share acquisition and development of new projects and enhancement of existing projects, as well as a proper investment in acquisition of property and equipment to

proceed normal operation under uncertainties. However, the Company recognized a proceed from sales of investment properties to CPNREIT whilst balancing business liquidity and company's performance.

- Cashflow from Financing Activities

In 2021, the Company has a net cash inflow from financing activities at Baht 26,264 mn, mainly from the net receipt on loans from financial institutions and institutional investors as part of the effective capital structure management and to support the business plan. Meanwhile, the Company recognizes cash outflow as a result of payment of lease liabilities, proceeds from loans from financial institutions and debenture issuing including interest paid and dividend paid to owners of the Company.

- Capital Expenditure

In 2021, the Company spent approximately Baht 43,000 mn of capital expenditure (CAPEX), which comprises Baht 25,500 mn for SF share acquisition, Baht 12,800 mn for land acquisition and development of new projects in the future, Baht 1,800 mn for the enhancement of existing shopping centers, Baht 2,800 mn for mixed-use development projects, such as residential development.

## 4.2 Significant Factors that may Impact Future Business and Financial Performance

**Outlook for 2022 Performance**

In 2021, the COVID-19 outbreak situation is the major external factor that impacted the Company's business and financial performances. The COVID-19 Omicron has spread out in various provinces location in Thailand since the end of the end of 2021. The pandemic cause concern a New Normal behave to people meanwhile business activity and living time in shopping center and out of home still recovered. In addition, stimulus package together with a quick vaccine roll-out proceeding and relaxation of restrictive measures will support spending and customer confident to improve. Tourism sector will gradually recover along with global economy particularly on local tourism. Hence, the Company foresees a significant recovery on its core and support business from 2021. However, Thai economy still has risk factors such as Inflation

rate increase from energy price, labor market not fully recover and high household debt level. The Company closely monitors and maintains utmost readiness to adapt its business plan to manage risks to decelerate impact on company's financial performance and able to drive long-term growth.

The Company maintains utmost readiness to adapt its business plan to the changing business and economic environment, with particular attention to cost efficiencies and perpetual review and calibrate its investment plan to maintain its cash flow and liquidity at sufficient levels to combat the COVID-19 situation whilst maintain the best interest of the stakeholders as consistently practiced.

### Five-Year Business Plan

The Company has set its five-year (2022-2026) investment plan and business objectives with the aim of preserving average revenue growth per year (CAGR) at more than 10% as originally planned, primarily driven by new mixed-use development projects, enhancement of existing shopping centers, and development of new residential projects, hotels and offices, both announced and unannounced. Furthermore, the Company prepares adequate levels of cash flow and liquidity under challenging circumstance of COVID-19 outbreak to meet its near-term and long-term objectives. Nonetheless, the Company maintains its confidence in its growth strategy under the vision of the “Center of Life”, such that its business operations will continue to be the center of happiness, create new experiences, and become the safe and health-conscious place for people in multiple communities and lifestyle preferences. The Company is studying potential new concepts to accommodate the lifestyle needs of customers and the more dynamic operations by tenants as they embrace living under the New Normal.

The Company recognizes the potential to develop mixed-use projects in the shopping center area by utilizing the existing vacant plots of land adjacent to the shopping centers, thus enhancing the value of investments in the form of residential development, office buildings and hotels, to name a few. The Company announced development plan of new projects namely Central Ayutthaya (opened in November 2021), Central Si Racha (opened in October 2021) and Central Chanthaburi (targeted opening in 2022) and Dusit Central Park (phased opening from 2024 onwards).

Furthermore, the Company continuously plan for asset enhancements and studies new development platform of unannounced assets including undeveloped land within the Company’s portfolio. The Company straight forward to develop projects such as office, hotel, residential projects under the concept of “Center of Life” to strengthen its core business. Moreover, the Company studied the M&A opportunities to invest in high growth potential assets and good return on investment as well as expand its business the Southeast Asian countries, especially Malaysia and Vietnam to access new revenue stream and accommodate its sustainable growth aspiration.



## (4.3 Financial Highlights)

## 4.3 Financial Highlights

### Statement of Comprehensive Income

	Audited					
	FY 2019		FY 2020		FY 2021	
	in Baht	%	in Baht	%	in Baht	%
<b>Revenue</b>						
Revenue from rental and services	31,843,166,597	82.5	24,848,318,512	74.9	22,072,637,629	72.6
Revenue from food center services	851,460,677	2.2	446,087,025	1.3	324,803,920	1.1
Revenue from hotel operation	1,120,527,271	2.9	306,073,926	0.9	286,493,491	0.9
Revenue from sale of real estate	2,904,236,972	7.5	2,261,550,432	6.8	2,156,075,248	7.1
Investment income	187,169,749	0.5	1,098,703,393	3.3	1,420,947,995	4.7
Revenue from insurance claim	0	0.0	0	0.0	0	0.0
Other income	1,683,415,423	4.4	4,200,381,217	12.7	4,136,574,330	13.6
<b>Total income</b>	<b>38,589,976,689</b>	<b>100.0</b>	<b>33,161,114,505</b>	<b>100.0</b>	<b>30,397,532,613</b>	<b>100.0</b>
<b>Expenses</b>						
Cost of rent and services	15,480,793,657	40.1	13,055,138,129	39.4	12,870,616,838	42.3
Cost of food center services	393,999,648	1.0	303,888,654	0.9	270,667,514	0.9
Cost of hotel operation	378,503,657	1.0	166,181,377	0.5	136,716,091	0.4
Cost of sale of real estate	1,833,045,051	4.8	1,511,846,567	4.6	1,506,102,555	5.0
Administrative expenses	6,838,814,813	17.7	5,513,877,416	16.6	5,413,946,664	17.8
<b>Total expenses</b>	<b>24,925,156,826</b>	<b>64.6</b>	<b>20,550,932,143</b>	<b>62.0</b>	<b>20,198,049,662</b>	<b>66.4</b>
<b>Operating profit</b>	<b>18,633,049,504</b>	<b>45.5</b>	<b>12,610,182,362</b>	<b>36.4</b>	<b>10,199,482,951</b>	<b>30.9</b>
<b>Share of profit (loss)</b>						
Impairment loss determined in accordance with TFRS 9			(21,644,864)	(0.1)	(85,547,945)	(0.3)
Share of profit from associates and joint ventures	1,292,258,297	3.3	1,041,591,853	3.1	703,958,648	2.3
Finance costs	(811,468,750)	(2.1)	(1,864,971,756)	(5.6)	(1,789,932,274)	(5.9)
Tax expense	(2,336,357,717)	(6.1)	(2,148,442,833)	(6.5)	(1,798,014,482)	(5.9)
<b>Profit (Loss) for the year before non-controlling interests</b>	<b>11,809,251,693</b>	<b>30.6</b>	<b>9,616,714,762</b>	<b>29.0</b>	<b>7,229,946,898</b>	<b>23.8</b>
(Profit) Loss attributable to non-controlling interests	(70,846,743)	(0.2)	(59,617,903)	(0.2)	(81,495,067)	(0.3)
Extra items : gain from debt restructuring of subsidiaries	0	-	0	-	0	-
<b>Profit attributable to owners of the parent</b>	<b>11,738,404,950</b>	<b>30.4</b>	<b>9,557,096,859</b>	<b>28.8</b>	<b>7,148,451,831</b>	<b>23.5</b>

## (4.3 Financial Highlights)

	Audited					
	FY 2019		FY 2020		FY 2021	
	in Baht	%	in Baht	%	in Baht	%
<b>Other comprehensive income</b>						
Exchange differences on translating financial statements	(176,866,113)		22,337,440		78,022,782	
Gain (loss) on investments in equity instruments designated at fair value through other comprehensive income	0		161,354,598		318,001,938	
Gain (loss) on investments in equity instruments designated at fair value through other comprehensive income	71,566,027		0		0	
Gain on measurement of financial assets	0		0		0	
Losses on remeasurements of defined benefit plans	(105,300,086)		183,692,038		396,024,720	
Total comprehensive income (loss) before non-controlling interests	11,703,951,607		9,800,406,800		7,625,971,618	
Total comprehensive income (loss) attributable to non-controlling interests	(13,105,096)		(58,934,733)		(89,264,896)	
<b>Total comprehensive income (loss) attributable to owners of the parent</b>	<b>11,690,846,511</b>		<b>9,741,472,067</b>		<b>7,536,706,722</b>	
Retained earnings - Unappropriated at 1 January	55,007,135,395		61,457,082,400		58,695,563,519	
Impact of changes in accounting policies*			(8,742,026,084)			
Changes in ownership interests in subsidiaries	(351,862,666)		0		0	
Dividends to owners of the Company	(4,936,595,279)		(3,576,589,656)		(3,129,548,625)	
Profit (Loss) for the year	11,738,404,950		9,557,096,859		7,148,451,831	
Other comprehensive income	0		0		(20,086,325)	
Retained earnings - Unappropriated at 31 December	61,457,082,400		58,695,563,519		62,694,380,400	
<b>Basic earnings per share (in Baht)</b>						
<b>Basic net profit (loss) per share</b>	<b>2.62</b>		<b>2.13</b>		<b>1.59</b>	

**Remarks :** \* From 1 January 2020, the Company has adopted Thai Financial Reporting Standard - Financial instruments group (TFRS9) which has immaterial impacted to financial position and statement of comprehensive profit and loss while Thai Financial Reporting Standard (TFRS16) impacted to statement of comprehensive profit and loss in recognition of revenue from rental and services, cost of rent and services and finance costs

## (4.3 Financial Highlights)

## Statement of Financial Position

	Audited					
	FY 2019		FY 2020		FY 2021	
	in Baht	%	in Baht	%	in Baht	%
<b>Current assets</b>						
Cash and cash equivalents	2,053,237,349	1.2	7,218,687,997	3.3	3,130,563,990	1.2
Current investments	1,001,374,831	0.6	2,006,244,162	0.9	2,926,663,869	1.1
Trade accounts receivable - net	1,355,706,522	0.8	3,571,263,150	1.6	4,202,579,635	1.6
Other receivables	3,606,333,839	2.1	1,936,040,489	0.9	3,192,604,083	1.2
Real estate projects under development	8,361,607,398	4.9	9,032,387,201	4.1	10,062,185,182	3.8
<b>Total current assets</b>	<b>16,378,259,939</b>	<b>9.6</b>	<b>23,764,622,999</b>	<b>10.7</b>	<b>23,514,596,759</b>	<b>8.9</b>
<b>Non-current assets</b>						
Restricted bank deposits	1,000,000	0.0	1,000,000	0.0	1,000,000	0.0
Investments in associates	7,357,462,849	4.3	5,730,869,437	2.6	8,180,950,973	3.1
Investments in joint ventures	4,809,159,317	2.8	2,454,331,140	1.1	31,803,016,736	12.1
Long-term investments in related parties	1,557,186,704	0.9	1,955,956,969	0.9	2,397,283,769	0.9
Other long-term investments	199,188,980	0.1	0	0.0	0	0.0
Advance payment for shares	2,309,616,000	1.4	0	0.0	0	0.0
Finance lease receivable	0	0.0	16,397,781,538	7.4	18,151,895,425	6.9
Long-term loans to related parties	5,166,689,978	3.0	932,282,123	0.4	1,053,930,759	0.4
Deferred tax assets	2,226,344,210	1.3	3,392,385,670	1.5	3,249,669,858	1.2
Investment properties	104,503,446,798	61.5	159,982,702,777	72.2	166,647,557,162	63.3
Property, plant and equipment	1,596,512,025	0.9	3,241,510,575	1.5	3,200,404,721	1.2
Goodwill	1,036,491,639	0.6	1,036,491,639	0.5	1,211,741,644	0.5
Leasehold rights	20,782,536,590	12.2	0	0.0	0	0.0
Rights for usage of assets	377,196,868	0.2	0	0.0	0	0.0
Other non-current assets	1,631,942,264	1.0	2,762,353,489	1.2	4,008,794,740	1.5
<b>Total non-current assets</b>	<b>153,554,774,222</b>	<b>90.4</b>	<b>197,887,665,357</b>	<b>89.3</b>	<b>239,906,245,787</b>	<b>91.1</b>
<b>Total assets</b>	<b>169,933,034,161</b>	<b>100.0</b>	<b>221,652,288,356</b>	<b>100.0</b>	<b>263,420,842,546</b>	<b>100.0</b>



(4.3 Financial Highlights)

## Statement of Financial Position

	Audited					
	FY 2019		FY 2020		FY 2021	
	in Baht	%	in Baht	%	in Baht	%
<b>Current liabilities</b>						
Short-term loans from financial institutions	4,970,000,000	2.9	11,732,000,000	5.3	17,660,000,000	6.7
Trade accounts payable	1,694,324,758	1.0	664,209,803	0.3	707,578,548	0.3
Other payables	5,563,848,687	3.3	4,735,459,189	2.1	5,551,288,230	2.1
Current portion of lease liabilities	0	0.0	2,415,099,679	1.1	2,836,121,628	1.1
Short-term loans from related parties	125,761,218	0.1	226,249,340	0.1	298,826,399	0.1
Short-term loans from other parties	0	0.0	0	0.0	0	0.0
Current portion of long-term loans	3,769,203,285	2.2	6,172,903,428	2.8	12,136,293,837	4.6
Current portion of lease liabilities	0	0.0	0	0.0	0	0.0
Current portion of advance received from rental and service income	1,842,399,134	1.1	1,905,361,362	0.9	1,872,628,182	0.7
Income tax payable	921,155,034	0.5	483,540,665	0.2	372,884,208	0.1
Contractor payables	2,188,285,081	1.3	2,098,047,208	0.9	2,056,566,410	0.8
<b>Total current liabilities</b>	<b>21,074,977,197</b>	<b>12.4</b>	<b>30,432,870,674</b>	<b>13.7</b>	<b>43,492,187,442</b>	<b>16.5</b>
<b>Non-current liabilities</b>						
Long-term loans from related parties	692,724,451	0.4	724,338,063	0.3	930,608,387	0.4
Other long-term loans	24,470,814,350	14.4	27,630,459,673	12.5	49,753,349,394	18.9
Lease liabilities	0	0.0	43,486,788,889	19.6	44,423,114,167	16.9
Accounts payable for leasehold rights	0	0.0	0	0.0	0	0.0
Deferred tax liabilities	1,974,785,570	1.2	2,623,959,102	1.2	3,514,563,266	1.3
Non-current provisions for employee benefits	649,366,793	0.4	730,904,814	0.3	853,084,892	0.3
Advance received from rental income	32,292,675,950	19.0	30,649,055,873	13.8	29,794,921,710	11.3
Deposits received from customers	8,027,661,841	4.7	7,865,714,904	3.5	8,254,646,646	3.1
Provision for long-term liabilities	287,057,469	0.2	384,188,218	0.2	324,005,272	0.1
Guarantees received for leasehold rights	707,362	0.0	0	0.0	0	0.0
Other non-current liabilities	0	0.0	707,362	0.0	5,167,400	0.0
<b>Total non-current liabilities</b>	<b>68,395,793,786</b>	<b>40.2</b>	<b>114,096,116,898</b>	<b>51.5</b>	<b>137,853,461,134</b>	<b>52.3</b>
<b>Total liabilities</b>	<b>89,470,770,983</b>	<b>52.7</b>	<b>144,528,987,572</b>	<b>65.2</b>	<b>181,345,648,576</b>	<b>68.8</b>

## (4.3 Financial Highlights)

## Statement of Financial Position

	Audited					
	FY 2019		FY 2020		FY 2021	
	in Baht	%	in Baht	%	in Baht	%
<b>Equity</b>						
Share capital						
Authorised share capital*	2,244,000,000		2,244,000,000		2,244,000,000	
Issued and paid-up share capital	2,244,000,000	1.3	2,244,000,000	1.0	2,244,000,000	0.9
Premium on ordinary shares	8,558,557,850	5.0	8,558,557,850	3.9	8,558,557,850	3.2
Retained earnings						
Legal reserve	224,400,000	0.1	224,400,000	0.1	224,400,000	0.1
Unappropriated	61,457,082,400	36.2	58,695,563,519	26.5	62,694,380,400	23.8
Treasury shares	0	0.0	(761,216,026)	(0.3)	(761,216,026)	(0.3)
Other components of equity	(355,632,169)	(0.2)	(171,256,961)	(0.1)	142,059,680	0.1
Non-controlling interests	8,333,855,097	4.9	8,333,252,402	3.8	8,973,012,066	3.4
<b>Total equity</b>	<b>80,462,263,178</b>	<b>47.3</b>	<b>77,123,300,784</b>	<b>34.8</b>	<b>82,075,193,970</b>	<b>31.2</b>
<b>Total liabilities and equity</b>	<b>169,933,034,161</b>	<b>100.0</b>	<b>221,652,288,356</b>	<b>100.0</b>	<b>263,420,842,546</b>	<b>100.0</b>

**Remarks :** \* From 1 January 2020, the Company has adopted Thai Financial Reporting Standard - Financial instruments group (TFRS9) which has immaterial impacted to financial position and statement of comprehensive profit and loss while Thai Financial Reporting Standard (TFRS16) additionally recognized finance lease receivable, lease liabilities as well as retain earnings adjusted to statement of financial position

(4.3 Financial Highlights)

## Statement of Cash Flows

	Audited					
	FY 2019		FY 2020		FY 2021	
	in Baht	%	in Baht	%	in Baht	%
<b>Cash flows from operating activities</b>						
Profit for the year	11,809,251,693	66.5	9,616,714,762	123.9	7,229,946,898	92.0
Adjustments to reconcile profit (loss)						
Real estate projects under development decrease from transfer to cost of sale	1,833,045,051	10.3	1,511,846,567	19.5	1,506,102,555	19.2
Depreciation and amortisation expenses	7,116,898,885	40.0	7,906,273,454	101.9	8,124,220,923	103.4
Investment income	(187,169,749)	(1.1)	(1,098,703,393)	(14.2)	(1,420,947,995)	(18.1)
Finance costs	811,468,750	4.6	1,864,971,756	24.0	1,789,932,274	22.8
(Reversal of) impairment loss recognised in profit or loss	(15,505,315)	(0.1)	21,644,864	0.3	85,547,945	1.1
Write-off of investment properties	56,981,896	0.3	108,111	0.0	20,260,411	0.3
Gain on sale of other non-current financial assets - investments in equity instruments	(48,941,617)	(0.3)	0	0.0	0	0.0
Gain on sale of other current financial assets - investments in debt instruments	(6,773,793)	(0.0)	(12,136,830)	(0.2)	(2,953,463)	(0.0)
(Gain) loss on sales of assets	(1,651,964)	(0.0)	(2,569,655,733)	(33.1)	(2,671,889,172)	(34.0)
Recognition of advance received from rental income	(1,878,052,127)	(10.6)	(2,371,297,395)	(30.6)	(1,501,749,784)	(19.1)
Non-current provisions for employee benefits	201,691,121	1.1	89,869,818	1.2	120,779,604	1.5
Share of profit of associates and joint ventures accounted for using equity method	(1,295,501,982)	(7.3)	(1,041,591,853)	(13.4)	(703,958,648)	(9.0)
Unrealised (gain) loss on exchange rate	33,609,677	0.2	(1,564,287)	(0.0)	22,373,036	0.3
Unrealised loss from financial instruments	192,118,451	1.1	82,156,104	1.1	(17,890,123)	(0.2)
Tax expense	2,336,357,717	13.1	2,148,442,833	27.7	1,798,014,482	22.9
Rental discount from lessor					(174,144,646)	(2.2)
	<b>20,957,826,694</b>	<b>117.9</b>	<b>16,147,078,778</b>	<b>208.0</b>	<b>14,203,644,297</b>	<b>180.7</b>
<b>Changes in operating assets and liabilities</b>						
Trade accounts receivable	(61,576,100)	(0.3)	(2,237,201,492)	(28.8)	(716,864,430)	(9.1)
Other receivables	(557,802,649)	(3.1)	1,359,658,505	17.5	(1,583,898,807)	(20.2)
Real estate projects under development	(1,981,901,213)	(11.2)	(2,075,105,779)	(26.7)	(2,320,008,011)	(29.5)
Other non-current assets	614,300,093	3.5	(1,934,017,910)	(24.9)	(1,174,760,421)	(14.9)
Trade accounts payable	(200,036,003)	(1.1)	(783,153,269)	(10.1)	(144,006,721)	(1.8)
Other payables	(719,231,428)	(4.0)	(1,265,459,390)	(16.3)	563,350,740	7.2
Advance received from rental income	1,982,646,600	11.2	790,639,546	10.2	614,882,441	7.8
Deposits received from customers	335,141,886	1.9	(161,946,937)	(2.1)	(388,931,743)	(4.9)
Finance lease receivable	0	0.0	0	0.0	12,468,488	0.2
Provisions for employee benefit paid	(13,653,850)	(0.1)	(8,331,798)	(0.1)	(66,895,946)	(0.9)
Tax paid	(2,584,463,889)	(14.5)	(2,070,794,583)	(26.7)	(1,139,977,119)	(14.5)
<b>Net cash from operating activities</b>	<b>17,771,250,141</b>	<b>100.0</b>	<b>7,761,365,671</b>	<b>100.0</b>	<b>7,859,002,768</b>	<b>100.0</b>

## (4.3 Financial Highlights)

## Statement of Cash Flows

	Audited					
	FY 2019		FY 2020		FY 2021	
	in Baht	%	in Baht	%	in Baht	%
<b>Cash flows from investing activities</b>						
Interest received	41,234,236	(0.3)	45,657,261	(0.6)	58,532,413	(0.2)
Dividends received	1,053,942,734	(6.6)	939,833,294	(12.2)	517,277,231	(1.4)
(increase) decrease in other current financial assets	(947,371,608)	6.0	(993,414,399)	12.8	(914,783,919)	2.5
Acquisition of investments in subsidiaries, associates and joint ventures	(2,126,027,397)	13.4	(108,358,000)	1.4	(8,937,965,576)	24.7
Advance payment for shares	(2,309,616,000)	14.5	0	0.0	0	0.0
Proceeds from disposal and redemption of investment in subsidiaries and associates	0	0.0	683,683,536	(8.8)	0	0.0
Acquisition of other long-term investments in related parties	(98,298,426)	0.6	0	0.0	0	0.0
Proceeds from sale of long-term investments in related parties	560,349,250	(3.5)	0	0.0	(100,722,057)	0.3
Repayments of loans to related parties	(551,299,493)	3.5	(568,731,667)	7.4	(144,393,000)	0.4
Proceeds from repayment of loans to related parties	0	0.0	169,810,000	(2.2)	17,250,000	(0.0)
Acquisition of investment properties	(6,282,122,909)	39.5	(6,430,363,103)	83.2	(6,018,896,508)	16.6
Acquisition of property and equipment	(211,075,777)	1.3	(468,160,473)	6.1	(501,906,944)	1.4
Acquisition of intangible assets	(3,676,086)	0.0	(15,569)	0.0	(10,784,947)	0.0
Acquisition of leasehold rights	(3,290,602,281)	20.7	0	0.0	0	0.0
Proceeds from sale of leasehold rights and investment properties	136,554,305	(0.9)	300,292,018	(3.9)	6,104,298,318	(16.9)
Advance payment for purchase of investment properties and leasehold rights	(228,220,975)	1.4	(280,287,223)	3.6	(376,575,648)	1.0
Repayment of accounts payable for leasehold rights	(418,017,667)	2.6	0	0.0	0	0.0
Repayment of contractor payables	(1,221,972,671)	7.7	(1,022,186,363)	13.2	(1,326,338,133)	3.7
Acquisition of subsidiaries, net of cash acquired					(24,529,941,629)	67.8
<b>Net cash (used in) investing activities</b>	<b>(15,896,220,765)</b>	<b>100.0</b>	<b>(7,732,240,688)</b>	<b>100.0</b>	<b>(36,164,950,399)</b>	<b>100.0</b>

(4.3 Financial Highlights)

## Statement of Cash Flows

	Audited					
	FY 2019		FY 2020		FY 2021	
	in Baht	%	in Baht	%	in Baht	%
<b>Cash flows from financing activities</b>						
Proceeds from restricted bank deposits	10,222,888	(0.4)	0	0.0	0	0.0
Interest paid	(966,667,807)	36.3	(775,941,165)	(15.2)	(837,331,267)	(3.5)
Proceeds from loans from financial institutions and institutional investors	32,638,778,000	(1,224.3)	49,094,000,000	960.0	79,929,843,836	329.4
Repayments of loans from financial institutions and institutional investors	(29,826,878,273)	1,118.8	(36,760,203,285)	(718.8)	(49,441,348,314)	(203.8)
Proceeds from loans from related parties	1,228,327,392	(46.1)	115,350,000	2.3	258,084,344	1.1
Repayments of loans from related parties	(330,000,000)	12.4	0	0.0	0	0.0
Payment of lease liabilities	(2,709,608)	0.1	(2,164,921,112)	(42.3)	(2,301,578,732)	(9.5)
Payment of changes in ownership interest in subsidiaries without a change in control	(24,616,290)	0.9	0	0.0	(207,111,130)	(0.9)
Payment to owners to acquire the entity's shares	0	0.0	(761,216,026)	(14.9)	0	0.0
Dividends paid to owners of the Company	(5,014,931,019)	188.1	(3,633,080,187)	(71.0)	(3,136,363,518)	(12.9)
Proceeds from issuance of ordinary shares of subsidiaries to non-controlling interests	(377,481,898)	14.2	0	0.0	0	0.0
<b>Net cash from (used in) financing activities</b>	<b>(2,665,956,615)</b>	<b>100.0</b>	<b>5,113,988,225</b>	<b>100.0</b>	<b>24,264,195,219</b>	<b>100.0</b>
<b>Increase (decrease) in cash and cash equivalents</b>						
- Net	(790,927,239)		5,143,113,208		(4,041,752,412)	
Cash and cash equivalents at 1 January	3,021,030,701		2,053,237,349		7,218,687,997	
Exchange differences on translating foreign operations	(176,866,113)		22,337,440		(46,371,595)	
<b>Cash and cash equivalents at 31 December</b>	<b>2,053,237,349</b>		<b>7,218,687,997</b>		<b>3,130,563,990</b>	

## (4.3 Financial Highlights)

## Financial Ratios

As at 31 December	2019	2020	2021
<b>Liquidity Ratio</b>			
Current ratio (times)	0.78	0.78	0.54
Quick ratio (times)	0.21	0.42	0.23
Cash flow ratio (times)	0.78	0.30	0.21
Receivables turnover <sup>5</sup> (times)	27.06	10.56	8.63
Average collection period (days)	13	35	42
Account payable turnover (times)	8.11	11.07	18.76
AP conversion period (days)	45	33	19
Cash conversion cycle <sup>3</sup> (days)	(32)	2	23
<b>Profitability Ratio</b>			
Gross profit margin <sup>1</sup> (%)	52.53%	47.53%	42.88%
Operating profit margin <sup>1</sup> (%)	35.06%	32.13%	24.51%
Non-operating profit to total revenue <sup>4</sup> (%)	8.24%	19.78%	21.61%
Cash flow to operating profit (%)	133.01%	84.29%	123.91%
Net profit margin <sup>1</sup> (%)	29.36%	23.55%	16.83%
Return on equity <sup>2</sup> (%)	17.03%	13.56%	10.08%
<b>Efficiency Ratio</b>			
Return on assets (%)	7.08%	4.88%	2.95%
Return on fixed assets (%)	17.45%	12.97%	9.17%
Assets turnover (times)	0.23	0.16	0.12
<b>Financial Policy Ratio</b>			
Liabilities to equity ratio (times)	1.11	1.87	2.21
Net interest-bearing debt to equity ratio (times)	0.38	0.48	0.91
Interest coverage ratio (times)	21.18	22.06	17.28
Net Interest bearing debt to EBITDA (times)	1.66	2.72	5.58
Debt service coverage ratio (times)	2.31	0.94	0.48
Dividend payout ratio (%)	30.47%	32.75%	37.53%

**Remarks :** <sup>1</sup> Gross profit margin, Operating profit margin and Net profit margin were calculated by excluding investment income and non-recurring items

<sup>2</sup> Return on equity was calculated by excluding non-controlling interests in subsidiaries

<sup>3</sup> Cash conversion cycle was calculated from Average collection period subtract AP conversion period excludes average inventory days due to nature of business

<sup>4</sup> Other revenue proportion consists of other revenue, share of profits from associated and joint ventures, investment income

<sup>5</sup> Average receivables turnover in 2021, the calculation of receivables is not included accrued income under operating leases from third parties and related parties in order to exclude accounting impact from TFRS16 standard





# General Information and Other Information

# 5

## 5.1 General Information and Reference Persons

### Other Information and Reference Persons

Central Pattana Public Company Limited	
<b>Location</b>	32 <sup>nd</sup> Floor, Central World Offices, 999/9 Rama I Road, Patumwan Sub-District, Patumwan District, Bangkok 10330, Thailand
<b>Telephone</b>	+66 (0) 2667 5555
<b>Corporate Website</b>	www.centralpattana.co.th
<b>Registration No.</b>	0107537002443
<b>Establishment</b>	June 17, 1980
<b>Listed on the Stock Exchange of Thailand (SET)</b>	March 1, 1995
<b>Business Overview</b>	Develop and invest in retail property for rent comprising large-scale shopping centers and other related and supportive businesses, such as office buildings, hotels, residential development and food court. In addition, the Company invests in CPN Commercial Growth Leasehold Property Fund (CPNCG) and CPN Retail Growth Leasehold REIT (CPNREIT), and is the property manager and REIT manager.
<b>Contacts</b>	<p><b>Company Secretary</b> Telephone : +66 (0) 2667 5555 Ext. 1665 1684 1685 1686 and 1687 Email : co.secretary@centralpattana.co.th</p> <p><b>Investor Relations</b> Telephone : +66 (0) 2667 5555 Ext. 1614 1632 and 1688 Email : ir@centralpattana.co.th</p>
<b>Shareholders' Meeting</b>	The Annual General Meeting (AGM) will be held on April 22, 2022 at 2.00 p.m. via electronics means (E-AGM).

## 5.2 Other Information

### Investor Relations Activities for 2021

Date	Events
January 8, 2021	"DBS Vickers Pulse of Asia Conference", organized by DBS Vickers Securities (Thailand) (Virtual Meeting Format)
January 25, 2021	"J.P. Morgan's Thailand Conference", organized by JP Morgan Securities (Thailand) (Virtual Meeting Format)
February 4, 2021	"Finansia Online Investment Conference 2021", organized by Finansia Syrus Securities (Virtual Meeting Format)
February 19, 2021	FY2020 Financial Result Meeting, organized by Central Pattana (Virtual Meeting Format)
February 25, 2021	Analyst Briefing FY2021, organized by Central Pattana (Virtual Meeting Format)
March 1, 2021	"Virtual ASEAN STAR Corporate Day", organized by Morgan Stanley (Virtual Meeting Format)
March 2, 2021	"Thailand Investment Conference", organized by BofA Securities (Virtual Meeting Format)
March 3, 2021	Opportunity Day for full year performance (prior year), organized by The Stock Exchange of Thailand (Virtual Meeting Format)
March 25, 2021	"SET Digital Roadshow", organized by The Stock Exchange of Thailand (Virtual Meeting Format)
March 31, 2021	"CITIC CLSA ASEAN Conference" organized by CLSA Securities (Thailand) (Virtual Meeting Format)
April 2, 2021	"CGS-CIMB Consumer Day 2021" organized by CGS-CIMB Securities (Thailand) (Virtual Meeting Format)
April 30, 2021	The Annual General Meeting via electronics means (E-AGM)
May 17, 2021	1Q21 Financial Result Meeting, organized by Central Pattana (Virtual Meeting Format)
May 19, 2021	Analyst Briefing 1Q21, organized by Central Pattana (Virtual Meeting Format)
May 24, 2021	"Asia Consumer 1x1 Forum 2021" organized by JP Morgan Securities (Thailand) (Virtual Meeting Format)
May 25, 2021	"2021 APAC Conference" organized by BofA Securities (Virtual Meeting Format)
May 27, 2021	Opportunity Day for first quarter performance, organized by The Stock Exchange of Thailand (Virtual Meeting Format)
June 16, 2021	"Consumer Day 2H21 Outlook", organized by Kiatnakin Phatra Securities (Virtual Meeting Format)
June 17, 2021	"OneASEAN Virtual Conference 2021", organized by UBS Securities (Thailand) (Virtual Meeting Format)
June 30, 2021	"Virtual Flagship ASEAN Conference", organized by JP Morgan Securities (Virtual Meeting Format)
July 5, 2021	"KS C-Series", organized by Kasikorn Securities (Virtual Meeting Format)
July 8, 2021	"Thailand Property & REIT Conference", organized by DBS Vickers Securities (Thailand) (Virtual Meeting Format)
August 10, 2021	2Q21 Financial Result Meeting, organized by Central Pattana (Virtual Meeting Format)
August 13, 2021	Analyst Briefing 2Q21, organized by Central Pattana (Virtual Meeting Format)
August 19, 2021	Opportunity Day for 2 <sup>nd</sup> quarter performance, organized by The Stock Exchange of Thailand (Virtual Meeting Format)

## (5.2 Other Information)

Date	Events
August 27, 2021	"Thailand Focus 2021", organized by The Stock Exchange of Thailand (Virtual Meeting Format)
September 1, 2021	"ASEAN Franchises", organized by HSBC Securities (Singapore) (Virtual Meeting Format)
September 8, 2021	"Jefferies Asia Forum", organized by Jefferies and Tisco Securities (Virtual Meeting Format)
September 15, 2021	"28 <sup>th</sup> Annual CITIC CLSA Flagship Investors' Forum 2021", organized by CLSA Securities (Thailand) (Virtual Meeting Format)
September 20, 2021	"Thai Reopening Forum", organized by JP Morgan Securities (Thailand) (Virtual Meeting Format)
October 18, 2021	"Asian Gems E-Conference 2021", organized by UOB Securities (Thailand) (Virtual Meeting Format)
November 8, 2021	3Q21 Financial Result Meeting, organized by Central Pattana (Virtual Meeting Format)
November 11, 2021	Analyst Briefing 3Q21, organized by Central Pattana (Virtual Meeting Format)
November 16, 2021	"Thailand Corporate Day 2021", organized by UBS Securities (Thailand) (Virtual Meeting Format)
November 17, 2021	Opportunity Day for 3 <sup>rd</sup> quarter performance, organized by The Stock Exchange of Thailand (Virtual Meeting Format)
November 25, 2021	"SET Digital Roadshow", organized by The Stock Exchange of Thailand (Virtual Meeting Format)
December 1, 2021	"The Central Group Day", organized by CLSA Securities (Thailand) (Virtual Meeting Format)

## Financial Calendar for 2022

Financial Calendar	Month (Tentative)
Announcement of full year financial results (prior year)	February
Analyst Meeting for full year performance, organized by Central Pattana	February
Analyst Meeting for full year performance (prior year) (Opportunity Day) organized by The Stock Exchange of Thailand	February
The closing date of the shareholders registration book for the rights to attend the AGM	March
The Annual General Meeting of the Shareholders	April
Dividend payment for prior year performance	May
Announcement of first quarter financial results	May
Analyst Meeting for first quarter performance, organized by Central Pattana	May
Analyst Meeting for first quarter performance (Opportunity Day) organized by The Stock Exchange of Thailand	May
Announcement of second quarter financial results	August
Analyst Meeting for second quarter performance, organized by Central Pattana	August
Analyst Meeting for second quarter performance (Opportunity Day) organized by The Stock Exchange of Thailand	August
Announcement of third quarter financial results	November
Analyst Meeting for third quarter performance, organized by Central Pattana	November
Analyst Meeting for third quarter performance (Opportunity Day) organized by The Stock Exchange of Thailand	November

(5.3 Legal Dispute) (5.4 Secondary Market) (5.5 Financial Institution for Debenture)

## 5.3 Legal Dispute

There was no litigation involving the Company which could have a material adverse impact on the assets of the Company or its subsidiaries amounting higher than 5% of shareholders' equity in consolidated financial statement at December 31, 2021.

## 5.4 Secondary Market - N/A

## 5.5 Financial Institution for Debenture

### Registrar of Common Shares

Thailand Securities Depository Co., Ltd.  
93 The Stock Exchange of Thailand Building  
Ratchadapisek Road, Dindaeng,  
Bangkok 10400, Thailand  
Telephone : +66 (0) 2009 9999  
Facsimile : +66 (0) 2009 9991

### Debenture Holders Representative

Debenture CPN258A  
Bank of Ayudhya Public Company Limited  
1222 Rama 3 Road, Bang Phongphang, Yannawa,  
Bangkok 10120, Thailand  
Telephone : +66 (0) 2296 3582  
Facsimile : +66 (0) 2683 1298

### Registrar of Unsecured Debentures

Debentures CPN225A, CPN235A, CPN227A,  
CPN297A and CPN236A  
CIMB Thai Bank Public Company Limited  
44 Langsuan Road, Lumpini Sub-District, Pathumwan,  
Bangkok 10330, Thailand  
Telephone : +66 (0) 2626 7503  
Facsimile : +66 (0) 2626 7542

### Authorized Auditor

KPMG Phoomchai Audit Ltd.  
Ms. Vannaporn Jongperadechanon  
Certified Public Account, Registration No. 4098  
50<sup>th</sup>-51<sup>st</sup> Floor, Empire Tower 1 South Sathon Road,  
Yannawa Sub-District, Sathorn, Bangkok 10120, Thailand  
Telephone : +66 (0) 2677 2000  
Facsimile : +66 (0) 2677 2222

### Debentures CPN221A, CPN258A, CPN242A, CPN241A, CPN261A, CPN261B, CPN248A and CPN268A

Bank of Ayudhya Public Company Limited  
1222 Rama 3 Road, Bang Phongphang, Yannawa,  
Bangkok 10120, Thailand  
Telephone : +66 (0) 2296 3582  
Facsimile : +66 (0) 2683 1298

### Credit Rating and Debenture Rating Company

TRIS Rating Co., Ltd.  
24<sup>th</sup> Floor, Silom Complex Building, 191 Silom Road,  
Silom Sub-District, Bangrak, Bangkok 10500, Thailand  
Telephone : +66 (0) 2098 3000  
Facsimile : +66 (0) 2231 3012

Part

# 2

Corporate Governance



# Corporate Governance Policy

# 6

## 6.1 General Policy and Corporate Governance Practice

Upholding good corporate governance, Central Pattana believes that ethical, transparent and auditable business conduct will help the Company attain its goal and enjoy sustainable growth. The Board therefore stipulated corporate governance policies, a code of conduct and guidelines in its “Code of Conduct and Corporate Governance Principles” handbook (“the Handbook”) in written form. Such policies and guidelines are reviewed on a yearly basis and disclosed via the corporate website to provide guidelines for all personnel of the Company and its subsidiaries.

### Corporate Governance Policy

#### Policy and Practices for the Board of Directors

Covering important matters such as board composition and appointment, qualifications, terms, nomination, board diversity, roles of the Chairman and the CEO, the limit

of directorships in other listed companies for directors and the CEO, board responsibilities, sub-committee appointment, board meetings, performance assessment of the board, sub-committees and the CEO, board training and self-development, succession plan, supervising subsidiaries and joint-venture companies as detailed in the Handbook page 41-51.

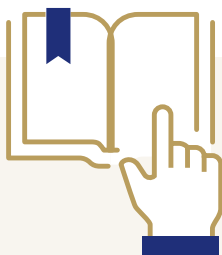
#### Policy and Practices for Shareholders and Stakeholders

Covering important matters such as rights of shareholders, equitable treatment of shareholders, role of stakeholders, disclosure and transparency, prevention of insider trading, internal control, internal audit, managing conflicts of interest, anti-corruption, respecting laws and human rights, whistleblowing and complaints, as detailed in the Handbook page 14-15 and 18-40.

## 6.2 Code of Business Ethics

Central Pattana has defined a vision, mission, corporate values, and code of conduct as guidelines for directors, executives and employees to perform their duties and attain sustainable business goals. It also carries out a governance process to ensure compliance, with the Board and executives being role models in following the code. Moreover, Central Pattana engages in internal communication regularly to create a strong corporate culture. Further details are in the Handbook on pages 6-17.

Central Pattana’s Handbook complies with corporate governance principles widely recognized, whether in the domestic or the international context, ranging from the CG Code 2017 issued by the Securities and Exchange Commission (“SEC”), the evaluation criteria of Corporate Governance Report for Listed Companies (CGR), the checklist of the Thailand’s Private Sector Collective Action Coalition Against Corruption or CAC checklist, corporate governance principles of the Organisation for Economic Co-operation and Development (OECD), ASEAN Corporate Governance Scorecard and DJSI Sustainability Assessment.



The Handbook is available on Central Pattana’s website. Directors, executives, and all employees can access and download the Handbook at:

<https://www.centralpattana.co.th/storage/sustainability/corporate-governance/code-of-business-conduct/20190418-cpn-code-conduct-cg-en.pdf>

(6.3 Significant Changes and Development in the Corporate Governance Policy, Practices, and System in the Year)

## 6.3 Significant Changes and Development in the Corporate Governance Policy, Practices, and System in the Year

In 2021, the Board supervised Central Pattana's operations under corporate governance principles and against the objectives to create sustainable growth. In addition to adding value in the long term, the Board deliberated, supervised, and provided advice on improving internal control and corporate governance processes to align with the Corporate Governance Code for listed companies 2017. It also ensures that Central Pattana's sustainable development is in line with the UN Sustainability Development Goals (SDGs). Key issues and/or decisions requiring board's approval in 2020 according to authorities of the Board of Directors were as follows:

### Revision of Important Charters, Policies, and Guidelines

- Reviewed and amended the Charter of the Board of Directors.
- Reviewed and amended the Charter of the Nomination and Remuneration Committee.
- Reviewed and amended the Charter of the Executive Committee.
- Reviewed and amended the Charter of the Management Committee.
- Reviewed and approved the Board's Authority.
- Reviewed and approved the determination of the name list of authorized signatories.
- Reviewed and approved the proposal criteria for shareholders' meeting agendas and the nomination of Director candidates.
- Reviewed and approved the Company's Human Rights Policy.
- Reviewed and approved the Company's Biodiversity Management and No Deforestation Policy.

### Vision, Mission, and Strategies Defining

- Considered the strategic directions, vision, and mission with the management team by considering sustainable growth in three areas regarding the economy, society, and the environment for the corporate growth and long-term operational guidelines, taking into account every type of stakeholders and the risks and opportunities in connection with business operations.

### Strategic Implementation Supervising and Monitoring

- Considered the actual performance compared to the plan, and quarterly considered the information reported by the President & CEO on the economy, the market, the competition, the business performance of customers in various sectors, and the comparison between the Company's performance and that of the related industries.
- Semiannually reviewed the strategic plan by comparing the actual performance with the goals identified in the strategic plan through the report by the President & CEO to the Board of Directors.
- Reviewed the Company's investment and project development, i.e., shopping centers, residence, hotels, mixed-use projects, and other businesses i.e. international, M&A, and alternative investments.
- Reviewed the Company's financial transactions and operations.

### Corporate Governance, Internal Control, and Risk Management Systems

- Reviewed issues relating to the organization's sustainability and defining long-term goal on social and environment.
- Reviewed issues relating to enterprise risks and risk indicators that might affect the Company's operations.
- Reviewed complaint management through the Audit and Corporate Governance Committee.
- Reviewed the internal auditing, the internal control sufficiency, and the control of IT audit and IT governance.
- Acknowledged directors' and executives' securities holdings quarterly.
- Acknowledged the summary of discussion among Independent Directors.
- Acknowledged the result of Board's annual self-evaluation.
- Acknowledged the result of CG Individual Assessment 2020 and plans of the Code of Conduct Test 2021.

## Anti-corruption and Business and Human Rights

- Acknowledged the annual implementation of the No-Gift Policy.
- Acknowledged the plan of developing e-learning “Ethics in Workplace” to educate personnel on code of business conduct, anti-corruption as well as business and human rights.

## Human Resources Management

- Considered the people management at the corporate and Board levels.

## Management of the COVID-19 Outbreak Crisis

- Considered the COVID-19 situation, the Company’s performance, and business continuity plan; reviewed the Company’s business plan; and, monitored operating results of each business unit of the Company after the government’s relaxing measures.
- Considered employee actions during the COVID-19 outbreak. See Chapter 3 Sustainable Development.

For practices that have not been implemented or applied, Central Pattana considered them in Board meetings or related Committee meetings. Details were recorded in the resolution.

Central Pattana is classified in the ASEAN Asset Class Publicly Listed Companies 2019, with score

**97.50** points and above.  
(conducted every two years)

Central Pattana receives

**“Excellent”**

CG score for 13 consecutive years.

Compliance with Corporate Governance Principles of the Corporate Governance Report (CGR) and the ASEAN Corporate Governance Scorecard were categorized in five sections as follows:

### Principle 1 : Rights of Shareholders

Central Pattana takes the following measures to protect the rights of every shareholder as detailed in the Handbook page 33-35. Significant matters are as follows:

- Ensuring that shareholders will receive full returns from their investments by maintaining a straightforward structure of alliance among Central Pattana, its affiliates, and joint ventures.
- Ensuring equitable treatment and enhancing the rights of all shareholders, namely major shareholders, individual shareholders, institutional investors, Thai investors, and foreign investors, including rights to purchase and transfer shares, rights to receive accurate and clear information, rights to attend and vote to approve the Company’s significant transactions, rights to appoint or remove board members, rights to consider board remuneration, rights to appoint or remove external auditor and determine audit fee, rights to the share of the Company’s profits, rights to join decision-making and receive the results of the company’s decisions on the company’s fundamental changes.
- Disclosing information about exercising rights via the portal system of the Stock Exchange of Thailand (“SET”) and the Company’s website, taking into consideration of equitable access to information, duration and convenience in exercising rights without any acts that would limit the rights to access the Company’s public information or prevent the communication among shareholders.


### The 2021 Annual General Meeting of Shareholders

The shareholders are entitled to set the business direction or decide on significant matters. The shareholders’ meeting is therefore an essential platform for them to express opinions, contact the Company, ask questions, and cast votes.

Central Pattana recognizes the importance of giving identical rights and affording equal treatment to all shareholders, including but not limited to major shareholders, individual shareholders, institutional investors or foreign investors.

## (6.3 Significant Changes and Development in the Corporate Governance Policy, Practices, and System in the Year)

Relevant guidelines have been adopted for actual actions (before, during and after meetings) for all shareholders' meetings. The 2021 Annual General Meeting of Shareholders was held on April 30, 2021 via electronics means (e-AGM) to prevent the spread of COVID-19. Out of 12 members of the Board, 12 directors attended the meeting, equal to 100% of the Board. The Chairman of the Board, Lead Independent Director, Chairman of the Audit and Corporate Governance Committee, Chairman of the Nomination and Remuneration Committee, Chairman of the Risk Policy Committee, CEO, Chief Financial Officer, Company Secretary, and the external auditor attended the meeting. For further information about AGM proceedings such as date, time, channel, and other details, please visit the Company's website on "Invitation to Shareholders' Meeting":




**Click**  
<https://www.centralpattana.co.th/storage/ir/shareholder-information/shareholders-meeting/invitation-to-shareholders-meeting/agm2021/20210330-cpn-agm2021-invitation-en.pdf>

Summary of 2021 AGM proceedings are as follows:

### Prior to the Meeting

- Providing individual shareholders with rights to propose in advance additional agenda items and nominate directors from September 25, 2020 to January 15, 2021. This included shareholders' rights to query meeting agenda before the meeting date by submitting their queries to the Company Secretary. Criteria for such consideration, which were agreed by the Board, can be viewed at the Company's website on "Proposal of Meeting Agenda"




**Click**  
<https://www.centralpattana.co.th/en/investor-relations/shareholder-information/shareholders-meeting/proposal-of-meeting-agenda>

However, no shareholder proposed any agenda item or nominate any candidate for consideration in the 2021 AGM.

- Providing meeting invitation both in Thai and English. For the 2021 e-AGM, the meeting invitation was publicized on

the Company's website on March 30, 2021, over 30 days prior to the meeting. Also, the invitation was sent to the shareholders not less than 21 days prior to the meeting date to secure enough time for them to examine the information.

- In the meeting invitation, the Company enclosed essential, facts and rationales, as well as the Board's opinions on all items on the agenda for shareholders' consideration. Please visit the Company's website on "Invitation to Shareholders' Meeting"




**Click**  
<https://www.centralpattana.co.th/en/investor-relations/shareholder-information/shareholders-meeting/invitation-to-shareholders-meeting>

- No significant, extraordinary document distributed at the meeting, no added item, and no amendment made to material information without informing the shareholders in advance.
- Under normal circumstances, annual meetings were held at convenient meeting venue with public transportation such as bus and sky train, together with map and telephone numbers clearly provided.

Nonetheless, due to the spread of COVID-19, the Company opted for an online meeting, which was more convenient and safer, to reduce the risk of spreading the disease and to comply with the social distancing measure.

- Facilitating all shareholders, both attending by themselves and by proxy, to efficiently exercise their voting rights in the agenda where votes are needed in compliance with laws Please visit the Company's website on "Invitation to Shareholders' Meeting"



**Click**  
<https://www.centralpattana.co.th/en/investor-relations/shareholder-information/shareholders-meeting/invitation-to-shareholders-meeting>

To facilitate those who could not attend the meeting themselves, including Thai and foreign individual shareholders, and institutional investors, the Company provided the Proxy Form B, in which agenda items to cast

## (6.3 Significant Changes and Development in the Corporate Governance Policy, Practices, and System in the Year)

votes according to their intention are clearly listed in detail and on which they could state their voting preference, together with details in the Invitation about how to appoint a proxy to shareholders' meetings. Shareholders can download Proxy Forms A, B, and C from the Company's website.

- In addition, the names and profiles of the four independent directors are provided for shareholders' voting by proxy. At the 2021 e-AGM, 1,459 shareholders appointed independent directors as their proxies.

### On the Meeting Date

- Provided a registration period for ten days prior to the Meeting Date and a log-in period for an hour prior to the Meeting, with document verification process. The e-AGM link was submitted via email.
- Provided shareholders with voting rights equivalent to the number of shares held. One share yields one vote. There was only one type of share, which was ordinary share.
- Informed shareholders on the vote-tallying procedures before the shareholders' meeting.
- Utilized e-voting for casting and verifying votes for precision, rapidity, suitability and security. The system implemented by the service provider met the standard of "ETDA Recommendation on Information Technology and Communications in Necessity for Electronic Transactions RE: e-Voting in the Meeting", issued by the Electronic Transactions Development Agency (ETDA).
- Provided shareholders with the rights to exercise their votes on the nomination of directors by electing each individual candidate one by one.
- Informed participants of the voting result for each agenda item and presented with the voting scores.
- Transparently conducted the AGM by following respective agenda items as stated in the meeting notice, in strict conformance to the law and the Company's regulations. Independent party was invited to witness the vote counting.
- Provided shareholders with rights to attend a meeting while being in progress and to vote on remaining agenda items.
- Allowed shareholders to freely express their views and raise their questions at the meeting. The Chairman of the Board, Chairman of all sub-committees, CEO, senior executives, Company Secretary and external auditor

attended the meeting to clearly answer all aspects of shareholders' questions.

### After the Meeting

- Submitted the resolutions of the 2021 e-AGM on SET and the Company's websites on the Meeting date, April 30, 2021, after the Meeting.
- Shareholders could also view a webcast of the AGM via the Company's website
- The quality of minutes of shareholders' meeting was emphasized by recording the following information:
  - 1) List of directors attending and in absence (if any) at the meeting, including their positions
  - 2) Voting rights and methods via e-voting system
  - 3) Shareholders' queries and recommendations, including the explanation of directors or the management
  - 4) Shareholders' meeting resolutions and voting results on every agenda item that requires voting
- Minutes of each shareholders' meeting were distributed in Thai and English through the Company's website within 14 days starting from the meeting date, with a copy sent to SET within the stated period.
- The resolutions of Central Pattana's 2021 Annual General Meeting of Shareholders were provided on SET's website and disseminated via the Company's website on April 30, 2021, which was the meeting date.

The Company complied with the AGM Checklist, jointly conducted by the Thai Investors Association, the SEC, and the Thai Listed Companies Association. The assessment criteria included steps undertaken prior to, on and after the meeting date.

Central Pattana's AGM was ranked

**"Outstanding"**

with

**a perfect  
score of**

**100**

(6.3 Significant Changes and Development in the Corporate Governance Policy, Practices, and System in the Year)

## Principle 2 : Equitable Treatment of Shareholders

Central Pattana observes the principle of affording equitable treatment to all shareholders without discrimination, whether major or individual ones, institutional or foreign investors. The Company has stipulated policy and practices on monitoring and prevention of insider trading, monitoring and managing conflict of interest, disclosure of connected transactions, for instance, as detailed in the Handbook page 19 and 36-37.

In 2021, the Company has conducted connected transactions fairly and at arm's length. Please see further information in Chapter 9.2 Connected Transactions. In addition, the Company does not have policy on providing financial aid or loan guarantee to any external parties. The Company did not receive any complaint about misuse of inside information nor conflicts of interest committed by any director or executive.

## Principle 3 : Role of Stakeholders

The Company values all stakeholders and observes sustainability of common benefits. It has clearly set policies and roles toward stakeholders in the Handbook page 23-31 and 38-39. Significant matters can be summarized as below:

### Policy and Practices towards Stakeholders

#### Shareholders

- Stimulating growth with quality and stability for the shareholders' sustainable benefit with good and efficient performance and respecting the shareholders' equal rights to receive necessary information. The policy is detailed in the Handbook page 33-38.
- Conducting business based on honesty, transparency, and fairness. For further detail about treatment with shareholders in 2021, please see "Principle 1: Rights of Shareholders", "Principle 2: Equitable Treatment of Shareholders" and "Principle 4: Disclosure and Transparency".

#### Employee

- Providing fair and proper treatment of employees, whether in opportunity, compensation, job assignment, job transfer, or competency development, as well as managing employees' workplaces to ensure the safety of their lives and properties, without discrimination,

emphasizing equity and respect in human rights for employees at all levels as detailed in the Handbook page 26, 28, 31 and 38.

- In 2021, the Company has taken care and enhanced employees in several ways. Please see Chapter 3 Sustainable Development and the Company's website "Stakeholder Engagement".



Click

<https://www.centralpattana.co.th/en/sustainability/sustainability-strategy/stakeholder-engagement/employee>

- Summary of performance outcome and related indices are available on the Company's website "Sustainability Performance Pack".



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<https://www.centralpattana.co.th/en/sustainability/sustainability-reporting-library>

### Tenants and Customers

- Setting customer care, which is one of Central Pattana's corporate values, as a priority and stipulating a written policy on customer treatment as detailed in the handbook on pages 27, 31, and 38.
- Implementing Central Pattana's corporate values and policies to establish a corporate culture. In 2021, the Company carried out various tasks to build strong relationships with tenants and customers. For further details, please see Chapter 3 Sustainable Development and Central Pattana website under "Stakeholder Engagement".



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<https://www.centralpattana.co.th/en/sustainability/sustainability-strategy/stakeholder-engagement/tenant>

- Listening to customers and treating them fairly and properly. Forging customers' satisfaction with high-quality services that are safe for health, life, and property.
- Providing complete, correct, and actual information. Recognizing the importance of developing public relations materials by avoiding images or contents that may cause



## (6.3 Significant Changes and Development in the Corporate Governance Policy, Practices, and System in the Year)

negative attitudes, social division, or improper values.

- Join the Thai Retailers Association ([www.thairetailer.com](http://www.thairetailer.com)) to represent retailers in advocating macro-level policies that would benefit the overall retail business. Central Pattana paid Baht 30,000 in membership fee per year.
- Summarizing performance and related indices. See more details on the Central Pattana website under “Sustainability Performance Summary”.



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#### Business Partners

- Emphasizing fair and equitable treatment of business partners and joint benefit. Central Pattana stipulated a written policy on business partner treatment as detailed in the handbook on pages 27 and 38. It also complied with the procurement regulations, which have clearly defined procedures and practices to develop and maintain long-term relationships and facilitate mutual trust.
- Treating business partners transparently. Central Pattana clearly defined business partner selection procedures under its procurement rules on project development and construction management, including procurement through business partner selection by price inquiry or price auction, or through E-Auction under the Company's rules on pool procurement. Procurement is, in any case, conducted transparently in line with the Company's policies, such as sustainable development, corporate governance, and anti-corruption. Each interested party is required to undergo the Company's screening process of pre-qualification assessment before becoming a business partner. This step will make sure that Central Pattana works with business partners that comply with good governance principles. See further details in Chapter 3 Sustainable Development and at Central Pattana website under “Stakeholder Engagement”.
- Treating business partners with fairness, by offering net 30/60 credit terms and paying a debt within the specified time or over 60 days if it is allowed by the partners.
- Implemented the No Gift Policy for six consecutive years. The Company has communicated directly to business partners through various channels, including the Company's website, the Collective Action Against Corruption (CAC)'s website, letter and email.

#### Society, Communities and the Environment

- Developing business along with social, community and environmental development. Central Pattana defined a written policy on society, community, and the environment as detailed in the handbook on pages 29-31 and 38.
- Respecting relevant laws and/or regulations and try to surpass standards, such as inventing or applying the innovation of energy-efficient buildings in the Company's shopping centers and office buildings; monitoring the operation of the Company and preventing it from damaging the quality of life of society, communities, and the environment; developing society in its quality of life, education, energy saving, and environmental protection. Besides, actively communicating and disseminating knowledge of environmental conservation to its relevant stakeholders to establish an environmental protection network that spreads knowledge and experience to all social sectors. For further detail, please see Chapter 3 Sustainable Development and at Central Pattana website under “Stakeholder Engagement”:



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<https://www.centralpattana.co.th/en/sustainability/sustainability-strategy/stakeholder-engagement/community>



Click

<https://www.centralpattana.co.th/en/sustainability/sustainability-strategy/stakeholder-engagement/supplier>



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## (6.3 Significant Changes and Development in the Corporate Governance Policy, Practices, and System in the Year)

**Creditors**

- Recognizing the importance of fair creditor treatment, Central Pattana formulated a written policy on creditor treatment as detailed in the handbook on pages 28 and 38.
- In 2021 strictly respecting agreements with creditors; managing loans according to lending objectives; avoiding using the loans to cause damage to the Company; ensuring timely repayment of loans and interests; thoroughly honoring loan conditions as agreed; and competently operating the business to assure creditors about the Company's healthy financial standing and loan repayment capabilities and Maintaining the Company's financial ratios as specified in loan agreements or the terms and conditions of such agreements, with regular reporting of its performance to creditors as required, the Company has never defaulted on either debt or interest payment or caused any concern among creditors on its debt repayment ability. Moreover, the Company provides loans only to subsidiaries under its shareholding structure, with no financial assistance offered to any unrelated company. For further detail, please see in the Financial Report 2021 (56-1 One Report) under "Notes to the Financial Statement" and at Central Pattana website under "Stakeholder Engagement".

**Click**

<https://www.centralpattana.co.th/en/sustainability/sustainability-strategy/framework/stakeholders-engagement>

- For performance summary and related indices, please see "Sustainability Performance Pack".

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<https://www.centralpattana.co.th/en/sustainability/sustainability-reporting-library>

**Business Competitors**

- Recognizing the importance of fair competitor treatment, Central Pattana formulated a written policy on competitor treatment as detailed in the handbook on pages 29 and 38.
- Conducting business with fairness; refraining from improperly seeking competitors' confidential information; refraining from abusing the intellectual property rights of others or those of competitors; promoting information-

sharing that benefits the overall development and management of shopping complexes to strengthen the business and contribute to sustainable national economic, social, and environmental development. For further detail, please see "Stakeholder Engagement".

**Click**

<https://www.centralpattana.co.th/en/sustainability/sustainability-strategy/framework/stakeholders-engagement>

- Having become a member of the Thai Shopping Center Association since 1998 with the 50,000-baht annual membership fee and, in 2021, participated in putting forward the ideas of getting the government sectors to implement the COVID-19 compensation measures and business recovery plan as follows:
  - 1) Sending a letter of request to the Prime Minister to propose the idea of the government's aid measures for entrepreneurs and stakeholders of Thai shopping centers and retail businesses who were affected by the spread of COVID-19, focusing on
    - Stimulating investment on a property, permanent buildings, machinery, equipment, including on the maintenance to keep them in good condition for more than one year.
    - Offering financial compensation to the businesses that were temporarily closed down to comply with the Order of the Center for COVID-19 Situation Administration due to the Outbreak of the Communicable Disease Coronavirus (COVID-19).
    - Granting tax privileges to the shopping centers that implemented the aid measures for the relevant stakeholders, such as offering a rent discount to the shops and paying the employees their full salaries.
  - 2) Working in close cooperation with the Department of Health, Ministry of Public Health, on following the D-M-H-T-T COVID-19 precautionary measures, putting forward and improving the Ministry's COVID-19 preventive measures, and advancing the measures in the maximum controlled areas to reduce the risk of infecting COVID-19 in organizations and at restaurants (COVID-Free Setting Measures) by proposing the ideas of allowing businesses to be open periodically to ease

## (6.3 Significant Changes and Development in the Corporate Governance Policy, Practices, and System in the Year)

the people's ways of living, reduce crowding, and ensure the safety of the business partners and the customers when getting services at any department stores in Thailand in 3 phrases: opening banks and communication business, opening restaurants, and opening facial businesses which needs the customers' faces to be uncovered, e.g., salons, surgery clinics, Thai massage shops, and spas.

- 3) Cooperating with the Thai Retailer Association and the Thai Chamber of Commerce to support vaccine distribution under the model of "Provincial Vaccination Centers" by offering 40,000 square meters of space at our 23 department stores all over Thailand for fast and equal vaccine distribution, and providing the staff of shopping center business and department stores with Antigen Test Kit (ATK) in collaboration with the Health Department, Bangkok.
- 4) Writing letters to public transportation businesses, i.e., Bangkok Mass Transit System Public Company Limited and Bangkok Mass Transit Authority to request for an extension of operating hours and an increase of journeys in the maximum controlled areas (red zone), especially in Bangkok, to facilitate the commuting of the department store and shopping center's staff and to accord with the opening hours of the business specified by the Center for COVID-19 Situation Administration.
- 5) Worked with the Thai Retailer Association and the Fiscal Policy Office, Ministry of Finance in supporting and encouraging business owners to join the government's scheme "Ying Chai Ying Dai", which offered e-vouchers through the G-Wallet in "Pao Tang" application to purchase certain kinds of merchandise and services, in order to stimulate domestic consumption among those with high purchasing power and to support entrepreneurs registered in the VAT system.

#### Government

- Valuing legal compliance and cooperating with the government in different aspects to take part in driving national economic growth according to Central Pattana's policy in the handbook on pages 26, 30, and 39.
- Through all the past years and in 2021, cooperating

and supporting government policies for the benefit of the country under relevant law and criteria; actively implements projects beneficial to the public, whether as assigned by the government or company-initiated projects, according to the Handbook page 23.

- In 2021, Central Pattana abided by the COVID-19 management measures to improve hygiene in shopping centers and retail shops. For further detail, please see "Business Competitors" and Central Pattana website under "Stakeholder Engagement".



#### Click

<https://www.centralpattana.co.th/en/sustainability/sustainability-strategy/framework/stakeholders-engagement>

#### Independent Organizations and Related Social Organizations

- Upgrading cooperation and information-sharing with independent organizations and other related social organizations for joint, sustainable development of society and the country, taking into account impacts on the economy, society, and the environment.
- Becoming a member of the founding committee of RE100 Thailand Club to move forward the 100% use of renewable energy at the organizational level with practical strategies, in cooperation with energy suppliers and other businesses which also aim at driving the national energy plan to achieve carbon neutrality by 2050.
- Working as a member of the Federation of Thai Industries in cooperation with the public and prosumers on proposing the Alternative Energy Development Plan (AEDP) and developing the pilot project of studying and promoting the status of prosumers in Thailand to overcome the limitations relating to the government rules and regulations through the investigation of problems and solutions regarding the plan, the regulations of requesting a license, and the benefits of the plan.
- Promoting gender rights and equality annually in partnership with the United Nations Development Programme (UNDP) throughout the month of June (Pride Month) to raise awareness that everyone is equal and has the right to express their identities, through the campaign "Celebrate with Pride @centralwOrld" aiming at celebrating the pride of LGBTQ+ with the decoration

## (6.3 Significant Changes and Development in the Corporate Governance Policy, Practices, and System in the Year)

of the six-colored rainbow flags at the six spots and the name brand shops in the department store and with the launch of pride collection products inspired by the six colors (Pride Colors).

- For further detail regarding the implementation in 2021, please visit Central Pattana website under “Stakeholder Engagement”.



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<https://www.centralpattana.co.th/en/sustainability/sustainability-strategy/framework/stakeholders-engagement>

### Policy and Guidelines on Safety, Occupational Health and the Environment

In ensuring the safety and sound occupational health of its employees and stakeholders, the Company has defined a policy and guidelines in the Handbook page 31, requiring the planning and setting up within its offices and facilities of efficient, adequate security and warning systems. The purposes are to prevent and control risks of damage from accidents, injuries, work-related illnesses, damage or loss of properties, incorrect practices and other mistakes. Please see more detail in Chapter 3 Sustainable Development and the Company’s website “Sustainability Performance Pack”.



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<https://www.centralpattana.co.th/en/sustainability/sustainability-reporting-library>

### Policy and Practices on Intellectual Properties

The Company conducts its business strictly under the law or regulations on intellectual property rights, whether in trademarks, patents, copyrights, classified commercial information, or other stipulated categories of intellectual property, such as using only licensed software that has been inspected and installed by the Company’s Information Technology Department, and encouraging employees to ensure that the application of research findings or other data in their work does not constitute a violation of other people’s intellectual property rights.

### Policy and Practices on Adherence to Human Rights Protection Laws and Regulations

The Company highlights the importance of respecting laws and human rights as stipulated in the Handbook page 21.

#### Respecting Laws

A key basis of the Company’s business conduct is legal compliance, which includes domestic and foreign laws, as well as relevant customs, traditions, and cultures. The Company also tries to surpass standards, such as undertaking studies of relevant laws during conducting feasibility studies of projects and complying with them throughout the development stages, with constant monitoring of any legal revision that may affect its business operation. For example, the Company fully complies with city planning laws to avoid causing any economic, social, and environmental impacts in the area in which the Company has entered to develop. The Company also strictly observes the laws of every targeted country to ensure that its overseas investments are properly and transparently executed.

#### Compliance with the Personal Data Protection Act

The Board oversaw and ensured compliance with the newly enforced law. Central Pattana established a privacy policy in line with the enforcement of the Personal Data Protection Act B.E. 2562 (2019). See further details on the Central Pattana website under “Privacy Policy”.



Click

<https://www.centralpattana.co.th/en/sustainability/corporate-governance/privacy-policy>

The policy was implemented and communicated to protect stakeholders’ personal information. See further details in Chapter 2 Risk Management.

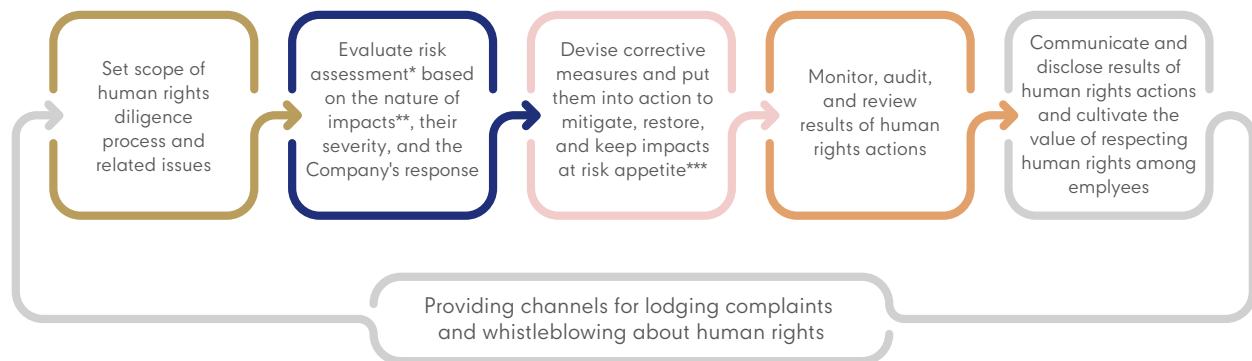
#### Respecting Human Rights

The Company promotes and respects the protection of human rights of employees and stakeholders, ensuring that its business conducts have no connection with any human rights violation such as forced labor or child labor. All stakeholders are treated fairly on human dignity and non-discrimination of national origin, race, gender, age, skin color, religion, physical condition, status, or birth. It also promotes the monitoring of

## (6.3 Significant Changes and Development in the Corporate Governance Policy, Practices, and System in the Year)

human rights compliance within the Company and encourages subsidiary companies, joint ventures, business partners, and all stakeholders to comply with the international standards of the principles of human rights. Stakeholders whose rights are affected by the Company's operation are protected by offering compensation at a rate comparable to what is stated by the law.

### Human Rights Due Diligence Process



**Remarks :** \* Assessment made every two years under UNDP - United Nations Guiding Principles on Business and Human Rights, Danish Institute for Human Rights (DIHR), and principles of the Community Insights Group as well as HRIA Toolkit

\*\* Nature of impacts falls into:

- (1) Direct: Company knowingly involved or assisting in human rights violations
- (2) Beneficiary: Company benefiting directly from human rights abuses committed by someone else
- (3) Silent: Failure of company to question systematic or continuous human rights violations.

- \*\*\*
- (1) Take corrective actions to keep severe business impacts at risk appetite
  - (2) Incorporate risk mitigation measures into business plans
  - (3) Formulate mitigation and restoration plans for those affected by business operations.

Central Pattana also pays attention to human rights among vulnerable groups according to our human rights due diligence (HRDD) and human rights impact assessment (HRIA) throughout the value chain. Key issues discovered by HRDD and HRIA in 2020 were considered continuously into 2021 for developing a mitigation plan underlined by guidelines for the rights to safety, respect for employees' rights, and fairness. Results of actions taken in this regard are disclosed in the 2021 One Report, detailed below:

Key Human Rights Issues	Report According to Details Disclosed in 2021 One Report
1) Health and safety of staff and contractors throughout the supply chain	Item 3.2) Employee Management and Engagement; subtopic Respect for Human Rights
2) Violence, threats, and harassment committed by people in the organization and outsiders	And Item 3.3) Supply Chain Management; subtopic Co-Creating Value and Innovation
3) Equitable treatment for employees	
4) Respect for privacy and personal information	Item 2.2) Risk factors for business operations; subtopic Emerging risk of cyber-attacks
5) Impacts on community environment	Item 3.3) Supply Chain Management; subtopic Co-Creating Value and Innovation

## (6.3 Significant Changes and Development in the Corporate Governance Policy, Practices, and System in the Year)

HRIA and the risk assessment process are reported under details in the 2020 One Report under Significant Changes and Development in the Corporate Governance Policy, Practices, and System in 2020, on “Respecting Human Rights”. Meanwhile, actions taken regarding whistleblowing and complaints are disclosed in the 2021 One Report under item 8.1 Summary of the Board Performance in the Past Year, on Whistleblowing or Complaints “Actions taken by the Company in 2020”.

#### Principle 4 : Disclosure and Transparency

Central Pattana is committed to correct, complete, transparent, thorough, and timely disclosure of information, whether financial or non-financial, so that investors and all stakeholders may regularly receive reliable and adequate information for their decisions through the SET’s information disclosure system and the Company’s website, enabling all people to equitably access information. For information that cannot yet be disclosed, the Company has in place measures to prevent unauthorized access to such inside information.

#### Investor Relations

Investor Relations (IR) represents Central Pattana’s center for disclosing financial and non-financial information, promoting and managing good relations with shareholders, investors, securities analysts, the public and stakeholders in Thailand and abroad on an equal, inclusive and timely basis, in line with SET’s requirements and the Code of Conduct for IR. The division has also prepared questionnaire forms for its annual conduct of satisfaction surveys on the division’s operation as perceived by institutional shareholders, individual shareholders, investors and securities analysts. The findings are analyzed for the optimization of policies, operation and activities in line with international standards.

IR reports directly to the CFO and works closely with senior executives to formulate policies as well as quarterly and annual plans. The division also presents performance results and comments from shareholders, investors and analysts to the Board twice a year.

The Company disseminates material information, available in both Thai and English and useful to shareholders and investors for their decision-making on investment, via diverse channels such as via SET, the SEC, newspapers, press

releases and the Company’s website under “Investor Relations” ([www.centralpattana.co.th/en/investor-relations/ir-home](http://www.centralpattana.co.th/en/investor-relations/ir-home)) and is regularly updated.

Information disclosed on the website includes Form 56-1 One Report, financial report, Management Discussion & Analysis (MD&A), the Company’s past performances, data on the Company’s business operation, factsheets for existing and new projects, notices to shareholders’ meetings, minutes of shareholders’ meetings, corporate governance, information submitted to SET, IR events and calendar, press releases and presentations used during both domestic and international roadshows. In 2021, users viewed the website for 8,316 times.

In addition, before the announcement of its quarterly and annual performance results to SET, the Company sets a silent period of 14 days to abstain from communicating its quarterly and annual performance report to analysts and investors to avoid unfair release of information which may affect Central Pattana’s share price.

#### IR Activities

Recognizing the value of forging good relations with investors, the Company’s senior executives regularly make time to join investor meetings and activities to elaborate the Company’s policies and business directions. These activities include the Analyst & Fund Manager Meetings, investor conferences, quarterly performance announcement events, domestic and overseas roadshows to meet investors. Furthermore, document and recordings of executives’ presentations are disseminated through the Investor Relations website, enabling investors to view all past data.

The COVID-19 outbreak has caused a change in investor relations activities. Central Pattana used online communication platforms, such as Zoom, Webex, and Microsoft Teams, instead of meeting investors in person. Despite the lower number of visits, the platforms could access more diverse groups of investors.

In 2021, Central Pattana’s diverse formats of investor relations activities consistently organized for senior executives and IR Division to meet with and provide information to interested persons were as follows:



## (6.3 Significant Changes and Development in the Corporate Governance Policy, Practices, and System in the Year)

Meeting Format	Number of Meetings	Number of Investors
1. Conference Call	21	29
2. Analyst & Fund Manager Meeting <ul style="list-style-type: none"> <li>- By senior management: five times</li> <li>- By IR Division: eight times</li> </ul>	13	880
3. Investor Meeting organized by SET <ul style="list-style-type: none"> <li>- Opportunity Day: four times</li> <li>- SET Digital Roadshow: twice</li> </ul>	6	N/A
4. Investor Conference organized by issuers and SET (Virtual Conference)	25	407
5. Site Visit	2	2
<b>Total</b>	<b>67</b>	<b>1,318</b>

Shareholders, investors and interested parties may contact Investor Relations for additional information either in person or by sending a letter or email to:

#### Investor Relations Division

##### Central Pattana Public Company Limited

31<sup>st</sup> floor, Central World Offices

999/9 Rama I Road, Patumwan Sub-District

Patumwan District, Bangkok 10330, Thailand

Tel: +66 (0) 2667 5555 ext. 1614, 1632 and 1688

Fax: +66 (0) 2264 5593

E-mail: [ir@centralpattana.co.th](mailto:ir@centralpattana.co.th)

#### Principle 5 : Board Responsibilities

Policy and Charters in relations to the Board are deemed appropriate. Please see more detail in Chapter 7 Corporate Governance Structure and Information of Board of Directors, Sub-committees, Management, Employees and Others and Chapter 8 Corporate Governance Report.

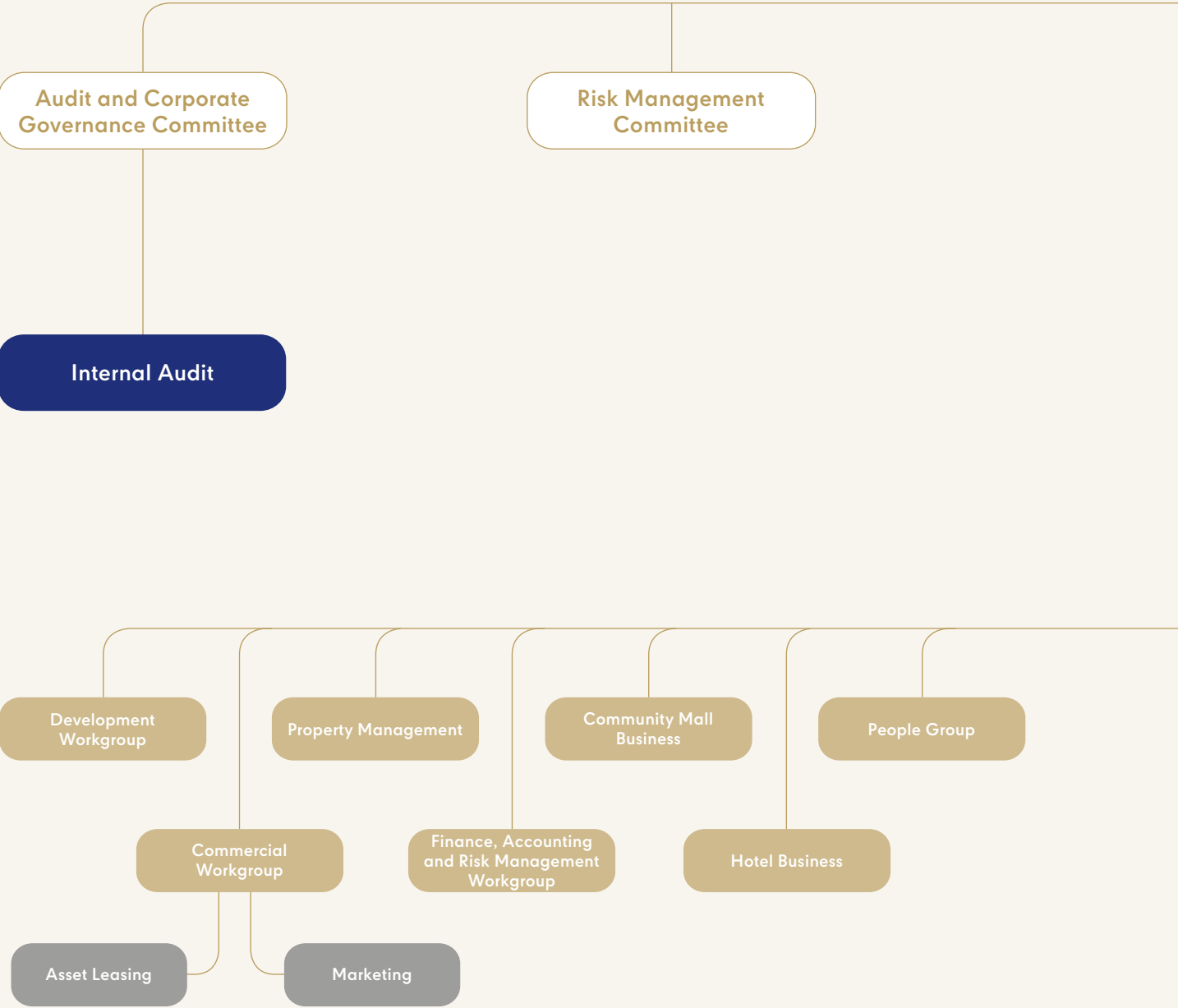


(7.1 Corporate Governance Structure Chart)

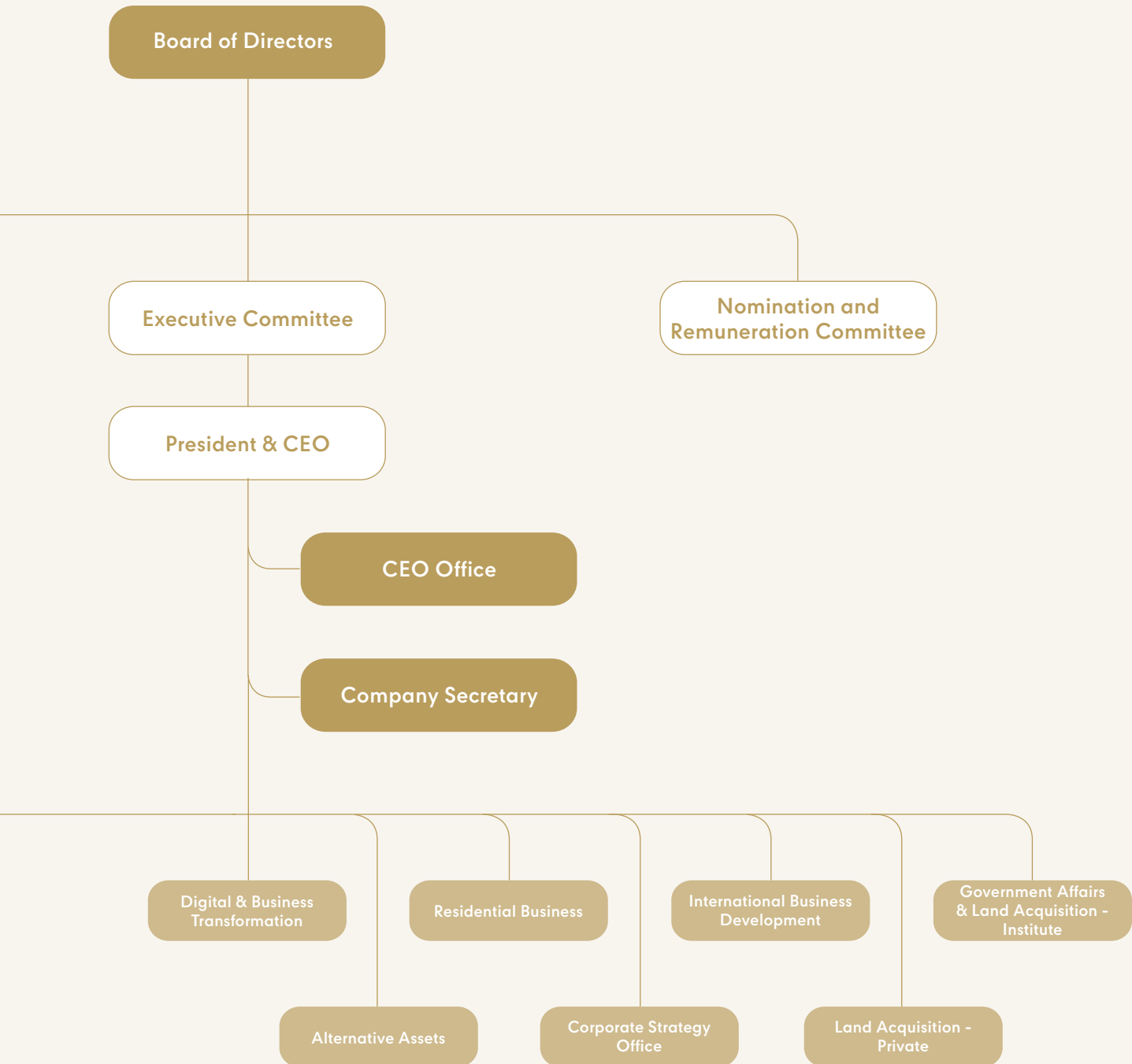
Corporate Governance Structure  
and Information of Board of Directors,  
Sub-committees, Management,  
Employees and Others

7

7.1 Corporate Governance Structure Chart



(7.1 Corporate Governance Structure Chart)




(7.2 Board of Directors)

## 7.2 Board of Directors

### Board of Directors

#### Composition and Qualifications of the Board

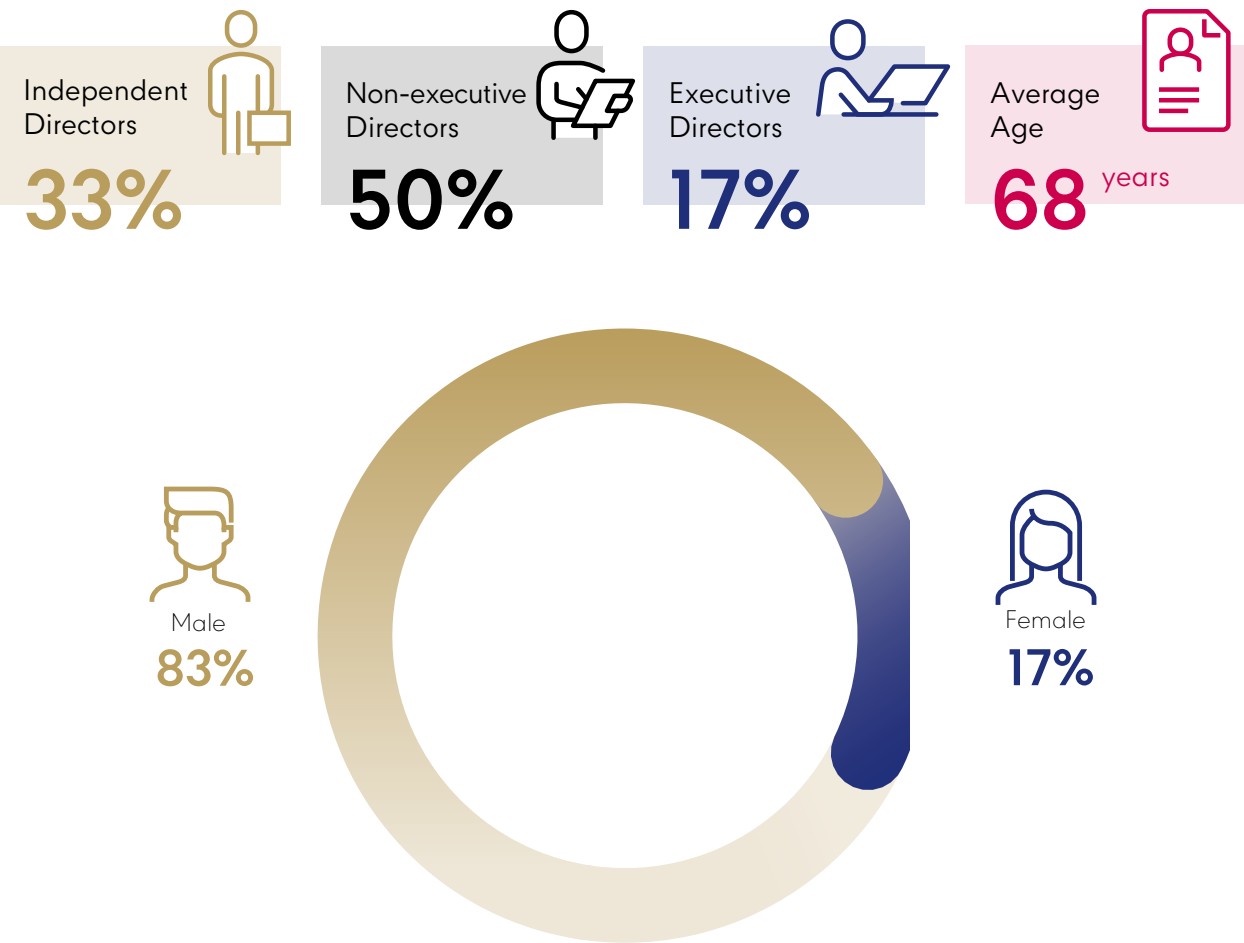
Central Pattana has defined the Board’s composition and qualifications. See further details in “Section 5: Board Responsibilities” on the Central Pattana website:



Click

<https://www.centralpattana.co.th/en/sustainability/corporate-governance/corporate-governance-policy>

The Board comprises fully qualified directors as specified. In 2021, the directors represented diverse skills, expertise, knowledge, experience, gender, and age, which benefited the business. The Board also had an appropriate proportion of independent directors as stipulated by law consisting of 12 directors, a sufficient number to supervise the Company’s operations. The Board structure as on December 31, 2021 is as follows:



## Name and Position of the Members of the Board of Directors

### Honorary Chairman

- |                  |                                |
|------------------|--------------------------------|
| 1. Dr. Supachai  | Panitchpakdi                   |
| 2. Mr. Suthichai | Chirathivat <sup>1 and 2</sup> |

### Board of Directors

- |                   |                                |   |
|-------------------|--------------------------------|---|
| 1. Mr. Sudhitham  | Chirathivat <sup>1 and 3</sup> | Chairman  |
| 2. Mr. Karun      | Kittisataporn                  | Lead Independent Director, Chairman of the Nomination and Remuneration Committee and Member of the Audit and Corporate Governance Committee |
| 3. Mr. Paitoon    | Taveebhol                      | Independent Director, Chairman of the Audit and Corporate Governance Committee, and Chairman of the Risk Policy Committee                   |
| 4. Mrs. Jotika    | Savanananda                    | Independent Director, Member of the Audit and Corporate Governance Committee, and Member of the Nomination and Remuneration Committee       |
| 5. Mr. Veravat    | Chutichetpong <sup>4</sup>     | Independent Director and Member of the Risk Policy Committee  |
| 6. Mr. Suthikiati | Chirathivat <sup>1</sup>       | Director  |
| 7. Mr. Sudhisak   | Chirathivat <sup>1 and 5</sup> | Director and Advisory of the Nomination and Remuneration Committee  |
| 8. Mrs. Nidsinee  | Chirathivat <sup>1</sup>       | Director  |
| 9. Mr. Kobchai    | Chirathivat <sup>1 and 6</sup> | Director, Member of the Risk Policy Committee, and Member of the Nomination and Remuneration Committee                                      |
| 10. Mr. Prin      | Chirathivat <sup>1</sup>       | Director, Member of the Risk Policy Committee, and Advisory of the Nomination and Remuneration Committee                                    |
| 11. Mr. Preecha   | Ekkunagul                      | Director, Member of the Risk Policy Committee and President & CEO   |
| 12. Mr. Suthipak  | Chirathivat <sup>1 and 7</sup> | Director and Senior Executive Vice President, Office of the President   |

**Remarks :** <sup>1</sup> Representatives of the shareholders

<sup>2</sup> Resigned as Director and holding the position of Honorary Chairman, effective from August 16, 2021, onwards

<sup>3</sup> Holding the position of Chairman, effective from August 16, 2021, onwards

<sup>4</sup> Resigned as a Member of the Audit and Corporate Governance Committee and holding the position of Member of the Risk Policy Committee, effective from May 14, 2021, onwards

<sup>5</sup> Resigned as Director and Advisory of the Nomination and Remuneration Committee, holding the position until December 31, 2021

<sup>6</sup> Holding the position of Member of the Nomination and Remuneration Committee, effective from August 16, 2021, onwards

<sup>7</sup> Holding the position of Director, effective from August 16, 2021, onwards

## Directors with Company Signatory Rights

Directors with company signatory rights are Mr. Sudhitham Chirathivat, Mr. Kobchai Chirathivat, Mr. Prin Chirathivat, Mr. Preecha Ekkunagul, Ms. Wallaya Chirathivat and Mr. Suthipak Chirathivat. The joint signatures of any two of these six directors with the Company seal are required for validity. They can authorize management or the assigned person to carry out tasks on their behalf as appropriate and in accordance with the applicable legal framework.

## (7.2 Board of Directors)

**Duties and Responsibilities of the Board**

The Board actively fulfills its leadership role in ensuring Central Pattana's good governance. Besides performing the duties in accordance with applicable laws and the Company's objectives and articles of association, directors are responsible for resolutions of the Board's and shareholders' meetings, with duty of loyalty, duty of care, accountability, ethics and equitable shareholder treatment.

The Board is responsible for commenting on the defined vision, mission, long-term business goals, and strategic plans to ensure the Company's sustainability. It is also authorized

to approve significant transactions, such as work plans and annual budgets, major investment, establishment and review of the Board's structure, appointment of Sub-Committees, and formulation of top-management succession plan. Please see further details at Central Pattana website under "Charter of the Board of Directors"

**Click**

<https://www.centralpattana.co.th/en/sustainability/corporate-governance/charters>

**Roles of the Chairman, Lead Independent and CEO**

The Chairman of the Board and the CEO are different persons, in order to have complete separation of responsibilities as well as a balance of power in operations.

In spite of being representatives of the shareholders and not independent directors, based on the deliberation of the Nomination and Remuneration Committee and the Board, the current structure is appropriate for the Company's

business and, in fact, is a forte supporting the Company's constant success and business growth, since the Chairman is knowledgeable, experienced, skillful in the retail and property development industries, and conforms to the principles of good governance, taking into consideration the benefits of all stakeholders. Furthermore, the Lead Independent Director has been appointed to provide check and balance to ensure all Central Pattana's transparent and fair business conduct.

**Roles of the Chairman**

As a director bound by the Charter of the Board, the Chairman is committed to the Code of Conduct and CG Principles in providing a role model for the Board, executives, and employees. The Chairman presides over the meetings of the Board as well as those of the shareholders, ensuring smooth meetings and providing directors and shareholders with opportunities to express their views and recommendations freely and creatively. For further details, please visit the Company's website under "Charter of the Board of Directors".



<https://www.centralpattana.co.th/en/sustainability/corporate-governance/charters>

**Roles of the Lead Independent Director**

Support of the Board's governance of CPN, subsidiaries, and associates so that they may align with good corporate governance, with due coordination as well as checks and balances between the Board and management. The ultimate objective is to ensure all Central Pattana's stakeholders of transparent and fair business conduct. For further details, please visit the Company's website under "Charter of Lead Independent Directors".



<https://www.centralpattana.co.th/en/sustainability/corporate-governance/charters>



### Roles of the CEO

The CEO is responsible for managing and administering day-to-day businesses under its strategic plans, vision, and missions, with a scope of authority bound by law, objectives, and company regulations, in addition to the resolutions of the Board and shareholders' meetings. For further details, please visit the Company's website under "Principle 5: Board Responsibilities".



<https://www.centralpattana.co.th/en/sustainability/corporate-governance/corporate-governance-policy>

### Independent Directors

Independent directors are those who have independence from the control of management and major shareholders and do not involve nor have any interest in management's decision. The Company has defined much stricter qualifications for independent directors than those required by the Securities and Exchange Commission ("SEC"). For further details, please visit the Company's website under "Charter of the Board of Directors".

### Directorship in Other Listed Companies

The Charter of the Board of Directors has stipulated that directors may hold directorships in other companies if such directorship does not obstruct their duty as Central Pattana's directors. It is stipulated that directors may hold directorships in no more than five listed companies.

The CEO may hold directorships in other companies if such directorship does not obstruct his duty as the Company's CEO. Moreover, such entities must not operate business of the same type nor competing to that of the Company. Directorships in other listed companies must gain endorsement from the Board. For further details, please visit the Company's website under "Principle 5: Board Responsibilities".

### Terms of Directorship of the Directors

The Company has defined that at every annual general meeting, one-third of the directors must resign from office. The directorship could be considered terminated due to other reasons. For further details, please visit the Company's website under "Principle 5: Board Responsibilities".

### Terms of Directorship of the Independent Directors

To enhance their independent input and performances, independent directors may hold office for up to two consecutive terms, extendable to up to nine years in total, to maintain the independence of opinions and performance of duties as the Company's independent director. The Board could extend independent directors' terms as seen fit. For further information, please visit our website under "Principle 5: Board Responsibilities".

Even though the Board comprises two independent directors serving for more than nine years, namely Mr. Karun Kittisataporn and Mr. Paitoon Taveebhol, the Company has the necessity to nominate both independent directors due to their knowledge, competency and experience as required by the Company, their vision being in line with the Company's strategy, their integrity. Additionally, Mr. Paitoon Taveebhol graduated in Accounting and has expertise in reviewing the reliability of financial statements. Furthermore, both independent directors are able to independently raise his opinions and have evaluated their independency on an annual basis in compliance with the relevant rules and regulations.

### Board Diversity

The Company has defined the board diversity, regardless of gender, nationality, race, religious belief, age, professional skills, or other qualifications, to ensure that the Board comprises experts with diverse background on competency, skills, and experience that are helpful to business conduct. For further details, please visit the Company's website under "Principle 5: Board Responsibilities".

## (7.2 Board of Directors)

## Board Skill Matrix

Composition, Skill and Expertise <sup>1</sup>	Accounting, Finance, Economics or Business Administration	Real Estate Development and Management: Department Stores and Retail	Real Estate Development and Management: Residences	Real Estate Development and Management: Other Businesses such as Office Buildings and Hotels, etc.	Real Estate Development and Management: REITs	Corporate Governance and Sustainable Development	Risk Management	Tax and Legal	Reviewing Financial Statements	Human Resources Management	Architecture and Engineering	International Business	Marketing / Communications / Digital Marketing	Information Technology / IT Disruption / IT Governance
Optimal Numbers of Directors for the Board <sup>2</sup>	4	4	3	3	3	3	2	2	2	2	2	2	2	2
Mr. Sudhitham Chirathivat	●	●	●	●	●	●	●			●	●	●	●	●
Mr. Karun Kittisataporn	●					●				●				
Mr. Paitoon Taveebhol	●					●	●		●					
Mrs. Jotika Savanananda	●				●	●			●					
Mr. Veravat Chutichetpong	●		●	●	●	●	●		●					
Mr. Suthikiati Chirathivat		●	●	●		●				●				
Mr. Sudhisak Chirathivat		●	●	●		●	●			●				
Mrs. Nidsinee Chirathivat	●	●	●	●	●	●	●				●	●		
Mr. Kobchai Chirathivat	●	●	●			●	●	●		●				
Mr. Prin Chirathivat	●	●		●	●	●	●		●	●	●			
Mr. Preecha Ekkunagul	●	●	●			●	●			●	●			
Mr. Suthipak Chirathivat	●	●	●	●		●	●	●	●		●	●	●	

**Remarks :** <sup>1</sup> Each skill is related to individual directors' educational background, work experience, and specialty evaluation. However, only the "high" level of expertise will appear in the table displaying a list of directors.

<sup>2</sup> The Board members are nominated based on their suitability with Central Pattana's business strategy and direction.

## Remuneration

## Remuneration of Directors

Central Pattana has defined the remuneration of directors, taking into account both its fairness and appropriateness, which reflects the extent of their responsibilities and

performance relative to the Company's overall operational performance and related factors, inclusive of comparisons to remuneration of other companies within the same or similar

industry and business sectors as the Company; whereby the Nomination and Remuneration Committee has annually considered from the survey on remuneration of directors undertaken by the SET and the Thai Institute of Directors (“IOD”) as reference.

The Board, via the Nomination and Remuneration Committee, deemed it appropriate that the board remuneration was at an appropriate rate and sufficient for attracting and retaining the

quality directors. Besides, due to the COVID-19 situation in 2021 which affected the Company’s revenue and operation, the Nomination and Remuneration Committee deemed it appropriate to recommend the Board to propose the shareholders on April 30, 2021 to consider and approve the remuneration for the Board of Directors for 2021 with a ceiling of Baht 18,000,000, equal to that of 2020. Detail of the Company’s director remuneration structure is as follows:

### 1. Monthly Remuneration and Meeting Allowance

Remuneration	Amount (Baht)
<b>1. Regular Remuneration (Baht/Month)</b>	
• Chairman	55,000
• Lead Independent Director	50,000
• Chairman of the Audit and Corporate Governance Committee	44,333
• Member of the Audit and Corporate Governance Committee	34,333
• Director	28,333
<b>2. Meeting Allowances for the Board of Directors (Baht/Meeting)</b>	
• Chairman	60,000
• Lead Independent Director	42,000
• Director	42,000
<b>3. Meeting Allowances for the Audit and Corporate Governance Committee (Baht/Meeting)</b>	
• Chairman of the Audit and Corporate Governance Committee	65,000
• Member of the Audit and Corporate Governance Committee	50,000
<b>4. Meeting Allowances for the Nomination and Remuneration Committee Including the Advisory (Baht/Meeting)</b>	
• Chairman of the Nomination and Remuneration Committee	35,000
• Member of the Nomination and Remuneration Committee	30,000
<b>5. Meeting Allowances for the Risk Policy Committee (Baht/Meeting) <sup>1</sup></b>	
• Chairman of the Risk Policy Committee	35,000
• Member of the Risk Policy Committee	30,000

**Remark :** <sup>1</sup> The Executive Director and management who have any responsibilities in the sub-committee will not receive the remuneration.

### 2. Bonus

The bonus (calculated from the remaining amount of approved remuneration budget) will be allocated to directors by which the Board of Directors is authorized to determine the conditions, the details, and the rate of bonus payment as appropriate together with consideration of the Company’s performance outcomes. In addition, the amount of bonus being allocated to each director is depended on the accountability, performance and the participation in the meeting. The Executive Director will not receive any director’s bonus, however.

### 3. Other Benefits - None -

## (7.3 Sub-committees)

In 2021, the Company has paid the board remuneration in the form of monthly remuneration, meeting allowance and bonus based on corporate performance totaling Baht 17,318,767. For further information, please see Chapter 8.1 Summary of Board of Directors Performance under “Remuneration of the Board 2021”.

### Remuneration for Directors Serving as Directors of Subsidiaries

Central Pattana governs its subsidiaries’ businesses by appointing certain directors to serve as directors of such subsidiaries to ensure shareholders and stakeholders of its oversight of capital investment in the best interests of the Company.

The compensation of Central Pattana’s directors serving as directors of subsidiaries comprises monetary compensation, namely the monthly retainer fees and meeting allowances, with no benefits in other forms.

The remuneration paid to the directors serving as directors of subsidiaries for 2021 are as follows:

#### Grand Canal Land Public Company Limited (“GLAND”)

Name of Directors	Position	Remuneration (Baht)
Mr. Sudhitham Chirathivat	Chairman	822,000
Mr. Preecha Ekkunagul	Director	582,000

## 7.3 Sub-committees

In conformance to corporate governance principles, the Board has appointed sub-committees to help it fulfill its responsibilities, screen specific key operational aspects as assigned, give opinions to the Board and decide certain matters as authorized by the Board. Followings are the structure of sub-committees:

### Audit and Corporate Governance Committee

The Board of Directors is responsible for the appointment of members of the Audit and Corporate Governance Committee, which consists of three members as of December 31, 2021, comprising as follows:

- Four independent directors, which are qualified persons in accordance with the SET’s and the Company’s definition of independent directors
- The Chairman is an independent director.

### Name and Position of the Members of the Audit and Corporate Governance Committee

- |                            |              |          |
|----------------------------|--------------|----------|
| 1. Mr. Paitoon Taveebhol   | <sup>1</sup> | Chairman |
| 2. Mr. Karun Kittisataporn | <sup>2</sup> | Member   |
| 3. Mrs. Jotika Savanananda | <sup>3</sup> | Member   |

**Remarks :** <sup>1</sup> Graduated in Accounting and gaining experience as auditor since 1975 and as Audit Committee member since 2002

<sup>2</sup> Gaining experience as Audit Committee member since 2008

<sup>3</sup> Gaining experience as Audit Committee member since 2014

Every member in the Committee has adequate knowledge and experience in reviewing to ensure accuracy and credibility of financial statements. For further details, please visit the Company’s website under “Audit and Corporate Governance Committee”



Click

<https://www.centralpattana.co.th/en/about-us/management-structure/sub-committee>

### Duties and Responsibilities of the Audit and Corporate Governance Committee

To review the financial report, connected transactions, transactions that may cause conflict of interest, internal control system, transactions that may cause financial fraud, internal audit, external audit, compliance with law and relevant regulation, the Committee’s Report, corporate governance, sustainability development as well as to report transactions or acts which may significantly affect the Company’s financial status and performance to the Board in a timely manner. For further details, please visit the Company’s website under “Charter of the Audit and Corporate Governance Committee”.



Click

<https://www.centralpattana.co.th/en/sustainability/corporate-governance/charters>

## Nomination and Remuneration Committee

The Board of Directors is responsible for the appointment of the members of the Nomination and Remuneration Committee, which consists of three members as of December 31, 2021, comprising as follows:

- Two independent directors
- One non-executive director
- The Chairman is an independent director.

### Name and Position of the Members of the Nomination and Remuneration Committee

1.	Mr. Karun Kittisataporn	Chairman
2.	Mrs. Jotika Savanananda	Member
3.	Mr. Kobchai Chirathivat <sup>1</sup>	Member

Two advisors to the Committee are appointed as follows:

1.	Mr. Sudhisak Chirathivat <sup>2</sup>	Advisory
2.	Mr. Prin Chirathivat	Advisory

**Remarks :** <sup>1</sup> Holding the position of Member of the Nomination and Remuneration Committee, effective from August 16, 2021, onwards

<sup>2</sup> Resigned as Advisory of the Nomination and Remuneration Committee, holding the position until December 31, 2021

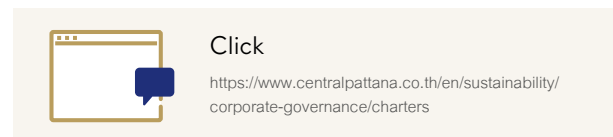
The advisors may attend the Nomination and Remuneration Committee meetings; however, they are not allowed to vote. Also, if any advisor has stakes in the reviewed agenda, such advisor shall leave the meeting to prevent conflict of interests and allow other committee members and advisors to fully discuss. For further details, please visit the Company's website under "Nomination and Remuneration Committee".



### Duties and Responsibilities of the Nomination and Remuneration Committee

Consider the Board's appropriate structure, size, and composition to suit the organization and changing environment. Ensure the Board comprises directors with diverse skills and expertise to best benefit business operations and agree with the business direction. Uphold ethics and integrity and recruit directors on a basis of non-discrimination of gender, race, religion, age, professional skill, or other qualifications. Deliberate the right proportion of independent directors and criteria for director and the CEO nomination. Provide a succession plan for the CEO and top management. Deliberate fair remuneration criteria for directors, sub-committees, and

the CEO, together with strategies and policies on human capital management and corporate management. For further details, please visit the Company's website under "Charter of the Nomination and Remuneration Committee".



## Risk Policy Committee

The Board of Directors is responsible for the appointment of the members of the Risk Policy Committee, which consists of five members as of December 31, 2021, comprising as follows:

- Two independent directors
- Two non-executive directors
- One executive director
- The Chairman is an independent director.

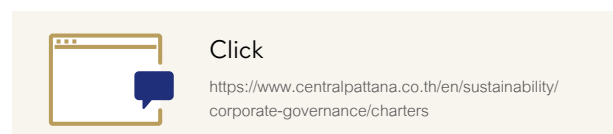
### Name and Position of the Members of the Risk Policy Committee

1.	Mr. Paitoon Taveebhol	Chairman
2.	Mr. Veravat Chutichetpong <sup>1</sup>	Member
3.	Mr. Kobchai Chirathivat	Member
4.	Mr. Prin Chirathivat	Member
5.	Mr. Preecha Ekkunagul	Member

**Remarks :** <sup>1</sup> Holding the position of Member of the Risk Policy Committee, effective from May 14, 2021, onwards

### Duties and Responsibilities of the Risk Policy Committee

Deliberate and make recommendations on the policy, strategies, structure, and scope to develop all types of the risk management scope. Screen and approve acceptable risk levels (risk appetite). Review the Company's overall risk management by considering shareholders' total returns on investment (both short-term and long-term) and comparing them with the acceptable risk levels. Analyze Central Pattana's annual risk management strategies, provide risk management direction for the management, and oversee the definition of targets to measure performance and key risk indicators. For further details, please visit the Company's website under "Charter of the Risk Policy Committee".



## (7.4 Management)

## 7.4 Management

### Executive Committee

The Board of Directors has appointed the Executive Committee, comprising five members as of December 31, 2021.

#### Name and Position of the Members of the Executive Committee

1. Mr. Prin	Chirathivat <sup>1</sup>	Chairman
2. Mrs. Nidsinee	Chirathivat <sup>2</sup>	Member
3. Mr. Suthipak	Chirathivat <sup>2</sup>	Member
4. Ms. Wallaya	Chirathivat <sup>2</sup>	Member
5. Ms. Napatrat	Sriwanvit <sup>2</sup>	Member
6. Mr. Chanavat	Uahwatanasakul <sup>2</sup>	Member

**Remarks :** <sup>1</sup> Holding the position of Chairman of the Executive Committee, effective from October 1, 2021, onwards

<sup>2</sup> Holding the position of Member of the Executive Committee, effective from October 1, 2021, onwards

#### Duties and Responsibilities of the Executive Committee

Screen the following items and submit findings to the Board for consideration and approval: Central Pattana's strategic plans, financial targets, operating plans, annual budget estimates based on the Company's strategic plans, project investments or material transactions within the Committee's scope of authority, and investment opportunities in new businesses. Support business collaboration to enhance bargaining power and competitiveness. Strengthen relationships and manage matters concerning all stakeholders. Perform or approve other transactions assigned by the Board. For further details, please visit the Company's website under "Executive Committee".



Click

<https://www.centralpattana.co.th/en/about-us/management-structure/sub-committee>

## Management

### Management Committee

Management Committee consists of 8 members as of December 31, 2021.

#### Name and Position of the Members of the Management Committee

1. Mr. Preecha	Ekkunagul <sup>1 and 2</sup>	Chairman President & CEO
2. Ms. Wallaya	Chirathivat <sup>1 and 3</sup>	Member Deputy Chief Executive Officer
3. Mr. Suthipak	Chirathivat <sup>1 and 4</sup>	Member Senior Executive Vice President, Office of the President
4. Ms. Napatrat	Sriwanvit <sup>1</sup>	Member Chief Finance, Accounting and Risk Management Officer
5. Mr. Chanavat	Uahwatanasakul <sup>1</sup>	Member Chief Development Officer
6. Mr. Lertvit	Pumipitak <sup>1</sup>	Member Head of Property Management
7. Mrs. Narttaya	Chirathivat	Member Executive Vice President, Office of the President
8. Dr. Nattakit	Tangpoonsinthana	Member Executive Vice President, Marketing

**Remarks :** <sup>1</sup> Central Pattana's executives No.1-6 are the management members as specified in the SEC Notification. Please see their profiles and experiences in Attachment 1.

<sup>2</sup> Holding the position of Chairman of the Management Committee until December 31, 2021 due to his retirement

<sup>3</sup> Holding the position of Chairman of the Management Committee, effective from January 1, 2022, onwards

<sup>4</sup> Holding the position of Member of the Management Committee until December 31, 2021 due to his resignation as the Company's executive

#### Duties and Responsibilities of the Management Committee

Prepare and propose strategic business plans, financial targets and operation plans. Prepare and propose annual budget estimates. Take full responsibility for the Company's conformance to applicable laws, its objectives, articles of association, shareholders' resolutions, the Board's resolutions, and applicable regulations. Approve, within its scope of authority, the Company's investment and operating budgets, and propose investment and other material transactions to the Executive Committee or the Board, or both, for consideration under the authorization procedure or other Company regulations. Perform or approve other transactions assigned by the Board. For further details, please visit the Company's website under "Management Committee".

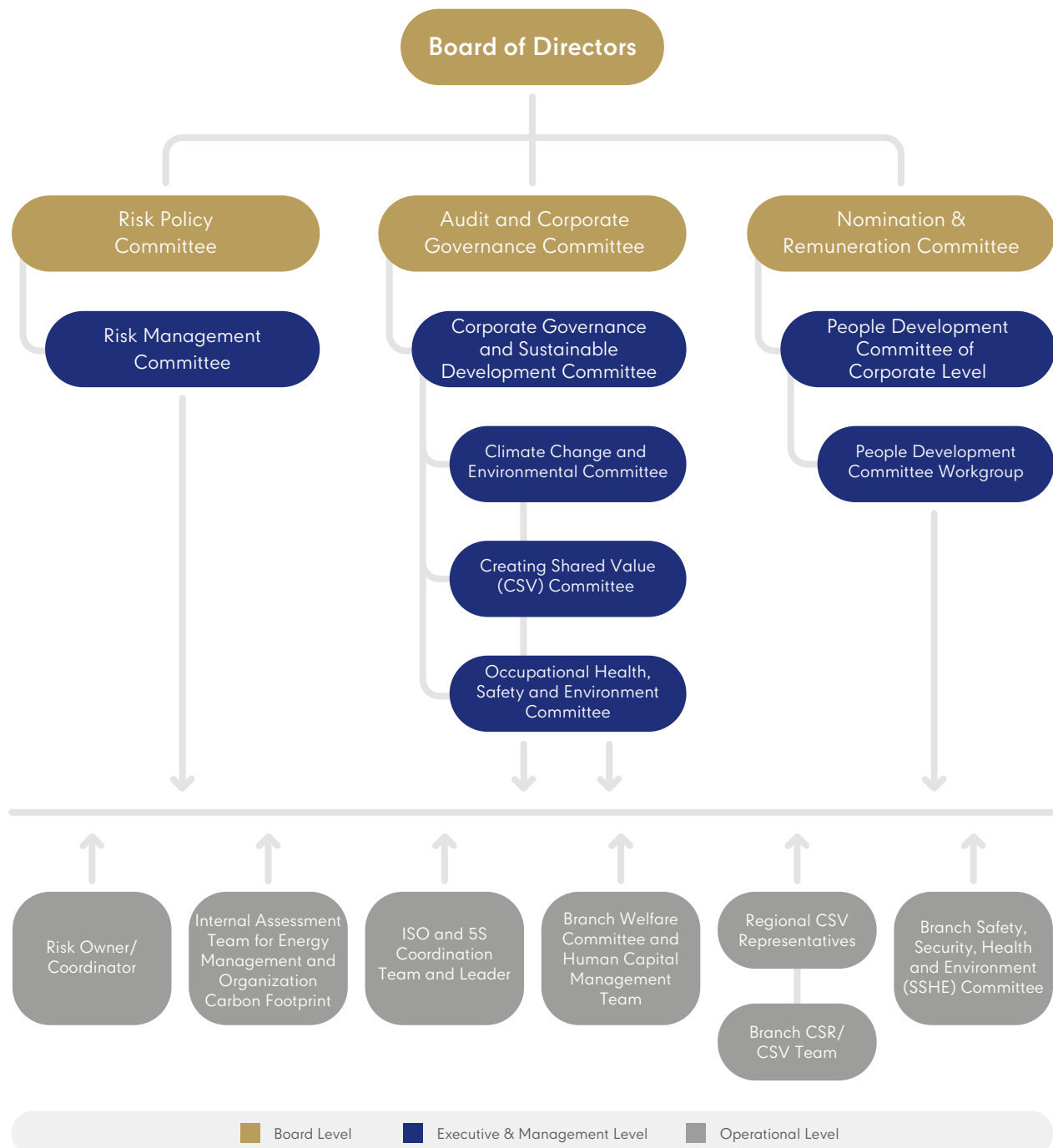


Click

<https://www.centralpattana.co.th/en/about-us/management-structure/sub-committee>



## Structure of the Sustainable Development Committee and Working Group



Composition, responsibility, and the number of meetings of the Committee and working group are available on the Central Pattana website under “Operational structure for sustainability”.



Click

<https://www.centralpattana.co.th/en/about-us/management-structure/sub-committee>

(7.4 Management)

## Remuneration

### Remuneration of Management

For the remuneration of the management, Central Pattana bases its decisions on fairness and suitability for their responsibilities proportionally to company performance and comparison with pay rates of industry peers.

In addition, it takes into account individual performance outcomes against their goals in line with the Company's vision, mission, and annual strategic plans so as to drive the CEO's and the management's long-term contribution to organizational stability and growth. Below are the details.

### Remuneration for CEO

The Nomination and Remuneration Committee and the Board of Directors evaluate the performance of the CEO annually to set appropriate remuneration in form of salary and bonuses, which is based on performance outcome in the present year, coupled with the consideration on performance outcome aligning with long-term goals and plans. KPIs have been clearly set in each year, based on key financial measures<sup>1</sup> and other indicators<sup>2</sup>.

**Remarks :** <sup>1</sup> Key financial measures, comprising financial returns, namely, Revenue Target, Earnings Before Interest, Taxes, Depreciation and Amortization (EBITDA), Net Profit after Tax (NPAT) and Return on Investment Capital (ROIC) as well as relative financial metric, namely, share price growth compared with other businesses in the same industry, etc.

<sup>2</sup> Other indicators, comprising business development indicators, namely, new development and existing project development according to strategic plan, commercial development indicators, namely, new business opportunities and collaboration with business alliance, and organization development indicators, namely, organization development and succession plan.

### Remuneration of Senior Management

Each year the CEO assesses the performances of individual members of senior management, the outcomes of which support decisions on their remuneration (salary and bonus).

### Compensation Structure

#### Fixed Compensation and Benefits

- **Base Salary:** The level of base compensation reflects the key responsibilities, job characteristics, experience and skill set and is paid in cash monthly. Base compensation is reviewed annually based on performance in comparison with the set goals and plan as well as the compensation rate within the same or similar industry.
- **Other Benefits:** With an objective to establish a level of security for Central Pattana's personnel as well as to provide preparation and assistance in case of retirement, resignation, health, disability and death. The benefits include provident fund, medical expenses, accident insurance, travel insurance, life insurance and COVID-19 insurance during the pandemic situation, for instance.



## Performance-related Variable Compensation

### Short-term Incentives

- **Performance Bonus**<sup>1</sup>: Variable compensation is in accordance with annual performance and is paid in cash. Performance during the past fiscal year is taken into consideration against the set goals and plan as well as the compensation rate within the same or similar industry.

### Long-term Incentives

- **Stock Allocation**<sup>2</sup>: The Employee Joint Investment Program (“EJIP”) aims to encourage the management’s participation in Central Pattana’s ownership and nurture performance incentives while retaining the Company’s personnel over the long term. Including the silent period, this project spans five years from May 1, 2019, to April 30, 2024. For those eligible applicants, 5% of their base salary will be deducted each month until the end of their project participation; Central Pattana will in the meantime contribute the same amount each month until the completion of the project payment period.

**Remarks** : <sup>1</sup> Central Pattana complies with Thai laws. Clawback shall be undertaken under the Securities and Exchange Act B.E. 2535 (As Amended), in particular the Section 89/18 and 89/19, stipulating that in cases where the executive obtains undue benefits, such person shall disgorge undue benefits. Moreover, the CEO and executives are subject to legal penalties as abided by laws.

<sup>2</sup> The Company encourages the CEO and executives to receive compensation aligned with long-term performance through the long-term stock allocation project (EJIP), aiming to drive the Company’ growth. The Company shall contribute the same amount as that from the salary of the CEO and executives participating the project. Both portions shall be used in purchasing the Company’s shares. With the same amount each month during the whole project period, regardless of the market situation or share price as of the date of purchase, this helps prevent insider trading and comply with The Securities and Exchange Commission, Thailand (SEC)’s regulations. Within the 5-year project period, the CEO and executives are expected to gain allocated stocks for approximately 3.6 multiple of base salary.

The total remuneration paid to the management for 2021 are as follows:

- **Salary and Bonus**: Central Pattana contributed remuneration in form of salaries and bonuses paid to 6 executives amounted to Baht 53,087,080.00 (at the average of Baht 8,847,846.67 per person).
- **Provident Fund**: Central Pattana contributed the Provident Fund paid to 6 executives amounted to Baht 5,259,708.00 (at the average of Baht 876,618.00 per person).
- **Stock Allocation in the EJIP Project**: In 2021 a total of 62 executives participated in the project, and Central Pattana paid a total contribution of Baht 12,726,212.00. Stock allocated to executives, as specified in the SEC Notification, who are eligible and voluntarily join the program appears in the Table Directors and executives holding Central Pattana’s shares in 2021.

## Remuneration for the Management Serving as Directors and Executives of Subsidiaries

Central Pattana governs its subsidiaries’ businesses by appointing its management team members as their directors and management to ensure that their businesses align with Central Pattana’s business direction.

The remuneration of the management serving as directors and executives of subsidiaries comprises monetary compensation, namely salary, with no benefits in other forms.

The total remuneration paid to the management for 2021 are as follows:

Name of Company	Management (Persons)	Remuneration (Baht)
Grand Canal Land Public Company Limited (“GLAND”)	2	942,000
CPN REIT Management Company Limited	2	585,000

(7.5 Employees) (7.6 Other Information)

## 7.5 Employees

### Number of Employees

Central Pattana's total number of employees properly serves business operations. Thanks to proper employee distribution to each key function, the Company does not face a labor shortage risk. Furthermore, the change in the number of employees in 2021 was in line with Central Pattana's growth direction. There were 4,712 employees in total as of December 31, 2021. Please see Chapter 3 Sustainable Development and the Company's website under "Employee Management and Engagement".



Total  
Employees

# 4,712



Click

<https://www.centralpattana.co.th/en/sustainability/sustainability-reporting-library>

### Employee Compensation

The Company puts in place a policy to pay fair remuneration and welfare to employees at all levels. It sets a remuneration structure, such as salary and bonus, aligned with the employees' competency, and performance as well as the Company's short-term and long-term performance. Implementation complies with the "Code of Ethics and Corporate Governance Principle" handbook on page 28. See further details on the Central Pattana website under "Employee Treatment Policy".

The Board ensures that the Company has a policy to pay fair compensation and constantly fosters employees' capacity. It summarized the total compensation of 2021, including salary, bonus, and provident fund. For further detail, please see the Financial Report 2021 (56-1 One Report) under "Employee benefit expenses". For details about the Company's personnel, please see Chapter 3 Sustainable Development.

## 7.6 Other Information

### Other Key Positions

1. Mr. Tiva	Kuankruea	Head of Financial Consolidation
2. Ms. Ampawee	Chompoopongkasem	Head of Company Secretary
3. Ms. Nonglak	Sriwongphanawes	Head of Internal Audit
4. Mr. Ponpinit	Upathamp	Head of Investor Relation

### Detail and Remuneration of External Auditor

The 2021 Annual General Meeting of Shareholders ("AGM") approved the appointment of KPMG Phoomchai Audit ("Primary External Auditor") as the external auditor for the Company, represented by one of the following officers namely, 1) Ms. Vannaporn Jongperadechanon with CPA registration number 4098, 2) Ms. Bongkot Amsageam with CPA registration number 3684, 3) Ms. Vilaivan Pholprasert with CPA registration number 8420 and 4) Mrs. Sasithorn Pongadisak with CPA registration number 8802, at an audit fee with a ceiling of Baht 8,590,000, decreasing from 2020. KPMG is the external auditor for the Company and its subsidiaries, in total 37 companies. The actual audit fee paid in 2021 is amounted to Baht 8,590,000

with other non-audit fee for project consultation amounted to Baht 6,700,000.

The external auditor of certain overseas subsidiaries may be served by either Primary External Auditor or Secondary External Auditor. The Management was also authorized to approve the appointment of the external auditor and determine incidental review fees for the financial statements of subsidiaries, associates, joint ventures, and others incurred during the year. The AGM approved the remuneration for auditing its 4 overseas subsidiaries, at an audit fee with a ceiling of Baht 612,000. The actual audit fee paid in 2021 is amounted to Baht 612,000, with no other non-audit fee.

# Corporate Governance Report

## 8

### 8.1 Summary of Board of Directors Performance

#### Report on Key CG Performance

In 2021, although Central Pattana faced challenges from COVID-19, the Board emphasized the importance of supervising the Company's operations under corporate governance (CG) principles. It took into account all stakeholders' interests, such as looking after the interests of major, individual, and institutional shareholders and taking care of the employees, communities, and the environment. It also pushed for continuous implementation of CG-related policies.

Performance of the Board and Sub-committees in 2021 are as follows:

#### Nomination

##### Nomination of Directors and Independent Directors

##### Nomination Criteria and Methods

The Nomination and Remuneration Committee reviews eligible directors through diverse channels by:

- Allowing the major shareholder, individual shareholders, directors, and executives to nominate directors. The Company allows all shareholders the opportunity to participate in nominating for consideration as possible candidates for appointment as a Director of the Company for three months prior to the end of the financial year. The Company makes the announcement, together with the details of procedure for the nomination and consideration, via the disclosure system of the Stock Exchange of Thailand ("SET") and the Company's website. In 2021, there was no nomination from the shareholders.
- Taking the Director Pool provided by the Thai Institute of Directors ("IOD") or by other organizations into consideration.
- Leveraging other channels considered suitable by the Nomination and Remuneration Committee. The Nomination and Remuneration Committee is responsible for considering the nomination and screening suitable

candidates with qualifications predetermined in Company's articles of association, Charter of the Board, the Company's business strategy, and applicable criteria. These qualifications are summarized below:

- Conformity to all relevant legal requirements, with no record of criminal conviction or that of being penalized nor blacklisted by any organization, including the Securities and Exchange Commission ("SEC")
- Candidates for independent directors must possess SEC-required qualifications
- Board skill matrix comprising knowledge, experience, skills, and relevant expertise in line with the Company's strategy for business operation
- Board diversity, including race, nationality, gender, age and other factors, is taken into consideration during the selection and nomination process
- Leadership, vision, ethics, and integrity
- Ability to devote adequate time to their duties (for existing directors)

The Nomination and Remuneration Committee then proposes to the Board for endorsement and to the Shareholders' Meeting for approval to appoint directors under the following methods:

- 1) In voting for directors, each share carries one vote.
- 2) Each shareholder must exercise all of his/her voting rights to elect the proposed candidates one by one.
- 3) The candidates with the top votes and those in descending order will become directors, with the number of successful candidates equal to the number of directors required or to that to be elected at a given meeting. The chairperson of the meeting casts his/her deciding vote if more than one candidate receives equal votes.

In case of a vacant position due to causes other than term completion, the Board must appoint qualified and lawful candidates as replacement directors at the next Board meeting unless the remaining term is shorter than two months. Each replacement serves in such position only for his/her predecessor's remaining term. For the appointment of the

## (8.1 Summary of Board of Directors Performance)

replacement, he/she must receive no less than three-quarter of the votes from the remaining directors.

At the 2021 AGM, four directors completed their terms and were reappointed by the Shareholders' Meeting for another term:

- |                               |  |
|-------------------------------|--|
| 1. Mr. Karun Kittisatoporn    | Lead Independent Director / Chairman of the Nomination and Remuneration Committee / Member of the Audit and Corporate Governance Committee |
| 2. Mrs. Jotika Savanananda    | Independent Director / Member of the Audit and Corporate Governance Committee / Member of the Nomination and Remuneration Committee        |
| 3. Mr. Suthikiati Chirathivat | Director   |
| 4. Mr. Prin Chirathivat       | Director / Member of the Risk Policy Committee / Advisory of the Nomination and Remuneration Committee                                     |

Despite having been an independent director for more than nine years, the Company has the necessity to nominate Mr. Karun Kittisatoporn as he is the independent director, having the qualifications which meet all requirements of the Company's independent director definition in compliance with the Stock Exchange of Thailand, which is much stricter than those required by the Office of the Securities and Exchange Commission. Furthermore, he was filled with knowledge, ability, and experience on core business of the Company, had a visionary in compliance with the Company's vision & mission, had an expertise in Economics, International Business. He also performed his duty with Loyalty, able to express his opinion and recommendations which were beneficial to the good governance of the Company. In his directorship as a Lead Independent Director and a Chairman of the Nomination and Remuneration Committee, he had been freely expressed his opinions and recommendations while complying with the relevant rules or criteria. The Board, thus, resolved to propose Mr. Karun Kittisatoporn for election

as director for another term. The 2021 AGM approved the appointment as proposed.

For further information, please visit the Company's website under "Agenda item 5: To Consider and Approve the Appointment of Directors in Place of Those due to Complete Their Terms in 2021"



Click

<https://cpn.listedcompany.com/newsroom/300320211848100076E.pdf>

For further information about the qualifications of independent directors, please visit the Company's website under "Charter of the Board of Directors"



Click

<https://www.centralpattana.co.th/en/sustainability/corporate-governance/charters>

### Orientation for New Directors

The Company has arranged a meeting among new and existing ones, including management team. An orientation was held to develop a better understanding of their roles and to present Company's business, as follows, to the new directors:

1. Central Pattana's goals, vision, and strategies
2. Central Pattana's group structure, organization chart, and sub-committees
3. Central Pattana's business nature
4. Central Pattana's shareholding structure
5. Central Pattana's policy on connected transactions
6. Central Pattana's performance, recent projects, and projects under construction to provide new directors with adequate basic information to perform their duties efficiently.

Additionally, the Company Secretary Office has prepared and provided the following documents to the new directors:

1. Director's manual, consisting of Central Pattana's vision, mission, and values; corporate governance policy; code of conduct for directors, executives, and employees; Central Pattana's Articles of Association; Central Pattana's Memorandum of Association; charters

## (8.1 Summary of Board of Directors Performance)

of the Board of Directors and sub-committees; manual of listed companies' directors; suggestions for disclosure of information; and applicable laws

2. Company profile
3. Regulations on Central Pattana's internal information control
4. Regulations on Central Pattana's securities portfolio
5. Policy on reporting of directors' and executives' vested interests and relevant forms for report preparation
6. Annual reports of the last three years, with information about Central Pattana's business operation and performance, and details on risk management and internal control
7. Board meeting minutes for the past three years
8. Performance reports of the Audit and Corporate Governance Committee for the past three years
9. Performance reports of the Nomination and Remuneration Committee for the past three years
10. Performance reports of the Risk Policy Committee for the past three years
11. Board meeting schedule for the entire year

- The Executive Committee and the CEO jointly formulate succession plans for the positions of Senior Executive Vice President and Executive Vice President, along with determining the skills, knowledge, competency and other qualifications of candidates for the succession plan.
- The CEO oversees the development of candidates' knowledge and competency via assorted methods including training, special assignment, and job rotation to strengthen essential skills and groom them for future positions.
- The CEO reports to the Nomination and Remuneration Committee on the succession plan for management positions and the implementation outcomes of individual development plans for qualified executives at least once a year and when there is any significant change.
- The Nomination and Remuneration Committee reports to the Board on the summary of the implementation outcomes of succession plans for management positions for the Board's acknowledgement at least once a year and when there is any significant change.

In 2021, an orientation was held for Mr. Suthipak Chirathivat.

## Nomination of Management

### Nomination of the CEO

The Executive Committee conducts a preliminary screening of qualified candidates with the required competency and experience, and then tables them to the Nomination and Remuneration Committee's consideration and endorsement before proposing to the Board for approval.

### Nomination of Senior Executives

The CEO selects and appoints qualified and competent candidates, possessing knowledge, skills, and experience relevant to the Company's business operation, suitable for each executive position and responsibility. The recruitment will be done under Human Capital Management and Organization Development Department's regulations.

### Succession Plan

The Board oversees the formulation of Central Pattana's succession and development plans for top executives, with an emphasis on the CEO position, to ensure business continuity, while developing personnel to competently take important positions through the following procedures:

## Training and Seminars of the Board

The Board has valued the continuous development of its directors as stipulated in the "Code of Conduct and Corporate Governance Principles" handbook ("the Handbook") page 51.



### Click

<https://www.centralpattana.co.th/storage/sustainability/corporate-governance/code-of-business-conduct/20190418-cpn-code-conduct-cg-en.pdf>

All directors had attended IOD courses enhancing their directorship. The Company has also encouraged the Board to develop knowledge and exchange experiences by promoting and coordinating to accommodate consistent participation of all directors in training and seminars each year. The training and seminars attended by each director in 2021 were summarized as follows:



## (8.1 Summary of Board of Directors Performance)

## Seminars and Training Courses Attended by Each Director in 2021

Name of Directors		Course	Organization	Detail
Mr. Sudhitham	Chirathivat	Economic Outlook 2021	Central Pattana	September 28, 2021
Mr. Karun	Kittisataporn	Ethical Leadership Program (ELP) Class 21/2564	IOD	February 19, 2021
		Cyber Armor: Capital Market Board Awareness	SEC	July 23, 2021
		Role of Chairman Program (RCP) Class 48/2564	IOD	September 13-14, 2021
		Economic Outlook 2021	Central Pattana	September 28, 2021
		Bangkok FinTech Fair 2021 "Shaping Digital Finance in the New Decade"	The Bank of Thailand	October 18-19, 2021
		Hands-on Webinar on Cyber Security	Bank of Ayudhya	Online seminar
		Regulatory Technology: RegTech 2021	Bank of Ayudhya	Online seminar
Mr. Paitoon	Taveebhol	Webinar jointly with audit committee members of listed companies, to enhance the quality of corporate governance and financial reports	SEC	November 29, 2021
Mrs. Jotika	Savanananda	National Director Conference 2021: Leadership Behind Closed Door (NDC) Class 1/2564	IOD	August 17 - October 12, 2021
		Webinar jointly with audit committee members of listed companies, to enhance the quality of corporate governance and financial reports	SEC	November 29, 2021
		Economic Outlook 2021	Central Pattana	Online seminar
Mr. Veravat	Chutichetpong	Digital Currency	Kiatnakin Phatra Bank	August 5, 2021
		Executive Talk Economic & Banking	Kiatnakin Phatra Bank	November 18, 2021
Mr. Suthikiati	Chirathivat	-	-	-
Mr. Sudhisak	Chirathivat	-	-	-
Mrs. Nidsinee	Chirathivat	National Director Conference 2021: Leadership Behind Closed Door (NDC) Class 1/2564	IOD	August 17 - October 12, 2021
		Economic Outlook 2021	Central Pattana	Online seminar
Mr. Kobchai	Chirathivat	-	-	-
Mr. Prin	Chirathivat	Advanced Audit Committee Program (AACP) Class 39/2564	IOD	January 20 - February 10, 2021
Mr. Preecha	Ekkunagul	Director Leadership Certification Program (DLCP) Class 0/2564	IOD	October 30, 2021
		Economic Outlook 2021	Central Pattana	September 28, 2021
Mr. Suthipak	Chirathivat	Economic Outlook 2021	Central Pattana	Online seminar

### (8.1 Summary of Board of Directors Performance)

## Participation in Directors' Training Courses Organized by IOD

[illegible]

## (8.1 Summary of Board of Directors Performance)

## The Board's Self-Evaluation

### 1. Board's Self-Evaluation Form

- **Criteria**

Central Pattana Board's Self-Evaluation Form applies the SET's evaluation approach to suit the characteristics and structure of the Board of Directors. The results are key factors for the enhancement of directors' performance and related duties. In 2021, the Company improved the evaluation form to be aligned with IOD's best practices. The evaluation form consists of two key components:

**Component I** The Board evaluates the scores given to the following five aspects of its operation:

- 1) Board structure and qualifications
- 2) The roles, duties, and responsibilities of the Board
- 3) Board meetings and board performance
- 4) Relationship with management
- 5) Director's self-improvement and executive development.

**Component II** The Board gives its opinions and suggestions or identifies special issues of interest about its performance or different aspects of the Company's operation as well as suggestions on strategic plan and issues of interests for board education.

- **Procedure**

At the end of each year, the Company Secretary will send a self-evaluation form to every director, collect the completed forms, and report the summary annually to a Board meeting as an agenda item for acknowledgment and discussion. In 2021, the Company sent out both paper and electronic versions of the evaluation form to the directors for the purpose of safety during the spread of COVID-19.

### 2. Director's Self-Evaluation Form

- **Criteria**

Designed to assist each director in reviewing and enhancing director's performance, this evaluation form fully aligns with the Board's legal obligation, the Company's Charters and Code of Conduct, and the best-practice guidelines of the SEC and the SET. In 2021, the Company improved the evaluation form to be aligned with IOD's best practices. Topics in the evaluation form were as follow:

- 1) Board dynamics
- 2) Relationship with Management
- 3) Board education

- **Procedure**

At the end of each year, the Company Secretary will send a self-evaluation form to every director, collect the completed forms, and report the summary annually to a Board meeting as an agenda item for acknowledgment and discussion. In 2021, the Company sent out both paper and electronic versions of the evaluation form to the directors for the purpose of safety during the spread of COVID-19.

### 3. Sub-Committee's Self-Evaluation Form

All sub-committees including 1) Audit and Corporate Governance Committee, 2) Nomination and Remuneration Committee and 3) Risk Policy Committee must undertake annual self-evaluation, the outcomes of which are applied to boost their input to support Central Pattana committees' work and each dimension of its business operation. In 2021, the Company sent out both paper and electronic versions of the evaluation form to the directors for the purpose of safety during the spread of COVID-19.

The "excellent" outcome of the Board, individual Director and Sub-committee performance assessment in 2021 can be summarized as follows:

Evaluation	Outcome (%)
<b>The Board of Directors</b>	
1. The Board of Directors (Full Board)	98.16
2. The Board of Directors (Individual)	98.40
<b>Sub-Committees</b>	
3. Audit and Corporate Governance Committee	100.00
4. Nomination and Remuneration Committee	98.43
5. Risk Policy Committee	98.70

### 4. Evaluation of the CEO's Performance

- **Criteria**

Based on SET's evaluation approach, the CEO evaluation form consists of two key components:

**Component I** Evaluation of 10 aspects of CEO's performance, namely, leadership, strategic identification, adherence to strategic plans, financial planning and outcomes, relationship with the Board, relationship with external parties, management

skills and staff relationship, succession plan, products and service knowledge and personal qualifications.

**Component II** Under the section of CEO Development, the Board gives additional opinions on CEO's strengths and aspects for further improvements.

- **Procedure**

The CEO, along with the Nomination and Remuneration Committee, jointly set clear KPIs at the beginning of the year. The Committee then reported to the Board the evaluation criteria, and the Board compared its evaluation with the President's self-assessment. After receiving the CEO's actual monetary and non-monetary performance, the Board compared it with the KPIs to decide his remuneration. In 2021, the Company sent out both paper and electronic versions of the evaluation form to the directors for the purpose of safety during the spread of COVID-19.

The result of the Board's evaluation in 2021 was 95.66%, very close to the CEO's self-assessment, which was 95.37%, both of which ranked as "excellent".

## Meeting Attendance and Remuneration of the Directors

### Board Meetings

- The Company's regulations require Board meetings to be held at least once every three months. As stipulated in the Company's Code of Conduct and Corporate Governance Principles, The Board members had the duty to regularly attend Board meetings with the ratio of at least 75% of the meetings for the entire year. In 2021, there were nine Board meetings. For each director's attendance, please see the table "Meeting Attendance and Remuneration of the Directors in 2021". Each individual director's attendance ratio is no less than 75% and the average board attendance ratio is at 98.15%
- The Company Secretary must submit meeting documents that can be revealed in a written form without affecting the Company's business operations to the directors at least five business days in advance for consideration, together with an invitation letter specifying the meeting date, time, place, and agenda. Except in emergencies, to protect the Company's rights or interests, appointments

for such meetings can be made through other methods at shorter notice.

- As stipulated in the Company's Code of Conduct and Corporate Governance Principles, each time the Board voted, the Board decided that the Board composition should be recorded in the meeting minutes. Voting on each item requiring approval was done by no less than two-thirds of the Board. Any director with vested interest in any agenda must abstain from voting.
- The Company has scheduled the Board and sub-committee's meeting for the entire year in advance and informed every director at the end of the year.
- The Company's Code of Conduct and Corporate Governance Principles stipulates that non-executive directors must hold at least one meeting a year. In 2021, there was a meeting of non-executive directors in November to review the 2022 strategic plan and a meeting of independent directors in July to independently discuss on significant matters which may affect the Company's strategy and business, where summaries of issues for consideration and helpful recommendations were provided to the Board and the management for further action.

## (8.1 Summary of Board of Directors Performance)

## Meeting Attendance and Remuneration of the Directors in 2021

Name of Directors	Position	Meeting Attendance (Meeting)			
		Board of Directors	Audit and Corporate Governance Committee	Nomination and Remuneration Committee	Risk Policy Committee
		9 Meetings	11 Meetings	5 Meetings	4 Meetings
1. Mr. Suthichai Chirathivat <sup>2</sup>	Chairman	7/7	-	-	-
2. Mr. Sudhitham Chirathivat <sup>3</sup>	Chairman / Director / Member of the Nomination and Remuneration Committee	9/9	-	3/3	-
3. Mr. Karun Kittisataporn	Lead Independent Director / Member of the Audit and Corporate Governance Committee / Chairman of the Nomination and Remuneration Committee	9/9	11/11	5/5	-
4. Mr. Paitoon Taveebhol	Independent Director / Chairman of the Audit and Corporate Governance Committee / Chairman of the Risk Policy Committee	9/9	11/11	-	4/4
5. Mrs. Jotika Savanananda	Independent Director / Member of the Audit and Corporate Governance Committee / Member of the Nomination and Remuneration Committee	9/9	11/11	5/5	-
6. Mr. Veravat Chutichetpong <sup>4</sup>	Independent Director / Member of the Audit and Corporate Governance Committee / Member of the Risk Policy Committee	8/9	4/4	-	3/3
7. Mr. Suthikiati Chirathivat	Director	8/9	-	-	-
8. Mr. Sudhisak Chirathivat <sup>5</sup>	Director / Advisory of the Nomination and Remuneration Committee	9/9	-	5/5	-
9. Mrs. Nidsinee Chirathivat	Director	9/9	-	-	-
10. Mr. Kobchai Chirathivat <sup>6</sup>	Director / Member of the Nomination and Remuneration Committee / Member of the Risk Policy Committee	9/9	-	2/2	4/4
11. Mr. Prin Chirathivat	Director / Member of the Risk Policy Committee / Advisory of the Nomination and Remuneration Committee	9/9	-	5/5	4/4
12. Mr. Preecha Ekkunagul	Director / Member of the Risk Policy Committee	9/9	-	-	-
13. Mr. Suthipak Chirathivat <sup>7</sup>	Director	2/2	-	-	-
Total					

Remarks : <sup>1</sup> 2021 annual bonus paid to the directors in 1Q22

<sup>2</sup> Resigned as Chairman and holding the position of Honorary Chairman, effective from August 16, 2021, onwards

<sup>3</sup> Holding the position of Chairman, effective from August 16, 2021, onwards and holding the position of Member of the Nomination and Remuneration Committee until August 16, 2021

<sup>4</sup> Resigned as a Member of the Audit and Corporate Governance Committee and holding the position of Member of the Risk Policy Committee, effective from May 14, 2021, onwards

<sup>5</sup> Resigned as Director and Advisory of the Nomination and Remuneration Committee, holding the position until December 31, 2021

<sup>6</sup> Holding the position of Member of the Nomination and Remuneration Committee, effective from August 16, 2021, onwards

<sup>7</sup> Holding the position of Director, effective from August 16, 2021, onwards

## (8.1 Summary of Board of Directors Performance)

Director Remuneration (Baht)						Total (Baht)
Monthly Retainer	Meeting Allowance for the Board of Directors	Meeting Allowance for the Audit and Corporate Governance Committee	Meeting Allowance for the Nomination and Remuneration Committee	Meeting Allowance for the Risk Policy Committee	Annual Bonus <sup>1</sup>	
411,613	420,000	-	-	-	310,959	1,142,572
460,430	414,000	-	90,000	-	437,808	1,402,238
600,000	378,000	550,000	175,000	-	460,000	2,163,000
532,000	378,000	715,000	-	140,000	440,000	2,205,000
412,000	378,000	550,000	150,000	-	400,000	1,890,000
412,000	336,000	200,000	-	90,000	400,000	1,438,000
340,000	336,000	-	-	-	400,000	1,076,000
340,000	378,000	-	150,000	-	400,000	1,268,000
340,000	378,000	-	-	-	400,000	1,118,000
340,000	378,000	-	60,000	120,000	400,000	1,298,000
340,000	378,000	-	150,000	120,000	400,000	1,388,000
340,000	378,000	-	-	-	-	718,000
127,957	84,000	-	-	-	-	211,957
4,996,000	4,614,000	2,015,000	775,000	470,000	4,448,767	17,318,767

(8.1 Summary of Board of Directors Performance)

## Supervision of Subsidiaries and Associated Companies

### Governing Mechanism for Subsidiaries and Associates

Central Pattana's Board of Directors governed the operation of subsidiaries and associates as follows:

1. Management has the duty to consider sending representatives of the Company to serve as directors or executives in such subsidiaries and associates, at least to the ratio of the Company's shares in the Company. These representatives duly help align subsidiaries and associates' policies and business operations with Central Pattana's policies and governance approaches.
2. Representatives appointed as directors or executives in such subsidiaries and associates can undertake duties within their authorization to guard the interests of Central Pattana's investment and report directly to management. Whenever a special transaction requires approval, a request for approval must also be submitted to Central Pattana in accordance with its assigned authorization.
3. Management has the duty to periodically report performance results of such subsidiaries and associates to Central Pattana's Board of Directors, including significant operations or changes that may affect the financial position and performance results of Central Pattana.
4. Internal Audit has the duty to check and report on the efficiency of internal control of such companies to the Audit Committee and the Corporate Governance Committee according to pre-established plans.
5. The Board of Directors has the duty to supervise and ensure that the subsidiaries and associates comply with all related rules and regulations as well as disclosing all financial position information and performance results, related party transactions, acquisition and disposal of assets, as well as other important transactions as completely and accurately as possible under the same criteria as Central Pattana.

### Shareholders' Agreement in the Management of Subsidiaries and Associates that Significantly Affects the Central Pattana Group Operation and Significantly Affects the Administration or Authority or Sharing of Benefit Apart from Normal Returns on Shareholding

-None-

## Monitoring the Implementation in Compliance with Corporate Governance Policies and Practices

The Board has highlighted the importance of corporate governance by stipulating relevant policies and practices in the Handbook and enhanced tangible implementation to build stakeholder trust.

In 2021, the Company has monitored the implementation in compliance with the Code of Conduct and Corporate Governance Principles, covering significant matters such as equitable treatment of shareholders, human rights, employee engagement with non-discrimination, safety and occupational health, responsibilities towards the society, communities and the environment, information security, personal data protection for related stakeholders, as well as ensured transparency for the Company's business operation as follows:

### Monitoring of Conflicts of Interest

Central Pattana follows its policy to conduct business with honesty, open-mindedness, transparency, and fairness. The Company's directors, executives, and employees must not engage in any business in competition with the Company or undertake any connected transaction related to themselves or persons/juristic persons, which could pose any conflict of interest to the Company. The Board must ensure strict conformance to the regulations and procedures for the disclosure of connected transactions specified by the law and the regulators.

If a connected transaction is unavoidable, however, such transaction must follow the general business provisions as specified and approved by the Board, based on transparency and fairness in the same way as ordinary transactions undertaken with outsiders, taking into account the best interests of the Company. Any party involved in a conflict of interest transaction must not take part in the consideration of such transaction.

If certain connected transactions are crucial or non-compliant with the general commercial conditions approved by the Board and could cause a conflict of interest, the Audit and Corporate Governance Committee must review them and express opinions before proposing them to the Board or shareholders for approval. The Company has always followed



## (8.1 Summary of Board of Directors Performance)

the relevant criteria and disclosed all essential information in compliance with rules and regulations. The Company's directors and executives are obliged to disclose and report vested interests and connected transactions undertaken by themselves and their related parties as follows:

- **Disclosure of Vested Interests :** Directors and executives are obliged to make the first report within 30 days after holding offices and report the information on December 31 each year. During the year, if there should be necessity to make transactions directly or indirectly with the Company and the subsidiaries, they are obliged to notify the Company immediately, stating facts about the nature of the contract, names of contract parties, and their vested interests in the contract so as to ensure transparent transactions. The Company Secretary is responsible for collecting and sending the copies of vested interests reports to the Chairman of the Board and the Chairman of the Audit and Corporate Governance Committee within seven business days from the date the Secretary receives the report.
- **Disclosure of Connected Transactions :** Directors and executives are obliged by the laws and the SEC and the SET's rules and regulations to report to the Company when agreeing to engage in connected transactions that may cause a conflict of interest.

In 2021, the Company did not receive any complaint about misuse of inside information nor conflicts of interest committed by any director or executive.

### Control and Prevention of the Use of Inside Information

The Board ensures that a policy is put in place to control the use of inside information and transactions on Central Pattana's shares in written form as stipulated in the Handbook, to ensure equitable treatment of all shareholders and assuring them that relevant directors and executives are prohibited from undertaking dishonest stock transactions for their own benefit or the benefit of others. Details are as follows:

- **Control of Inside Information :** Directors, executives, and all employees must not use the Company's inside information, significant and undisclosed, for their own benefit or the benefit of others and must strictly comply with the policy on the safeguarding and use of inside information.

- **Holding Central Pattana's Securities :** The Company's directors, executives, and employees may invest in the Company's securities. However, to prevent conflicts of interest, these personnel and their related persons (spouses and under-aged children) must not buy, sell, transfer, or accept any transfer of the Company's shares during the one-month period before the public disclosure of the Company's financial statements and at least 48 hours after the Company has disclosed such information to the SET or the public. If any of them buys, sells, transfers, or accepts transfer the Company's shares, they must prepare and disclose the report of shareholding and changes to the regulators as specified.

In case of violation against the policy on the use of inside information, executives and employees will be considered guilty and is subject to the legal punishment.

- **Disclosure on the Holding of Central Pattana's Securities :** The Company's directors and executives are required to report the change within three days of their transactions.

Every quarter, the Company Secretary informs the directors, executives, and relevant employees about the non-trading period one month before disseminating the financial statements to the public. Moreover, Central Pattana monitors changes in securities holding of directors and top management, including spouses and under-age children, to report to the Board quarterly.

In 2021, neither directors nor executives breached the governance policy of inside information. However, certain of the directors notified the SEC of the change in securities holdings later than three business days without an intention to conceal the information. The Chairman stressed that directors must strictly abide by the rules of regulatory bodies.

### Anti-Corruption

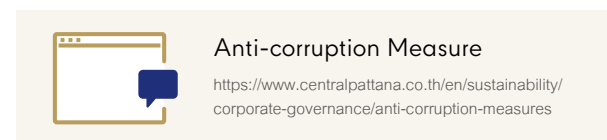
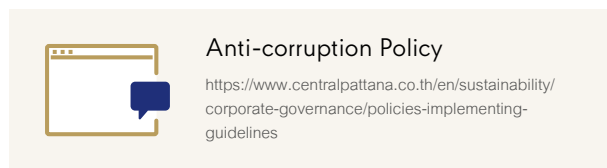
The Board emphasizes transparent business conduct and anti-corruption. Therefore, it has formulated methods to prevent the Company, subsidiaries, and associated companies from engaging in corruption activities. The efforts include identifying risks of corruption, defining preventive measures, improving internal control processes, communicating internally and externally about this issue,

## (8.1 Summary of Board of Directors Performance)

training employees, and reviewing the process' completeness and sufficiency.

### Policy

The Board has put anti-corruption policies and measures into practice since 2014. In 2017, it updated them to enable the Company, subsidiaries, and associated companies to operate the business with transparency. Furthermore, it must never get involved with corruption, whether by demanding, accepting, or offering a bribe to government officials.



Central Pattana became a certified member of the Thailand's Private Sector Collective Action Coalition Against Corruption (CAC) since 2015 and must recertify once every three years. The Company was recertified on December 31, 2020.

### Execution

The Company abides by CAC's anti-corruption policies, measures, and practices as follows:

#### 1. Risk Assessment

Central Pattana assesses risks of fraud and corruption annually. See further details in Chapter 2 Risk Management. The results are reported to the Risk Policy Committee and the Board. The Company then improved the internal control and operating processes to minimize potential risks and their impacts.

#### 2. Guideline Establishment to Control, Prevent, and Monitor Risks of Corruption

Central Pattana has formulated plans and operating procedures so that all departments can carry out their business activities on time and mitigate the risks of corruption.

#### 3. Communication and Training

Central Pattana has been educating the employees about anti-corruption efforts as follows:

- Monthly orientation to educate new employees on Code of Conduct and Anti-corruption Policy
- Training via e-Learning with the "Central Pattana Code of Conduct" course in line with its Code of Conduct and Corporate Governance Policy and anti-corruption measures. All employees, both new and current ones, can attend the course throughout the year.
- Developing e-learning lessons on "Ethics in Workplace" expectedly launched in 2022 in response to the spread of COVID-19, which made it impossible to organize an in-class training
- Consistent communication with relevant policies, including the No-Gift Policy, via assorted channels, including the email, Central Pattana's website, bulletin boards, and ADMIRED journal to communicate with all employees and executives.

#### 4. Monitoring and Evaluating Compliance with the Anti-Corruption Policy

- Arranged a 2021 test on "Code of Conduct" to measure the employees' knowledge about the Code of Conduct and the Corporate Governance and used the test results to improve the corporate governance policy
- Implemented "No Gift Policy," which has been adopted since 2017. In 2021, the Company developed the online gift tracking system as a channel to report unrefusable gifts, with an aim to facilitate executives and employees' reporting during remote working and to enhance the efficiency and convenience of gift management monitoring. Once gifts were reported via the system, notifications would be sent to the reporter's supervisor. The related departments in the headquarter and branches then jointly monitor and manage such received gifts. The Company Secretary will gather such information and summarized the unrefusable gifts to further report the Audit and Corporate Governance Committee.

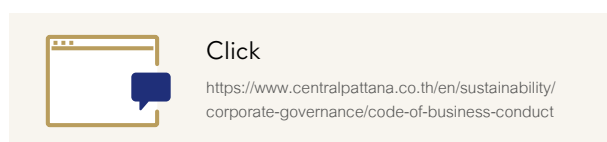
#### 5. Review of Process Completeness and Sufficiency

The Company Secretary Office, in collaboration with Internal Audit, collects information and prepares guidelines for improving Central Pattana's internal control processes and enhancing its effectiveness. Then it presents the guidelines to the Audit and Corporate Governance Committee for reviewing completeness and sufficiency. The result is then reported to the Board.

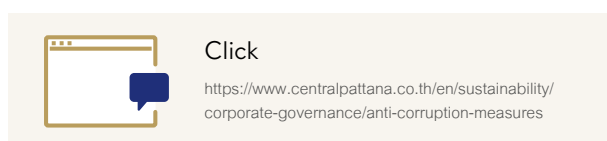
## 6. Extension of Cooperation toward Central Pattana's Business Partners

- Central Pattana communicates with partners on the Code of Conduct and Anti-corruption Measures by disclosing it on the Company's website. It also informs partners and related stakeholders about the No-Gift Policy through various channels, such as the website, letters, and phone calls to ensure their acknowledgment and compliance. Furthermore, the Company's anti-corruption activities were publicized through the projects such as CAC and STRONG Model by the Office of the National Anti-Corruption Commission.
- The Company defined a transparent procurement method in line with the anti-corruption policy. Prospective partners must be screened by pre-qualification evaluation, which requires partners to implement the topics of sustainability, corporate governance, and anti-corruption.
- Central Pattana invites business partners and alliances to join the CAC or CAC SME program (depending on the business size); it sends letters signed by the President to inform them about the Company's No-Gift Policy.

Detail of relevant policies is stipulated in the Handbook as well as in the Code of Conduct and Practices for Suppliers. For further information, please visit the Company's website under "Code of Business Conduct"



For Anti-corruption Measure, please visit the website under "Anti-corruption Measures"



## Whistleblowing and Complaints

In the case that stakeholders have doubts or witnessed acts suspected to be violation of laws, regulations, or the business code of conduct, including malpractice, such as violation of laws, company rules and regulations, fraud, corruption,

abuse of power, authority exploitation, malfeasance, misconduct, human rights violation, acts that unduly impact society, communities, and the environment, they may ask for information, whistleblow, or file complaints with evidence to related parties or department. The Audit and Corporate Governance Committee makes sure that a whistleblowing process is put in place. The Office of Internal Audit, together with relevant functions, follows the Company's whistleblowing process. Details of communication channels are as follows:

### Audit and Corporate Governance Committee

Central Pattana Public Company Limited  
 30<sup>th</sup> floor, Central World Offices  
 999/9 Rama I Road, Patumwan Sub-District  
 Patumwan District, Bangkok 10330, Thailand  
 Tel: +66(0) 2667-5555 ext.1200  
 Email: whistleblower@centralpattana.co.th

### Online Whistleblowing System

<https://www.centralpattana.co.th/en/whistle-blowing>  
 In the case that employees or stakeholders suspect any activities concerning operation, they can ask or alert complaints to the Company's management via the following channel.

### The President & CEO

Central Pattana Public Company Limited  
 33<sup>rd</sup> floor, Central World Offices  
 999/9 Rama I Road, Patumwan Sub-District  
 Patumwan District, Bangkok 10330, Thailand  
 Email: CEO@centralpattana.co.th

The Company has a policy to protect employees or other stakeholders who reveal alleged illegal/unethical behavior, taking into account the safety and interests of whistleblowers and those cooperating with the investigation. Those involved in the investigation process must keep all relevant information confidential. The whistleblowing and complaint-handling processes, including rights protection for staff, employees and outsourced persons are disclosed in Central Pattana's Code of Conduct and CG Principles as well as Anti-Corruption Measure.

## (8.1 Summary of Board of Directors Performance)

**Complaint Management**

Below is the summary of actions taken by Central Pattana when finding cases involving fraud or violations of the CG Policy:

1. **Established a fact-finding working group** : The complaint-handling staff considered the impact or severity that might arise from those complaints, such as employment termination, common offense, or damage that caused significant financial loss. Central Pattana then could set up a working group to examine facts as seen fit.
2. **Appointed an Investigation Committee** : The appointed Investigation Committee should be suitably qualified and impartial, have no conflict of interest with the complaints, and consider the severity of complaints.
3. **Conducted an investigation and prepared the report** : If the employee in question is guilty, Human Capital Management and Organizational Development will take disciplinary action by requesting that employee to sign the "Notice of Penalty".
4. **Prepared a summary report on complaint handling** : Internal Audit prepared a summary report on complaint-handling to present to the Audit and Corporate Governance Committee in the Audit and Corporate Governance Committee meeting, and then to the President and the Board, respectively.

**Actions taken by the Company in 2021**

In the past year there were a total of 50 whistleblowing cases and complaints, categorized as follows:

1. 12 cases where no evidence was found to substantiate the complaints
2. 15 cases where resolutions were reached, and concerned agencies were requested to deal with the problems
3. Six cases where employees faced disciplinary measures and/or legal measures according to regulatory requirements of the Company's guidelines
4. Six other cases concerning commendation or complaints due to misunderstanding that the Company has already clarified
5. 11 cases under consideration.

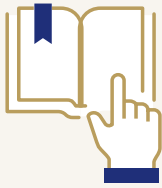
After investigation of facts and wrongdoings were found and offenders were penalized, the Company did not sustain damage, either financially or non-financially. A summary of all six disciplinary measures were:

Type of Complaint	Verbal Warnings	Written Warnings/ Disciplinary Points Deducted	Dismissal with No Compensation	Total
Negligence of duty / improper behavior	1	1	-	2
Abuse of power / conflict of interest	-	2	-	2
Fraud / corrupt practices <sup>1</sup>	-	-	1	1
Violation of laws, regulations and Central Pattana articles of association <sup>2</sup>	-	1	-	1
<b>Grand Total</b>	<b>1</b>	<b>4</b>	<b>1</b>	<b>6</b>

**Remarks :** <sup>1</sup> A case of fraud/misconduct by employees which poses disadvantages to the Company, while no case of bribery to governmental sector or external parties which induce business favors.

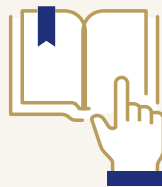
<sup>2</sup> A case of non-sexual harassment.

(8.2 Summary of Audit Committee Performance) (8.3 Summary of Other Sub-committee Performance)



## 8.2 Summary of Audit Committee Performance

For more details, please see Report of the Audit and Corporate Governance Committee on page 17



## 8.3 Summary of Other Sub-committee Performance

For more details, please see Report of the Nomination and Remuneration Committee on page 20, and Report of the Risk Policy Committee on page 22



(9.1 Internal Audit)

# Internal Audit and Connected Transaction

# 9

## 9.1 Internal Audit

Recognizing the value of an internal control system that is efficient and adequate, the Board, the Audit and Corporate Governance Committee, and management has instituted such system under the internal control scope of COSO Framework 2017 (The Committee of Sponsoring Organizations of the Treadway Commission). The Internal Audit Office jointly with other departments annually assesses the system's adequacy and suitability to ensure efficiency, effectiveness, and standard operations for all aspects of corporate processes.

In 2021, The Internal Audit Office assessed the adequacy of the system against the Securities and Exchange Commission (SEC)'s assessment form in five aspects: control environment, risk assessment, control activities, information and communication, and monitoring activities. The findings were reported to the Audit and Corporate Governance Committee for concurrence before their forwarding to the Board.

In 2021, the Company organized 11 Audit and Corporate Governance Committee meetings. At each meeting, agenda items concerned the review of internal control adequacy, undertaken through the review process of The Internal Audit Office's and the external auditor's audit outcomes; review of connected transactions; review of the Company's risk management and corporate governance; and provision of essential recommendations for the development and monitoring of management performance as recommended in applicable reports; and review of internal processes for whistleblowing and complaint handling.

The Audit and Corporate Governance Committee Meeting No. 1/2022 on January 12, 2022 was reported on the adequacy assessment for the year 2021's internal control system. The Committee considered the system adequate and suitable. The Board Meeting No. 2/2022 on February 18, 2022 - with three independent directors (who are members of the Audit and Corporate Governance Committee) in attendance-

concurred with the Board's resolution that the internal control system was satisfactory and forged sensible confidence in the Company's and subsidiaries' consolidated financial statements (appearing under "Responsibility of the Board of Directors to the Financial Statements") in agreement with the Audit and Corporate Governance Committee's opinions (as stated under "Report of the Audit and Corporate Governance Committee"). The Company was adequately staffed to efficiently comply with the system, while top management relentlessly valued and monitored operations. Also, KPMG Phoomchai Audit Ltd., the external auditor of the quarterly and annual financial statements for 2021, provided its views included in its audit report that the consolidated and separate financial statements were materially accurate against financial report standards (as stated in the Financial Report under "Independent Auditor's Report").

Significant details can be summarized to five topics as below:

### 1. Control Environment

Central Pattana's control environment was regarded as suitable, based on the following:

- Central Pattana has a written code of ethics, a corporate governance code, anti-corruption measures, and a suppliers' code of conduct, all of which are communicated to the directors, executives, and employees in training sessions and through various online media. It also informs subsidiaries and associated companies, including suppliers, about these topics via documents and its website. In 2021 Internal Audit published materials promoting "Three Lines of Defense" to ensure that employees understand the importance of following the internal control system. Moreover, CG individual assessment is conducted online annually. The Company will take disciplinary action against any non-compliance with the integrity and ethics requirements stipulated in the Code of Conduct and Corporate Governance Policy. It



also takes care of complaint channels. Partly because of this implementation, Central Pattana's CAC membership certificate was renewed on December 31, 2020.

- The Board is independent of management and has knowledge and expertise on the business. It has prepared the Board Charter and Committee Charters that clearly indicate how to perform duties efficiently, effectively, and fairly in compliance with Central Pattana's corporate governance guidelines. Furthermore, it has provided a process for recruiting and considering the qualifications of directors and the President under the Nomination and Remuneration Committee's supervision before proposing to the Board for approval and appointment.
- Central Pattana has set clear, measurable business goals. Furthermore, it has provided various training courses, especially those on new skills in line with the Company's changes and growth. It offered incentives and organized activities to relieve employees' pressure of working under the Covid-19 situation. Central Pattana also implemented a performance appraisal system by setting OKRs and responsibility based on the job nature. In addition, it restructured the organization to align with the corporate policy, business competition, and the current situation.

## 2. Risk Assessment

The Company commanded risk assessment under the COSO ERM 2017 scope, as detailed in Chapter 2 Risk Management. Its overall actions were summarized below:

- Central Pattana's performance successfully met the requirements of generally accepted accounting standards, verified in writing by a certified external auditor. This reassures the material accuracy of financial reports identifying the rights or obligations of the Company, disclosed in a transparent and comprehensive manner.

In 2021 the Board agreed to add one more independent director, Mr. Weerawat Chutichatphong, as a member of the Risk Policy Committee. Risk management came under the oversight of the Risk Policy Committee, with the Risk Management Committee in charge of reviewing and assessing comprehensive risks (internal and external) alongside fraud-corruption risk assessment. Internal Audit regularly reports complaint-handling results to the Audit and Governance Committee. This year Central Pattana

reviewed the major risks and risk assessment criteria, under which it has modified and grouped key risks into strategic and financial risks, operational risks (covering security), and legal compliance risks. It also pays attention to the impacts of Covid-19. Risk Management reports the situation quarterly at the Risk Management Committee and the Risk Policy Committee meetings. Monitoring of corporate risk management actions was also in place. To provide risk education, the Company communicated with employees through online training courses and e-mails.

- The Corporate Strategy Office has identified business model transformation that may affect business operations in order to fine-tune Central Pattana's strategies and goals under changing circumstances. This includes the assessment of relevant factors, including the movement of other retail stores alongside the micro-and macro-economic environment to assess the Company's risks and their impacts on the Company. This year the Company has defined its strategy with an emphasis on the business beyond shopping centers, joint ventures, new investments, and intensifying the digital media to raise income and self-adaptation amongst the emerging crises.
- The Company values change in organizational leadership. As a result, the Nomination and Remuneration Committee is responsible for recruiting qualified persons and formulating a succession plan for senior executives. In 2021, to ensure business continuity, the Board approved the appointment of Ms. Wallaya Chirathivat as President and Chief Executive Officer to replace Mr. Preecha Ekkunagul, who was retiring. The appointment took effect from January 1, 2022, onward.

## 3. Control Activities

Central Pattana controlled its performance efficiently to mitigate risks to manageable levels. Key activities are summarized below:

- In place were policies and operating procedures for suitable internal control, covering key processes, including transactions with the major shareholder, directors, management, or their related parties; transaction approval procedures, such as on finance, procurement and general administration; suitable role separation; the stipulation of policies ranging from the Anti-corruption Policy and



## (9.1 Internal Audit)

Measure, the Managing Conflict of Interest Policy as well as practices on connected transactions as guidelines for the Company's personnel; and, the communications on such policies and practices towards business partners and stakeholders via the Company's website and the Intranet to Communicate with the Company's personnel.

- International standards, including ISO 14001, ISO 50001, ISO 20121, and ISO 45001, and information system-related work were complied with. The Company commanded system security control activities through its information security policy and information security standards, contained in the Code of Conduct and Corporate Governance Handbook (Attachment 5); and, the operation was audited by the IT Audit to improve internal control activities of the information system.
- In 2021 Central Pattana defined the Board's approval authority in accordance with its roles and responsibility for governance of subsidiaries and associated companies. The Company also reviewed policies and procedures to remain appropriate at all times, such as rules and procedures for e-conferences and a privacy policy to protect personal data and compliance with the Personal Data Protection Act B.E. 2562 (2019).

#### 4. Information & Communication

Central Pattana commanded an efficient information and communication system, as summarized below:

- Central Pattana provides material information, whether financial information or others, sufficiently for the Board to decide. Before the meeting, the Board is informed in writing for a period stipulated by law. The Company delivers crucial information to the Board. It stores data on the online document repository system (Board Portal) for directors to promptly access such data anytime, anywhere.
- The Company has adopted both internal and external communication via the Intranet and Central Pattana's website for those interested in its information and news, together with complaint channels for fraud, misconduct, and violation of rules. This year the Company improved its online complaint system, emphasizing privacy and protection of complainants, including more efficient progress updating and monitoring.

- For data security, the Company has assigned the Board to oversee and define the policy and procedures for maintaining data confidentiality, integrity, and availability as well as the management of market-sensitive information which may affect the security price. It also ensured that the directors, top management, employees, and related external parties conform to data security systems.
- The Company's key documents are stored systematically and well organized. The Company has developed more electronic document storage for fastest document search, and prevention of document loss.

#### 5. Monitoring Activities

The Company commanded adequately efficient and suitable monitoring system, as summarized below:

- In place was monitoring to ensure that operating results aligned with business goals through nine Board meetings during 2021. If performance outcomes differed from such goals, the Company required correction within due time; for this purpose, line superiors monitored progress and regularly reported it to the Executive Committee meetings. Besides, the Company has put in place regular audit of compliance with the internal control system, conducted by Internal Audit, directly reporting to the Audit and Corporate Governance Committee at 11 meetings in 2021. Internal Audit was continually encouraged to undergo development to ensure work compliance with international standards.
- In place were clear policies and communication channels for the management to promptly report to the Audit and Corporate Governance Committee and the Board. This was communicated under "Anti-corruption Measures", available on the Company's website, upon discovery of fraud or suspected fraud or in case of violation of laws and other irregular actions.

#### Head of Internal Audit

The current Head of Internal Audit is Ms. Nonglak Sriwongphanawes, Head of Internal Audit, who gains 20 years of internal audit experience in the same or similar business to the Company. She possesses good understanding of Central Pattana's activities and operations. For qualifications and experience of the Head of Internal Audit Office, please see detail in "Attachment 3".

## 9.2 Connected Transaction

The Company may need to enter into connected transactions with a connected party or a party with conflicting interests, who stands to gain or loss, or with any other type of conflict. Under such circumstances, the Company shall adopt a policy in relation to connected transactions as long as the Company opines that such connected transactions will be of the utmost benefit to the Company, having regard to the situation at the time of the transactions. In this regard, conditions based on the general commercial conditions and market price shall be prescribed, which can be compared to the price and conditions prescribed in the case of other unconnected party or business (Fair and at arm's length).

In addition, the Audit and Corporate Governance Committee and the Board of Directors will work together to ensure that the connected transactions are made in accordance with the law regarding the securities and exchange law, the regulations of the Stock Exchange of Thailand, and any disclosure obligations in relation to any connected transactions of the Company or its subsidiaries. Nonetheless, the Company must ensure that the Audit and Corporate Governance Committee will issue its opinion and view on the necessity and appropriateness of each transaction entered into by the Company. Such information will then be used to assist in the decision-making by the Board of Directors or Shareholders as the case may be. In an event the matter is proposed to the Shareholders' meeting for its consideration to approve connected transactions, the Company will arrange for an independent financial advisor to be appointed to prepare a report and offer opinion and view on the transactions to the Shareholders.

The Company will disclose such details of connected transactions in the financial statement verified by the Company's auditor. The disclosure for the past three years and more is available on the Company's website.

The Company has business transactions with its connected parties, whereby the details of such relationship between the Company and connected companies considered in aspect of being major shareholder and some common directors (excluding subsidiaries, associates and joint ventures) as of December 31, 2021 are as follows:

- Central Holding Co., Ltd.
- Central Department Store Co., Ltd.
- Hang Central Department Store Co., Ltd.
- Central Trading Co., Ltd.
- Power Buy Co., Ltd.
- CRC Sport Co., Ltd.
- Earth Care Co., Ltd.
- CR Chiangmai (Thailand) Co., Ltd.
- Central Plaza Hotel Plc.
- Central World Hotel Co., Ltd.
- Central Restaurant Group Co., Ltd.
- Robinson Plc.
- Central Retail Corporation Plc.
- CRC Thai Watsadu Co., Ltd.
- CRG International Food Co., Ltd.
- Dusit Thani Plc.
- Mitsubishi Estate Asia Pte. Ltd.

Connected Transactions with Connected Parties can be summarized as follows:

### 1. Revenue from Connected Parties

Comprises revenue from space rental and utility service fee in shopping centers, revenue from land rental, and management fees, as well as revenue from other sources, including insurance premiums, property taxes, sales promotion expenses, warrant fees, and other fees for various services collected from connected parties. Total amount of revenue from connected parties in 2021 was Baht 2,767 mn.

### Justification and Rationale for Connected Transactions

The Company's core business is the provision of space for rent and services in shopping centers, food courts, office buildings, hotels, and residences. The Company is also the provider of utility services in shopping centers. Various businesses in the Central Group are inter-related and complementary of one another, including department stores, supermarkets, retail shops, and various leading branded restaurants. In addition, businesses under popular brands, including department stores, supermarkets, retail shops and restaurants, can draw more customers to the Company's shopping centers. This, as a consequence, produces higher

## (9.2 Connected Transaction)

returns to the Company and its shareholders. The Company's policy on the rates of rental and services collected from connected parties are as follows:

- **Rates of rental, service fees, utility fees and property taxes** from space rental in shopping centers collected from businesses are based on market prices. Compared with other space for rent in the vicinity, or in the same class, Central Pattana's rental rates and service fees are comparable. Rental rates are subject to locations, area sizes, forms, periods, and categories, and are in line with normal business practice following the condition of general trading.
- **Other types of revenue** come from the collection of insurance premiums, sales promotion expenses, warrant fees, and other service fees from tenants in shopping centers. The Company's policy is to standardize revenue collection from both connected parties and general customers, based on the actual cost, space rental category, and the usual business practice following the condition of general trading.
- **Revenue from land lease** occurs at some properties where Central Pattana and other companies in the Central Group have a project on the same piece of land, taking into account the marketing advantage and the appropriate size of the project. In this case, one of the companies in the Group will act as the buyer or tenant of the whole piece of land from the landlord and will divide the land into various sizes as needed by other companies, and have those companies lease or sub-lease. The rental is the cost plus actual interests or market price which evaluated by the independent appraiser. Furthermore, the Company's assets were evaluated under the Securities and Exchange Commission ("SEC"), the Stock Exchange of Thailand ("SET") and other related regulators and transactions concerning revenue from land leases are verified by the auditor on an annual basis.
- **Revenue from large space rental in shopping centers** is agreed at the stage of project design. Rental is derived from the costs of land and construction plus actual interests as well as operating expenses. Transactions in this category are verified by the auditor on an annual basis.

## 2. Expenses Paid to Connected Parties

Comprise expenses for space rental in shopping centers, land rental, and management fees. In 2021, the Company paid altogether Baht 229 mn to connected parties.

### Justification and Rationale for Connected Transactions

- **Rental of land from connected businesses** occurs in projects where Central Pattana and other companies in the Central Group have a joint development plan on the same piece of land, taking into account the marketing advantage and the suitable size of the project. In this case, a company will act as the buyer or tenant of the land from the landlord and will divide the land into different sizes as required for leasing or sub-leasing. The rental will be the cost plus actual interests or market price which evaluated by the independent appraiser. The Company's assets were evaluated under SEC, SET and other related regulators. Transactions in this category are verified by the auditor on an annual basis.
- **Large space rental in shopping centers** occurs in projects where Central Pattana has a joint investment with a department store in the Central Group. The building will be divided into two parts, the shopping center and the department store. In some cases, Central Pattana will rent large space in a department store and develop it into a sales area, considering mainly the revenue from rental and service fees compared with the cost of space rental that Central Pattana has to repay the department store. An agreement on the cost of large space rental is reached at the stage of project design under the same criteria as those used for large space rental to connected businesses. Transactions in this category are verified by the auditor on an annual basis.
- **Hiring a connected business as management consultant** the Company's consideration to hire a management consultant is mainly based on its experience in the retail business and the understanding of the nature and strategies of the business. The management fees paid to management consultant, who is also the Company's connected business, are the actual expenses the service provider incurs in its services.

### 3. Loans between Central Pattana and Connected Parties

#### Justification and Rationale for Connected Transactions

Policies on loans between Central Pattana and connected parties. All loans must comply with the following policies on loans between Central Pattana and connected parties:

- **Central Pattana and subsidiaries (those with 99.99% shares held by Central Pattana)** Central Pattana allows subsidiaries to borrow from Central Pattana and vice versa if the subsidiaries have working capital surplus and Central Pattana needs such capital. In this case, current accounts are set up with Central Pattana and promissory notes are prepared as evidence with the average interest rate of unsecured debt securities issued by the Company. Connected transaction approvers consist of top management in Finance & Accounting, and the President & CEO, respectively.
- **Central Pattana and joint-venture partners (those with 50 to 99.99% shares held by Central Pattana)** Central Pattana allows joint-venture partners to secure their own sources of fund. In urgent cases, however, they may borrow from shareholders in proportion to their shareholding in Central Pattana. Approval is needed from the top management in Finance & Accounting, the President & CEO, and the Board of Directors, respectively. In this case, promissory notes are prepared as evidence and with the average interest rate both fixed rate and floating rate.
- **Central Pattana and associated companies (those with less than 50% shares held by Central Pattana or connected parties)** Central Pattana has no policy to grant loan to associated companies, with Central Pattana holding less than 50% shares, or connected parties. The Company does not lend associated companies or connected parties, according to Central Pattana's regulations. If a loan is granted to an associated company, approval is needed from the Board of Directors with promissory notes as evidence and with commercial banks' MLR applied.

#### Loans between Central Pattana and Connected Parties

Description as of December 31, 2021	Amount (mn Baht)	Remarks
<b>1. Loans obtained</b>		
• from subsidiaries	19,337	Separate Financial Statements
• from associated companies and connected parties	1,229	Consolidated Financial Statements
<b>2. Loans granted</b>		
• to subsidiaries	55,596	Separate Financial Statements
• to associate companies and connected parties	1,054	Consolidated Financial Statements

### 4. Guarantees for Loans for Connected Parties

#### Justification and Rationale for Connected Transactions

Central Pattana's policy is to provide loan guarantees for its subsidiaries in proportion to its shareholding but has no policy of placing assets for such loan guarantees. However, Central Pattana does provide guarantees as its parent company, and collects commissions from subsidiaries for such guarantees.

## (9.2 Connected Transaction)

As of December 31, 2021, the Company had loan ceiling guarantees for subsidiaries' guarantees given to Thai commercial banks amounted to Baht 675 mn.

### Approval Procedure of Connected Transactions

All transactions with connected businesses or individuals must go through an approval process, as stipulated by the Company's regulations, in the same way as normal transactions. Approvals are given by authorized persons in each duty and responsibility. Each person in charge of and involved in the transaction would have to make reasonable judgment under the normal business practice, taking into account the best interests of the Company and shareholders, like engaging in transactions with outsiders. All transactions with connected parties must also be lawfully conducted to ensure transparency and compliance with the relevant laws, rules, and regulations. The Company has instituted that normal business practice and supporting normal business practice with operation under the condition of general trading set by the Committee are under the jurisdiction of the operational task forces to deliberate the transaction in accordance with the Company's approval procedure. Other transactions are deliberated by its category and size, with the Company Secretary Office taking charge of compliance with SET regulations as well as occasionally collecting and summarizing connected transactions for the Audit and Corporate Governance Committee's acknowledgment. Central Pattana has announced its "Connected Transaction Policy" and communicated to all relevant parties for compliance. Directors and the management must sign their names at year's end to ensure that no transactions with conflicts of interest occurred in the past year. If there was any, it was done in compliance with SET regulations. Transactions between connected parties and the Company are scrutinized by the Internal Audit Office and the external auditor to ensure the Company's compliance with laws and related regulations.

### Policy or Trend for Future Connected Transactions

Since transactions with connected parties represent those conducted in the course of normal business practice, it is expected that connected transactions will continue to take place in the future. Especially for the one related to joint development of shopping centers with other companies in the Central Group, it is the strong point that helps promote Central Pattana's successful operation and contributed to its

market leadership from past to present. The policy or trend for future connected transactions remains committed to the same principle as the previous year, namely following the condition of general trading and taking into account the benefit of the Company and shareholders. Central Pattana's Board has clearly approved the condition of normal trading in the Company's and its subsidiaries' transaction with connected parties for transparent business operation and the operational guidance for connected parties as follows:

#### 1. Joint Shopping Center Development with Companies of the Central Group

\*\*\* It is an open principle that has been practiced since the Company was enlisted on SET in 1995 \*\*\*

To develop an integrated shopping center, it is necessary to have components enhancing the Company's strength. Companies in the Central Group operate related businesses with Central Pattana, such as department store, retail business, and hotels. With their long experience in the industry and strong brand, these companies can enhance the project's credibility, resulting in stronger business operation as well as Company's and shareholders' added value. Below are the characteristics of joint shopping center development with other companies in the Central Group.

- **Land Purchase/Sale or Renting/Leasing**

**Principles:** Central Pattana and other companies in the Central Group make a purchase or leasing from outsiders for joint shopping center development. The process is to have a company buy or rent a whole plot of land from the landlord. Once the project design is completed, that company sells or sub-leases the land to other companies in proportion to each company's need to develop its own project. (Each takes responsibility for its own plot of land.)

**Price and condition setting:** Cost plus cost of fund

- **Construction of Shopping Centers and Department Stores or Business Units (BUs)**

**Principles:** Each holds the ownership of land on which its building is situated. Each is therefore responsible for its own construction cost.

**Price and condition setting:** Actual cost with the independent engineering consultant fairly calculating the construction cost and system according to the proportion of actual area use.

- **Construction of common areas, comprising car parks and landscape**

**Principles:**

- Central Pattana holds the ownership of the car park and the outer section of shopping centers. It also takes responsibility for the costs of all common areas, considered part of the service provided to tenants.
- Department stores or BUs jointly take responsibility for construction according to operational guidance as follows:
  1. Car parks: At no less than half of the construction costs provided by department stores for customers as required by law
  2. Common areas: In proportion to the gross area

**Price and condition setting:** Actual cost – with the independent engineering consultant fairly calculating the construction cost and system according to the proportion of actual area use.

- **Large Space Rental or Space for Rent in Shopping Centers**

**Principles:** Central Pattana may rent or rent out large areas of department stores or BUs, and the lease will be agreed at the stage of project design.

**Price and condition setting:** Cost of land and construction plus cost of fund and operating expense

## 2. Space Rental, Service Fee and Utility Fee

**Principle:** In charging short-term or long-term rental, service fees or utility fees from various retail businesses under the Central Group or connected parties that rent the retail space for other purposes, the price will be set by comparison with the one for profitable clients. Rental rates are subject to locations, area sizes, rental patterns, periods, and categories. The benefits earned are not only rentals, service fees, and utility fees, but also the potential in business operation, experience and success in joint business from past to present.

**Price and condition setting:** Set a price by comparing with the one for profitable clients.

“Profitable Clients” means clients with high potential, who rent large retail space or in many projects and provide direct or indirect support for the Company’s successful operation.

The Central Group conducts connected businesses with various companies and with potential connected transactions. Since its establishment, the Central Group has been potential business alliance and it has provided great support to Central Pattana’s successful operation. As a result, Central Pattana remains the source of continually connected transactions. For price and condition deliberation, Central Pattana still takes its best interests into account.

### 3. Fee for Operating Expenses

“Operating Expenses” are insurance premiums, property taxes, promotional expenses, recognizance fees, and service fee collected by tenants

**Principles:** Asset management incurs operating expenses. In normal business practice, the Company charges these expenses by calculating from the actual operating cost. The rate, in the same standard for general customers, depends on lease categories and space rental patterns.

**Price and condition setting:** Actual cost

### 4. Procurement - Employment

“Procurement” means the purchase of materials, equipment or products, including rental or hire purchase

“Employment” means to hire a seller, manufacturer, contractor or organizer to produce, organize, manage, assemble or construct from the beginning stage to completion, including service provision, inclusive service, and transportation.

This includes the package purchase or hiring of a given contractor to construct buildings and install equipment while managing construction project as well.

**Principles:** Follow the Company’s procurement regulations and process. In selecting the seller or contractor, Central Pattana will proceed with transparency and fairness according to the stated procurement policy. In the process, no connected committee or connected management can attend the deliberation.

**Price and condition setting:** Market price or compared price from the price offering with the most reasonable amount and the most beneficial conditions for the Company.



# LRQA Independent Assurance Statement

## Relating to Central Pattana Public Company Limited's Annual Report (Sustainability part) for the calendar year 2021

This Assurance Statement has been prepared for Central Pattana Public Company Limited's in accordance with our contract but is intended for the readers of this Report.

### Terms of engagement

LRQA (Thailand) Ltd (LRQA) was commissioned by Central Pattana Public Company Limited (Central Pattana) to provide independent assurance on its Annual Report (Sustainability part) 2021 "the report" against the assurance criteria below to a limited level of assurance and at the materiality of the professional judgement of the verifier using LRQA's verification approach. LRQA's verification procedure is based on current best practice, is in accordance with ISAE 3000<sup>1</sup> and uses the following principles of - inclusivity, materiality, responsiveness and reliability of performance data.

Our assurance engagement covered Central Pattana's subsidiaries in Thailand under its direct operational control only, and specifically the following requirements:

- Confirming that the report is in accordance with:
  - GRI Standards (2016) and core option
- Evaluating the accuracy and reliability of data and information for only the selected indicators listed below: <sup>1</sup>
  - Environmental: (GRI 302-1) Energy consumption, (GRI 302-3) Energy intensity, (GRI 303-3 to 5) Water withdrawal, discharge and consumption (2018 edition), (GRI 305-1) Direct (Scope 1), (GRI 305-2) Energy indirect (Scope 2), (GRI 305-3) Other indirect (Scope 3) GHG emissions, (GRI 305-4) GHG emissions intensity and (GRI 306-3 to 5) Waste generated, diverted from and directed to disposal (2020 edition).
  - Social: (GRI 403-9 and 10) Types of injury and rates of injury, occupational diseases, lost workdays, absenteeism, days away/restricted or transfer rate (DART), lost-time injuries frequency rate (LTIFR), occupational illness frequency rate (OIFR) and number of work-related fatalities for all employees and contractors (2018 edition).

Our assurance engagement excluded the data and information of Central Pattana's subsidiaries where it has no operational control and all its operations and activities outside of Thailand. Our assurance engagement also excluded the data and information of its suppliers and any third-parties mentioned in the report.

LRQA's responsibility is only to Central Pattana. LRQA disclaims any liability or responsibility to others as explained in the end footnote. Central Pattana's responsibility is for collecting, aggregating, analysing and presenting all the data and information within the report and for maintaining effective internal controls over the systems from which the report is derived. Ultimately, the report has been approved by, and remains the responsibility of Central Pattana.

### LRQA's Opinion

Based on LRQA's approach nothing has come to our attention that would cause us to believe that Central Pattana has not, in all material respects:

- Met the requirements above
- Disclosed accurate and reliable performance data and information as no errors or omissions were detected
- Covered all the issues that are important to the stakeholders and readers of this report.

The opinion expressed is formed on the basis of a limited level of assurance and at the materiality of the professional judgement of the verifier.

**Note:** The extent of evidence-gathering for a limited assurance engagement is less than for a reasonable assurance engagement. Limited assurance engagements focus on aggregated data rather than physically checking source data at sites. Consequently, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had a reasonable assurance engagement been performed.

### LRQA's approach

LRQA's assurance engagements are carried out in accordance with our verification procedure. The following tasks though were undertaken as part of the evidence gathering process for this assurance engagement:

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<sup>1</sup> GHG quantification is subject to inherent uncertainty.





- Assessing Central Pattana's approach to stakeholder engagement to confirm that issues raised by stakeholders were captured correctly. We did this by interviewing Central Pattana's Management who engage directly with stakeholder groups as well as reviewing documents and associated records.
- Reviewing Central Pattana's process for identifying and determining material issues to confirm that the right issues were included in their report. We did this by benchmarking reports written by Central Pattana and its peers to ensure that sector specific issues were included for comparability. We also tested the filters used in determining material issues to evaluate whether Central Pattana makes informed business decisions that may create opportunities which contribute towards sustainable development.
- Auditing Central Pattana's data management systems to confirm that there were no significant errors, omissions or mis-statements in the report. We did this by reviewing the effectiveness of data handling process, and systems, including those for internal verification. We also spoke with key people in various departments responsible for compiling the data and drafting the report.
- Sampling of evidences presented at Central Chiangmai, Central Lampang, Unilever House building and G Tower Building to confirm the reliability of the selected topic specific standards.

## Observations

Further observations and findings, made during the assurance engagement, are:

- **Stakeholder Inclusivity:**  
We are not aware of any key stakeholder groups that have been excluded from Central Pattana's stakeholder engagement process. However, we believe that Central Pattana's engagement process should move further regarding impacts of stakeholders.
- **Materiality:**  
We are not aware of any material aspects concerning Central Pattana's sustainability performance that have been excluded from the Report. Central Pattana has processes for determining which issue/aspect is material and that these criteria are not biased to the Central Pattana's management.
- **Responsiveness:**  
Central Pattana have processes for responding to various stakeholder groups. However, we believe that future Reports should disclose progress in GHG reductions plan.
- **Reliability:**  
Central Pattana has a well-defined data management system to consolidate data and information associated with the selected specific topic standards. Maintaining internal verification processes will continually improve the reliability of its reported data and information.

## LRQA's standards, competence and independence

LRQA ensures the selection of appropriately qualified individuals based on their qualifications, training and experience. The outcome of all verification and certification assessments is then internally reviewed by senior management to ensure that the approach applied is rigorous and transparent.

Opart Charuratana  
LRQA Lead Verifier

Dated: 11 March 2022

On behalf of LRQA (Thailand) Limited  
22th Floor, Sirinrat Building, 3388/78 Rama IV Road  
Klongton, Klongtoey, Bangkok 10110 THAILAND

LRQA reference: BGK00000589

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# CENTRAL PATTANA

**Central Pattana Public Company Limited**

32<sup>nd</sup> Floor, Central World Offices

999/9 Rama I Road, Patumwan Sub-District, Patumwan District, Bangkok 10330, Thailand

Telephone +66 (0) 2667 5555 | [www.centralpattana.co.th](http://www.centralpattana.co.th)



An aerial photograph of a city skyline, likely Bangkok, with a dense cluster of skyscrapers in the background. In the foreground, there is a large, lush green park with many trees and a body of water reflecting the sky. The overall scene is bright and clear, suggesting a sunny day.

# CENTRALPATTANA

Imagining  
better futures  
for all

Financial Report  
2021

(56-1 One Report)

# Central Pattana Public Company Limited

Location	32 <sup>nd</sup> Floor, Central World Offices, 999/9 Rama I Road, Patumwan Sub-District, Patumwan District, Bangkok 10330, Thailand
Telephone	+66 (0) 2667 5555
Corporate Website	<a href="http://www.centralpattana.co.th">www.centralpattana.co.th</a>
Registration No.	0107537002443
Establishment	June 17, 1980
Listed on the Stock Exchange of Thailand (SET)	March 1, 1995
Business Overview	Develop and invest in retail property for rent comprising large-scale shopping centers and other related and supportive businesses, such as office buildings, hotels, residential development and food court. In addition, the Company invests in CPN Commercial Growth Leasehold Property Fund (CPNCG) and CPN Retail Growth Leasehold REIT (CPNREIT), and is the property manager and REIT manager.
Contacts	<b>Company Secretary</b> Telephone: +66 (0) 2667 5555 Ext. 1665 1684 1685 1686 and 1687 Email: <a href="mailto:co.secretary@centralpattana.co.th">co.secretary@centralpattana.co.th</a> <b>Investor Relations</b> Telephone: +66 (0) 2667 5555 Ext. 1614 1632 and 1688 Email: <a href="mailto:ir@centralpattana.co.th">ir@centralpattana.co.th</a>
Shareholders' Meeting	The Annual General Meeting (AGM) will be held on April 22, 2022 at 2.00 p.m. via electronics means (E-AGM).

**CENTRALPATTANA**

# Contents

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05

Responsibility of The Board of Directors  
to the Financial Statements

06

Independent  
Auditor's Report

13

Financial Statements

25

Notes to  
The Financial Statements



# Responsibility of the Board of Directors to the Financial Statements

The Board of Directors of Central Pattana Public Company Limited (“the Company”) is responsible for the consolidated financial statements of the Company and its subsidiaries as well as financial information as presented in the annual report. The financial statements are prepared in conformity with Thai Financial Reporting Standards (TFRSs) which are appropriately applied on a consistent basis. Conservation judgment and best estimate are adopted in this preparation. In addition, all important information is adequately disclosed in the notes to financial statements.

The Board of Directors has set up and maintained an effective internal control to reasonably ensure that all accounting records are accurate, complete and sufficient to secure its assets. Moreover, all possible weakness could be found to prevent fraud or material unusual transactions.

The Board of Directors has appointed the audit committee which comprises independent directors, to control quality of financial report and internal control system. The opinion of the audit committee on this matter has already been presented in the audit committee report.

The Board of Directors is of an opinion that internal control systems of the Company and its subsidiaries are in the satisfactory and sufficient level to reasonably build the confidence in the reliability of the consolidated financial statements of the Company and its subsidiaries as of December 31, 2021.

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**Mr. Sudhitham Chirathivat**

Chairman

**Ms. Wallaya Chirathivat**

Director

President & CEO



# Independent Auditor's Report

## To the Shareholders of Central Pattana Public Company Limited

### *Opinion*

I have audited the consolidated and separate financial statements of Central Pattana Public Company Limited and its subsidiaries (the “Group”) and of Central Pattana Public Company Limited (the “Company”), respectively, which comprise the consolidated and separate statements of financial position as at 31 December 2021, the consolidated and separate statements of comprehensive income, changes in equity and cash flows for the year then ended, and notes, comprising a summary of significant accounting policies and other explanatory information.

In my opinion, the accompanying consolidated and separate financial statements present fairly, in all material respects, the financial position of the Group and the Company, respectively, as at 31 December 2021 and their financial performance and cash flows for the year then ended in accordance with Thai Financial Reporting Standards (TFRSs).

### *Basis for Opinion*

I conducted my audit in accordance with Thai Standards on Auditing (TSAs). My responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated and Separate Financial Statements* section of my report. I am independent of the Group and the Company in accordance with the Code of Ethics for Professional Accountants issued by the Federation of Accounting Professions that is relevant to my audit of the consolidated and separate financial statements, and I have fulfilled my other ethical responsibilities in accordance with these requirements. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my opinion.

### *Key Audit Matters*

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

Business acquisition	
Refer to Note 2, 3 (a) and 5 to the consolidated financial statements.	
<b>The key audit matter</b>	<b>How the matter was addressed in the audit</b>
On 30 August 2021, the Group has acquired the business of Siam Future Development Public Company Limited and its Subsidiaries in Baht 13,341 million. Management of the Company had evaluated the fair value of assets acquired and liabilities assumed from business acquisition. The fair value of assets acquired were evaluated by market comparison and income approach discounted cash flows. Such business acquisition had significant amounts and involved with judgement. I considered as the key audit matter.	<p>Audit procedures included:</p> <ul style="list-style-type: none"> <li>- read the sale and purchase agreement and analysis memorandum of business combination prepared by the Group to understand key terms and conditions;</li> <li>- evaluated the assessment of the identification of assets acquired and liabilities assumed and fair value of valuation methods of the business acquired that prepared by management of the Company;</li> <li>- evaluated the significant assumptions that management used in market comparison and discounted cash flows;</li> <li>- considered the adequacy of the disclosure in accordance with the related Thai Financial Reporting Standards.</li> </ul>

Revenue recognition	
Refer to Note 3 (s), 4 and 24 to the consolidated and separate financial statements.	
<b>The key audit matter</b>	<b>How the matter was addressed in the audit</b>
<p>Revenue from rental and service are significant amounts in the financial statements. Those revenues are based on a large number of tenancy agreements and service agreements, each with variety of contractual terms and conditions including rental and service discounts given to tenants. In 2021, the Group considered to provide rental discounts to tenants in shopping centers that has effect from the COVID-19 pandemic. Such transactions were lease modification and had material amounts.</p> <p>Consequently, the accuracy and completeness of revenue recognition relating to tenancy agreements and service agreements are areas of focus for my audit.</p>	<p>Audit procedures included:</p> <ul style="list-style-type: none"> <li>- understanding the revenue recognition process by inquiring these activities with the relevant management and reading a sample of tenancy agreements and service agreements to understand the key contractual terms and conditions to assist in identifying the risks of inappropriate income recognition pertaining to the various revenue streams;</li> <li>- testing of internal control over the revenue process including key manual controls, including but not limited to, the controls on the approval of lease contracts and changes to lease terms and the input of this information to the accounting system, controls on the invoice billings and collection processes, controls on the approval of rental discount granted and credit note issued;</li> <li>- testing of systems-based controls over the revenue process with assistance of KPMG IT specialists including testing of controls over system configuration of rental pricing data and billing process and the linkage to usage data that drives revenue recognition;</li> </ul>

Revenue recognition	
Refer to Note 3 (s), 4 and 24 to the consolidated and separate financial statements.	
The key audit matter	How the matter was addressed in the audit
	<ul style="list-style-type: none"> <li>- testing the recording of revenue from rental and service using a sampling basis and comparing contractual terms and conditions stipulated in the lease agreements with related documents including discount, testing calculation, collection; and</li> <li>- assessing the adequacy of the disclosure in accordance with the related Thai Financial Reporting Standards.</li> </ul>

### *Emphasis of Matter*

I draw attention to note 5 during the year ended 31 December 2021. The Group has business acquisition in Siam Future Development Public Company Limited and its subsidiaries and the engaging independent appraisers to determine the fair values of assets acquired and liabilities assumed from a business acquisition and the appraisal has not yet been completed. Therefore, the determination of the fair value and the allocation of the purchase price was determined and is subject to potential amendment. My opinion is not modified in respect of this matter.

### *Other Information*

Management is responsible for the other information. The other information comprises the information included in the annual report, but does not include the consolidated and separate financial statements and my auditor's report thereon. The annual report is expected to be made available to me after the date of this auditor's report.

My opinion on the consolidated and separate financial statements does not cover the other information and I will not express any form of assurance conclusion thereon.

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

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

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

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

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

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

*Auditor's Responsibilities for the Audit of the Consolidated and Separate Financial Statements*

My objectives are to obtain reasonable assurance about whether the consolidated and separate financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes my opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with TSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated and separate financial statements.

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

- Identify and assess the risks of material misstatement of the consolidated and separate financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for my opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's and the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's and the Company's ability to continue as a going concern. If I conclude that a material uncertainty exists, I am required to draw attention in my auditor's report to the related disclosures in the consolidated and separate financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my auditor's report. However, future events or conditions may cause the Group and the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated and separate financial statements, including the disclosures, and whether the consolidated and separate financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the 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 consolidated and separate financial statements of the current period and are therefore the key audit matters. I describe these matters in my auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, I determine that a matter should not be communicated in my report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

(Vannaporn Jongperadechanon)  
Certified Public Accountant  
Registration No. 4098

KPMG Phoomchai Audit Ltd.  
Bangkok  
18 February 2022

**Central Pattana Public Company Limited and its Subsidiaries****Statement of financial position**

<b>Assets</b>	<i>Note</i>	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
		31 December		31 December	
		2021	2020	2021	2020
		<i>(in Baht)</i>			
<b><i>Current assets</i></b>					
Cash and cash equivalents	7	3,130,563,990	7,218,687,997	2,260,161,384	6,156,826,415
Trade accounts receivable	6, 8	4,202,579,635	3,571,263,150	2,698,977,446	2,387,223,030
Other receivables	6	3,192,604,083	1,936,040,489	1,919,092,422	1,153,827,033
Real estate development for sales	9, 18	10,062,185,182	9,032,387,201	-	-
Short-term loans to related parties	6	-	-	242,582,145	83,212,196
Other current financial assets - investments in equity and debt instruments	30	2,926,663,869	2,006,244,162	784,013,159	426,500,747
<b>Total current assets</b>		<b>23,514,596,759</b>	<b>23,764,622,999</b>	<b>7,904,826,556</b>	<b>10,207,589,421</b>
<b><i>Non-current assets</i></b>					
Restricted bank deposits	18	1,000,000	1,000,000	-	-
Other non-current financial assets - investments in equity and debt instruments	30	2,397,283,769	1,955,956,969	1,535,540,892	1,187,909,480
Investments in subsidiaries and fund	5, 11	-	-	32,169,535,047	30,653,089,348
Investments in associates	10	8,180,950,973	5,730,869,437	9,280,420,232	7,963,673,686
Investments in joint ventures	10	31,803,016,736	2,454,331,140	5,840,753,110	318,689,900
Finance lease receivable	6, 33	18,151,895,425	16,397,781,538	-	-
Long-term loans to related parties	6	1,053,930,759	932,282,123	56,244,907,016	31,050,237,874
Investment properties	13, 18	166,647,557,162	159,982,702,777	81,560,693,122	82,639,887,483
Property, plant and equipment	14, 18	3,200,404,721	3,241,510,575	481,802,280	546,389,601
Goodwill	16	1,211,741,644	1,036,491,639	-	-
Deferred tax assets	27	3,249,669,858	3,392,385,670	1,798,677,583	2,107,949,533
Other non-current assets	6, 17	4,008,794,740	2,762,353,489	823,722,969	717,841,393
<b>Total non-current assets</b>		<b>239,906,245,787</b>	<b>197,887,665,357</b>	<b>189,736,052,251</b>	<b>157,185,668,298</b>
<b>Total assets</b>		<b>263,420,842,546</b>	<b>221,652,288,356</b>	<b>197,640,878,807</b>	<b>167,393,257,719</b>

The accompanying notes form an integral part of these financial statements.

## Central Pattana Public Company Limited and its Subsidiaries

### Statement of financial position

Liabilities and equity	Note	Consolidated financial statements		Separate financial statements	
		31 December		31 December	
		2021	2020	2021	2020
		(in Baht)			
<b>Current liabilities</b>					
Short-term loans from financial institutions	18	17,660,000,000	11,732,000,000	15,600,000,000	11,182,000,000
Trade accounts payable	6	707,578,548	664,209,803	284,845,533	267,748,780
Other payables	6, 19	5,551,288,230	4,735,459,189	2,563,307,504	2,295,636,872
Current portion of lease liabilities	6	2,836,121,628	2,415,099,679	1,988,012,078	2,005,270,476
Short-term loans from related parties	6, 18	298,826,399	226,249,340	11,694,117,574	10,504,749,722
Current portion of long-term loans	18	12,136,293,837	6,172,903,428	7,621,085,428	5,009,903,428
Current portion of advance received from rental income	6	1,872,628,182	1,905,361,362	249,606,812	238,122,008
Income tax payable		372,884,208	483,540,665	-	129,521,515
Contractor payables		2,056,566,410	2,098,047,208	1,069,044,327	785,080,169
<b>Total current liabilities</b>		<b>43,492,187,442</b>	<b>30,432,870,674</b>	<b>41,070,019,256</b>	<b>32,418,032,970</b>
<b>Non-current liabilities</b>					
Long-term loans from related parties	6, 18	930,608,387	724,338,063	7,643,181,671	7,615,430,893
Long-term loans	18	49,753,349,394	27,630,459,673	46,967,489,566	24,062,613,467
Lease liabilities	6	44,423,114,167	43,486,788,889	29,493,266,934	30,390,016,513
Deferred tax liabilities	27	3,514,563,266	2,623,959,102	-	-
Advance received from rental income	6, 32	29,794,921,710	30,649,055,873	4,165,115,959	3,927,941,810
Deposits received from customers	6	8,254,646,646	7,865,714,904	4,704,193,675	4,672,980,251
Non-current provisions for employee benefits	20	853,084,892	730,904,814	612,041,783	583,220,761
Provision for decommissioning and restoration		324,005,272	384,188,218	290,247,199	278,633,045
Other non-current liabilities	6	5,167,400	707,362	-	-
<b>Total non-current liabilities</b>		<b>137,853,461,134</b>	<b>114,096,116,898</b>	<b>93,875,536,787</b>	<b>71,530,836,740</b>
<b>Total liabilities</b>		<b>181,345,648,576</b>	<b>144,528,987,572</b>	<b>134,945,556,043</b>	<b>103,948,869,710</b>

The accompanying notes form an integral part of these financial statements.



**Central Pattana Public Company Limited and its Subsidiaries****Statement of financial position**

	<i>Note</i>	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
		31 December		31 December	
<b>Liabilities and equity</b>		2021	2020	2021	2020
		<i>(in Baht)</i>			
<b>Equity</b>					
Share capital					
Authorised share capital					
<i>(4,488,000,000 ordinary shares, par value at Baht 0.5 per share)</i>		2,244,000,000	2,244,000,000	2,244,000,000	2,244,000,000
Issued and paid-up share capital					
<i>(4,488,000,000 ordinary shares, par value at Baht 0.5 per share)</i>		2,244,000,000	2,244,000,000	2,244,000,000	2,244,000,000
Premium on ordinary shares	21	8,558,557,850	8,558,557,850	8,558,557,850	8,558,557,850
Retained earnings					
Appropriated					
Legal reserve	23	224,400,000	224,400,000	224,400,000	224,400,000
Unappropriated		62,694,380,400	58,695,563,519	52,539,385,154	53,566,498,768
Treasury shares	22	(761,216,026)	(761,216,026)	(761,216,026)	(761,216,026)
Other components of equity	23	142,059,680	(171,256,961)	(109,804,214)	(387,852,583)
<b>Equity attributable to owners of the parent</b>		<b>73,102,181,904</b>	<b>68,790,048,382</b>	<b>62,695,322,764</b>	<b>63,444,388,009</b>
Non-controlling interests	12	8,973,012,066	8,333,252,402	-	-
<b>Total equity</b>		<b>82,075,193,970</b>	<b>77,123,300,784</b>	<b>62,695,322,764</b>	<b>63,444,388,009</b>
<b>Total liabilities and equity</b>		<b>263,420,842,546</b>	<b>221,652,288,356</b>	<b>197,640,878,807</b>	<b>167,393,257,719</b>

The accompanying notes form an integral part of these financial statements.

**Central Pattana Public Company Limited and its Subsidiaries**
**Statement of comprehensive income**

		Consolidated financial statements		Separate financial statements	
		For the year ended		For the year ended	
		31 December		31 December	
	Note	2021	2020	2021	2020
		(in Baht)			
<b>Revenue</b>					
Revenue from rental and services	6, 24	22,072,637,629	24,848,318,512	11,629,480,415	13,642,321,554
Revenue from food center services	6, 24	324,803,920	446,087,025	126,769,904	169,233,861
Revenue from hotel operation	24	286,493,491	306,073,926	-	-
Revenue from sale of real estate	24	2,156,075,248	2,261,550,432	-	-
Investment income	6	1,420,947,995	1,098,703,393	1,982,598,509	2,948,987,809
Other income	6, 25	4,136,574,330	4,200,381,217	2,724,728,580	1,454,660,417
<b>Total revenue</b>		<b>30,397,532,613</b>	<b>33,161,114,505</b>	<b>16,463,577,408</b>	<b>18,215,203,641</b>
<b>Expenses</b>					
Cost of rental and services	6	12,870,616,838	13,055,138,129	8,293,762,620	8,363,191,878
Cost of food center services	6	270,667,514	303,888,654	91,003,301	100,715,275
Cost of hotel operation		136,716,091	166,181,377	-	-
Cost of sale of real estate		1,506,102,555	1,511,846,567	-	-
Administrative expenses	6	5,413,946,664	5,513,877,416	3,618,215,290	3,529,817,116
<b>Total expenses</b>		<b>20,198,049,662</b>	<b>20,550,932,143</b>	<b>12,002,981,211</b>	<b>11,993,724,269</b>
<b>Profit from operating activities</b>		<b>10,199,482,951</b>	<b>12,610,182,362</b>	<b>4,460,596,197</b>	<b>6,221,479,372</b>
Impairment loss determined in accordance with TFRS 9	6, 8	(85,547,945)	(21,644,864)	(6,883,934)	(12,427,979)
Finance costs	6	(1,789,932,274)	(1,864,971,756)	(2,045,446,073)	(2,062,521,895)
Share of profit of joint ventures and associates accounted for using equity method	10	703,958,648	1,041,591,853	-	-
<b>Profit before income tax expense</b>		<b>9,027,961,380</b>	<b>11,765,157,595</b>	<b>2,408,266,190</b>	<b>4,146,529,498</b>
Tax expense		(1,798,014,482)	(2,148,442,833)	(308,356,001)	(385,522,938)
<b>Profit for the year</b>		<b>7,229,946,898</b>	<b>9,616,714,762</b>	<b>2,099,910,189</b>	<b>3,761,006,560</b>
<b>Other comprehensive income</b>					
<b>Items that will be reclassified subsequently to profit or loss</b>					
Exchange differences on translating financial statements		78,022,782	22,337,440	-	-
<b>Total items that will be reclassified subsequently to profit or loss</b>		<b>78,022,782</b>	<b>22,337,440</b>	<b>-</b>	<b>-</b>
<b>Items that will not be reclassified to profit or loss</b>					
Gain (loss) on investments in equity instruments designated at FVOCI	27	338,088,263	161,354,598	278,048,369	(245,917,839)
Gain (loss) on measurement of defined benefit plans		(20,086,325)	-	2,525,241	-
<b>Total items that will not be reclassified to profit or loss</b>		<b>318,001,938</b>	<b>161,354,598</b>	<b>280,573,610</b>	<b>(245,917,839)</b>
<b>Other comprehensive income for the year, net of tax</b>		<b>396,024,720</b>	<b>183,692,038</b>	<b>280,573,610</b>	<b>(245,917,839)</b>
<b>Total comprehensive income for the year</b>		<b>7,625,971,618</b>	<b>9,800,406,800</b>	<b>2,380,483,799</b>	<b>3,515,088,721</b>

The accompanying notes form an integral part of these financial statements.

**Central Pattana Public Company Limited and its Subsidiaries****Statement of comprehensive income**

		Consolidated financial statements		Separate financial statements	
		For the year ended		For the year ended	
		31 December		31 December	
		2021	2020	2021	2020
		(in Baht)			
Profit attributable to:					
Owners of the parent		7,148,451,831	9,557,096,859	2,099,910,189	3,761,006,560
Non-controlling interests	12	81,495,067	59,617,903	-	-
Profit for the year		7,229,946,898	9,616,714,762	2,099,910,189	3,761,006,560
Total comprehensive income (expense) attributable to:					
Owners of the parent		7,536,706,722	9,741,472,067	2,380,483,799	3,515,088,721
Non-controlling interests		89,264,896	58,934,733	-	-
Total comprehensive income for the year		7,625,971,618	9,800,406,800	2,380,483,799	3,515,088,721
Basic earnings per share (in Baht)					
	28	1.59	2.13	0.47	0.84

The accompanying notes form an integral part of these financial statements.

**Central Pattana Public Company Limited and its Subsidiaries**  
**Statement of changes in equity**

Consolidated financial statements												
		Other components of equity										
Note	Issued and paid share capital	Retained earnings			Treasury shares	Exchange differences on translating financial statements	Gain (loss) on measuring financial assets	Other deficits	Total other components of equity	Equity attributable to owners of parent	Non-controlling interests	Total equity
		Share premium	Legal reserve	Unappropriated								
		(in Baht)										
Year ended 31 December 2020												
	2,244,000,000	8,558,557,850	224,400,000	52,715,056,316	-	(171,632,075)	(129,628,319)	(54,371,775)	(355,632,169)	63,386,381,997	8,331,179,979	71,717,561,976
	Balance at 1 January 2020											
Transactions with owners, recorded directly in equity												
Contributions by and distributions to owners of the parent												
22	-	-	-	-	(761,216,026)	-	-	-	-	(761,216,026)	-	(761,216,026)
Treasury shares purchased												
29	-	-	-	(3,576,589,656)	-	-	-	-	-	(3,576,589,656)	(56,862,310)	(3,633,451,966)
Dividends to owners of the Company												
	-	-	-	(3,576,589,656)	(761,216,026)	-	-	-	-	(4,337,805,682)	(56,862,310)	(4,394,667,992)
Total transactions with owners, recorded directly in equity												
Comprehensive income for the year												
	-	-	-	9,557,096,859	-	-	-	-	-	9,557,096,859	59,617,903	9,616,714,762
Profit												
	-	-	-	-	-	23,020,610	161,354,598	-	184,375,208	184,375,208	(683,170)	183,692,038
Other comprehensive income												
	-	-	-	9,557,096,859	-	23,020,610	161,354,598	-	184,375,208	9,741,472,067	58,934,733	9,800,406,800
Total comprehensive income for the year												
Balance at 31 December 2020												
	2,244,000,000	8,558,557,850	224,400,000	58,695,563,519	(761,216,026)	(148,611,465)	31,726,279	(54,371,775)	(171,256,961)	68,790,048,382	8,333,252,402	77,123,300,784

The accompanying notes form an integral part of these financial statements.

**Central Pattana Public Company Limited and its Subsidiaries**  
Statement of changes in equity

Consolidated financial statements												
		Other components of equity										
Note	Issued and paid share capital	Share premium	Retained earnings		Treasury shares	Exchange differences on translating financial statements <i>(in Baht)</i>	Fair value reserve	Other deficits	Total other components of equity	Equity attributable to owners of parent	Non-controlling interests	Total equity
			Legal reserve	Unappropriated								
Year ended 31 December 2021												
	2,244,000,000	8,558,557,850	224,400,000	58,695,563,519	(761,216,026)	(148,611,465)	31,726,279	(54,371,775)	(171,256,961)	68,790,048,382	8,333,252,402	77,123,300,784
Balance at 1 January 2021												
Transactions with owners, recorded directly in equity												
Distributions to owners of the parent												
29	-	-	-	(3,129,548,625)	-	-	-	-	-	(3,129,548,625)	(6,998,400)	(3,136,547,025)
	-	-	-	(3,129,548,625)	-	-	-	-	-	(3,129,548,625)	(6,998,400)	(3,136,547,025)
Changes in ownership interests in subsidiaries												
Acquisition of non-controlling interests												
5	-	-	-	-	-	-	-	(115,849,402)	(115,849,402)	(115,849,402)	(207,111,130)	(322,960,532)
Acquisition of non-controlling interests												
5	-	-	-	-	-	-	-	-	-	-	785,429,125	785,429,125
	-	-	-	-	-	-	-	(115,849,402)	(115,849,402)	(115,849,402)	578,317,995	462,468,593
Total changes in ownership interests in subsidiaries												
	-	-	-	-	-	-	-	(115,849,402)	(115,849,402)	(115,849,402)	571,319,595	(2,674,078,432)
Total transactions with owners, recorded directly in equity												
Comprehensive income for the year												
	-	-	-	7,148,451,831	-	-	-	-	-	7,148,451,831	81,495,067	7,229,946,898
	-	-	-	(20,086,325)	-	91,077,780	338,088,263	-	429,166,043	409,079,718	(13,054,998)	396,024,720
	-	-	-	7,128,365,506	-	91,077,780	338,088,263	-	429,166,043	7,557,531,549	68,440,069	7,625,971,618
	-	-	-	-	-	-	-	-	-	-	-	-
	2,244,000,000	8,558,557,850	224,400,000	62,694,380,400	(761,216,026)	(57,533,685)	369,814,542	(170,221,177)	142,059,680	73,102,181,904	8,973,012,066	82,075,193,970
Balance at 31 December 2021												

The accompanying notes form an integral part of these financial statements.

**Central Pattana Public Company Limited and its Subsidiaries**  
**Statement of changes in equity**

	Note	Separate financial statements					Total equity
		Retained earnings		Treasury shares	Other component of equity		
		Legal reserve	Unappropriated (in Baht)		Fair value	reserve	
Year ended 31 December 2020							
Balance at 1 January 2020		2,244,000,000	8,558,557,850	224,400,000	53,382,081,864	-	(141,934,744)
Transactions with owners, recorded directly in equity							
Contributions by and distributions to owners of the parent							
Treasury shares purchased	22	-	-	-	-	(761,216,026)	-
Dividends to owners of the Company	29	-	-	-	(3,576,589,656)	-	-
Total transactions with owners, recorded directly in equity		-	-	-	(3,576,589,656)	(761,216,026)	-
Comprehensive income for the period							
Profit		-	-	-	3,761,006,560	-	-
Other comprehensive income		-	-	-	-	-	(245,917,839)
Total comprehensive income for the year		-	-	-	3,761,006,560	-	(245,917,839)
Balance at 31 December 2020		2,244,000,000	8,558,557,850	224,400,000	53,566,498,768	(761,216,026)	(387,852,583)
							63,444,388,009

The accompanying notes form an integral part of these financial statements.

**Central Pattana Public Company Limited and its Subsidiaries**  
**Statement of changes in equity**

		Separate financial statements					
		Issued share capital	Share premium	Retained earnings		Treasury shares	Other component of equity
	Note			Legal reserve	Unappropriated (in Baht)		Fair value reserve
Year ended 31 December 2021							
Balance at 1 January 2021		2,244,000,000	8,558,557,850	224,400,000	53,566,498,768	(761,216,026)	(387,852,583)
Transactions with owners, recorded directly in equity							
Distributions to owners of the parent							
Dividends to owners of the Company		29	-	-	(3,129,549,044)	-	-
Total transactions with owners, recorded directly in equity			-	-	(3,129,549,044)	-	-
Comprehensive income for the year							
Profit			-	-	2,099,910,189	-	-
Other comprehensive income			-	-	2,525,241	-	278,048,369
Total comprehensive income for the year			-	-	2,102,435,430	-	278,048,369
Balance at 31 December 2021		2,244,000,000	8,558,557,850	224,400,000	52,539,385,154	(761,216,026)	(109,804,214)

The accompanying notes form an integral part of these financial statements.



## Central Pattana Public Company Limited and its Subsidiaries

### Statement of cash flows

	Consolidated financial statements		Separate financial statements	
	For the year ended		For the year ended	
	31 December		31 December	
	2021	2020	2021	2020
	(in Baht)			
<b>Cash flows from operating activities</b>				
Profit for the year	7,229,946,898	9,616,714,762	2,099,910,189	3,761,006,560
<i>Adjustments to reconcile profit (loss) to cash receipts (payments)</i>				
Real estate development for sales decrease from				
transfer to cost of sales	1,506,102,555	1,511,846,567	-	-
Depreciation and amortisation expenses	8,124,220,923	7,906,273,454	5,196,923,265	5,025,903,078
Investment income	(1,420,947,995)	(1,098,703,393)	(1,982,598,509)	(2,948,987,809)
Finance costs	1,789,932,274	1,864,971,756	2,045,446,073	2,062,521,895
Impairment loss recognised in profit or loss	85,547,945	21,644,864	6,883,934	12,427,979
(Reversal of) Loss on write-off of investment properties	20,260,411	108,111	-	55,329
Gain on sale of other current financial assets - investments in				
debt instruments	(2,953,463)	(12,136,830)	(2,876,958)	(10,828,596)
(Gain) loss on sales of assets	(2,671,889,172)	(2,569,655,733)	(1,351,685,985)	4,200,523
Recognition of advance received from rental income	(1,501,749,784)	(2,371,297,395)	(248,228,613)	(237,770,142)
Non-current provisions for employee benefits	120,779,604	89,869,818	90,894,115	71,237,469
Share of profit of associates and joint ventures				
accounted for using equity method	(703,958,648)	(1,041,591,853)	-	-
Unrealised (gain) loss on exchange rate	22,373,036	(1,564,287)	-	-
Unrealised (gain) loss from financial instruments	(17,890,123)	82,156,104	(5,926)	(45,775)
Rental discount from lessor	(174,144,646)	-	-	-
Tax expense	1,798,014,482	2,148,442,833	308,356,001	385,522,938
	14,203,644,297	16,147,078,778	6,163,017,586	8,125,243,449
<b>Changes in operating assets and liabilities</b>				
Trade accounts receivable	(716,864,430)	(2,237,201,492)	(318,638,350)	(1,401,829,419)
Other receivables	(1,583,898,807)	1,359,658,505	(764,625,720)	366,451,762
Real estate development for sales	(2,320,008,011)	(2,075,105,779)	-	-
Finance lease receivable	12,468,488	-	-	-
Other non-current assets	(1,174,760,421)	(1,934,017,910)	(295,738,860)	75,893,000
Trade accounts payable	(144,006,721)	(783,153,269)	(117,386,308)	(463,509,253)
Other payables	563,350,740	(1,265,459,390)	193,803,908	(1,018,658,142)
Advance received from rental income	614,882,441	790,639,546	496,887,566	225,009,070
Deposits received from customers	(388,931,743)	(161,946,937)	31,213,424	912,525,247
Provisions for employee benefit paid	(66,895,946)	(8,331,798)	(59,547,851)	(5,856,550)
Cash generated from operating	8,998,979,887	9,832,160,254	5,328,985,395	6,815,269,164
Tax paid	(1,139,977,119)	(2,070,794,583)	(198,117,659)	(876,927,659)
<b>Net cash from operating activities</b>	<b>7,859,002,768</b>	<b>7,761,365,671</b>	<b>5,130,867,736</b>	<b>5,938,341,505</b>

The accompanying notes form an integral part of these financial statements.

**Central Pattana Public Company Limited and its Subsidiaries****Statement of cash flows**

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	For the year ended		For the year ended	
	31 December		31 December	
	2021	2020	2021	2020
	<i>(in Baht)</i>			
<b><i>Cash flows from investing activities</i></b>				
Interest received	58,532,413	45,657,261	548,257,926	506,277,632
Dividends received	517,277,231	939,833,294	1,192,279,251	2,270,943,889
Decrease in other current financial assets - investments in debt instruments	(914,783,919)	(993,414,399)	(354,615,669)	120,395,468
Acquisition of investments in subsidiaries, associates and joint ventures	(8,937,965,576)	(108,358,000)	(7,363,920,706)	(429,926,385)
Proceeds from redemption of investment in subsidiary and associate	-	683,683,536	-	999,600
Acquisition of other non-current financial assets - investments in equity and debt instruments	(100,722,057)	-	(130,950)	-
Loans to related parties	(144,393,000)	(568,731,667)	(34,283,435,273)	(13,904,742,686)
Proceeds from repayment of loans to related parties	17,250,000	169,810,000	9,170,863,987	5,989,782,592
Acquisition of investment properties	(6,018,896,508)	(6,430,363,103)	(4,008,870,120)	(2,116,905,320)
Acquisition of property and equipment	(501,906,944)	(468,160,473)	(92,338,139)	(128,454,208)
Acquisition of intangible assets	(10,784,947)	(15,569)	(10,700,000)	-
Advance payment for purchase of investment properties	(376,575,648)	(280,287,223)	(190,751,935)	(324,642,574)
Proceeds from sales of investment properties	6,104,298,318	300,292,018	2,615,204,128	164,422,594
Repayment of contractor payables	(1,326,338,133)	(1,022,186,363)	(286,996,664)	(252,365,811)
Acquisition of subsidiaries, net of cash acquired	(24,529,941,629)	-	(991,334,750)	-
<b>Net cash used in investing activities</b>	<b>(36,164,950,399)</b>	<b>(7,732,240,688)</b>	<b>(34,056,488,914)</b>	<b>(8,104,215,209)</b>
<b><i>Cash flows from financing activities</i></b>				
Interest paid	(837,331,267)	(775,941,165)	(1,338,659,477)	(1,136,761,133)
Dividends paid to owners of the Company	(3,136,363,518)	(3,633,080,187)	(3,129,366,893)	(3,576,218,187)
Payment of lease liabilities	(2,301,578,732)	(2,164,921,112)	(1,881,491,236)	(1,820,802,078)
Payment of changes in ownership interest in subsidiary without a change in control	(207,111,130)	-	-	-
Payment to owners to acquire or redeem the entity's shares	-	(761,216,026)	-	(761,216,026)
Proceeds from loans from related parties	258,084,344	115,350,000	6,494,055,428	3,918,391,396
Repayments of loans from related parties	-	-	(5,273,678,247)	(3,763,161,410)
Proceeds from loans from financial institutions and debenture issuing	79,929,843,836	49,094,000,000	76,149,343,836	46,984,000,000
Repayments of loans from financial institutions and debenture	(49,441,348,314)	(36,760,203,285)	(45,991,247,264)	(32,171,203,285)
<b>Net cash from financing activities</b>	<b>24,264,195,219</b>	<b>5,113,988,225</b>	<b>25,028,956,147</b>	<b>7,673,029,277</b>

The accompanying notes form an integral part of these financial statements.

**Central Pattana Public Company Limited and its Subsidiaries****Statement of cash flows**

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	For the year ended		For the year ended	
	31 December		31 December	
	2021	2020	2021	2020
	<i>(in Baht)</i>			
Net increase (decrease) in cash and cash equivalents, before effect of exchange rate changes	(4,041,752,412)	5,143,113,208	(3,896,665,031)	5,507,155,573
Effect of exchange rate changes on cash and cash equivalents	(46,371,595)	22,337,440	-	-
<b>Net increase (decrease) in cash and cash equivalents</b>	<b>(4,088,124,007)</b>	<b>5,165,450,648</b>	<b>(3,896,665,031)</b>	<b>5,507,155,573</b>
Cash and cash equivalents at 1 January	7,218,687,997	2,053,237,349	6,156,826,415	649,670,842
<b>Cash and cash equivalents at 31 December</b>	<b>3,130,563,990</b>	<b>7,218,687,997</b>	<b>2,260,161,384</b>	<b>6,156,826,415</b>
<b><i>Non-cash transactions</i></b>				
Transferred advance payment for shares to investment in subsidiary	-	-	-	2,309,616,000
Contractor payables which payments have not yet been made	2,042,146,969	839,956,526	1,200,386,631	448,839,379
Trade accounts payable from real estate projects under development which payments have not yet been made	116,432,629	118,745,187	-	-
Borrowing costs relating to the acquisition of assets	386,089,004	198,672,017	45,759,357	7,350,090
Previously held equity interest	-	2,273,917,116	-	-
Received obligations from the Share Purchase Agreement	-	5,067,579,115	-	-

The accompanying notes form an integral part of these financial statements.

**Central Pattana Public Company Limited and its Subsidiaries**  
**Notes to the financial statements**  
**For the year ended 31 December 2021**

<b>Note</b>	<b>Contents</b>
1	General information
2	Basis of preparation of the financial statements
3	Significant accounting policies
4	Impact of COVID-19 pandemic
5	Acquisitions of subsidiaries and non-controlling interests
6	Related parties
7	Cash and cash equivalents
8	Trade accounts receivable
9	Real estate development for sale
10	Investments in associates and joint ventures
11	Investments in subsidiaries and fund
12	Non-controlling interests
13	Investment properties
14	Property, plant and equipment
15	Leases
16	Goodwill
17	Other non-current assets
18	Interest-bearing liabilities
19	Other payables
20	Provision for employee benefits
21	Share capital
22	Treasury share
23	Reserves
24	Segment information and disaggregation of revenue
25	Other income
26	Expenses by nature
27	Income tax
28	Basic earnings per share
29	Dividends
30	Financial instruments
31	Capital management
32	Leasing properties
33	Commitments with non-related parties
34	Events after the reporting period
35	Reclassification of accounts

These notes form an integral part of the financial statements.

The financial statements issued for Thai statutory and regulatory reporting purposes are prepared in the Thai language. These English language financial statements have been prepared from the Thai language statutory financial statements, and were approved and authorized for issue by the Board of Directors on 18 February 2022.

## 1 General information

The Company's major shareholder during the financial period was Central Holdings Company Limited (26.2% shareholding), which was incorporated in Thailand.

The principal businesses of the Company are developing new projects and managing projects as constructing office buildings and shopping centers for rent, providing utility services in shopping centers, sales of food and beverage and providing property management consulting and corporate services. Details of the Company's subsidiaries and fund, associates, joint venture entities and other related parties as at 31 December 2021 and 2020 are additionally given in notes 6, 10 and 11. Details are as follows:

Name of entity	Type of business	Country of incorporation	Ownership interest	
			2021	2020
(%)				
Direct subsidiaries				
Central Pattana Rama 2 Co., Ltd.	(1) (4)	Thailand	100.0	100.0
Central Pattana Chiangmai Co., Ltd.	(1) (2) (4)	Thailand	100.0	100.0
Central Pattana Realty Co., Ltd.	(2) (6)	Thailand	44.0	44.0
Central Pattana Rattana Thibet Co., Ltd.	(1) (2) (4)	Thailand	100.0	100.0
Central Food Avenue Co., Ltd.	(4)	Thailand	100.0	100.0
Central World Co., Ltd.	(1) (2) (4) (7)	Thailand	100.0	100.0
Central Pattana Rama 3 Co., Ltd.	(1) (4)	Thailand	100.0	100.0
Central Pattana Chonburi Co., Ltd.				
(Under liquidation process)	(1) (2) (4)	Thailand	100.0	100.0
CPN Residence Co., Ltd.	(10)	Thailand	100.0	100.0
Central Pattana Development Co., Ltd.	(1) (2) (4)	Thailand	100.0	100.0
CPN Global Co., Ltd.	(6)	Thailand	100.0	100.0
Central Pattana Nine Square Co., Ltd.	(1) (2)	Thailand	93.3	93.3
Central Pattana Khon Kaen Co., Ltd.	(1) (2) (4) (10)	Thailand	78.1	78.1
CPN Pattaya Co., Ltd.	(1) (2) (4) (7)	Thailand	100.0	100.0
CPN Rayong Co., Ltd.	(1) (2) (4)	Thailand	100.0	100.0
CPN Korat Co., Ltd.	(1) (2) (4)	Thailand	100.0	100.0
CPN Estate Co., Ltd.	(6)	Thailand	100.0	100.0
CPN Residence Khon Kaen Co., Ltd.	(6)	Thailand	100.0	100.0
Suanlum Property Co., Ltd.	(1)	Thailand	83.5	78.0
Phraram 4 Development Co., Ltd.	(6)	Thailand	90.0	90.0
Saladang Property Management Co., Ltd.	(1)	Thailand	100.0	100.0
CPN REIT Management Co., Ltd.	(11)	Thailand	100.0	100.0
Dara Harbour Co., Ltd.	(6)	Thailand	65.0	65.0
CPN Pattaya Hotel Co., Ltd.	(7)	Thailand	100.0	100.0
Chanakun Development Co., Ltd.	(1)	Thailand	100.0	100.0
CPN Village Co., Ltd.	(1)	Thailand	70.0	70.0
Bayswater Co., Ltd.	(1)	Thailand	50.0	50.0

Name of entity	Type of business	Country of incorporation	Ownership interest	
			2021	2020
			(%)	
<b>Indirect subsidiaries</b>				
Central Pattana Realty Co., Ltd.	(2) (6)	Thailand	56.0	56.0
Central Pattana Nine Square Co., Ltd.	(1) (2)	Thailand	4.4	4.4
Bangna Central Property Co., Ltd.	(1) to (5)	Thailand	99.9	99.9
Global Retail Development & Investment Limited	(6)	Hong Kong	100.0	100.0
Global Commercial Property Limited (Under liquidation process)	(6)	Hong Kong	100.0	100.0
CPN Complex Co., Ltd.	(6)	Thailand	99.9	99.9
CPN City Co., Ltd.	(6)	Thailand	99.9	99.9
C.S. City Co., Ltd.	(1)	Thailand	100.0	100.0
CPN Residence Management Co., Ltd.	(12)	Thailand	100.0	100.0
CPN Ventures Sdn. Bhd.	(8)	Malaysia	100.0	100.0
Central Plaza i-City Real Estate Sdn. Bhd.	(6)	Malaysia	60.0	60.0
Grand Canal Land Public Company Limited	(1) (2) (3) (4) (8)	Thailand	67.5	67.5
Belle Development Co., Ltd.	(1) (10)	Thailand	79.6	79.6
Belle Assets Co., Ltd.	(6)	Thailand	100.0	100.0
Sterling Equity Co., Ltd.	(1)	Thailand	100.0	100.0
G Land Property Management Co. Ltd.	(1)	Thailand	100.0	100.0
Rama 9 Square Co., Ltd.	(1)	Thailand	93.1	93.1
Rama 9 Square Hotel Co., Ltd.	(7)	Thailand	99.9	99.9
GLAND REIT Management Co., Ltd. (Under liquidation process)	(11)	Thailand	100.0	100.0
Ratchada Assets Holding Limited	(6)	Thailand	100.0	100.0
		British Virgin Islands		
Chipper Global Limited	(6)	Islands	100.0	100.0
Bayswater Co., Ltd.	(1)	Thailand	50.0	50.0
Siam Future Development Public Company Limited	(1) (2)	Thailand	96.9	-
Petchkasem Power Center Co., Ltd.	(1) (2)	Thailand	74.0	-
Ekkamai Lifestyle Center Co., Ltd.	(1) (2)	Thailand	51.0	-
Siam Future Property Co., Ltd.	(1) (2)	Thailand	100.0	-
Ratchayothin Avenue Co., Ltd.	(1)	Thailand	50.0	-
Ratchayothin Avenue Management Co. Ltd.	(2)	Thailand	50.0	-
Siam Future Management Co. Ltd.	(2)	Thailand	100.0	-
<b>Fund</b>				
Thai Business Fund 4	(6)	Thailand	100.0	100.0

*Type of business*

- (1) Construction of office buildings and shopping centers for rent
- (2) Provision of utility services in shopping centers
- (3) Construction of residential and shop houses for rent
- (4) Food center services
- (5) Operator of play land and water theme park on shopping centers
- (6) Investment in real estates
- (7) Hotel business
- (8) Property management consulting and corporate services
- (9) Training service and personnel development
- (10) Real estate business for sales of land and houses and condominium units
- (11) Management of a real estate investment trust
- (12) Management of condominium juristic person and housing estate juristic person

**2 Basis of preparation of the financial statements**

The financial statements are prepared in accordance with Thai Financial Reporting Standards (“TFRS”), guidelines promulgated by the Federation of Accounting Professions and applicable rules and regulations of the Thai Securities and Exchange Commission. The financial statements are presented in Thai Baht, which is the Company’s functional currency. The accounting policies have been applied consistently to all periods presented in these financial statements.

The preparation of financial statements in conformity with TFRS requires management to make judgements, estimates and assumptions that affect the application of the Group’s accounting policies. Actual results may differ from these estimates. Estimates and underlying assumptions that described in each note are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

New and revised TFRS are effective for annual accounting periods beginning on or after 1 January 2021. The initial application of these new and revised TFRS has no material effect on the financial statements.

In addition, the Group has not early adopted a number of new and revised TFRS, which are not yet effective for the current period in preparing these financial statements. The Group has assessed the potential initial impact on the financial statements of these new and revised TFRS and expects that there will be no material impact on the financial statements in the period of initial application.

**(1) Judgements**

Information about judgements made in applying accounting policies that have the most significant effects on the amounts recognised in the financial statements is included in the following notes:

- |                   |   |
|-------------------|---|
| Note 3 (k) and 15 | <p>Leases:</p> <ul style="list-style-type: none"> <li>- whether an arrangement contains a lease;</li> <li>- whether the Group is reasonably certain to exercise extension options;</li> <li>- whether the Group exercise termination options;</li> <li>- whether the Group has transferred substantially all the risks and rewards incidental to the ownership of the assets to sub-lessees.</li> </ul> |
| Note 4            | Impact of COVID-19 pandemic   |



## (2) Assumptions and estimation uncertainties

Information about assumption and estimation uncertainties at 31 December 2021 that have a significant risk of resulting in a material adjustments to the carrying amounts of assets and liabilities in the next financial year is included in the following notes:

Note 3 (k)	Determining the incremental borrowing rate to measure lease liabilities;
Note 3 (s) and 27	Recognition of deferred tax assets: availability of future taxable profit against which tax losses carried forward can be used;
Note 3 (o)	Recognition and measurement of provisions;
Note 3 (n) and 20	Measurement of defined benefit obligations: key actuarial assumptions;
Note 4	Impact of COVID-19 pandemic;
Note 9	Estimate of total development cost of real estate development for sale;
Note 9	Estimate of allowance for decline in value of real estate development for sale;
Note 16	Impairment test of goodwill: key assumptions underlying recoverable amounts;
Note 8	Measurement of ECL allowance for trade receivables and contract assets: key assumptions in determining the weighted-average loss rate; and
Note 30	Determining the fair value of financial instruments on the basis of significant unobservable inputs.

## 3 Significant accounting policies

The accounting policies set out below have been applied consistently to all period presented in these financial statements.

### (a) *Basis of consolidation*

The consolidated financial statements relate to the Company and its subsidiaries (together referred to as the “Group”) and the Group’s interests in associates and joint ventures.

#### *Business combinations*

The Group applies the acquisition method for all business combinations by the acquisition date is the date which control is transferred to the Group, other than business combinations with entities under common control. The acquisition-related costs for business combinations is recognised as an expense when incurred.

Goodwill is measured as the fair value of the consideration transferred including the recognised amount of any non-controlling interest in the acquiree, less the net recognised amount of the identifiable assets acquired and liabilities assumed. Any gain on bargain purchase is recognised in profit or loss immediately.

Consideration transferred includes the assets transferred, liabilities incurred by the Group to the previous owners of the acquiree, any contingent consideration and equity interests issued by the Group.

A contingent liability of the acquiree is assumed in a business combination only if such a liability represents a present obligation and arises from a past event, and its fair value can be measured reliably.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period, or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognised at that date.

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiaries are included in the consolidated financial statements from the date on which control commences until the date on which control ceases.

At the acquisition date, the Group measures any non-controlling interest at its proportionate interest in the identifiable net assets of the acquiree. In addition, when there is a change in the Group's interest in a subsidiary that do not result in a loss of control, any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received from the acquisition or disposal of the non-controlling interests with no change in control are accounted for as other surpluses/deficits in shareholders' equity.

When the Group loses control over a subsidiary, it derecognises the assets and liabilities of the subsidiary, and any related non-controlling interests and other components of equity. Any resulting gain or loss is recognised in profit or loss. Any interest retained in the former subsidiary is measured at fair value when control is lost.

Associates are those entities in which the Group has significant influence, but not control or joint control, over the financial and operating policies. A joint venture is an arrangement in which the Group has joint control, whereby the Group has rights to the net assets of the arrangement, rather than rights to its assets and obligations for its liabilities.

The Group recognised investments in associates and joint ventures using the equity method in the consolidated financial statements in which the equity method is applied. They are initially recognised at cost, which includes transaction costs. Subsequent to initial recognition, the consolidated financial statements in which the equity method is applied include the Group's dividend income and share of the profit or loss and other comprehensive income of equity-accounted investees, until the date on which significant influence or joint control ceases.

Intra-group balances and transactions, and any unrealised income or expenses arising from intra-group transactions, are eliminated on consolidation. Unrealised gains arising from transactions with associates and joint ventures are eliminated against the investment to the extent of the Group's interest in the investee. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

When a business combination is achieved in stages, the Group's previously held equity interest in the acquiree is remeasured to its acquisition-date fair value and the resulting gain or loss, if any, is recognised in profit or loss. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income are reclassified to profit or loss where such treatment would be appropriate if that interest were disposed of.

Business combination under common control are accounted for using a method similar to the pooling of interest method, by recognising assets and liabilities of the acquired businesses at their carrying amounts in the consolidated financial statements of the ultimate parent company at the transaction date. The difference between the carrying amount of the acquired net assets and the consideration transferred is recognised as surplus or deficit from business combinations under common control in shareholder's equity. The surplus or deficit will be written off upon divestment of the businesses acquired. The results from operations of the acquired businesses will be included in the consolidated financial statements of the acquirer from the beginning of the comparative period or the moment the businesses came under common control, whichever date is later, until control ceases.

**(b) *Investments in subsidiaries, associates, and joint ventures***

Investments in subsidiaries, associates and joint ventures in the separate financial statements are measured at cost less allowance for impairment losses. Dividend income is recognised in profit or loss on the date on which the Group's right to receive payment is established. If the Company disposes of part of its investment, the deemed cost of the part sold is determined using the weighted average method. Gains and losses on disposal of the investments are recognised in profit or loss.

**(c) *Foreign currencies***

Transactions in foreign currencies including non-monetary assets and liabilities denominated in foreign currencies are translated to the respective functional currencies of each entity in the Group at exchange rates at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the exchange rate at the reporting date. Non-monetary assets and liabilities measured at fair value in foreign currencies are translated at the exchange rates at the dates that fair value was determined.

Foreign currency differences are generally recognised in profit or loss.

*Foreign operations*

The assets and liabilities of foreign operations, including goodwill and fair value adjustments arising on acquisition, are translated to Thai Baht at the exchange rates at the reporting date. The revenues and expenses of foreign operations, excluding foreign operations in hyperinflationary economies, are translated to Thai Baht at rates approximating the exchange rates at the dates of the transactions.

Foreign exchange differences are recognised in other comprehensive income and accumulated in the translation reserve until disposal of the investment, except to the extent that the translation difference is allocated to non-controlling interests.

When a foreign operation is disposed of in its entirety or partially such that control, significant influence or joint control is lost, the cumulative amount in the translation reserve related to that foreign operation is reclassified to profit or loss as part of the gain or loss on disposal. If the Group disposes of part of its interest in a subsidiary but retains control, then the relevant proportion of the cumulative amount is reattributed to non-controlling interests. When the Group disposes of only part of an associate or joint venture while retaining significant influence or joint control, the relevant proportion of the cumulative amount is reclassified to profit or loss.

When the settlement of a monetary item receivable from or payable to a foreign operation is neither planned nor likely in the foreseeable future, exchange gains and losses arising from such a monetary item are considered to form part of a net investment in a foreign operation and are recognised in other comprehensive income, and presented in the foreign currency translation reserve in equity until disposal of the investment.

(d) **Financial instruments**

*(d.1) Classification and measurement*

Debt securities that the Group issued are initially recognised when they are originated. Other financial assets and financial liabilities (except trade accounts receivables (see note 3(f))) are initially recognised when the Group becomes a party to the contractual provisions of the instrument, and measured at fair value, taking into account for transaction costs that are directly attributable to its acquisition or issue of the securities, except for financial assets and financial liabilities measured at FVTPL, which are initially and subsequently measured at fair value, and any transaction costs that are directly attributable to its acquisition or issue of the securities are recognised in profit or loss.

On initial recognition, a financial asset is classified as measured at: amortised cost; fair value through other comprehensive income (FVOCI); or fair value through profit or loss (FVTPL). Financial assets are not reclassified subsequent to their initial recognition unless the Group changes its business model for managing financial assets, in which case all affected financial assets are reclassified prospectively from the reclassification date.

On initial recognition, financial liabilities are classified as measured at amortised cost using the effective interest method or FVTPL. Interest expense, foreign exchange gains and losses and any gain or loss on derecognition are recognised in profit or loss.

Financial assets measured at amortised costs are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by expected credit losses. Interest income, foreign exchange gains and losses, expected credit loss and any gain or loss on derecognition are recognised in profit or loss.

Equity investments measured at FVOCI are subsequently measured at fair value. Dividend income is recognised as income in profit or loss on the date on which the Group's right to receive payment is established, unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are never reclassified to profit or loss.

*(d.2) Derecognition and offsetting*

The Group derecognises a financial asset when the contractual rights to receive the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Group neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset.

The Group derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire. The Group also derecognises a financial liability when its terms are modified and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognised at fair value.

The difference between the carrying amount extinguished and the consideration received or paid is recognised in profit or loss.

Financial assets and financial liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Group currently has a legally enforceable right to set off the amounts and the Group intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

*(d.3) Derivatives*

Derivative are recognised at fair value and remeasured at fair value at each reporting date. The gain or loss on remeasurement to fair value is recognised immediately in profit or loss.

*(d.4) Impairment of financial assets other than trade accounts receivable*

The Group recognises allowances for expected credit losses (ECLs) on financial assets measured at amortised cost, debt investments measured at FVOCI and finance lease receivables exclude measured at FVTPL.

The Group recognises ECLs equal to 12-month ECLs unless there has been a significant increase in credit risk of the financial instrument since initial recognition or credit-impaired financial assets, in which case the loss allowance is measured at an amount equal to lifetime ECLs.

ECLs are a probability-weighted estimate of credit losses based on forward-looking and historical experience. Credit losses are measured as the present value of all cash shortfalls discounted by the effective interest rate of the financial asset.

The Group recognises ECLs for low credit risk financial asset as 12-month ECLs.

The Group assumes that the credit risk on a financial asset has increased significantly if it is more than 90 days past due, significant deterioration in credit rating, significant deterioration in the operating results of the debtor and existing or forecast changes in the technological, market, economic or legal environment that have a significant adverse effect on the debtor's ability to meet its obligation to the Group.

The Group considers a financial asset to be in default when:

- the debtor is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held); or
- the financial asset is more than 90 days past due.

*(d.5) Write-off*

The gross carrying amount of a financial asset is written off when the Group has no reasonable expectations of recovering. Subsequent recoveries of an asset that was previously written off, are recognised as a reversal of impairment in profit or loss in the period in which the recovery occurs.

*(d.6) Interest*

Interest income and expense is recognised in profit or loss using the effective interest method. In calculating interest income and expense, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired) or to the amortised cost of the liability. However, for financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortised cost of the financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis.

**(e) Cash and cash equivalents**

Cash and cash equivalents comprise cash balances, call deposits and highly liquid short-term investments which has a maturity of three months or less from the date of acquisition. Bank overdrafts that are repayable on demand are a component of cash and cash equivalents for the purpose of the statement of cash flows.

**(f) Trade and other accounts receivable**

A trade receivable is recognised when the Group has an unconditional right to receive consideration. A trade receivable is measured at transaction price less allowance for expected credit loss. Bad debts are written off when incurred.

The Group estimates lifetime expected credit losses (ECLs), using a provision matrix to find ECLs rate. This method groups the debtors based on shared credit risk characteristics and past due status, taking into account historical credit loss data, adjusted for factors that are specific to the debtors and an assessment of both current economic conditions and forward-looking general economic conditions at the reporting date.

**(g) Real estate development for sale**

Real estate development for sale is real estate that is held with the intention to sell in the ordinary course of business. This real estate is measured at the lower of cost and net realisable value.

The cost of real estate development for sale comprises the cost of land, including acquisition costs, land improvement cost, development expenditure, borrowing costs and other related expenditure. Borrowing costs payable on loans funding real estate development projects are capitalised as part of the cost of the property until the completion of development. Cost of real estate development for sale includes an allocation of common area property development expenditure based on saleable area.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs to complete and to make the sale.

When real estate development for sale are sold, the cost of that real estate is recognised as an expense in the period in which the related revenue is recognised.

**(h) Investment properties**

Investment properties are such as land, buildings and right-of-use assets that the Group held to earn rental income, for capital appreciation or for both, but not for sale in the ordinary course of business or use in operation.

Investment properties are measured at cost less accumulated depreciation and impairment losses. Cost includes expenditure that is directly attributable to the acquisition of the investment property. The cost of self-constructed assets includes capitalised borrowing costs.

Depreciation is calculated on a straight-line basis over the estimated useful lives of buildings and improvement of 20 - 30 years and recognised in profit or loss. No depreciation charged on freehold land and assets under construction.

Differences between the proceeds from disposal and the carrying amount of investment property are recognised in profit or loss.

**(i) Property, plant and equipment**

Property, plant and equipment are measured at cost less accumulated depreciation and impairment losses.

Cost includes expenditure that is directly attributable to the acquisition of the asset. The cost of self-constructed assets includes capitalised borrowing costs, and the costs of dismantling and removing the items and restoring the site on which they are located including transfers from other comprehensive income of any gain or loss on qualifying cash flow hedges of foreign currency purchases of property, plant and equipment. Purchased software that is integral to the functionality of the related equipment is capitalised as part of that equipment.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

Any gains and losses on disposal of item of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment, and are recognised in profit or loss.

The cost of replacing a part of an item of property, plant and equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Group, and its cost can be measured reliably. The carrying amount of the replaced part is derecognised. The costs of the day-to-day servicing of property, plant and equipment are recognised in profit or loss as incurred.

***Depreciation***

Depreciation is calculated based on the depreciable amount of buildings and equipments, which comprises the cost of an asset, or other amount substituted for cost, less its residual value, and recognised in profit or loss using a straight-line basis over the estimated useful lives of each component of an asset. Depreciation methods, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate. No depreciation is provided on freehold land or assets under construction.

The estimated useful lives are as follows:

Buildings and improvements	20 years
Furniture, fixtures, office and transportation equipment	5 - 15 years

**(j) Goodwill**

Goodwill that arises upon the acquisition of subsidiaries. The measurement of goodwill at initial recognition. Subsequent to initial recognition, goodwill is measured at cost less accumulated impairment losses. In respect of equity-accounted investee, the carrying amount of goodwill is included in the carrying amount of the investment, and an impairment loss on such an investment is not allocated to any asset, including goodwill, that forms part of the carrying amount of the equity-accounted investee.

**(k) Leases**

At inception of a contract, the Group assesses that a contract is, or contains, a lease when it conveys the right to control the use of an identified asset for a period of time in exchange for consideration.



*As a lessee*

At commencement or on modification of a contract, the Group allocates the consideration in the contract to each lease component on the basis of its relative stand-alone prices of each component. For the leases of property, the Group has elected not to separate non-lease components and accounted for the lease and non-lease components wholly as a single lease component.

The Group recognises a right-of-use asset and a lease liability at the lease commencement date, except for leases of low-value assets and short-term leases which is recognised as an expense on a straight-line basis over the lease term.

Right-of-use asset is measured at cost, less any accumulated depreciation and impairment loss, and adjusted for any remeasurements of lease liability. The cost of right-of-use asset includes the initial amount of the lease liability adjusted for any prepaid lease payments, plus any initial direct costs incurred and an estimate of restoration costs, less any lease incentives received. Depreciation is charged to profit or loss on a straight-line method from the commencement date to the end of the lease term, unless the lease transfers ownership of the underlying asset to the Group by the end of the lease term or the Group will exercise a purchase option. In that case the right-of-use asset will be depreciated over the useful life of the underlying asset, which is determined on the same basis as those of property and equipment.

The lease liability is initially measured at the present value of all lease payments that shall be paid under the lease. The Group uses the Group's incremental borrowing rate to discount the lease payments to the present value. The Group determines its incremental borrowing rate by obtaining interest rates from various external financing sources and makes certain adjustments to reflect the terms of the lease and type of the asset leased.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a lease modification, or a change in the assessment of options specified in the lease. When the lease liability is remeasured, a corresponding adjustment is made to the carrying amount of the right-of-use asset or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

*As a lessor*

At inception or on modification of a lease contract, the Group allocates the consideration in the contract to each component on the basis of their relative standalone selling prices.

At lease inception, the Group considers to classify a lease that transfers substantially all of the risks and rewards incidental to ownership of the underlying asset to lessees as a finance lease. A lease that does not meet this criteria is classified as an operating lease.

When the Group is an intermediate lessor, the Group classifies the sub-lease either as a finance lease or an operating lease with reference to the right-of-use asset arising from the head lease. In case of a head lease is a short-term lease, the sub-lease is classified as an operating lease. Those right-of-use assets are presented as investment properties.

The Group recognises finance lease receivables at the net investment of the leases, which includes the present value of the lease payments, and any unguaranteed residual value, discounted using the interest rate implicit in the lease. Finance lease income reflects a constant periodic rate of return on the Group's net investment outstanding in respect of the leases.

The Group recognises lease payments received under operating leases in profit or loss on a straight-line basis over the lease term as part of rental income. Initial direct costs incurred in arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as rental income in the accounting period in which they are earned.

The Group estimates lifetime expected credit losses (ECLs), using a provision matrix to find ECLs rate. This method groups the lease receivables based on shared credit risk characteristics and past due status, taking into account historical credit loss data, adjusted for factors that are specific to the debtors and an assessment of both current economic conditions and forward-looking general economic conditions at the reporting date. The Group derecognises the lease receivables as disclosed in note 3(d).

**(l) *Impairment of non-financial assets***

The carrying amounts of the Group's assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, the assets' recoverable amounts are estimated. For goodwill and intangible assets that have indefinite useful lives or are not yet available for use, the recoverable amount is estimated each year at the same time.

An impairment loss is recognised in profit or loss if the carrying amount of an asset or its cash-generating unit exceeds its recoverable amount.

The recoverable amount is the greater of the asset's value in use and fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

Impairment losses of assets recognised in prior periods is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss in respect of goodwill is not reversed. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

**(m) *Contract liabilities***

A contract liability is the obligation to transfer goods or services to the customer. A contract liability is recognised when the Group receives or has an unconditional right to receive non-refundable consideration from the customer before the Group recognises the related revenue.

**(n) *Employee benefits***

*Defined contribution plan*

Obligations for contributions to provident fund for the employee of the Group are recognised expensed as the related service is provided.

*Defined benefit plans*

The Group's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount which performed by a qualified actuary using the projected unit credit method.

Remeasurements of the net defined benefit liability, actuarial gain or loss are recognised immediately in OCI. The Group determines the interest expense on the net defined benefit liability for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period, taking into account any changes in the net defined benefit liability during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in profit or loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service or the gain or loss on curtailment is recognised immediately in profit or loss. The Group recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

The Group's net obligation in respect of Long-term employee benefit is the amount of future benefit that employees have earned in the current and prior periods which discounting that amount to present value.

Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

**(o) Provisions**

A provision is recognised if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as a finance cost.

*Provision for decommissioning and restoration*

The Company recognises provision for decommissioning costs of the buildings or structures with the present value of the estimate of the eventual costs at the lease end date. The recognised provision for decommissioning costs are based on removal cost estimates, removal period, discount rate and future inflation rate. Provision for decommissioning and restoration are discounted to be present value, and are included as part of the assets.

**(p) 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 market participants at the measurement date in the principal or, in its absence, the most advantageous market to which the Group has access at that date. The fair value of a liability reflects its non-performance risk.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: quoted prices in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly.
- Level 3: inputs for the asset or liability that are based on unobservable input.

The Group recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

If an asset or a liability measured at fair value has a bid price and an ask price, then the Group measures assets and long positions at a bid price and liabilities and short positions at an ask price.

The best evidence of the fair value of a financial instrument on initial recognition is normally the transaction price - i.e. the fair value of the consideration given or received. If the Group determines that the fair value on initial recognition differs from the transaction price and the fair value is evidenced neither by a quoted price in an active market for an identical asset or liability nor based on a valuation technique for which any unobservable inputs are judged to be insignificant in relation to the measurement, then the financial instrument is initially measured at fair value, adjusted to defer the difference between the fair value on initial recognition and the transaction price. Subsequently, that difference is recognised in profit or loss on an appropriate basis over the life of the instrument but no later than when the valuation is wholly supported by observable market data or the transaction is closed out.

**(q) *Treasury shares***

When share capital recognised as equity is repurchased, the amount of consideration paid, including directly attributable costs, is classified as treasury shares and recognised as a deduction from equity.

**(r) *Revenue from contracts with customers***

Revenue is recognised when a customer obtains control of the goods or services in an amount that reflects the consideration to which the Group expects to be entitled, excluding those amounts collected on behalf of third parties, value added tax or other sales taxes and is after deduction of any trade discounts and volume rebates.

*Rental*

Rental income from investment property is recognised in profit or loss on a straight-line basis over the term of the lease. Lease incentives granted are recognised as an integral part of the total rental income. Contingent rentals are recognised as income in the accounting period in which they are earned.

*Service*

Service income is recognised over time when services are rendered to customer.

*Food center services*

Revenue from food center services is recognised upon delivery of goods to customers. Where the Group acts as an agent in food center services, gross revenue consists of the Group's revenue together with the revenue accruing to the principals for which the Group acted as an agent.

*Sale of real estate*

Revenue from sale of real estate is recognised when a customer obtains control of the real estate in an amount that reflects the consideration to which the Group expects to be entitled, excluding those amounts collected on behalf of third parties, or other sales taxes and is after deduction of any discounts and consideration payable to the customer.

For bundled packages, the Group accounts for individual real estate and other products separately if they are distinct and a customer can benefit from it separately. The consideration received is allocated based on their relative stand-alone selling prices.

Deposits and instalments received from customers on real estate sold prior to the date of revenue recognition are presented as contract liabilities in the statement of financial position. Deposits and instalments received from customers are recognised as revenue when the Group transfers control over the real estate to the customers. For advances that contain a significant financing component interest expense. Interest expense is recognized using the effective interest method. The Group uses the practical expedient which allows not to adjust the consideration for any effects of a significant financing component if the period of financing is 12 months or less.

#### *Investments*

Revenue from investments dividend and interest income from investments and bank deposits. Dividend income is recognised in profit or loss on the date the Group's right to receive payments is established.

#### **(s) *Income tax***

Income tax expense for the year comprises current and deferred tax, which is recognised in profit or loss except to the extent that they relate to a business combination, or items recognised directly in equity or in other comprehensive income.

Current tax is recognised in respect of the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for the temporary differences: the initial recognition of goodwill; the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss; and differences relating to investments in subsidiaries and joint ventures to the extent that it is probable that they will not reverse in the foreseeable future.

The measurement of deferred tax reflects the tax consequences that would follow the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities, using tax rates enacted or substantively enacted at the reporting date. Current deferred tax assets and liabilities are offset in the separate financial statements.

A deferred tax asset is recognised to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilised. Deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that the related tax benefit will be realised.

#### **(t) *Earnings per share***

Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the period, adjusted for own shares held.

#### **(u) *Related parties***

A related party is a person or entity that has direct or indirect control or joint control, or has significant influence over the financial and managerial decision-making of the Group; a person or entity that are under common control or under the same significant influence as the Group; or the Group has direct or indirect control or joint control or has significant influence over the financial and managerial decision-making of a person or entity.

**(v) Segment reporting**

Segment results that are reported to the Group's CEO (the chief operating decision maker) include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Unallocated items comprise mainly corporate assets, head office expenses, and tax assets and liabilities.

**4 Impact of COVID-19 pandemic**

In 2021, COVID-19 pandemic is still on going, while vaccines for COVID-19 are being rolled out during 2021, but the situation of COVID-19 pandemic is still ongoing. In April 2021, there was the new infection of COVID-19 pandemic in Thailand. As a result, provincial governments decided to limit on the opening hours of the Group's shopping centers and temporarily shut down some businesses in each location and during the period specified by the provincial regulations such as cinema businesses, fitness centers and etc.

Subsequently, in July 2021, provincial governments decided to temporarily shut down the Group's shopping centers in the enforced locations for specific periods of time under each province order as well as shut down some additional businesses such as banking business, restaurants and etc. The shopping centers remain to open the supermarket and some businesses according to provincial government orders and in September 2021, the Group's shopping centers have resumed business as specified by the provincial governments.

The Group considered to provide rental discounts to tenants in the shopping centers that has effect. Such transactions were lease modification under TFRS 16 and gradually recognise rental discount throughout the remaining lease terms by straight line method. The Group recognised rental income from the lease modification for the year ended 31 December 2021 as follows:

<i><b>For the year ended 31 December 2021</b></i>	<b>Consolidated financial statements</b>	<b>Separate financial statements</b>
	<i>(in million Baht)</i>	
<i><b>Recognised in profit or loss</b></i>		
Revenue from rental and services before adjustment according to TRFS 16	22,073	11,629
Impact of lease modification under TFRS 16	324	197
Revenue from rental and services after adjustment according to TFRS 16	<b>22,397</b>	<b>11,826</b>
Profit before adjustment according to TFRS 16 (before tax expense)	<b>8,704</b>	<b>2,211</b>
Profit after adjustment according to TFRS 16 (before tax expense)	<b>9,028</b>	<b>2,408</b>

## 5 Acquisitions of subsidiaries and non-controlling interests

### (a) *Acquisition of business*

On 30 August 2021, the Group obtained control of Siam Future Development Public Company Limited and its Subsidiaries ("Siam Future Development Group"), a property developer which Central World Co., Ltd., a subsidiary of the Group, acquired 52.15% of the shares in Siam Future Development Group. As a result, the Group's equity interest in Siam Future Development Group increased from 4.11% to 56.26%. The consideration consisted of a cash payment of Baht 13,341.4 million. The Group incurred acquisition-related costs of Baht 24 million which have been included in administrative expenses.

The major cause of goodwill was due to the fact that taking control of Siam Future Development Group will enable the Group to improve financial support and enhance liquidity for long-term return to shareholders as well as raise the competency in business competition. Also, the Group can invest in larger-scale projects that will significantly increase the growth rate and the performance of the Group.

During the period from acquisition date to 31 December 2021, Siam Future Development Public Company Limited and its subsidiaries contributed revenue of Baht 345 million and profit of Baht 180 million to the Group's results. If the acquisition had occurred on 1 January 2021, management estimates that consolidated revenue would have increased by Baht 1,294 million and consolidated profit for the year ended would have increased by Baht 175 million. In determining these amounts, management has assumed that the fair value adjustments, determined provisionally, that arose on the date of acquisition would have been the same if the acquisition had occurred on 1 January 2021.

The following summarises the major classes of consideration transferred, and the recognised amounts of assets acquired, and liabilities assumed at the acquisition date:



*Identifiable assets acquired and liabilities assumed*

		<b>Fair value</b>
	<i>Note</i>	<i>(in million Baht)</i>
Cash and cash equivalents		180
Trade accounts receivable		79
Other receivables		107
Restricted bank deposits		1
Investment in associates	10	114
Investment in joint ventures	10	23,612
Finance lease receivable		403
Investment properties	13	8,551
Property, plant, and equipment	14	38
Other non-current assets		112
Short-term loans from financial institutions		(920)
Trade accounts payable		(23)
Other payables		(256)
Income tax payable		(1)
Contractor payables		(15)
Lease liabilities		(2,497)
Long-term loans		(2,830)
Advance received from rental income		(626)
Deposits received from customers		(534)
Provisions for employee benefits	20	(43)
Deferred tax liabilities		(197)
<b>Total identifiable net assets</b>		<b>25,255</b>
Less: Previously - held interest (4.11%)		(1,042)
Less: Non-controlling interests (43.74%)		(11,047)
<b>Total identifiable net assets received</b>		<b>13,166</b>
Goodwill arising from the acquisition		175
<b>Purchase consideration transferred</b>		<b>13,341</b>
Net cash acquired with the subsidiary		180
Cash paid		(13,341)
<b>Net cash outflows</b>		<b>(13,161)</b>

The Group is continuing its review of these matters during the measurement period. If new information obtained within one year from the acquisition date about facts and circumstances that existed at the acquisition date identifies adjustments to the above provisional fair values, that existed at the acquisition date, then the acquisition accounting will be revised.

The remeasurement to fair value of the Group's existing 4.11% interest in the acquiree resulted in a gain of Baht 50.98 million (Baht 1,042.31 million less Baht 991.33 million carrying value of equity-accounted investee at acquisition date), which has been recognised in gain on investments in equity instruments designated at FVOCI in the statement of comprehensive income.

*(b) Acquisition of non-controlling interests*

In October 2021, Central World Co., Ltd. acquired additional interest of Siam Future Development Company Limited ("SF") as offered to the Securities and Exchange Commission and Stock Exchange of Thailand. After acquisition offer completed, the Group acquired an additional 39.98% interest in SF for Baht 10,229 million in cash and CPN Korat Co., Ltd. acquired an additional common shares of SF totalling Baht 148 million, representing 0.65%, increasing its ownership interest from 56.26% to 96.89%. The Group recognised a decrease in non-controlling interests of Baht 10,261 million, other deficits in shareholders' equity of Baht 116 million and attributable to owners of the Group of Baht 10,377 million of changes in the Group's ownership interest in SF.

In December 2021, at the Board of Director's Meeting of the Company, approved the plan to delist the securities of Siam Future Development Public Company Limited ("SF") from the Stock Exchange of Thailand (the "SET") whereby Central World Co., Ltd (a subsidiary of the Group) shall be the tender offeror in respect of the entire securities of SF for the purpose of delisting the securities of SF from the SET. Central World will make the tender offer of all the entire remaining ordinary shares of 66,372,002 shares of SF representing approximately 3.11% of the total issued and paid-up shares in SF.

Effect of changes in SF Group's ownership interest as follows:

	<i>(in million Baht)</i>
Non-controlling interests at 30 August 2021	11,047
Effect of increase in Group's ownership interest	(10,261)
Non-controlling interests at 31 December 2021	<u>786</u>

## 6 Related parties

Relationships with subsidiaries and fund, associates and joint venture are described in note 1, 10 and 11. Relationship with key management and other related parties were as follows:

Name of entities	Country of incorporation/ nationality	Nature of relationships
Central Holding Co., Ltd.	Thailand	Major shareholder, some common directors
Central Department Store Co., Ltd.	Thailand	Some common directors
Hang Central Department Store Co., Ltd.	Thailand	Some common directors
Central Trading Co., Ltd.	Thailand	Some common directors
Power Buy Co., Ltd.	Thailand	Some common directors
CRC Sport Co., Ltd.	Thailand	Some common directors
Earth Care Co., Ltd.	Thailand	Some common directors
CR Chiangmai (Thailand) Co., Ltd.	Thailand	Some common directors
Central Plaza Hotel Public Company Limited	Thailand	Some common directors
Central World Hotel Co., Ltd.	Thailand	Some common directors
Central Restaurant Group Co., Ltd.	Thailand	Some common directors
Robinson Public Company Limited	Thailand	Some common directors
Central Retail Corporation Co., Ltd.	Thailand	Some common directors
CRC Thai Watsadu Co., Ltd.	Thailand	Some common directors
CRG International Food Co., Ltd.	Thailand	Some common directors
Dusit Thani Public Company Limited	Thailand	Held by the Company
Key management personnel	Thailand	Persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of the Group.

The pricing policies for transactions with related parties are explained further below:

Transactions	Pricing policies
Revenue from rental and services	Market prices which are subject to location, lease space, lease form, lease period and type of lease
Revenue from food center services	Market prices which are subject to location, lease space, lease form, lease period and type of lease
Management income and other income	The rate being charged by other parties in the business
Interest income/interest expense	As contractually agreed interest rate
Dividend income	As declared payment
Cost of rental and services	Market prices which are subject to location, lease space, lease form, lease period and type of lease
Cost of food center services	Market prices which are subject to location, lease space, lease form, lease period and type of lease
Administrative expenses	At actual amount
Management fee	As mutually agreed in contract
Key management personnel	As defined by the nomination and remuneration committee which does not exceed the amount approved by the shareholders

Significant transactions for the years ended 31 December with related parties were as follows:

<i>Year ended 31 December</i>	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	2021	2020	2021	2020
	<i>(in thousand Baht)</i>			
<b>Subsidiaries and fund</b>				
Revenue from rental and services	-	-	103,961	98,668
Revenue from food center services	-	-	4	-
Management income	-	-	418,772	349,546
Interest income	-	-	742,984	630,009
Dividend income	-	-	675,003	1,639,384
Other income	-	-	281,669	418,283
Cost of rental and services	-	-	6,935	1,434
Cost of food center services	-	-	81	-
Administrative expenses	-	-	6	-
Interest expense	-	-	2,217	450
Sale of investment properties	-	-	769,753	811,636
			86,011	139,803
<b>Associates</b>				
Revenue from rental and services	1,454,002	1,715,719	46,555	32,034
Revenue from food center services	3	6	-	-
Management income	605,210	744,941	415,030	534,688
Interest income	1,381,202	980,397	21,884	18,615
Dividend income	-	-	517,207	602,739
Other income	3,125,812	2,815,803	1,568,102	21,982
Cost of rental and services	15,094	40,899	2,350	13,145
Cost of food center services	47,899	41,123	3,800	-
Administrative expenses	272,402	282,564	35,764	29,573
<b>Joint ventures</b>				
Revenue from rental and services	69,953	55,396	19,242	10,321
Management income	5,077	3,120	1,396	3,120
Interest income	11,863	100,902	7,364	4,124
Other income	163	1,883	110	1,716
Administrative expenses	1	19	1	19
<b>Other related parties</b>				
Revenue from rental and services	2,759,422	4,035,378	1,600,088	2,471,871
Revenue from food center services	-	3,608	-	1,244
Management income	-	70	-	70
Dividend income	-	27,595	-	27,595
Other income	8,058	12,237	7,110	10,957
Cost of rental and services	9,378	104,668	8,604	76,019
Cost of food center services	2,656	7,473	210	610
Management fee	191,266	158,868	189,444	155,795
Administrative expenses	25,449	337,242	12,740	321,335
<b>Key management</b>				
Key management personnel compensation				
Short-term benefits	282,868	247,512	240,393	205,888
Long-term benefits	7,900	8,575	7,521	8,575
<b>Total Key management personnel compensation</b>	<b>290,768</b>	<b>256,087</b>	<b>247,914</b>	<b>214,463</b>

Significant balances as at 31 December with related parties were as follows:

	Consolidated financial statements		Separate financial statements		
	2021	2020	2021	2020	
	(in thousand Baht)				
<b>Trade accounts receivable</b>					
Subsidiaries and fund	-	-	48,393	57,240	
Associates	78,817	74,607	54,802	43,924	
Joint ventures	18,074	7,165	15,044	7,165	
Other related parties	596,892	725,043	313,383	460,009	
<b>Total</b>	<b>693,783</b>	<b>806,815</b>	<b>431,622</b>	<b>568,338</b>	
<b>Other receivables</b>					
<b>Accrued income</b>					
Associates	61,671	73,601	45,045	57,721	
Joint ventures	2,892	2,712	2,892	2,712	
<b>Total</b>	<b>64,563</b>	<b>76,313</b>	<b>47,937</b>	<b>60,433</b>	
<b>Other receivables</b>					
Associates	7,359	5,749	153	691	
Joint ventures	1	1	1	1	
<b>Total</b>	<b>7,360</b>	<b>5,750</b>	<b>154</b>	<b>692</b>	
<b>Other non-current assets</b>					
<b>Finance lease receivable</b>					
Associates	<b>18,151,895</b>	<b>16,397,782</b>	-	-	
<b>Deposit</b>					
Associates	<b>2,210,346</b>	<b>1,220,525</b>	<b>24,721</b>	<b>21,171</b>	
<b>Loans to related parties</b>					
	Interest rate	Consolidated financial statements			
	At				
	31 December	1 January	Increase	Decrease	31 December
	(% per annum)		(in thousand Baht)		
<b>Short-term loans</b>					
<b>2021</b>					
Joint ventures	-	-	17,851	(17,851)	-
<b>Long-term loans</b>					
<b>2021</b>					
Associates	4.31	526,947	21,883	(38,640)	510,190
Joint ventures	3.0, BIBOR+1.5, MLR+2.0	405,335	138,405	-	543,740
<b>Total</b>		<b>932,282</b>			<b>1,053,930</b>
<b>2020</b>					
Associates	4.31	222,348	307,612	(3,013)	526,947
Joint ventures	6.50, MLR-0.5, BIBOR+1.3	4,944,342	291,631	(4,830,638)	405,335
<b>Total</b>		<b>5,166,690</b>			<b>932,282</b>

	Interest rate At 31 December (% per annum)	1 January	Separate financial statements		31 December
			Increase (in thousand Baht)	Decrease	
<b>Short-term loans</b>					
<b>2021</b>					
Subsidiaries	1.52	83,212	200,486	(41,116)	242,582
Joint ventures	-	-	17,851	(17,851)	-
<b>Total</b>		<b>83,212</b>			<b>242,582</b>
<b>2020</b>					
Subsidiaries and fund	1.83	32,176	51,974	(938)	83,212
<b>Long-term loans</b>					
<b>2021</b>					
Subsidiaries and fund	1.52	30,275,750	34,681,541	(9,604,020)	55,353,271
Associates	4.31	526,947	21,883	(38,640)	510,190
Joint ventures	BIBOR+1.5, MLR+2.0	247,541	133,905	-	381,446
<b>Total</b>		<b>31,050,238</b>			<b>56,244,907</b>
<b>2020</b>					
Subsidiaries and fund	1.83	22,620,087	13,950,330	(6,294,667)	30,275,750
Associates	4.31	222,348	307,612	(3,013)	526,947
Joint ventures	MLR-0.5, BIBOR+1.3	172,280	247,873	(172,612)	247,541
<b>Total</b>		<b>23,014,715</b>			<b>31,050,238</b>

Loans to subsidiaries, fund, associates, and joint ventures are unsecured and denominated in Thai Baht and carry interests at the rate as stipulated in the agreements.

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
	(in thousand Baht)			
<b>Trade accounts payable</b>				
Subsidiaries and fund	-	-	16,606	19,231
Associates	30,807	32,999	21,590	24,304
Other related parties	36,919	91,305	34,043	37,748
<b>Total</b>	<b>67,726</b>	<b>124,304</b>	<b>72,239</b>	<b>81,283</b>
<b>Other payables</b>				
Subsidiaries and fund	-	-	4,525	7,636
Associates	6,381	5,717	3,410	3,016
<b>Total</b>	<b>6,381</b>	<b>5,717</b>	<b>7,935</b>	<b>10,652</b>
<b>Lease liabilities</b>				
Subsidiaries and fund	-	-	14,625,107	14,767,099
Associates	1,452,699	1,594,037	55,144	77,644
Other related parties	4,882,099	4,965,914	4,746,550	4,831,834
<b>Total</b>	<b>6,334,798</b>	<b>6,559,951</b>	<b>19,426,801</b>	<b>19,676,577</b>

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	2021	2020	2021	2020
	<i>(in thousand Baht)</i>			
<b><i>Advance received from rental income</i></b>				
Subsidiaries and fund	-	-	32,081	37,638
Associates	24,978,123	23,203,512	17,679	20,541
<b>Total</b>	<b>24,978,123</b>	<b>23,203,512</b>	<b>49,760</b>	<b>58,179</b>
<i>Less: Current portion of advance from rental income</i>	<i>(1,335,565)</i>	<i>(1,187,354)</i>	<i>(8,672)</i>	<i>(8,667)</i>
<b>Net</b>	<b>23,642,558</b>	<b>22,016,158</b>	<b>41,088</b>	<b>49,512</b>
<b><i>Deposits received from customers</i></b>				
Subsidiaries and fund	-	-	9,641	8,461
Joint ventures	1,907	1,907	1,907	1,907
Other related parties	476,991	776,579	311,276	480,026
<b>Total</b>	<b>478,898</b>	<b>778,486</b>	<b>322,824</b>	<b>490,394</b>
<b><i>Other non-current liabilities</i></b>				
Other related party	<b>408</b>	<b>408</b>	-	-

***Loans from related parties***

	<b>Interest rate</b>	<b>Consolidated financial statements</b>			
	<b>At</b>				
	<b>31 December</b>	<b>1 January</b>	<b>Increase</b>	<b>Decrease</b>	<b>31 December</b>
	<b>(% per annum)</b>		<b>(in thousand Baht)</b>		
<b><i>Short-term loans</i></b>					
<b><i>2021</i></b>					
Related party	2.36	226,249	72,577	-	298,826
<b><i>2020</i></b>					
Related party	2.36	125,761	104,528	(4,040)	226,249
<b><i>Long-term loan</i></b>					
<b><i>2021</i></b>					
Related party	1.52	724,338	206,270	-	930,608
<b><i>2020</i></b>					
Related party	1.83	692,724	31,614	-	724,338



	Interest rate	Separate financial statements			
	At 31 December (% per annum)	1 January	Increase (in thousand Baht)	Decrease	31 December
<b>Short-term loans</b>					
<b>2021</b>					
Subsidiaries and fund	1.52	10,504,750	6,078,717	(4,889,349)	11,694,118
<b>2020</b>					
Subsidiaries and fund	1.83	9,861,746	3,337,086	(2,694,082)	10,504,750
<b>Long-term loans</b>					
<b>2021</b>					
Subsidiaries	1.52	7,615,431	764,676	(736,925)	7,643,182
<b>2020</b>					
Subsidiaries	1.83	8,105,328	969,960	(1,459,857)	7,615,431

Loans from subsidiaries, fund and related parties are unsecured and denominated in Thai Baht and carry interests at the rate as stipulated in the agreements.

#### ***Agreements and significant transaction with related parties***

##### ***Thai Business Fund 4***

On 18 December 2002, Thai Business Fund 4 (“TBF4”) entered into a land and structure lease agreement, for the location of Central World Plaza with other party. The lease agreement was for a period of 30 years ending in December 2032.

On 23 December 2002, TBF4 (“the lessor”) entered into a sublease utility system contract and a property management contract with Central World Co., Ltd. (“Central World”). The lease agreement was for a period of 30 years ending in December 2032. Under the conditions of the sublease contracts, Central World had to make a lump sum payment of leasehold right in advance of Baht 80 million and monthly rental as agreed by both parties, whereby the Company will be a guarantor. In addition, TBF4 entered into a property management contract with Central World and had to pay property management fee as stated in the contract.

According to the 7th TBF4’s unitholders’ resolution on 29 September 2011 and the 9th TBF4’s unitholders’ resolution on 30 November 2011, unitholders had an unanimous resolution to change the sublessee from Central World to the Company by cancelling a sublease utility system contract and a property management contract with Central World.

Consequently, TBF4 terminated a sublease utility system contract and a property management contract with Central World on 1 December 2011 and TBF4 had obligation to pay compensation in connection with contract termination in amount of Baht 2,219 million for investment in utility system and development of parking building by Central World. The Company agreed to pay for the obligation on behalf of TBF4 in connection with the contract termination in order to sublease utility system contract and become a property manager for Central World project instead.

On 1 December 2011, the Company entered into a sublease utility system contract with TBF4. The contract would cover the period from 1 December 2011 to December 2032. The Company has to make the lump sum payment of leasehold right in advance of Baht 56.1 million and monthly rental of Baht 20 million as stated in the contract.

According to the 4th TBF4's unitholders' resolution on 7 September 2012, the unitholders had an unanimous resolution to terminate the sublease office building contract with Central World and approved to enter into new sublease office building contracts with Property Fund Type I and the Company and Central World and amended the property management contract with the Company.

As a result, on 14 September 2012, TBF4 terminated the sublease office building contract of The Offices at Central World with Central World. TBF4 had obligation to pay compensation in amount of Baht 3,530.3 million for investment in system and development of office building by Central World in connection with the contract termination. TBF4 had entered into a sublease contract with CPN Commercial Growth Leasehold Property Fund ("CPNCG") for land and part of office building with integrated components and related equipment and systems including the right for the use of the parking spaces at The Offices at Central World. The contract was for a period of 20 years ending on 22 December 2032. In addition, TBF4 had entered into sublease contracts with the Company and Central World for part of office building. The contracts would cover the periods from 14 September 2012 to 22 December 2032 and 14 September 2012 to 23 December 2012, respectively.

On 25 September 2013, TBF4 entered into a memorandum for the cancellation of a part of land lease under the principal agreement with other party and subsequently appointed the Company as the new lessee of the cancelled lease directly with other party. The Company acquired the right for the use of cancelled land lease under conditions in an agreement. Therefore, to compensate TBF4 for the loss of the leasehold right on cancelled land lease, the Company agreed to pay compensation to TBF4 in amount of Baht 502 million by payments of Baht 425 million on 15 December 2013 and will pay of Baht 77 million in January 2033.

Moreover, TBF4 has entered into an agreement with Central Plaza Hotel Public Company Limited, a related party, to sublease its leasehold right on land and part of its structures located at Central World for a period of 29 years ending in December 2032. The sublessee would use land and its structures for the development of the project of hotel, parking and convention hall.

In February 2020, the Company entered into the sublease property agreement with Thai Business Fund 4 (Sublessor) for a period of 12 years 11 months, ending in December 2032. Under the conditions in agreement, the Company will make an advance rental payment or will pay annually rental totalling Baht 17,328 million. The sublease agreement can be renewed following the head lease agreement for a period of 8 years, ending in December 2040.

#### *Central Lardprao*

In 2009, the Company entered into a sublease contract of assets comprising of land, shopping center, office building, parking buildings including their building improvements with integrated components and equipment of Central Lardprao with Central International Development Company Limited ("the sublessor") for a period of 20 years ending on 18 December 2028. The Company had to pay compensation for subleasehold right to the sublessee in the amount of Baht 2,162 million, which was recorded as leasehold rights in the statements of financial position. In addition, the Company is required to pay annual rental for the assets and rental for equipment throughout the sublease contract period totalling Baht 14,016 million. Titles over the buildings or structures and other assets that the Company had renovation or restoration will be transferred to The State Railway of Thailand ("the lessor") upon expiration of the agreement. In addition, the Company had to deliver equipment as specified in the lease agreement according to the appropriate condition and useful life at that time.

#### *Central Bangna*

The Group entered into a land lease agreement with Hang Central Department Store Co., Ltd., a related party, for the location of Central Bangna project for a period of 30 years ending in 2023.

*Central WestGate*

In January 2013, the Company entered into a land lease agreement with Vantage Ground Co., Ltd., (“Vantage”) a related party, for the construction of shopping center for lease for a period of 30 years ending on 18 February 2043. Under the conditions of the agreement, the Company had to pay compensation for land lease to lessor in the amount of Baht 654.9 million, which was recorded as leasehold rights in the statements of financial position. In addition, the Company has to pay the annual rental throughout the lease agreement period totalling Baht 4,443.7 million. The land lease agreement can be renewed for at least another 10 years period, at the rate and the benefit to be agreed upon by notifying in writing in advance not less than 2 years prior to the completion of the lease period.

At the Company's Board of Directors' meeting held on 7 August 2015, the Board approved the cancellation of part land lease agreement of Central WestGate with Vantage, in order that Vantage could sell the land to other party for construction of this shopping center. The Company notified the cancellation of the agreement in October 2015. Vantage agreed to return the compensation of land lease and annual rental which the Company paid under the conditions of the land lease agreement.

*Central Pinklao*

The Company entered into a land lease agreement with Hang Central Department Store Co., Ltd., a related party, for the location of Central Pinklao project for a period of 30 years ending in 2024.

In 2015, the Company (“lessee”) entered into a memorandum for the extension of lease period with Hang Central Department Store Co., Ltd. whereby both parties agreed to extend the lease period for another periods of 2 years and 5 months starting from 1 January 2025 to 31 May 2027, whereby the lessee agreed to pay additional rental in amount of Baht 291 million upon its maturity as stated in the contract.

*Central Phuket*

In June 2015, the Company entered into sublease land agreements and shopping building lease agreements with Central Department Store Co., Ltd. (“lessor”) a related party, for the operation of shopping centers for lease for a period of 41 years and 6 days ending on 6 June 2056. Under the conditions of the agreements, the Company had to pay compensation of land lease for shopping center in the amount of Baht 5,572.9 million and to pay for land leasehold right to lessee in the amount of Baht 666.7 million and pay the annual land rental throughout the agreement period totalling Baht 2,769.2 million. In addition, there was an entering into the purchase and sale of utility system and asset agreements totalling Baht 55.5 million.

At the Company's Board of Directors' meeting held on 10 August 2018, the Board approved the additional land and building sublease agreements and purchased assets related to Central Phuket project with Central Department Store Co., Ltd. (“lessee”), a related party, to operate the shopping center within Baht 1,282 million.

*Hilton Pattaya Hotel*

In November 2017, the Group entered into hotel building utility system and movable assets sublease agreements with CPN Retail Growth Leasehold REIT (“the sublessor”), a related party, for using in the operation of hotel business for lease for a period of 1 month ending on 31 December 2017. The Group can renew the agreements for 3 times at 3 years each ending in December 2026. Under the conditions of the agreement, the Company had to pay the annual rental throughout the lease agreement period. Subsequently on 23 December 2020, the sublessor considered to revise fixed rental for the year 2021 - 2026 result in the Group had to pay fixed rental totalling Baht 2,233 million and variable rental which is calculated from profit before tax deduct furniture, fixture and equipment reserve of the hotel.

*Land sublease agreement*

The Company entered into to a land sublease agreement with Dara Harbour Co., Ltd., a subsidiary, which was for the period of 30 years starting from 1 January 2021 to 31 December 2050. The Company agreed to pay annual sublease compensation of which the first installment will be in January 2021. During 2017, the Company paid for the compensation from cancellation of leasehold rights to the lessee amounting to Baht 134.2 million.

*Service agreement*

In January 2020, the Company renewed a service agreement with Hang Central Department Store Co., Ltd., a related party, for business consulting and setting policies on business operation of the Company. The agreement was for a period of 3 years ending in 31 December 2022. Under the conditions of the agreement, the Company had to pay monthly service fee at rate 0.55% of the revenues from property assets managed by the Company that comprise of rental and service income, food and beverage income and property management fee income. The sum of the maximum service fees paid throughout the agreement term will not exceed Baht 784.3 million.

*Hotel Management agreement*

The Group entered into a hotel management agreement with a related party whereby the Group agrees to pay monthly management fee at the rate of 2% of the hotel's operating income and additional compensation at the rate of 6% of the gross operating profit if the gross operating profit is achieved and sales and marketing contribution fee at the rate of 1.5% of operating income.

*Service provider agreement*

The Company entered into the management agreement with subsidiaries. The Company has to perform the management of the Shopping center. The subsidiaries have to pay management fee at the rate of 3% of the net rental income after deduction of the discount under the agreements. The initial contract started from 1 January 2021 to 31 December 2021. Subsequently, in January 2022, the Company extended the management agreement with the subsidiaries for another one year ending on 31 December 2022.

The Company entered into service agreement with Grand Canal Land Public Company Limited for business consulting, setting policies, and advising on business operation. The agreement will be effective for 2 years from 1 January 2021 with rate 3% of revenue from rent and services and rate 2% of the net income of the service recipient and management tenant fill and/or the operation for business investing or transferring of real estate with rate 1.5% of the amount of addition investing of the service recipient and rate 0.75% of the operation of the service recipient.

*Property management fees*

The Company is the Property manager, has a right to receive remuneration under the agreement of being the Property manager from the related parties, which shall be payable monthly according to the property management appointment agreement between the Property manager and related parties.

### *Shopping Center Building Lease Agreement in Dusit Central Park Project*

In June 2020, Suanlum Property Company Limited ("Suanlum") has entered into the Structure Lease Agreement with Vimarn Suriya Company Limited ("Vimarn Suriya") in order to decorate building and structures and operating the shopping center for rent for a period of 30 years, starting from 1 July 2024. Vimarn Suriya has to transfer the leased area to Suanlum within 30 September 2023. Under the conditions in agreement, the Group has to make a payment for rent throughout the lease term, totalling Baht 3,880 million. The schedule of rental payment divided into one-time and monthly payment according to the schedule that stipulated in the agreement. The lease agreement can be extended for another 30 years, ending 30 June 2084 which the Group has to pay the rental deposit of Baht 433.9 million when receiving the leased area from Vimarn Suriya.

In addition, Suanlum has to pay for arrangement fee as stipulated in the Shopping Center Building Lease Arrangement Agreement with Dusit Thani Public Company Limited from entering into the Shopping Center Building Lease Agreement with Vimarn Suriya of Baht 296.6 million within period as stipulated in the agreement.

### *Vimarn Suriya Co., Ltd.*

In May 2020, the Company entered into a loan agreement within credit line not exceeding Baht 400 million with Vimarn Suriya Company Limited ("Vimarn Suriya") at the interest rate specified in the contract based on the market rate. The Company grant a loan to Vimarn Suriya according to shareholding proportion of Baht 160 million.

### *Collateral*

As at 31 December 2021, the Group had collateral of subsidiaries and joint venture of Baht 675 million. (2020: Baht 573 million).

## **7 Cash and cash equivalents**

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	2021	2020	2021	2020
	<i>(in million Baht)</i>			
Cash on hand	10	9	5	5
Call deposits	3,098	6,910	2,255	5,852
Highly liquid short-term investments	23	300	-	300
<b>Total</b>	<b>3,131</b>	<b>7,219</b>	<b>2,260</b>	<b>6,157</b>

## 8 Trade accounts receivable

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
	(in million Baht)			
<b><i>Personal: non-related parties</i></b>				
Within credit terms	9	7	5	3
Overdue:				
Less than 3 months	82	82	49	46
3 - 6 months	10	18	6	12
6 - 12 months	12	14	7	8
Over 12 months	10	12	6	5
<b>Total</b>	<b>123</b>	<b>133</b>	<b>73</b>	<b>74</b>
Less: allowance for expected credit loss	(6)	(4)	(4)	(2)
<b>Net</b>	<b>117</b>	<b>129</b>	<b>69</b>	<b>72</b>
Deposits from overdue customers	<b>182</b>	<b>195</b>	<b>115</b>	<b>111</b>
<b><i>Corporate: non-related parties</i></b>				
Within credit terms	157	134	92	97
Overdue:				
Less than 3 months	1,287	939	903	655
3 - 6 months	175	295	103	195
6 - 12 months	271	198	170	99
Over 12 months	176	136	63	57
<b>Total</b>	<b>2,066</b>	<b>1,702</b>	<b>1,331</b>	<b>1,103</b>
Less: allowance for expected credit loss	(43)	(43)	(30)	(28)
<b>Net</b>	<b>2,023</b>	<b>1,659</b>	<b>1,301</b>	<b>1,075</b>
Accrued income under operating leases	<b>1,368</b>	<b>976</b>	<b>898</b>	<b>672</b>
Deposits from overdue customers	<b>6,857</b>	<b>6,631</b>	<b>4,115</b>	<b>3,916</b>
<b><i>Related parties</i></b>				
Within credit terms	95	163	112	194
Overdue:				
Less than 3 months	225	235	126	144
3 - 6 months	61	112	29	53
6 - 12 months	159	96	94	59
Over 12 months	45	43	8	27
<b>Total</b>	<b>585</b>	<b>649</b>	<b>369</b>	<b>477</b>
Accrued income under operating leases	<b>109</b>	<b>158</b>	<b>62</b>	<b>91</b>
Deposits from overdue customers	<b>531</b>	<b>778</b>	<b>313</b>	<b>483</b>

<i>Allowance for expected credit loss</i>	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	2021	2020	2021	2020
	<i>(in million Baht)</i>			
At 1 January	47	30	30	18
Increase	4	22	5	12
Write-off	(2)	(5)	(1)	-
<b>At 31 December</b>	<b>49</b>	<b>47</b>	<b>34</b>	<b>30</b>

The normal credit term granted by the Group ranges from 1 days to 30 days.

## 9 Real estate development for sale

	<b>Consolidated financial statements</b>	
	2021	2020
	<i>(in million Baht)</i>	
Real estate completed	3,652	5,938
Real estate under development	6,410	3,094
<b>Total</b>	<b>10,062</b>	<b>9,032</b>
Finance costs capitalised in real estate development for sale during the year	<b>83</b>	<b>98</b>
Rates of interest capitalised (% per annum)	<b>2.47</b>	<b>2.14</b>
Cost of real estate development for sale recognised in cost of sales of real estate		
- Cost	<b>1,506</b>	<b>1,512</b>

At 31 December 2021, real estate under development of the Group amounted of Baht 6,410 million (2020: Baht 3,094 million) are expected to be completed more than one year after the reporting period.

## 10 Investments in associates and joint ventures

<i>Material movements for the year ended 31 December 2021</i>	<i>Note</i>	<b>Consolidated financial statements</b>	<b>Separate financial statements</b>
		<i>(in million Baht)</i>	
<b>Associates</b>			
Purchase investment		3,461	1,317
Increase from business combination	5	114	-
Decrease capital		(45)	-
<b>Joint ventures</b>			
Purchase investment		5,499	5,499
Increase capital		23	23
Increase from business combination	5	23,612	-



***For the year ended 31 December 2021******Associates******CPN Retail Growth Leasehold REIT***

In February 2021, the Company and CPN Korat Co., Ltd. purchased the trust units of CPN Retail Growth Leasehold REIT of 71.2 million units amounting to Baht 1,316.8 million and of 115.9 million units amounting to Baht 2,144.0 million, respectively. As a result, the proportion of trust unit increased from 26.7% to 30.3%.

In June 2021, the Group received dividends from reducing the rate of CPN Retail Growth Leasehold REIT of 0.2006 Baht per trust unit, amounting to Baht 23.2 million.

In July 2021, CPN Korat Co., Ltd., a direct subsidiary of the Company, sold the trust units of CPN Retail Growth Leasehold REIT of 115,892,862 units amounting to Baht 2,747.9 million to Central Pattana Development Co., Ltd., a direct subsidiary of the Company. The investment proportion of the Group in trust units has not been changed.

In September 2021, the Group received dividends from reducing the rate of CPN Retail Growth Leasehold REIT of 0.1025 Baht per trust unit, amounting to Baht 11.9 million.

In December 2021, the Group received dividends from reducing the rate of CPN Retail Growth Leasehold REIT of 0.084 Baht per trust unit, amounting to Baht 9.7 million.

***Joint ventures******Common Ground (Thailand) Co., Ltd.***

In March 2021, at the Board of Director's Meeting of Common Ground (Thailand) Co., Ltd, approved a call up share capital increase from Baht 165 million to Baht 186 million. The Company already paid shares of Baht 10.7 million according to shareholding of the Company.

In October 2021, at the Board of Director's Meeting of Common Ground (Thailand) Co., Ltd, approved a call up share capital increase from Baht 186 million to Baht 210 million. The Company already paid shares of Baht 12.2 million according to shareholding of the Company.

***CPN and HKL Company Limited (Joint venture)***

At the Board of Directors Meeting of the Company held on 14 May 2021, the directors approved a resolution for the joint investment in Central and Hongkong Land Company Limited ("CHKL"), the joint venture company between CE Holding Company Limited ("CE Holding") and HKL (Thai Developments) Company Limited ("HKL (Thai Developments)"). The Company will be investing through CE Holding Company Limited (the joint venture company between the Company and Harg Central Department Store Company Limited ("HCDS"). Subsequently, the shareholding in CHKL will comprise of the Company, HCDS and HKL (Thai Developments) with the shareholding ratio of 25: 26: 49, respectively. The joint investment has the objective to develop the mixed-use project located on Wireless Road and Soi Somkid, Bangkok. The total investment budget for the Company's portion is not exceeding Baht 13,873 million. The development period of such project is expected to be done within 5 years and the completion date is expected within 2026.

Subsequently, in December 2021, the Group acquired the ordinary shares of CE Holding Company Limited from Harn Central Department Store Company Limited of 500.1 million units amounting Baht 5,499.1 million at the proportion of shareholding at 49% in accordance with the condition of Shareholder Agreement.

***For year ended 31 December 2020***

***GLAND Office Leasehold Real Estate Investment Trust (associate)***

GLANDRT had dissolution and delisting from being listed securities on the Stock Exchange of Thailand on 3 March 2020 according to note 32.

***Vimarn Suriya Co., Ltd. (associate)***

In May 2020, the Company acquired investment in additional ordinary shares of Vimarn Suriya Co., Ltd. ("Vimarn Suriya"), of Baht 77 million at the same proportion of shareholding in accordance with the condition of Share Purchase Agreement.

***Common Ground (Thailand) Co., Ltd. (joint venture)***

In March 2020, at the Board of Director's Meeting of Common Ground (Thailand) Co., Ltd, approved a call up share capital increase from Baht 103.5 million to Baht 137.8 million. The Company already paid shares of Baht 17.5 million according to shareholding of the Company.

In September 2020, at the Board of Director's Meeting of Common Ground (Thailand) Co., Ltd, approved a call up share capital increase from Baht 137.8 million to Baht 150 million. The Company already paid shares of Baht 6.2 million according to shareholding of the Company.

In November 2020, at the Board of Director's Meeting of Common Ground (Thailand) Co., Ltd, approved a resolution to increase the registered share capital from Baht 150 million to Baht 210 million by issuing the ordinary shares of 600,000 shares with par value of Baht 100 per share in order to use for its working capital. The Company already paid share of Baht 7.65 million to shareholding of the Company.

***Collateral***

As at 31 December 2021, the Company had a part of investment in associate at cost of Baht 991.5 million which was used as collateral for the joint investment agreement with Dusit Thani Public Company Limited (2020: Baht 991.5 million).

Investments in associates and joint ventures as at 31 December 2021 and 2020 and dividend income from the investment for the years then ended were as follows:

	Consolidated financial statements									
	Ownership interest		Paid-up capital		Cost		Fair value of listed securities		Dividend income	
	2021	2020	2021	2020	2021	2020	2021	2020	2021	2020
	(%)									
<i>Associates</i>										
CPN Commercial Growth Leasehold Property Fund	25.0	25.0	4,394	4,394	1,098	1,098	1,323	1,131	107	102
CPN Retail Growth Leasehold REIT	30.3	26.7	31,475	28,552	9,897	6,480	15,707	11,220	410	501
Vimarn Suriya Co., Ltd.	35.0	35.0	1,100	1,100	385	385	-	-	-	-
GLAND Office Leasehold Real Estate Investment Trust (under liquidation process)	15.0	15.0	-	-	1	1	-	-	-	308
West Bangkok Development Co., Ltd.	8.2	-	1,538	-	114	-	-	-	-	-
<b>Total</b>					<b>11,495</b>	<b>7,964</b>		<b>5,731</b>	<b>517</b>	<b>911</b>

## Consolidated financial statements

	Ownership interest (%)		Paid-up capital		Cost		Equity (in million Baht)		Fair value of listed securities		Dividend income	
	2021	2020	2021	2020	2021	2020	2021	2020	2021	2020	2021	2020
<b>Joint ventures</b>												
Phenomenon Creation Co., Ltd.	51.0	51.0	400	400	204	204	76	117	-	-	-	-
Synergistic Property Development Co., Ltd. Common Ground	50.0	50.0	465	465	232	232	232	232	-	-	-	-
(Thailand) Co., Ltd	51.0	51.0	210	165	107	84	24	34	-	-	-	-
Porto Worldwide Limited	33.0	33.0	6,334	6,334	2,071	2,071	2,187	2,071	-	-	-	-
CPN and HKL Company Limited	51.0	51.0	4	4	2	2	-	-	-	-	-	-
SF Development Co., Ltd. North Bangkok	49.0	-	3,000	-	23,141	-	23,309	-	-	-	-	-
Development Co., Ltd. CE Holding Co., Ltd.	49.0	-	780	-	471	-	471	-	-	-	-	-
	49.0	-	10,233	-	5,499	-	5,504	-	-	-	-	-
<b>Total</b>			<b>31,727</b>		<b>2,593</b>		<b>31,803</b>	<b>2,454</b>				

## Separate financial statements

All associates and joint ventures were incorporated and mainly operate in Thailand, except Porto Worldwide Limited which was incorporated and operates in Hongkong.

### Associates

The following table summarises the financial information of the associates as included in their own financial statements, adjusted for fair value adjustments at acquisition and differences in accounting policies. The table also reconciles the summarized financial information to the carrying amount of the Group's interest in these companies.

	CPN Commercial Growth Leasehold Property Fund 2021	CPN Commercial Growth Leasehold Property Fund 2020	CPN Retail Growth Leasehold REIT 2021	CPN Retail Growth Leasehold REIT 2020	GLAND Office Leasehold Real Estate Investment Trust 2021	GLAND Office Leasehold Real Estate Investment Trust 2020
Revenue	671	686	3,527	4,069	-	1,913
Total comprehensive income (100%)	545	559	372	1,527	-	1,721
			<i>(in million Baht)</i>			
<b>Group's share of total comprehensive income</b>	<b>134</b>	<b>184</b>	<b>111</b>	<b>707</b>	<b>-</b>	<b>258</b>
Dividend Income from Associate/Joint venture for the years	107	102	410	501	-	308
Current assets	560	509	3,600	3,306	-	7
Non-current assets	5,799	5,924	81,928	76,430	-	-
Current liabilities	(129)	(31)	(5,800)	(1,243)	-	-
Non-current liabilities	(1,411)	(1,603)	(45,909)	(50,449)	-	-
Net assets (100%)	4,819	4,799	33,819	28,044	-	7
Unrealised from fair value measurement	161	377	1,391	600	-	-
	4,980	5,176	35,210	28,644	-	7
Group's share of net assets	1,245	1,294	10,662	7,645	-	1
Elimination of unrealised profit from sale of assets to associate	(472)	(592)	(3,688)	(2,976)	-	-
<b>Carrying amount of interest in associates</b>	<b>773</b>	<b>702</b>	<b>6,974</b>	<b>4,669</b>	<b>-</b>	<b>1</b>

*Joint ventures*

The following table summarises the financial information of the joint venture as included in their own financial statements, adjusted for fair value adjustments at acquisition and differences in accounting policies. The table also reconciles the summarized financial information to the carrying amount of the Group's interest in these companies.

	CE Holdings Co., Ltd. 2021	SF Development Co., Ltd. 2021
	<i>(in million Baht)</i>	
Revenue	202	1,236
Total comprehensive income (100%)	10	344
<b>Group's share of total comprehensive income</b>	<b>5</b>	<b>168</b>
Current assets	731	764
Non-current assets	9,867	52,513
Current liabilities	(18)	(1,613)
Non-current liabilities	-	(5,468)
Net assets (100%)	10,580	46,196
Unrealised from fair value measurement	655	1,373
	11,235	47,569
Group's share of net assets	5,504	23,309
Elimination of unrealised profit from sale of assets to joint venture	-	-
<b>Carrying amount of interest in joint venture</b>	<b>5,504</b>	<b>23,309</b>



## 11 Investments in subsidiaries and fund

<i>Material movements for the year ended 31 December 2021</i>	<i>Note</i>	<b>Separate financial statements (in million Baht)</b>
<b><i>Subsidiaries</i></b>		
Purchase investment in Suanlum Property Co., Ltd.		260
Purchase investment in Siam Future Development Public Company Limited	5	991
Increase capital in Suanlum Property Co., Ltd.		266

### ***For the year ended 31 December 2021***

#### ***Suanlum Property Co., Ltd. (direct subsidiary)***

In January 2021, the Company purchased the ordinary shares of Suanlum Property Co., Ltd., from Dusit Thani Public Company Limited of 0.09 million shares amounting to Baht 259.58 million. As a result, the proportion of shareholding increased from 78% to 83.5% in accordance with the conditions in the agreement.

In October 2021, at the extraordinary shareholders meeting of Suanlum Property Co., Ltd., a subsidiary of the Company, the shareholders approved a resolution increase the registered capital Baht 318 million from Baht 172 million to Baht 490 million by issuing the ordinary shares of 3.18 million shares with par value of Baht 100 per share. The Company already fully paid-up for shares.

#### ***Global Commercial Property Limited (indirect subsidiary)***

The annual general shareholders meeting of Global Commercial Property Limited, approved a resolution to dissolve the company and was registered for the dissolution on 30 September 2021.

### ***For the year ended 31 December 2020***

#### ***CPN Learning Center Co., Ltd. (direct subsidiary)***

In February 2020, the Company received the return from share capital from CPN Learning Center Co., Ltd. totalling Baht 1 million.

#### ***Bayswater Co., Ltd. (direct subsidiary)***

In May 2020, the Group obtained control of Bayswater Company Limited ("Bayswater"), a property development, from entering into the Share Purchase Agreement of Bayswater in May 2019. Bayswater is a joint venture between Ratchada Assets Holding Limited (Indirect subsidiary) and BTS Group Holdings Public Company Limited ("BTS Group Holdings") in proportion of 50 : 50. The Company acquired ordinary shares from BTS Group Holdings of 50,000 shares or accounted for 50% of the total issued and paid-up share capital of Bayswater. In May 2019 and 2020, the Company made a payment of Baht 2,309.62 million and Baht 5,389.10 million, respectively, totalling Baht 7,698.72 million, in order to pay for shares of Baht 2,631.18 million and related obligations under the agreement. As a result, the Group's equity interest in Bayswater increased from 50% to 100%, and such company changed of status from joint venture to subsidiary.

***GLAND REIT Management Co., Ltd. (indirect subsidiary)***

The annual general shareholders meeting of GLAND REIT Management Co., Ltd. held on 24 June 2020, approve a resolution to dissolve the company and was registered for the dissolution to the Ministry of Commerce on 29 June 2020.

***C.S. City Co., Ltd. (indirect subsidiary)***

In September 2020, at the Board of Directors' Meeting of C.S. City Co., Ltd., approved a call up share capital increase from Baht 350 million to Baht 500 million. The Group already fully paid-up for shares.

## Separate financial statements

	Ownership interest		Paid-up capital		Cost		Impairment		At cost - net		Dividend income	
	2021	2020	2021	2020	2021	2020	2021	2020	2021	2020	2021	2020
	(in million Baht)		(in million Baht)		(in thousand Baht)		(in thousand Baht)		(in thousand Baht)			
<b>Subsidiaries</b>												
Central Pattana Rama 2 Co., Ltd.	100.0	100.0	1,500.0	1,500.0	1,500,000	1,500,000	-	-	1,500,000	1,500,000	-	-
Central Pattana Chiangmai Co., Ltd.	100.0	100.0	1,000.0	1,000.0	1,000,000	1,000,000	-	-	1,000,000	1,000,000	-	450,000
Central Pattana Realty Co., Ltd.	44.2	44.2	2,268.4	2,268.4	1,003,658	1,003,658	-	-	1,003,658	1,003,658	-	-
Central Pattana Rattanahibet Co., Ltd.	100.0	100.0	800.0	800.0	589,998	589,998	-	-	589,998	589,998	200,000	501,498
Central Food Avenue Co., Ltd.	100.0	100.0	5.0	5.0	5,000	5,000	-	-	5,000	5,000	-	-
Central World Co., Ltd.	100.0	100.0	2,511.9	2,511.9	2,412,733	2,412,733	-	-	2,412,733	2,412,733	-	-
Central Pattana Rama 3 Co., Ltd.	100.0	100.0	324.7	324.7	2,166,751	2,166,751	-	-	2,166,751	2,166,751	-	201,337
Central Pattana Chonburi Co., Ltd.	100.0	100.0	900.0	900.0	808,984	808,984	-	-	808,984	808,984	-	-
CPN Residence Co., Ltd.	100.0	100.0	400.6	400.6	400,599	400,599	-	-	400,599	400,599	-	-
Central Pattana Development Co., Ltd.	100.0	100.0	700.0	700.0	744,285	744,285	-	-	744,285	744,285	350,000	-
CPN Global Co., Ltd.	100.0	100.0	2,500.0	2,500.0	2,500,000	2,500,000	-	-	2,500,000	2,500,000	-	-
Central Pattana Nine Square Co., Ltd.	93.3	93.3	2,400.0	2,400.0	2,239,200	2,239,200	-	-	2,239,200	2,239,200	-	-
Central Pattana Khon Kaen Co., Ltd.	78.1	78.1	2,000.0	2,000.0	1,562,684	1,562,684	-	-	1,562,684	1,562,684	25,003	203,149
CPN Pattaya Co., Ltd.	100.0	100.0	2,500.0	2,500.0	2,500,060	2,500,060	-	-	2,500,060	2,500,060	-	-
CPN Rayong Co., Ltd.	100.0	100.0	1,000.0	1,000.0	999,999	999,999	-	-	999,999	999,999	-	200,000
Bangna Central Property Co., Ltd.	-	-	962.5	962.5	1	1	-	-	1	1	-	-
CPN Korat Co., Ltd.	100.0	100.0	1,000.0	1,000.0	1,000,000	1,000,000	-	-	1,000,000	1,000,000	-	-
CPN Estate Co., Ltd.	100.0	100.0	0.3	0.3	250	250	-	-	250	250	-	-
CPN Residence Khon Kaen Co., Ltd.	100.0	100.0	50.0	50.0	50,000	50,000	-	-	50,000	50,000	-	-
Suanlum Property Co., Ltd.	83.5	78.0	490.0	172.0	819,164	294,053	-	-	819,164	294,053	-	-
Phraram 4 Development Co., Ltd.	90.0	90.0	1.0	1.0	900	900	-	-	900	900	-	-
Saladang Property Management Co., Ltd.	100.0	100.0	0.4	0.4	385,767	385,767	-	-	385,767	385,767	-	-
CPN REIT Management Co., Ltd.	100.0	100.0	10.0	10.0	10,000	10,000	-	-	10,000	10,000	100,000	83,400
Dara Harbour Co., Ltd.	65.0	65.0	215.6	215.6	291,750	291,750	-	-	291,750	291,750	-	-
CPN Pattaya Hotel Co., Ltd.	100.0	100.0	51.7	51.7	51,745	51,745	-	-	51,745	51,745	-	-

	Separate financial statements									
	Ownership interest		Paid-up capital		Cost		Impairment		At cost - net	
	2021	2020	2021	2020	2021	2020	2021	2020	2021	2020
	(%)		(in million Baht)		(in thousand Baht)					
<b>Subsidiaries (continued)</b>										
Chanakun Development Co., Ltd.	100.0	100.0	59.0	59.0	58,994	58,994	-	-	58,994	58,994
CPN Village Co., Ltd.	70.0	70.0	0.7	0.7	700	700	-	-	700	700
Bayswater Co., Ltd.	50.0	50.0	10.0	10.0	2,631,185	2,631,185	-	-	2,631,185	2,631,185
Siam Future Development Public Company Limited	4.1	-	2,132.0	-	991,335	-	-	-	991,335	-
<b>Fund</b>										
Thai Business Fund 4 <sup>(1)</sup>	100.0	100.0	5,443.8	5,443.8	5,443,793	5,443,793	-	-	5,443,793	5,443,793
<b>Total</b>					<b>32,169,535</b>	<b>30,653,089</b>	<b>-</b>	<b>-</b>	<b>32,169,535</b>	<b>30,653,089</b>
									<b>675,003</b>	<b>1,639,384</b>

<sup>(1)</sup>Thai Business Fund 4

In 2009, Thai Business Fund 4 amended the dividend payment policy for investment units type C which should not be greater than net cash remaining after (1) the dividend paid and payable to investment units type A and B, and (2) the payment for dividend payable.

In 2019, Thai Business Fund 4 amended the dividend payment policy for non-payment of dividend against the performance outcomes, starting from July 2019 onward until having new resolution from unitholders.

All subsidiaries were incorporated and operate in Thailand.

## 12 Non-controlling interests

The following table summarises the information relating to each of the Group's subsidiaries that has a material non-controlling interest, before any intra-group eliminations:

	31 December 2021					31 December 2020				
	Grand Canal Land Public Company Limited	Central Pattana Khon Kaen Co., Ltd.	Central Plaza i-City Real Estate Sdn. Bhd.	Other individually immaterial subsidiaries	Total	Grand Canal Land Public Company Limited	Central Pattana Khon Kaen Co., Ltd.	Central Plaza i-City Real Estate Sdn. Bhd.	Other individually immaterial subsidiaries	Total
Non-controlling interest percentage	32.5%	21.9%	40.0%			32.5%	21.9%	40.0%		
Current assets	2,983	130	225			3,150	110	126		
Non-current assets	30,216	5,446	5,287			30,408	5,125	5,801		
Current liabilities	(5,963)	(196)	(984)			(3,887)	(158)	(1,077)		
Non-current liabilities	(8,111)	(448)	(2,318)			(10,840)	(461)	(2,415)		
<b>Net assets</b>	<b>19,125</b>	<b>4,932</b>	<b>2,210</b>			<b>18,831</b>	<b>4,616</b>	<b>2,435</b>		
Carrying amount of non-controlling interest	6,210	1,079	884	800	<b>8,973</b>	6,114	1,009	974	236	<b>8,333</b>
Revenue	1,738	743	556			1,905	784	432		
Profit (loss) for the year	294	347	(192)			255	371	(242)		
<b>Total comprehensive income</b>	<b>294</b>	<b>347</b>	<b>(192)</b>			<b>255</b>	<b>371</b>	<b>(242)</b>		
Profit allocated to non-controlling interest	95	77	(77)	(14)	<b>81</b>	83	81	(97)	(7)	<b>60</b>

(in million baht)

	31 December 2021		31 December 2020			
	Grand Canal Land Public Company Limited	Central Pattana Khon Kaen Co., Ltd.	Central Plaza i-City Real Estate Sdn. Bhd.	Grand Canal Land Public Company Limited	Central Pattana Khon Kaen Co., Ltd.	Central Plaza i-City Real Estate Sdn. Bhd.
				<i>(in million baht)</i>		
Dividends to non-controlling interest	-	7	-	-	-	-
Cash flows from operating activities	714	388	320	724	62	384
Cash flows from (used in) investing activities	(221)	(360)	(13)	806	(60)	(130)
Cash flows used in financing activities (dividends to non-controlling interest: nil)	(458)	(32)	(307)	(1,511)	-	(249)
<b>Net increase (decrease) in cash and cash equivalents</b>	<b>35</b>	<b>(4)</b>	<b>-</b>	<b>19</b>	<b>2</b>	<b>5</b>

### 13 Investment properties

Consolidated financial statements						
Owned properties						
		Land	Buildings and improvements	Assets under construction (in million Baht)	Right-of-use assets	Total
<i>Cost</i>						
At 1 January 2020		33,019	100,670	3,556	83,989	221,234
Additions		13,243	176	4,453	413	18,285
Transferred		-	1,559	(1,559)	-	-
Disposals / write-off		(213)	(51)	(49)	(12,372)	(12,685)
Difference from translating financial statements		-	2	-	-	2
<b>At 31 December 2020 and 1 January 2021</b>		<b>46,049</b>	<b>102,356</b>	<b>6,401</b>	<b>72,030</b>	<b>226,836</b>
Assets acquired from business combination	5	630	5,205	483	2,233	8,551
Additions		1,535	203	5,470	767	7,975
Transferred		-	4,984	(4,963)	-	21
Disposals / write-off		(86)	(2,254)	(133)	(1,452)	(3,925)
Difference from translating financial statements		-	(21)	-	-	(21)
<b>At 31 December 2021</b>		<b>48,128</b>	<b>110,473</b>	<b>7,258</b>	<b>73,578</b>	<b>239,437</b>
<i>Depreciation</i>						
At 1 January 2020		-	32,948	-	27,352	60,300
Depreciation charge for the year		-	4,849	-	2,471	7,320
Disposals / write-off		-	(18)	-	(749)	(767)
<b>At 31 December 2020 and 1 January 2021</b>		<b>-</b>	<b>37,779</b>	<b>-</b>	<b>29,074</b>	<b>66,853</b>
Depreciation charge for the year		-	4,962	-	2,594	7,556
Disposals / write-off		-	(1,156)	-	(464)	(1,620)
<b>At 31 December 2021</b>		<b>-</b>	<b>41,585</b>	<b>-</b>	<b>31,204</b>	<b>72,789</b>
<i>Net book value</i>						
<b>At 31 December 2020</b>		<b>46,049</b>	<b>64,577</b>	<b>6,401</b>	<b>42,956</b>	<b>159,983</b>
<b>At 31 December 2021</b>		<b>48,128</b>	<b>68,888</b>	<b>7,258</b>	<b>42,374</b>	<b>166,648</b>



<b>Separate financial statements</b>					
	<b>Owned properties</b>			<b>Right-of-use assets</b>	<b>Total</b>
	<b>Land</b>	<b>Buildings and improvements</b>	<b>Assets under construction (in million Baht)</b>		
<b><i>Cost</i></b>					
At 1 January 2020	9,675	36,097	686	44,764	91,222
Additions	-	96	1,237	21,179	22,512
Transferred	(135)	(3)	(31)	(2)	(171)
Disposals / write-off	-	646	(646)	-	-
<b>At 31 December 2020 and 1 January 2021</b>	<b>9,540</b>	<b>36,836</b>	<b>1,246</b>	<b>65,941</b>	<b>113,563</b>
Additions	1,174	77	3,307	687	5,245
Transferred	(86)	(957)	(1)	(1,176)	(2,220)
Disposals / write-off	-	3,902	(3,902)	-	-
<b>At 31 December 2021</b>	<b>10,628</b>	<b>39,858</b>	<b>650</b>	<b>65,452</b>	<b>116,588</b>
<b><i>Depreciation</i></b>					
At 1 January 2020	-	11,517	-	14,558	26,075
Depreciation charge for the year	-	2,044	-	2,808	4,852
Disposals / write-off	-	(2)	-	(2)	(4)
<b>At 31 December 2020 and 1 January 2021</b>	<b>-</b>	<b>13,559</b>	<b>-</b>	<b>17,364</b>	<b>30,923</b>
Depreciation charge for the year	-	2,049	-	2,967	5,016
Disposals / write-off	-	(512)	-	(400)	(912)
<b>At 31 December 2021</b>	<b>-</b>	<b>15,096</b>	<b>-</b>	<b>19,931</b>	<b>35,027</b>
<b><i>Net book value</i></b>					
<b>At 31 December 2020</b>	<b>9,540</b>	<b>23,277</b>	<b>1,246</b>	<b>48,577</b>	<b>82,640</b>
<b>At 31 December 2021</b>	<b>10,628</b>	<b>24,762</b>	<b>650</b>	<b>45,521</b>	<b>81,561</b>

During the year 2021, the Group write off the right-of-use assets of Baht 1,787 million which in accordance with the conditions in the sublease property agreement of the shopping center project of the Group.

Information relating to leases are disclosed in note 15

<i>Year ended 31 December</i>	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	2021	2020	2021	2020
	<i>(in million Baht)</i>			
<b><i>Amounts recognised in profit or loss</i></b>				
Rental income	22,818	25,440	11,397	13,354
Rental discount from lessor	174	-	-	-
<b><i>Direct operating expenses</i></b>				
- property that generated rental income	14,642	15,043	8,474	8,686
- property that did not generate rental income	192	548	63	52
Finance costs capitalised in investment properties during the year	303	101	46	7

The fair value of investment properties as at 31 December 2021 of Baht 371,788 million (2020: Baht 350,420 million) for the Group and of Baht 157,916 million (2020: Baht 158,538 million) for the Company was determined by independent professional valuers, at open market values on an existing use basis and discounted cash flow using risk-adjusted discount rates. The fair value of investment property has been categorised as a Level 3 fair value.

Investment properties comprise a number of commercial properties that are leased to third parties which consist of:

- Central Chiangmai Airport
- Central Bangna
- Central Marina
- Central Rattana Thibet
- Central Pattaya Beach
- Central Chonburi
- Central Chiangrai
- Central Grand Rama 9
- Central City Residential
- Bangna Office Building
- Central Lampang
- Central Chiangmai
- Central Samui
- Central Rayong
- Central WestGate
- Central Nakhon Si Thammarat
- Central Nakhon Ratchasima
- Central Si Racha
- Projects under development
- Central Ramindra
- Central Pinklao
- Central Rama 3
- Central Changwattana
- Central Udonthani
- Central Khonkaen
- Central Pisanulok
- Grand Rama 9 Office Building
- Chaengwattana Office Building
- Central Suratthani
- Central Ubonratchathani
- Central Hat-yai
- Central Salaya
- Central Phuket
- Central EastVille
- Central Mahachai
- Central Village
- Central Ayutthaya

The Group's projects under development consist of shopping centers and office buildings.

## 14 Property, plant and equipment

Consolidated financial statements						
	Note	Land	Buildings and improvements	Furniture, fixtures, office and transportation equipment (in million Baht)	Asset under construction	Total
<b>Cost</b>						
At 1 January 2020		91	4,660	1,140	187	6,078
Additions		-	96	109	434	639
Transfer - net		-	360	66	(426)	-
Disposals / write off		-	(15)	(25)	-	(40)
<b>At 31 December 2020 and 1 January 2021</b>		<b>91</b>	<b>5,101</b>	<b>1,290</b>	<b>195</b>	<b>6,677</b>
Asset acquire from business combination	5	-	35	3	-	38
Additions		-	110	61	344	515
Transfer - net		-	132	(67)	(65)	-
Disposals / write off		-	(102)	(57)	-	(159)
<b>At 31 December 2021</b>		<b>91</b>	<b>5,276</b>	<b>1,230</b>	<b>474</b>	<b>7,071</b>
<b>Depreciation</b>						
At 1 January 2020		-	2,149	774	-	2,923
Depreciation charge for the year		-	440	109	-	549
Disposals / write-off		-	(12)	(24)	-	(36)
<b>At 31 December 2020 and 1 January 2021</b>		<b>-</b>	<b>2,577</b>	<b>859</b>	<b>-</b>	<b>3,436</b>
Depreciation charge for the year		-	410	121	-	531
Transfer - net		-	43	(43)	-	-
Disposals / write-off		-	(44)	(52)	-	(96)
<b>At 31 December 2021</b>		<b>-</b>	<b>2,986</b>	<b>885</b>	<b>-</b>	<b>3,871</b>
<b>Net book value</b>						
<b>At 31 December 2020</b>		91	1,199	431	195	1,916
Owned assets		-	1,325	-	-	1,325
Right-of-use assets		<b>91</b>	<b>2,524</b>	<b>431</b>	<b>195</b>	<b>3,241</b>

**Consolidated financial statements**

	Land	Buildings and improvements	Furniture, fixtures, office and transportation equipment <i>(in million Baht)</i>	Asset under construction	Total
<b>At 31 December 2021</b>					
Owned assets	91	1,172	345	474	2,082
Right-of-use assets	-	1,118	-	-	1,118
	<b>91</b>	<b>2,290</b>	<b>345</b>	<b>474</b>	<b>3,200</b>

Most of property, plant and equipment and office equipment are in respect to the Hilton Pattaya and Centara Hotel Udonthani.

The gross amount of the Group's fully depreciated property, plant and equipment that was still in use as at 31 December 2021 amounted to Baht 1,864 million (2020: Baht 1,748 million).

**Separate financial statements**

Furniture, fixtures,  
office and

transportation  
equipment

*(in million Baht)*

Buildings and  
improvements

Asset under  
construction

Total

**Cost**

At 1 January 2020

Additions

Transfer - net

Disposals / write off

**At 31 December 2020 and 1 January 2021**

Additions

Transfer - net

Disposals / write off

**At 31 December 2021**

**Depreciation**

At 1 January 2020

Depreciation charge for the year

Disposals / write-off

**At 31 December 2020 and 1 January 2021**

Depreciation charge for the year

Transfer - net

Disposals / write-off

**At 31 December 2021**

275	933	127	1,335
17	98	19	134
17	26	(43)	-
(1)	(8)	-	(9)
<b>308</b>	<b>1,049</b>	<b>103</b>	<b>1,460</b>
9	71	21	101
81	(73)	(8)	-
(23)	(58)	-	(81)
<b>375</b>	<b>989</b>	<b>116</b>	<b>1,480</b>
201	579	-	780
15	126	-	141
(1)	(6)	-	(7)
<b>215</b>	<b>699</b>	-	<b>914</b>
21	125	-	146
43	(43)	-	-
(17)	(45)	-	(62)
<b>262</b>	<b>736</b>	-	<b>998</b>

	Separate financial statements			
	Buildings and improvements	Furniture, fixtures, office and transportation equipment (in million Baht)	Asset under construction	Total
<i>Net book value</i>				
<b>At 31 December 2020</b>				
Owned assets	93	280	103	476
Right-of-use assets	-	70	-	70
	<b>93</b>	<b>350</b>	<b>103</b>	<b>546</b>
<b>At 31 December 2021</b>				
Owned assets	113	207	116	436
Right-of-use assets	-	46	-	46
	<b>113</b>	<b>253</b>	<b>116</b>	<b>482</b>

The gross amount of the Company's fully depreciated property, plant and equipment that was still in use as at 31 December 2021 amounted to Baht 290 million (2020: Baht 620 million).

## 15 Leases

### *As a lessee*

<i>At 31 December</i>	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	2021	2020	2021	2020
	<i>(in million Baht)</i>			
<b><i>Right-of-use assets</i></b>				
Land	17,250	17,107	12,818	14,454
Buildings and improvements	26,242	27,174	32,749	34,194
<b>Total</b>	<b>43,492</b>	<b>44,281</b>	<b>45,567</b>	<b>48,648</b>

In 2021, additions to the right-of-use assets of the Group and the Company were Baht 767 million and Baht 711 million, respectively (2020: Baht 847 million and Baht 21,198 million, respectively).

### *Extension options*

The Group has extension options on property leases exercisable up to one year before the end of the contract period. The Group assesses at lease commencement date whether it is reasonably certain to exercise the extension options and will regularly reassess so.

<i>For the year ended 31 December</i>	<b>Consolidated financial statements</b>		<b>Separated financial statements</b>	
	2021	2020	2021	2020
	<i>(in million Baht)</i>			
<b><i>Recognised in profit or loss</i></b>				
Gain on sale of investment properties	2,666	2,800	1,355	4
Interest income from finance lease receivable	1,365	962	-	-
Interest expense on lease liabilities	1,146	1,173	880	906
Expenses relating to short-term leases	516	480	54	58
Expenses relating to leases of low-value assets	11	10	4	4
Depreciation of right-of-use assets on land	1,345	1,288	1,018	997
Depreciation of right-of-use assets on buildings and improvements	1,249	1,437	1,949	1,851

In 2021, total cash outflow for leases of the Group and the Company were Baht 3,974 million and Baht 2,818 million, respectively (2020: Baht 3,828 million and Baht 2,788 million, respectively).

### *As a lessor*

The leases of investment properties comprise a number of commercial properties that are leased to third parties under operating leases. Each of the leases contains an initial non-cancellable period of 3 years. Subsequent renewals are negotiated with the lessee. For all investment property leases, the rental income is fixed and variable under the contracts.



<i>Lease payments to be received from operating lease At 31 December</i>	<b>Consolidated financial statements</b>		<b>Separated financial statements</b>	
	2021	2020	2021	2020
	<i>(in million Baht)</i>			
1 <sup>st</sup> year	17,667	14,284	8,808	8,614
2 <sup>nd</sup> year	10,431	7,842	5,258	4,636
3 <sup>rd</sup> year	5,104	3,853	3,101	2,208
4 <sup>th</sup> year	1,245	873	549	562
5 <sup>th</sup> year	1,056	469	437	328
After 5 <sup>th</sup> year	4,737	2,972	1,735	2,684
<b>Total</b>	<b>40,240</b>	<b>30,293</b>	<b>19,888</b>	<b>19,032</b>

## 16 Goodwill

Most of the goodwill arises from the acquisition of shares in Grand Canal Land Public Company Limited and its subsidiaries. (Together referred to as "Grand Canal Land Group")

### *Impairment testing for CGUs containing goodwill*

For the purposes of impairment testing, goodwill has been allocated to the Group's CGUs as follows.

#### *CGU 1 - Grand Canal Land Group*

	<b>Consolidated financial statements</b>	
	2021	2020
	<i>(in million Baht)</i>	
CGU 1 - Grand Canal Land Group	1,036	1,036

The recoverable amount of this CGU was based on fair value less costs of disposal, estimated using discounted cash flows.

The key assumptions used in the estimation of the recoverable amount are set out below. The values assigned to the key assumptions represent management's assessment of future trends in the relevant industries and have been based on historical data from both external and internal sources.

	<b>Consolidated financial statements</b>	
	2021	2020
	<i>(%)</i>	
Discount rate	11	11
Growth rate	3	3
Budgeted EBITDA growth rate (average of next five years)	3	3

*Discount rate*

The discount rate was based on weighted average cost of capital, with average industry cost of debt, risk free rate of over 10-year government bond, adding with business risk, trend growth, economic conditions, and investment, including other factors that effect to business operations.

*Terminal value growth rate*

Terminal value growth rate was determined based on average industry growth rate and average gross domestic product (“GDP”) growth rate, inflation rates and growth rates of historical earnings before interest, income tax, depreciation and amortisation.

*Budgeted earning before interest, income tax, depreciation and amortisation (EBITDA)*

Budgeted EBITDA was based on expectations of future outcomes taking into the past experience, adjusted for the anticipated revenue growth. Revenue growth was projected from past experience and business growth of same industries.

Based on the impairment testing, the estimated recoverable amount was estimated to be higher than its carrying amount and no impairment was required to these financial statements.

**17 Other non-current assets**

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	2021	2020	2021	2020
	<i>(in million Baht)</i>			
Deposits	3,136	1,760	526	227
Advance payment for purchases of investment properties and leasehold rights	287	394	63	228
Advance payment for rights	312	340	222	247
Guarantees for leasehold rights	161	206	-	-
Withholding tax deducted at source	2	3	-	-
Others	111	59	13	16
<b>Total</b>	<b>4,009</b>	<b>2,762</b>	<b>824</b>	<b>718</b>

## 18 Interest-bearing liabilities

Consolidated financial statements							
	Note	Secured	2021 Unsecured	Total (in million Baht)	Secured	2020 Unsecured	Total
Short-term loans from related parties	6	-	299	299	-	226	226
Short-term loans from financial institutions		150	17,510	17,660	-	11,732	11,732
Current portion of long-term loans from financial institutions		2,775	3,368	6,143	-	2,010	2,010
Current portion of debentures		-	5,993	5,993	-	4,163	4,163
Long-term loans from related parties	6	-	931	931	-	724	724
Long-term loans from financial institutions		2,129	26,345	28,474	2,532	13,067	15,599
Debentures		-	21,280	21,280	-	12,032	12,032
<b>Total interest-bearing liabilities</b>		<b>5,054</b>	<b>75,726</b>	<b>80,780</b>	<b>2,532</b>	<b>43,954</b>	<b>46,486</b>

Separate financial statements							
	Note	Secured	2021 Unsecured	Total (in million Baht)	Secured	2020 Unsecured	Total
Short-term loans from related parties	6	-	11,694	11,694	-	10,505	10,505
Short-term loans from financial institutions		-	15,600	15,600	-	11,182	11,182
Current portion of long-term loans from financial institutions		-	3,121	3,121	-	2,010	2,010
Current portion of debentures		-	4,500	4,500	-	3,000	3,000
Long-term loans from related parties	6	-	7,643	7,643	-	7,615	7,615
Long-term loans from financial institutions		-	25,688	25,688	-	13,067	13,067
Debentures		-	21,280	21,280	-	10,996	10,996
<b>Total interest-bearing liabilities</b>		<b>-</b>	<b>89,526</b>	<b>89,526</b>	<b>-</b>	<b>58,375</b>	<b>58,375</b>

The periods to maturity of interest-bearing liabilities, as at 31 December were as follows:

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
	(in million Baht)			
Within 1 year	30,095	18,131	34,915	26,697
1 - 5 years	49,779	27,855	53,783	31,178
After 5 years	906	500	828	500
<b>Total</b>	<b>80,780</b>	<b>46,486</b>	<b>89,526</b>	<b>58,375</b>

<b><i>Assets pledged as security for liabilities as at 31 December</i></b>	<b><i>Note</i></b>	<b>Consolidated financial statements</b>	
		<b>2021</b>	<b>2020</b>
		<i>(in million Baht)</i>	
Real estate development for sales	9	1,431	1,468
Investment properties	13	15,254	14,468
<b>Total</b>		<b>16,685</b>	<b>15,936</b>

As at 31 December 2021 the Group had unutilised credit facilities totalling Baht 29,167 million (2020: Baht 18,103 million).

### ***Restricted bank deposits***

Restricted bank deposits are fixed deposits which the Group had used to guarantee credit facilities.

### ***Short-term loans from financial institutions***

Short-term loans from financial institutions of the Group were promissory notes and at call for repayment.

### ***Long-term loans from financial institutions***

#### ***The Group - Central Pattana Public Company Limited***

In November 2018, the Company entered into a loan agreement not exceeding of Baht 1,500 million credit facility agreement with a financial institution. Such agreement stipulates that the Company repays the principle in 14 semi-annually instalments. As at 31 December 2021, the Company had already fully withdrawn total amount of loan.

In December 2018, the Company entered into a loan agreement not exceeding of Baht 1,500 million credit facility agreement with a financial institution. Such agreement stipulates that the Company repays the principle in 14 semi-annually instalments. As at 31 December 2021, the Company had already fully withdrawn total amount of loan.

In December 2018, the Company entered into a loan agreement not exceeding of Baht 1,000 million credit facility agreement with a financial institution. Such agreement stipulates that the Company repays the first principle within the next 24 months after the first withdrawn and repays in 21 quarterly instalments. As at 31 December 2021, the Company had already fully withdrawn total amount of loan.

In December 2018, the Company entered into a loan agreement not exceeding of Baht 500 million credit facility agreement with a financial institution. Such agreement stipulated the Company to repay the principal in 25 months after the first withdrawal date and repays the principle in 35 monthly instalments. As at 31 December 2021, the Company had already fully withdrawn total amount of loan.

In March 2019, the Company entered into a loan agreement not exceeding of Baht 2,000 million credit facility agreement with a financial institution. Such agreement stipulated the Company to repay the principal in 25 months after the first withdrawal date and repays the principle in 36 monthly instalments. As at 31 December 2021, the Company had already fully withdrawn total amount of loan.

In May 2019, the Company entered into a loan agreement not exceeding of Baht 1,500 million credit facility agreement with a financial institution. Such agreement stipulated the Company to repay the principal in 25 months after the first withdrawal date and repays the principle in 36 monthly instalments. As at 31 December 2021, the Company had already fully withdrawn total amount of loan.

In March 2020, the Company entered into a loan agreement not exceeding of Baht 1,500 million credit facility agreement with a financial institution. Such agreement stipulated the Company to repay the principal in 25 months after the first withdrawal date and repays the principle in 36 monthly instalments. As at 31 December 2021, the Company had already fully withdrawn total amount of loan.

In June 2020, the Company entered into a loan agreement not exceeding of Baht 5,000 million credit facility agreement with a financial institution. Such agreement stipulated the Company to repay the principal in 36 months after the first withdrawal date and repays the principle in instalments every 1 years, totalling of 3 instalments. As at 31 December 2021, the Company had already fully withdrawn total amount of loan.

In December 2020, the Company entered into a loan agreement not exceeding of Baht 1,500 million credit facility agreement with a financial institution. Such agreement stipulates that the Company to repay the principle in 36 months after the first withdrawal date and repays the principle in repays the principle in instalments every 6 months, totalling of 2 instalments. As at 31 December 2021, the Company had already fully withdrawn total amount of loan.

In February 2021, the Company entered into a loan agreement not exceeding of Baht 1,500 million credit facility agreement with a financial institution. Such agreement stipulates that the Company to repay the principle in 24 months after the first withdrawal date and repays the principle in repays the principle in instalments every 3 months, totalling of 9 instalments. As at 31 December 2021, the Company had already fully withdrawn total amount of loan.

In June 2021, the Company entered into a loan agreement not exceeding of Baht 2,000 million credit facility agreement with a financial institution. Such agreement stipulates that the Company to repay the principle in 24 months after the first withdrawal date and repays the principle in repays the principle in instalments every months, totalling of 35 instalments. As at 31 December 2021, the Company had already fully withdrawn total amount of loan.

In June 2021, the Company entered into a loan agreement not exceeding of Baht 1,500 million credit facility agreement with a financial institution. Such agreement stipulates that the Company to repay the principle in 6 months after the first withdrawal date and repays the principle in repays the principle in instalments every 6 months, totalling of 6 instalments. As at 31 December 2021, the Company had already fully withdrawn total amount of loan.

In August 2021, the Company entered into a loan agreement not exceeding of Baht 1,000 million credit facility agreement with a financial institution. Such agreement stipulated the Company to repay the principal in 24 months after the first withdrawal date and repays the principle in instalments every 3 months, totalling of 21 instalments. As at 31 December 2021, the Company had already fully withdrawn total amount of loan.

In November 2021, the Company entered into a loan agreement not exceeding of Baht 3,000 million credit facility agreement with a financial institution. Such agreement stipulated the Company to repay the principal in 18 months after the first withdrawal date and repays the principle in instalments every years, totalling of 2 instalments. As at 31 December 2021, the Company had already fully withdrawn total amount of loan.

In December 2021, the Company entered into a loan agreement not exceeding of Baht 5,000 million credit facility agreement with a financial institution. Such agreement stipulated the Company to repay the principal in 24 months after the first withdrawal date and repays the principle in instalments every years, totalling of 4 instalments. As at 31 December 2021, the Company had already fully withdrawn total amount of loan.

In December 2021, the Company entered into a loan agreement not exceeding of Baht 2,000 million credit facility agreement with a financial institution. Such agreement stipulated the Company to repay the principal in 24 months after the first withdrawal date and repays the principle in instalments every 3 months, totalling of 9 instalments. As at 31 December 2021, the Company had already fully withdrawn total amount of loan.

*The Group - Grand Canal Land Public Company Limited*

In September 2010, the Group entered into a loan agreement not exceeding of Baht 3,100 million credit facility agreement with a financial institution. Such agreement stipulated the Company to pay the remaining instalments fully within 3 years, starting from 17 July 2019. As at 31 December 2021, the Company had withdrawn of Baht 2,532 million (2020: Baht 2,532 million).

In September 2021, the Group entered into a loan agreement not exceeding of Baht 1,100 million credit facility agreement with a financial institution. Such agreement stipulated the Company to repay the principal in 24 months after the first withdrawal date. As at 31 December 2021, the Company had already fully withdrawn total amount of loan.

*The Group - Siam Future Development Public Company Limited*

In April 2017, the Group entered into a loan agreement not exceeding of Baht 450 million credit facility agreement with a financial institution. Such agreement stipulated the Company to repay the principal in 21 months after the first withdrawal date and repays the principle in instalments every months, totalling of 84 instalments.

In August 2018, the Group entered into a loan agreement not exceeding of Baht 90 million credit facility agreement with a financial institution. Such agreement stipulated the Company to repay the principal in 3 months after the first withdrawal date and repays the principle in instalments every 3 months, totalling of 12 instalments.

In April 2019, the Group entered into a loan agreement not exceeding of Baht 200 million credit facility agreement with a financial institution. Such agreement stipulated the Company to repay the principal in instalments every months after the first withdrawal date and repays the principle, totalling of 84 instalments.

In June 2019, the Group entered into a loan agreement not exceeding of Baht 200 million credit facility agreement with a financial institution. Such agreement stipulated the Company to repay the principal in 9 months after the first withdrawal date and repays the principle in instalments every 3 months, totalling of 18 instalments.

In January 2020, the Group entered into a loan agreement not exceeding of Baht 500 million credit facility agreement with a financial institution. Such agreement stipulated the Company to repay the principal in 3 months after the first withdrawal date and repays the principle in instalments every 3 months, totalling of 16 instalments.

In August 2020, the Group entered into a loan agreement not exceeding of Baht 350 million credit facility agreement with a financial institution. Such agreement stipulated the Company to repay the principal in instalments every months after the first withdrawal date and repays the principle, totalling of 37 instalments.

In June 2021, the Group entered into a loan agreement not exceeding of Baht 450 million credit facility agreement with a financial institution. Such agreement stipulated the Company to repay the principal in instalments every months after the first withdrawal date and repays the principle, totalling of 48 instalments.

In July 2021, the Group entered into a loan agreement not exceeding of Baht 300 million credit facility agreement with a financial institution. Such agreement stipulated the Company to repay the principal in instalments every months after the first withdrawal date and repays the principle, totalling of 48 instalments.

In August 2021, the Group entered into a loan agreement not exceeding of Baht 1,000 million credit facility agreement with a financial institution. Such agreement stipulated the Company to repay the principal in 24 months after the first withdrawal date and repays the principle in instalments very months.

### ***Debentures***

The Company issued Thai Baht denominated, name registered, unsubordinated and unsecured debentures without debenture holders' representative as follows:

#### ***The Group - Central Pattana Public Company Limited***

In June 2015, the Company issued through private placement Baht 1,000 million worth of Thai Baht denominated. The debentures have term to maturity of 6 years, 7 month and 10 days, maturing on 12 January 2022, and pay interest rate at 3.80% per annum.

In August 2018, the Company issued through private placement Baht 1,000 million worth of Thai Baht denominated. The debentures have term to maturity of 7 years, maturing on 8 August 2025, and pay interest rate 3.24% per annum.

In May 2019, the Company issued debentures totalling Baht 1,500 million. The debentures have term to maturity of 3 years, maturing on 2 May 2022, and pay interest rate 2.49% per annum.

In May 2019, the Company issued debentures totalling Baht 2,000 million. The debentures have term to maturity of 4 years, maturing on 2 May 2023, and pay interest rate 2.78% per annum.

In July 2019, the Company issued debentures totalling Baht 2,000 million. The debentures have term to maturity of 3 years, maturing on 18 July 2022, and pay interest rate 2.20% per annum.

In July 2019, the Company issued debentures totalling Baht 500 million. The debentures have term to maturity of 10 years, maturing on 18 July 2029, and pay interest rate 3% per annum.

In November 2020, the Company issued debentures totalling Baht 3,000 million. The debentures have term to maturity of 3 years 3 months, maturing on 2 February 2024, and pay interest rate 1.75% per annum.

In January 2021, the Company issued debentures totalling Baht 2,000 million. The debentures have term to maturity of 3 years, maturing on 29 January 2024, and pay interest rate at 1.16% per annum.

In January 2021, the Company issued debentures totalling Baht 1,250 million. The debentures have term to maturity of 5 years, maturing on 29 January 2026, and pay interest rate at 1.65% per annum.

In January 2021, the Company issued debentures totalling Baht 750 million. The debentures have term to maturity of 5 years, maturing on 29 January 2026, and pay interest rate at 1.65% per annum.

In June 2021, the Company issued debentures totalling Baht 2,000 million. The debentures have term to maturity of 2 years, maturing on 9 June 2023, and pay interest rate at 0.90% per annum.



In August 2021, the Company issued debentures totalling Baht 5,000 million. The debentures have term to maturity of 3 years, maturing on 19 August 2024, and pay interest rate at 1.01% per annum.

In August 2021, the Company issued debentures totalling Baht 4,000 million. The debentures have term to maturity of 5 years, maturing on 19 August 2026, and pay interest rate at 1.37% per annum.

*The Group - Grand Canal Land Public Company Limited*

The Group's debentures as at 31 December 2021 and 2020, were registered, unsubordinated, unsecured, with no debenture holders' representative (except for the second to fifth series, which have a debenture holders' representative) and no early redemption provisions. These debentures have a face value of Baht 1,000. At shareholders' meetings of the Company, the shareholders approved the issuance and offer for sale of debt securities as follows:

- 1) In November 2015, the Group issued debentures with a maturity of 5 years amounting to Baht 100 million. Those debentures paid interest every quarter and due to maturity on 26 November 2020.
- 2) In September 2017, the Group issued debentures with a maturity of 3 years amounting to Baht 1,100 million. Those debentures paid interest every 6 months and due to maturity on 7 September 2020.
- 3) In November 2017, the Group issued debentures with a maturity of 3.5 years amounting to Baht 1,300 million. Those debentures paid interest every quarter and due to maturity on 9 May 2021.
- 4) In November 2017, the Group issued debentures with a maturity of 3 years amounting to Baht 200 million. Those debentures paid interest every 6 months and due to maturity on 9 November 2020.
- 5) In April 2018, the Group issued debentures with a maturity of 4 years amounting to Baht 1,150 million. Those debentures paid interest every quarter and due to maturity on 26 April 2022.

The conditions regarding loan agreements and the rights and obligations of the debenture issuer stipulate certain covenants which, among other things, require the Group to maintain debt-to-equity ratio at the rate described in the agreements.

At the annual general meeting of the shareholders of the Group held on 5 April 2019, the shareholders considered and approved the additional issuance of debenture in the amount not exceeding Baht 6,000 million. The debentures are secured and/or unsecured, unsubordinated and/or subordinated, callable and/or non-callable and convertible and/or non-convertible debentures with a fixed redemption date and/or without a fixed redemption date, in accordance with the Notification of the Securities and Exchange Commission or as to be amended and notified by the Securities and Exchange Commission.

*The Group - Siam Future Development Public Company Limited*

In November 2017, the Group issued debentures totalling Baht 500 million. The debentures have term to maturity of 5 years, maturing on 15 November 2022, and pay interest rate at 4.1% per annum.

Under the loan agreements and conditions regarding the rights and obligations of the debenture issuer stipulate certain covenants which, among other things, require the Group to maintain a debt-to-equity ratio at the rate prescribed in the agreement.

*Effective interest rates and reprising / maturing analysis*

	Effective interest rate (%)	Loans from-at floating interest rate	Consolidated financial statements				Total carrying value	Fair value
			Loans from-at fixed interest rate and the periods in which those liabilities mature					
			Within 1 year	After 1 year but within 5 years (in million Baht)	After 5 years			
At 31 December								
2021								
Loans from financial institutions and debentures	0.95 - 5.00	44,544	6,997	27,509	500	79,550	79,512	
2020								
Loans from financial institutions and debentures	0.95 - 5.00	26,769	4,377	13,889	500	45,535	43,592	
	Effective interest rate (%)	Loans from-at floating interest rate	Separate financial statements				Total carrying value	Fair value
			Loans from-at fixed interest rate and the periods in which those liabilities mature					
			Within 1 year	After 1 year but within 5 years (in million Baht)	After 5 years			
At 31 December								
2021								
Loans from financial institutions and debentures	0.95 - 5.00	36,945	5,429	27,315	500	70,189	70,363	
2020								
Loans from financial institutions and debentures	0.95 - 5.00	23,687	3,214	12,853	500	40,254	40,521	

## 19 Other payables

		<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	<i>Note</i>	2021	2020	2021	2020
		<i>(in million Baht)</i>			
Other accounts payable	6	891	574	327	332
Retention payable		2,073	1,921	1,050	916
Accrued operating expenses		1,600	1,439	639	573
Advanced received from service income		298	190	84	88
Accrued interest expense		383	309	366	291
Advance received from real estate development for sales	24(d)	181	45	-	-
Others		125	257	97	96
<b>Total</b>		<b>5,551</b>	<b>4,735</b>	<b>2,563</b>	<b>2,296</b>

## 20 Non-current provisions for employee benefits

		<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
		2021	2020	2021	2020
		<i>(in million Baht)</i>			
Defined benefit plan		<b>853</b>	<b>731</b>	<b>612</b>	<b>583</b>

### *Defined benefit plan*

The Group and the Company operate defined benefit plans based on the requirement of Thai Labour Protection Act B.E. 1998 to provide retirement benefits to employees based on pensionable remuneration and length of service. The defined benefit plans expose the Group to actuarial risks, such as longevity risk, interest rate risk and market (investment) risk.

### *Present value of the defined benefit obligations*

		<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	<i>Note</i>	2021	2020	2021	2020
		<i>(in million Baht)</i>			
At 1 January		731	649	583	518
Increased from business combination	5	43	-	-	-

### **Recognised in profit or loss:**

Current service cost		96	71	73	56
Interest on obligation		25	19	17	15

### **Recognised in other comprehensive income:**

Actuarial (gain) loss recognised in the year

- Demographic assumptions		(6)	-	-	-
- Financial assumptions		65	-	48	-
- Experience adjustment		(34)	-	(51)	-

Benefit paid		(67)	(8)	(58)	(6)
<b>At 31 December</b>		<b>853</b>	<b>731</b>	<b>612</b>	<b>583</b>

*Project of Central Pattana Group*

<b>Principal actuarial assumptions</b>	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	2021	2020	2021	2020
		(%)		
Discount rate	2.6	3.2	2.6	3.2
Future salary growth	6.0 - 8.0	6.0 - 8.0	6.0 - 8.0	6.0 - 8.0

Assumptions regarding future mortality have been based on published statistics and mortality tables.

At 31 December 2021 and 2020, the weighted-average duration of the defined benefit obligation was 14 years.

**Sensitivity analysis**

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	Increase	Decrease	Increase	Decrease
		(in million Baht)		
<b>At 31 December 2021</b>				
Discount rate (1% movement)	(99)	72	(75)	54
Future salary growth (1% movement)	71	(100)	54	(76)
<b>At 31 December 2020</b>				
Discount rate (1% movement)	(73)	87	(58)	68
Future salary growth (1% movement)	83	(72)	65	(57)

*Project of Grand Canal Land Group*

<b>Principal actuarial assumptions</b>	2021	2020
	(%)	
Discount rate	1.6	2.3 - 2.8
Future salary growth	5.0	6.0
Employee turnover	-	1.0 - 35.0

Assumptions regarding future mortality have been based on published statistics and mortality tables.

At 31 December 2021 and 2020, the weighted-average duration of the defined benefit obligation was 10 years.

**Sensitivity analysis**

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation in the consolidated financial statements by the amounts shown below.

	<i>(in million Baht)</i>	
	Increase	Decrease
<b>31 December 2021</b>		
Discount rate (0.5% movement)	(3)	2
Future salary growth (1% movement)	2	(3)
<b>31 December 2020</b>		
Discount rate (0.5% movement)	(1)	1
Future salary growth (1% movement)	2	(2)
Employee turnover (10% movement)	(2)	2

*Project of Siam Future Development Group*

<b>Principal actuarial assumptions</b>	2021
	(%)
Discount rate	1.0
Future salary growth	2.0
Employee turnover	0 - 18.0

Assumptions regarding future mortality have been based on published statistics and mortality tables.

At 31 December 2021, the weighted-average duration of the defined benefit obligation was 6 years.

**Sensitivity analysis**

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation in the consolidated financial statements by the amounts shown below.

	<i>(in million Baht)</i>	
	Increase	Decrease
<b>31 December 2021</b>		
Discount rate (0.5% movement)	(2)	2
Future salary growth (1% movement)	2	(2)
Employee turnover (10% movement)	(2)	1

## 21 Share Capital

*Share premium*

Section 51 of the Public Companies Act B.E. 2535 requires companies to set aside share subscription monies received in excess of the par value of the shares issued to a reserve account ("share premium"). Share premium is not available for dividend distribution.

## 22 Treasury share

The treasury shares account within equity comprises the cost of the Company's own shares held by the Group.

As at 31 December 2021, the Group held 17.15 million of the Company's shares, comprising 0.38% of the Company's issued share capital, at a total cost of Baht 761.22 million.

## 23 Reserve

### *Legal reserve*

Section 116 of the Public Companies Act B.E. 2535 Section 116 requires that a public company shall allocate not less than 5% of its annual net profit, less any accumulated losses brought forward, to a reserve account (“legal reserve”), until this account reaches an amount not less than 10% of the registered authorised capital. The legal reserve is not available for dividend distribution.

### *Other components of equity*

The fair value reserve comprise:

- the cumulative net change in the fair value of equity securities designated at FVOCI; and
- the cumulative net change in fair value of debt securities at FVOCI.

## 24 Segment information and disaggregation of revenue

The Group has four reportable segments, as described below, which are the Group’s strategic divisions. The strategic divisions offer different products and services. The chief operating decision maker (CODM) reviews internal management reports on at least a quarterly basis. The following summary describes the operations in each of the Group’s reportable segments.

<i>Segment 1</i>	Development of shopping center buildings, office building and condominiums for rent including provision of utility services, operator of play land and water theme park in the shopping center buildings
<i>Segment 2</i>	Food center services in the shopping centers
<i>Segment 3</i>	Hotel business
<i>Segment 4</i>	Real estate business for sales of land and houses and condominium units

Information regarding the results of each reportable segment is included below. Performance is measured based on segment profit before tax, as included in the internal management reports that are reviewed by the Group’s CODM. Segment profit before tax is used to measure performance as management believes that such information is the most relevant in evaluating the results of certain segments relative to other entities that operate within these industries.

	Consolidated financial statements							
	Segment 1		Segment 2		Segment 3		Segment 4	
	2021	2020	2021	2020	2021	2020	2021	2020
<b>For the year ended 31 December</b>	<b>Total</b>							
<i>Information about reportable segments</i>								
External revenue	22,073	24,848	325	446	286	306	2,156	27,862
Inter-segment revenue	100	104	(3)	-	2	-	-	104
<b>Total segment revenue</b>	<b>22,173</b>	<b>24,952</b>	<b>322</b>	<b>446</b>	<b>288</b>	<b>306</b>	<b>2,156</b>	<b>27,966</b>
<i>Timing of revenue recognition</i>								
At a point in time	-	-	322	446	288	306	2,156	3,014
Over time	22,173	24,952	-	-	-	-	-	24,952
<b>Total revenue</b>	<b>22,173</b>	<b>24,952</b>	<b>322</b>	<b>446</b>	<b>288</b>	<b>306</b>	<b>2,156</b>	<b>27,966</b>
Segment profit (loss) before income tax	8,631	13,159	(38)	47	(225)	(83)	631	13,846
Interest income	1,415	1,193	-	-	-	3	6	1,203
Finance costs	1,790	1,806	-	-	35	39	11	1,865
Depreciation and amortisation	7,676	7,593	86	88	345	212	17	7,906
Share of profit of investments in associates and joint ventures	704	1,042	-	-	-	-	-	1,042
Capital expenditure	8,054	16,568	137	68	75	338	55	16,990
Segment assets	167,759	161,284	479	421	1,549	1,488	10,123	172,257
Segment liabilities	32,254	32,912	33	16	855	1,328	582	34,652
<i>Separate financial statements</i>								
<b>For the year ended 31 December</b>	<b>Total</b>							
<i>Timing of revenue recognition</i>								
At a point in time	-	-	127	169	-	-	-	127
Over time	11,629	13,642	-	-	-	-	-	13,642
<b>Total revenue</b>	<b>11,629</b>	<b>13,642</b>	<b>127</b>	<b>169</b>	<b>-</b>	<b>-</b>	<b>11,756</b>	<b>13,811</b>



(a) **Reconciliations of reportable segment revenues, profit or loss, assets and liabilities and other material items**

	2021	2020
	<i>(in million Baht)</i>	
<b>Revenues</b>		
Total revenue from reportable segments	24,939	27,966
Other revenue	5,558	5,299
	<u>30,497</u>	<u>33,265</u>
Elimination of inter-segment revenue	(99)	(104)
<b>Consolidated revenue</b>	<b><u>30,398</u></b>	<b><u>33,161</u></b>
<b>Profit</b>		
Total profit for reportable segments	<u>8,999</u>	<u>13,846</u>
Elimination of inter-segment profits	9	(2,496)
Unallocated amounts		
- Other revenue	4,137	4,229
- Other expenses	(4,821)	(4,856)
- Share of profit of associates and joint ventures	704	1,042
<b>Consolidated profit before income tax</b>	<b><u>9,028</u></b>	<b><u>11,765</u></b>
<b>Assets</b>		
Total assets for reportable segments	179,910	172,257
Other unallocated amounts		
- Investment	45,308	12,147
- Deferred tax assets	3,250	3,392
- Other assets	34,953	33,977
<b>Consolidated total assets</b>	<b><u>263,421</u></b>	<b><u>221,773</u></b>
<b>Liabilities</b>		
Total liabilities for reportable segments	33,724	34,652
Other unallocated amounts		
- Loans	80,779	46,486
- Deferred tax liabilities	3,515	2,624
- Other liabilities	63,328	60,888
<b>Consolidated total liabilities</b>	<b><u>181,346</u></b>	<b><u>144,650</u></b>
	2021	2020
	Total reportable segments	
	<i>(in million Baht)</i>	
<b>Other material items</b>		
Interest income	1,421	1,203
Interest expense	1,836	1,865
Depreciation and amortisation	8,124	7,906
Capital expenditure	8,321	16,990

**(b) Geographical segments**

The Group is mostly managed and operates principally in Thailand. There are no significant revenues derived from, and no significant assets located in foreign countries.

**(c) Major customer**

Revenue from Central Department Store Group of the Group's 1 and 2 segments represents approximately Baht 2,529 million (2020: Baht 2,809 million) of the Group's total revenues.

**(d) Contract Balances**

<i>Contract liabilities</i>	<b>Consolidated financial statements</b>	
	2021	2020
	<i>(in million Baht)</i>	
At 1 January	(45)	(146)
Recognised as revenue during the year	72	175
Advance received	(208)	(74)
<b>At 31 December</b>	<b>(181)</b>	<b>(45)</b>

**(g) Revenue expected to be recognised in the future related to performance obligations that are unsatisfied**

At 31 December 2021, the Group have revenue expected to be recognised in the future arising from performance obligations that are unsatisfied amounted of Baht 3,686 million and (2020: Baht 1,608 million). The Group will recognise this revenue when a customer obtain control of the goods or services, which is expected to occur over the next 24 months (2020: next 24 months).

**25 Other income**

	<i>Note</i>	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
		2021	2020	2021	2020
		<i>(in million Baht)</i>			
Management income	6	737	803	923	893
Gain on finance lease		2,715	2,800	1,408	4
Compensation from insurance claim		39	326	3	4
Contribution income		50	80	39	62
Gain from sales of investments		3	12	3	11
Others		593	179	349	480
<b>Total</b>		<b>4,137</b>	<b>4,200</b>	<b>2,725</b>	<b>1,454</b>

During 2021, the Group recognised gain on finance lease which in accordance with the conditions in the sublease property agreement of the shopping center projects of the Group.

## 26 Expenses by nature

		Consolidated		Separate	
		financial statements		financial statements	
	Note	2021	2020	2021	2020
		(in million Baht)			
Depreciation and amortisation	13,14	8,124	7,906	5,197	5,026
Utility expenses		3,984	4,432	2,393	2,722
Employee benefit expenses		3,759	3,601	2,562	2,456
Lease-related expenses		131	153	81	90
Cost of sale of real estate		1,506	1,467	-	-
Marketing expenses		904	673	568	364
Repair and maintenance		740	731	414	412
Consulting and other fees		448	486	285	326
Others		602	1,124	503	610
<b>Total</b>		<b>20,198</b>	<b>20,573</b>	<b>12,003</b>	<b>12,006</b>

## 27 Income tax

### *Income tax recognised in profit or loss*

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	2021	2020	2021	2020
<i>(in million Baht)</i>				
<b>Current tax expense</b>				
Current year	2,562	1,912	547	732
Adjustment for prior years	7	(4)	-	(30)
<b>Deferred tax expense</b>				
Movements in temporary differences	(771)	239	(239)	(317)
<b>Total</b>	<b>1,798</b>	<b>2,147</b>	<b>308</b>	<b>385</b>

Consolidated financial statements						
	Before tax	2021 Tax expense	Net of tax <i>(in million Baht)</i>	Before tax	2020 Tax expense	Net of tax
<b>Income tax</b>						
<b>Recognised in other comprehensive income</b>						
Financial assets at FVOCI	(409)	71	(338)	(198)	37	(161)
Defined benefit plan actuarial losses	25	(5)	20	-	-	-
<b>Total</b>	<b>(384)</b>	<b>66</b>	<b>(318)</b>	<b>(198)</b>	<b>37</b>	<b>(161)</b>

<b>Income tax</b>	<b>Separate financial statements</b>					
	Before tax	2021 Tax benefit	Net of tax (in million Baht)	Before tax	2020 Tax expense	Net of tax
<b>Recognised in other comprehensive income</b>						
Financial assets at FVOCI	(347)	69	(278)	307	(61)	246
Defined benefit plan actuarial gain	(3)	1	(2)	-	-	-
<b>Total</b>	<b>(350)</b>	<b>70</b>	<b>(280)</b>	<b>307</b>	<b>(61)</b>	<b>246</b>

<b>Reconciliation of effective tax rate</b>	<b>Consolidated financial statements</b>			
	2021	2020		
	Tax rate (%)	(in million Baht)	Tax rate (%)	(in million Baht)
Profit before income tax expense		9,028		11,765
Income tax using the tax rate	20	1,806	20	2,353
Income not subject to tax		(144)		(191)
Additional deductible expenses for tax purposes		(351)		(189)
Expenses not deductible for tax purposes		480		179
Adjustment for prior years		7		(4)
<b>Total</b>	<b>20</b>	<b>1,798</b>	<b>18</b>	<b>2,148</b>

<b>Reconciliation of effective tax rate</b>	<b>Separate financial statements</b>			
	2021	2020		
	Tax rate (%)	(in million Baht)	Tax rate (%)	(in million Baht)
Profit before total income tax expense		2,408		4,146
Income tax using the tax rate	20	481	20	829
Income not subject to tax		(135)		(358)
Additional deductible expenses for tax purposes		(48)		(68)
Expenses not deductible for tax purposes		10		12
Adjustment for prior years		-		(30)
<b>Total</b>	<b>13</b>	<b>308</b>	<b>18</b>	<b>385</b>

<b>Consolidated financial statements</b>				
<i>Deferred tax</i> <i>At 31 December</i>	<b>Assets</b>		<b>Liabilities</b>	
	2021	2020	2021	2020
		<i>(in million Baht)</i>		
Total	3,337	3,392	88	-
Set off of tax	(88)	-	(3,602)	(2,624)
<b>Net deferred tax assets (liabilities)</b>	<b>3,249</b>	<b>3,392</b>	<b>(3,514)</b>	<b>(2,624)</b>

<b>Separate financial statements</b>				
<i>Deferred tax</i> <i>At 31 December</i>	<b>Assets</b>		<b>Liabilities</b>	
	2021	2020	2021	2020
		<i>(in million Baht)</i>		
Total	2,075	2,202	(276)	(94)
Set off of tax	(276)	(94)	276	94
<b>Net deferred tax assets</b>	<b>1,799</b>	<b>2,108</b>	<b>-</b>	<b>-</b>

Consolidated financial statements					
(Charged) / credited to:					
	At 1 January	Profit or loss	Other comprehensive income (in million Baht)	Acquired in business combination	At 31 December
<b>Deferred tax</b>					
<b>2021</b>					
<b>Deferred tax assets</b>					
Trade accounts receivable (allowance for expected credit loss)	10	3	-	1	14
Real estate developments for sales	3	-	-	-	3
Investment properties (allowance for impairment)	20	-	-	-	20
Investment properties (shopping building under consignment sale agreement)	354	(7)	-	-	347
Investment properties (depreciation gap)	1,279	3	-	-	1,282
Provisions for employee benefits	142	15	5	9	171
Deposits received from customers	1,009	(145)	-	16	880
Loss carry forward	308	(66)	-	51	293
Others	267	49	-	11	327
<b>Total</b>	<b>3,392</b>	<b>(148)</b>	<b>5</b>	<b>88</b>	<b>3,337</b>
<b>Deferred tax liabilities</b>					
Gain on lease under finance lease	(534)	(448)	-	-	(982)
Real estate development for sales (gain from fair value adjustment)	(306)	-	-	-	(306)
Investment properties (gain from fair value adjustment)	(1,617)	49	-	(166)	(1,734)
Financial assets at FVOCI (decrease in fair value)	(5)	-	(71)	-	(76)
Debt issuance fee	(1)	(5)	-	-	(6)
Finance lease receivable	(158)	(222)	-	(118)	(498)
Financial assets at FVTPL (decrease in fair value)	(3)	3	-	-	-
<b>Total</b>	<b>(2,624)</b>	<b>(623)</b>	<b>(71)</b>	<b>(284)</b>	<b>(3,602)</b>
<b>Net</b>	<b>768</b>	<b>(771)</b>	<b>(66)</b>	<b>(196)</b>	<b>(265)</b>

## Consolidated financial statements

	Charged to:				At 31 December
	At 1 January	Profit or loss	Other comprehensive income (in million Baht)	Equity	
<b>Deferred tax</b>					
<b>2020</b>					
<b>Deferred tax assets</b>					
Trade accounts receivable (allowance for expected credit loss)	5	5	-	-	10
Real estate development for sales	3	-	-	-	3
Investment properties (allowance for impairment)	20	-	-	-	20
Investment properties (shopping building under consignment sale agreement)	348	6	-	-	354
Investment properties (depreciation gap)	-	47	-	1,232	1,279
Leasehold rights (difference from recognition of rental expenses by straight-line method)	440	-	-	(440)	-
Provisions for employee benefits	128	14	-	-	142
Deposits received from customers	826	183	-	-	1,009
Loss carry forward	230	78	-	-	308
Financial assets measured at FVOCI (decrease in fair value)	32	-	(32)	-	-
Others	297	(30)	-	-	267
<b>Total</b>	<b>2,329</b>	<b>303</b>	<b>(32)</b>	<b>792</b>	<b>3,392</b>
<b>Deferred tax liabilities</b>					
Gain on lease under finance lease	(103)	(431)	-	-	(534)
Real estate development for sales (gain from fair value adjustment)	(357)	51	-	-	(306)
Investment properties (gain from fair value adjustment)	(1,617)	-	-	-	(1,617)
Financial assets at FVOCI (decrease in fair value)	-	-	(5)	-	(5)
Debt issuance fee	-	(1)	-	-	(1)
Finance lease receivable	-	(158)	-	-	(158)
Financial assets at FV/TPPL (decrease in fair value)	-	(3)	-	-	(3)
<b>Total</b>	<b>(2,077)</b>	<b>(542)</b>	<b>(5)</b>	<b>-</b>	<b>(2,624)</b>
<b>Net</b>	<b>252</b>	<b>(239)</b>	<b>(37)</b>	<b>792</b>	<b>768</b>



	Separate financial statements		
	At 1 January	Charged to: Profit or loss Other comprehensive income (in million Baht)	At 31 December
<b>Deferred tax</b>			
<b>2021</b>			
<b>Deferred tax assets</b>			
Trade accounts receivable ( <i>allowance for expected credit loss</i> )	6	1	7
Investment properties ( <i>depreciation gap</i> )	1,220	25	1,245
Provisions for employee benefits	118	6	123
Deposits received from customers	622	(112)	510
Financial assets measured at FVOCI ( <i>decrease in fair value</i> )	97	-	28
Others	139	23	162
<b>Total</b>	<b>2,202</b>	<b>(57)</b>	<b>2,075</b>
<b>Deferred tax liabilities</b>			
Gain on lease under finance lease	(93)	(178)	(271)
Debtenture issuance fee	(1)	(4)	(5)
<b>Total</b>	<b>(94)</b>	<b>(182)</b>	<b>(276)</b>
<b>Net</b>	<b>2,108</b>	<b>(239)</b>	<b>1,799</b>

	Separate financial statements			
	At 1 January	Profit or loss	Credited to: Other comprehensive income (in million Baht)	Equity  At 31 December
<b>Deferred tax</b>				
<b>2020</b>				
<b>Deferred tax assets</b>				
Trade accounts receivable (allowance for expected credit loss)	4	2	-	6
Leasehold rights (difference from recognition of rental expenses by straight-line method)	415	-	-	-
Investment properties (depreciation gap)	-	68	-	(415)
Provisions for employee benefits	104	14	-	1,152
Deposits received from customers	432	190	-	-
Financial assets measured at FVOCI (decrease in fair value)	35	-	62	-
Others	158	(19)	-	139
<b>Total</b>	<b>1,148</b>	<b>255</b>	<b>62</b>	<b>737</b>
<b>Deferred tax liabilities</b>				
Gain on lease under finance lease	(155)	62	-	(93)
Debtenture issuance fee	-	(1)	-	(1)
<b>Total</b>	<b>(155)</b>	<b>61</b>	<b>-</b>	<b>(94)</b>
<b>Net</b>	<b>993</b>	<b>316</b>	<b>62</b>	<b>2,108</b>

<i>Unrecognised deferred tax assets</i>	<b>Consolidated financial statements</b>	
	2021	2020
	<i>(in million Baht)</i>	
Loss carry forward	651	618

The tax losses are the deductible temporary differences do not expire under current tax legislation. The Group has not recognised these items as deferred tax assets because it is not probable that the Group will have sufficient future taxable profit to utilise the benefits therefrom.

## 28 Basic earnings per share

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	2021	2020	2021	2020
	<i>(in million Baht/million shares)</i>			
<b>Profit attributable to ordinary shareholders of the Company (basic)</b>	<b><u>7,148</u></b>	<b><u>9,557</u></b>	<b><u>2,100</u></b>	<b><u>3,760</u></b>
<b>Number of ordinary shares outstanding</b>	<b><u>4,488</u></b>	<b><u>4,488</u></b>	<b><u>4,488</u></b>	<b><u>4,488</u></b>
<b>Basic earnings per share (in Baht)</b>	<b><u>1.59</u></b>	<b><u>2.13</u></b>	<b><u>0.47</u></b>	<b><u>0.84</u></b>

## 29 Dividends

Shareholders of the Group approved dividends as follows:

	Approval date	Payment schedule	Dividend rate per share <i>(in Baht)</i>	Amount <i>(in million Baht)</i>
<i>2021</i>				
Annual dividend	30 April 2021	May 2021	0.70	3,130
<i>2020</i>				
Annual dividend	15 May 2020	June 2020	0.80	3,577

## 30 Financial instruments

### (a) Carrying amounts and fair values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy for financial instruments measured at fair value. It does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

Consolidated financial statements					
At 31 December 2021	Carrying amount		Fair value		
	Fair value through profit or loss	Fair value through other comprehensive income	Level 1	Level 2	Level 3
	(in million Baht)				
Financial assets					
Other current financial assets					
Investments in equity instruments	-	2	2	-	-
Investments in debt instruments	2,924	-	-	2,924	-
Other non-current financial assets					
Investments in equity instruments	-	2,172	1,534	55	583
Investments in debt instruments	225	-	-	141	84
Separate financial statements					
At 31 December 2021	Carrying amount		Fair value		
	Fair value through profit or loss	Fair value through other comprehensive income	Level 1	Level 2	Level 3
	(in million Baht)				
Financial assets					
Other current financial assets					
Investments in equity instruments	-	2	2	-	-
Investments in debt instruments	782	-	-	782	-
Other non-current financial assets					
Investments in equity instruments	-	1,536	1,535	1	-
Consolidated financial statements					
At 31 December 2020	Carrying amount		Fair value		
	Fair value through profit or loss	Fair value through other comprehensive income	Level 1	Level 2	Level 3
	(in million Baht)				
Financial assets					
Other current financial assets					
Investments in equity instruments	-	2	2	-	-
Investments in debt instruments	2,004	-	2	2,002	-
Other non-current financial assets					
Investments in equity instruments	-	1,814	1,816	56	572
Investments in debt instruments	142	-	-	142	-
Separate financial statements					
At 31 December 2020	Carrying amount		Fair value		
	Fair value through profit or loss	Fair value through other comprehensive income	Level 1	Level 2	Level 3
	(in million Baht)				
Financial assets					
Other current financial assets					
Investments in equity instruments	-	2	2	-	-
Investments in debt instruments	424	-	2	422	-
Other non-current financial assets					
Investments in equity instruments	-	1,188	1,187	1	-

**Financial instruments measured at fair value**

Type	Valuation technique
Investments in debt instruments classified as financial assets measured at FVTPL	The net asset value as of the reporting date.
Investments in equity instruments classified as financial assets measured at FVOCI	The closing price of securities from SET as of the reporting date.
	The net asset value as of the reporting date.
	The adjusted net asset value as of the reporting date.

**(b) Movement of marketable equity and debt securities**

<i>Marketable equity and debt securities</i>	Consolidated financial statements				At 31 December
	At 1 January	Purchase/ Transfer	Disposal (in million Baht)	Fair value adjustment	
<b>2021</b>					
<b>Current financial assets</b>					
Equity securities measured at FVOCI	2	-	-	-	2
Debt securities measured at FVTPL	2,004	17,410	(16,492)	3	2,925
<b>Total</b>	<b>2,006</b>	<b>17,410</b>	<b>(16,492)</b>	<b>3</b>	<b>2,927</b>
<b>Non-current financial assets</b>					
Equity securities measured at FVOCI	1,243	-	-	346	1,589
Debt securities measured at FVTPL	142	262	(160)	(19)	225
<b>Total</b>	<b>1,385</b>	<b>262</b>	<b>(160)</b>	<b>327</b>	<b>1,814</b>
<b>2020</b>					
<b>Current financial assets</b>					
Equity securities measured at FVOCI	3	-	-	(1)	2
Debt securities measured at FVTPL	998	14,376	(13,368)	(2)	2,004
<b>Total</b>	<b>1,001</b>	<b>14,376</b>	<b>(13,368)</b>	<b>(3)</b>	<b>2,006</b>
<b>Non-current financial assets</b>					
Equity securities measured at FVOCI	1,547	-	-	(304)	1,243
Debt securities measured at FVTPL	143	(2)	-	1	142
<b>Total</b>	<b>1,690</b>	<b>(2)</b>	<b>-</b>	<b>(303)</b>	<b>1,385</b>

	Separate financial statements				
<i>Marketable equity and debt securities</i>	At 1 January	Purchase/ Transfer-in	Disposal/ Transfer-out (in million Baht)	Fair value adjustment	At 31 December
<b>2021</b>					
<i>Current financial assets</i>					
Equity securities measured at FVOCI	2	-	-	-	2
Debt securities measured at FVTPL	424	12,415	(12,057)	-	782
<b>Total</b>	<b>426</b>	<b>12,415</b>	<b>(12,057)</b>	<b>-</b>	<b>784</b>
<i>Non-current financial assets</i>					
Equity securities measured at FVOCI	<b>1,188</b>	<b>991</b>	<b>(991)</b>	<b>348</b>	<b>1,536</b>
<b>2020</b>					
<i>Current financial assets</i>					
Equity securities measured at FVOCI	3	-	-	(1)	2
Debt securities measured at FVTPL	534	11,955	(12,063)	(2)	424
<b>Total</b>	<b>537</b>	<b>11,955</b>	<b>(12,063)</b>	<b>(3)</b>	<b>426</b>
<i>Non-current financial assets</i>					
Equity securities measured at FVOCI	1,492	-	-	(304)	1,188
Debt securities measured at FVTPL	2	(2)	-	-	-
<b>Total</b>	<b>1,494</b>	<b>(2)</b>	<b>-</b>	<b>(304)</b>	<b>1,188</b>

**(c) Financial risk management policies**

*Risk management framework*

The Group's board of directors has overall responsibility for the establishment and oversight of the Group's risk management framework. The board of directors has established the risk management committee, which is responsible for developing and monitoring the Group's risk management policies. The committee reports regularly to the board of directors on its activities.

The Group's risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities. The Group, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The Group audit committee oversees how management monitors compliance with the Group's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Group. The Group audit committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the audit committee.

*(c.1) Credit risk*

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's receivables from customers and investments in debt securities.

### (c.1.1) Trade accounts receivables

The Group's credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk associated with the industry and country in which customers operate. Detail of concentration of revenue are included in note 24(b) and 24(c).

The risk management committee has established a credit policy under which each new customer is analysed individually for creditworthiness before the Group's commercial terms and conditions are offered. The Group's review sale limits are established for each customer and reviewed annually. Any sales exceeding those limits require approval from the risk management committee.

The Group limits its exposure to credit risk from trade accounts receivables by establishing a maximum payment period of 3 months. Outstanding trade receivables are regularly monitored by the Group. An impairment analysis is performed by the Group at each reporting date. The provision rates of expected credit loss are based on days past due for groupings of various customer segments with similar credit risks to reflect differences between economic conditions in the past, current conditions and the Group's view of economic conditions over the expected lives of the receivables.

The current policies established by the Group to manage credit risk are:

- To collect an advance received as deposit for rental which is generally equivalent to 1 - 6 times of monthly rental income from customers.
- To terminate rental contracts for tenants whose rental fees are outstanding over 90 days.

The Group limits its exposure to credit risk from trade accounts receivables by establishing a maximum payment period of three months.

### (c.1.2) Investment in debt securities

The Group considers that all debt investments measured at amortised cost have low credit risk. Then the credit loss allowance assessed during the year was therefore limited to 12 months expected losses or 'low credit risk'. Marketable bonds are considered to be an investment grade credit rating published by external credit rating agencies. The credit risk of other instruments are considered to be low when the risk of default is low and the issuer has a strong capacity to meet its contractual cash flow obligations.

### (c.1.3) Cash and cash equivalent

The Group's exposure to credit risk arising from cash and cash equivalents is limited because the counterparties are banks and financial institutions which the Group considers to have low credit risk.

### *(c.2) Liquidity risk*

The Group monitors its liquidity risk and maintains a level of cash and cash equivalents deemed adequate by management to finance the Group's operations and to mitigate the effects of fluctuations in cash flows.

The following table are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted and include contractual interest payments and exclude the impact of netting agreements.



**Consolidated financial statements**

<i>At 31 December 2021</i>	Carrying amount	Contractual cash flows		Total
		1 year or less	More than 1 years	
		<i>(in million Baht)</i>		
<i><b>Non-derivative financial liabilities</b></i>				
Trade payables	708	708	-	708
Contractor payables	2,057	2,057	-	2,057
Loans from related parties	1,229	299	930	1,229
Loans from financial institutions	52,276	23,803	28,473	52,276
Lease liabilities	47,583	2,836	91,036	93,872
Deposits received from customers	8,255	3,498	4,757	8,255
Debentures	27,274	5,994	21,280	27,274
	<b>139,382</b>	<b>39,195</b>	<b>146,476</b>	<b>185,671</b>

**Consolidated financial statements**

Consolidated financial statements				
At 31 December 2020	Carrying amount	Contractual cash flows		Total
		1 year or less (in million Baht)	More than 1 years	
<b>Non-derivative financial liabilities</b>				
Trade payables	911	911	-	911
Contractor payables	2,098	2,098	-	2,098
Loans from related parties	950	226	724	950
Loans from financial institutions	29,340	13,742	15,598	29,340
Lease liabilities	45,598	2,346	81,400	83,746
Deposits received from customers	7,866	5,932	1,934	7,866
Debentures	16,195	4,163	12,032	16,195
	<b>102,958</b>	<b>29,418</b>	<b>111,688</b>	<b>141,106</b>

**Separate financial statements**

<i>At 31 December 2021</i>	Separate financial statements			
	Carrying amount	Contractual cash flows		Total
		1 year or less (in million Baht)	More than 1 years	
<i><b>Non-derivative financial liabilities</b></i>				
Trade payables	285	285	-	285
Contractor payables	1,069	1,069	-	1,069
Loans from related parties	19,337	11,694	7,643	19,337
Loans from financial institutions	44,409	18,721	25,688	44,409
Lease liabilities	31,772	1,988	41,075	43,063
Deposits received from customers	4,704	2,128	2,576	4,704
Debentures	25,780	4,500	21,280	25,780
	<b>127,356</b>	<b>40,385</b>	<b>98,262</b>	<b>138,647</b>

**Separate financial statements**

<i>At 31 December 2020</i>	Carrying amount	Contractual cash flows		Total
		1 year or less <i>(in million Baht)</i>	More than 1 years	
<i>Non-derivative financial liabilities</i>				
Trade payables	268	268	-	268
Contractor payables	785	785	-	785
Loans from related parties	18,120	10,505	7,615	18,120
Loans from financial institutions	26,258	13,192	13,066	26,258
Lease liabilities	32,395	1,631	43,226	44,857
Deposits received from customers	4,673	3,919	754	4,673
Debentures	13,996	3,000	10,996	13,996
	<b>96,495</b>	<b>33,300</b>	<b>75,657</b>	<b>108,957</b>

*(c.3) Market risk*

The Group is exposed to the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk is as follows:

<i>Exposure to foreign currency at 31 December</i>	<i>Note</i>	<b>Consolidated financial statements</b>	
		2021	2020
		<i>(in million Baht)</i>	
<b><i>Hong Kong Dollars</i></b>			
Cash and cash equivalents	7	1	-
<b>Net statement of financial position exposure</b>		<b>1</b>	<b>-</b>
<b><i>Ringgit Malaysia</i></b>			
Cash and cash equivalents	7	149	85
Trade accounts receivables		48	117
Other receivables		226	-
Other non-current assets	17	32	9
Trade accounts payable		(14)	(35)
Other payables	19	(975)	(1,093)
Contractor payable		-	(1)
<b>Net statement of financial position exposure</b>		<b>(534)</b>	<b>(918)</b>
<b><i>United States Dollars</i></b>			
Cash and cash equivalents	7	167	-
Other receivables		-	8
Other payables	19	-	(3)
<b>Net statement of financial position exposure</b>		<b>167</b>	<b>5</b>
<b>Net exposure</b>		<b>(366)</b>	<b>(913)</b>

*Sensitivity analysis*

A reasonably possible strengthening (weakening) of Thai Baht against all other foreign currencies at the reporting date would have affected the measurement of financial instruments denominated in a foreign currency. This analysis assumes that all other variables, in particular interest rates, remain constant.

<i>Impact to profit or loss</i>	<i>Movement (%)</i>	<b>Consolidated financial statements</b>	
		<i>Profit or loss</i>	
		Strengthening	Weakening
		<i>(in million Baht)</i>	
<b><i>At 31 December 2021</i></b>			
Ringgit Malaysia	8	42	(42)
<b><i>At 31 December 2020</i></b>			
Ringgit Malaysia	6	58	(58)

*(c.3.2) Interest rate risk*

Interest rate risk is the risk that future movements in market interest rates will affect the results of the Group's operations and its cash flows because debt securities and loan interest rates (see note 6 and 18) are mainly fixed. So the Group has low interest rate risk. The sensitivity impact to the increase or decrease in interest expenses from borrowings, as a result of changes in interest rates is immaterial on financial statements of the Group.

## 31 Capital management

The Board of Directors' policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The Board regularly monitors the return on capital, by evaluating result from operating activities divided by total shareholders' equity, excluding non-controlling interests and also monitors the level of dividends to ordinary shareholders.

## 32 Leasing properties

### *Additional leased properties to CPN Retail Growth Leasehold REIT ("CPNREIT")*

On 9 October 2019, at the Board of Directors meeting approved CPNREIT to lease the Group's assets 5 projects namely Central Marina project, Central Lampang project, Central Surat Thani projects, Central Ubon Ratchathani project and Central Rama 2 project (Renewal period). As the lease of assets to CPNREIT fall within the meaning of the disposition of assets based on the value of the consideration given or received basis, calculated using the basis of the total value of consideration, which represents the highest transaction value, compared to all other approaches required by the Notifications on Asset Acquisition or Disposal. The highest amount of such transaction invested by CPNREIT is estimated Baht 48,560 million.

In March 2020, the Company had informed by CPN REIT Management Co., Ltd. ("REIT Manager") for CPNREIT that it is necessary to postpone the subscription period for the issuance and offering of such additional trust units as well as the lease of partial assets of the Company. Nonetheless, CPNREIT will continue to renew the leasehold right of Central Rama II project (Renewal period) from the Company as previously planned.

### *CPN Retail Growth Leasehold REIT ("CPNREIT")*

At the Extraordinary General Meeting of Unitholders' of CPNREIT held on 22 November 2019, had significant resolutions as follows:

1. To approve of additional investments in 5 projects namely Central Marina project, Central Lampang project, Central Surat Thani project, Central Ubon Ratchathani project, and Central Rama II project (Renewal period) ("Group-1 Assets") from the Group with the total investment value of not exceeding Baht 48,560 million and appoint the Company as a Property manager.
2. To approve of additional investments in 2 projects namely The Ninth Towers Office Building project and Unilever House Office Building project ("Group-2 Assets") from GLAND Office Leasehold Real Estate Investment Trust ("GLANDRT") with the total investment value of not exceeding Baht 7,430 million and appoint Grand Canal Land Public Company Limited ("GLAND") and Sterling Equity Company Limited ("Sterling") as a Property manager.
3. To approve an amendment of the Property Manager Appointment Agreement for the assets currently invested in by CPNREIT, which are Central Rama II project, Central Rama III Project, Central Pinklao project, Central Chiangmai Airport project, Central Pattaya Beach project.

In March 2020, REIT Manager deems it appropriate to postpone the period for additional investments in properties as stated in No. 1. Except for the renewal leasehold right of Central Rama II project (Renewal period).

*GLAND Office Leasehold Real Estate Investment Trust (“GLANDRT”)*

At the Extraordinary General Meeting of Unitholders’ of GLANDRT held on 22 November 2019, had resolution to acknowledge the timeline of transferred properties of GLANDRT to CPNREIT and delisting from the Stock Exchange of Thailand of trust units of GLANDRT. In addition, unitholders approved the dissolution, liquidation, and delisting from being listed securities on the Stock Exchange of Thailand to be completed within April 2020.

On 13 February 2020, the Board of Director’s meeting of GLAND Office Leasehold Real Estate Investment Trust (“GLANDRT”) had passed resolutions as follows:

- Dividend payment from the operation period from 1 October 2019 to 31 December 2019 to the trust unitholders at the rate of Baht 0.2078 per trust unit, totalling Baht 103.85 million which paid to the trust unitholders on 12 March 2020.
- To pay benefits from the disposal of assets of the Trust to the trust unitholders at the rate of 3.9040 Baht per unit, totalling Baht 1,951.10 million. Such benefits paid to the trust unitholders on 12 March 2020.
- To reduce the paid-up capital of the Trust at the rate of 9.1200 Baht per unit Trust, totalling Baht 4,557.89 million. Such benefits paid to Trust unit holders on 12 March 2020.
- Decided to set the date to determine the list of GLANDRT’s trust unitholders eligible to subscribe to CPNREIT’s Additional Trust Units (to post XB sign) on 25 February 2020 and set the book closing date to determine the rights of GLANDRT’s trust unitholders eligible to subscribe to Additional Trust Units on 27 February 2020.

GLANDRT had dissolution and delisting from being listed securities on the Stock Exchange of Thailand on 3 March 2020.

*Central Rama II project (Renewal period)*

On 31 March 2020, CPNREIT had the registration of the leasehold rights over the real property in Central Rama II project (Renewal period) that was in accordance with the conditions in the sublease property agreement between Central Pattana Rama 2 Company Limited, a subsidiary company, and CPNREIT, for a lease period of 30 years, starting from 16 August 2025 to 15 August 2055, CPNREIT will pay the rental throughout the lease term of Baht 25,394 million in 2025 and placed the guarantee to the Group of Baht 1,800 million. The lease agreement can be renewed according to the mutually agreed conditions by informing a written notice at least 12 months in advance before the expiration of the rental period. Assets under lease agreements are as follows:

- Leasing building and structures of Central Rama II, including part of the shopping center and the indoor parking area
- Leasing the system relevant to the building and structures of Central Rama II.

*Central Marina project*

On 25 February 2021, CPNREIT had the registration of the leasehold rights over the property in Central Marina project that was in accordance with the conditions in the sublease property agreement between Central Pattana Public Company Limited and CPNREIT, for a lease period of 14 years 2 months 6 days, starting from 25 February 2021 to 30 April 2035, CPNREIT paid the rental throughout the lease term of Baht 2,574 million at the commencing lease agreement date. The lease agreement can be renewed according to the mutually agreed conditions by informing a written notice at least 12 months in advance before the expiration of the rental period. Assets under lease agreements are as follows:

- Leasing building and structures of Central Marina, including part of the shopping center, common area and the parking area;
- Leasing the system relevant to the building and structures of Central Marina;
- Selling the furniture, fixture and equipment.

*Central Lampang project*

On 25 February 2021, CPNREIT had the registration of the leasehold rights over the property in Central Lampang project that was in accordance with the conditions in the sublease property agreement between Central Pattana Development Company Limited, a subsidiary company, and CPNREIT, for a lease period of 20 years 9 months 22 days, starting from 25 February 2021 to 16 December 2041, CPNREIT paid the rental throughout the lease term of Baht 3,098 million at the commencing lease agreement date. The lease agreement can be renewed according to the mutually agreed conditions by informing a written notice at least 12 months in advance before the expiration of the rental period. Assets under lease agreements are as follows:

- Leasing building and structures of Central Lampang, including part of the shopping center, common area and the parking area;
- Leasing the system relevant to the building and structures of Central Lampang;
- Selling the furniture, fixture and equipment.

### 33 Commitments with non-related parties

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
	<i>(in million Baht)</i>			
<b>Capital commitments</b>				
Contracted but not provide for				
Buildings and facility systems	<b>4,305</b>	<b>3,466</b>	<b>1,034</b>	<b>2,379</b>
<b>Other commitments</b>				
Bank guarantees	1,618	967	871	375
Service agreement	141	48	-	-
Real estate projects under development agreements	2,630	708	-	-
<b>Total</b>	<b>4,389</b>	<b>1,723</b>	<b>871</b>	<b>375</b>

- (a) A subsidiary entered into a hotel management agreement with a third party whereby the subsidiary agrees to pay annual management fee at the rate of 2% of the hotel's annual operating income and additional compensation as a percentage of gross operating profit as follows:
- 7% from the start of operations to the second year of operation
  - 7.5% from the third to the fourth year of operation
  - 8% from the fifth year of operation onwards
- (b) The Group entered into a land lease agreement with a third party for the construction of a shopping center for lease. The lease agreement was for a period of 30 years ending in December 2041. Under the conditions of the agreement, the Group paid advance rental and has to pay monthly rental. The rental will be increased every three years at the rate of 10% of the latest monthly rental.
- (c) The Group entered into a land lease agreement with the third party for the construction of a shopping center for lease. The lease agreement was for a period of 30 years ending in May 2027. Under the conditions of the agreement, the Group paid advance rental and has to pay monthly rental. The rental will be increased every five years at the rate of 10% of the latest month rental.
- (d) On 29 June 2007, the Group entered into two land lease agreements with a local company for the construction of a shopping center for lease. Under the conditions of the lease agreements, the Group had to pay advance rental. The first agreement was land lease agreement with no monthly rental for the period of 3 years, from 1 July 2007 to 30 June 2010. The other agreement is a land lease agreement for the period of 30 years from 1 July 2010 to 30 June 2040. Under the conditions of the second lease agreement, the Group had to pay the land rental charge of Baht 700,000 per month which will be increased at the rate of 15% of the latest month rental, every three years from 1 July 2013. This agreement can be renewed for another 10-year period (till 30 June 2050).

- (e) The Group entered into three lease agreements with other parties for the construction of shopping center for lease and shophouses. Two land lease agreements were for a period of 30 years ending in August 2025 and in June 2030, respectively. Another agreement is for a lease of shophouses for a period of 26 years ending in July 2021. Under the conditions of the agreements, the Group has to pay advance rental and guarantee deposit for leasehold rights. In addition, the Group has to pay a monthly rental which will be revised every five years. The Group received a refundable guarantee deposit amounting to Baht 20 million in 1997 and will receive the remaining balance of the refundable guarantee deposits amounting to Baht 298.6 million from the 21<sup>st</sup> year of the lease until the 30<sup>th</sup> year of the lease. The land lease agreements can be renewed for a further period of not less than 15 years by giving written notification one year in advance prior to expiration of the lease period as mutually agreed rate and compensation. The lessor will obtain the ownership rights of shopping center buildings and structures thereon at the expiration of the lease agreement. Upon the expiration of the shophouse lease, the lessor will give the Group a priority in renewing the lease agreement.

Subsequently, in 2018, the Group has extended the land lease agreements period and has entered into new land lease agreements with the third parties who were the existing lessors, with two plots. The first plot has a period of 37 years and 1 month ending in August 2055, and the second plot has a period of 42 years and 1 month ending in June 2060. Under the conditions of the agreement, the Group has to pay fees and monthly rental fees which will be increased every 5 years. The land lease agreements can be renewed for a further period of not less than 15 years by giving written notification three years in advance prior to expiration of the lease period as mutually agreed rate and compensation. At the expiration of the lease agreement the Group will transfer the ownership rights of shopping center buildings and structures thereon to the lessors.

- (f) The Group entered into three land lease agreements with the third parties for the construction of shopping center for lease. The lease agreements were for a period of 30 years ending in February 2038. Under the conditions of the agreements, the Group had to pay advance rental and annual rental. The rental will be increased every 3 years at the rate of 12%. The lease agreements can be renewed for another 10-year period by entering into the agreements 2 years prior to the expiration of the lease with the mutually agreed rate and compensation.
- (g) In 2003, the Group entered into a land with structure lease agreement with other party. The lease agreement was for a period of 30 years ending in December 2032. Under the conditions of the agreement, the Group has to pay a monthly rental. The agreement can be renewed for another 30-year period as mutually agreed rate and compensation. The lessor obtained the ownership rights of additional structures started from the date of lease agreement.

In 2007, the Group entered into two memorandums of understanding comprising of the cancellation of certain land lease under the principal agreement with other party ("the lessor") and appointment of its related company as the new lessee under conditions stipulated in a new agreement between the lessor and the related company for a period of 25 years commencing 1 January 2007 to 22 December 2032. The Group had obtained the compensation from the related company in acquisition of leasehold rights and compensation from cancellation of leasehold rights amounting to Baht 214.3 million and Baht 19.2 million, respectively. However, the Group still has commitment to pay rental fee to other party.

On 19 August 2011, the Group entered into the addition land with structure lease agreement from the principal agreement with other party. The lease agreement was for a period of 21 years and 7 months ending in December 2032. Under the conditions of the agreement the Group has to pay advance annual rental. The agreement can be renewed for another 30-year period by entering into the agreement in advance 3 years prior to the expiration of the lease agreement as mutually agreed rate and compensation. The lessor will give the Company a priority in renewing the lease agreement.



On 25 September 2013, the Group entered into the third memorandum of understanding to amend the lease agreement with other party by amending the renewal period from the 30 years to 38 years, after the completion of the lease period. The lease conditions will be the same, except that the rental charges would be divided into two phases, 8 years and 30 years, respectively, under the following conditions:

- The first 8-year phase, (from 31<sup>th</sup> year - 38<sup>th</sup> year), after the expiration date of the lease period, the lessee has to give a written notification for the renewing of the agreement. The lessor and the Group have to enter into a renewal agreement or a new lease agreement within 22 December 2029, by paying annual rental under the conditions as stated in the lease agreement.
  - The 30-year phase, (39<sup>th</sup> - 68<sup>th</sup> year inclusive), after the expiration date of the first 8-year term, under the conditions of the lease agreement, the Group has to give a written notification for the renewing of the agreement to the lessor within 22 December 2035, in order to fix a new rate of the rental charge, also to enter into the renewal agreement, or the new lease agreement within 22 December 2037.
- (h) In 2005, the Group entered into a land lease agreement with a local company for the construction of shopping center and parking building. The lease agreement was for a period of 28 years 10 months ending in September 2034. Under the conditions of the agreement, the Group has to pay a monthly rental from September 2006. The rental will be increased every five years at the rate of 5% of the latest month rental. The lease agreements can be renewed by giving written notification in advance not less than six months prior to expiration of the lease agreement as mutually agreed rate and compensation.

Subsequently, in 2009, the Group entered into a memorandum of understanding to amend for part of land lease agreement under the same period and condition as it may be surrendered to the government for the mass rapid transit.

On 9 August 2007, the Group entered into a land with structure lease agreement with other party. The lease agreement was for the period of 30 years ending in 31 August 2037. Under the conditions of the agreement, the Group has to pay an annual rental. The rental will be increased every five years at the rate of 35% of the latest monthly rental. The lease agreement can be renewed by giving written notification in advance not less than one year prior to expiration of the agreement.

During 2015, the Group entered into a land lease agreement with other party. The lease agreement was for a period of 3 years, ending on 31 March 2018. Under the conditions of the agreement, the Group has to pay a monthly rental. The lease agreement can be renewed as mutually agreed conditions by giving written notification in advance not less than 60 days prior to the expiration of the agreement.

- (i) The Group entered into two lease agreements with other parties for the construction of shopping centers for lease. The first land lease agreement was for a period of 2 years commencing 21 June 2012 to 20 June 2014. Under the conditions of the agreement, the Group has to pay annual rental of Baht 1.5 million. The second agreement is a land lease agreement for the period of 30 years from 21 June 2014 to 20 June 2044. Under the conditions of the agreement, the Group has to pay monthly rental which will be increased every three years at the rate of 15%. This agreement can be renewed as mutually agreed conditions by giving written notification in advance not less than three months from the notification date from the lessor.

- (j) The Group entered into a land lease agreement with other parties for the construction of shopping centers for lease. The land lease agreement was for a period of 30 years ending in September 2043. Under the conditions of the agreement, the Group had to pay advance rental and annual rental. The rental will be increased every five years at the rate of 15% of the latest annual rental. The lease can be renewed for another 10-year period by entering into the agreement in advance 2 years prior to expiration of the lease agreement as the mutually agreed rate and compensation.
- (k) On 25 September 2013, the Company entered into the first memorandum of understanding to amend the lease agreement with other party dated 19 August 2011 as described in (g) by amending the renewal period from the 30 years to 38 years after the expiration of the lease period. The lease conditions will be the same, except that the rental charges would be divided into two phases, 8 years and 30 years, respectively, under the following conditions:
- The first 8-year phase after the expiration of the lease period, the lessee has to give a written notification and has enter into a renewal agreement or a new lease agreement within 22 December 2029, by paying annual rental under the conditions as stated in the lease agreement.
  - The 30-year phase after the expiration of the first 8-year term, under the conditions of the lease agreement, the Company has to give a written notification to the lessor within 22 December 2035 in order to fix a new rate of the rental charge, also to enter into the renewal agreement, or the new lease agreement within 22 December 2037.
- (l) The Company entered into a land lease agreement with other party for construction of a shopping center for lease. The lease agreement was for a period of 30 years ending in September 2045. Under the conditions of the agreement, the Company had to pay advance rental and annual rental. The rental will be increased every three years at the rate of 15 % of the latest annual rental.
- (m) The Company entered into several land lease agreements with other party for construction of a shopping center for lease. The lease agreements were for a period of 30 years. However, these agreements can be extended for another 10 years and ending in June 2056. Under the condition of the agreement, the Company has to pay annual rental. The rental will be increased every three years at the rate of 10 % of the latest annual rental.
- (n) The Company entered into sublease land agreements, utility system service agreements and shopping center lease agreement with a local company, for a period of 20 years ending on 30 April 2035. Under the conditions of the agreements, the Company had to pay for leasehold right in the amount of Baht 292.1 million and annual rental throughout the agreement period totalling Baht 1,239.7 million and the monthly service fee throughout the agreement period totalling Baht 62.5 million.
- (o) The Company entered into a land lease agreement with other party for construction of a shopping center. The lease agreement was for a period of 30 years and ending in June 2046. Under the conditions of the agreement, the Company has to pay annual rental which will be increased every ten years. In 2016, the Company entered into the lease agreement extension for another 10 years. The agreement will end in June 2056.
- (p) The Group entered into a land lease agreement with other party for a period of 30 years commencing after the construction period (from July 2017 to July 2024) and ending in June 2054. The agreement can be extended for another 29 years 6 months ending in December 2083. The rental throughout the agreement period is totalling Baht 8,234.3 million.

- (q) The Group entered into a land lease agreement with other party for a period of 30 years commencing in January 2021 and ending in December 2050. The agreement can be extended for another 30 years. Under the conditions of the agreements, the Company had to pay for leasehold right to the lessor in the amount of Baht 175 million and annual rental throughout the agreement period totalling Baht 575 million. Subsequently, the Group entered into a memorandum addendum of land lease agreement which defined the Company to pay additional land rental totalling Baht 160 million.
- (r) In August 2021, the Company entered into an agreement granting the right to use the development project with other parties. This agreement is for a period of 30 years starting from the due date of the project design and construction to be completed within 4 years from the date of transferred land in the project. Other parties must transfer the land to the Company within January 2022. The Company paid compensation on the effective date of the contract and will pay on the date of transferred land and will pay annually throughout the agreement period at the rate stipulated in the agreement. The agreement can be renewed within the first 6 months of the 26<sup>th</sup> utilisation year and the Company must complete the negotiation at least 2 years and 6 months before the utilisation period expires.

### **34 Events after the reporting period**

- 34.1 In January 2022, the Company acquired the ordinary shares of Suanlum Property Co., Ltd., from Dusit Thani Public Company Limited of 0.07 million shares amounting to Baht 137.35 million. As a result, the proportion of shareholding increased from 83.5% to 85% in accordance with the conditions in the agreement.
- 34.2 On 10 February 2022, at the Extraordinary Shareholder Meeting of Siam Future Development Public Company Limited, approved to delist the securities of SF from the Stock Exchange of Thailand.
- 34.3 At the Board of Directors' Meeting of the Company held on 18 February 2022, the Board of Directors had a resolution to propose shareholders of the Annual General Meeting to approve the appropriation of dividend of Baht 0.6 per share. The record date for the right to receive dividend will be 7 March 2022.

### 35 Reclassification of accounts

Certain accounts in the statement of financial position for the year 2020 and statement of comprehensive income for the year ended 31 December 2020 have been reclassified to conform to the presentation in the financial statements for year ended 31 December 2021. Other significant reclassifications were as follows:

	2020					
	Consolidated financial statements			Separate financial statements		
	Before reclass.	Reclass.	After reclass.	Before reclass.	Reclass.	After reclass.
	<i>(in million Baht)</i>					
<b><i>Statement of financial position</i></b>						
Other receivables	2,057	(121)	1,936	1,154	-	1,154
Trade accounts payable	(911)	247	(664)	(402)	134	(268)
Other payables	(4,913)	178	(4,735)	(2,296)	-	(2,296)
Current portion of lease liabilities	(2,111)	(304)	(2,415)	(1,871)	(134)	(2,005)
		<u>-</u>			<u>-</u>	

The reclassifications have been made because, in the opinion of management, the new classification is more appropriate to the Group's business.



# CENTRAL PATTANA

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# CENTRALPATTANA

## Board and Management Profile

### Board of Directors

#### Mr. Sudhitham Chirathivat

Age 74 Years

Position in CPN: Chairman (Authorized Signature)

Date of Being a Director of the Company March 1, 1995

#### Shareholding in the Company (as at December 31, 2021)

- Held personally 26,764,600 shares (0.5964%)
- Held by spouse or minor children (None)

#### Family Relationship among Directors and Executives as Specified in the SEC Notification

- Younger brother of Mr. Suthikiati Chirathivat and Mr. Sudhisak Chirathivat
- Elder brother of Mr. Suthipak Chirathivat and Ms. Wallaya Chirathivat
- Uncle of Mrs. Nidsinee Chirathivat, Mr. Kobchai Chirathivat, Mr. Prin Chirathivat and Mr. Chanavat Uahwatanasakul

#### Education

- MBA (Operations Research), Iona University, U.S.A.
- B.S. in Electrical Engineering, University of Maryland (College Park), U.S.A.

#### Past Experiences and/or Remarkable Positions

- Year 2022 - Present Honorary Chairman, Grand Canal Land Plc.
- Year 2021 - Present Chairman of the Board of Directors, Central Pattana Plc.
- Year 2004 - Present Vice Chairman, Robinson Plc.
- Year 2018 - 2021 Chairman, Grand Canal Land Plc.
- Year 2016 - 2021 Member of the Nomination and Remuneration Committee, Central Pattana Plc.
- Year 1995 - 2021 Director, Central Pattana Plc.
- Year 2007 - 2015 Advisory of the Nomination and Remuneration Committee, Central Pattana Plc.
- Year 2009 - 2013 Chairman of the Executive Committee, Central Group of Companies Co., Ltd.
- Year 2011 Director, Big C Supercenter Plc.
- Year 2006 - 2008 Member, Senate
- Year 2001 - 2003 Advisor to the Minister of Commerce, The Ministry of Commerce
- Year 1998 - 2002 President and Founder, Thai Shopping Center Association
- Year 1990 - 2002 Managing Director and Chief Executive Officer, Central Pattana Plc.

#### Directorship in Other Listed Companies

- Year 2019 - Present Director, Central Retail Corporation Plc.
- Year 2015 - Present Independent Director, Member of the Audit Committee, TV Thunder Plc.
- Year 2010 - Present Independent Director, Jasmine International Plc.
- Year 2003 - Present Director, Central Plaza Hotel Plc.



# CENTRALPATTANA

## **Directorship in Non-listed Companies/Organizations**

- 62 companies/organizations

## **Completed Program from Thai Institute of Directors (IOD)**

- Year 2003 - Director Certification Program (DCP) Class 37/2003

## **Other Training Courses**

- Economic Outlook 2021, Central Pattana Plc.
- The Joint State-Private Sectors Course Class 13, National Defence College

# CENTRALPATTANA

## Mr. Karun Kittisataporn

Age 74 Years

**Position in CPN:** Lead Independent Director

Member of the Audit and Corporate Governance Committee

Chairman of the Nomination and Remuneration Committee

**Date of Being a Director of the Company** April 10, 2009

## Shareholding in the Company (as at December 31, 2021)

- Held personally 16,540 shares (0.0004%)
- Held by spouse or minor children (None)

## Family Relationship among Directors and Executives as Specified in the SEC Notification

- - None -

## Education

- Diploma, GATT Commercial Policy Course, Geneva, Switzerland
- M.A. in International Trade, Syracuse University, U.S.A.
- B.C.A. (Economics) Victoria University of Wellington, New Zealand

## Past Experiences and/or Remarkable Positions

- Year 2019 - Present      Lead Independent Director, Central Pattana Plc.
- Year 2015 - Present      Chairman of the Nomination and Remuneration Committee, Central Pattana Plc.
- Year 2011 - Present      Member of the Audit and Corporate Governance Committee, Central Pattana Plc.
- Year 2017 - 2019      Chairman of the Nomination and Remuneration Committee, Member of the Risk Management Committee, Khon Kaen Sugar Industry Plc.
- Year 2017 - 2019      Member, ASEAN Association - Thailand
- Year 2017 - 2019      Director, Krungsri Foundation
- Year 2010 - 2019      Independent Director, Khon Kaen Sugar Industry Plc.
- Year 2009 - 2019      Independent Director, Central Pattana Plc.
- Year 2008 - 2019      Chairman of the Nomination and Remuneration Committee, Bank of Ayudhya Plc.
- Year 2006 - 2019      Member Committee 6, Council of State
- Year 2013 - 2017      Corporate Governance Committee Member, Khon Kaen Sugar Industry Plc.
- Year 2012 - 2017      Member of the Audit Committee, Khon Kaen Sugar Industry Plc.
- Year 2010 - 2017      Member of the Nomination and Remuneration Committee, Khon Kaen Sugar Industry Plc.
- Year 2008 - 2017      Chairman of the Executive Committee, The Support Arts and Craft International Centre of Thailand (Public Organization)
- Year 2009 - 2014      Member of the Nomination and Remuneration Committee, Central Pattana Plc.
- Year 2007 - 2014      Director, Office of Insurance Commission
- Year 2009 - 2011      Commission Member, The Securities and Exchange Commission Board
- Year 2008 - 2011      Director, Public Sector Development Commission
- Year 2001 - 2007      Permanent Secretary, Ministry of Commerce

# CENTRALPATTANA

- Year 2000 Director General, Department of Foreign Trade
- Year 1996 Director General, Department of Business Economics  
(Department of Trade Negotiations)

## **Directorship in Other Listed Companies**

- Year 2019 - Present Chairman, Bank of Ayudhya Plc.
- Year 2008 - Present Independent Director, Bank of Ayudhya Plc
- Year 2008 - Present Independent Director, Member of the Audit Committee,  
Sahamit Machinery Plc.

## **Directorship in Non-listed Companies/Organizations**

- 3 companies/organizations

## **Completed Program from Thai Institute of Directors (IOD)**

- Year 2021 - Ethical Leadership Program (ELP) Class 21/2021  
- Role of the Chairman Program (RCP) Class 48/2021
- Year 2019 - Risk Management Program for Corporate Leaders (RCL) Class 16/2019
- Year 2018 - Board Nomination and Compensation Program (BNCP) Class 3/2018
- Year 2013 - Anti-Corruption for Executive Program (ACEP) Class 7/2013  
- Monitoring The Internal Audit Function (MIA) Class 15/2013
- Year 2011 - Monitoring the Quality of Financial Reporting (MFR) Class 13/2011  
- Financial Institutions Governance Program (FGP) Class 2/2011
- Year 2009 - Audit Committee Program (ACP) Class 27/2009  
- Financial Statements for Directors (FSD) Class 4/2009
- Year 2008 - Role of the Compensation Committee (RCC) Class 6/2008
- Year 2006 - Director Certification Program (DCP) Class 81/2006

## **Other Training Courses**

- Economic Outlook 2021, Central Pattana Plc.
- The Joint State-Private Sectors Course Class 8, National Defence College

# CENTRALPATTANA

## Mr. Paitoon Taveebhol

Age 71 Years

**Position in CPN:** Independent Director

Chairman of the Audit and Corporate Governance Committee

Chairman of the Risk Policy Committee

**Date of Being a Director of the Company** July 10, 2002

## Shareholding in the Company (as at December 31, 2021)

- Held personally 15,165 shares (0.0003%)
- Held by spouse or minor children (None)

## Family Relationship among Directors and Executives as Specified in the SEC Notification

- - None -

## Education

- MBA, Kasetsart University
- B.A. in Accounting, Ramkhamhaeng University
- Certificate in Auditing, Thammasat University

## Past Experiences and/or Remarkable Positions

- Year 2014 - Present Chairman of the Risk Policy Committee, Central Pattana Plc.
- Year 2002 - Present Independent Director, Chairman of the Audit and Corporate Governance Committee, Central Pattana Plc.
- Year 2018 Independent Director, Zen Corporation Group Co., Ltd.
- Year 2014 - 2018 Chairman of the Board of Directors, Zen Corporation Group Co., Ltd.
- Year 2015 - 2016 Member of the Risk Management Committee, Somboon Advance Technology Plc.
- Year 2010 - 2012 Independent Director, Chairman of the Audit Committee, Member of the Corporate Governance Committee, Big C Supercenter Plc.
- Year 2003 - 2005 Managing Director, BT Business Consulting Co., Ltd.
- Year 1991 - 2005 President and Secretary General, The ASEAN Federation of Accountants
- Year 1991 - 2003 Vice President and Council, Member, The Institute of Certified Accountants & Auditors of Thailand
- Year 1998 - 2000 Vice President and Council Member, The Institute of Internal Auditors of Thailand
- Year 1997 - 2000 Managing Director, Arthur Andersen Business Advisory Ltd.
- Year 1975 - 2000 Director and Executive Director, SGV-Na Thalang Co., Ltd.

## Directorship in Other Listed Companies

- Year 2019 - Present Independent Director, Chairman of the Board of Directors, Zen Corporation Group Plc.
- Year 2016 - Present Chairman of the Enterprise Risk Policy Committee, KCE Electronics Plc.
- Year 2012 - Present Independent Director, Chairman of the Audit Committee, KCE Electronics Plc.
- Year 2008 - Present Independent Director, Chairman of the Nomination and Remuneration Committee, Member of the Audit and CG Committee, Somboon Advance Technology Plc.

# CENTRALPATTANA

## **Directorship in Non-listed Companies/Organizations**

- 1 company/organization

## **Completed Program from Thai Institute of Directors (IOD)**

- Year 2012 - Anti-Corruption for Executive Program (ACEP) Class 2/2012
- Year 2010 - Monitoring the System of Internal Control and Risk Management (MIR) Class 9/2010
  - Monitoring the Internal Audit Function (MIA) Class 9/2010
  - Role of the Compensation Committee (RCC) Class 10/2010
  - Monitoring the Quality of Financial Reporting (MFR) Class 11/2010
- Year 2009 - Monitoring Fraud Risk Management (MFM) Class 1/2009
- Year 2008 - Chartered Director Class (R-CDC) Class 3/2008
- Year 2005 - Role of Chairman Program (RCP) Class 11/2005
  - Audit Committee Program (ACP) Class 6/2005
- Year 2003 - Director Certification Program (DCP) Class 38/2003
  - Director Accreditation Program (DAP) Class 4/2003

## **Other Training Courses**

- Webinar jointly with audit committee members of listed companies, to enhance the quality of corporate governance and financial reports, held by The Office of the Securities and Exchange Commission

# CENTRALPATTANA

**Mrs. Jotika Savanananda**

**Age** 61 Years

**Position in CPN:** Independent Director

Member of the Audit and Corporate Governance Committee

Member of the Nomination and Remuneration Committee

**Date of Being a Director of the Company** September 25, 2015

## **Shareholding in the Company (as at December 31, 2021)**

- Held personally 27,963 shares (0.0006%)
- Held by spouse or minor children (None)

## **Family Relationship among Directors and Executives as Specified in the SEC Notification**

- - None -

## **Education**

- MBA (Finance and International Business), Sasin Graduate Institute of Business Administration, Chulalongkorn University
- M.S. in Psychology, University of San Francisco, California, U.S.A.
- B.A. in Psychology, University of Minnesota, U.S.A.

## **Past Experiences and/or Remarkable Positions**

- Year 2015 - Present Independent Director, Member of the Audit and Corporate Governance Committee, Member of the Nomination and Remuneration Committee, Central Pattana Plc.
- Year 2017 - 2020 Director, Life Insurance Fund
- Year 2018 Independent Director, Member of the Audit Committee, Member of the Nomination and Remuneration Committee, Zen Corporation Group Co., Ltd.
- Year 2014 - 2018 Director, Chairman of Audit Committee, Member of Nomination and Remuneration Committee, The Stock Exchange of Thailand
- Year 2014 - 2017 Commission Member, Office of Insurance Commission
- Year 2014 - 2015 Director, Government Housing Bank
- Year 2009 - 2014 President, Chairman of the Investment Committee, Member of the Risk Management Committee, SCB Asset Management Co., Ltd.
- Year 1996 - 2009 Chairman of the Investment Committee, Member of the Risk Management Committee, CEO, TMB Asset Management Co., Ltd.

## **Directorship in Other Listed Companies**

- Year 2019 - Present Independent Director, Member of the Audit Committee, Member of the Nomination and Remuneration Committee, Zen Corporation Group Plc.

## **Directorship in Non-listed Companies/Organizations**

- 4 companies/organizations

## **Completed Program from Thai Institute of Directors (IOD)**

- Year 2017 - Corporate Governance for Capital Market Intermediaries (CGI) Class 18/2017
- Year 2015 - Risk Management Committee Program (RMP) Class 6/2015  
- Advanced Audit Committee Program (AACP) Class 18/2015
- Year 2006 - Director Certification Program (DCP) Class 73/2006

# CENTRALPATTANA

## **Other Training Courses**

- Webinar jointly with audit committee members of listed companies, to enhance the quality of corporate governance and financial reports, held by The Office of the Securities and Exchange Commission
- Economic Outlook 2021, Central Pattana Plc.
- Capital Market Academy Leadership Program, Class 10
- Thailand Insurance Leadership Program Class 5
- The Joint State-Private Sectors Course Class 20, National Defence College



# CENTRALPATTANA

## Mr. Veravat Chutichetpong

Age 61 Years

Position in CPN: Independent Director

Member of the Risk Policy Committee

Date of Being a Director of the Company April 21, 2016

## Shareholding in the Company (as at December 31, 2021)

- Held personally (None)
- Held by spouse or minor children (None)

## Family Relationship among Directors and Executives as Specified in the SEC Notification

- - None -

## Education

- MBA, Stern School of Business, New York University, U.S.A.
- B.Eng. in Civil Engineering, Chulalongkorn University

## Past Experiences and/or Remarkable Positions

- Year 2021 - Present Member of the Risk Policy Committee, Central Pattana Plc.
- Year 2016 - Present Independent Director, Central Pattana Plc.
- Year 2016 - 2021 Member of the Audit and Corporate Governance Committee, Central Pattana Plc.
- Year 2012 - 2016 Chairman of the Audit Committee, Phatra Securities Plc.
- Year 2010 - 2016 Director, Phatra Capital Plc.
- Year 2005 - 2016 Director, Phatra Securities Plc.
- Year 2012 - 2013 Director, Kiatnakin Bank Plc.
- Year 2003 - 2010 Executive Director, Phatra Securities Co., Ltd.
- Year 2008 - 2009 Member of Sub Committee, Social Security Office
- Year 2003 - 2009 Member of Sub Committee (Take Over Panel), The Securities and Exchange Commission
- Year 2002 - 2003 Executive Director, Merrill Lynch Phatra Securities Co., Ltd.
- Year 1998 - 2002 CEO, Merrill Lynch Phatra Securities Co., Ltd.
- Year 1995 - 1998 Managing Director, Phatra Securities Co., Ltd.
- Year 1994 - 1995 Managing Director, Phatra Thanakit Co., Ltd.

## Directorship in Other Listed Companies

- Year 2017 - Present Member of the Audit Committee, Chairman of the Nomination and Remuneration Committee, Kiatnakin Bank Plc.
- Year 2016 - Present Independent Director, Kiatnakin Bank Plc.

## Directorship in Non-listed Companies/Organizations

- 2 companies/organizations

## Completed Program from Thai Institute of Directors (IOD)

- Year 2016 - Corporate Governance for Capital Market Intermediaries (CGI) Class 15/2016
- Year 2005 - Director Accreditation Program (DAP) Class 40/2005

## Other Training Courses

- - None -

# CENTRALPATTANA

## Mr. Suthikiati Chirathivat

Age 79 Years

Position in CPN: Director

Date of Being a Director of the Company July 10, 2002

### Shareholding in the Company (as at December 31, 2021)

- Held personally 22,645,900 shares (0.5046%)
- Held by spouse or minor children (None)

### Family Relationship among Directors and Executives as Specified in the SEC Notification

- Elder brother of Mr. Sudhisak Chirathivat, Mr. Sudhitham Chirathivat, Mr. Suthipak Chirathivat and Ms. Wallaya Chirathivat
- Uncle of Mrs. Nidsinee Chirathivat, Mr. Kobchai Chirathivat, Mr. Prin Chirathivat and Mr. Chanavat Uahwatanasakul

### Education

- Diploma in Mechanical Engineering, South West Essex Technical College, United Kingdom
- M.A. in Political Science, Ramkhamhaeng University
- B.A. in Political Science, Ramkhamhaeng University

### Past Experiences and/or Remarkable Positions

- Year 2002 - Present Director, Central Pattana Plc.
- Year 2008 - Present Member of University Council, Ramkhamhaeng University
- Year 2014 - 2018 Honorary Advisor, Thai Hainanese Trade Association
- Year 1995 - 2018 Director, Central Retail Corporation Co., Ltd.
- Year 2014 - 2015 Advisor to the Chairman of the Constitutional Court
- Year 2006 - 2008 Advisor to the Minister of Tourism and Sports, The Ministry of Tourism and Sports
- Year 1992 - 1996 Member, Senate
- Year 1991 - 1992 Member, National Legislative Assembly
- Year 1984 - 1988 Association President, Thai Retailers Association

### Directorship in Other Listed Companies

- Year 2019 - Present Vice Chairman, Central Retail Corporation Plc.
- Year 2009 - Present Director, Chairman of the Executive Committee, Bangkok Post Plc.
- Year 1993 - Present Chairman, Central Plaza Hotel Plc.

### Directorship in Non-listed Companies/Organizations

- 68 companies/organizations

### Completed Program from Thai Institute of Directors (IOD)

- Year 2008 - Director Accreditation Program (DAP) Class 68/2008

### Other Training Courses

- The Joint State-Private Sectors Course Class 1, National Defence College
- The Modern Management Class 1, National Defence College

# CENTRALPATTANA

## **Mr. Sudhisak Chirathivat**

**Age** 76 Years

**Position in CPN:** Director

Advisory of the Nomination and Remuneration Committee

**Date of Being a Director of the Company** July 10, 2002

## **Shareholding in the Company (as at December 31, 2021)**

- Held personally 28,366,400 shares (0.6320%)
- Held by spouse or minor children (None)

## **Family Relationship among Directors and Executives as Specified in the SEC Notification**

- Younger brother of Mr. Suthikiati Chirathivat
- Elder brother of Mr. Sudhitham Chirathivat, Mr. Suthipak Chirathivat and Ms. Wallaya Chirathivat
- Uncle of Mrs. Nidsinee Chirathivat, Mr. Kobchai Chirathivat, Mr. Prin Chirathivat and Mr. Chanavat Uahwatanasakul

## **Education**

- B.A. in Mathematics, St. John Fisher College, U.S.A.

## **Past Experiences and/or Remarkable Positions**

- Year 2006 - Present Chairman, Robinson Plc.
- Year 2007 - 2021 Advisory of the Nomination and Remuneration Committee, Central Pattana Plc.
- Year 2002 - 2021 Director, Central Pattana Plc.
- Year 2019 - 2020 Director, Member of the Nomination and Remuneration Committee, Central Retail Corporation Plc.
- Year 1995 - 2018 Director, Central Retail Corporation Co., Ltd.

## **Directorship in Other Listed Companies**

- Year 2003 - Present Vice Chairman, Central Plaza Hotel Plc.

## **Directorship in Non-listed Companies/Organizations**

- 29 companies/organizations

## **Completed Program from Thai Institute of Directors (IOD)**

- Year 2007 - Director Accreditation Program (DAP) Class 61/2007  
- Director Certification Program (DCP) Class 89/2007

## **Other Training Courses**

- - None -

# CENTRALPATTANA

**Mrs. Nidsinee Chirathivat**

**Age** 66 Years

**Position in CPN:** Director

**Date of Being a Director of the Company** July 10, 2020

**Shareholding in the Company (as at December 31, 2021)**

- Held personally 12,746,182 shares (0.2840%)
- Held by spouse or minor children (None)

**Family Relationship among Directors and Executives as Specified in the SEC Notification**

- Elder sister of Mr. Prin Chirathivat
- Niece of Mr. Suthikiati Chirathivat, Mr. Sudhisak Chirathivat, Mr. Sudhitham Chirathivat, Mr. Suthipak Chirathivat and Ms. Wallaya Chirathivat
- Cousin of Mr. Kobchai Chirathivat and Mr. Chanavat Uahwatanasakul

**Education**

- MBA, Notre Dame College, U.S.A
- B.A., Menlo College, U.S.A.

**Past Experiences and/or Remarkable Positions**

- Year 2020 - Present Director, Central Pattana Plc.
- Year 2018 - 2019 President, Central Department Store Ltd.
- Year 2014 - 2018 Co-President, Central Department Store Ltd.
- Year 1996 - 2014 Executive Vice President - Merchandising, Central Department Store Ltd.
- Year 1992 - 1996 Senior Vice President - Merchandising, Central Department Store Ltd.
- Year 1982 - 1992 Buyer, Central Department Store Ltd.

**Directorship in Other Listed Companies**

- - None -

**Directorship in Non-listed Companies/Organizations**

- 6 companies/organizations

**Completed Program from Thai Institute of Directors (IOD)**

- Year 2020 - Director Certification Program (DCP) Class 299/2020

**Other Training Courses**

- Capital Market Academy Leadership Program Class 13
- Top Executive Program in Commerce and Trade (TEPCoT 6)

# CENTRALPATTANA

**Mr. Kobchai Chirathivat**

**Age** 66 Years

**Position in CPN:** Director (Authorized Signature)

Member of the Nomination and Remuneration Committee

Member of the Risk Policy Committee

**Date of Being a Director of the Company** March 1, 1995

**Shareholding in the Company (as at December 31, 2021)**

- Held personally 27,462,800 shares (0.6149%)
- Held by spouse or minor children 133,000 shares (0.0030%)

**Family Relationship among Directors and Executives as Specified in the SEC Notification**

- Nephew of Mr. Suthikiati Chirathivat, Mr. Sudhisak Chirathivat, Mr. Sudhitham Chirathivat, Mr. Suthipak Chirathivat and Ms. Wallaya Chirathivat
- Cousin of Mrs. Nidsinee Chirathivat, Mr. Prin Chirathivat and Mr. Chanavat Uahwatanasakul

**Education**

- MBA, University of Chicago, Graduate School of Business, U.S.A.
- M.A. in Political Science, University of Notre Dame, U.S.A.
- LL.B. (Law), Chulalongkorn University

**Past Experiences and/or Remarkable Positions**

- Year 2021 - Present      Member of the Nomination and Remuneration Committee, Central Pattana Plc.
- Year 2014 - Present      Member of the Risk Policy Committee, Central Pattana Plc.
- Year 1995 - Present      Director, Central Pattana Plc.
- Year 2012 - 2016      Director, Malee Group Plc.
- Year 2002 - 2013      President & CEO, Central Pattana Plc.

**Directorship in Other Listed Companies**

- Year 2022 - Present      Chairman, Grand Canal Land Plc.

**Directorship in Non-listed Companies/Organizations**

- 27 companies/organizations

**Completed Program from Thai Institute of Directors (IOD)**

- Year 2001 - Director Certification Program (DCP) Class 7/2001

**Other Training Courses**

- The Joint State-Private Sectors Course Class 21, National Defence College

# CENTRALPATTANA

## Mr. Prin Chirathivat

Age 59 Years

**Position in CPN:** Director (Authorized Signature)

Member of the Risk Policy Committee

Advisory of the Nomination and Remuneration Committee

**Date of Being a Director of the Company** March 1, 1995

## Shareholding in the Company (as at December 31, 2021)

- Held personally 42,366,895 shares (0.9440%)
- Held by spouse or minor children 192,000 shares (0.0043%)

## Family Relationship among Directors and Executives as Specified in the SEC Notification

- Younger brother of Mrs. Nidsinee Chirathivat
- Nephew of Mr. Suthikiati Chirathivat, Mr. Sudhisak Chirathivat, Mr. Sudhitham Chirathivat, Mr. Suthipak Chirathivat and Ms. Wallaya Chirathivat
- Cousin of Mr. Kobchai Chirathivat and Mr. Chanavat Uahwatanasakul

## Education

- MBA (Business Management), Sasin Graduate Institute of Business Administration, Chulalongkorn University
- B.A. in Accounting, Skidmore College, U.S.A.

## Past Experiences and/or Remarkable Positions

- Year 2014 - Present      Member of the Risk Policy Committee, Central Pattana Plc.
- Year 2007 - Present      Advisory of the Nomination and Remuneration Committee, Central Pattana Plc.
- Year 2006 - Present      Director, Robinson Plc.
- Year 2004 - Present      Steering Support Committee, Chiangrai Rajabhat University
- Year 1995 - Present      Director, Central Pattana Plc.
- Year 2015 - 2016          Director, Thai Chamber of Commerce
- Year 2004 - 2012          Advisor, Market for Alternative Investment (MAI)
- Year 2003 - 2012          Chairman of the Audit Committee, Bualuang Securities Plc.
- Year 1999 - 2012          Director, Malee Group Plc.

## Directorship in Other Listed Companies

- Year 2021 - Present      Director, Siam Future Development Plc.
- Year 2019 - Present      Director, Central Retail Corporation Plc.
- Year 2012 - Present      Member of the Audit Committee, Bumrungrad Hospital Plc.
- Year 1994 - Present      Director, Member of Nomination and Compensation Committee, Member of Risk Management and Corporate Governance Committee, Central Plaza Hotel Plc.

## Directorship in Non-listed Companies/Organizations

- 137 companies/organizations

# CENTRALPATTANA

## **Completed Program from Thai Institute of Directors (IOD)**

- Year 2021 - Advance Audit Committee Program (AACP) Class 39/2021
- Year 2018 - Corporate Governance for Capital Market Intermediaries (CGI) Class 20/2018
- Year 2009 - Monitoring Fraud Risk Management (MFM) Class 1/2009
  - Monitoring of the Quality of Financial Reporting (MFR) Class 7/2009
- Year 2007 - Monitoring the Internal Audit Function (MIA) Class 1/2007
  - Monitoring the System of Internal Control and Risk Management (MIR) Class 1/2007
- Year 2005 - Director Accreditation Program (DAP) Class 35/2005
  - Audit Committee Program (ACP) Class 6/2005
  - Role of the Chairman Program (RCP) Class 11/2005
- Year 2000 - Director Certification Program (DCP) Class 2/2000

## **Other Training Courses**

- Psychology Workshop Class 73, Institute of Security Psychology
- Graduate Diploma in Management of Public Economy Class 4, King Prajadhipok's Institute
- Capital Market Academy Leadership Program Class 1
- The Programme for Senior Executives on Justice Administration Class 13
- The Joint State-Private Sectors Course Class 22, National Defence College



# CENTRALPATTANA

**Mr. Preecha Ekkunagul**

**Age** 63 Years

**Position in CPN:** Director (Authorized Signature)  
Member of the Risk Policy Committee

**Date of Being a Director of the Company** April 25, 2014

**Shareholding in the Company (as at December 31, 2021)**

- Held personally 72,827 shares (0.0016%)
- Held by spouse or minor children 3,000 shares (0.0001%)

**Family Relationship among Directors and Executives as Specified in the SEC Notification**

- - None -

**Education**

- M.Eng., Asian Institute of Technology
- B.Sc. in Chemical Engineering, Chulalongkorn University

**Past Experiences and/or Remarkable Positions**

- Year 2014 - Present Director, Member of the Risk Policy Committee, Central Pattana Plc.
- Year 2014 - 2021 President & CEO, Central Pattana Plc.
- Year 2012 - 2014 Director, Officemate Plc.
- Year 2003 - 2013 Director, Executive Director, President, Robinson Department Store Plc.
- Year 2000 - 2003 President, B2S Co., Ltd.
- Year 2000 - 2003 President, CRC Power Retail Co., Ltd.
- Year 1995 - 2000 Managing Director, Big C Supercenter Plc.

**Directorship in Other Listed Companies**

- Year 2021 - Present Director, Siam Future Development Plc.
- Year 2018 - Present Director, Grand Canal Land Plc.

**Directorship in Non-listed Companies/Organizations**

- 36 companies/organizations

**Completed Program from Thai Institute of Directors (IOD)**

- Year 2021 - Director Leadership Certification Program (DLCP) Class 0/2021
- Year 2005 - Director Certification Program (DCP) Class 62/2005
- Year 2004 - Director Accreditation Program (DAP) Class 8/2004

**Other Training Courses**

- Economic Outlook 2021, Central Pattana Plc.
- Capital Market Academy Leadership Program Class 7
- Advanced Management Program, Executive Course, Harvard Business School, Harvard University, U.S.A.

# CENTRALPATTANA

## Mr. Suthipak Chirathivat

Age 60 Years

Position in CPN: Director (Authorized Signature)

Date of Being a Director of the Company August 16, 2021

### Shareholding in the Company (as at December 31, 2021)

- Held personally 25,589,600 shares (0.5702%)
- Held by spouse or minor children (None)

### Family Relationship among Directors and Executives as Specified in the SEC Notification

- Younger brother of Mr. Suthikiati Chirathivat, Mr. Sudhisak Chirathivat and Mr. Sudhitham Chirathivat
- Elder brother of Ms. Wallaya Chirathivat
- Uncle of Mrs. Nidsinee Chirathivat, Mr. Kobchai Chirathivat, Mr. Prin Chirathivat and Mr. Chanavat Uahwatanasakul

### Education

- Executive MBA, Sasin Graduate Institute of Business Administration, Chulalongkorn University
- Mini MBA, Faculty of Commerce and Accountancy, Chulalongkorn University
- Mini MBA (Property), Faculty of Architecture, Chulalongkorn University
- B.A in Political Science, Ramkhamhaeng University

### Past Experiences and/or Remarkable Positions

- Year 2021 - Present Director, Central Pattana Plc.
- Year 2015 - 2021 Senior Executive Vice President, Office of the President, Central Pattana Plc.
- Year 2009 - 2014 Executive Vice President, Office of the President, Central Pattana Plc.
- Year 2003 - 2008 Executive Vice President, Leasing, Central Pattana Plc.
- Year 2001 - 2002 Senior Vice President, New Business Development, Central Pattana Plc.
- Year 2000 - 2001 Senior Vice President, Leasing & Marketing, Central Pattana Plc.

### Directorship in Other Listed Companies

- Year 2021 - Present Director, Siam Future Development Plc.

### Directorship in Non-listed Companies/Organizations

- 24 companies/organizations

### Completed Program from Thai Institute of Directors (IOD)

- Year 2011 - Director Certification Program (DCP) Class 12/2011

### Other Training Courses

- Advanced Management Program, Executive Course, Harvard Business School, Harvard University, U.S.A.
- The Joint State-Private Sectors Course Class 24, National Defence College
- Capital Market Academy Leadership Program Class 8
- The Executive Program in Energy Literacy for a Sustainable Future (TEA) Class 5
- Politics and Governance in Democratic Systems for Executives (PPR 19), King Prajadhipok's Institute
- Top Executive Program in Commerce and Trade (TEPCoT 10)
- Thammasat World Leadership Program (TWLP 1)
- Business Revolution and Innovation Network (BRAIN) Class 3, The Federation of Thai Industries

# CENTRALPATTANA

**Mrs. Wallaya Chirathivat**

Age 60 Years

**Position in CPN:** Director (Authorized Signature)  
Chief Executive Officer

**Date of Being a Director of the Company** January 1, 2022

**Shareholding in the Company (as at December 31, 2021)**

- Held personally 17,708,900 shares (0.3946%)
- Held by spouse or minor children (None)

**Family Relationship among Directors and Executives as Specified in the SEC Notification**

- Younger sister of Mr. Suthikiati Chirathivat, Mr. Sudhisak Chirathivat, Mr. Sudhitham Chirathivat and Mr. Suthipak Chirathivat
- Aunt of Mrs. Nidsinee Chirathivat, Mr. Kobchai Chirathivat, Mr. Prin Chirathivat and Mr. Chanavat Uahwatanasakul

**Education**

- MBA, University of Hartford, U.S.A.
- B.A. Economics, University of California, Los Angeles (UCLA), U.S.A.

**Past Experiences and/or Remarkable Positions**

- Year 2022 - Present Chief Executive Officer, Central Pattana Plc.
- Year 2017 - Present Director, CPN REIT Management Co., Ltd.
- Year 2018 - 2021 Deputy Chief Executive Officer, Central Pattana Plc.
- Year 2011 - 2018 Senior Executive Vice President, Business Development and Project Construction, Central Pattana Plc.
- Year 2005 - 2011 Executive Vice President, Business Development and Project Construction, Central Pattana Plc.
- Year 1998 - 2004 Executive Vice President, Central Retail Corporation Co., Ltd.

**Directorship in Other Listed Companies**

- Year 2021 - Present Director, Siam Future Development Plc.

**Directorship in Non-listed Companies/Organizations**

- 45 companies/organizations

**Completed Program from Thai Institute of Directors (IOD)**

- Year 2018 - Director Certification Program (DCP) Class 251/2018

**Other Training Courses**

- Business Revolution and Innovation Network (BRAIN) Class 2, The Federation of Thai Industries
- Advanced Management Program, Executive Course, Harvard Business School, Harvard University, U.S.A.
- PoompalungPandin Class 3, Chulalongkorn University
- The Joint State-Private Sectors Course Class 25, National Defence College
- Capital Market Academy Leadership Program Class 10

# CENTRALPATTANA

## Management Team

### **Ms. Naparat Sriwanvit**

**Age** 49 Years

**Position in CPN:** Chief Finance, Accounting and Risk Management Officer

### **Shareholding in the Company (as at December 31, 2021)**

- Held personally 114,173 shares (0.0025%)
- Held by spouse or minor children 34,000 shares (0.0008%)

### **Family Relationship among Directors and Executives as Specified in the SEC Notification**

- - None -

### **Education**

- Certified Public Accountant (CPA), Federation of Accounting Professions Under the Royal Patronage of His Majesty the King
- M.A., Faculty of Commerce and Accountancy, Thammasat University
- B.A., Faculty of Commerce and Accountancy, Chulalongkorn University

### **Past Experiences and/or Remarkable Positions**

- Year 2018 - Present Chief Executive Officer (Acting) and Executive Director, Grand Canal Land Plc.
- Year 2017 - Present Director, CPN REIT Management Co., Ltd.
- Year 2015 - Present Chief Finance, Accounting and Risk Management Officer, Central Pattana Plc.
- Year 2013 - 2014 Executive Vice President, Finance, Accounting and Risk Management, Central Pattana Plc.
- Year 2012 - 2015 Company Secretary, Central Pattana Plc.

### **Directorship in Other Listed Companies**

- Year 2021 - Present Director, Siam Future Development Plc

### **Directorship in Non-listed Companies/Organizations**

- 17 companies/organizations

### **Completed Program from Thai Institute of Directors (IOD)**

- Year 2019 - Director Certification Program (DCP) Class 276/2019
- Year 2002 - Company Secretary Program (CSP) Class 2/2002

### **Other Training Courses**

- Finance for Executives Program, INSEAD Business School, France
- Capital Market Academy Leadership Program Class 26
- TLCA Executive Development Program (EDP) Class 5, Stock Exchange of Thailand (SET)
- Royal Thai Army War College Program, Class 66

# CENTRALPATTANA

## **Continuing Professional Development in the Accounting Profession (CPD) in 2021**

- Finance for Financial Controllers and Business Analysis, Federation of Accounting Professions Under the Royal Patronage, totaling 8 hours
- TFRS 2021 Update, Federation of Accounting Professions Under the Royal Patronage, totaling 6 hours
- Lecture on “How Finance leaders are adapting within the new normal”, Federation of Accounting Professions Under the Royal Patronage, totaling 4 hours
- Lecture on “CFO Connect Virtual Event 2021: Finance Leaders in Disruptive Era”, Federation of Accounting Professions Under the Royal Patronage, totaling 2.5 hours
- Lecture on “Upskill and Reskill Challenges for CFO and Accounting Professions Under rapidly changing world”, Federation of Accounting Professions Under the Royal Patronage, totaling 3 hours
- Reading News Letter Issue No. 97 - 100 Federation of Accounting Professions Under the Royal Patronage, totaling 8 hours

# CENTRALPATTANA

## **Mr. Chanavat Uahwatanasakul**

**Age** 49 Years

**Position in CPN:** Chief Development Officer

### **Shareholding in the Company (as at December 31, 2021)**

- Held personally 17,574,866 shares (0.3916%)
- Held by spouse or minor children (None)

### **Family Relationship among Directors and Executives as Specified in the SEC Notification**

- Nephew of Mr. Suthikiati Chirathivat, Mr. Sudhisak Chirathivat, Mr. Sudhitham Chirathivat, Mr. Suthipak Chirathivat and Ms. Wallaya Chirathivat
- Cousin of Mrs. Nidsinee Chirathivat, Mr. Kobchai Chirathivat and Mr. Prin Chirathivat

### **Education**

- M.S. in Finance/Supply Chain Management, Marshall School of Business, University of Southern California, Los Angeles, U.S.A.
- MBA, Marshall School of Business, University of Southern California, Los Angeles, U.S.A.
- B.S. in Industrial Engineering, Chulalongkorn University

### **Past Experiences and/or Remarkable Positions**

- Year 2018 - Present Chief Development Officer, Central Pattana Plc.
- Year 2018 - Present Chairman, GLAND REIT MANAGEMENT Co., Ltd.
- Year 2017 - 2018 Executive Vice President, Business Development, Central Pattana Plc.
- Year 2013 - 2016 Senior Vice President, Development, Central Pattana Plc.

### **Directorship in Other Listed Companies**

- - None -

### **Directorship in Non-listed Companies/Organizations**

- 31 companies/organizations

### **Completed Program from Thai Institute of Directors (IOD)**

- Year 2018 - Director Certification Program (DCP) Class 255/2018

### **Other Training Courses**

- Advanced Management Program, Harvard Business School, Harvard University, U.S.A.

# CENTRALPATTANA

## **Mr. Lertvit Pumipitak**

**Age** 49 Years

**Position in CPN:** Head of Property Management

### **Shareholding in the Company (as at December 31, 2021)**

- Held personally 17,574,866 shares (0.3916%)
- Held by spouse or minor children (None)

### **Family Relationship among Directors and Executives as Specified in the SEC Notification**

- - None -

### **Education**

- M.S. in Real Estate Business, Thammasat Business School
- B.B.A. in Business Administration, Thammasat University

### **Past Experiences and/or Remarkable Positions**

- Year 2019 - Present Head of Property Management, Central Pattana Plc.
- Year 2012 - 2018 Senior Executive Vice President, Head of Corporate Business Development, Central Group of Companies Co., Ltd.
- Year 2005 - 2012 Vice President, Land Acquisition, Business Development, Central Group of Companies Co., Ltd.
- Year 1995 - 2005 General Manager, Property Acquisition, Ek-Chai Distribution System Co., Ltd. (Tesco Lotus)

### **Directorship in Other Listed Companies**

- - None -

### **Directorship in Non-listed Companies/Organizations**

- 3 companies/organizations

### **Completed Program from Thai Institute of Directors (IOD)**

- - None -

### **Other Training Courses**

- Advanced Management Program, Harvard Business School, Harvard University, U.S.A.
- Executive Development Program, INSEAD Business School, France
- Leadership Communication Certificate Program, Berkeley Executive Coaching Institute
- Executive Leadership Program - Wharton, NIDA
- Shopping Center Management, International Council of Shopping Centers
- Professional Development, Design & Construction, International Council of Shopping Centers



# CENTRALPATTANA

## Other Key Positions

**Mr. Tiva Kuankruea**

**Age** 39 Years

**Position in CPN:** Head of Financial Consolidation

## Shareholding in the Company (as at December 31, 2021)

- Held personally 400 shares (0.0000%)
- Held by spouse or minor children (None)

## Family Relationship among Directors and Executives as Specified in the SEC Notification

- - None -

## Education

- Certified Public Accountant (CA), Federation of Accounting Professions Under the Royal Patronage of His Majesty the King
- Executive MBA, Thammasat University
- B.A. in Accounting, Rajamangala University of Technology Phra Nakhon

## Past Experiences and/or Remarkable Positions

- Year 2021 - Present      Head of Financial Consolidation, Central Pattana Plc.

## Directorship in Other Listed Companies

- - None -

## Directorship in Non-listed Companies/Organizations

- - None -

## Completed Program from Thai Institute of Directors (IOD)

- - None -

## Other Training Courses

- Managing and Leading Function/Business Program, Development Dimensions International
- Global Business Innovation Program, University of Washington

## Continuing Professional Development in the Accounting Profession (CPD) in 2021

- Changing TFRS for PAEs in 2021, Federation of Accounting Professions Under the Royal Patronage of His Majesty the King, totaling 6 hours
- TFRS 2564 Update, Central People Development Center Co., Ltd., totaling 7 hours
- Tax 2021 Update, Central People Development Center Co., Ltd., totaling 6 hours
- M&A Guidance and Strategy, The Stock Exchange of Thailand, totaling 5 hours
- Financial Controllers and Business Analysis, Federation of Accounting Professions Under the Royal Patronage of His Majesty the King, totaling 4 hours

# CENTRALPATTANA

## **Ms. Ampawee Chompoopongkasem**

**Age** 44 Years

**Position in CPN:** Head of Company Secretary

**Date of Being a Company Secretary of the Company** May 1, 2016

### **Shareholding in the Company (as at December 31, 2021)**

- Held personally 13,752 shares (0.0003%)
- Held by spouse or minor children (None)

### **Family Relationship among Directors and Executives as Specified in the SEC Notification**

- - None -

### **Education**

- M.A. in Managerial Accounting, Chulalongkorn University
- B.A. in Accounting, Kasetsart University

### **Past Experiences and/or Remarkable Positions**

- Year 2016 - Present      Head of Company Secretary, Central Pattana Plc.
- Year 2003 - 2016      Company Secretary Assistant, Central Pattana Plc.

### **Directorship in Other Listed Companies**

- - None -

### **Directorship in Non-listed Companies/Organizations**

- - None -

### **Completed Program from Thai Institute of Directors (IOD)**

- Year 2020
  - Board War Room Series 3: Key Business and Legal Issues to Consider in Light of COVID-19
  - Board War Room Series 5: Cybersecurity Enters the Boardroom
  - IOD Open House 1/2020 for Company Secretary
  - CGR Workshop 2020 "Enhancing Good Corporate Governance based on CGR Scorecard"
  - Company Secretary Forum "Virtual Board Meeting & the Evolving Role of Corporate Secretary"
- Year 2019
  - Company Secretary Forum 1/2019: "Role of the Company Secretary in Board Engagement" Class 1/2019
- Year 2017
  - Open House for Company Secretary (IOH) Class 1/2017
  - Anti-Corruption: The Practical Guide (ACPG) Class 38/2017
  - CGR Workshop 2017: Enhancing Good Corporate Governance based on CGR Scorecard (R-CGW) Class 2/2017
  - Director Briefing 4/2017: The Sleeping Giants of Succession (M-DBT) Class 4/2017
- Year 2013
  - Anti-Corruption: The Practical Guide (ACPG) Class 5/2013
- Year 2010
  - Board Reporting Program (BRP) Class 4/2010
- Year 2007
  - Board Performance Evaluation (CG Workshop) Class 2/2007
- Year 2006
  - Developing Corporate Governance Policy (CG Workshop) Class 1/2006

# CENTRALPATTANA

## **Other Training Courses**

- Human Rights Driven Factors of Listed Companies' Sustainable Competitiveness" in accordance with UN Guiding Principles on Business and Human Rights (UNGPs), The Securities and Exchange Commission, Thailand
- Company Secretary Program (FPCS) Class 21, Thai Listed Companies Association
- Corporate Secretary Development Program Class 9, Faculty of Commerce and Accountancy, Chulalongkorn University, and the Thai Listed Companies Association

## **Continuing Professional Development in the Company Secretarial Practices in 2021**

- National Director Conference 2021: Leadership Behind Closed Door, The Securities and Exchange Commission, Thailand
- Company Secretary Forum 1/2021: Empowering Board Evaluation Through the Company Secretary Lens, The Securities and Exchange Commission, Thailand

# CENTRALPATTANA

## List of Committee in Subsidiaries

[illegible]

# CENTRALPATTANA

## List of Committee in Subsidiaries

[illegible]

# CENTRALPATTANA

## List of Committee in Subsidiaries

[illegible]

Remark <sup>1</sup> The companies are in process of liquidation.

# CENTRALPATTANA

## Head of Internal Audit

**Ms. Nonglak Sriwongphanawes**

**Age** 47 Years

**Position in CPN:** Head of Internal Audit

### Shareholding in the Company

- Held personally 11,989 shares (0.0003%)
- Held by spouse or minor children (None)

### Family Relationship among Directors and Executives as Specified in the SEC Notification

- - None -

### Education

- The Master of Commerce in International Business, The University of New South Wales, Australia
- B.B.A. in Finance and Banking, Assumption University

### Past Experiences and/or Remarkable Positions

- Year 2019 - Present      Head of Internal Audit, Central Pattana Plc.
- Year 2018 - Present      Internal Audit, Grand Canal Land Plc.
- Year 2015 - 2019          Assistant Vice President, Internal Audit Office, Central Pattana Plc.
- Year 2011 - 2015          Assistant Vice President, Internal Audit Office, Big C Supercenter Plc.
- Year 2018 - 2011          Senior Manager, Internal Audit Office, Big C Supercenter Plc.

### Directorship in Other Listed Companies

- - None -

### Directorship in Non-listed Companies/Organizations

- - None -

### Completed Program from Thai Institute of Directors (IOD)

- - None -

### Other Training Courses

- Crafting the Cybersecurity Excellences, ISACA
- IT Future for Capital Market, The Stock Exchange of Thailand
- Analytical Thinking for Professional Internal Auditors, The Institute of Internal Auditors of Thailand
- Anti-Corruption Synergy to Success, The Institute of Internal Auditors of Thailand
- Internal Audit's Challenge in Value Adding, The Institute of Internal Auditors of Thailand
- The IA Insights: The Professional of Sustainable Development, The Institute of Internal Auditors of Thailand
- IA Core competencies, The Institute of Internal Auditors of Thailand and The Stock Exchange of Thailand



- Fraud Examination, Federation of Accounting Professions Under the Royal Patronage of His Majesty the King
- Skills for New Auditor-In-Charge, The Institute of Internal Auditors of Thailand
- Endorsed Internal Auditing Program, Chulalongkorn University
- Standards and Techniques of Auditing, The Institute of Internal Auditors of Thailand
- Accountants with the Operating Internal Audit, The Institute of Internal Auditors of Thailand
- Risk Management Updates for Board and Senior Management, PricewaterhouseCoopers
- CAE Forum - Digitization: Empower IA New GEN, The Institute of Internal Auditors of Thailand
- PDPA for Internal Audit, Political Science Association of Kasetsart University
- Become An IS Audit Professional, ACIS

#### **Continuing Professional Development in the Internal Audit in 2021**

- Agile Auditing, The Institute of Internal Auditors of Thailand
- Top Risks 2021 & IT Audit Roles, The Institute of Internal Auditors of Thailand

# CENTRALPATTANA

## Assets under Central Pattana

At the end of year 2021, assets under Central Pattana include:

Projects	Number of Project
Shopping Center	36 Projects (35 Projects in Thailand and 1 Project in Malaysia)
Office Building	10 Projects
Hotel	2 Projects
Residential for Rent	1 Project
Residential for Sale	22 Projects

## Projects Launched

### 1. Shopping Centers

No.	Project	Land Ownership Status	Obligation
1	<b>Central Ladprao</b> 1693 Phaholyothin Road, Chatuchak, Chatuchak, Bangkok 10900 Tel: + 66 (0) 2793 6000 Fax: + 66 (0) 2541 1341	Leasehold (including building)	<ul style="list-style-type: none"> <li>Central Pattana pays for sublease rights fee, annual sublease rights fee and durable articles until end of contract.</li> </ul>
2	<b>Central Ramindra</b> 109/10, Ramindra Road, Bangkhen, Bangkok 10220 Tel: + 66 (0) 2790 3000 Fax: + 66 (0) 2552 5513	Leasehold	<ul style="list-style-type: none"> <li>Central Pattana paid rental in up front to Hamg Central Department Store Co., Ltd., which is related party. Both companies have Chirathivat Family as a major shareholder and controlling persons.</li> </ul>
3	<b>Central Pinklao</b> 7/222 Baromrachachonnanee Road, Arunamarin, Bangkoknoi, Bangkok 10700 Tel: + 66 (0) 2877 5000 Fax: + 66 (0) 2884 8486	Leasehold	<ul style="list-style-type: none"> <li>Central Pattana sublet parts of Central Pinklao to CPNREIT for 15 years, until December 31, 2024.</li> <li>In 2015, Central Pattana and CPNREIT had extended the main contract for another two years and five months, from January 1, 2025 to May 31, 2027.</li> </ul>
4	<b>Central Marina</b> 78/54 Moo 9, Pattaya Sai 2 Road, Banglamung, Chonburi 20260 Tel: + 66 (0) 3300 3888 Fax: + 66 (0) 3300 3888 ext. 1225-6	Leasehold	<ul style="list-style-type: none"> <li>Central Pattana pays monthly land sublease to Central Pattaya Co., Ltd. by advanced installment.</li> </ul>

No.	Project	Land Ownership Status	Obligation
5	<b>Central Chiangmai Airport</b> 2 Mahidol Road, 252-252/1 Wualai Road, Haiya, Muang Chiang Mai, Chiang Mai 50100 Tel: + 66 (0) 5399 9199 Fax: + 66 (0) 5399 9122-3	Freehold	<ul style="list-style-type: none"> <li>Central Pattana leased out partial of Central Chiangmai Airport to CPNREIT for 30 years until April 22, 2044.</li> </ul>
6	<b>Central Rama 3</b> 79 Sathupradit Road, Chongnonsee, Yannawa, Bangkok 10120 Tel: + 66 (0) 2649 6000 Fax: + 66 (0) 2673 6009	Freehold	<ul style="list-style-type: none"> <li>Central Pattana Rama 3 Co., Ltd. sublet partial of land, building and common area in building to CPNREIT for 30 years until August 15, 2035 (CPNREIT has right to renew 30 years contract for another two intervals).</li> </ul>
7	<b>Central Bangna</b> 587, 589 Debaratana Road, Bangna Nuea, Bangna, Bangkok 10260 Tel: +66 (0) 2763 6000 Fax: +66 (0) 2399 5777	Freehold	<ul style="list-style-type: none"> <li>n/a</li> </ul>
8	<b>Central Rama 2</b> 160 Rama 2 Road, Samaedum, Bangkhuntian, Bangkok 10150 Tel: + 66 (0) 2866 4300 Fax: + 66 (0) 2872 4560	Leasehold	<ul style="list-style-type: none"> <li>Central Pattana Rama 2 Co., Ltd. pays monthly land lease to landlord until end of contract.</li> <li>Central Pattana Rama 2 Co., Ltd. extend land lease contract of Central Rama 2 project for 30 years until 2055 and 2060 (partial).</li> <li>Central Pattana Rama 2 Co., Ltd. did 20 years sublease (partial) until August 15, 2025, three contracts to CPNRET including 53 rai - 2 ngan - 38.4 square wah of land, building and parking lot. In 2020, CPNREIT had renewed contract for another 30 years until August 15, 2055.</li> </ul>
9	<b>centralwOrld</b> 4, 4/1, 4/2, 4/4 Rajdamri Road, Patumwan, Bangkok 10330 Tel: + 66 (0) 2640 7000 Fax: + 66 (0) 2255 9767	Leasehold (including building)	<ul style="list-style-type: none"> <li>Thai Business Fund 4 pays land lease to the Crown Property Bureau until end of contract.</li> <li>Thai Business Fund 4 sublet land to Central World Hotel Co., Ltd., by receiving monthly rental until end of contract in 2040.</li> <li>Central Pattana pays rental of multi-purpose court area to the Crown Property Bureau until end of contract.</li> </ul>

No.	Project	Land Ownership Status	Obligation
10	<b>Central Rattanaibet</b> 68/100, 68/919 Moo 8, Rattanaibet Road, Bangkrasor, Muang Nonthaburi, Nonthaburi 11000 Tel: + 66 (0) 2103 5777 Fax: + 66 (0) 2526 6092	Freehold and Leasehold	<ul style="list-style-type: none"> <li>Central Pattana Rattanaibet Co., Ltd. pays monthly land lease (partial) to landlord until end of contract.</li> </ul>
11	<b>Central Chaengwattana</b> 99, 99/9 Moo 2, Chaengwattana Road, Bangtarad, Pak Kret, Nonthaburi 11120 Tel: + 66 (0) 2101 0000 Fax: + 66 (0) 2101 1343	Freehold	<ul style="list-style-type: none"> <li>n/a</li> </ul>
12	<b>Central Pattaya</b> 333/99 Moo 9, Banglamung, Chonburi 20260 Tel: + 66 (0) 3300 3999 Fax: + 66 (0) 3300 3999 โทร 1225-6	Freehold and Leasehold	<ul style="list-style-type: none"> <li>Central Pattana pays monthly land lease (partial) to landlord until end of contract.</li> <li>CPN Pattaya Co., Ltd. sublet partial of land, building and parking lot to CPNREIT for 30 years until August 31, 2037.</li> </ul>
13	<b>Central Udon</b> 277/1-3, 271/5 Prajaksillapakhom Road, Markkeang, Muangudonthani, Udonthani 41000 Tel: + 66 (0) 4224 9192 Fax: + 66 (0) 4224 4639	Freehold	<ul style="list-style-type: none"> <li>n/a</li> </ul>
14	<b>Central Chonburi</b> 55/88-89, 55/91 Moo 1, Sa-Med, Muang Chonburi, Chonburi 20000 Tel: + 66 (0) 3300 3333 Fax: + 66 (0) 3300 3179	Freehold and Leasehold	<ul style="list-style-type: none"> <li>Central Pattana Realty Co., Ltd. pays land lease to landlord until end of contract.</li> </ul>
15	<b>Central Khonkaen</b> 99, 99/1 Srichan Road, Naimuang, Muang, Khonkaen 40000 Tel: + 66 (0) 4300 1000 Fax: + 66 (0) 4300 1209	Freehold	<ul style="list-style-type: none"> <li>n/a</li> </ul>

No.	Project	Land Ownership Status	Obligation
16	<b>Central Chiangrai</b> 99/9 Moo 13, Robwiang, Muang Chiang Rai, Chiang Rai 57000 Tel: + 66 (0) 5202 0999 Fax: + 66 (0) 5202 0900	Freehold	■ n/a
17	<b>Central Phitsanulok</b> 9/99 Moo 5 Plaichomphon, Muang Phitsanulok, Phitsanulok 65000 Tel: + 66 (0) 5500 0999 Fax: + 66 (0) 5500 0990	Freehold	■ n/a
18	<b>Central Rama 9</b> 9/9 Rama 9 Road, Huai Khwang, Bangkok 10320 Tel: + 66 (0) 2103 5999 Fax: + 66 (0) 2103 5990	Leasehold	■ Central Pattana Nine Square Co., Ltd. pays land lease to landlord since the beginning of sublease until end of contract.
19	<b>Central Suratthani</b> 88 Moo 10, Watpradu, Muang Suratthani, Suratthani 84000 Tel: + 66 (0) 7796 3555 Fax: + 66 (0) 7796 3599	Freehold	■ n/a
20	<b>Central Lampang</b> 319 Highway Lampang-Ngao Rd., Suandok, Muang, Lampang 52100 Tel: + 66 (0) 5401 0555 Fax: + 66 (0) 5401 0599	Leasehold	■ Central Pattana Development Co., Ltd. pays land lease to land lord until end of contract.

No.	Project	Land Ownership Status	Obligation
21	<b>Central Ubon</b> 311 Moo 7 Chae Ra Mae, Muang, Ubonratchathani 34000 Tel: + 66 (0) 4595 0699 Fax: + 66 (0) 4595 0600	Freehold	■ n/a
22	<b>Central Chiangmai</b> 99, 99/1, 99/2 Moo 4 Superhighway Road, Fa Ham, Muang Chiang Mai, Chiang Mai 50000 Tel: + 66 (0) 5399 8999 Fax: + 66 (0) 5200 1700	Freehold	■ n/a
23	<b>Central Hatyai</b> 1518, 1518/1, 1518/2 Kanchanavanid Road, Hatyai, Songkhla 90110 Tel: + 66 (0) 7480 1555 Fax: + 66 (0) 7480 1599	Freehold	■ n/a
24	<b>Central Samui</b> 209, 209/1-209/2 Moo 2, Borpud, Samui, Suratthani 84320 Tel: + 66 (0) 7796 2777 Fax: + 66 (0) 7796 2799	Leasehold	■ Central World Co., Ltd. pays land lease to land lord until end of contract.
25	<b>Central Salaya</b> 99/19, 99/20 Moo 2, Bangtoey, Sampran, Nakornpatom 73210 Tel: + 66 (0) 3410 0888 Fax: + 66 (0) 3410 0899	Freehold and Leasehold	■ Central Pattana pays partial of land lease to land lord until end of contract.



No.	Project	Land Ownership Status	Obligation
26	<b>Central Rayong</b> 99, 99/1 Bangna-Trad Road, Chengneun, Muang Rayong, Rayong 21000 Tel: + 66 (0) 3301 3333 Fax: + 66 (0) 3301 3300	Freehold	<ul style="list-style-type: none"> <li>■ n/a</li> </ul>
27	<b>Central Phuket</b>  <b>Central Phuket Festival</b> 74, 75 Moo 5, Vichit, Muang Phuket, Phuket 83000 Tel: + 66 (0) 7629 1111 Fax: + 66 (0) 7629 4000  <b>Central Phuket Floresta</b> 199 Moo 4, Vichit, Muang Phuket, Phuket 83000 Tel : +66 (0) 76603 333 Fax : +66 (0) 7629 4000	Leasehold          Leasehold	<ul style="list-style-type: none"> <li>■ Central Pattana pays land and building lease to Central Department Store Co., Ltd., which is related party. Both companies have Chirathivat Family as a major shareholder and controlling persons.</li> <li>■ Central Pattana pays land lease to landlord until end of contract.</li> </ul>
28	<b>Central Westgate</b> 199, 199/1,199/2 Moo 6, Soa Thong Hin, Bang Yai, Nonthaburi 11140 Tel: + 66 (0) 2102 7999 Fax: + 66 (0) 2102 7900	Leasehold	<ul style="list-style-type: none"> <li>■ Central Pattana pays land and building lease to Vantage Ground Co., Ltd. which is related party. Both companies have Chirathivat Family as a major shareholder and controlling persons.</li> </ul>
29	<b>Central Eastville</b> 69, 69/1, 69/2 Praditmanutham Rd., Ladprao, Bangkok 10230 Tel: + 66 (0) 2102 5000 Fax: + 66 (0) 2102 5099	Freehold and Leasehold	<ul style="list-style-type: none"> <li>■ Central Pattana pays land lease to land lord until end of contract.</li> </ul>

No.	Project	Land Ownership Status	Obligation
30	<b>Central Nakhorn Si</b> 8, 9/8 Moo 7, Nasan, Phraphrom, Nakhon Si Thammarat 80000 Tel: +66 (0) 7580 3333 Fax: +66 (0) 7580 3399	Freehold	■ n/a
31	<b>Central Korat</b> 990, 998 Mittraphap-Nong Khai Road, Nai Muang, Muang Nakhon Ratchasima, Nakhon Ratchasima 30000 Tel: +66 (0) 4400 1555 Fax: +66 (0) 4400 1599	Freehold	■ n/a
32	<b>Central Mahachai</b> 98 Moo 4, Na Dai, Muang Samut Sakhon, Samut Sakhon 7400 Tel : +66 (0) 3411 2777 Fax: +66 (0) 3411 2799	Freehold	■ n/a
33	<b>Central i-City</b> No1, Level B1, I-City, Persiaran Multimedia, Seksyen 7, Shah Alam, Selangor Darul Ehsan. Malaysia 40000 Tel: +60 (0) 3 5525 0099	Freehold	■ n/a
34	<b>Central Village</b> 98 98/1 Moo 5, Bang Chalong, Bang Phli District, Samut Prakan 10540 Tel: +66 (0) 2550 6555	Freehold	■ n/a

No.	Project	Land Ownership Status	Obligation
35	<b>Central Si Racha</b> 8 Sukhumvit Rd, Si Racha, Chon Buri 20110 Tel: 033 253 555	Leasehold	<ul style="list-style-type: none"> <li>■ Dara Harbour Co., Ltd. pays land lease to land lord for 30 years until January 15, 2050.</li> <li>■ Dara Harbour Co., Ltd. sublet partial land to Central Pattana by receiving annual rental until end of contract in 2050.</li> </ul>
36	<b>Central Ayutthaya</b> 129/1,129/2,129/3 Moo 3, Klong Suan Plu, Phra Nakhon Si Ayutthaya 13000 Tel: +66 (0) 3595 2555	Freehold	<ul style="list-style-type: none"> <li>■ n/a</li> </ul>

## 2. Office Building

No.	Project	Land Ownership Status	Obligation
1	<b>Ladprao</b> 1693 Phaholyothin Road, Chatuchak, Bangkok 10900 Tel: + 66 (0) 2793 6000 Fax: + 66 (0) 2541 1341	Leasehold (including building)	<ul style="list-style-type: none"> <li>Central Pattana pays for sublease rights fee, annual sublease rights fee and durable articles until end of contract.</li> </ul>
2	<b>Pinklao Tower A</b> 7/222 Baromrachachonnanee Road, Arunamarin, Bangkoknoi, Bangkok 10700 Tel: + 66 (0) 2877 5000 Fax: + 66 (0) 2884 8446	Leasehold	<ul style="list-style-type: none"> <li>Central Pattana sublet partial of Central Pinklao to CPNREIT for 15 years, until December 31, 2024.</li> <li>In 2015, Central Pattana and CPNREIT had extended the contract for another two years and five months, from January 1, 2025 to May 31, 2027.</li> </ul>
3	<b>Pinklao Tower B</b> 7/222 Baromrachachonnanee Road, Arunamarin, Bangkoknoi, Bangkok 10700 Tel: + 66 (0) 2877 5000 Fax: + 66 (0) 2884 8446	Leasehold	<ul style="list-style-type: none"> <li>Central Pattana sublet partial of Central Pinklao to CPNREIT for 15 years, until December 31, 2024.</li> <li>In 2015, Central Pattana and CPNREIT had extended the contract for another two years and five months, from January 1, 2025 to May 31, 2027.</li> </ul>
4	<b>Bangna</b> 587, 589 Debaratana Road, Bangna Nuea, Bangna, Bangkok 10260 Tel: +66 (0) 2763 6000 Fax: +66 (0) 2399 5777	Freehold	<ul style="list-style-type: none"> <li>n/a</li> </ul>
5	<b>Central World Offices</b> 999/9 Rama 1 Road, Patumwan, Bangkok 10330 Tel: + 66 (0) 2640 7000 Fax: + 66 (0) 2255 9767	Leasehold (including building)	<ul style="list-style-type: none"> <li>Thai Business Fund 4 sublet office building to Central Pattana by receiving monthly rental from Central Pattana until end of contract.</li> <li>Thai Business Fund 4 sublet office building and land to CPNCG for 20 years until December 22, 2032.</li> </ul>

No.	Project	Land Ownership Status	Obligation
6	<b>Chaengwattana</b> 99, 99/9 Moo 2, Chaengwattana Road, Bangtarad, Pak Kret, Nonthaburi 11120 Tel: + 66 (0) 2101 0000 Fax: + 66 (0) 2101 1343	Freehold	■ n/a
7	<b>Rama 9</b> 9/9 Rama 9 Road, Huai Khwang, Bangkok 10320 Tel: + 66 (0) 2103 5999 Fax: + 66 (0) 2103 5990	Leasehold	■ Central Pattana Nine Square Co., Ltd. pays land lease to landlord since the beginning of sublease until end of contract.
8	<b>The Ninth Towers Grand Rama 9</b> 33/4 Rama 9 Road, Huay Kwang, Bangkok 10310 Tel: +66 (0) 2168 1288	Freehold	■ n/a
9	<b>Unilever House Grand Rama 9</b> 161 Rama 9 Road, Huay Kwang, Bangkok 10310 Tel: +66 (0) 2246 2323 Fax: +66 (0) 2247 1082	Freehold	■ n/a
10	<b>G Tower Grand Rama 9</b> 9 Rama 9 Road, Huay Kwang, Bangkok 10310 Tel: +66 (0) 2123 1111	Leasehold	■ Rama 9 Square Co., Ltd. pays monthly land lease to landlord until end of contract.

### 3. Hotels

No.	Project	Land Ownership Status	Obligation
1	Centara Hotel & Convention Centre Udon Thani 212-214 Prajak Sillapakom, Tambon Mak Khaeng, Mueang Udon Thani District, Udon Thani 41000 Tel: + 66 (0) 42 34 3555 Fax: + 66 (0) 42 34 3550	Freehold	<ul style="list-style-type: none"> <li>n/a</li> </ul>
2	Hilton Pattaya Hotel 333/101 Moo 9, Nong Prue, Bang Lamung, Chon Buri 20260 Tel: + 66 (0) 38 25 3000 Fax: + 66 (0) 38 25 3001	Freehold and Leasehold	<ul style="list-style-type: none"> <li>Central Pattana pays monthly land lease (partial) to landlord until end of contract.</li> <li>CPN Pattaya Co., Ltd. sublet partial of land, building and parking lot to CPNREIT for 30 years until August 31, 2037.</li> </ul>

### 4. Residential for Rent

No.	Project	Address	Land Ownership Status	Obligation
1	Central City Residence	587, 589 Debaratana Road, Bangna Nuea, Bangna, Bangkok 10260 Tel: +66 (0) 2763 6000 Fax: +66 (0) 2399 5777	Freehold	<ul style="list-style-type: none"> <li>n/a</li> </ul>

## 5. Residential for Sale

### 5.1 Condominium Project

No.	Project	Address	Land Ownership Status	Obligation
1	ESCENT CHIANGMAI	98 Moo 4 Superhighway Road, Fa Ham, Muang, Chiangmai 50000 Tel: + 66 (0) 52 08 8318	Freehold	■ n/a
2	ESCENT KHONKAEN	199 Naimuang, Muang, Khonkaen 40000 Tel: + 66 (0) 43 04 3600	Freehold	■ n/a
3	ESCENT RAYONG	89 Bangna-Trad Road, Chengneun, Muangrayong, Rayong 21000 Tel: + 66 (0) 33 10 0388	Freehold	■ n/a
4	ESCENT VILLE CHIANGMAI	97 Moo 4 Superhighway Road, Fa Ham, Muang Chiang Mai, Chiang Mai 50000 Tel: + 66 (0) 52 00 1191	Freehold	■ n/a
5	ESCENT VILLE CHIANGRAI	299 Moo 13, Robwiang, Muang Chiang Rai, Chiang Rai 57000 Tel: + 66 (0) 52 02 3588	Freehold	■ n/a
6	ESCENT NAKHONRATCHASIMA	988 Mittraphap-Nong Khai Road, Nai Muang, Muang Nakhon Ratchasima, Nakhon Ratchasima 30000 Tel: + 66 (0) 44 00 7995	Freehold	■ n/a
7	PHYLL PHAHOL 34	2018 Phahonyothin 34, Sena Nikhom, Chatuchak, Bangkok 10900 Tel: + 66 (0) 25 50 6874	Freehold	■ n/a
8	ESCENT UBONRATCHATHANI	339 Moo 7, Chaeramae, Muang Ubon Ratchathani, Ubon Ratchathani 34000 Tel: + 66 (0) 45 95 3001	Freehold	■ n/a
9	Belle Grand Rama 9	141/1 Rama 9 Road, Huay Kwang, Bangkok 10310 Tel: +66 (0) 2248 4949 Fax: +66 (0) 2246 4638	Freehold	■ n/a
10	ESCENT PARK VILLE CHIANGMAI	98 Moo 5, Fa Ham, Muang, Chiangmai 50000 Tel: +66 (0) 52 01 1669	Freehold	■ n/a

## 5.2 Low-rise Project

No.	Project	Address	Land Ownership Status	Obligation
1	NIYHAM BOROMRATCHACHONNANI	62 Borommaratchachonnani, Sala Thammasop, Thawi Watthana, Bangkok 10170 Tel: + 66 (0) 21 19 4646	Freehold	■ n/a
2	NINYA KALLAPAPRUEK	87 Kanlapaphruek Road, Bang Khae, Bangkok 10160 Tel: +66 (0) 98 386 6582	Freehold	■ n/a
3	ESCENT TOWN PHITSANULOK	999 Moo 5, Phlai Chumphon, Muang Phitsanulok, Phitsanulok 65000 Tel: +66 (0) 92 907 2153	Freehold	■ n/a
4	NIRATI CHIANGRAI	299 Moo 3, Bypass-Vhiangburapha Road, Rop Wiang, Muang Chiang Rai, Chiang Rai 57000 Tel: +66 (0) 53 17 9889	Freehold	■ n/a
5	NIRATI BANGNA	333 Sukkhaphiban 6, km.12 Bang Na-Trat Road, Bang Phi Yai, Bang Phi, Samut Prakan 10540 Tel: +66 (0) 20 04 6377	Freehold	■ n/a
6	NIRATI Don Mueang	333 Cherdwutthakat Road, Sikan Subdistrict, Don Mueang, Bangkok 10210 Tel: +66 (0) 96 047 7256	Freehold	■ n/a



## Future Projects

### 1. Shopping Centers

No.	Project	Land Ownership Status	Obligation
1	Central Chanthaburi	Freehold	▪ n/a
2	Dusit Central Park	Leasehold	▪ Vimamsuriya Co., Ltd. sub-leased the land from Dusit Thani Plc “DTC” (DTC holds the land head lease with the Crown Property Bureau). Shares in Vimamsuriya were held by Central Pattana and DTC with the proportion of 40:60.

### 2. Residential for Sale

No.	Project	Land Ownership Status	Obligation
1	ESCENT RAYONG II	Freehold	▪ n/a
2	ESCENT KORAT	Freehold	▪ n/a
3	ESCENT HATYAI	Freehold	▪ n/a
4	ESCENT VILLE AYUTTHAYA	Freehold	▪ n/a
5	PHYLL PHUKRT	Freehold	▪ n/a
6	ESCENT AVENUE RAYONG	Freehold	▪ n/a

### Summary of Long-term Land Lease Contract (Projected Launched)

Project	Counterparty	Land Ownership	Contract End
Central Ladprao	Sublessor: Central International Development Co., Ltd. Sublessee: Central Pattana	State Railway of Thailand	2028
Central Ramindra	Lessor: Hang Central Department Store Co., Ltd. Lessee: Central Pattana	Hang Central Department Store Co., Ltd. (Central Group)	2023
Central Pinklao	Lessor: Hang Central Department Store Co., Ltd. Lessee: Central Pattana	Hang Central Department Store Co., Ltd. (Central Group)	2027
Central Marina	Sublessor: Central Pattaya Co., Ltd. Sublessee: Central Pattana	Third Party (Juristic Persons)	2035
Central Rama 2	Lessor: Third Party (Individual) Lessee: Central Pattana Rama 2 Co., Ltd.	Third Party (Individual)	2055 - 2060
Central World	Lessor: The Crown Property Bureau Lessee: Thai Business Fund 4 and Central Pattana	The Crown Property Bureau	2040
Central Rattanathibet (Partial)	Lessor: Third Party (Juristic Persons) Lessee: Central Pattana Rattanathibet Co., Ltd.	Third Party (Juristic Persons)	2034 - 2037
Central Pattaya (Partial)	Lessor: Third Party (Individual) Lessee: Central Pattana Rama 2 Co., Ltd. Sublessee: CPN Pattaya Co., Ltd.	Third Party (Individual)	2038
Central Chonburi (Partial)	Lessor: Third Party (Individual) Lessee: Central Pattana Chonburi Co., Ltd.	Third Party (Individual)	2027
Central Rama 9	Lessor: Third Party (Juristic Persons) Lessee: Central Pattana Nine Square Co., Ltd.	Third Party (Juristic Persons)	2040
Central Lampang	Lessor: Third Party (Individual) Lessee: Central Pattana Development Co., Ltd.	Third Party (Individual)	2041

Project	Counterparty	Land Ownership	Contract End
Central Samui	Lessor: Third Party (Juristic Persons and Individual) Lessee: Central World Co., Ltd.	Third Party (Juristic Persons and Individual)	2043
Central Salaya	Lessor: Third Party (Juristic Persons) Lessee: Central Pattana	Third Party (Juristic Persons)	2044
Central Phuket Festival	Lessor: Central Department Store Co., Ltd. Lessee: Central Pattana	Central Department Store Co., Ltd. (Central Group)	2056
Central Phuket Floresta	Lessor: Third Party (Juristic Persons and Individual) Lessee: Central Pattana	Third Party (Juristic Persons and Individual)	2056
Central Westgate	Lessor: Vantage Ground Co., Ltd. (Central Group) Lessee: Central Pattana	Vantage Ground Co., Ltd. (Central Group)	2043
Central Eastville	Lessor: Third Party (Juristic Persons) Lessee: Central Pattana	Third Party (Juristic Persons)	2044 - 2045
Central Si Racha	Lessor: Third Party (Juristic Persons) Lessee: Central Pattana	Third Party (Individual)	2050

# Code of Conduct And Corporate Governance Policy

Content	Page
<b>1. Message from the Chairman and CEO</b>	3
<b>2. About CPN</b>	
1) Vision and Missions	4
2) Corporate Values	4
3) Corporate Governance Principles	5
<b>3. About the Code of Conduct and Corporate Governance Policy</b>	
1) Conformance to Code of Conduct and Corporate Governance Policy	6
2) Whistle-blowing and complaints	7
<b>4. Code of Conduct</b>	
1) Directors and executives	10
2) Employees	10
<b>5. Policies and implementing guidelines in conformance to the Code of Conduct</b>	
1) Recording, reporting, and storage of data policy	11
2) Securities trading and insider trading policy	11
3) Information security policy	11
4) Internal control and internal audit policy	12
5) Managing conflicts of interest policy	12
6) Tax policy	13
7) Anti-corruption policy	13
8) Acceptance and giving of gifts, reception, entertainment, or other benefits policy	14
9) Anti-money laundering policy	14
10) Political participation policy	14
11) Responsibility for the company's assets policy	15
12) Intellectual properties policy	15
13) Respect of law and principles of human rights policy	15
14) Treatment of customers policy	16
15) Hiring & purchasing and treatment of business partners policy	16
16) Treatment of creditors policy	17
17) Treatment of employees policy	17
18) Business competition policy	17
19) Society, communities, and the environment policy	18
• Society and communities	
• Environmental, energy, and natural resource conservation	
20) Safety and occupational health policy	18
21) Public relations and marketing policy	19
<b>6. Corporate Governance Policy</b>	
<b>Section 1: Rights of shareholders</b>	
1) Rights of shareholders	20
2) Shareholders' meeting	20

<b>Section 2: Equitable treatment of shareholders</b>	
1) Monitoring of inside information	21
2) Monitoring of conflicts of interest	22
3) Disclosure of vested interests	22
<b>Section 3: Roles of stakeholders</b>	22
<b>Section 4: Disclosure of information and transparency</b>	
1) Disclosure of information	23
2) Responsible persons for disclosure of information	24
3) Auditor and financial statements	24
<b>Section 5: Responsibilities of the board of directors</b>	
1) Composition and appointment	24
2) Qualifications	25
3) Terms	25
4) Selection	26
5) Board diversity	26
6) Roles of the Chairman and the President	26
7) Limiting the number of companies for directors and the President	26
8) Responsibilities	26
9) Appointment of subcommittees	28
10) Board meetings	29
11) The Company Secretary	30
12) Board's performance assessment	31
13) Subcommittees' performance assessment	31
14) President's performance assessment	31
15) Remuneration	31
16) Training and knowledge development	31
17) Succession plan	31
<b>7. Appendix</b>	
1) Definitions	32
2) References	35
<b>8. Acknowledgment and compliance form</b>	36

## 1. Message from the Chairman and CEO

Central Pattana Public Company Limited (CPN) is committed to running business with transparency, morality, ethics, and responsibility to society and the environment, guided through the years by a Code of Conduct and a Corporate Governance Policy.

Since 2001 and 2004, CPN's written Code of Conduct and Corporate Governance Policy have existed, with updates made for suitability and agreement with best practices and current legislation.

To enable all our operations to come under the same standards among and between the Company, subsidiaries and joint ventures, we are asking all directors, executives, and employees to master this edition of Code of Conduct and Corporate Governance Policy and strictly conform to it to form a corporate culture in CPN's best interests and for its stakeholders' trust over the years.

*-Suthichai Chirathivat-*  
(Mr. Suthichai Chirathivat)  
Chairman

*-Preecha Ekkunagul-*  
(Mr. Preecha Ekkunagul)  
President & Chief Executive Officer

## 2. About CPN

### 1) Vision, Missions, and Corporate Values

#### Vision

“To be the most admired and dynamic regional retail property developer with world-class rewarding experience”

#### Missions

- To be the preferred mall of choice, delivering extraordinary values that exceed all stakeholders' expectation
- To create new retail formats and merchandising mix that fit better with our targeted customers' changing lifestyles
- To be a potential leader in the region and be considered as threat in all markets that we operate in
- To be the shopping mall destination delivering world-class shopping experience superior to those of our competitors in all markets that we have presence in

### 2) Corporate Values

CPN has defined I•CARE as the core values that need to be transferred and instilled in all employees to ensure that its operational goals are aligned, contributing to good organizational culture. I•CARE comprises:

- **I-INNOVATION:** Creation of new products

CPN stands ready to encourage and support all personnel in facing changes without pre-judgement, in overcoming all limitations and achieving all possibilities, in consistently examining and exchanging knowledge, and in fearlessly innovating with readiness to modify and improve in the turning of ideas into real practice.

- **C-CUSTOMER:** Focus on customers

CPN listens to customers' needs and trains its personnel to know products and customers' requirements in depth to provide service beyond expectation, all the while considering customers' points of view, even in tough times. CPN is ready to admit mistakes when they are made and find immediate solutions to respond to customers' changing requirements.

- **A-ALLIANCE:** Progress of the business group

CPN drives its personnel to work for the corporation under the same overarching goals and bases its business decisions on choices that lead to the highest benefit for all. We listen to and respect all viewpoints, building new knowledge networks to raise expertise standards and foster joint experiences, as well as creating cooperation between branches and business groups, to become an organization of unity.

- **R-RELATIONSHIP:** Common spirits

CPN recognizes the importance of valuing and respecting differences and diversity in age, culture, and gender to promote a workplace where care, sincerity, flexibility and consideration of colleagues, business partners and society are key factors. We emphasize the keeping of promises to foster confidence and trust in our work, as well as creating an awareness of social responsibility for sustainable growth.

- **E-ETHIC:** Respect of ethics

CPN upholds ethics in all our business dealings, emphasizes good corporate governance, and promotes personnel responsibility in forging integrity and trustworthiness for oneself and others. Our employees work with transparency, full disclosure and accountability, do not tolerate wrongdoings in the company, as well as obeying all rules, regulations, and the Company's Code of Ethics.

### **3) Corporate Governance Principles**

- **Honesty**

Conduct business by taking into account the CPN's benefit; adhere to honesty towards one's own responsibility and all stakeholders; do not take any advantage, and be aware that dishonesty is unacceptable.

- **Open-mindedness and transparency**

Conduct business with transparency; be ready to disclose the company's key information in a correct, complete, timely, and accountable manner; be open-minded to the views of all stakeholders for continuous improvement.

- **Equitable treatment**

Conduct business and treat shareholders, customers, business partners, creditors, employees, and all concerned with equality and respect for human rights principles.

- **Fairness**

Conduct business and treat shareholders, customers, business partners, creditors, employees, and all concerned with fairness to reach common balanced benefit.

- **Commitment to agreement**

Conduct business with responsibility towards shareholders, customers, business partners, creditors, employees, and all concerned so that work will be accomplished according to the policy, good system, and agreement committed to all stakeholders.

- **Responsibility towards society**

Conduct business by dealing with stakeholders, communities, and society according to their rights; conduct the company's activities by taking into account the environment and society for sustainable development and growth.



### 3. About the Code of Conduct and Corporate Governance Policy

#### 1) Conformance to Code of Conduct and Corporate Governance Policy

##### 1. Responsible parties

All directors, executives, and employees are responsible for strictly conforming to Code of Conduct and Corporate Governance Policy.

##### 2. Guiding principles

- Study, review, and conform to CPN's Code of Conduct and Corporate Governance Policy
- Study, review, and conform to policies or regulations not stated in this Code of Conduct and Corporate Governance Policy but specifically related to one's own job
- Encourage and advise internal and external colleagues to understand Code of Conduct and Corporate Governance Policy
- Cooperate with agencies responsible for investigating violations or negligence of the Code of Conduct and Corporate Governance Policy.
- All supervisors must ensure their subordinates' conformance to Code of Conduct and Corporate Governance Policy and educate or advise them when questions arise
- If unsure whether an action goes against Code of Conduct and Corporate Governance Policy, ask oneself the following questions:
  - Is this against the law, peace and order, or morality?
  - Is this against CPN's policies, corporate values, corporate governance principles, or regulations?
  - Is this going to harm CPN's stakeholders or image?
  - Is this going to set a bad precedent?

**If the answer to any of these is yes, stop the action.**

##### 3. Compliance process

- Board of Directors ('Board'):
  - Define and update Code of Conduct and Corporate Governance Policy, including provision of helpful approaches and recommendations.
- Audit Committee:
  - Ensure CPN's consistent process for good corporate governance and provide essential approaches and recommendations for improvement.
- Corporate Governance and Sustainable Development Committee:
  - Define and update Code of Conduct and Corporate Governance Policy in line with updated international good practices for the Board's approval
  - Define and review the process for efficient and effective implementation of Code of Conduct and Corporate Governance Policy, including the development and modification of relevant policies, regulations, and mechanisms; communication and execution of good corporate governance activities; and establishment of information disclosure channels that are accurate, complete, and suitable for all stakeholders.
- Human Capital and Organization Development:
  - Ensure that each employee gets a copy of Code of Conduct and Corporate Governance Policy and explain and guide them on their roles in compliance
  - Follow up and file the form of acknowledgment and compliance with the Code of Conduct and Corporate Governance Policy once the employees sign their names in acknowledgment.

- Legal:
  - Examine and provide guidance where Code of Conduct and Corporate Governance Policy may involve legal aspects
  - Guide the development and modification of Code of Conduct and Corporate Governance Policy so that the contents may prove complete and suitable.
- Internal Audit:
  - Undertake a preliminary check if there is ground to believe that there may be an abuse of the code of conduct and corporate governance principles, and report it to the Audit Committee
  - Follow up and coordinate swift rectification of the abuse of the Code of Conduct and Corporate Governance Policy, and report it to the Audit Committee.
- Company Secretary Office:
  - Coordinate with regulators and share knowledge with other agencies to apply such knowledge to the development of policies and corporate governance affairs, and propose Code of Conduct and Corporate Governance Policy modifications to the Board
  - Coordinate with relevant internal and external units in communicating Code of Conduct and Corporate Governance Policy through suitable communication channels.

#### **4. Discipline**

Code of Conduct and Corporate Governance Policy is regarded as part of CPN's discipline enforced on CPN employees. Violators are subject to investigation and punishment under CPN's regulations, which may include dismissal or legal action, or both.

The following instances are regarded as violation of Code of Conduct and Corporate Governance Policy:

1. Disobedience of Code of Conduct and Corporate Governance Policy
2. Advice or encouragement to others to disobey Code of Conduct and Corporate Governance Policy
3. Negligence or failure to whistle-blow when coming across its violation or non-conformance to Code of Conduct and Corporate Governance Policy
4. Non-cooperation with agencies responsible for examining breaches of Code of Conduct and Corporate Governance Policy, including negligence
5. Actions regarded as unfair to others who cooperate with agencies responsible for examining Code of Conduct and Corporate Governance Policy breaches

## **2) Whistle-blowing and complaints**

### **1. Whistle-blowing and complaints**

In order to encourage stakeholders, both in and outside the company, to participate in the corporate governance principles, should employees or stakeholders suspect any unlawful activities or those in violation of the law, rules, regulations, code of business conduct, or corporate governance principles, they can ask, undertake whistle-blowing or file complaints with detailed evidence to the company or relevant agencies via the following channels:

#### **1.1 Audit Committee**

Tel. : (02) 667-5555 ext. 1200

Email : [whistleblower@cpn.co.th](mailto:whistleblower@cpn.co.th)

Mail : Audit Committee

Central Pattana Public Company Limited

999/9 The Offices at CentralWorld, 30<sup>th</sup> floor

Rama 1 Road, Pathumwan  
Bangkok 10330

1.2 President & CEO

Email : [CEO@cpn.co.th](mailto:CEO@cpn.co.th)

Mail : President & CEO

Central Pattana Public Company Limited  
999/9 The Offices at CentralWorld, 33<sup>th</sup> floor  
Rama 1 Road, Pathumwan  
Bangkok 10330

## **2. Conditions of whistle-blowing and complaints**

- 2.1 The details of whistle-blowing or complaints must be factual, clear, or sufficient to lead to investigation.
- 2.2 The whistle-blower or the complainant may choose not to reveal his/her name, address, and telephone number(s) if the disclosure will cause danger or damage. But if the person chooses to reveal himself/herself, the Company's investigation will proceed with speed, with additional useful information, factual revelation, or alleviation of the damage in a more convenient way and shorter time.
- 2.3 The rights of the whistle-blower or the complainant will be protected whether he/she is an employee or an outsider.
- 2.4 The time required to process each complaint depends on the complexity of the case, document sufficiency, proofs received from the complainant, as well as documents, proofs, and explanations of the person complained against.
- 2.5 The person who receives the complaint and the person involved in the investigation must keep the filed information confidential. If necessary, they may disclose it taking into account the safety of and the damage to the complainant or any person who cooperates in the investigation, the information sources, or relevant persons.
- 2.6 If the complainant or the person who cooperates in the investigation thinks that he/she is unsafe or threatened, he/she may ask the company for appropriate protective measures, or the company may proactively provide protective measures if there is potential damage or danger.
- 2.7 The damaged person will be assisted by proper and just procedures.
- 2.8 Providers of false leads or complaints made to defame others are subject to disciplinary measures or punishment under applicable laws.

## **3. Protection of rights of employees, temporary employees, and outsourced persons**

The company will not unfairly treat directors, executives or employees, temporary employees, or outsourced persons, whether through changes in position, nature of work, or locations of work, suspension, threats, obstruction of work, termination of work, or any unfair act to these people because they:

- 3.1 File complaints when coming across incidents or items suspected of wrongdoing, fraud, violations, or non-compliance with the law, regulations, CPN's code of conduct, or its corporate governance policy
- 3.2 Provide whatever leads, information, cooperation, or assistance to the Board, management, public agencies, or regulators to ease examination or inspection when violation or non-

compliance is suspected against the law, CPN's regulations, code of conduct, or corporate governance policy

3.3 Reject corrupt practices even when CPN's business opportunities are at stake.

CPN will maintain the confidentiality of provided leads and will keep confidential the names of their providers except where they have given their consent or where required by law.

## 4. Code of Conduct

The Code of Conduct provides good practices for CPN employees to apply to their jobs so that business execution may prove transparent, moral, and ethical, with due regard for all stakeholders.

### 1) Directors and executives

1. Perform duties according to the law, rules, regulations, and relevant policies
2. Perform duties with honesty, due attention, prudence, and ethics for the maximum benefit of CPN and the stakeholders
3. Be a role model for employees by conforming to Code of Conduct and Corporate Governance Policy
4. Encourage and ensure CPN's transparent business execution, free of corruption
5. Devote time to work with the utmost knowledge and ability
6. Avoid conflicts of interest with CPN, whether directly or indirectly
7. Do not get involved in unlawful transactions of assets or other benefits with CPN's stakeholders
8. Do not use one's authority to reap personal benefit
9. Maintain one's dignity so as to be respectable in society; behave properly according to one's role and authority
10. Treat others with kindness; respect the rights and dignity of others; honor others
11. Keep confidential information of CPN and the stakeholders through measures against leaks to unrelated people even after ending employment with CPN, except in compliance with the law or under commitment
12. Refrain from exploiting data derived from their job performances for undue personal or others' gains, and refrain from unfair actions concerning the trading of CPN's and related companies' securities.

### 2) Employees

1. Perform duties according to the law, rules, regulations, and relevant policies
2. Adhere to honesty, fairness, and ethics in performing duties
3. Exert transparency and corruption-free job performance
4. Perform duties with responsibility, caution, and dedication for the company's maximum benefit
5. Continuously improve work under responsibility
6. Maintain one's dignity so as to be respectable in society; behave properly according to one's role and authority
7. Treat others with kindness; respect the rights and dignity of others; honor others
8. Open to others' opinions with reason and without bias
9. Create unity and provide assistance for the overall benefit of work, society, and the country
10. Keep confidential information of the company and the stakeholders through measures against leaks to unrelated people even after ending employment with the company, except in compliance with the law or under commitment
11. Refrain from exploiting data derived from their job performances for undue personal or others' gains, and refrain from unfair actions concerning the trading of CPN's and related companies' securities.
12. Avoid any action or making comments to stakeholders, external parties, the press, the social media, or social networks of various forms on matters that may harm CPN's reputation and image, or that may mislead others about CPN's involvement in such action or comments
13. Refrain from claiming as one's own the performance of others whether in or outside the company.

## 5. Policies and implementing guidelines in conformance to the Code of Conduct

### 1) Recording, reporting, and storage of data policy

1. CPN personnel must record factual, complete, and timely financial data, business data, and data on CPN's stakeholders in compliance with the rules set by CPN or by law.
2. CPN personnel must report factual and straightforward data without falsifying documents or concealing or distorting them.
3. CPN employees must maintain material business information as well as confidential information of the company and stakeholders with utmost seriousness and within a limited circle, without disclosing it to insiders or outsiders even in the case of retirement, resignation, or termination of work with the company, except as stipulated by the law or resolutions of the directors.
4. CPN personnel must not use the company's inside information that has not been disclosed to the public for their own interest or for the interest of others.
5. Outsiders with the opportunity to handle or have access to confidential information must sign a Confidentiality Agreement to ensure that they are careful to keep the confidentiality and inside information, as applied to employees.
6. The disclosure of material information must be made by an authorized person. When receiving questions about material business information without the authority to disclose it, one must refer to an authorized person.

### 2) Securities trading and insider trading policy

1. CPN personnel must not engage in unfair actions concerning the trading of CPN's and related companies' securities for personal or others' gains, including
  - Refraining from buying, selling, transferring, or taking transfer of CPN's securities through exploiting confidential inside information for personal or others' gains (Insider Trading)
  - Refraining from buying, selling, transferring, or taking transfer of CPN's securities to mislead others and by distorting the prices or securities volumes traded, or both, thus misleading others and profiting from such tricks (Market Manipulation)
  - Refraining from spreading false news or distorting data to mislead others or act in the hope of misleading them about CPN or its security prices (Misstatement).
2. In case of rumors or news affecting securities transactions or the decision to invest in CPN's securities, the company must clarify such rumors or news as promptly as possible.
3. In case of irregular transactions of the Company and other related entities due to the leak of its information not yet disclosed by insiders, such insiders who leaked the information are considered violators of CPN's rules and may be punished by relevant law.

### 3) Information security policy

Defining a scope for oversight and management of corporate information technology that aligns with CPN's business needs, the Board has ensured IT application to grow business opportunities and develop business practices and risk management to achieve business objectives and key goals. CPN personnel must conform to the policy in the following ways.

1. The use of CPN's information system must be for the sole purpose of business. The information system is considered CPN's asset, so users cannot expect privacy and must avoid using it outside business operation.

2. CPN employees must strictly adhere to the Information Security Policy and Information Security Standards as well as law, rules, regulations, and relevant policies.
3. The owner of the information must classify confidentiality levels as appropriate to the reference of the Information Security Standards. Such classification takes into account the necessity to protect the information for business purposes and impacts if the information is leaked or if the regulations, law, and binding contracts are modified. The levels of confidentiality can change depending on the decision of the owner of the information.
4. CPN employees facing an emergency case that may affect business operation and stability of the information system or encounter vulnerability of the system, whether technical or operational, or anything that may cause risk to CPN must promptly inform the responsible department.
5. The internet media and computer system must be used only as necessary and for business.
6. The internet media must not be used to cause damage to CPN's computer and internet systems.
7. The internet media, computer system, or other equipment must not be used to improperly search for, disseminate, or keep information, contrary to morality, relevant law, rules, regulations, or policies.
8. CPN employees must use copyrighted computer programs and contact the department responsible for information technology for the installment of additional computer programs for business if necessary.
9. CPN employees must keep confidential the company's access codes (passwords) to the computer system and programs so that outsiders cannot have access to it.
10. If CPN allows the hiring of temporary employees, student trainees, agencies, companies, sellers, business partners, contractors, advisers, CPN's customers, and CPN's non-employees to have access to its information system, the supervisors of the unit must monitor the use by such persons against the rules, regulations, and policies.
11. CPN employees must cooperate in the monitoring, control, and any action to ensure the security of the information system.

#### **4) Internal control and internal audit policy**

1. CPN properly and sufficiently develops an internal control system to ensure that the company conducts business by taking into account efficiency and effectiveness of the operation, reliability and correctness of financial statements and compliance with relevant law, rules, and regulations.
2. CPN sets up an internal audit as a key mechanism to measure the appropriateness and sufficiency of the internal control system and risk management.
3. CPN cultivates knowledge, understanding, and awareness of the criticality of adherence to the internal control and internal audit systems among all employees.
4. CPN employees must adhere to the internal control and internal audit systems as part of their work to ensure efficiency, effectiveness, correctness, and reliability.
5. The Audit Committee is responsible for regularly following up and checking the appropriateness and sufficiency of the internal control system in line with the actual business situations.

#### **5) Managing conflicts of interest policy**

1. CPN employees must refrain from competing with CPN, whether directly or indirectly.
2. CPN employees must refrain from engagement in potential conflicts of interest between oneself and CPN, and from any action that poses direct or indirect burdens to CPN.

3. CPN personnel must not spend work hours on private businesses or activities unrelated to CPN's business in a way that affects their own job competency and performance efficiency.
4. CPN employees must refrain from participation in reviewing items of conflicts of interest involving oneself; if participation is unavoidable, one must immediately inform one's supervisor.
5. CPN employees must avoid letting personal relationships with other parties or agencies harm CPN's best interests.
6. CPN employees must conform to the criteria, procedures, and disclosure of connected transaction information strictly by the law or regulators' requirements, while observing CPN's regulations.
7. If it is necessary to make connected transactions, transactions must be in accordance with the general business conditions as approved by the Board, based on transparency and fairness, as if done with outsiders and taking into account CPN's maximum benefit.
8. If the connected transactions are against general business conditions as approved by the Board or if their nature or sizes exceed the authority of the management, they must be submitted to the Audit Committee for checking and providing opinions before seeking approval of the Board or shareholders.

#### **6) Tax Policy**

1. CPN has in place transparent, fair, and auditable tax management practices in line with the laws and applicable regulations in each country where it does business. This provides CPN with suitable tax benefits, while supplementing optimal benefits for CPN and its stakeholders.
2. CPN has in place proper planning, investigation, and analysis of tax impacts for its international investment projects before actual investment.
3. CPN has appointed competent parties responsible parties for tax matters to coordinate with and contact public tax agencies and provide factual business tax data.

#### **7) Anti-corruption policy**

CPN's Board, management, and employees must not solicit, act, or accept any corrupt practices, direct or indirect, for personal or others' gains in any country or involving public/private agency dealing with its business. Each of them must together promote the values of integrity and responsibility into corporate values. The policy encompasses the actions specified below:

1. CPN institutes risk assessment concerning anti-corruption and develops practical measures in line with the identified risks and the internal control system alike. Annual revision is to be made.
2. CPN develops procedures with enough details for conformance to this policy and efficiently prevents business corruption.
3. CPN stages orientation and training for its employees, adding to their mastery of the anti-corruption policy, measures, and procedures.
4. CPN institutes an internal control system suitable to the Company's business operation to ensure the efficiency and effectiveness of the policy on anti-corruption, which encompasses compilation processes of financial and accounting data; human capital management processes; and other processes under CPN's operation.
5. CPN institutes reporting, monitoring, and reviews of conformance to the policy on anti-corruption, all of which follow suitable procedures to ensure a complete, adequate, and timely policy.



6. CPN institutes safe communication channels for its employees and all stakeholders to seek guidance, give tips or comments, or file complaints about corrupt practices, while enjoying protective measures.
7. CPN institutes internal and external communication of this policy for widespread conformance, which includes notifications made to subsidiaries, associates, other companies under CPN's control, and business representatives so that they may in turn implement this CPN policy.
8. CPN encourages sharing of knowledge, experience, and good practices among peer companies, including all related parties, to form allies. It also participates in anti-corruption activities hosted by other companies, associations, chambers of commerce, or regulators.

**8) Acceptance and giving of gifts, reception, entertainment, or other benefits policy**

Gifts, reception, entertainment, or other benefits are acceptable when they:

1. Are undertaken properly, openly, and transparently on behalf of CPN.
2. Conform to moral principles, laws, and protocols of CPN, government agencies, state enterprises, and related agencies.
3. Suit each locality's circumstances, festivals, and customs.
4. Are not pretexts for corrupt practices.
5. Do not lead to conflicts of interest (personal versus CPN's).
6. Gifts, reception, entertainment, or other benefits must not be accepted or offered, directly or indirectly, if they affect CPN's businesses.
7. Should employees fall under life-threatening circumstances or feel so, they may consider paying money or other benefits provided that they prepare written documents afterward for reporting to superiors and Internal Audit, with clearly and factually recorded objectives and nature of payment.

**9) Anti-money laundering policy**

1. CPN is committed to engaging in business with credible customers and business partners that conduct their businesses by the law. It exercises care in engaging in transactions with parties or juristic persons with suspected wrongdoing.
2. CPN does not abet or refrain from any action to conceal the sources of money or properties related to wrongdoing and does not engage in any transaction in which money or properties connected with wrongdoing are processed, transformed, or converted into lawful properties. This includes support to the above-mentioned wrongdoing.
3. CPN employees will unconditionally cooperate with relevant agencies to prevent business money-laundering and will strictly comply with laws on the prevention and suppression of money-laundering. For queries on this, one should consult CPN's legal department or legal.

**10) Political participation policy**

1. CPN is politically neutral and has no policy to provide political assistance or engage in actions affiliated with political parties or groups.
2. CPN employees command their duties, the rights and freedom under the constitution and other applicable legislation, including the exercising of their voting rights.

3. CPN personnel may personally join political activities without depriving CPN's work hours and performance without expression of views or use of other means to mislead others that CPN is behind any political party or political group or supports it.
4. CPN employees must not employ company assets or provide its service in support of political activities or other actions potentially implying CPN's participation or support to political parties or groups.
5. Political parties wishing to rent venues must follow CPN's procedures on venue sales or lease processes and must secure approval from the authorities under CPN's approval protocols. Approval must involve no special favor for any particular political party and must transparently and fairly follow uniform practical guidelines for all political parties.
6. CPN personnel must not exert their authority to solicit, pressure, or force colleagues or subordinates to support any political activity, directly or indirectly.

**11) Responsibility for the company's assets policy**

1. CPN employees must keep assets functional and protect them against damage or loss.
2. If the assets under the responsibility of an employee or any person are damaged or lost, that person must take joint responsibility with the company as stipulated by the company's rules, regulations, and policies.
3. CPN employees must use the company's assets for business with economy and awareness of the value for maximum benefit, taking into account environmental protection and energy conservation.
4. CPN personnel must not unduly exploit any of CPN's assets for personal or others' gains, directly or indirectly, or unlawfully use them.
5. On leaving CPN, all employees must return assets used in their business including the information used for work, results of work, and inventions to the company, in any form it was kept. Moreover, they must not record, copy, or photocopy the information for dissemination or for personal gains without CPN's consent.

**12) Intellectual properties policy**

1. CPN must conduct business and encourage employees to obey the law or regulations on intellectual property rights, whether in trademarks, patents, copyrights, commercial secrets, or other intellectual properties as stipulated by law.
2. CPN employees have the right and support to independently invent work under relevant law, by which the work that is the result of duty or work using the company's information or work done specifically for the Company, is considered the company's asset except the company's explicit allowance that the work belongs to the creator, inventor, researcher, or other persons.
3. CPN cultivates employees' awareness of the importance of respecting intellectual property rights, whether involving direct operation of work or daily life.
4. Relevant persons must ensure that the application of the findings of research or information in their work respects others' intellectual property rights.

**13) Respect of law and principles of human rights policy**

1. CPN employees must thoroughly understand and strictly obey the law relating to one's own duties and responsibility. If in doubt, seek advice from the legal department or a legal adviser. Avoid acting based on one's own interpretation.

2. When working abroad, study the law, customs, traditions, and cultures of that country before undertaking any activity concerning the company's business so as not to violate them.
3. CPN promotes and respects the protection of human rights, and ensure that CPN's business is in line with human rights concerning forced labor or child labor.
4. CPN employees must respect and provide fair treatment to all stakeholders based on fairness, human dignity, non-discrimination of origin, race, gender, age, skin color, religion, physical state, status, or birth.
5. CPN promotes compliance with human rights within the company and encourages subsidiary companies, investors, business partners, and all stakeholders to observe the international standards of the principles of human rights.
6. CPN protects the rights of stakeholders affected by the violation of their rights as a result of the company's operation by considering compensation no lower than the rate stipulated by law.

#### **14) Treatment of customers policy**

1. CPN is committed to ensure the satisfaction of the customers with quality goods and services, according to safety on health, life, and property.
2. CPN employees must respect promises or agreements with customers with fairness. If such promises or agreements cannot be kept, one must promptly negotiate with the customers in advance so as to solve problems or avoid damage.
3. CPN employees must behave towards all customers with equality and without discrimination.
4. CPN must disclose information to customers in a complete, correct and sufficient manner, without concealing, distorting, giving false or misleading information.
5. CPN must not use images or contents that may cause negative attitudes, social division, or improper values, especially those about sex or immorality, in CPN's sales campaigns.
6. CPN is committed to oversee that the environment, the area inside and around the property under CPN's management, is safe for health, life, and property.

#### **15) Hiring & purchasing and treatment of business partners policy**

1. CPN ensures hiring & purchasing processes for products and services that are fair, transparent, and corruption-free, marked by fair selection and treatment of all business partners under the regulations of CPN and applicable government agencies.
2. CPN has in place a screening process for business partners before taking on jobs, which also sees annual assessment of their performances and risks.
3. CPN employees must not participate in hiring & purchasing processes with business partners close to themselves, including parties or businesses of families, siblings, or close relatives.
4. Hiring & purchasing must not include specifications for products or services unique to any business partner. Unless adequately justified, specifications must not be deliberately written in favor of certain products or services.
5. CPN must provide the same details of information and conditions to all business partners.
6. CPN employees must respect promises or agreements with business partners with fairness. If the promises or agreements cannot be kept, one must promptly negotiate with the partners in advance so as to solve problems or avoid damage.
7. CPN is committed to maintain sustainable relationship with business partners, including cooperation in economy, society, and the environment.

**16) Treatment of creditors policy**

1. CPN employees must strictly respect promises or agreements with creditors. If the promises or agreements cannot be kept, one must promptly negotiate with the creditors in advance so as to solve problems or avoid damage.
2. CPN is committed to manage work to ensure the creditors of CPN's financial status and good record of loan repayment.
3. CPN must manage the loans according to the objective of expenses; abstain from using the loans in the way that may cause damage to the company.
4. CPN must disclose information to the creditors in a complete, correct, and timely manner.

**17) Treatment of employees policy**

1. CPN provides fair employment conditions so that employees may receive proper remunerations according to their knowledge, ability, potential, and performance, based on transparent and fair principles, in line with CPN's performance and comparable to other companies in the same business.
2. CPN suitably manages and develops its personnel's knowledge, skills, experiences, and incentives.
3. CPN provides a process of selection, appointment, transfer, welfare, awards, termination of employment, and punishment of employees, based on transparency, accountability, honesty, and fairness.
4. CPN encourages employees to widely and continuously develop and exchange knowledge and ability.
5. CPN is committed to oversee a working environment that is safe to health, life, and property of employees.
6. CPN must provide key information to employees so that they may be aware of CPN's performance and actual situations.
7. CPN encourages dialogue between CPN and the employees or representatives of the employees to present information to CPN's decision-makers so as to improve the quality of the workplace in view of joint development.
8. CPN equally respects the rights of expression of all employees without intervention; also, sets up a process of hearings and complaints in a proper and fair manner.
9. CPN promotes supporting activities so that employees may have a balanced life, whether related to work, education, recreation, or family.

**18) Business competition policy**

1. CPN observes the rules of fair competition by not seeking business rivals' secrets through dishonest means and not discrediting them by way of slander or other improper means.
2. CPN employees must examine and conform to the rules on business competition, both domestically and abroad where applicable, and must not cause unfair competition through the likes of collusion, trade monopolies, and unfair pricing. Questions on this must be referred to Legal.
3. CPN encourages constructive sharing of information for the broad business of developing and managing shopping complexes so as to strengthen business and contribute to sustainable national economic, social, and environmental development.

## **19) Society, communities, and the environment policy**

### **• Society and communities**

1. Base business on ethics and responsibility towards society, communities, and the environment.
2. CPN is committed to participate in the development of the community doing business and the overall society, whether in economic, social, community, or environmental aspects.
3. CPN encourages employees to selflessly act as volunteers and responsibility towards society.
4. CPN encourages sustainable activities benefiting society, communities, and the environment under the following directions:
  - Activities in line with CPN's business operation
  - Activities that can be implemented continuously and concretely
  - Activities that truly benefit society, communities, and the environment in the long run
  - Activities that encourage educational development and continuous learning.
5. CPN encourages employment, skill development for labor, as well as conservation of the arts and culture in the community where the company's business is situated.
6. CPN encourages the networking of the people sector, monitors and participates in social activities, exchange and transfer of technology, as well as alleviation of hardship caused by natural disasters.

### **• Environmental, energy, and natural resource conservation**

1. In conducting its business, CPN must conform to environmental legislation and regulations, environmental management standards, and other regulations applicable to the environment, energy, and natural resources.
2. In carrying out its businesses, CPN pays attention to the environment by subscribing to the Biodiversity Management Policy & the Climate and Environment Policy.
3. CPN is committed to managing its business to prevent and control environmental impacts, while controlling potentially wasteful activities requiring energy and natural resource consumption.
4. CPN is committed to constantly reviewing and improving its environmental management through energy-saving, consumption of alternative energy, resource conservation, reuse of materials, and proper disposal of waste or hazardous materials.
5. CPN institutes constant assessment and monitoring of performance or impacts on the environment, energy, and natural resources.
6. CPN is committed to educating stakeholders on the conservation of the environment, energy, and natural resources, while encouraging and providing cooperation, as well as supporting publicity of assorted activities among organizations, government agencies, society, and the public.
7. CPN is committed to enhancing its knowledge of the conservation of the environment, energy, and natural resources so as to produce innovations for its own operation.

## **20) Safety and occupational health policy**

1. CPN must respect the law, rules, and other regulations concerning safety and occupational health in operating business.
2. CPN arranges for sufficient, efficient practices and action plans on safety and occupational health.
3. CPN arranges for sufficient, efficient, and proper security and alarm systems within the offices and factories under the company's management.

4. CPN must prevent and control risk that may cause loss due to accidents, injuries, or illness from work, lost or damaged property, improper working methods, and other potential mistakes.
5. CPN sufficiently and efficiently arranges for public relations and communication to bring about understanding and disseminate information on safety and occupational health to employees as well as stakeholders.
6. CPN continuously and regularly assesses and monitors work on safety and occupational health relating to business.
7. CPN arranges for continuous and regular preparation in case of emergencies that may cause disruption to business operation or cause damage to CPN's reputation and image.

**21) Public relations and marketing policy**

1. CPN is committed to operate activities on public relations and marketing in a clearly defined, fair, and accessible manner for the maximum benefit of consumers.
2. CPN must provide information, publicize, or conduct public relations on the basis of righteousness and creativity without distorting facts, violating relevant law, or misleading stakeholders.
3. CPN must communicate and bring about proper understanding of the company among stakeholders on a complete, timely, and equal basis.
4. CPN is aware of situations and expectations of society and responds to the situations with correctness, utmost ability, and timeliness such as meet-the-press activities, and dissemination of news and activities.

## 6. Corporate Governance Policy

Since good governance frames the business of CPN, which is committed to morality, ethics, and due regard for the balanced interests among stakeholders, which would pave the way for long-term stability and growth in tandem with a healthy society and environment, the Board has defined CPN Corporate Governance Policy through the five following categories:

### **Section 1: Rights of shareholders**

#### **1) Rights of shareholders**

1. Rights of ownership registration
2. Rights of share transfer
3. Rights to regularly and sufficiently receive the company's important and material information
4. Rights to attend and vote in the company's shareholders meeting
5. Rights to elect or remove board members
6. Rights to consider remunerations of board members
7. Rights to the share of the company's profits
8. Rights to join decision-making and receive the results of the company's decisions on the company's fundamental changes, such as
  - Sale or transfer of the company's business, whether in whole or in important parts, to other people
  - Purchase or acceptance of transfer of other companies or other private entities
  - Execution, amendment, or cancellation of contracts of the company's leasing whether in whole or in important parts, the assignment of other person(s) to manage the company's business or the acquisition of other company with the objective of profit and loss sharing
  - Amendment of the company's memorandum of association, rules, and other similar regulations
  - Increase or decrease of capital
  - Company acquisitions or dissolutions
  - Issuance of debentures
  - Extraordinary transactions.

#### **2) Shareholders' meeting**

Shareholders have full opportunities to attend the meeting and cast their votes at the meetings. CPN encourages all shareholders—major, minor, foreign, or institutional investors—to attend these. CPN will also in no way deprive their access to its public information, including blocking of communication among shareholders or the participation in the shareholders' meeting. CPN will perform duties relevant to the shareholders' meeting as follows:

##### Prior to the shareholders' meeting

1. Minor shareholders can propose agenda items for consideration at the shareholders' meeting and nominate qualified people for election as directors ahead of the meeting as stipulated by CPN.
2. CPN sends meeting invitations in both Thai and English to the shareholders, containing complete and clear agenda details.
3. CPN posts meeting invitations, containing agenda details, at least 30 days ahead of the meeting on [www.cpn.co.th](http://www.cpn.co.th) and via the Stock Exchange of Thailand's news channels.
4. CPN sends meeting invitations with agenda details to the shareholders at least 21 days ahead of the meeting so that they may have enough time to study the details before voting on each agenda item.

5. Shareholders can send queries about agenda items at the shareholders' meeting ahead of the meeting by email to the Company Secretary: [co.secretary@cpn.co.th](mailto:co.secretary@cpn.co.th) or by mail to the following address:

The Company Secretary  
Central Pattana Public Company Limited  
999/9 The Offices at CentralWorld, 31<sup>st</sup> floor  
Rama 1 Road, Pathumwan  
Bangkok 10330

#### Day of the shareholders' meeting

1. CPN sets the date, time, and venue of the shareholders' meeting taking into account the convenience with which the shareholders can attend the meeting.
2. CPN provides computers and barcodes to facilitate the registration and vote counting in view of convenience, speediness, accuracy, and reliability of the information.
3. CPN provides voting ballots for each agenda item.
4. Shareholders are entitled to authorize the company's independent directors or other people deemed appropriate to attend the shareholders' meeting and exercise their rights to vote on their behalf.
5. CPN clearly informs the shareholders of the regulations controlling the shareholders' meeting and the voting procedures at the beginning of the meeting.
6. No addition can be made to the agenda item as listed in the invitation letter and no amendment to significant information can be made without notifying shareholders in advance.
7. CPN's directors and executives attend the shareholders' meeting and allow the shareholders to ask and present their views, as well as to seek clarification from the directors, executives, and the auditors during applicable agenda items.
8. CPN allows shareholders to vote for individual directors.
9. CPN counts the vote and discloses the results of the vote for each agenda item in the meeting with clarity and transparency.

#### After the shareholders' meeting

1. CPN disseminates the resolutions of the meeting and the results of the vote for each agenda item via the Stock Exchange of Thailand's news channels.
2. CPN prepares correct and complete minutes of the meeting to the Stock Exchange of Thailand and posts them on CPN's website within 14 days after the meeting.
3. CPN disseminates the minutes of the meeting on CPN's website and via the Stock Exchange of Thailand's news channels.
4. CPN disseminates the filming of the meeting via CPN's website or as VCDs.

### **Section 2: Equitable treatment of shareholders**

CPN has devised policies and guidelines of fair treatment of all shareholders, whether minor investors or institutional ones, both in and outside the country, to exercise their rights as follows:

#### **1) Monitoring of inside information**

The directors formulate a policy to monitor the use of inside information and CPN's securities transactions on the basis of equality and fairness of all shareholders and for the prevention of relevant



directors and executives from undertaking dishonest securities transactions for their own benefit or the benefit of others.

- **Control of inside information:** The directors, executives, and all employees are prohibited from using CPN's material and undisclosed information to the public for their own benefit or the benefit of others and must strictly adhere to the policy on keeping and using inside information as specified by CPN.
- **CPN's securities:** The directors, the executives, and employees are entitled to invest in CPN's securities transactions. However, to prevent conflicts of interest, the directors, executives, and employees, as well as their spouses and children under the legal age, are prohibited from buying, selling, transferring, or accepting transfer of CPN's securities one month before the disclosure of the financial statements to the public. If the directors, the executives, and employees, as well as their spouses and children under the legal age, buy, sell, transfer, or accept transfer of CPN's securities, they must prepare and report a list of securities and a change in CPN's shareholding to the monitoring agency as specified. Furthermore, the Company Secretary is responsible for compiling securities holding information concerning directors and executives, as well as their spouses and children not yet of age, for the Board's information every quarter.

If a director, executive, or employee violates CPN's rules on the control of inside information and on CPN's securities holding, or other rules issued by applicable regulators, he or she is subject to CPN's disciplinary action and punishable by law.

## **2) Monitoring of conflicts of interest**

It is CPN's policy to conduct business with honesty, open-mindedness, transparency, and fairness. CPN forbids its directors, executives, and employees to compete with CPN, avoid making connected transactions relating to them or people/entities that may cause conflicts of interest with CPN. The Board ensures that the company strictly performs duties according to criteria, method, and disclosure of connected transactions as specified by law or the monitoring agency.

If it is necessary to undertake connected transactions, they must be in line with general business conditions as specified and approved by the Board, based on transparency and fairness, as if the transactions were undertaken with other parties, taking into account CPN's maximum benefit. Stakeholders with conflicts of interest are forbidden to take part in the consideration of connected transactions. If the connected transactions are not in line with general business conditions as specified and approved by the Board and may cause conflicts of interest, the transaction must be submitted to the Audit Committee for opinions before submitting to the Board or shareholders for approval.

## **3) Disclosure of vested interests**

The directors and the executives are responsible for disclosing vested interests held by themselves and relevant people that may relate to CPN's management according to the rules, conditions, and methods of the Capital Market Supervisory Board. The Company Secretary is responsible for compiling and submitting a copy of the report of such interests to the Chairman and the Chairman of the Audit Committee within seven days after receiving the report.

## **Section 3: Roles of stakeholders**

CPN conducts business with fairness and adheres to the joint benefit between CPN and its stakeholders, as governed by the following policies:

- **Shareholders:** Stimulate growth with quality and stability for the shareholders' sustainable benefit with good and efficient performance; respect the shareholders' equal rights to receive necessary

information; disclose correct and actual information; conduct business based on honesty, transparency, and fairness.

- **Customers:** Satisfy the customers with good service, fair, and proper treatment of customers; provide complete, correct, and actual information; undertake customer satisfaction surveys, the results of which are used to continuously improve the service.
- **Business partners:** Provide fair treatment of business partners based on joint benefit; create and maintain sustainable relationship with business partners; create trust, by which the company adheres to the clear procurement procedures and practices.
- **Creditors:** Strictly respect agreements with creditors; ensure timely repayment of loans and interests; thoroughly honor loan conditions as agreed.
- **Employees:** Provide fair and proper treatment of employees whether in opportunity, remuneration, appointment, transfer, or potential development; monitor the workplace for the safety of employees' life and property; provide channels for employees to express their views and suggestions, as well as fair treatment and non-discrimination of all employees.
- **Business competitors:** Conduct business with fairness; refrain from improperly seeking competitors' confidential information; refrain from abusing the intellectual property rights of others or those of competitors.
- **Society, communities, and environment:** Respect the relevant law, and/or regulations; monitor the operation of the company and prevent it from damaging the quality of life of society, communities, and the environment; develop society in its quality of life, education, energy saving, and environmental protection for the benefit of society at large.
- **Government:** Cooperate and support government policies for the benefit of the country under relevant law and criteria.
- **Independent organizations and other related social organizations:** Upgrade cooperation and exchange information with independent organizations and other related social organizations for the joint development of society and the country on a sustainable basis. Address society's expectations in a constructive and for public benefit.

CPN must provide channels and procedures for suggestions and complaints relating to the company's business operation with speed, fairness, and transparency.

#### **Section 4: Disclosure of information and transparency**

##### **1) Disclosure of information**

CPN is committed to disclosing financial and non-financial information that is accurate, complete, transparent, thorough, and timely for investors and all stakeholders worldwide to gain access to information that is reliable, always adequate for decision-making, and conveniently accessible through documents, the SET portal, the Company's website, and press conferences. Such information consists of:

- CPN's financial information and material information, such as financial statements of CPN and its subsidiaries; information on major shareholders and voting rights; information on directors and members of subcommittees; CPN's dividend payment policy, Code of Conduct and Corporate Governance Policy.
- CPN's major business updates and activities.

## **2) Responsible persons for disclosure of information**

- The President & CEO or the person assigned by the President & CEO to be responsible for the disclosure of information must adhere to correctness, completeness, timeliness, and fairness.
- The company secretary is responsible for disclosing key information to the Stock Exchange of Thailand, the Securities and Exchange Commission, shareholders, and investors.
- Top executives responsible for finance and investor relations are responsible for disclosing information and answering queries of shareholders, investors, stock exchange analysts, and the general public. The information covers financial statements, performance, nature of business, CPN's policy, operational plans and investment, development projects, shareholding structure, and key factors impacting performance.
- Senior executives of the project development group and the special project development group are responsible for providing data and handling media and public inquiries into CPN's investment and project development plans under their own responsibility or as delegated.
- Top executives responsible for marketing and public relations unit are responsible for disclosing information and answering queries of the media and the general public on marketing plans and marketing campaigns. Moreover, if a significant event happens to CPN, the public relations unit must coordinate with the owner of the information to obtain facts and respond to queries of the media under the assigned scope.
- Those not responsible for disclosing company information or those not assigned by the President & CEO must not disclose inside information that may affect CPN's reputation and image, including the information that may affect the change in price and volume of CPN's securities transactions.

## **3) Auditor and financial statements**

The financial statements of CPN and the subsidiary companies are audited by an independent auditor with knowledge, skill, and qualifications as specified to ensure the Board and the shareholders that such financial statements reflect its actual financial status and operation. It is CPN's policy to change its auditors every five years to ensure complete independence.

The board values and takes responsibility for the financial statements of CPN and the subsidiary companies in line with general standards and practices. CPN devises a policy of proper accounting based on caution, correctness, and completeness to reflect its performance. The Board ensures that performance is reported and material information is transparently and sufficiently disclosed by regularly reporting to relevant agencies, such as the Securities and Exchange Commission and the Stock Exchange of Thailand, for the benefit of shareholders and investors. Moreover, the Board appoints the Audit Committee to be responsible for checking the reliability and accuracy of the financial statements as well as the internal control system in a sufficient and proper manner to ensure the reliability of CPN's financial statements.

## **Section 5: Responsibilities of the board of directors**

### **1) Composition and appointment**

- The Board consists of at least five directors. At least one-third must be independent directors, the number of whom must be at least three. At least half of the directors must be permanent residents of the kingdom.
- The directors elect one of them as chairman. When deemed appropriate, the directors may elect one or several directors as vice chairman. The vice chairman is responsible for assignments by the chairman under CPN's regulations.

- The Chairman and the President & CEO are two separate persons for the sake of clear-cut segregation of roles and balance in the operation.
- The appointment of the directors must follow relevant law, rules, and regulations based on transparency and clarity.
  - 1) If a director resigns upon term expiration, the shareholders' meeting may elect his/her replacement through the decision of the majority of votes of the present shareholders. If there are equal votes among the directors, the Chairman of the meeting must cast the decisive vote.
  - 2) If a director's post becomes vacant for reasons other than term expiration, the Board may elect a qualified candidate to replace him/her in the next Board meeting. If the remaining term of directorship is shorter than two months, the newly elected one is to stay in office for the remaining term. The resolution of the board on this matter must consist of no less than three-quarter votes of the remaining directors.

## **2) Qualifications**

- Directors must be ordinary citizens with the following qualifications:
  - 1) Are of legal age
  - 2) Are not bankrupt, incompetent, or equivalent
  - 3) Have not served prison terms for fraud
  - 4) Have not been dismissed from the government, organizations, or government agencies for fraud.
  - 5) Have never faced legal fines for fraudulent property offenses
- Directors must possess knowledge, ability, and experience beneficial to the business operation with ethics, honesty, and sufficient time to devote to their work.
- Directors must not manage other activities opposing CPN's interest or provide interest to other people/entities, whether for their own benefit or the benefit of others.

## **3) Terms**

- At every annual general meeting, one-third of the directors must resign from office. If the number is not a multiple of three, the number closest to one-third must be adopted.
- Apart from normal term expiration, the directorship is to be considered terminated due to the following reasons:
  - 1) Death
  - 2) Resignation
  - 3) Disqualifications or qualifications contrary to the law and CPN's regulations
  - 4) Shareholders' resolution to remove him/her with no less than three-quarters of the votes of the present shareholders who are eligible to vote and with no less than half of the shares held by the present shareholders who are eligible to vote.
  - 5) Removal by court order.
- A director who wishes to resign must submit a resignation to the Company. The resignation takes effect on the day the resignation letter is received by the Company.
- Independent directors gain independency from the management and major shareholders. An independent director may hold the post for no more than two consecutive terms, extendable for another term, totaling up to nine years, to maintain the independence of opinions and performance of duties as the Company's independent director.

The Board could extend independent directors' terms as seen fit. When independent directors complete their terms, the Board may nominate their names to the AGM for possible re-election and extension of their terms.

#### **4) Selection**

Selection of directors must be conducted in a transparent, fair, and accountable way under applicable legislation and regulations.

- **Criteria and procedure:** The Nomination and Remuneration Committee is responsible for selecting and screening qualified people under CPN's regulations, Board charter, and applicable criteria before tabling their names for the Board's endorsement and finally for the shareholders' appointment.

The Nomination and Remuneration Committee reviews eligible directors by:

- Allowing the major shareholder, minor shareholders, directors, and executives to nominate directors
- Examining the Director Pool of the Thai Institute of Directors Association or other agencies with similar lists
- Leveraging other channels considered suitable by the Nomination and Remuneration Committee.

#### **5) Board diversity**

The Board is made up of experts with diverse background on competency, experience, and skills that are helpful to business conduct, in addition to steadfast righteousness and integrity, regardless of gender, nationality, religious belief, age, professional skills, or other qualifications.

#### **6) Roles of the Chairman and the President**

For clear role segregation and checks and balances, the Chairman and the President are always two different persons.

As a director bound by the Charter of the Board, the Chairman is committed to the Code of Conduct and Corporate Governance Policy in providing a role model for the Board, executives, and employees. The Chairman presides over the meetings of the Board as well as the shareholders, ensuring smooth meetings and giving directors and shareholders opportunities to express their views and recommendations freely and creatively.

The President is responsible for managing and administering day-to-day CPN businesses under its strategic plans, vision, and missions, with a scope of authority bound by law, objectives, and CPN's regulations, in addition to the decisions of the Board and shareholders' meetings.

#### **7) Limiting the number of companies for directors and the President**

- A director must not serve on more than five SET-listed companies.
- The President may hold directorships in another SET-listed company, but such action must not affect his own responsibility for CPN. In addition, the other company must not be in the same business or in competition with CPN. Board approval must first be sought before accepting a directorship in another company.

#### **8) Responsibilities**

- Acting in the best interest of shareholders (Fiduciary Duty) by observing the following four main practices:

- 1) Performing its duties with faithfulness and honesty (Duty of Loyalty)
  - 2) Performing its duties with responsibility and all due circumspection and caution as well as with accountability and ethics (Duty of Care)
  - 3) Performing its duties in compliance with laws, objectives, the Company's Articles of Association, the resolutions of the Board of Directors and resolutions of Shareholders' Meetings (Duty of Obedience)
  - 4) Disclosing information to shareholders accurately, completely, and transparently with verification, timeliness and equitability (Duty of Disclosure)
- Set the vision, mission, and short-term & long-term strategies to ensure fulfillment of corporate objectives and key goals with a focus on sustainability goals agreeing with value addition to the business, stakeholders, and society at large. These elements are revised annually.
  - Consider approving key transactions under the Board's authority scope under the law and corporate regulations and approval protocol
  - Consider approving annual plans and budget, while constantly monitoring its business performance to ensure goal achievement by suitably and safely applying innovation and technology
  - supervise subsidiaries and associated companies in line with the Company's policy and direction to ensure its safe and efficient investment. The Board was required to approve major operations, such as appointment of CPN's representatives as directors, executives, or authorized persons in subsidiaries and joint ventures, scope of duties and responsibilities of the Company's representatives, monitoring accurate, complete disclosure of financial and operation performance, as well as efficient internal control
  - Set and review Board structure, specifically the number of directors and ratio of independent directors, as well as diverse qualifications suiting corporate business. Review Board and committee compensation as proposed by the Nomination and Remuneration Committee
  - Consider appointing subcommittees to provide support for the Board's performance and responsibilities where suitable and necessary, and monitor the subcommittees' performance on a regular basis
  - Disclose financial and key information to all shareholders and stakeholders on a correct, complete, transparent, reliable, timely, and equitable basis in compliance with regulations, standards, and practical guidelines
  - Set up efficient and effective internal control and internal audit systems
  - Develop a code of business conduct for the directors, executives, and employees to set the standards for the Company's business operation. All directors, executives, and employees shall perform their duties ethically and in strict compliance with the Company's code of conduct
  - Ensure business operation based on good corporate governance principles and provide support to communicate to every personnel in the Company to acknowledge and strictly adhere to them
  - Ensure clear and transparent connected transactions
  - Ensure clear procedures of the Audit Committee's report to the directors when doubtful of transactions and actions that may seriously affect the Company's financial status and performance. The Board must rectify the problems within the timeframe deemed appropriate by the Audit Committee
  - Institute a suitable and efficient risk management policy and procedures with regular monitoring and assessment of risk management performance
  - Ensure the succession planning of the Company's top executives and annually arrange effective assessment of their performance

- Arrange for the company secretary to assist the directors' activities and ensure that the Board and the Company comply with the relevant law and regulations
- Annually assess Board performance and monitor Board and committee performances for joint review in the Board
- Constantly develop competency through training and participation in courses on Board performance or in other activities designed to enhance job expertise
- Steer the formulation of an anti-corruption policy and practical guidelines, strictly conform to the corporate policy and measures to set good examples for all personnel, and advocate internal and external communication for genuine conformance
- Steer the institution of processes and channels for receiving and effectively handling complaints filed by those with fraud leads and all stakeholders
- Steer the institution of an information security system, which includes the defining of a policy and procedures for confidentiality, integrity, availability, and the handling of market-sensitive information. Ensure conformance to this system by all directors, top management, personnel, and relevant third-party personnel
- Review and rectify the charter of the board as appropriate under prevailing circumstances
- Seek professional opinions by hiring outside advisers paid for by the Company
- Perform other duties as specified by the shareholders.

## **9) Appointment of subcommittees**

The Board appoints subcommittees to assist in the monitoring and screening of key work and requires that the performance should be regularly reported back to the Board. The subcommittees consist of the following:

### **1. Audit Committee**

The Audit Committee is appointed by the Board, consisting of at least three independent directors, at least one of whom has sufficient knowledge and experience to check the reliability of financial statements. The Audit Committee, responsible for ensuring that CPN correctly, completely, sufficiently, reliably, and timely reports financial statements, ensures that the connected transactions or the transactions that may cause conflicts of interest are in line with the law and related rules, oversees accurate and complete disclosure of the information. They also ensure that there are proper and efficient internal control and internal audit systems, select the auditor and check financial statements prepared by the auditor, ensure the adherence to the relevant regulations and law, as well as encouraging CPN to have corporate governance principles and systematic and efficient risk management procedures. The Office of Internal Audit, the committee's direct report, supports its work.

### **2. Nomination and Remuneration Committee**

The Nomination and Remuneration Committee is elected by the board, consisting of at least three directors, with independent directors accounting for more than half of all directors. Its chairman must be an independent director. Below are its responsibilities:

**Nomination:** Ensure that the structure, size, and composition of the Board suit CPN and the changing atmosphere; ensure the revision of the qualifications of independent directors; ensure that Board structure comprises experts who are knowledgeable, experienced, and skillful in diverse fields relevant to the conduct of business and uphold in ethics and honesty with non-discrimination of gender, race, religion, age, professional skill, or other qualifications; consider the criteria for selecting directors and President & CEO; select and nominate those persons qualified and appropriate to be appointed as directors and President & CEO by presenting to the Board of Directors before presenting further to the Shareholders Meeting to approve the appointment of directors and presenting to the Board for the

appointment of the President and CEO; allow minor shareholders to nominate a person(s) name as director(s), providing shareholders with enough time prior to shareholders' meetings being held; formulate succession plans for President & CEO and senior executive position with regular revision to present to the Board; consider appropriate strategies relating to human capital and organization management to be implemented to ensure its consistency with CPN's business operations.

**Remuneration:** Determine the methods and criteria of paying remuneration and other profits to the Board, subcommittees, and the President & CEO on the basis of clarity, fairness, appropriate to the responsibilities and other related factors inclusive of comparisons to remuneration of other companies within the same or similar industry and business sectors as CPN, and also take into consideration the overall increase to the total value of the shareholders equity in the long term; determine the remuneration of the directors and the subcommittees and submit it to the Board and the shareholders' meeting for approval, as well as determining objectives and assessing the performance of the President & CEO to submit to the Board for the consideration of the CEO's future remuneration.

### **3. Risk Policy Committee**

Appointed by the Board, the Risk Policy Committee consists of independent directors, senior-management directors, and the President, altogether numbering at least three persons. The Chairman must be an independent director. This committee acknowledges and comments on policies, strategies, structures, and framework of risk management of all sorts and at all levels of CPN; assesses the effectiveness of risk management; reviews, screens, and approves CPN's tolerable risks; reviews overall risk management; acknowledges key risks and monitor suitable responses; and comments on CPN's annual risk management strategy analysis.

### **4. Corporate Governance and Sustainable Development Committee**

The Corporate Governance and Sustainable Development Committee consists of members representing various units of CPN. It defines and reviews Code of Conduct and Corporate Governance Policy in line with updated international practices for the Board's approval; defines and reviews policies, rules, or guidance for corporate governance and sustainable development, while commenting on and promoting applicable plans or activities; represents CPN in communicating and executing activities on corporate governance and sustainable development; and ensures information disclosure on corporate governance and sustainable development to all stakeholders in an accurate and complete way through suitable communication channels.

### **10) Board meetings**

- The directors must hold meetings at least once every three months by setting meeting dates in advance all year round and may convene an extraordinary session if necessary.
- The directors have the duty to regularly attend Board meetings with the ratio of at least 75% of the meetings for the entire year.
- At least two directors are entitled to call for a meeting. The Chairman or the assigned person must set the date of the meeting within 14 days after receiving the request.
- The Chairman or the assigned person sends meeting invitations specifying the date, time, venue, and agenda details to all directors at least seven days ahead of the meeting. Except for the urgent case to protect CPN's interest, notification of the meeting can be given through other means and the meeting can be convened earlier.



- In the directors' meeting, at least half of the directors must be present. The Chairman of the Board acts as chairman of the meeting. If the Chairman cannot attend the meeting or cannot perform the duty, the attending directors will elect one among themselves as chairman.
- The resolution of the meeting will take into account the majority of votes, with one director having one vote. If the number of votes is equal, the Chairman will cast the decisive vote. Each director with vested interest(s) in any agenda item must abstain from voting on that item.
- In any Board voting, at least two-thirds of the entire Board must be present.
- The Board is authorized to invite the management, executives, or other relevant people to give opinions, attend the meeting, or present information for consideration.
- Non-executive directors must meet in the absence of the management at least once every year to share views on the topics relevant to their responsibilities.
- The Company Secretary or the assigned person is responsible for preparing the minutes of the meetings.

## **11) The Company Secretary**

### **1. Qualifications and experience**

The Company Secretary plays a key role in supporting and overseeing the Board's activities for efficiency and effectiveness under law, rules, regulations, and corporate governance, the Board appoints a suitable person in this position, based on the mastery of CPN's businesses under applicable legislation and criteria, including the memorandum of association, CPN's regulations, SEC Act, Public Company Limited Act, and Code of Conduct and Corporate Governance Policy.

The Company Secretary is responsible for communicating efficiently and effectively among the Board, executives, and shareholders to enable Board-related activities to proceed smoothly in line with the decisions of the Board and the shareholders.

### **2. Responsibilities**

To support and manage the activities of the directors in an efficient and effective manner, the Company Secretary has the following responsibilities:

- Prepare and file documents concerning the list of directors, CPN's annual report, invitation letters for CPN's director meetings and minutes of the Board meetings, invitation letters for shareholders' meetings, and minutes of the shareholders' meetings.
- File reports of vested interests of the directors or executives.
- Send the copy of reports of vested interests of the directors, executives, or connected persons to the Chairman and the Chairman of the Audit Committee within seven days after receiving the report.
- Arrange for the meetings of the Board and the shareholders under related rules, regulations, and law.
- Provide advice for the operation of CPN and the Board under the memorandum of association, CPN's regulations, SEC Act, Public Company Limited Act, and other relevant law.
- Act as a focal point for exchange of news and information among directors, executives, and shareholders.
- Coordinate and follow up operation under the resolutions of the directors and shareholders.
- Oversee disclosure of the information and reports under relevant responsibilities to the monitoring agency as specified by the rules and regulations of the authority.
- Perform other duties as announced by the Capital Market Supervisory Board or as assigned by the Board.

**12) Board's performance assessment**

Together the directors define the criteria for performance self-assessment (collective and individual) in line with SET's guidance and the Board's own characteristics and structure. Assessment is done annually, the findings of which are jointly reviewed to improve their performance.

At each Board meeting, the directors assess collective meeting efficiency to improve the performance of directors and meeting organization.

**13) Subcommittees' performance assessment**

To apply assessment outcomes to improve their performance in support of the Board and all aspects of CPN's business, each year each committee assesses its own performance. Each defines the criteria for self-assessment in line with its responsibility.

**14) President's performance assessment**

The President's performance assessment is the duty of the Nomination and Remuneration Committee, which tables its findings for the Board's approval. The President contributes to goal-setting for his own performance and acknowledges each year's approved goals.

**15) Remuneration**

The Board explicitly sets the forms and criteria of remuneration and other benefits for the directors and submits them to the shareholders for approval. The Nomination and Remuneration Committee screens yearly remuneration figures transparently and fairly as fit the authorities, responsibilities.

**16) Training and knowledge development**

Newly appointed directors must be made aware of CPN's data, regulations, bylaws, and key business data for their own performances, including their roles and responsibilities, code of conduct, nature of business, and laws applicable to business. minutes of the directors' meetings, and minutes of past meetings of the Audit Committee, and introduction to directors and executives. Moreover, directors are encouraged to undergo training and participate in trainings and seminars to improve their knowledge necessary for the work of directors.

**17) Succession plan**

The Board institutes succession plans for the President & CEO and senior management to ensure that they are knowledgeable, skillful, experienced, and essentially qualified to drive CPN toward its goals. To this end, the Nomination and Remuneration Committee ensures transparency, fairness, and suitability to CPN's prevailing business outlook. Succession plans are reviewed annually, while steps are taken to maintain and develop relevant executives' capability to groom them for their new positions.

### 1) Definition

**Company/CPN** refers to Central Pattana Public Company Limited and its subsidiary companies.

**Sister companies** refers to two or more subsidiary companies with the same parent company

**CPN personnel** refers to directors, executives, and rank-and-file employees.

**Directors** refers to CPN directors.

**Executive Directors** refers to directors who take the executive role, those who have responsibilities as an executive, and authorized directors, with an exception that the signature is abide by the resolution made by the Board of Directors and jointly signed with other directors.

**Independent directors** refer to director who is independent from controlling of executives and of major shareholder as well as not related to or has interest in any executives' decision. Qualifications of the independent directors are as follows:

- 1) Not holding more than 0.5% of the total outstanding voting shares of the Company, its parent company, subsidiary or affiliated company, major shareholders or controlling person including shares held by related persons of the independent director
- 2) Neither being nor having been an executive director, officer, employee, controlling person or advisor who receives a salary of the Company, its parent company, subsidiary, a same-level subsidiary, affiliate, major shareholder or controlling person, unless the foregoing status ended not less than two years prior to the date of appointment
- 3) Not being a person related by blood or registration under law, such as a father, mother, spouse, sibling, or child, including spouses of children of executives, major shareholders, controlling persons, or persons to be nominated as executives or controlling persons of the Company or its subsidiaries
- 4) Not having nor have had a business relationship with the Company, its parent company, subsidiary, affiliate, major shareholder or controlling person, in a manner which may interfere with his or her independent judgment, and neither being nor having been a substantial shareholder or controlling person of any entity having business relationship with the Company, its parent company, subsidiary, affiliate, major shareholder or controlling person, unless the foregoing status ended not less than two years prior to the date of appointment  
The term 'business relationship' under the above paragraph includes any normal business transaction, rental, or lease of immovable properties, transaction relating to assets or services, or grant or receipt of financial support through receiving or extending loans, guarantee, providing assets as collateral, including any other similar action whose value exceeds 20 MB or more than 3% of the net tangible assets, whichever is lower. The value of each transaction is based on the calculation method for the values of connected transactions under a Notification of the Board of Governors of SET Re: Disclosure of Information and Act of Listed Companies concerning Connected Transactions. Under the regulation, all transactions occurring within a year of preceding transactions must be included in such calculation.
- 5) Neither being nor having been an auditor of the Company, its parent company, subsidiary, affiliate, major shareholder or controlling person nor being a substantial shareholder, controlling

person or partner of an audit firm which employs auditors of the Company, its parent company, subsidiary, affiliate, major shareholder or controlling person, unless the foregoing relationship ended not less than two years from the date of appointment

- 6) Neither being nor having been any kind of professional advisor including a legal advisor or financial advisor who receives an annual service fee exceeding two million baht from the Company, its parent company, subsidiary, affiliate, major shareholder or controlling person, and neither being nor having been a substantial shareholder, controlling person or partner of the professional advisor unless the foregoing relationship ended not less than two years from the date of appointment
- 7) Not being a director who has been appointed as representative of the Company's directors, major shareholders, or shareholders who are related to CPN's major shareholders
- 8) Not conducting any businesses which have the same nature as or in competition with the Company's or its subsidiaries or neither being a substantial partner, executive director, employee, officer or advisor who receives regular salary, shareholder holding more than 1% of the voting shares of businesses which have the same nature as or in competition with the Company or its subsidiaries
- 9) Not having any characteristics that could prevent him/her from giving independent opinions concerning CPN's operation

Independent directors may be assigned by the Board to make decisions regarding the operation of the Company, its parent company, subsidiaries, associated companies, a same-level subsidiary, major shareholders or controlling person in an organization's collective decision.

**Executive** refers to the company's executives from executive vice president upwards as well as the executives of the shopping complexes from the general manager upwards. In reviewing items related to the supervisory criteria by the Stock Exchange of Thailand or the Office of the Securities and Exchange Commission, including CPN's securities holding and connected transactions, this includes the top executive in the finance and accounting group.

**Employee** refers to employees from the level of executives downwards, whether rank-and-file employees, specially contracted employees, or temporary employees.

**Business partner** refers to suppliers of goods and services to the company, designers, consultants, contractors, and sub-contractors.

**Customer** refers to tenants and those who use the company's services.

**Stakeholder** refers to shareholders, customers, business partners, creditors, employees, business competitors, the public sector, organizations, and other related people in society.

**State/public official** refers to state/public officials, officials of foreign states, and officials of international organizations as defined by organic laws under the Constitution concerning the prevention and suppression of fraud or laws concerning management's measures for preventing and suppressing fraud. These officials also include competent officers under the Criminal Code.

**Connected transactions** refers to transactions between the company or the subsidiary companies and the company's connected persons. Connected transactions fall into six categories as follows:

- 1) **Transactions of normal business** are those involving assets/services concerning regular business, conducted under general business conditions, such as procurement and development of real estate for the rental of buildings of the shopping complexes, office buildings, and residential buildings.
- 2) **Transactions that support normal business** are those with the same general line of business as the company or the subsidiary companies to support and smoothen the company's normal business, such as services in the company's rented areas, procurement, insurance, management hiring, consultant hiring, and experts in various fields.
- 3) **Short-term transactions of renting/renting out real estate** are those of renting or renting out real estate that cannot be explicitly shown to align with the general business conditions, and with a contract of up to three years.
- 4) **Transactions of assets or services** are those of buying or selling assets and/or the right to buy or sell assets, renting/renting out, buying/providing services, such as investment/selling of investment.
- 5) **Transactions of financial assistance** are those that the company or its subsidiary companies provide financial assistance to connected persons, including the transactions of loans, guarantees, asset collaterals, and similar activities.
- 6) **General business conditions** means those conditions with fair prices and conditions, not causing profit transfer, and similar business agreements that a reasonable person may generally make with a contracted party under the same conditions, possessing no influential power of business negotiations for being directors, executives, or related persons. The prices and conditions are as follows:
  - Those that the company or the subsidiary companies receive or give to other persons
  - Those that connected persons give to other persons
  - Those that the company can show that similar entrepreneurs apply with other persons.

**Connected person** refers to the Board, executives, major shareholders, controllers, or those due to be nominated to the Board, executive team, or controllers of CPN or its subsidiaries. Connected parties also include related parties and their close relatives, as well as juristic persons where connected parties serve as major shareholders or controllers.

**Major shareholder** refers to direct or indirect shareholders in the company with more than 10 percent of all the shares with the right to vote, including shares held by related persons (the company's major shareholders are Central Holding Company Limited and the members of the Chirathivat family).

**Related person** refers to those with the following relationships:

- (1) The controllers of the company; in case of a juristic person, it will include the directors of that company
- (2) Spouses, children or adopted children under the legal age of the directors, executives, or persons mentioned under (1)
- (3) The company that the persons under (1) and (2) are authorized to control
- (4) Other persons as specified by the Capital Market Supervisory Board.

**Close relative** refers to blood relations or through lawful registration as follows:

- (1) Fathers, mothers, siblings, and children/adopted children, including the spouses of the children/adopted children
- (2) Spouses.

**Inside information** refers to the information that is not yet disclosed to the public and is used for the sole purpose of the company and not of personal use, the information that company keeps temporarily, including the information about strategies, policies, business plans, objectives, business performance, and the company's income.

**Levels of confidentiality** refers to four levels of information confidentiality, classified by the company as follows:

**A) Level 0: Public**

Information that can be harmlessly disclosed or causing little damage, or information for public relations that the outsiders can have access to.

**B) Level 1: Internal**

Information to be used in the company by the company's employees, outsiders, or outside agencies under a contract. In general, this kind of information is necessary for business transactions. Access to the information must be monitored and only on a need-to-know basis, such as forms, minutes of meetings, policies and internal regulations.

**C) Level 2: Confidential**

Information that is disclosed or accessed to by a limited group such as departments and working groups. Disclosure of such information may cause a leak of the company's material information, possibly damaging the company's business, finance, or image, such as confidential contract information with expensive fines and employees' curriculum vitae.

**D) Level 3: Strictly confidential**

Strictly confidential information is accessible only to specified individuals and its owners want to know to whom the information is passed on. The leak of this information may cause serious harm to business potential, image, or financial situations, such as where the leak is considered a violation of law, information of salaries, and passwords.

**Corruption** refers to offering, promising, delivering, demanding, giving, or accepting bribes or benefits in cash or other forms, directly or indirectly. Corruption also means actions bordering on fraud of all forms with other parties or juristic parties, state/public officials, public service agencies, or stakeholders.

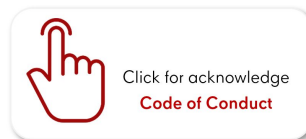
## 2) References

- Organic law under the Constitution concerning the prevention and suppression of corruption, B.E. 2542 (1999), third amendment, B.E. 2558 (2015), Article 123/5
- Securities and Exchange Act, fifth amendment, B.E. 2559 (2016)
- The Organisation for Economic Co-operation and Development (OECD) principles
- Corporate Governance Code (CG Code)



**Acknowledgment and Compliance Form**  
**Code of Conduct and Corporate Governance Policy**  
**Central Pattana Public Company Limited**

I acknowledge receipt of the code of conduct and corporate governance policy of Central Pattana Public Company Limited. I have acknowledged and accepted them as my strict guiding principles of business operation and transparency and corruption-free job performance. I am well aware that violation of or non-compliance with the Code of Conduct and Corporate Governance Policy is subject to disciplinary measures or prosecution by law.



(Signature):.....  
(.....)

Position:.....

Department:.....

Date:...../...../.....

## Charter of the Board of Directors Central Pattana Public Company Limited

### 1. Objectives

To monitor the Board of Directors' ("the board") performance in compliance with relevant law, regulations, and rules, under the highest responsibilities and ethical standards.

### 2. Composition and appointment

- 2.1 The board consists of at least five directors. At least one-third must be independent directors, the number of whom must be at least three. At least half of the directors must be permanent residents of the kingdom.
- 2.2 The directors elect one of them as chairman. When deemed appropriate, the directors may elect one or several directors as vice chairman. The vice chairman is responsible for assignments by the chairman under the Company's regulations.
- 2.3 The chairman and the President & CEO are two separate persons for the sake of clear-cut segregation of roles and balance in the operation.
- 2.4 The appointment of the directors must follow relevant law, rules, and regulations based on transparency and clarity.
  - 1) If a director resigns upon term expiration, the shareholders' meeting may elect his/her replacement through the decision of the majority of votes of the present shareholders. If there are equal votes among the directors, the chairman of the meeting must cast the decisive vote.
  - 2) If a director's post becomes vacant for reasons other than term expiration, the board may elect a qualified candidate to replace him/her in the next board of directors' meeting. If the remaining term of directorship is shorter than two months, the newly elected one is to stay in office for the remaining term. The resolution of the board on this matter must consist of no less than three-quarter votes of the remaining directors.

### 3. Qualifications

- 3.1 Directors must be ordinary citizens with the following qualifications:
  - 1) Are of legal age
  - 2) Are not bankrupt, incompetent, or equivalent
  - 3) Have not served prison terms for fraud
  - 4) Have not been dismissed from the government, organizations, or government agencies for fraud
  - 5) Have never faced legal fines for fraudulent property offenses
- 3.2 Directors must possess knowledge, ability, and experience beneficial to the business operation with ethics, honesty, and sufficient time to devote to their work
- 3.3 Directors may hold directorships in other companies, but must not let them affect their work as the Company's directors. The Company stipulates that directors may hold directorships in no more than five listed companies



3.4 Directors must not manage other activities opposing the Company's interest or provide interest to other people/entities, whether for their own benefit or the benefit of others.

3.5 Independent director means director who is independent from executives and major shareholders' control. The independent director shall not have vested interests or relations with the executives' decisions. Qualifications of the independent director are as follows:

- 1) Not holding more than 0.5% of the total outstanding voting shares of the Company, its parent company, subsidiary or affiliated company, major shareholders or controlling person including shares held by related persons of the independent director
- 2) Neither being nor having been an executive director, officer, employee, controlling person or advisor who receives a salary from the Company, its parent company, subsidiary, a same-level subsidiary, affiliate, major shareholder or controlling person, unless the foregoing status ended not less than two years prior to the date of appointment
- 3) Not being a person related by blood or registration under law, such as a father, mother, spouse, sibling, or child, including spouses of children of directors, executives, major shareholders, controlling persons, or persons to be nominated as directors, executives or controlling persons of the Company or its subsidiaries
- 4) Not having nor having had a business relationship with the Company, its parent company, subsidiary, affiliate, major shareholder or controlling person, in a manner which may interfere with his or her independent judgment, and neither being nor having been a substantial shareholder or controlling person of any entity having business relationship with the Company, its parent company, subsidiary, affiliate, major shareholder or controlling person, unless the foregoing status ended not less than two years prior to the date of appointment

The term 'business relationship under the above paragraph includes any normal business transaction, rental, or lease of immovable properties, transaction relating to assets or services, or grant or receipt of financial support through receiving or extending loans, guarantee, providing assets as collateral, including any other similar action whose value exceeds 20 MB or more than 3% of the net tangible assets, whichever is lower. The value of each transaction is based on the calculation method for the values of connected transactions under a Notification of the Capital Market Supervisory Board Re: the rules concerning Connected Transactions. Under the regulation, all transactions occurring within a year of preceding transactions must be included in such calculation.

- 5) Neither being nor having been an auditor of the Company, its parent company, subsidiary, affiliate, major shareholder or controlling person nor being a substantial shareholder, controlling person or partner of an audit firm which employs auditors of the Company, its parent company, subsidiary, affiliate, major shareholder or controlling person, unless the foregoing relationship ended not less than two years from the date of appointment
- 6) Neither being nor having been any kind of professional advisor including a legal advisor or financial advisor who receives an annual service fee exceeding two million baht from the Company, its parent company, subsidiary, affiliate, major shareholder or controlling person, and neither being nor having been a substantial shareholder,

controlling person or partner of the professional advisor unless the foregoing relationship ended not less than two years from the date of appointment

- 7) Not being a director who has been appointed as representative of the Company's directors, major shareholders, or shareholders who are related to the Company's major shareholders
- 8) Not conducting any businesses which have the same nature as or in competition with the Company's or its subsidiaries or neither being a substantial partner, executive director, employee, officer or advisor who receives regular salary, shareholder holding more than 1% of the voting shares of businesses which have the same nature as or in competition with the Company or its subsidiaries
- 9) Not having any characteristics that could prevent him/ her from giving independent opinions concerning the Company's operation

Independent directors may be assigned by the board to make decisions about the operation of the Company, its parent company, subsidiaries, associated companies, a same-level subsidiary, major shareholders or controlling person in an organization's collective decision.

Independent directors should exert free discretion on business matters and express their views on or objection to cases affecting shareholders' equitability.

#### 4. Terms

- 4.1 At every annual general meeting, one-third of the directors must resign from office. If the number is not a multiple of three, the number closest to one-third must be adopted.
- 4.2 The directors to be retired from office in the first and second year following the registration of the Company shall be made by drawing lots. For Subsequent years, the director holding office longest shall retire. A director whose term has expired may be re-elected. Apart from normal term expiration, the directorship is to be considered terminated due to the following reasons:
  - 1) Death
  - 2) Resignation
  - 3) Disqualifications or qualifications contrary to the law and the Company's regulations
  - 4) Shareholders' resolution to remove him/ her with no less than three-quarters of the votes of the present shareholders who are eligible to vote and with no less than half of the shares held by the present shareholders who are eligible to vote
  - 5) Removal by court order
- 4.3 A director who wishes to resign must submit a resignation to the Company. The resignation takes effect on the day the resignation letter is received by the Company.
- 4.4 Normally, an independent director may hold the post for no more than two consecutive terms, extendable for another term, totaling up to nine years, to maintain the independence of opinions and performance of duties as the Company's independent director.

The board could extend independent directors' terms as seen fit. When independent directors complete their terms, the board may nominate their names to the AGM for possible re-election and extension of their terms.

## 5. Duties and Responsibilities

- 5.1 Acting in the best interest of shareholders (Fiduciary Duty) by observing the following four main practices:
  - 1) Performing its duties with faithfulness and honesty (Duty of Loyalty)
  - 2) Performing its duties with responsibility and all due circumspection and caution as well as with accountability and ethics (Duty of Care)
  - 3) Performing its duties in compliance with laws, objectives, the Company's Articles of Association, the resolutions of the Board of Directors and resolutions of Shareholders' Meetings (Duty of Obedience)
  - 4) Disclosing information to shareholders accurately, completely, and transparently with verification, timeliness and equitability (Duty of Disclosure)
- 5.2 Set the vision, mission, and short-term & long-term strategies to ensure fulfillment of corporate objectives and key goals with a focus on sustainability goals agreeing with value addition to the business, stakeholders, and society at large. These elements are revised annually.
- 5.3 Set value and culture of the Company which reflects in operations and ethics in order to drive its business to the sustainable growth and lead by example.
- 5.4 Consider to approve key transactions under the board's authority scope under the law and corporate regulations and approval protocol.
- 5.5 Consider to approve annual plans and budget, while constantly monitoring its business performance following its strategy to ensure goal achievement by suitably and safely applying innovation and technology.
- 5.6 Supervise the operations in subsidiaries and joint ventures following the Company's policy and direction in order to ensure that such investments are properly effective and beneficial to the Company.
- 5.7 Set and review board structure, specifically the number of directors and ratio of independent directors, as well as diverse qualifications suiting corporate business. Review board and committee compensation as proposed by the Nomination and Remuneration Committee.
- 5.8 Consider to appoint subcommittees to provide support for the board's performance and responsibilities where suitable and necessary, and monitor the subcommittees' performance on a regular basis.
- 5.9 Disclose financial and key information to all shareholders and stakeholders on a correct, complete, transparent, reliable, timely, and equitable basis in compliance with regulations, standards, and practical guidelines.
- 5.10 Set up efficient and effective internal control and internal audit systems.
- 5.11 Develop a code of business conduct for the directors, executives, and employees to set the standards for the Company's business operation. All directors, executives, and employees shall perform their duties ethically and in strict compliance with the Company's code of conduct.
- 5.12 Provide an important policy and ensure business operation based on good corporate governance principles and provide support to communicate to every personnel in the Company to acknowledge and strictly adhere to them.
- 5.13 Ensure clear and transparent connected transactions.

- 5.14 Ensure clear procedures of the Audit and Corporate Governance Committee's report to the directors when doubtful of transactions and actions that may seriously affect the Company's financial status and performance. The board must rectify the problems within the timeframe deemed appropriate by the Audit and Corporate Governance.
- 5.15 Monitor and prevent any potential conflicts of interest as well as the misuse of the Company's assets.
- 5.16 Institute a suitable and efficient risk management policy and procedures with regular monitoring and assessment of risk management performance.
- 5.17 Ensure the succession planning of the Company's top executives and annually arrange effective assessment of their performance.
- 5.18 Consider the performance assessment, compensation, salary and bonus of the President & CEO which is submitted and agreed by the Nomination and Remuneration Committee.
- 5.19 Annually assess the performance of the board, subcommittees as well as each individual director and conduct such results to be used to strengthen the effectiveness of the board.
- 5.20 Constantly develop competency through training and participation in courses on board performance or in other activities designed to enhance job expertise by focusing on the issues concerning the sustainability which is related to the Company's operations.
- 5.21 Arrange for the company secretary to assist the directors' activities and ensure that the board and the Company comply with the relevant law and regulations.
- 5.22 Steer the formulation of an anti-corruption policy and practical guidelines, strictly conform to the corporate policy and measures to set good examples for all personnel, and advocate internal and external communication for genuine conformance.
- 5.23 Steer the institution of processes and channels for receiving and effectively handling complaints filed by those with fraud leads and all stakeholders.
- 5.24 Steer the institution of an information security system, which includes the defining of a policy and procedures for confidentiality, integrity, availability, and the handling of market-sensitive information. Ensure conformance to this system by internal and external parties.
- 5.25 Annually review the charter of the board as appropriate under prevailing circumstances.
- 5.26 Seek professional opinions by hiring outside advisers paid for by the Company.
- 5.27 Perform other duties as specified by the shareholders.

## 6. Roles of the Chairman

- 6.1 Direct, monitor, and ensure the board performance for efficiency and fulfillment of corporate objectives and key goals.
- 6.2 Ensure all directors' roles in promoting a corporate culture filled with ethics and governance.
- 6.3 With the President & CEO, set the board meeting agenda and apply measures to ensure that critical matters under the board authority are included in the agenda.
- 6.4 Allocate enough time for the management to present matters and the board to thoroughly discuss key issues. Encourage directors' exertion of discretion and expression of free views.
- 6.5 Promote cordial relations between the board and the management, while supporting performances of the President & CEO and the management under corporate policies.
- 6.6 Ensure transparent disclosure of information and management for conflicts of interest.

- 6.7 Steer the overall performance of the board, committees, and individual directors for efficiency and effectiveness.
- 6.8 Support the coordination between the board, the management and the company secretary in order to ensure that such coordination will be smooth and effective.
- 6.9 Being a representative of the board to communicate any important information as well as to create a good relation to shareholders and stakeholders of the Company.

## 7. Board meetings

- 7.1 The board must hold meetings at least once every three months by setting meeting dates in advance all year round and may convene an extraordinary session if necessary.
- 7.2 Directors have the duty to regularly attend the board meetings with the ratio of at least 75% of the meetings for the entire year. Except for the force majeure, such directors must inform the chairman or the company secretary in advance prior to the meeting date.
- 7.3 At least two directors are entitled to call for a meeting. The chairman or the assigned person must set the date of the meeting within 14 days after receiving the request.
- 7.4 The chairman or the assigned person sends meeting invitations specifying the date, time, venue, and agenda details to all directors at least seven days ahead of the meeting. Except for the urgent case to protect the Company's interest, notification of the meeting can be given through other means and the meeting can be convened earlier.
- 7.5 In the board's meeting, at least half of the directors must be present. The chairman of the board acts as chairman of the meeting. If the chairman cannot attend the meeting or cannot perform the duty, the attending directors will elect one among themselves as chairman.
- 7.6 The resolution of the meeting will take into account the majority of votes, with one director having one vote. If the number of votes is equal, the chairman will cast the decisive vote. Each director with vested interest(s) in any agenda item must abstain from voting on that item.
- 7.7 The board is authorized to invite the management, executives, or other relevant people to give opinions, attend the meeting, or present information for consideration.
- 7.8 Non-executive directors must meet in the absence of the management at least once every year to share views on the topics relevant to their responsibilities.
- 7.9 The company secretary or the assigned person is responsible for preparing the minutes of the meetings.

## 8. Reporting

Directors are responsible for reporting the Company's operational performance in annual report (56-I One Report Form) to its shareholders with at least information as specified by relevant law, regulations, and rules.

This charter takes effect from 30 September 2021 onwards.

# CENTRALPATTANA

## Charter of Lead Independent Director

### 1. Objectives

The Charter of Lead Independent Director of Central Pattana Public Company Limited (“CPN”) enables the Lead Independent Director’s performance to be crystal clear in support of the Board’s governance of CPN, subsidiaries, and associates so that they may align with good corporate governance, with due coordination as well as checks and balances between the Board and management. The ultimate objective is to ensure all CPN stakeholders of transparent and fair business conduct.

### 2. Qualifications and appointment

1. Be an independent director of CPN
2. Command leadership, vision, discretion, and fairness in job performance
3. Can freely dedicate time for overseeing CPN’s business and can provide beneficial comments and advice for its business
4. The Board appoints the Lead Independent Director.

### 3. Terms

1. The Lead Independent Director holds a three-year tenure from the appointment date or up to the remaining director’s tenure
2. The Lead Independent Director can be reappointed upon term completion for the sake of uninterrupted business
3. If the Lead Independent Director leaves office for any reason before term completion, the Board must appoint a replacement within three months from the date when the position becomes vacant
4. The Lead Independent Director leaves office on
  1. Lead Independent Director’s term completion
  2. Resignation or dismissal from the Board.

### 4. Duties and responsibilities

1. Chair the meetings of independent directors
2. Coordinate with the Board Chairman and management in setting Board meeting agenda to ensure that key matters are included so that the Board may duly deliberate and acknowledge them in a timely manner
3. Represent independent directors in consultation with the Board Chairman and management on issues concerning governance and key matters considered suitable by independent directors, and coordinate their views as well as observations for the Board’s consideration
4. Chair Board meetings on agenda items where the Board Chairman has vested interests and where the Board Chairman cannot attend.

### 5. Meetings

1. Independent directors must meet at least once annually and may invite management team members and relevant parties to their meetings
2. The Lead Independent Director is authorized to call meetings of independent directors

3. The Lead Independent Director reports meeting outcomes to the Board after independent directors' meetings
4. The Company Secretary or an assigned officer prepares such meeting minutes.

This Charter of Lead Independent Director takes effect from October 9, 2019.

# CENTRALPATTANA

## Charter of the Audit and Corporate Governance Committee

The Audit and Corporate Governance Committee (“the Committee”), an essential tool of good corporate governance, is appointed by the Board of Directors to provide oversight of business operations and management under proper, transparent standards while enhancing business efficiency and supplementing value to Central Pattana Public Company Limited (“CPN”).

CPN has developed the Charter of the Audit and Corporate Governance Committee in line with the criteria and approach of the Office of the Securities and Exchange Commission (“SEC”) and the Stock Exchange of Thailand (“SET”), as well as best practices, as practical guidelines for the Committee to meet the expectations of the shareholders, the Board, and external regulators. To this end, the Charter of the Audit Committee dated February 27, 2017, is to be terminated and replaced by this Charter, detailed as follows.

### 1. Definition

“Independent directors” refers to non-executive directors that are not employees, wage earners, advisers with regular salaries, controllers of CPN, the parent company, subsidiaries, associated companies, sister companies, or juristic persons with potential conflicts of interest (currently and up to two years before their appointment). Observed will be the criteria spelled out by the SEC.

“Act” refers to the Securities and Exchange Act.

### 2. Purpose

The Committee eases the fulfillment of responsibilities in its oversight of the following:

1. Credibility of CPN’s financial reports
2. Compliance with relevant requirements and laws
3. Independence and qualifications of the external auditor as well as opting for suitable accounting policy
4. Performance of the Internal Audit Office and the external auditor as well as developing reports as required by external regulators.

### 3. Authority

The Committee is authorized to investigate or delegate others to investigate critical matters under its empowerment as follows:

1. Hiring independent external advisers to provide advice and opinions or investigate matters related to its responsibilities as seen essential, at CPN’s expenses
2. Seeking information and cooperation from CPN employees
3. Inviting executive directors, executives, or relevant parties to give statements or useful information or join its meetings, or inviting law officers, auditors, internal auditors, or external advisers to its meetings.



#### 4. Composition

1. Committee members must be independent directors
2. The committee must be appointed by the Board
3. The committee must consist of at least three independent directors
4. At least one member must be adequately knowledgeable and experienced to review the credibility of financial statements and financial reports
5. The Board appoints a chairman from the rank of committee members
6. The committee appoints the head of Internal Audit Office as its secretary.

#### 5. Qualifications

1. Members must not be those assigned by the Board to decide on business operations related to CPN, the parent company, subsidiaries, associated companies, sister companies, or juristic persons with potential conflicts of interest
2. Members must not take part in business management, nor serve as employees, wage earners, advisers with regular salaries, or controllers of CPN, the parent company, subsidiaries, and sister companies
3. Members must independently perform their duties, express opinions, and report on their performance based on the Board-assigned tasks, without being under the control of CPN executives or its major shareholders, related parties, or their close relatives
4. Members must dedicate their time and express opinions adequately in performing their duties
5. Members should receive continual, regular training on matters related to the Committee's performance to keep up with potential changes and should constantly receive opportunities for training on CPN's operations for their maximum effectiveness
6. The Chairman of the Committee should exert leadership and proper meeting guidance, while devising efficient plans and providing confidence in the Committee's overall effectiveness.

#### 6. Terms

1. Members' terms coincide with their respective directors' terms as spelled out in CPN's company regulations
2. Members whose term has completed may be re-appointed to serve up to two consecutive terms and can extend their terms by up to another. This took effect from the appointment of the Board of directors at the 2008 Annual General Meeting (AGM) of Shareholders without retroaction. The Board could extend the members' terms as seen fit.
3. Members' terms on the Committee stagger for the benefit and continuity of work performance
4. Members who wish to resign ahead of term completion must notify and submit their resignations to CPN at least 30 days in advance
5. For continuity of committee performance, should a vacancy develop for reasons other than term completion, the Board is to appoint a qualified member to the Committee immediately or, at most, three months from the date when such a vacancy develops
6. The Committee members vacate their offices when:
  1. Completing their term
  2. Being disqualified under the Committee's criteria
  3. Passing away
  4. Resigning

5. Being removed
6. Being imprisoned under a final court verdict or a legal order, except for offences caused by negligence or misdemeanor
7. Being considered incompetent or quasi-competent
8. Becoming bankrupted.

## **7. Duties and responsibilities**

1. Financial statements
  1. Review the financial report preparation process for accurate, complete, credible, and timely information disclosure by coordinating with the external auditor and executives responsible for preparing quarterly and annual reports
  2. Review extraordinary significant items of the past year (if any) on a basis of their sensibility, impacts on the financial standing and company performance, as well as the accuracy and completeness of the data disclosed
2. Connected transactions and possible conflicts of interest
  1. Consider connected transactions which may cause conflicts of interest; ensure conformance to laws and SET regulations to ensure that they are reasonable and in CPN's best interests
  2. Consider the accurate and complete disclosure of information in case of connected or related transactions or other transactions that may cause conflict of interest
3. Internal control
  1. Review the internal control system to ensure its suitability and effectiveness, including any transactions that may cause financial fraud
  2. Consider the audit outcomes and suggestions of the external auditor and Internal Audit Office concerning internal controls and pass on suggestions for action by the management as well as following up the implementation of such suggestions
4. Internal audit
  1. Review and ensure that CPN has put in place independent internal audit unit with efficient internal audit process, as well as accessibility to essential data for internal audit
  2. Review the activities and structure of the Internal Audit Office and approve its charter
  3. Provide views on the appointment, commendation, removal, transfer, or discharge, as well as adjustment of compensation of the head of the Internal Audit Office, to ensure its independence
  4. Provide suggestions and remarks about the budget and manpower of Internal Audit Office for the management's approval
  5. Review and endorse annual internal audit plans and changes subject to the assessment outcomes of enterprise risk management and Internal Audit Office's strategic plans
  6. Review the internal audit plan with the head of the Internal Audit Office, especially about the internal control system and financial management process
  7. Review audit plans and coordinate the scope of audit of internal and external auditors to be mutually supportive and eliminate redundancy

8. Review Internal Audit Office's performance outcomes against the audit plans endorsed by the Committee to ensure conformance to the framework of responsibility assigned by the Committee
9. Review the hiring of external experts to conduct internal audit if the internal auditor lacks essential skills or specialization needed to conduct internal audit, including IT aspects
10. Institute annual quality assurance reviews and external quality reviews at least every five years

5. External audit

1. Select, nominate, and propose fees for the external auditor for approval so as to obtain an independent auditor, taking into account the reliability, adequacy of resources, audit volume, the experience of the personnel assigned to audit the Company as well as past work. Also, consider the removal of the external auditor
2. Review the scope and method of auditing proposed by the external auditor as well as reasons for changing the auditing method (if any)
3. Provide suggestions to the external auditor to review certain transactions that may be necessary or important during the auditing process of CPN and subsidiary companies
4. Review the report of the external auditor and submit to the management for adjustments in practices as well as following up on such suggestions
5. Consider the adequacy and efficiency of coordination between the external auditor and Internal Audit
6. Act on received information from the external auditor as soon as possible regarding suspicious activities of directors, managers or persons responsible for operating CPN that may constitute a breach of the second paragraph of Section 281/2 Clause 2, Section 305, Section 306, Section 308, Section 309, Section 310, Section 311, Section 312 or Section 313 of the Securities and Exchange Act and promptly check the information received and report preliminary findings in the first instance to SEC and the external auditor within 30 days from the date when a given breach was reported

6. Compliance with laws and related regulations

1. Review conformance by the Company to Securities and Exchange laws, SET requirements, or CPN business-related laws and ethics
2. Review the management's performance and follow up in case of nonconforming
3. Review issues identified by external regulators and remarks by auditor
4. Review the communication of Code of Ethics to the employees and monitor its conformance
5. Acknowledge progressed report from management and Company's legal advisor regarding key issues on conforming to the relevant laws and regulations

7. The Committee's Report

1. Report its performance for acknowledgement and consideration once every quarter
2. Review any reports prepared by CPN, regarding duties and responsibilities of the Committee
3. Prepare the Committee's annual performance report in accordance to SET's guideline and signed by the Chairman of the Committee as well as disclose it in the Company's annual report
4. In case of any suspicious transactions or actions that may significantly affect the Company's financial status and performance, the Committee shall report the findings to the Board to make any

improvement or correction in a timely manner as seen appropriate by the Committee. Detailed are displayed below:

1. Transactions regarding conflict of interests
  2. Transactions regarding frauds, irregularities or significant deficiencies in internal control system
  3. Any violation against laws on the securities and exchange, SET regulations or business-related laws relevant to CPN
5. In case the Board or the management fails to take corrective actions on those transactions under 4.1), 4.2) and 4.3) within the timeframe set by the Committee, any of the Committee members may report of such transactions or actions directly to SEC or SET

8. Corporate governance

1. Review CPN's continual improvement process of good corporate governance, as well as providing approaches and advices for development
2. Emphasize and promote good corporate governance as a regular agenda for the Board meetings and AGMs
3. Ensure that the Chairman of the Committee receives a copy of the report of the directors' vested interests from the Company Secretary under Article 89/14 of the Securities and Exchange Act within seven days of the date when CPN receives the report
4. Monitor, evaluate, and revise the Code of Conduct and Corporate Governance Policy in keeping with best practices for the Board's approval
5. Advocate and advise the Board and management on corporate governance
6. Consider or assign the Corporate Governance Policy for adoption by the Corporate Governance and Sustainable Development Committee
7. Ensure monitoring of directors' and management's performance against corporate governance.

9. Risk management

1. Review CPN's risk management process to ensure standardization, effectiveness, and efficiency
2. Work with the management in considering key policies regarding risk management and risk assessment as well as risks from corruptions
3. Work with the Risk Management Committee, the Risk Management task force, and the management in considering, making recommendations, and updating reports on CPN's risk management

10. Other responsibilities

1. Conduct other Board-assigned duties
2. Regularly review the Committee's Charter on an annual basis in order to consider and assess its current assigned roles and responsibilities as well as to propose any required amendments accordingly
3. Conduct other duties assigned by SET
4. Oversee that there is an effective whistleblower system in place, in the event that an employee or any stakeholder is suspicious of any possible wrong doing, as well as non-compliance to any laws, regulations, business ethics, or to any corporate governance principles, so that the whistleblower has

the confidence that CPN has an independent procedure to appropriately manage and monitor such grievance.

5. Monitor any special investigation as necessary
6. Review self-assessment forms for CPN's anti-corruption measures under Thailand's Private Sector Collective Action Coalition Against Corruption (CAC).

## **8. Meetings**

1. At least eight meetings should be held each year, with all agenda items clearly defined
2. The Chairman of the Committee may call additional meetings at the request of members, internal auditors, or the Board of Directors to jointly consider assorted issues
3. Members should attend all committee meetings; the quorum is two members
4. If the Chairman of the Committee misses a meeting or cannot perform his or her duties, the attending remaining members are to choose one among them as the Chairman of that meeting
5. Each member holds one vote. The Committee's decisions are by the majority votes. If votes are equal on a given matter, the Chairman casts the decisive vote
6. Each member with vested interests on a given matter under deliberation is to abstain on that matter
7. The secretary to the Committee is not entitled to vote
8. The secretary to the Committee or a delegated person takes and develops the formal minutes of the meetings
9. The secretary to the Committee should monitor updates on assorted actions under the minutes, including problems and obstacles as perceived by the Committee, and report them to the Committee at its next meeting including:
  1. Meeting notices are to be delivered at least seven days ahead of each meeting date
  2. Support meeting documents must be submitted to the Committee ahead of each meeting date
  3. Minutes must be submitted for examination by the Committee before the next meeting date
10. At least once a year, the Committee is to hold a meeting with the external auditor in the absence of the management to consult each other on issues potentially concerning the management

## **9. Self-assessment**

At least once a year, the Committee should assess their own performance and summarize their findings for the Board's acknowledgment and consideration.

## **10. Compensation**

The Nomination and Remuneration Committee is to propose the Committee's compensation for the Board's consideration and table it for the shareholders' approval.

This charter takes effect from October 9, 2019.

# CENTRALPATTANA

## Charter of the Nomination and Remuneration Committee

### Central Pattana Public Company Limited

#### 1. Objectives

To enable the performance of the Nomination and Remuneration Committee (NRC) to become efficient, effective, fair, and aligned with Central Pattana Public Company Limited ("the Company")'s good corporate governance.

#### 2. Composition and appointment

- 2.1 NRC consists of no less than three members, with independent directors exceeding half of the composition and its Chairman being an independent director.
- 2.2 The Board of Directors appoints NRC members.

#### 3. Qualifications

- 3.1 NRC must be knowledgeable and experienced in matters useful for their performance and must dedicate adequate time to such performance.
- 3.2 NRC must uphold the Company's good corporate governance principles.

#### 4. Terms

- 4.1 NRC's terms are three years each. Those members that have completed their terms may be re-appointed. Each member's term is as long as each of his or her remaining term on the Board.

An NRC member completes his or her term when he or she:

- 1) Completes the term
- 2) Leaves the Board
- 3) Resigns
- 4) Dies
- 5) Is dismissed by the Board.

- 4.2 Any NRC member intending to resign shall submit a resignation letter to the Company. The resignation takes effect from the date on which the resignation letter reaches the Company.

## 5. Nomination duties and responsibilities

- 5.1 Consider the appropriate structure, size, composition and independent director proportion of the Board to suit the organization and business environment, as well as annually review the qualifications of independent directors.
- 5.2 Ensure board diversity for the Board to comprise ethical and honest experts who gain knowledge, experience, and skills beneficial to the Company's businesses. Furthermore, Board members are selected with non-discrimination of gender, race, nationality, religion, age, professional skill, or other qualifications.
- 5.3 Consider the transparent criteria and procedure for selecting directors as well as nominate those persons qualified and appropriate to be considered by the Board of Directors before further submission to shareholders' meetings for appointment as directors.
- 5.4 Allow individual shareholders the opportunity to propose qualified persons for selection as directors. This provided shareholders with enough time prior to shareholders' meetings being held.
- 5.5 Consider and nominate the list of directors who possess suitable qualifications for sub-committees to propose to the Board of Directors for appointment.
- 5.6 Ensure director development plans to enhance knowledge and skills of current and new directors and foster their understanding of the roles and duties of directors, businesses in which they are operating as well as other key developments, including industry outlook, laws and rules relevant to the Company's businesses, etc.
- 5.7 Consider the criteria and procedure for selecting and nominating the person who possesses suitable qualifications to be elected as the President & CEO to propose to the Board of Directors for appointment.
- 5.8 Formulate succession plans for the President & CEO and senior executives and review such plan on a regular basis.
- 5.9 Formulate development plans for senior executives reporting to the President & CEO (N-1 level) to gain skills and qualifications suitable for the organizational management that drives the Company's growth according to the goal set, as well as acknowledge the performance of the N-1 executives regularly on an annual basis.
- 5.10 Consider people policy and strategies to align with the Company's business operations.

## 6. Procedure for director nomination

- 6.1 Consider the appropriateness of specific knowledge, experience, and abilities that are beneficial to the Company, using Board Skill Matrix as guidelines to consider and nominate the candidates who possess suitable qualifications aligned with the Company's business direction and appropriate for the board composition.
- 6.2 Check and verify the nominated candidates to ensure suitable qualifications according to laws and regulations stipulated by the governing bodies, for instance, the Public Limited Company Act B.E. 2535 (A.D. 1992), etc.

- 6.3 Consider time dedication when nominating re-appointed directors, including their past contribution, meeting attendance, participation and support for the Board's activities as well as consider the number of listed companies in which each director may hold directorship, for being no more than five listed companies.
- 6.4 Consider independency in case of nominating independent directors in accordance with rules and regulations stipulated by the Securities and Exchange Commission as well as those stipulated by the Company.
- 6.5 Consider the term of office of the independent directors who shall hold office for up to nine years in total; nonetheless, in case of extending the term of such independent director(s), independency in performing board duties as well as reasonable justifications and necessity shall be taken into consideration.
- 6.6 Propose a list of nominated persons considered by the Nomination and Remuneration Committee, with qualifications and reasons for nomination, to the Board of Directors or shareholders for appointment, as the case may be.

#### 7. Remuneration duties and responsibilities

- 7.1 Consider a clear compensation method, procedure and standard for directors, sub-committee members, the President & CEO and the N-I executives, for being equitable and corresponding appropriately with their duties and responsibilities, achievement that aligns with the Company's short-term and long-term operating results, as well as other relevant factors, in comparison with compensation rate of other companies in the same or similar industry, while taking into consideration the overall increase to the total value of shareholders' equity in the long run.
- 7.2 Consider the compensation for directors and sub-committee members to propose to the Board of Directors for endorsement and shareholders for approval.
- 7.3 Define goals and evaluate annual performance of the President & CEO to set reasonable compensation to propose to the Board of Directors for approval.

#### 8. Other duties and responsibilities

- 8.1 Appoint regular adviser(s) and/or hire project adviser(s) to provide advice on NRC's performance if deemed necessary and suitable, as well as consider appropriate remuneration for such adviser(s) at the Company's expenses as deemed fit and necessary.
- 8.2 Revise the NRC Charter on an annual basis to propose to the Board of Directors for approval.
- 8.3 Conduct an annual NRC performance evaluation.
- 8.4 Perform other duties related to nomination and remuneration as assigned by the Board.



## 9. Meetings

- 9.1 The NRC shall hold meetings as seen essential and suitable for their responsibilities under this charter, at least twice each year, by setting in advance meeting dates for the whole year.
- 9.2 The NRC Chairman or an assigned delegate shall submit a meeting notice identifying the date, time, venue, and agenda to all members at least seven days ahead of the meeting date. In urgent cases to preserve the Company's rights or benefits, the notice may be given by other means and such meetings may be held sooner.
- 9.3 For each meeting, the quorum is no less than half of the entire NRC. The NRC Chairman presides over the meeting. If the NRC Chairman cannot attend the meeting nor perform duties, the directors attending the meeting shall select one of the directors to preside over the meeting as the meeting chairman.
- 9.4 Resolutions of the NRC meetings shall carry the majority votes from members attending the meeting. In case of equal votes, the meeting chairman shall cast the decisive vote.
- 9.5 The secretary to the NRC meeting or an assigned delegate shall take the minutes of meetings.

## 10. Reporting

- 10.1 Report the NRC performance subsequent to the NRC meetings to the Board of Directors.
- 10.2 Report the NRC performance to the shareholders on the Company's 56-I One Report.

This charter takes effect from September 30, 2021.

# CENTRALPATTANA

## Charter of the Risk Policy Committee

The Board of Directors is responsible for the appointment of the members of the Risk Policy Committee, which consists of six members, comprising as follows

- Six directors
- The Chairman is an independent director.

### Name and Position of the Members of the Risk Policy Committee Members

- |    |                             |          |
|----|-----------------------------|----------|
| 1. | Mr. Paitoon Taveebhol       | Chairman |
| 2. | Mr. Weerawat Chutichatphong | Member   |
| 3. | Mr. Kobchai Chirathivat     | Member   |
| 4. | Mr. Prin Chirathivat        | Member   |
| 5. | Mr. Preecha Ekkunagul       | Member   |
| 6. | Ms. Wallaya Chirathivat     | Member   |

### Duties and Responsibilities of the Risk Policy Committee

1. Acknowledge and give recommendations on risk management policies, strategies, structures and development frameworks at every corporate level
2. Assess the effectiveness of risk management established by the management
3. Review, refine and endorse the manageable levels of risks and deviation acceptable by Central Pattana
4. Review Central Pattana's overall risk management, taking into consideration the overall short- and long-term return for shareholders, in comparison with the manageable risks to Central Pattana
5. Acknowledge the identified key risks and review the management's responsive actions
6. Participate in Central Pattana's annual analysis of risk management strategies and provide recommendations
7. Provide directions and guidance for risk management supervision
8. Supervise the identification of performance goals and key risk KPIs
9. Acknowledge reports on the trends of corporate risks and ensure that Central Pattana's strategies can effectively address identified risk issues
10. Report the committee's risk management activities to the Board every quarter
11. Perform other tasks as assigned by the Board.

In addition, the management has appointed Risk Management Committee consisting of senior executives and the executives from each core department to implement the Risk Management Policy as assigned by the Risk Policy Committee, control the development of a risk management system under the responsibility scope of each business unit's executives in line with the standard approach and incorporate risk management into business plans, review measured performance against risk management standards by benchmarking it with the acceptable deviation, communicate and manage established and maintained enterprise risk management in line with CPN's risk management framework, and constantly update risk management matters for the Risk Policy Committee.

# CENTRALPATTANA

## Report of the Audit and Corporate Governance Committee

Dear Shareholders,

The Audit and Corporate Governance Committee comprises three expert independent directors, all qualified according to Central Pattana's criteria. Mr. Paitoon Taveebhol, who is knowledgeable and duly experienced in reviewing financial statements, with Mr. Karun Kittisataporn and Mrs. Jotika Savanananda are serving as members.

In 2021 Mr. Weerawat Chutichatphong resigned from the Audit and Corporate Governance Committee, effective from May 14, 2021. The current number continues to meet SEC's criterion for listed companies' committee composition, which requires at least three members.

This year there were a total of 11 meetings, where the Committee consulted the management, the internal auditor, and the external auditor on related matters and obtained data from other management team members on agenda items related to all its charter duties. The Committee freely provided candid views and recommendations. It reported its performance to the Board of Directors in eight meetings, with the following highlights of performance and views.

### **Accuracy, completeness and credibility of financial reports**

The Committee has reviewed quarterly financial statements, annual financial statements, important accounting policies, compliance with financial reporting standards, as well as key audit issues specified on the reporting page of the external auditor. The Committee also considered the scope, audit method, and issues found in consultation with management and the external auditor. Two non-executive meetings were arranged with the external auditor to discuss the matter of independence in the execution of duty.

The Committee's view was that the Company's financial reports, prepared under the accounting policy designed by the Federation of Accounting Professions, were accurate, complete, and reliable with a sensible choice of accounting policies.

### **Adequacy of internal control system, internal audit, risk management and corporate governance**

The Audit and Corporate Governance Committee reviewed the audit report of Internal Audit and the report of the external auditor on internal control system assessment. The efforts aimed to ensure that Central Pattana had managed and assessed risks comprehensively. In 2021 key risks were re-categorized to strategic and financial risks, operational risks (covering security), and compliance risks. Apart from these risks, Central Pattana focused on the impacts of the COVID-19 pandemic.

The committee valued its role as an advisor to Internal Audit. In 2021 Internal Audit established a consulting project for key departments and formulated a continual action plan. It educated employees on internal control and the Three Lines of Defense concept to help them understand the importance of complying with the internal control system. Complaint-handling results were regularly reported to the committee.

It was the Committee's view that Central Pattana's internal control system was adequate and appropriate under the COSO Framework and the CG Code.

The Committee also reviewed and endorsed the annual internal audit plan, prepared under a risk-based approach. Such audit was of the integrated audit type (IT and non-IT) to embrace all aspects of risks and controls. The Committee held meetings with Internal Audit executives without any management present. It has also motivated Internal Audit to provide personnel development by building information technology competence, developing the audit system, and especially improving data analysis for more efficient internal auditing.

Finally, the Audit and Corporate Governance Committee also evaluated the quality of the annual internal audit and found it "good". It is of the view that Internal Audit has undertaken its duties on a par with international standards.

#### **Corporate Governance**

The Audit and Corporate Governance Committee has performed its duties to align with the CG Code. In 2021 it audited CG practices against the corporate governance code of listed Thai companies. It also abided by the human rights policy and provided recommendations on sustainable business practices in line with DJSI. Finally, it implemented social and community-related activities, such as waste reduction, income generation for the community, and allocation of in-mall space for vaccination centers.

#### **Compliance with securities and exchange laws, SET's requirements, and applicable laws**

Reviewing compliance with securities and exchange laws, the requirements of the Stock Exchange of Thailand ("SET"), and applicable laws, the Committee regularly monitored remedial approaches of the management, while overseeing revision of the Code of Conduct and the Corporate Governance Policy in line with new and international standards and Personal Data Protection Act B.E. 2562 (PDPA). It assigned the management to review Central Pattana's performance to ensure compliance with the CG Code. Finally, the Committee regarded Central Pattana's practices as being in compliance with all the above laws and requirements.

#### **Related party transactions or transactions with potential conflicts of interest**

The Audit and Corporate Governance Committee especially values of related party transactions as well as those transactions that may involve conflicts of interest under all laws and regulations of SET. The Committee has stressed that all

involved parties comply with the stipulated policies and assigned External Auditor to monitor and verify of all these transactions annually.

In 2021, Central Pattana has no significant related transaction which needs to be disclosed under all laws and regulations of SET.

#### **Suitability, review, selection, and nomination of the external auditor**

The Audit and Corporate Governance Committee assessed the independence of the external auditor and reviewed their performance of 2021. The overall performance was commendable, and the external auditor has been duly independent in its audit activities. Additionally, the Committee held two meetings with the external auditor in the absence of the management to seek its opinions on audit activities and coordination issues with related members of the management.

Committee has considered the performance outcomes, work scope, and work volumes compared with the proposed audit fees for 2022 and agreed to nominate KPMG Phoomchai Audit Ltd. ("primary external auditor") to provide its views on the consolidated financial statements of Central Pattana and its subsidiaries for 2022 and approved its 2022 audit fee of up to Baht 8,790,000 together with a fee of up to Baht 516,000 for the secondary auditor(s) of Central Pattana's selected subsidiaries registered in other countries.

#### **Overall views and remarks on conformance to the Audit and Corporate Governance Committee Charter**

The Audit and Corporate Governance Committee engaged in self-assessment of its overall performance for 2021 on January 12, 2022. This assessment was in three parts: first, the overall activities during the year; second, the specific activities; and third, roles in corporate governance.

The Audit and Corporate Governance Committee's overall view is that it has performed the duties and responsibility stated in its Board-approved charter sufficiently and thoroughly with due competence, care, prudence, independence for all stakeholders' equitable interests, and emphasizes the Company's sustainable development in line with good corporate governance principles.

**Mr. Paitoon Taveebhol**

Chairman of the Audit and Corporate Governance Committee