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แบบแสดงข้อมูลประจำปี / รายงานประจำปี 2564



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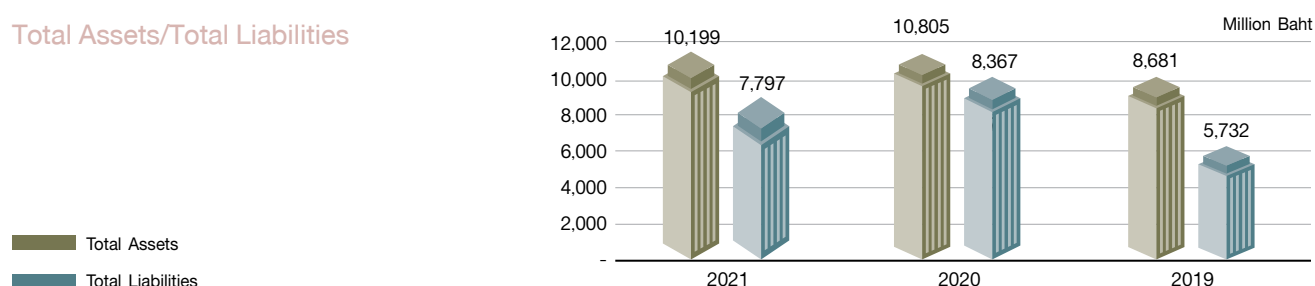
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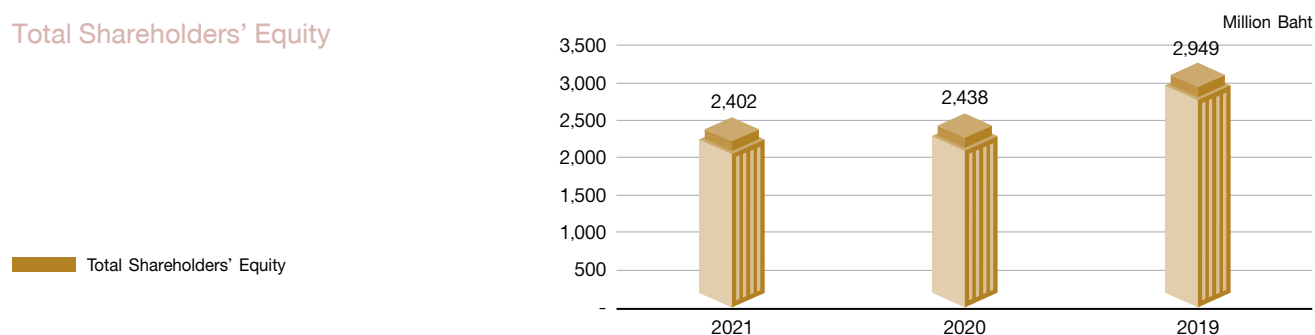
2021 Financial Highlights

3-Year Financial Summary	FY 2021	FY 2020	FY 2019
Cash and cash equivalents	335,709	568,471	569,567
Total assets	10,199,456	10,805,081	8,680,801
Total liabilities	7,797,320	8,367,177	5,731,793
Shareholders' equity	2,402,136	2,437,904	2,949,008
Statement of income			
Revenue from real estate sales	1,451,590	649,428	640,273
Rental and service income	68,721	77,575	80,092
Revenue from hotel operations	336,819	455,322	678,665
Revenue from sales of goods	60,429	60,449	6,476
Total revenues	2,299,095	1,429,016	2,256,364
Gross profit	372,409	179,920	158,791
Net profit (loss)	(99,346)	(386,985)	188,316
Net profit(loss) Equity holders of the Company	(44,608)	(328,225)	270,594
Per Share Ratios (Baht)			
Book value per share	1.38	1.47	1.87
Net profit- Equity holders of the Company	(0.04)	(0.31)	0.25
Financial Ratios			
Return on assets	(0.95)	(3.97)	2.29
Return on equity	(2.94)	18.46)	14.43
Gross profit margin	19.42	14.48	11.30
Net profit margin	(4.32)	(27.08)	8.35
Net profit margin	(1.94)	(22.97)	11.99
Equity holders of the Company Debt to equity	3.25	3.43	1.94

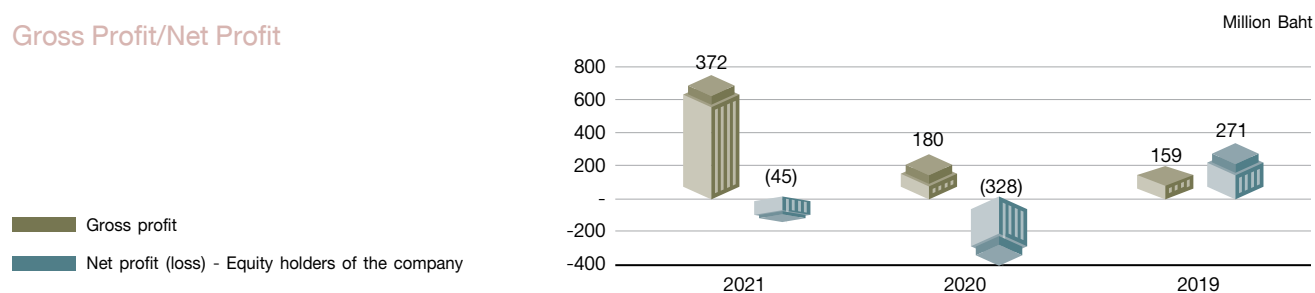
Total Assets/Total Liabilities



Total Shareholders' Equity



Gross Profit/Net Profit





Message from the Chairman

Dear Shareholders

Last year, the world and Thailand were still severely affected due to the coronavirus disease 2019 (Covid-19) pandemic. Thailand tourism revenue has dropped 21% from 2020 and reduced to 50% from 2019. The uncertainty of this epidemic situation still exists. It is resulting in a slowdown in the economy and production chain disruption, although GDP improved to 1.6% from the negative in 2019 as exports and consumer sectors improved. The average inflation rate is 1.2 percent and in 2022 is likely to increase from energy, higher commodity and service prices.

Tourism is the main income of the country which has not returned to normal because we still have measures to limit travel into the country. At present, the number of routes and airplane flight has greatly decreased due to the crisis. Chinese tourists are still strictly regulated when traveling abroad. Therefore, the hotel business was greatly affected. Chances of a recovery in 2022 could be at the end of the year, if the epidemic situation improves. But there is another factor that affects the economy and tourism which is the national conflict between the superpowers countries that will reinforce the economic weakness even more.

This year's performance in the hotel segment was severely affected but it was considered by the trustee and the REIT manager of Sripanwa Investment Trust in accordance with the terms of the lease that can assist the reduce and waive some rent payments which has recorded the waiver of rent in the budget of 2021. If looking at the total operating results of all types of businesses, we have total revenue of 2,299 million baht, which is income from real estate sales 1,451 million baht, hotel revenue 337 million baht, rental revenue 69 million baht, oil business income 60 million baht, the rest are other income and have a net profit (loss). 44 million baht, has assets pending for the ownership transfer (Backlog) as of December 31, 2021, valued at 5,400 million baht. At the end

of 2021 Baba Beach Club Hotel Phase 2 which we call Habita Seaview, has 47 rooms, small medium and large banquet rooms for seminars weddings and various events, has been completed and ready to open for service. Sri Panwa Hotel, the extension we call Yaya & Convention, is currently under construction. Completion is expected in the second quarter of 2022, and newly launched projects, The Issara Sathorn and Sasara Hua Hin, have sold nearly 50% of both projects. Projects that are very popular in 2021, 2 more projects are detached houses in the middle of the city, The Issara Residence Rama 9, with only 20 units, currently only 2 units are available for customers to purchase. Baan Issara Bangna is another project that has received a good response in the past year.

Although the situation of the country and the world has not improved from the epidemic, the interest rates tend to rise. Household and business debt rose. It decreased ability to pay debt. Tourism conditions are still not normal. There are international conflicts that can lead to the war but we must adapt to survive and maintain the liquidity of the company. In 2022, we still have a policy to reduce expenses of the company, accelerate and increase sales strategies to achieve sales targets of the company. We also have the quality control of construction in terms of time and quality of work. It also attaches importance to continuous human resource development.

On this occasion, thank you to all the shareholder, company director, our management team, and our staff as well as partners and alliances who have worked together through the crisis over two years. Together we will overcome all obstacles for our future success.

Mrs. Sriwara Issara
Chairman of the Board



Audit Committee Report

Attn: Shareholders, Charn Issara Development Public Company Limited

During the year 2021, Thailand is still affected by the COVID-19 situation that has spread almost all year round. Performance of the Audit Committee must be modified to be appropriate and in accordance with the situation, such as meetings with both normal formats and through the online system. However, we are committed to the efficiency of governance to be clear, transparent and verifiable.

At present, the Audit Committee of Charn Issara Development Public Company Limited consists of 3 independent directors who are highly qualified and has experience in law, finance, accounting, and corporate management consisting of Mr. Phisut Dechakaisaya as the Audit Committee Chairman, Mr. Withit Ratchatatanan and Mr. Pinit Puaphan as the Audit Committee members. The Audit Committee has performed its duties independently within the scope specified in the Audit Committee Charter which is reviewed annually in accordance with the current situation.

Supervision of the company's operations aims to clarify the management of integrity and taking into account the responsibilities of the Executive Committee and the executives which will have to the shareholders of the Company as well as to ensure that the Executive Committee and the Management have properly managed the business according to the Company's policies completely and standardized. In 2021, many businesses are affected by the COVID-19 situation and with Charn Issara Group's businesses are also affected. The Audit Committee therefore focuses on its role as the Strategic and Monitoring Audit Committee to review the governance. Strategy and follow-up on performance to achieve the set goals including oversight of risk management. The company has representatives of the Audit Committee who join the organization's risk management committee. The company aims to push for the

integration of both governance and risk management Governance and Internal Control (Integrated Governance Risk Compliance and Control - Integrated GRC)

In 2021, there were 5 Audit Committee meetings, with the Audit Committee attending the quorum. Every time, there was a meeting with the auditor without the Company's management. A total of 4 times to consider the scope of the approach and the auditor's annual audit plan including inquiries and follow-up audit results and issues of interest. In addition, discussions were held with internal auditors and auditors in related matters to discuss and acknowledge the results of work every time. At the end of every year, the Audit Committee has an overall assessment of the Audit Committee's performance and self-assessment which the evaluation results are in good condition. Summary of important matters in performing duties in the year 2021 are as follows:

1. Review of financial reports

The Audit Committee reviewed the key information of the quarterly financial statements, annual financial statements, and the consolidated financial statements of the company. It has been prepared in accordance with Thai Financial Reporting Standards which are in line with International Financial Reporting Standards by reviewing material issues, special items and receiving clarifications from the auditors, the management until it is assured that the make financial statements. Including the disclosure of the notes to the financial statements comply with legal requirements and financial reporting standards therefore approved the financial statements which the auditors have reviewed and audited which is an unconditional opinion report. In addition, the Audit Committee had a meeting with

the auditor without management to discuss freely on obtaining information. An audit of material information in the preparation of financial statements and disclosures that is in accordance with Thai Financial Reporting Standards and is useful to users of the financial statements. Key Audit Matters, including suspicious behavior under Section 89/25 of the Securities and Exchange Act B.E. 2535, amended by Securities and Exchange Act (No. 4) B.E. that are independent and can be audited, commented. There were no material observations and no suspicious circumstances, resulting in the financial statements and the consolidated financial statements of the company which is reliable and transparent compliant.

The Audit Committee has considered and opined that the Company's accounting and financial reporting processes are adequately controlled to ensure that the Company's financial reports and results of operations are in accordance with accounting standards and adequate disclosure of information in the financial statements.

2. Review of the internal control system

The Audit Committee reviewed the internal control and risk management system to assess the adequacy of the internal control system. Risk management according to internal audit standards including the guidelines set by the Securities and Exchange Commission as well as considering the internal audit report. According to the approved audit plan, no significant weaknesses or deficiencies in the internal control system were found.

The Audit Committee has considered and opined that the Company has an internal control system that is appropriate, sufficient and effective, as well as supports the development of internal audit quality in terms of personnel and audit operations to be in accordance with international standards continuously.

3. Review of risk management

One Audit Committee has joined the Company's Risk Management Committee. To represent the Audit Committee in reviewing the efficiency and effectiveness of the risk management process by attending meetings to review policies. Determine the company's risk management guidelines to comply with Changes in environment and circumstances based on

internal factors outside and the likelihood of impact in accordance with the guidelines set forth by the Office of the Securities and Exchange Commission with the Risk Management Committee be responsible and is responsible for considering the structure, policy, risk management framework, risk management plan, risk review, and monitoring of company risk management with a risk management unit. Responsible for preparing risk reports and managing risks of the company.

The Audit Committee has considered and opined that the Company has adequate internal control and risk management systems.

4. Supervision of internal audit work

The Audit Committee reviewed the Audit Committee Charter and the Audit Department Charter annually to reflect the risks and current situation. The Audit Committee has oversight of the work of the internal audit unit which covers the main mission, scope of work, scope of responsibilities independence in auditing operations, including organization and power by reviewing and approving the annual internal audit plan prepared in accordance with the results of the risk assessment. Determining an audit quality improvement plan and knowledge development skills and expertise of internal audit personnel.

The Audit Committee has considered and opined that the Company has adequate and appropriate internal audit supervision and effective as well as continuously improving the quality of internal audit work in terms of personnel and auditing operations to be in line with international standards.

5. Compliance with the Securities and Exchange Act

The Audit Committee has reviewed the law on securities and stock exchange, various requirements of the Stock Exchange of Thailand and the SEC, as well as laws related to business operations including complying with the obligations that the Company has to third parties.

The Audit Committee has considered and opined that the company has complied with the law. and various requirements related strictly, completely and in accordance with the principles of good corporate governance.

6. Review the procedures for entering into connected transactions

The Audit Committee has sufficiently reviewed the appropriateness of the regulations and procedures for entering into connected transactions, items that have been sold, items that may have conflicts of interest and reports of relevant directors as well as reviewing the disclosure of such information to be accurate, complete, timely and in accordance with the relevant notifications, requirements and guidelines of the Stock Exchange of Thailand.

The Audit Committee has considered and opined that such transactions that occurred or occurred during the year are those that occur in the normal course of business and are for the benefit of the Company including adequate disclosure of information.

7. Independence of the Audit Committee

The Audit Committee assesses the overall performance of the Board including self-assessment according to practice of the Securities and Exchange Commission of Thailand for the review to be complete and complete.

The Audit Committee has operated independently throughout the working period and complied with the scope set out in the Audit Committee Charter, which summed up the results well.

8. Consideration, selection, nomination, and annual auditor's remuneration

The Audit Committee has considered and selected nominate an auditor as well as determine the auditor's remuneration for the year 2021 to the Board of Directors for consideration and approval at the shareholders' meeting to appoint an auditor from Deloitte Touche Tohmatsu Chaoyot Co., Ltd. as the auditor. of the Company for the year 2021. By considering the satisfactory performance of the past year. Auditors are independent, have the skills, knowledge, ability, experience in business audits and provide business-related knowledge beyond the audit taking into account the announcement of the Securities and Exchange Commission of Thailand.

In the year 2021, the Audit Committee has performed its duties and responsibilities as assigned. Using knowledge, skills, caution and prudence and have sufficient independence without limitation in obtaining information from executives, employees and related persons as well as giving opinions and suggestions for the benefit of all stakeholders equally.

In summary, the Audit Committee considers that The Board of Directors, executives, and employees of the Company are committed to performing their duties in order to achieve the goals. It attaches great importance to the operation under a strict internal control system and appropriate risk management. There is adequate and transparent good corporate governance and reliable, as well as continually improving the operating system for better quality.

On behalf of the Audit Committee



Mr. Phisut Dechakaisaya
Chairman of the Audit Committee



Report from the Nomination and Remuneration Committee

Dear Shareholders,

The Board of Directors has approved the appointment of a Remuneration Committee to consider appropriate remuneration for Directors and Management. In 2015, the Company's Board of Directors has approved the appointment of a Nomination Committee to perform the duty of setting up guideline of selection process for the right candidate to fill the position of Director, Chief Executive officer and Managing Director. This Committee shall be merged with the Remuneration Committee which consists of 3 Directors who are independent Directors as follows:-

1. Mr. Pravesvudhi Raiva	Chairman of Nomination and Remuneration Committee
2. Mr. Phisud Dejakaisaya	Nomination and Remuneration Committee
3. Mr. Witit Ratchatanun	Nomination and Remuneration Committee

The Nomination and Remuneration Committee has considered and proposed appropriate remuneration for the Board of Directors and other sub committees : Audit Committee, Nomination and Remuneration Committee, Risk Management Committee and management from Chief Executive Officer and Managing Director upward by thoroughly and reasonably studying additional information in related matters with an encouragement on each individual Director to express their view independently according to the duty stipulated in the Codes of the Nomination and Remuneration Committee.

In 2021 there was five meeting of the Nomination and Remuneration Committee to consider the remuneration for the Company's Board of Directors, other sub committees and management from the Managing Director level upward by adopting criteria which have been agreed in advance with the Managing Director in accordance with objectives including financial operation, achievement on long term strategy and operational achievement in relative comparison with the set target. In addition there have been conducts of self-assessment for Directors and individual high level management in consideration of Directors' responsibility, size of business and the on-going economy including the operation in relation to the operating results and the comparison to remuneration in other companies of the same industry. The Director's remuneration has been disclosed in this Annual Report.

Every the Nomination and Remuneration Committee members has paid attention to attending meeting with fair and reasonable consideration of remuneration for related parties and has considered the Codes of the Nomination and Remuneration Committee suitable to its duty for proposing to the Board of Directors for consideration and approval. It has followed the good corporate governance. The Company's Board of Directors and its management has a suitable structure and qualification in corresponding to valid regulations and are well capable of driving the Company's operation to achieve its target.

Mr. Pravesvudhi Raiva

Chairman of the Nomination and Remuneration Committee
Charn Issara Development Public Co., Ltd.



Report from the Risk Committee

Dear Shareholders,

Risk management is an important activity in doing business and need to be undertaken. The Company realized the important of risk management and its effect on business so it has included in the policy of the Company and its subsidiaries to assess risk which may affect the business. It has appointed a Risk Committee consisting of independent director, management, and independent consultant who has qualifications and experience in the business organization with an objective to allow the management to effectively carry out its duty in the operation in accordance with policy and target assigned by the Company's Board of Directors.

The Risk Management Committee consists of 5 committee members as follows:

1. Mr. Songkran Issara	Chairman of the Risk Committee
2. Mrs. Teeraporn Srijaroenwong	Committee
3. Mr. Pinit Puapan	Committee / Independent Director
4. Mrs. Kanitha Subpaasa	Committee

The Committee has a duty to consider for approval the risk management plan and monitor the Company's business risk assessment including setting up a measure to prevent and rectify those risks. In the year of 2021, the Risk Committee has a meeting to consider for approval the charter and setting up policy for risk management to be used as a management tools in achieving maximum efficiency as per standards set. Especially about the COVID-19 pandemic situation which the Company and its affiliates were affected by this incident.

Finally, each member of Risk Committee has taken seriously and determine to ensure an adequate management monitoring to contain risk and allow effective operation.

Mr. Songkran Issara
Chairman of the Risk Committee
Charn Issara Development Public Company Limited

Baan Thew Talay Blue Sapphire



Hua Hin One



Blu Diamond



The Issara Sathorn

[Board of Directors]



Mrs. Srivara Issara

Chairperson

Age 68 year

shares -none-

Shareholding -none-

Education / Training Program

- Master of Business Administrator (MBA), Indiana University, U.S.A.
- Certificate of Director Accreditation Program (DAP), 2008, Thai Institute of Directors (IOD)
- Certificate of Role of the Chairman Program (RCP) 36/2015, Thai Institute of Directors (IOD)

Professional career

2007-Present	Chairperson	Charn Issara Development Public Co.,Ltd.
1986- Present	Executive Committee Manager	Charn Issara Residence Co., Ltd. Pimsai Associate Writer
1984-Present	Advisor and Manager	Jack and Jill Co., Ltd.
1986-Present	Advisor	Jindarak Co., Ltd.
1983-1986	Assistant Vice President	Citi Bank
1978-1983	Senior Oil Economist	The Shell Co.of Thailand Ltd.



Mr. Songkran Issara

Chief Executive Officer and Managing Director,
Chairman of Risk Management Committee

68 years

shares 313,634,494

Shareholding 29.405

Education/Training Program

- Master degree in Economics University of Bloomington
- Director Accreditation Program (DAP), Thai Institute of Directors (IOD) / 2008
- Leader Program, Capital Market Academy (CMA10)

Professional career

Present	Chief Executive Officer and Managing Director	Charn Issara Development Public Co., Ltd.
	Director	C.I. Property Co., Ltd.
	Director	Cha-am Ruamthun Co., Ltd.
	Director	Narai Ruamphiphat Co., Ltd.
	Director	International Resource Development Co., Ltd.
	Director	Charn Issara REIT Management Co., Ltd.
	Director	Sripanwa Management Co., Ltd.
2001-Present	Director	Chalongkrungkarnkaset Co., Ltd.
2002-Present	Chairman	Charn Issara Residence Co., Ltd.
2003-Present	Chairman	Charn Issara Vipaphol Co., Ltd.
2006-Present	Chairman	C.I.N. Estate Co., Ltd.
2011-Present	Deputy Chairman	Issara United Co., Ltd.
2015-Present	Deputy Chairman	Issara United Development Co., Ltd.
2014-Present	Chairman	Issara Junfa Co., Ltd.



Mrs. Lida Prasertsom

Director

67 years

shares 58,657

Shareholding 0.006

Education/Training Program

- Master degree of Arts, Thammasat University
- Director Accreditation Program (DAP), Thai Institute of Directors (IOD) / 2003
- Seminar “CGR Workshop : Enhancing Good Corporate Governance based on CGR Scorecard”, The Stock Exchange of Thailand / September 2014
- Director Certification Program (DCP) 211/2015, Thai Institute of Director (IOD)
- Certification “How to Development a Risk Management Plan” (HRP) 13/2017, Thai Institute of Director (IOD)

Professional career

2016-Present	Director	Issara Junfa Co., Ltd.
2008-Present	Director	International Resource Development Co., Ltd.
2006-Present	Director/	C.I.N.Estate Co., Ltd.
		Financial and Accounting Director
2002-Present	Director	Charn Issara Development Public Co., Ltd.
	Asst. Managing Director	Join Venture Project
1989-Present	Financial and Account	C.I. Property Co., Ltd.
	Consultant	
2020-Present	Director	Juristic person Charn Issara Tower



Mr. Pravesvudhi Raiva

Independent Director,
Chairman of Nomination and Remuneration Committee

70 years

shares -none-

Shareholding -none-

Education/Training Program

- BBA, Political Science University of Indiana, U.S.A. Chulalongkorn University Training Program:
- MMP-Modern Management Program
- MMM-Modern Marketing Management
- Directors Accreditation Program (DAP), Thai Institute of Director (IOD) / 2005
- Directors Certification Program (DCP), Thai Institute of Director (IOD) 135/2010
- Senior Executive Program of Chulalongkorn University Poompalungpandin, Class 2
- Top Executive Program in Commerce and Trade (TEPCot), Class 8

Professional career for the past five years

Present	Vice Chairperson & Director	S&P Syndicate Public Co., Ltd.
	Director	S&P Global Co., Ltd.
	Director	Foodhouse Catering Services Co.,Ltd. (Resign, 23 Sep 2020)
	Director	S&P Restaurants Limited (UK)
	Director	Patara Fine Thai Cuisine PTE Ltd. (UK)
	Director	Suda Limited (UK)
	Director	MSP Property Limited (UK)
	Director	Patara (Geneva) SA (Switzerland)
	Director	Patara Restaurant Vienna Gmbh. (Austria)
	Director	Patara International Restaurant Management (Beijing) Co., Ltd.(China)
	Director	Shanghai Yueshi Restaurant Management Co., Ltd. (China)
	Director	S&P International Foods (Cambodia) Co., Ltd. (Cambodia)
1993-Present	Independent Director and Chairman of Nomination / Remuneration Committee	Charn Issara Development Public Co., Ltd.
2019-Present	President	Indiana University Alumni Association, Thailand Chapter
1993-2005	Executive Director	S.R. Estate Co., Ltd.
	Executive Director	S&P Syndicate Public Co., Ltd.
	President	HD Distributors (Thailand) Co., Ltd.
	President	S&P Distribution and Sales Co., Ltd.
	Vice President Marketing Dept.	S&P Syndicate Public Co., Ltd.
1992	Director	Thai Wheat Products Trader's Association
1991-1993	Asst. Marketing Manager	S&P Syndicate Co., Ltd.
1990	Honorary Instructor	Mini M.B.A. Programme, Kasetsart University
1973	Financial Director	S.R. Tapioca International Co., Ltd.
AWARDS:	SET Awards 2011, Outstanding CEO Awards	



Mrs. Teeraporn Srijaroenwong

Director, Risk Management Committee,
Deputy Managing Director

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shares 44,550

Shareholding 0.004

Education / Training Program

- Master Degree Business Administration Kasetsart University
- Director Accreditation Program (DAP), Thai Institute of Directors (IOD) / 2008
- Anti-Corruption for Executive Program (ACEP) 11/2014, Thai Institute of Directors (IOD)
- CGR Workshop : Enhancing Good Corporate Governance based on CGR Scorecard", The Stock Exchange of Thailand / September 2014
- Director Certification Program (DCP) 211/2015, Thai Institute of Director (IOD)
- Certification "How to Develop a Risk Management Plan (HRP) 13/2017, Thai Institute of Director (IOD)
- Certification "Risk Management Program for Corporate Leaders (RCL) 17/2019, Thai Institute of Director (IOD)

Professional career for the past five years

Present	Director, Deputy Managing Director And Acting Assistant Managing Director on Project Management and Development	Charn Issara Development Public Co., Ltd.
2021-Present	Director	Charn Issara REIT Management Co., Ltd.
2006-Present	Managing Director	C.I.N. Estate Co., Ltd.
2011-Present	Director	Issara United Co., Ltd.
2015-Present	Director	Issara United Development Co., Ltd.
2015-Present	Director	Issara Junfa Co., Ltd.
2002-2014	Director and Project & Development Manager	Charn Issara Development Public Co., Ltd.
1990-2002	Project & Development Manager	C.I.M. Development Co., Ltd.
1998-1990	Foreign Exchange Officer	Bangkok Bank PLC (Bangkok)



Mr. Vorasit Issara

Director

41 years

shares 5,107,909

Shareholding 0.574

Education / Training Program

- Bangkok Christian College
- Certification, Port Regis School, England
- Certification, Bradfield College, England
- Certification, Saddle Brook preparatory School, U.S.A.
- Certification, Santa Fe College, U.S.A.
- Certification, DCT School of Hotels and Business management, Switzerland
- Degree Associate of Arts degree in Business Management, Santa Fe College, Gainesville, FL, U.S.A.
- Degree International Hotels and Business Management, DCT International Hostel & Business Management School
- Honorary Master of International Business Degree in Hospitality and Tourism Management Cesar Ritz Colleges, Switzerland

Professional career for the past five years

2015-Present	Director	Charn Issara Development Public Co., Ltd.
2015-Present	Managing Director	Issara Junfa Co., Ltd.
2013-Present	Managing Director	Sri panwa Management Co., Ltd.
2005-Present	Managing Director and Project Developer	Charn Issara Residence Co., Ltd.
2011-Present	Director	Issara United Co., Ltd.
2015-Present	Director	Issara United Development Co., Ltd.
2014-2020	Director	Hida Grill Co., Ltd.
2005	Management Training	Villa Feltrinelli, Italy
2001-2002	Bar founding members (l'ambiance)	Hotel School
	Responsible for concept development	
	And operation Manager,	
	Practical training in kitchen and service,	
	Event Coordinator (Cultural Gastronomia)	
2001-2002	Cashier, Guest relation personnel,	Lush lounge and nightclub, Gainesville, Florida
	Responsible Reservation and	
	Guest related issue, Club and event Promotion	
2000	Stewarding, cashier, host, advance to	Baan Thai Restaurant, Gainesville, Florida waiter
1996	Trainee in Public Relation Department	Ramada Hotel, Bangkok Thailand



Mr. Phisud Dejakaisaya

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

66 years

shares 8,167

Shareholding 0.001

Education / Training Program

- LL.B Thammasat University, Thailand, 1982 M.C.L., Southern Methodist University, USA, 1984
- Diploma in Comparative Law, South Western Legal Foundation, Dallas Texas
- Bachelor of Laws, Thammasat University
- Director Accreditation Program (DAP), Thai Institute of Director (IOD)
- Corporate Governance Program for Directors and Executive of State Enterprises and Public Organization (Class 10), Public Director Institute (PDI)

Professional career

1990-present	Managing Director	Siam Premier International Law Office Limited
2011-present	Managing Director	Lao Premier International Law Office
2011-present	Nomination and Remuneration Committee	Charn Issara Development Public Company Limited
2002-present	Chairman of the Audit Committee	Charn Issara Development Public Company Limited
2016-present	Director	Spruson & Ferguson Co., Ltd.
Oct 29, 2019-present	Advisor to the Senate of the	Poverty and Inequality Reduction Committee
1 Oct 2017-Dec 2019	Independent Director	Information Technology Group Co., Ltd.
June 2019-present	Personal Expert Advisor to Senator Weerasak Kowsurat	
Jan 2018-Apr 2019	Chairman of Legal Committee	Ministry of Tourism and Sports
31 May 2016-May 2017	Vice Chairman	Graduate Law Development Program Faculty of Law, Bangkok University
Jan 2012-Dec 2013	Advisor to the Board	Airports Authority of Thailand Public Co., Ltd.
July 2009-30 Dec 2009	Advisor	Deputy Minister of Agriculture and Cooperative
Apr 2009-Jul 2009	Subcommittee	Evaluation of the Legal Development of the Government Subcommittee for Fiscal year 2009
Jul 2008-16 June 2010	Advisor to the Board	Thailand Post Co., Ltd.
Nov 2008-Feb 2009	Director	Office of Small and Medium Enterprise Promotion (OSMEP), Ministry of Industry
Jul 2008-Jan 2009	Advisor to the Board	Software Industry Promotion Agency Organization Ministry of ICT
1987-1990	Senior Lawyer	Baker & McKenzie Ltd.



Mr. Witit Ratchatatanun

Audit Committee and Independent Director

67 years

shares 1,930,500

Shareholding 0.181

Education / Training Program

- Doctoral Degree in Education, Harvard University, U.S.A.
- M.A. University of Essex U.K.
- B.Sc. (Econ) London School of Economics U.K.

Professional career

Present	Director	Panyaprateep School, Pak Chong, Nakhon Ratchasima
Present	Advisor	Thawsi School
2002-Present	Independent Director	Charn Issara Development Public Co., Ltd.
	Audit Committee	
	Nomination and Remuneration Committee	
2004	Director	Community Economic Development and Income Distribution Office, NESDB
1999-2003	Assistant Secretary	General of NESDB
2001-2002	Director	International Policy Office
	Director	Macro Social Policy Office
1997-2003	Director	Thai-German Institute, Ministry of Industry
2000-2004	Director	Liquor Distillery Organization, Ministry of Finance
1996-1999	Director	Office of the Joint Public/Private Consultative Committee
1993-1996	Director	Government and Private Cooperation Division


Mr. Pinit Puapan

 Independent Director, Audit Committee,
 Risk Management Committee

54 years

shares 1,336,500

Shareholding 0.125

Education / Training Program

- IT Governance and Cyber Resilience Program (ITG 13) (2020) Thai Institute of Directors (IOD)
- Oxford Programme on Negotiation Programme in Bangkok, Executive Education and Enrichment Institute (2018)
- Corporate Governance in Digital Era (2018) Fiscal Policy Research Institute Foundation
- Executive Energy Program (EEP 3), The Federation of Thai Industries
- Public Director Certification Program (PDI 15), King Prajadhipok's Institute (2016)
- Corporate Governance for Capital Market Intermediaries (CGI 2/2015) Thai Institute of Directors (IOD) (2015)
- Advanced Security Management Program (ASMP 5), The Association National Defense College of Thailand / 2014
- Leader Program, Capital Market Academy (CMA11) / 2011
- Director Accreditation Program (DAP), Thai Institute of Directors (IOD) / 2004
- Audit Committee Program (ACP), Thai Institute of Directors (IOD) / 2004
- Advance Management Program, Harvard Business School (2006)
- Master Degree in Economics, The London School of Economic and Political Science (1990)
- BA, Economics & Political Science, Tufts University (1989)

Professional career for the past five years

2002-Present	Independent Director,	Charn Issara Development Public Co., Ltd.
	Audit Committee, Risk Management Committee	
October 2021-Present	Director	Bay Computing Co., Ltd.
March 2021-Present	Director	Fast Money Co., Ltd.
March 201-Present	Director	Krungthai Zmico Securities Co., Ltd.
February 2021-Present	Director	Xspring Capital Co., Ltd.
2018-Present	Director	Veyla Natai Residences (Villa) Co., Ltd.
2016-Present	Director	MG 1962 Warehouse and Distribution Co., Ltd.
December 2015-Present	Director	Srisawad Corporation Public Co., Ltd.
2014-Present	Director	Mali Group 1962 Co., Ltd.
2013-Present	Director	Veyla Cha Am Residences Co., Ltd.
2003-Present	Directors	Talon Holdings Co., Ltd.
2002-Present	Board of Directors	Thai Dairy Industry Co., Ltd.
15 October 2019-20 September 2021	Director	State Railway of Thailand
31 August 2020-20 September 2021	Director	S.R.T. Electrified Train Co., Ltd.
15 February-20 May 2021	Director	Small and Medium Enterprise Development Bank of Thailand (SME)
20 December 2017-29 February 2020	Director	Thai Airways International Public Co., Ltd.
13 June 2017-10 November 2020	Director	Srisawad Finance Public Co., Ltd.



Mr. Ditawat Issara

Assistant Managing Director on Creative and
information Technology

39 years

shares 19,584,454

Shareholding 1.836

Education / Training Program

- Bachelor Degree Product Design, Saint Martin
- Mechanical Engineering, Imperial College
- Arts Foundation, Wimbledon University
- Bryans ton School

Professional career for the past five years

Present	Executive Vice president on	Charn Issara Development Public Co., Ltd.
	Creative and information Technology	
Present	Managing Director	Issara United Co., Ltd.
2002-Present	Director	Charn Issara Residence Co., Ltd.
2005-Present	Director	Sri panwa Management Co., Ltd.
2015-Present	Director	Issara United Development Co., Ltd.
2015-Present	Director	Issara Junfa Co., Ltd.
2007-2014	Creative Director	Charn Issara Development Public Co., Ltd.



Mr. Nimit Hongsephanich

Assistant Managing Director - Operations Support

47 years

shares -none-

Shareholding -none-

Education / Training Program

- Master of Business Administration in General Management, Rangsit University
- Labour Laws for HR.Management, Personal Management Association of Thailand
- Talent Management & Development, Personal Management Association of Thailand
- Compensation & Management, Thailand Management Association

Professional career

Present	Executive Vice President - Operations Support	Charn Issara Development Public Co., Ltd.
2014-2018	Vice President - Human Resources and Administration	Charn Issara Development Public Co., Ltd.
2007-2014	Assistant Vice President - Human Resources Business Partner Assistant Vice President - Recruitment	Kiatnakin Bank Public Co., Ltd.
2004-2007	Assistant Manager	Bualuang Securities Public Co., Ltd.
2003-2004	Recruitment Manager Employee Relations Manager	CRC Power Retail Co., Ltd.
2000-2001	Personnel Officer	Ek-Chai Distribution System Co., Ltd.
1996-1999	Recruitment Officer	Telecom Asia Corporation Public Co., Ltd.



Miss Pranee Worrachokpeerat

Assistant Managing Director
on Accounting and Finance
44 years

shares -none-

Shareholding -none-

Education / Training Program

- Master of Business Administration in Finance and Banking, Ramkhamhaeng University
- Strategic CFO in Capital Markets Program, The Stock Exchange of Thailand
- Strategic and Appreciative Business Development Program, The Institute of Strategic and Appreciative Business

Professional career

Present	Assistant Managing Director on Accounting and Finance	Charn Issara Development Public Co., Ltd.
2555-2562	Accounting and Finance Manager	Issara United Co., Ltd.
2550-2554	Senior Accounting Officer	Charn Issara Viphapol Co., Ltd.
2548-2550	Accounting and Finance Manager	Great Morning Co., Ltd.
2546-2548	Senior Accounting Officer	Iphone Corporation Co., Ltd.
2544 - 2546	Accountant	TAS Office Co., Ltd.



Mr. Krit Hongjanya

Assistant Managing Director on Sales and Marketing

50 years

shares -none-

Shareholding -none-

Education / Training Program

- Doctor of Philosophy Program in Communication Arts and Innovation, National Institute of Development Administration
- Master of Business Administration in Finance and Banking, Ramkhamhaeng University
- Master of Business Administration in Industrial Management, Mahanakorn University of Technology
- Master of Business Administration in Marketing, Srinakharinwirot University
- Professional diploma in procurement and supply, Chartered Institute of Procurement & Supply, United Kingdom
- Professional Marketer, Asia Pacific Marketing Federation - APMF

Professional career

Present	Assistant Managing Director In Sales and Marketing	Charn Issara Development Public Co., Ltd.
2561-2563	Deputy Director of Condominium Marketing Division	Bright Development Bangkok Co., Ltd. (Property Perfect PCL)
2552-2560	Director of Sales and Marketing	Thanasiri Group Public Co., Ltd.
2544-2552	General Manager	Bara, Windsor & Co., Ltd.



Miss Orawan Eurumnuayrat

AVP-Accounting and Finance

39 years

shares -none-

Shareholding -none-

Education / Training Program

- Bachelor of Business Administration, Accounting, Kasetsart University

Professional career for the past five years

2019-Present	AVP - Accounting and Finance	Charn Issara Development Public Company Limited
2017-2018	Accounting Manager	Do Day Dream Public Company Limited
2014-2016	Sr. Accounting	CTH Public Company Limited
2010-2013	Sr. Financial Analyst	Serm Suk Public Company Limited
2006-2009	Sr. Auditor	KPMG Phoomchai Audit Limited



Acting Lt. Narakorn Boonbumroong

Company Secretary

38 years

shares -none-

Shareholding -none-

Education / Training Program

- Master Degree of Science, Technology Management, National Institute of Development Administration
- Bachelor of Arts, Information Science, Sukhothai Thammathirat Open University
- Company Secretary Program (CSP), Thai Institute of Directors (IOD), 101/2019

Professional career for the past five years

2019-Present	Company Secretary	Charn Issara Development Public Co., Ltd.
2018-2019	Compliance Manager	Charn Issara REIT Management Co., Ltd.
2018	Manager : Trustee of REIT	One Asset Management Co., Ltd.
2011-2017	Property Fund Compliance Asst. Manager	Citibank N.A. Bangkok (Thailand)
2009-2010	Sr. Human Resources Officer	Evergreen Laurel Hotel (Bangkok)
2006-2008	Human Resources Officer	Grand Tower Inn Hotel (Thonglor)

Section 1

Business operations and results

1. Structure and operation of the group of company

1.1 Policy and business overview

History

Charn Issara Development Public Company Limited (“the Company”) was established on December 22, 1989 with an initial registered capital of 20 million baht with the objective of conducting real estate development business in the office building and shopping center project. On behalf of Charn Issara Tower 2 on New Petchburi Road, Bang Kapi Sub-district, Huay Kwang District, Bangkok, under the name of C.I.Development Company Limited, with C.I.Property Company Limited is a major shareholder. C.I.Property Group, a group of companies with over 40 years of experience in real estate development, is the pioneer in the development of office buildings and shopping centers for rent. Under the name of Charn Issara Tower Project on Rama IV Road, a residential condominium project type. Our apartments, condominiums, resorts, condominiums are including Cha-Am Beach Club, Jindarak Villa, Baan Suan Phet, and Charn Issara City Home Project.

In addition, we also develop single houses such as Charn Issara Park Home Project, Issara Garden House Project, and there is also the Lat Krabang Industrial Estate Project Phase 3, which is the first land estate managed by the private sector.

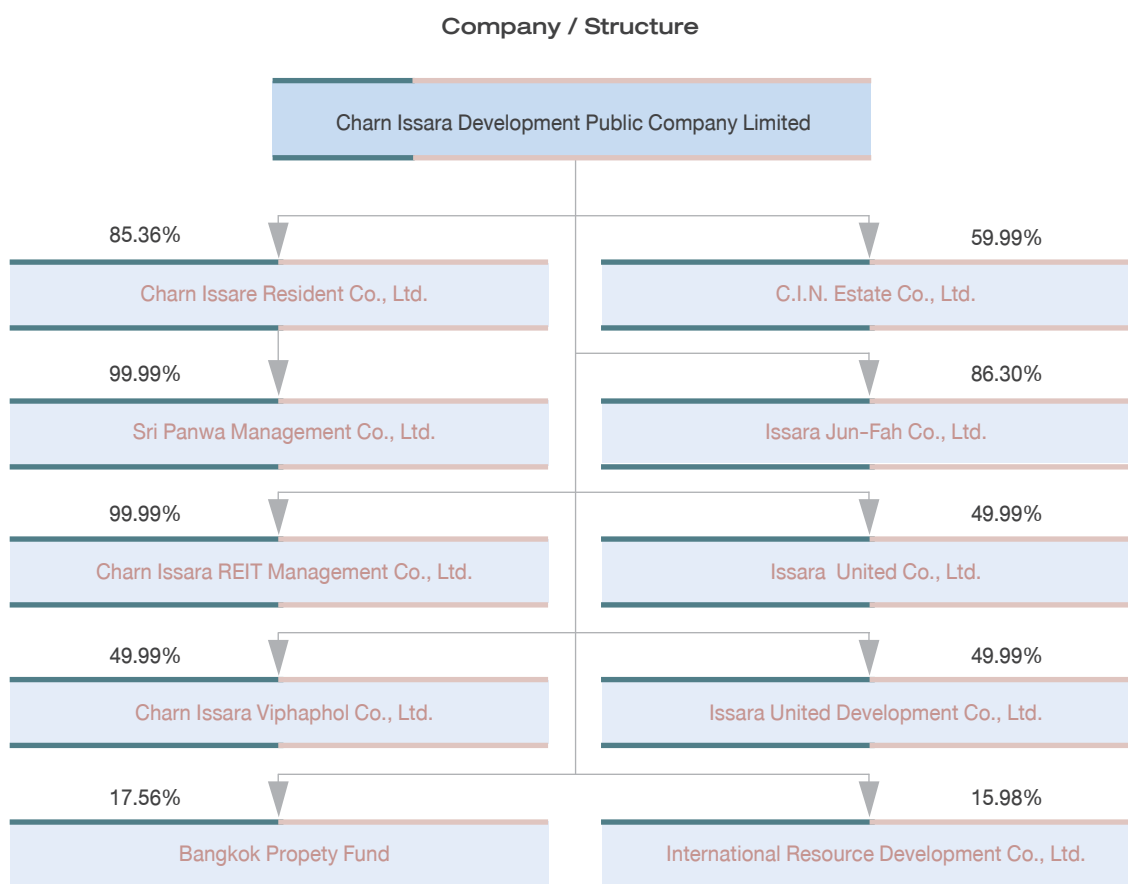
C.I.Development Co., Ltd. changed its name to C.I.M.Development Co., Ltd. and increased its registered capital to 50 million baht on March 30, 1990. The company has foreign venture which is Marubeni Corporation Co., Ltd. from Japan, a Conglomerate business operator, holding 40% stake before the company increased its registered capital to 500 million baht on September 28, 1994 and 800 million baht on April 24, 2000. In June 2002, the company converted from limited company to public company and drange name to Charn Issara Development Public Company Limited. It was listed on the Stock Exchange of Thailand on December 16, 2002 with a registered capital of 600 million baht. In 2013, the company changed the par value of 5 baht per share to 1 baht per share and increased the registered capital to 720 million baht. The company has a total registered capital 1,386,574,624 baht which is the total paid-up capital 1,066,595,865 bah

Company business overview

The company operates in 4 types of business:

1. Develop home and land development business, residential condominiums for sale
2. Rent or sell office buildings and shopping centers
3. Hotel business
4. Manage office buildings, condominiums, housing estates and real estate project management.

The company has the group structure as follows



1.1.1 Visions and Missions

Visions

“Charn Issara proudly develops for sustainable happiness”

Mission

1. Develop a team of professionals with strength and readiness to create premium quality projects.
2. Deliver a quality project that impresses. To meet the expectations of consumers proudly.
3. Maintain the size of the organization for being flexibility in business operations.
4. Adhere to operating business under the concept of sustainable development and promote the quality of life of consumers and related persons in the economic, social and environmental aspects equilibrium.
5. Maintain the confidence and trust of consumers on the basis of transparency, sincerity and honesty.
6. Create satisfaction and provide returns that grow continuously, stable and suitable to stakeholders.
7. Promote the brand to be one of the consumers' minds.

he company has made significant changes and developments in the past 5 years as follows:

Year	Important event
2016	<p>On May 3, 2016, the Company established Charn Issara REIT Management Company Limited with a registered capital of 10 million baht, with the company being a 100% shareholder to act as a real estate investment trust fund management company.</p> <p>On May 25, 2016, the company registered a capital increase. From the original registered capital 719,999,598 shares to the new registered capital 790,871,315 shares at the par value of 1 baht per share to support stock dividends.</p> <p>On 23 August 2016, a meeting of the Board of Directors of the Company passed a resolution approving the Company to purchase ordinary shares in Charn Issara Residence Co., Ltd., a subsidiary company from one partner, another 5.31 percent worth 30 million baht, resulting in the Company's shareholding in Charn Issara Residence Co., Ltd. increased from 80.04 percent to 85.36 percent.</p> <p>On November 17, 2016, the Company's Board of Directors passed a resolution approving Charn Issara Residence Company Limited, a subsidiary selling assets used in the operation of Sri Panwa Hotel (Hotel Project Part 2) and vacation home X29 to the real estate investment trust, Sri Panwa Hotel.</p> <p>In addition, the Company issued 1 set of 3-year debentures amounting to 300 million baht to finance the development of additional projects with lower cost than borrowing from financial institutions as usual.</p>
2017	<p>On May 3, 2017, the company registered a capital reduction for shares that have not sold and registered for capital increase to support stock dividends shares for exercising warrant (Warrant CI-W1) and capital increase (General Mandate) from 791,999,598 shares to new registered capital 1,225,851 shares with par value of 1 baht per share.</p> <p>And in 2017, the company issued 2 sets of 3-year debentures worth 440 million baht and 3 years 3 months' worth of 500 million baht, totaling 940 million baht in order to increase project development capital and pay off some of matured bonds.</p>
2018	<p>In 2018, the Company has allocated the newly issued ordinary shares as a general mandate, by allotting 73,903,520 shares for private placement of 73,903,520 shares, paid on 23 November 2018 and allocated to shares for offering to existing shareholders in proportion to their shareholding (Right Offering) of 102,879,386 shares, with the subscription and payment date on 11-14 and 17 December 2018, including allocation of 176,782,906 newly issued ordinary shares. At the price of 1.42 baht per share, totaling a total capital increase of 251,031,727 baht.</p> <p>And on December 24, 2018, the subsidiary company sold the ownership of the land and the Baba Beach Club Cha-Am - Hua Hin building, totaling 18 rooms on a total of 2-2-32 rai of land, Cha-am sub-district, Cha-am district, Phetchaburi province for the real estate investment trust of Sri Panwa Hotel at a total price of 530 million baht. Causing the REIT's assets to increase to 4,100 million baht.</p>
2019	<p>In 2019, the Company and its subsidiaries has disposed of 30,411,652 investment units in the REIT, accounting for 10.9% of the total trust units to related persons and third parties totaling 341,869,988 baht.</p> <p>On October 1, 2019, the Board of Directors' meeting passed a resolution approving the Company to purchase the newly issued ordinary shares in Issara Junfa Co., Ltd., a subsidiary company worth 500 million baht, resulting in the Company having a shareholding in Issara Junfa Company Limited from 70 percent to 86.30 percent.</p> <p>In addition, the company issued 1 set of 3-year debentures worth 800 million baht to finance the development of various projects and to pay some of the matured bonds.</p> <p>And at the end of 2019, Issara United Company Limited, a subsidiary, opened Shell gas station services and the commercial area for the first time in the area of Cha-Am District, Phetchaburi Province.</p>
2020	<p>In 2020, the Company sold investments in the Bangkok Property Fund amounting to 15,738,100 units, representing 15.74% of the total investment units of the fund to outsiders totaling 209,997,557 baht. The company has issued a set of debentures with maturity of 3 years worth for 289 million baht to pay off the debentures that mature.</p>

Year	Important event
2021	<p>In January, the Company has issued 1 tranche of debentures with maturity of 2 years and 11 months, valued at 950 million baht as part of the repayment of debentures due in the 2nd year, totaling 1,200 million baht.</p> <p>In June, Issara United Company Limited, a subsidiary company, had a special resolution approving the increase of registered capital of 120 million baht by issuing 1,200,000 new ordinary shares at a par value of 100 baht and allocating new shares to shareholders in proportion to their holdings original stock. In July, the company paid for the newly issued shares in full of proportion to the amount of 60 million baht. In the same month, Issara United Development Company Limited, a subsidiary company, had a special resolution to approve the increase of registered capital of 200 million baht by issuing shares 2,000,000 new ordinary shares, at a par value of 100 baht per share, with the payment for the new share capital raised three times and allocating new shares to shareholders in proportion to their existing shareholding. In July and August, the Company made pro-rata payments for the first and second capital increase shares totaling 60 million baht. The third share capital increase will be paid in 2022.</p> <p>In August, Sri Panwa Management Company Limited, a subsidiary, approved the waiver of rent under the property lease agreement from Sri Panwa Hotel Real Estate Investment Trust (REIT) due to the impact of the crisis of coronavirus disease (COVID-19) pandemic in the second wave and the third wave. The REIT therefore considers helping by exempting the rental fee for the assets invested No. 1 and No. 3 in Sri Panwa Hotel Real Estate Investment Trust for the period from February 2020 to June 2021. The Company has profit from the waiver of such rent amounting to 266.7 million baht.</p> <p>In November, Issara United Development Company Limited, a subsidiary, opened the hotel Baba Beach Club Hua Hin (Habita Seaview), an extension of the Beach Front zone with 47 rooms, 4 rooms. type and has the Convention hall size 400 sq m.</p>

1.1.3 Purposeful use of funds from funding

(1) Spending the money from an offering for sale of equity or debt securities

Spending the money from each offering for sale of equity or debt securities

Spending money	Estimated amount of money spent	Estimated time spent	Details / Progress of the Use of Money / Reasons and Measures in the Case of Non-Objective Use of Money
In 2021, the Company offered to sell debt securities. "Debentures of Charn Issara Development Public Company Limited No. 1/21, due in the year 2024" totaling 950 million baht for			The company has used the money according to the purpose and according to the time limit.
1. Repay loans from financial institutions	274 million baht	In February 2021	
2. As part of the repayment of debentures due during the year	676 million baht	In February 2021 and August 2021	

(2) Governing law

Interpretation or enforcement under Thai law

1.1.4 Obligations made by the company in the registration statement

- None -

1.1.5 Name, Head Office Location, Type of Business

Charn Issara Development Public Company Limited

Head Office Location	:	No 2922/200 New Petchburi Road, Bangkapi, Huay Kwang, Bangkok 10320 Tel : 0-2308-2020 Fax : 0-2308-2990 Website : www.charnissara.com
Registered capital	:	1,386,574,624 baht
Shares sold	:	1,066,595,865 ordinary shares
Par value	:	1 baht
Type of business	:	Real estate development for sale/condominiums for rent
Rent Registration number	:	0107545000101

1.2 Type of business

1.2.1 Revenue Structure

The Company's revenue structure can be classified as follows:

Unit : Million Baht

TYPE OF REVENUE	2021		2020		2019		2018	
	Revenue	%	Revenue	%	Revenue	%	Revenue	%
Sales of real estate income	1,451.59	63.14	649.43	45.46	640.27	28.37	2,068.8	64.90
Rental and service income	68.72	2.99	77.58	5.43	80.09	3.55	80.09	80.09
Hotel operation income	336.82	14.65	455.32	31.86	678.66	30.08	699.33	699.33
Sales of product income	60.43	2.63	60.45	4.23	6.47	0.29	-	-
Profit from sales of Sri Panwa Hotel Project	-	-	-	-	-	-	-	-
Administrative fee income	23.28	1.01	28.34	1.98	33.64	1.49	43.15	1.35
Others income	358.25	15.58	157.90	11.04	817.22	36.22	296.2	9.29
Total	2,299.09	100.0	1,429.02	100.0	2,256.36	100.0	3,187.58	100.0

1.2.2 Product information

(1) Characteristics of products or services and development of business innovation

Nature of business

The company is principally engaged in the development and sale of real estate which consists of house and land development and apartments in condominiums. Typically, income is approximately 65% of total income and income from rental and service fees in office buildings and shopping centers, Charn Issara Tower Project And office buildings and shopping centers, Charn Issara Tower 2 Project, which has revenues of approximately 3-5%, revenues from hotel operations, approximately 25% and the rest is other income such as service and utilities income from real estate projects administrative fee income, interest income and other income.

Nature of business Product or service

The company operates in 4 types of business as follows:

1 Property development for sale

At present, the company has completed the development of the project, which is in the process of transferring the ownership to the customer and awaiting some sale and is in the process of real estate development for sale as follow.

- 1) **The Issara Sathorn**, a luxury condominium with 37 floors, 270 units near the center of business. Surrounded by nature and the view of the Chao Phraya River and Bang Krachao River, filled with the scent of culture harmonious with modernity. Help make it a suitable neighborhood to live in close to the gray line

train in the future and plenty of common areas, including the Lounge, the luxurious lobby, the park, the family retreat, the Haven on the 30th floor with elements of a swimming pool. With hydrotherapy at the Therapy and a sky gym at the Sky Gym, organize a party with a banquet hall in The Space or enjoy a garden at The Garden. The Issara Sathorn is the perfect answer for you. "Live free life in every aspect" This project is operated on behalf of Charn Issara Development Public Company Limited, currently under construction to be complete in 2023.

- 2) **Issara Collection Sathorn**, a dream comes true in the heart of this metropolis, "Issara Collection Sathorn", a luxurious, private and complete 7-storey residential condominium with premium features. On the prime location of Sathorn Road which is convenient and beyond your expectation is another project of Charn Issara Group Award-winning property developer in Bangkok and resort cities. Forefront of Thailand, only 33 units comprising 2 bedrooms, 3 bedrooms and a duplex.

Issara Collection Sathorn is designed with family home in mind with spacious living room, western kitchen and Thai kitchen. Ceiling height that is higher than standard including the usable area of 110-249.89 square meters in each unit, creating a home feeling for the residents. With private elevators in some units for more privacy Beautifully decorated with a unique identity.

In addition, in 2017, ISSARA COLLECTION SATHORN was awarded Best Low-Rise Condo Architectural Design (Bangkok) and Best Low-Rise High End Condo Development (Bangkok) at the Thailand Property Awards from the property Guru website, Asia's Leading Real Estate. This project is operated on behalf of Charn Issara Vipphaphon Company Limited, a subsidiary. Currently there is only 1 unit for sale.

- 3) **Issara Residence Rama 9**, a super luxury detached house in the heart of the city on Rama 9 Road, area 9 rai 3 ngan, only 20 houses with a clubhouse with modern fitness equipment. 25 meter long swimming pool, separate male and female steam room and Private Linear Garden with premium social privacy and the highest safety in living. It is a reflection of the success of life given to the family. "The Infinity of

Happiness in the Heart of the City" This project is operated under the name of Charn Issara Development Public Company Limited. and has sold upto 90% expected to be sold out in 2022.

- 4) **Baan Issara Bangna Project**, the house is the pride of being passed down from generation to generation, Baan Issara Bangna, a luxury detached house on an area of 24 rai that perfectly conveys comfort. Based on the design of the A49 with a large, spacious clubhouse with a modern fitness facility, the shared amphitheater is used to enhance the family atmosphere and a large communal garden for relaxation and exercise. Close to shopping center leading educational institutes, hospitals, expressways connected closer to all, only 44 families could have such happiness. This project is operated on behalf of CIN Estate Company Limited which is a subsidiary company. Constructor is partial transfer to custumut and under construction.
- 5) **Baan Sitawan Pakchong project**, inhaling ozone from nature on the plateau, 400 meters above sea level with houses that use the innovative construction of the "Modular System" that makes the house clean, healthy and environmentally friendly. Sitawan, Pak Chong - Khao Yai, has an area of 27 rai, with both ready-to-live houses and land. Come to experience the fresh air to recharge the life at Sita Wan. This project is operated on behalf of Charn Issara Development Public Company Limited.
- 6) **The Issara Chiang Mai Project**, finds superior living in the midst of nature, enjoy a variety of leisure activities that can be tailored according to the needs of the whole family. Because here is The Issara Chiang Mai, a condominium on an area of over 3 rai consisting of two 7-storey buildings, total of 265 units, ready to move in. Each unit has been cleverly designed to maximize the use of space. Ready to enjoy the most relaxation, enjoy the atmosphere of pleasure and comfort with complete decoration and amenities. They can choose happiness in 1-2 bedrooms, size 35-70 sq m, and find inspiration for every new morning at our swimming pool and private pool or to cool off in a jacuzzi. Get fit and firm in the spacious gym with a well-designed green space. Allowing you to live close to nature to the fullest at "The Issara Chiang Mai" on a potential location that perfectly connects all life with business and tourism centers.

With maximum privacy on the space of the pride of the owner. This project is operated on behalf of Charn Issara Viphaphon Company Limited, a subsidiary.

- 7) **Baba Beach Club Natai Project**, “Baba Beach Club Natai” villa Project and a luxury beach club style hotel located on Natai Beach, Phang Nga Province, on an area of 42 rai, just 20 minutes from Phuket International airport, offering panoramic views of the Andaman Sea with a view of the sunset. Consisting of a villa 6 beach front residence 5 bedrooms villa for 18 units, 2 bedrooms pool villa, and beach club style hotels. These include 8 gabana villas, 4 pool suites and 4 baba suites and complete activities, fitness, spa, restaurant, beachside swimming pool, beach club and many nearby attractions. It aims to blend the individuality as a hotel and beach club for music lovers. Was designed and decorated in the style of Chino Portuguese of Phuket with beautiful colors in the Shanghai Tang style, it creates an interesting Chino Portuguese Tang style.

“Baba Beach Club Natai” is managed and developed by the team behind the internationally acclaimed luxury pool villa “Sri Panwa”. This project is operated on behalf of Charn Issara Junfa Company Limited, a subsidiary.

- 8) **Sri panwa Residence**, “Sri Panwa” villa project and a luxury pool villa hotel located on a private beach. At the end of Cape Panwa, south-east of Phuket Island, on an area of 85 rai, the villa of Sri Panwa hidden among the trees and a private atmosphere. It also opens to see the beautiful sea of the Andaman Sea with the surrounding islands. All villas have their own private pool. Sri Panwa has been selected as one of the top five resorts in Thailand and has also been selected to be one of the most charming hotels in the world. The villa is designed in a contemporary tropical style. Located above sea level 40-60 meters high and many recreational activities include spa, yoga, fitness, tennis courts, swimming pool on the beach.

Year 2020, there are new pool villas zone that have been completed, ready for sale and open for customers to book. It uses blue color and differs from the original which is four of orange. Sri Panwa villas and Sri Panwa is currently constructing a 400-person convention building and 24 additional pool suites should be completed in early of 2022.

- 9) **Baan Thew Talay Blue Sapphire Project**, with the splendid achievement of Baan Thew Talay Aquamarine (Phase 1), which received 2 international real estate awards: Best Condominium and Best Leisure. Development of Thailand Issara Ruam Co., Ltd. has launched “Baan Thew Talay Blue Sapphire” (Phase 2), one of the quality landmarks projects. Beachfront condominium in Aquatic Contemporary style, next to private beach. Combining design inspiration from the turquoise sea and soft white sandy beach, giving you a warm atmosphere to relax your body and mind. Ready to receive the most special in every unit with a private balcony, you can experience the beautiful atmosphere of the sky spreading across the sea and the interior of the room with concept from the blue sea and sand on the beach. As if to relax on the beach all the time to fulfill life completely and close to nature. Surrounded by landscaped gardens and lush vegetation. Interspersed with a beautiful lotus pond moreover, the project area is surrounded by a natural garden that provides shade and freshness. There are also amenities that are suitable for the whole family. It comes with a 100-meter free-form swimming pool and a seaside beach club, fitness center, steam room, BBQ area, kids’ zone and library. With the place of rest for the whole family on the area of 15 rai beach front with two 4-storey buildings and 15-storey buildings with 1-, 2- and 3-bedroom rooms, size 36 - 158 square meters. Ready to move in. This project is operated by Issara United Co., Ltd., a subsidiary company.
- 10) **Blue Diamond Project (BLU DIAMOND)**, a condominium part of Thew Talay World that has received the Highly Recommended for Best Condo Development (Cha Am - Hua Hin) award of Issara Associates Company Limited, a beautiful beachside property developer on Cha Am beach. High-rise condominium between Cha Am - Hua Hin Sea view Stylish Beachfront / Resort Chic style meet all needs that will fulfill your vacation more perfect. With a design inspired by waves and corals combine with the decoration in blue-white tones. According to the sea, the free-form swimming pool is inspired by the Atoll Oasis mixed with the azure sea. The sea view of Cha-am from above with complete facilities such as Lobby reception, 24-hour security, fitness with modern equipment. For you to enjoy exercise private steam room that nourishes both

physical and mental health. Along with a Sunken lounge swimming pool that makes you feel like you are swimming in the blue sea, etc. On an area of 7 rai with a 21-storey building, 1 - 2-bedroom rooms, size 30 - 60 square meters, the price is easy to own. Ready to move. This project is operated by Issara United Co., Ltd., a subsidiary company.

- 11) **BABA BEACH CLUB RESIDENCES HUAHIN Project**, a luxury pool villa project located in Thew Talay World Cha-Am - Hua Hin, on an area of 110 rai with a longer beach front. There are 11 units in total, with a usable area ranging from 279 - 525 square meters, land size 444 - 788 square meters, designed with a Neo Colonial style architecture that blends western and local styles perfectly. With an emphasis on privacy, each villa features a hallway and a tall balcony. With private swimming pool meet every degree of life with convenient equipment. Moreover, the rental program is managed by the Sri Panwa hotel team and Baba Beach Club Residences Phase 1 which is closed within 1 year of construction.

With positive response, Baba Beach Club Residences Hua Hin Phase 1 has launched 7 Phase2 units with a usable area of 167.5 square meters and land size 264 - 252 square meters, which still remains the identity of Baba Beach Club Residences Hua Hin that has been designed to emphasize the privacy of the residents in harmony with the relaxation atmosphere.

- 12) **Baba Beach Club Hua Hin**, an exclusive beach club style hotel and residences in the concept of Music Lovers Hotel on the edge Cha Am Sea - Hua Hin managed by Sri Panwa features a beachfront swimming pool and exclusive beach club. Emphasize the guests to relax by the sea with music. It is designed and decorated in an eclectic style. Neo-colonial of Hua Hin and modernity Thus, resulting in an interesting style located on an area of 12 rai in the world. It has a beach front stretching more than 160 meters away from Bangkok for 2 hours and close to major tourist attractions. It offers 18 panoramic ocean view rooms with private pools and 18 luxury pool villas. Baba Beach Club Hua Hin is surrounded by panoramic views of the Gulf of Thailand coastline. Providing 5-star service and amenities such as a premium fitness center, Cool Spa, swimming pool, restaurant and bar by the sea, Baan Chok Restaurant & Cafe, White House

by the sea and the venue for beach events, with Sri Panwa Management Company Limited as the hotel manager.

In addition, the construction of a new 12-storey hotel building has 47 rooms with full facilities, including a large convention room, expected to be completed by mid-2021. The project is operated by the joint company Issara Development Company Limited, a subsidiary company.

- 13) **The Hua Hin One project**, Thew Talay world, has transformed 6 rai of land into a stop for check-in, taking pictures and enjoying it before entering Hua Hin town. Distinctive with the Super Shell Station that is uniquely designed in the world. Featuring a stylish car wash, Lawson 108 Convenience Store, Taco Shell Mexican Restaurant, you can also stop by for coffee and homemade ice cream at I-Tim Station, an Art Deco-inspired train cafe. Comes with a photo shoot corner for you to share on social media, also for the children. You can run and play outdoors on the Giant Play Around area and enjoy the fun baby developmental toys all day long. As for those who love pets, you can bring your dog to relax in the green area, Doggy Dog Park allows your dog to run and play with ease.

You can also continue to enjoy marine activities and horse riding along the beach in front of Baan Chok. There are also various relaxing corners such as the Tropical Desert Garden on the large courtyard. Experience the scent of the desert from the tropical plants or be the Art Park, a wall of artists from P7 that spark creativity and learning for the whole family. With the distinctive identity that we create atmosphere into a variety of photo spots for you to pass happiness to everyone. Also, enjoy the night market that gathers restaurants and shopping EAT - FUN - CHILL every Friday and Saturday at the Hua Hin One Night Market @ Hua Hin One. This project is operated by Issara United Co., Ltd., a company subsidiary company.

- 14) **Sri Panwa Nanyan Bay**, Hainan Project, a total area of 11 rai, located in Wanning, Hainan Province, China, which is an investment of Hainan Huachang Tourism Development Co., Ltd. under the management of the company. Ma Junfa Real Estate Co., Ltd., a leading company in Yunnan Province, China, which has 64 rooms, consisting of 40 Pool Suites, 24 Penthouse

rooms, 2 restaurants: All-day Dinning, Shop C. Thai-style food and Cool Spa are currently in preparation to resume construction of hotel buildings that have been halted due to the COVID-19 outbreak throughout the year 2020, which is expected to be completed around mid-2022. Sri Panwa Management will operate a hotel under the name of Sri panwa Nanyan Bay, Hainan when the construction is complete.

- 15) **SASARA Hua Hin**, a luxury beachfront residence private beach in the heart of Hua Hin, Khao Takiab Zone. The latest project from Issara United Co., Ltd. under the concept "The Art of Escape". Experience the aesthetics of both body and mind relaxation in a private and quiet location. Create a feeling of simplicity filled with the warm feeling of the sandy beach, the wind and the sound of the waves. Hide away in a prime location in the heart of Hua Hin that is exclusive to only 110 families. On the exclusivity of comfortable rest high security and privacy. With a beach front stretching more than 8 kilometers, the project area has a length of 46 meters, 5 swimming pools, 5 styles, with many activities both inside and outside the project such as beach club, fitness, kayak, surf boards and activities with many beachside amenities. This project is operated by Issara United Co., Ltd., a subsidiary company.

2. Long-term rental sales business and rental of office buildings and shopping centers

Charn Issara Tower at Rama IV and Charn Issara Tower II at New Petchaburi, is an office building and a shopping center that is convenient for traveling. It is the center of business. There are suites ranging in size from 25 square meters - 1,700 square meters to accommodate leading shops and businesses.

3. Hotel Operation Business

Around the third quarter of 2006, Charn Issara Residences Co., Ltd., a subsidiary company, began operating a hotel business in the Sri Panwa project, Phuket Province. It is a Boutique Hotel under the name of Sri Panwa Hotel. The hotel has been licensed and operated by 11 Pool Villas comprising of 18 bedrooms and 23 additional construction in the third phase which was completed in 2009. To both Thai customers and foreigners, it is popular with foreigners in a satisfactory level. Later in 2013, the company has sold parts of the

Sri Panwa Hotel. It comprises of land of approximately 21 rai 2 ngan 55 square wah, including buildings, which are Pool Villa, Family Suite and Luxury Pool Villa, total 38 units and Pool Suite rooms, 7 units with various facilities and the operation of Sri Panwa Hotel to Property Fund, Sri Panwa Hotel. The Company holds approximately 30% of the investment units in the mutual fund and rents the Sri Panwa Hotel to return to management for a period of 15 years with fixed rental as agreed. Currently, Sri Panwa Hotel Property Fund converted to a trust under the name of Real Estate Investment Trust for Sri Panwa Hotel. In December 2016, the construction of HABITA Hotel, which has 30 additional Pool Suite and Penthouse rooms and X29 villas, is also sold to a real estate investment trust for Sri Panwa Hotel. In December 2016 as well, worth approximately 1,300 million baht and completed the construction of 4 pool villas worth 200 million baht, which was completed in 2019.

In the fourth quarter of 2017, the company has provided two additional hotels, BABA BEACH CLUB HUA HIN, a hotel project located in the same area as the luxury villas on the beach front of Hua Hin - Charn. It is part of Thew Talay Estate, a Pool Villa and Pool Suite style residential project worth 1,800 million baht. BABA BEACH CLUB NATAI is located in the same area as BABA BEACH CLUB NATAI, Natai Beach, Khok Kloi Sub-district, Takua Thung District, Phang Nga Province. 16 Pool Suit rooms with amenities such as BEACH CLUB, restaurant, and large swimming pool. Beach front nature park beautiful and secluded, with a 200-meter-wide beach and perfect sand and sea quality.

Currently, Sri Panwa Phuket is under construction for a 400-person convention building and 24 new Pool Suite rooms to be completed in early 2022. At Baba Beach Club Hua Hin Phase 2, a 12-storey building with 47 rooms, including a large convention room, is under construction expected to be completed in the November of 2021.

Including managing a hotel project in Hainan, China, which is an investment of Hainan Huachang Tourism Development Co., Ltd. under the management of the parent company Junfa Real Estate Co., Ltd., a leading company in Yunnan Province, China. There are 64

rooms, consisting of 40 Pool Suites, 24 Penthouses, 2 restaurants: All-day Dinning, Thai seafood restaurant and Cool Spa.

4. Managing office buildings, juristic condominiums / housing estates and real estate project management business

The company was appointed by the Bangkok Property Fund to be a real estate manager and property manager of the fund. These include condominiums in Charn Issara Tower and Charn Issara Tower II with a total area of 30,687.68 square meters since 2002

including project management of International Research Development Company Limited.

For the management of condominium or housing juristic person, the company and its affiliates manage the condominiums, various housing estates that the Company and affiliates have developed projects such as Issara @ Forty Two Sukhumvit, The Issara Ladprao, Baan Sitawan, Pak Chong-Khao Yai, Issara Collection Sathorn and resort condominiums in project Thew Talay Estate, and Issara residence Rama 9 and Issars Bangna etc.

The Company has investments in subsidiaries, related companies and property funds as follows.

Company Names	Total paid registered Capital (million)	Total shares	Par value (Baht)	Shareholding Percentage %
Charn Issara Residence Co., Ltd.	140.00	1,195,000	100	85.36
C.I.N. Estate Co., Ltd.	250.00	1,499,996	100	59.99
Charn Issara Vipaphol Co., Ltd.	100.00	499,997	100	49.99
Issara United Co., Ltd.	420.00	2,099,996	100	49.99
Sri Panwa Management Co., Ltd.	100.0	3,000,000 (CIR A subsidiary holds shares 100%)	10	85.36
Issara Junfa Co., Ltd.	920.00	7,939,997	100	86.30
Issara United Development CO., Ltd.	560.00	2,799,996	100	49.99
Charn Issara REIT Management Co., Ltd.	10	1,000,000	10	99.99
International Resources Development	1,757.95	2,810,695	100	15.99
Bangkok Commercial Property Fund	1,000.00	17,561,900	10	17.56
Sri panwa Hospitality Real Estate Investment Trust	3,097.72	0.00	11.10	0.00 (Hold by CIR 19.49%)

Subsidiaries and related companies are as follows:

1. **Charn Issara Residences Company Limited** engages in property development for sale and a hotel on an area of 80 rai under the name of "Sri Panwa Project" Phase 1 and 2 worth 1,600 million baht, Phase 2 and 3 worth more than 1,500 and 1,400 million baht, respectively. Located on Cape Panwa, Phuket Province, surrounded by sea views and surrounding islands. The main customers of Sri Panwa Project are foreigners and Thai people who enjoy life in Phuket which is the most famous resort in the world. Currently, 2 units of ownership have been sold and transferred to customers and the construction in Phase 3 is a Pool

Villa of 4 units (X25) which was completed. It comprises of land approximately 21 rai 2 ngan 55 square meters with buildings and rooms, Pool Villa, Family Suite and Luxury Villa, total 38 units and a Pool Suit room 7 units and various facilities related to operations of Sri Panwa Hotel to Sri Panwa Hotel Property Fund (SPWPF) where the Company holds approximately 30% of the investment units in the mutual fund and leases the Sri Panwa Hotel to return to management for a period of 15 years with fixed rental fees as agreed. In 2014, the company has operated the construction of a new hotel phase. It will be developed into approximately 30 additional POOL SUITE rooms to support the expansion

of tourists who come to Phuket with an increasing trend every year. The construction is now completed and has been in operation since the end of 2015. Converted to a trust under the name of Real Estate Investment Trust for Sri Panwa Hotel in December 2016 and the company has sold the hotel in the second part which offers 30 POOL SUITE rooms with X29 villas for real estate investment trusts. Sri Panwa Hotel in December 2016 as well, the total value is approximately 1,300 million baht.

The Phase 4 hotel is currently under construction, consisting of a Convention Hall and 24 pool suites, expected to be completed in mid 2022.

2. **C.I.N.Estate Company Limited** engages in property development for sale. Currently, one project is being developed and has been completed 2 projects which is The Issara Ladprao is a large condominium project. On an area of almost 5 rai on Lad Phrao Road, between Soi Ladprao 12 and Ladprao 14, 47-storey condominium, 1 building, a total of 561 units, only 300 meters away from the Lad Phrao MRT Station, the project value of approximately 2,800 million years, sold and transferred 100% of the condominium units. At the beginning of 2013, Izzy Condo Suksawat was launched, another brand in the middle target level of Charn Issara Group on Suksawat road close to the Purple Line train that will build in the future. The building has a height of 24 floors on an area of 4 rai. The usable area of the apartments ranges from 21 square meters to 55 square meters at the price of a million baht. But with the quality of common areas such as a large lobby luxury swimming pool with a sky garden that allows you to experience the fresh air on the top floor of the building. With superior security system and a key card system that controls access perfectly. It has a positive respond. At present, 100% of ownership has been sold and transferred. In 2018, the company launched Baan Issara Bangna project on the main road near Mega Bangna on an area of 24 rai, detached houses 2 and 3 floors, usable area 380 to 697 sq m, surrounded by green nature. Passed from generation to generation by leading designers with complete functional functions. With a grand clubhouse large swimming pool a state-of-the-art fitness center with an amphitheater zone that helps each family bond and running tracks around the village. The shady

garden helps the rest of the time to be filled with happiness, starting price 50 million baht, at present, the model houses have been constructed and gradually built houses for customers.

3. **Charn Issara Wiphaphon Company Limited** engages in real estate development for sale and has completed 5 projects as follows.
 - (1) **Baan Ploen Talay Project**
 - (2) **Baan Chan Talay Project.**
 - (3) **Issara Village** project is a new concept townhome allowing you to live close to nature, surrounded by beautiful gardens and swimming pool. The atmosphere is quiet, private, with only 35 units, now 100% sold and transferred.
 - (4) **Issara Collection Sathorn**, a luxury 7-storey condominium with premium features. On the prime location of Sathorn Road which is convenient and beyond your expectation. Another masterpiece project of Charn Issara. With just 33 units comprising two to three bedrooms and a three-bedroom duplex, the Issara Collection Sathorn is a true family residence with a generous amount of kitchen space. Both western and Thai kitchen in some units. The distance from the ceiling is higher than the standard, as well as the usable area that is more than 100 square meters of each unit. Create a feeling of home for the residents. For privacy fulfill the urban lifestyle, some units have a private elevator and beautifully decorated with a unique identity Now completed and available for sale only 1 unit.
 - (5) **The Issara Chiang Mai**, a resort-style condominium project on an area of over 3 rai consisting of two 7-storey buildings, total of 265 units, ready to move in. Each unit has been cleverly designed to maximize the use of space. Ready to enjoy the most relaxation enjoy the atmosphere of pleasure and comfort with complete decoration and amenities. You can choose happiness in 1-2 bedrooms, size 35-70 sq m, and find inspiration for every new morning at our private lab pool. Or to cool off in a jacuzzi, get fit and firm in the spacious gym. With a well-designed green space, allowing you to live fully close to nature on a potential location that connects all life to the business and tourism hubs perfectly.

4. **Issara United Co., Ltd.** is a merger between Charn Issara Development Public Company Limited and Saha Pathanapibul Public Company Limited and I.C.C. International Public Company Limited, which is widely known for a long time as the business real estate development for sale company. Currently, the development is completed, 3 projects located at Km 209, Cha-am district, including Baan Thew Talay Aquamarine Project (Aqua Marine) is a beach front villa style condominium worth over 2,000 million baht, complete with full facilities. In order to meet the customer group, squeeze to A, on an area of 13 rai, adjacent to the sea, width of 57 meters, just 10 minutes' drive from Hua Hin town. Fully consists of 4 low rise buildings, 4 buildings and 15 floors, 1 building with 1 - 3 bedrooms, size 44-193 square meters, totaling 270 units, starting price from 3.1-35 million baht. It is surrounded by greenery of the surrounding landscape and open to the view of the sea with a perfect living area, complete according to the Natural Contemporary concept, designed by the famous Habita Company. The Baan Thew Talay project was completed in 2014 and has also been awarded two international real estate awards from the International Property Awards, Best Condominium and Best Leisure Development of Thailand. The second project is Baan Thew Talay Blue Sapphire project on an area of 15 rai by the beach, consisting of three buildings, two 4-story buildings and a 15-storey building with 1 room. Stay 1 - 3 bedrooms, size 36 - 159 square meters, totaling 421 units, starting price from 2.9 - 21 million baht, beautifully designed in Aqua Contemporary style by Habita Architect, the renowned architect company. With inspiration from the river Baan Thew Talay is surrounded by a shady landscape of lush gardens and plants. Interspersed with beautiful lotus ponds and freeform swimming pools. Ready to open up views for residents to immerse themselves in the scenery of the waves Creating a feeling of unity with the serene natural surroundings. Completed in 2015, it currently has over 90% of sales and transfers, and the third project, BLU is a residential condominium project, following two quality projects, Baan Thew Talay, Aqua Marin and Blue Sapphire, Thailand's best condominium, which received two awards, year after year from the International Property

Awards of Issara United Company Limited, a beautiful and private property developer on the beach front of Cha-am. Characterized by landscape design under the concept of beach life amidst the Atoll, like the Maldives, to create a tropical atmosphere full of enchanting charm. Just the first step into BLU, you can experience the simple, elegant and stylish architecture of the front entrance with big and small plants. Extending from the entrance to the lobby overlooking the pool in a beautiful wide swimming corner. Surrounded by a building that emphasizes the shady for a truly relaxing holiday on an area of 7 rai on the beach with a 21-storey building, 1 - 2 bedroom rooms, size 30 - 60 square meters, prices are easy to own. Starting at only 1.89 million baht, the construction has been completed and the ownership has been transferred to customers since the end of 2016 for the fourth project, namely Baba Beach Villa Hua Hin, a luxury villa project on the beach front of Hua Hin - Cha-am. It is part of the Thew Talay Estate project, a Pool Villa style residence. Baba Beach Villas Hua Hin features both its location and design that is different from the general villas. Privacy focus and the real comfort of relaxation for residents. Neo Colonial style house style, outstanding in appearance and design of the living space combined with a full common area. There is also a Rental Program that can provide compensation in Investable Managed and maintained by Sri Panwa Phuket Hotel, which has more than 10 years of experience in hotel management and is recognized. Guaranteed by many world-class awards. Baba Beach Villa Hua Hin is a two-storey detached house with swimming pool. Usable area size from 279 - 525 sq m, land size 111 - 197 sq m, 11 units at a starting price of 42.9 - 80 million baht, the project completed in 2018, sell and transfer 100% of ownership. Baba Beach Club Residence Hua Hin Phase 1 therefore launched Phase 2 of 7 units with usable area of 167.5 square meters, land size 252-264 square meters, which remains the Baba Beach Club Residence Hua Hin. Designed to focus on the privacy of the residents in harmony with the relaxation atmosphere. Construction is expected to be completed in Q4, 2020.

5. **Sri Panwa Management Co., Ltd.** operates hotel management business. In 2013, the company established a company to rent Sri Panwa Hotel, both parts 1 and 2, which consist of 38 pool villas suit 7 rooms with various facilities. Building Pool Club, Cool Spa restaurant, beachside swimming pool, private beach, tennis courts, yoga grounds from real estate investment trusts Sri Panwa Hotel to manage for a period of 15 years with fixed rental as agreed. This company is 100% owned by Charn Issara Residences Company Limited, a subsidiary and at the end of 2018, Baba Beach Club Hua Hin was added to the hotel, which has 18 pool suites. At the end of 2020, Baba Beach Club Hua Hin Hotel with 47 rooms and convention , seminars and events was completed.
6. **Issara United Development Company Limited**, which is a joint venture between Charn Issara Development Public Company Limited and Saha Pathanapibul Public Company Limited and I.C. C. International Public Company Limited, which has been widely known for a long time. The objective is to jointly operate the business of real estate and hotel development. By bringing the land on the beach to develop a hotel and villa in Namba Beach Club Hotel Hua Hin, which was completed and started operation in the fourth quarter of 2017 at the end of 2018, the company sold a hotel in the Beach Front section. Pool Suit 18 keys entered into a real estate investment trust for Sri Panwa Hotel, where Sri Panwa Management Company Limited is the operator of the lease to continue to manage the hotel. The company is currently in the process of building a second phase of the Bababish Club Hotel which will have another 47 rooms, under construction, will be completed in early 2021.
7. **Issara Junfa Company Limited** is a joint investment between Charn Issara Development Public Company Limited and Junfa Real Estate Company Limited, a leading real estate company from the People's Republic of China. The project will jointly develop a real estate project for sale and a hotel under the name BABA BEACH CLUB NATAI, located at Natai Beach, Khok Kloy Sub-district, Takua Thung District, Phang Nga Province, on an area of 42 rai, right on the beach with quality sand and sea water. Up to 200 meters, surrounded by coconut plantations and shady local trees. BABA BEACH CLUB NATAI project will consist of

BEACH FRONT VILLA, 6 5-bedroom beachside villas with a section that will open as a hotel, consisting of a BEACH CLUB, a beach front room and POOL VILLA, POOL SUITE rooms surrounded by natural garden and large swimming pool. Currently, the construction of the hotel is completed. Service started to customers in late 2017 and completed 6 Beach Front Villas and 16 Pool Villas completed.

8. **Charn Issara REIT Management Co., Ltd.** is a REIT manager. Currently is a real estate investment trust manager for Sri Panwa hotel which worth over 4,100 million baht. Invested in Sripanwa and Baba Beach Club Hua Hin.
9. **International Research Development Company Limited** engages in real estate development for sale. Currently, there are 923 rai of land for development, located near the Suvarnabhumi Airport. Some 400 rai of land was sold to King Power Group, which is now developed into

(2) Marketing and Competition

• Marketing

Company's marketing strategy

- Create the "Charn Issara" brand, emphasizing the quality, value and quality at all levels of products of the Charn Issara. To enable consumers and target customers to acknowledge and recognize the brand identity in order to achieve "Brand Loyalty" leading to referrals and repeat purchases.
- Continues focus on Online Marketing. From having been successful in building the brand "Sripanwa" through Online media until it made it world famous in the real estate for sale. The company will develop online sales to facilitate customers in this era. To receive information for fully decision-making and convenience in online booking.
- Do promotions regularly. To stimulate awareness of news and stimulate consumer purchasing decisions.
- Focus on flexible customer service. To maintain customer base and help customers solve problems according to the situation that arises.

Residential development for sale business

The company has a policy to procure vacant land with potential for the project. Either the residential land in the tourist attraction or the land in the center of the city

with a suitable size and continue to develop housing on those lands. Taking into account the location that is convenient for transportation, such as near the train or near the expressway. Along with shopping centers, schools and hospitals, every project will be meticulously designed. Both beautiful and perfect, modern and functional. Selecting various materials and equipment to get the quality at a good standard. As well as taking care of the after-sales service continuously. This helps the project get the attention of the customers. In addition, the company will continuously promote sales. Focus on online marketing which is a channel to reach consumers today. This encourages customers to purchase decisions and is more flexible in the sale.

Sale, long-term rental and rental of office buildings and shopping centers business

The Company's office buildings consist of 2 buildings: Charn Issara Tower, Rama IV Road and Charn Issara Tower 2, New Petchburi Road. In which the company has clients who are leading companies, being a customer and a renter. Make it a strength and able to retain customers to renew leases with an emphasis on quality of service and continually improve the building. In order to meet good standards and have a team of experienced and help customers when the epidemic crisis occurs and try to keep customers when renewing contracts. There is a Baba Beach Club Phang Nga project that has a section of Beach Front Villa and Pool Villa for long term rental (Lease 30 years) and can be brought together with the hotel, let the hotel manage and find tenants for.

Office building management, Condominium Juristic Person, Housing, Condominium and Real Estate Project business

The company emphasizes the quality of services and the efficiency of building management services. In the past, the Company has managed to manage juristic persons only for projects developed by the Company and its affiliates. However, the Company can manage condominium or housing juristic persons other than those of the group and affiliates as well. When the market grows in demand, the company focusing on the strength of the company to the expertise and experience of the executives, reputation in real estate business, and relationship with customers. The

company is assigned as a property manager of a mutual fund, Bangkok Real Estate, and help manage sales and marketing of rental space for the Bangkok Property Fund.

Hotel and vacation home business

Sri Panwa has been selected as one of the top five resorts in Thailand. It was also selected as one of the most charming hotels in the world. The location is located on the tip of Cape Panwa. The villas here have a panoramic view of the sea. Moreover, design and decoration including the application of new technology in every villa which makes the guests impressed from the first step. Including differentiated services with full facilities and two other hotels, "Baba Beach Club", Hua Hin-Cha-Am and Natai Phang Nga, where Sri Panwa is the hotel manager.

In order to create a good image and make target customers create Brand Awareness, the hotel has advertisements in print media, TV media, online media, etc., and there are promotional plans and ongoing actions. In recent years, despite the coronavirus crisis, hotels were closed but after opening the hotel, Thai customers have been very supportive of Sri Panwa Hotel and Baba Beach Club. Originally, about 35% of all customers in the years 2020 and 2021 still have the coronavirus outbreak. Thai customers are therefore an important target of the hotel.

• Distribution

Residential development for sale and building for rent business

There are two types of distribution channels: sales by company sales team and sales through sales representatives. There are both Exclusive Agent and Non-Exclusive Agent to cover more customer groups.

Hotel and vacation home business

There are 3 main types of sales channels used by hotels: 1. Direct sales channels. It is divided into sales by the company team and direct sales through the hotel website. 2. Distribution channels through retail intermediaries 3. Distribution channels through wholesale intermediaries. Including participating in sales activities and promotions with leading partners both in Thailand and abroad. Including booths, road shows, trade shows, etc.

To distribute hotel rooms to current customers; The Internet sales channel is another important and efficient channel. It able to distribute products all over the world reach a large customer group. There are more and more internet users to book hotel rooms throughout Thailand and around the world every day. It is convenient and fast.

- **Customer characteristics and the relationship between customers and the company.**

The Company's customers are large and small customers which differ according to the nature of business as follows

Residential development for sale business

Target customers in residential development project in Bangkok and the Company's perimeter are A - A + customers for housing estates (House price from 20 million baht or more) Customers level B - A and above for condominium customers, the company is confident in building a good relationship with customers. Whether it is selling products with good quality standards and providing continuous after-sales service. It will result in the customers of the company to recommend the company's products to relatives or friends.

Long-term rental sales and rental of office buildings and shopping centers business

The company focuses on 2 types of target groups, which are stores that want to trade in buildings with an area for customers to choose from 30 square meters onwards, and various companies that have production in various industrial estates in the area of metropolitan and would like to have an office building with a location near the business district. There are utilities facilities and complete telecommunication. Currently, the major customer of the company is Siemens Co., Ltd. (Siemens AG), which has been a customer of the company for more than 20 years and has many other leading companies.

Managing office buildings, juristic person, condominium or housing estate, including real estate project management business

Currently, the Company will undertake project management of the Company's affiliates. However, if the demand in the market is sufficient, with the expertise and experience of executives and staff. The company also aims to serve other medium and large

companies as well.

Hotel and vacation home business

Sri Panwa Phuket Hotel, the target customers in the project are customers from A to A + levels, with room rates per night starting from 15,000 - 100,000 baht, divided into Thai and foreign customers. On average, Thais about 35%, Asia, 35%, Europe, 15%, Australia, 5%, America, 5%, other 5% during the past year.

Baba Beach Club Hua Hin and Baba Beach Club Phang Nga have target groups of B + - A + room rates starting from 8,000 - 8,200 Baht / night, with Hua Hin being a Thai customer. In Phang Nga, it focuses on foreign customers and the hotel has returning guest up to 5%, which can be seen that the customers who have come before will like and will be attracted to come again. Including telling further to relatives and referring the hotel through online media.

- **Price policy**

The pricing policy for each type of business of the company can be divided as follows:

Residential development for sale business

Policy on pricing products for sale in the residential business considering the project cost, market price, and value-added difference that customers will receive from the Company's projects in order to provide the price that suitable for project quality. In addition, the Company regularly conducts research and study trends in price and supply demand in the real estate market. The company team collects information and issues reports to the management. Including business overview report and report according to the area that the company has projects. So, the company will know the market needs and be able to set the price level that is suitable and able to respond to the needs of the customer.

Sale, long-term rental and rental of office buildings and shopping centers business

The Company has a pricing policy for each type of business to be able to compete with others. By the price specified in the sales business for long term rental and the rent of office buildings and shopping centers was determined according to the market price level. The company has study from the rental rate and the selling price of the same quality office buildings and nearby. For existing customers, there will be an extension of the lease with an adjustment of the rental rate according to

the increasing cost and suitability from the market price of the office building at the same level.

Office building management Condominium / housing juristic person and real estate project management business

Although the company has managed office buildings and real estate projects only for the company concerned. But the price policy that the company has set in this business is a price level that is set according to the market level so that the company can compete with its competitors.

Hotel and vacation home business

The project has a predetermined pricing policy for at least 1-2 years which allows the project to plan the sale of rooms in each market and each target customer group accurately according to the season. After that, they will be able to choose a marketing channel that will reach each customer segment during the right time. The price can be adjusted to suit the situation later in order to stimulate sales.

• Industry conditions and competition

The Company's business operations can be categorized into four categories: residential development for sale, sale and rental of office buildings and shopping centers, hotel and vacation home and management for office buildings and real estate projects with details as follows

Residential development for sale business Their income is approximately 65% of the total income. Which is the main business of the company. By the end of 2020, the company has launched a special round of project Sasara Hua Hin, a low rise beach front condo right on the beach of Hua Hin. The width of the sea is 46 meters to meet the needs of the beachfront living style, providing privacy, only 110 units, complete with many facilities. As for marketing and sales strategies, the company has adjusted its strategy to be in line with the current situation. More emphasis on online tools selected sales agents who are reliable with experience in real estate sales. In each segment as well as participating in marketing planning in order to reach a target group of customers and the most effective in marketing, sales and customer relations.

Sale and rent office buildings and shopping centers business Consists of Charn Issara Tower, Rama IV

Road and Charn Issara Tower II, New Petchaburi Road. At present, the occupancy rate is approximately 80% of the total area. During 2020, the government declared a state of emergency in all districts throughout the Kingdom. Some types of closings have been made, affecting the tenants of our two buildings. Charn Issara Tower 1 and 2 buildings were reduced in rents during the government shutdown. To help the tenants however, there are still some businesses that have to be shut down, such as tourism and many businesses have reduced the size of the office space. Due to the adaptation to work from home or the adjustment of time-to-work, so the market situation of the office building will definitely adjust.

Hotel and vacation home business Thailand tourism industry has been recession since the end of 2019 and stumbled heavily in 2020 with the COVID-19 pandemic. Causing the hotel business to be closed. Foreigners cannot travel. The Sri Panwa Phuket Hotel, Baba Beach Club Hua Hin and Baba Beach Club Phang Nga were also affected. Even when the situation improves get Thai people to travel and the government has a policy to support the project "We travel together". However, the situation has not yet returned. This affects the overall picture of the tourism and hotel business has not recovered and it is expected that it will continue until 2021, as the end of 2020 has returned to spread by the virus again.

Management for office buildings and real estate projects business There are many companies that manage condominiums and office buildings. Competition is quite high. However, the condominiums that the company are taking care of still continues to be trusted to take care of it. Including managing the rental area of the property fund as well. The company was appointed by the Bangkok Property Fund to be a real estate manager and property manager of the Fund. These include apartments in Charn Issara Tower I and Charn Issara Tower II by bringing the leased space of the property to tenants. The company is the operator to contact people who are interested in renting the property area of the mutual fund. Including negotiating rental rates for the best interests of the mutual fund including the administration. Improve the property to be in perfect condition and always maintain a good quality real estate.

Real estate market situation

Real estate business continues to be affected by the COVID-19 epidemic continuously since the end of 2019 until 2021, on the demand side. Although the government will reduce the transfer fee and mortgage fee to 0.01 percent and help relax the LTV measure, the general purchasing power of the people is still slow due to the debt burden of households reaching 90 percent of the GDP. The lockdown of businesses prohibiting cross-region travel. Foreign nationals are prohibited from entering the country. Including the closure of some businesses, such as the entertainment business, resulting in the recession of tourism, which is the country's main income, and also layoffs and reductions in salaries and welfare in some businesses. In addition, the supply chain effect from the global economic slowdown and international conflicts, causing product prices and inflation started to have an upward trend. The denial of credit of financial institutions is higher. The uncertainty of such economic and political conditions as a result, people in almost all occupations lack confidence in their consumption. They slow down spending especially the purchase of housing and investment in real estate.

On the supply side, land allocation permits and building permits issuance have continued to decline during the year 2021. Real estate operators slow down their investments.

Reduce the number of new projects. This is because there are still many negative factors affecting the real estate sector, such as the rising cost of construction materials, stricter lending to develop projects, labor shortages from construction site control measures and labor migration, as well as environmental impact assessment (EIA) regulations and procedures, has resulted in real estate operators facing all-round challenges. It is necessary to urgently adjust in order to sustain the business in the economic slowdown, which is expected to continue until 2022.

Residential condominium and housing market situation

In 2021, the overall condominium and housing market has contracted on both supply and demand side. Nationwide ownership transfers are projected to be 265,493 units, a decrease of -26.0 percent from the previous year. The lowest in 7 years since 2015, while the sales value is 802,720 million baht, a decrease of -13.50 percent. If classified by type, residents found low-rise housing. The number of units transferred decreased by -25.7%, representing a value of 548,813 million baht, a decrease of -11.0%. There is a transfer of ownership of the number of units decreased -26.60%, valued at approximately 253,907 million baht, a decrease of -18.5%. The outstanding mortgage pending approval was at 4,501,460 million baht, an increase

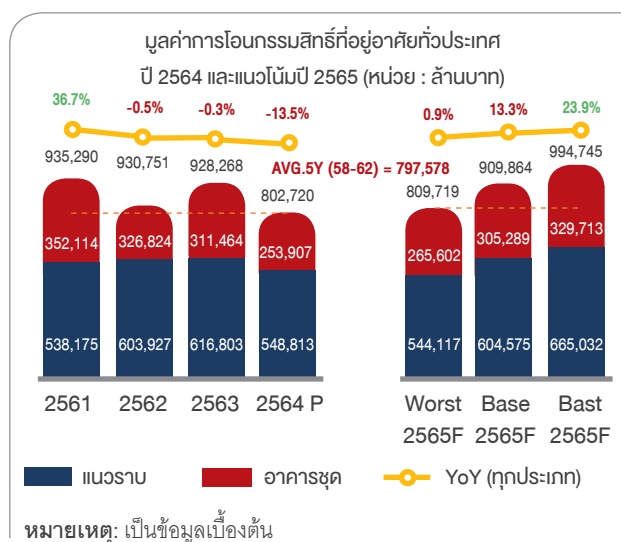
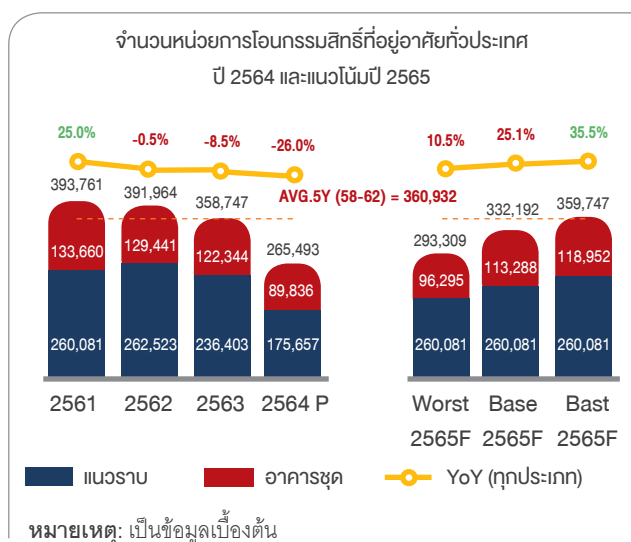


Figure 1 Number of residential ownership transfer units across the country in 2015-2021 (forecast) (Source: Real Estate Information Center Government Housing Bank)

As for the supply movement, it was found that the issuance of land allocation permits nationwide amounted to 66,835 units, a decrease of -23.7 percent from 2020. The lowest in 12 years since 2007, resulting in a decrease in the number of

new project launches. The number of projects in Bangkok and its vicinity were 31,662 units, a decrease of -33.2% from the year 2020, with a value of 191,226 million baht, a decrease of -42.8% from the previous year. In which

condominium projects decreased the most, with only 11,760 units. In the first nine months of the year, a decrease of 37% from 2020, and in the case of registered completed housing. There were only 77,823 units, a decrease of -30.5 percent. The most in 11 years since 2011, which caused a large flood in Bangkok and its vicinity.

Office building market situation

A report by CBRE Research found that both the central business district (CBD) and non-CBD office markets were severely impacted by companies and merchants requesting lease cancellations or bans, request to reduce the area including negotiating to reduce the rental price. The main reason is because many companies have closed their businesses and tend to work from home more during the lockdown. In 2021, there is an expected return rate of rental space of about 70 thousand square meters, causing the rental rate. The cumulative net take-up is negative for the first time since the 1997 financial crisis.

On the other hand, on the supply side, the supply of office space from new buildings to the market in the Bangkok area continued to rise to 9.314 million square meters, a 2.6% increase from 2020. Resulting in Grade B buildings (over 30 years old) was the hardest hit because the tenants plan to move the leased space to a newer building. There is still an area of approximately 1.7 million square meters which are still in operation during the years 2022-2026. Representing an average increase of 3.4 hundred thousand square meters/year, and new buildings in the CBD that are scheduled to be completed has designed a building that responds to the trend of more flexible and integrated hybrid space utilization. Emphasis on saving energy, reducing global warming, and increase the technology in the office building to be more modern from the above information indicates that tenants pay attention to. As a result, the Grade B office market outside the CBD will face more challenges in retaining existing tenants and acquiring new tenants from 2021 onwards.

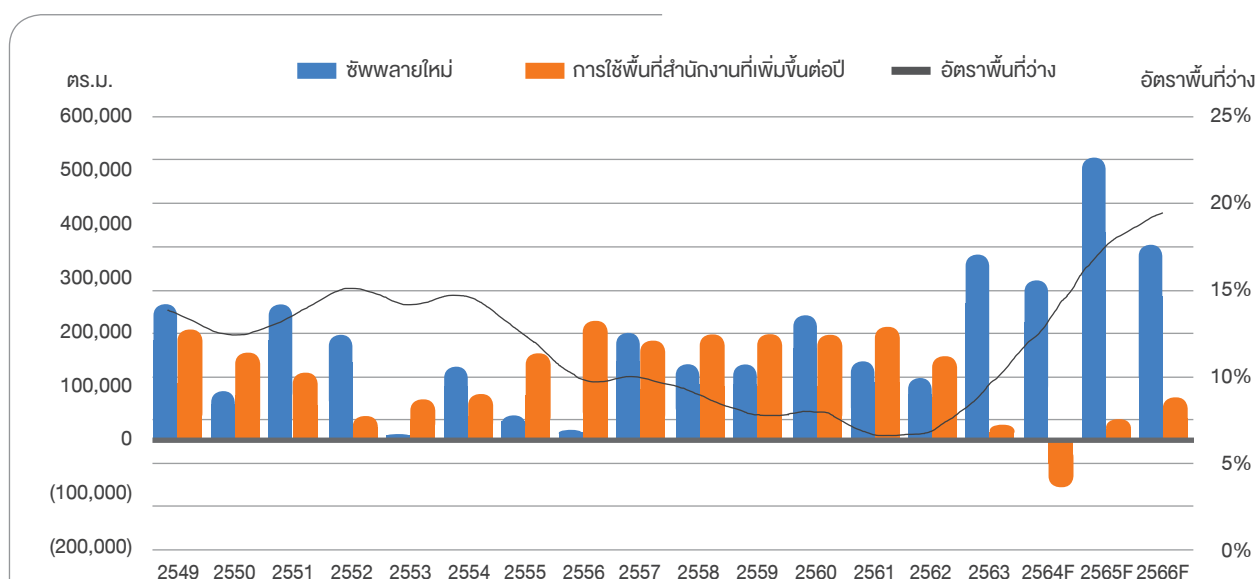


Figure 2 Office building area in Bangkok, projected 2021-2023 Source: CBRE Research Department

Until now, most residential real estate developers postpone the launch of new projects. This was due to unfavorable market conditions and the accumulated number of foreclosed homes remained stable at a high level. This causes entrepreneurs to adjust their business strategies in accordance with market conditions. According to the Agency for Real Estate Fairs, it was found that in the first half of 2021, the number of new housing launches in Bangkok and its

vicinity amounted to 25,257 units, a decrease of 15.9 percent compared to the same period last year. The opening of new condominium projects was greatly reduced due to the high number of waiting units for sale. In addition, entrepreneurs have adjusted their strategies to focus on the horizontal market. Because this group will have a real need to buy to live, short construction period, and can easily manage and manage risks.

At the same time, to reduce risks and increase liquidity for the business, entrepreneurs are still doing marketing campaigns, offer a heavy special promotion. To incentivize customers such as price reductions free live campaign, offer special interest rates and freebies. This is a good time for those who are ready to buy a home. Thus, helping to drive sales back to increase even lower than before the outbreak of the coronavirus. According to the Agency For Real Estate Affairs, reflecting that in the first half of 2021, new housing subscriptions in the Bangkok Metropolitan Region increased by 37.7% compared to the same period last year.

As for the housing market trend for the remainder of 2021, Kasikorn Research Center views that there are still challenging factors and high vulnerabilities. Even though the Covid situation has begun to show signs of steadiness as the number of new infected daily has begun to decline. While the market still has some supportive factors such as measures to reduce transaction fees for residential real estate (prices not exceeding 3 million baht), which will end on December 31, 2021, but the effect of this wave of coronavirus is severe and prolonged and affecting more broader economic activities. As a result, the recovery of the residential real estate sector will require a longer period of time to return to the pre-crisis level of the Covid outbreak. This It should still be cautious, and in 2021, the number of new housing openings in Bangkok and its vicinities is estimated to be around 41-48 thousand units, which is the lowest number in 18 years. In Bangkok and its vicinities in 2021, there should be 5.7-630,000 units, which is a continual decrease from the previous year.

The housing market 2022 is also a year of business support. The housing market is supported by the renewal of housing purchase transaction fee reduction measures, namely the housing transfer fee and the housing mortgage fee collection rate of 0.01% for the purchase of a residence. Relying on the price level of not more than 3 million baht, ending on December 31, 65, which is another positive factor of the housing market. After the Bank of Thailand relaxed the LTV measures in Oct. 20, this should lead to a better trading activity than 2021.

However, the recovery of the housing market still depends on important factors such as the COVID-19 outbreak in the country, which now has to closely monitor the situation of the Omicron species. It will affect the recovery of economic activities and the purchasing power of the people for a longer

period of time. It puts pressure on housing buying and investment activities. Under the environment that is still risky and highly volatile, therefore, Kasikorn Research Center views that in 2022, the transfer of ownership of housing in Bangkok and its vicinities should amount to about 1.68-1.77 hundred thousand units, an increase of about 1.8%-7.3% from It is expected to shrink by 16.1% in 2021 or expand by 1.8%-7.3% from an expected contraction of 16.1% in 2021.

As for the direction of investment in new housing projects in 2022, Kasikorn Research Center sees that although there will be more investment return from housing developers since 2021, because the market still has high challenging factors. from trading activities that have not returned to normal. Meanwhile, the market still has accumulated housing for sale in Bangkok and its vicinities at a level above 200,000 units, coupled with intense competition in the market in all price segments and housing types including liquidity issues and increased business costs. Therefore, investments in 2022 are still cautious from the highly uncertain market environment. Kasikorn Research Center have the opinion that in 2022, new housing launches in Bangkok and its vicinity are likely to remain at a lower level than before the COVID-19 pandemic or is expected to be approximately 6.0 - 66 thousand units, from an estimated that only 560,000 units will be launched in 2021, with operators expected to focus on drilling more in community areas but also focusing mainly on the middle-upper customer group.

Providing a product or service

Characteristics of product acquisition

There are 4 types of real estate development in which the Company operates, which are long-term rental, sales and rental of office buildings and shopping centers, Managing office buildings and real estate projects, hotel business and residential development for sale for housing development business. The steps of the project can be divided as follows.

1. Conception Stage

Initially, the company executives will define the principles or the nature of the project by focusing on the model that came out to meet the customer groups that the company wants to sell, such as lower, middle or upper-level customers, etc.

2. Formulation Stage

It is a step after the conception. The company will determine what type of project the project is, for example, in case the company wants the house model

to be detached, the company must find a land area of 20 rai or more. For a condominium project, the land should be as large as 1 rai or more.

3. Analysis and Evaluation Stage

After the company can determine the project, the management will analyze and assess the feasibility of the project, investment capital, and return prior to approval.

4. Approval Stage

After studying the feasibility of the project, it must be imported for approval from the Project Review Committee for approval to purchase land for the next project.

5. Implementation Stage

After the approval of the project, the next step is a process of negotiating land purchase which would take about 1-2 months and contact a financial institution to request a loan for the purchase of land for the project. In addition, the company will prepare personnel for each project. Plan a project, hire designer, request permission from various government agencies related project design and construction auction to find contractors. It also prepares marketing and sales work to launch the project.

6. Reporting and Feedback Stage

During the construction, the company will follow up in order for the contractors who construct houses or buildings to proceed according to the design of the project and to meet the standards good quality to continue delivering to customers. In the meantime, customer payments must be managed in accordance with the contract stipulated in the building will deliver the apartment/house to the customer and transfer the ownership.

7. Transition to Normal Administration Stage

After completion of sales and construction work, the company will enter the process of building management or village administration.

8. Evaluation of Results Stage

After the completion of the project, the company will evaluate the performance. which will evaluate from the success of sales construction supervision, project cost control, as well as customer satisfaction with the project.

Procurement of raw materials

Raw materials for real estate include land and construction materials.

How to purchase land, the company has four purchasing methods which are:

1. Post an advertisement showing the desire to buy land in the newspaper.
2. Bid or negotiate to buy from the bank.
3. Contact through a broker.
4. Contact the landowners who offer direct sales

Currently, the Company does not purchase land from persons that might have potential conflicts. However, if in the future, the Company will purchase land from persons who may have conflicts. The company will proceed according to the measures or procedures for approving the connected transactions and the policy or trend of related party transactions as described in Section 11.3 and 11.4 regarding related party transactions.

How to purchase building materials

For building materials Most of them are included in the contractor employment. In which the contractor will buy the building materials by himself according to the drawings and specifications of the company. But in some works, the company will purchase separately, such as elevator work, garden work, built-in furniture, shower cabinet work, kitchen work and air conditioning, etc. or investigate prices from at least 3 vendors for comparison and negotiation for the best prices and conditions.

Raw material problem

So far, the company has no problem with raw material procurement. This is because the company has taken into account the causes of the fluctuation of raw material prices and realizes the impact. The company has prepared to prevent this risk by entering into a contract to hire an operator to perform the construction at a fixed price. The operator that the company has hired will be the operator of the procurement of raw materials.

Assets used in Business

Characteristics of assets of the Company and its subsidiaries as of December 31, 2021

Asset	Asset Location	Cost Appraisal (Million baht)	Account price As of December 31, 2021 (Million Baht)	Source of Rights	Obligation
Commercial Suite, Chan Issara Tower 1 4 units (area 1,040.01 square meters)	Chan Issara Tower Rama 4 Road, Suriyawong Subdistrict Bangrak, Bangkok	112.80	112.80	Ownership	Mortgage free
Commercial suites and office suites Chan Issara Tower 2 41 units (area 2,538.48 square meters)	Chan Issara Tower 2 New Petchburi Road Bangkapi Subdistrict, Huai Khwang District, Bangkok	124.90	124.90	Ownership	Mortgage free
Residential unit Kensington Place Khao Yai Project 1 unit (Area 151.41 square meters)	Wang Kra Tha Subdistrict, Pak Chong District Nakhon Ratchasima Province	11.05	11.05	Ownership	Mortgage free
Land and Buildings Baan Sitawan project, area 27 rai	Pak Chong District Nakhon Ratchasima Province	-	111.35	Ownership	The Company has mortgaged as collateral for a bank in the amount of 103 million baht.
Land and Buildings Issara Residence Rama 9 Project Area 9 rai 2 ngan 34 fractions 8 parts 10 sq wa	Huay Kapi Subdistrict, Huai Khwang District, Bangkok	-	535.04	Ownership	The Company has mortgaged as collateral for a bank loan in the amount of 500 million baht.
Land and Buildings, condominiums The Issara Sathom project Area 1 rai 2 ngan 60 sq wa	Thungmahamek, Sathom Bangkok	-	667.51	Ownership	The Company has mortgaged a loan as collateral for a bank in the amount of 900 million baht.
Land and Buildings Project "BaBa Beach" Area 42 rai 0 ngan 0.1 sq wa	Takua Thung District, Phang Nga Province	1,536.09	691.54	Owned by Issara Junfa Co., Ltd.	The Company has mortgaged as collateral for the issuance of its debentures amounting to 950 million baht.
Land and Buildings Baan Sri Panwa Phuket Area of 30 rai 0 ngan 1.6 sq wa	Ao Makhm Road - Cape Panwa 3+100 kilometer marker, Wicit Subdistrict, Mueang District, Phuket Province	-	167.75	Owned by Charn Issara Residence Co., Ltd.	The Company has mortgaged a loan as collateral for a bank in the amount of 110 million baht.

Asset	Asset Location	Cost Appraisal (Million baht)	Account price As of December 31, 2021 (Million Baht)	Source of Rights	Obligation
Land and Buildings Sri Panwa Convention Project Area 5 rai 3 ngan 15.4 sq wa	Ao Makham-Laem Panwa Rd. (Thor Lor. 4129), Wicit Sub-district, Mueang Phuket District Phuket Province	-	297.41	Owned by Charn Issara Residence Co., Ltd.	The Company has mortgaged as collateral for loans with a bank in the amount of 450 million baht.
Commercial suites and residential suites The Issara Ladprao project, 2 units, area 563.07 sq.m.	Lat Phrao Road, Ladyao Subdistrict Bang Khen, Bangkok	61.20	60.40	Owned by C.I.N. Co., Ltd. Estate	Mortgage free
Commercial suite Condominium project ISSI Suksawadi, 2 units, area 65.83 sq m.	Suksawat Road Bangkok Rat Burana District, Bangkok	-	2.79	Owned by C.I.N. Co., Ltd. Estate	Mortgage free
Building land Baan Issara Bangna Project Land 24 rai 3 ngan 74 sq.	Bangna Road, Km.8, Bang Kaeo Subdistrict Bang Phli District, Samut Prakan Province	-	765.98	owned by C.I.N. Co., Ltd. Estate	The Company has mortgaged as collateral for a bank in the amount of 1,042 million baht.
Commercial suites and office suites Chan Issara Tower 2 4 unit suites (Area 432.45 square meters)	Chan Issara Tower 2 New Peichburi Road Bangkapi Subdistrict, Huai Khwang District, Bangkok	22.58	22.58	Owned by Charn Issara Wipapol Co., Ltd.	Mortgage free
Land and Buildings Issara Collection Sathorn Project Area 1 rai 1 ngan	Thungmahamek, Sathorn Bangkok	-	31.65	Owned by Charn Issara Wipapol Co., Ltd.	Mortgage free
Land and Buildings The Issara Chiang Mai Project Area 6 rai 2 ngan 69 sq wa	Sansai Noi Subdistrict, San Sai District Chiang Mai Province	-	484.08	Owned by Charn Issara Wipapol Co., Ltd.	The Company has mortgaged as collateral for a bank in the amount of 719 million baht.
Commercial suite Baan Thew Talay (Thew 2) 48 units, area 1,825.69 sq m.	Cha-am Subdistrict, Cha-Am District, Phetchaburi	-	103.43	Owned by Issara United Co., Ltd.	The Company has mortgaged as collateral for a bank in the amount of 43.25 million baht.

Asset	Asset Location	Cost Appraisal (Million baht)	Account price As of December 31, 2021 (Million Baht)	Source of Rights	Obligation
Commercial suite Blue Project, Cha-am 194 units, area 9,052.19 sq.m.	Cha-am Subdistrict, Cha-Am District, Phetchaburi	-	454.43	Owned by Issara United Co., Ltd.	The Company has mortgaged as collateral for a bank loan in the amount of 651 million baht.
Land and Buildings Villa Project, Cha-am Area 1 rai 44 sq.wa.	Cha-am Subdistrict, Cha-Am District, Phetchaburi	-	94.19	Owned by Issara United Co., Ltd.	The Company has mortgaged as collateral for a loan to a company in the amount of 88 million baht.
Land in Cha-am Area 1 rai 3 ngan 94 sq wa	Cha-am Subdistrict, Cha-Am District, Phetchaburi	-	22.14	Owned by Issara United Co., Ltd.	Mortgage free
Land in Cha-am Area 7 rai 2 ngan 82 sq wa Area 10 rai Area 1 ngan 1 sq.wa.	Cha-am Subdistrict, Cha-Am District, Phetchaburi	-	187.87	Owned by Issara United Co., Ltd.	The Company has mortgaged 1 ngan 1 square wa of land as collateral for marketing support to a bank in the amount of 13 million baht. The Company has mortgaged 10 rai of land as collateral for a loan to a company in the amount of 450 million baht.
Land, Khao Takiab Project, Cha-am District Area 5 rai 23 sq.wa. Phetchaburi	Nong Kae Subdistrict, Hua Hin District	-	502.56	Owned by Issara United Co., Ltd.	The Company has mortgaged as collateral for a loan of 255 million baht to a company.

(5) The projects which has not yet been delivered

The company and its affiliates have some projects under development as of December 31, 2021 as follows:

At present, the Company has real estate projects for sale under construction and the construction has been completed, the total value is approximately 9,926 million baht and the projects is expected to be launched in 2021, which is expected to begin recognizing income from 2022 onwards, approximately 4 projects, totaling over 6,321 million baht of existing companies can start selling in the next 3-5 years. The company believes that if the economic conditions recover from Covid-19 pandemic have some signs of improvement, the Company will be able to release these inventories as expected. In addition, the company has experience in property development for sale to real estate funds and real estate trust or "REIT" from selling assets into "The Real Estate Investment Trust" Sripinwa Hotel and "Bangkok property fund" provided the company to understand the rules and regulations, conditions in the sale of assets to REIT, as well as the investment needs of those who invest in REIT, and with the company's hotel project such as the completed Baba Beach Phuket Project. Including projects under construction such as Baba Beach Club Hua Hin (Phase 2) and Sripinwa Convention hall with total hotel value of 3,050 million baht, they are designed and planned for sale to REIT. The company has confident that if the tourism economy come back to recover, the hotel business can return to profit as usual. The company will be able to sell the assets to the REIT within the expected timeframe.

Present Real Estate Project	Value (Million Baht)
13 Projects	15,958
Sold	7,945
Available for sales	8,013
Backlog	1,993

Backlog	Value (Million Baht)
Available	648
Under construction	1,345

1.3 Group shareholding structure

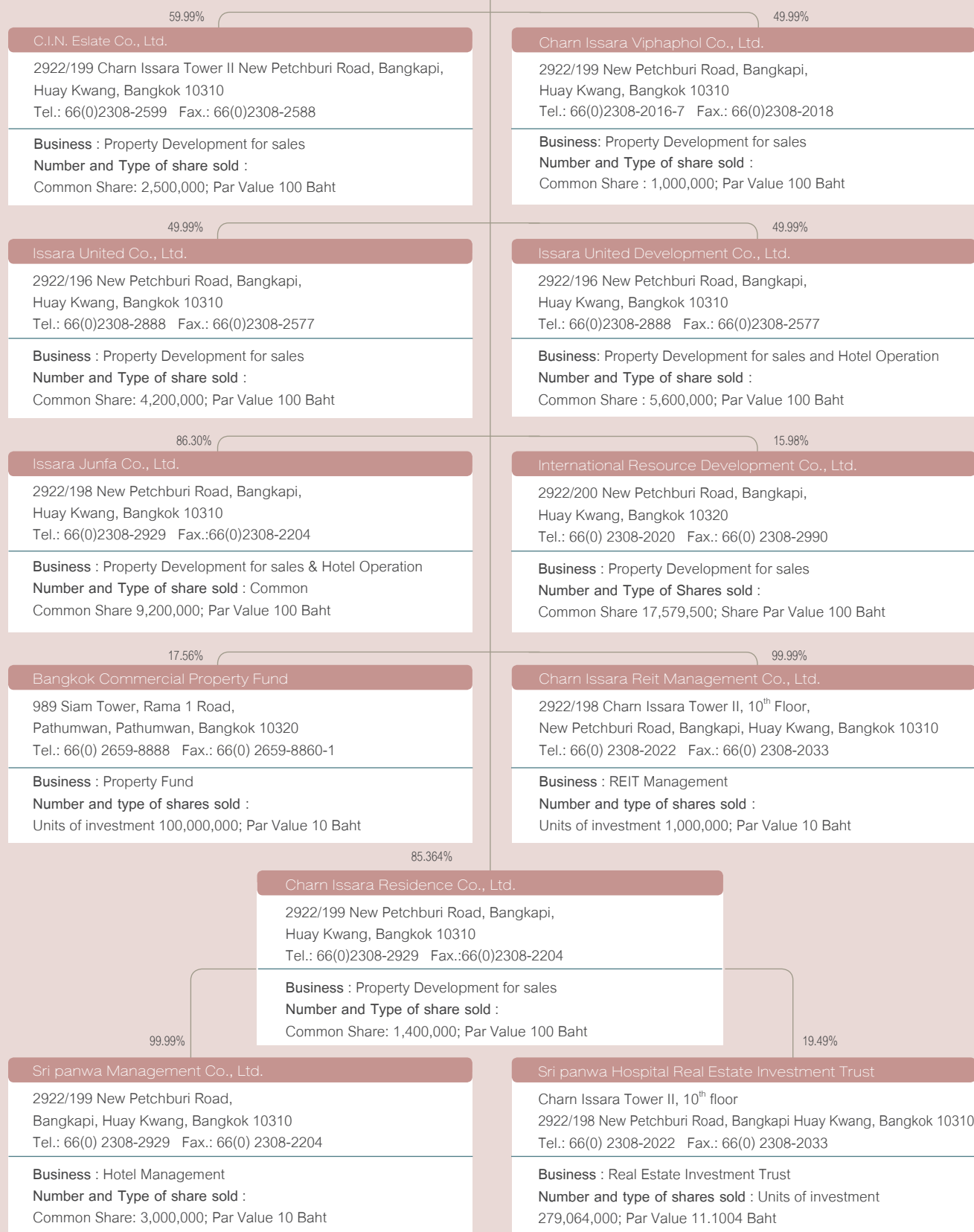
Shareholding and Management Structure

1.3.1 Charn Issara Development Public company has registered capital as of December 31, 2021, amounting to 1,386,574,624 baht (the number of ordinary shares 1,386,574,624 shares with a par value of 1 baht per share) and has a total paid-up capital. 1,066,595,865 baht (the number of ordinary shares 1,066,595,865 shares with a par value of 1 baht per share)

(1) Company Group Structure

Company Group Structure as of December 31, 2021

Charn Issara Development Public Company Limited



1.3.2 Persons who may have conflicts of interest hold shares in subsidiaries or associated companies more than 10%

- None -

1.3.3 Relationship with the business group of major shareholders

- None -

1.3.4 Share Holder

(1) Major shareholder

(A) Top 10 shareholders

List of top 10 major shareholders including number of shares held and shareholding percentage as of December 30, 2021

Name of Shareholder	Number of Shares	Percentage of paid-up capital
1. Mr. Songkran Issara	313,634,494	29.405
2. Mr. Taweechat Jurangkool	250,533,900	23.489
3. C.I. Property Co., Ltd.	97,714,905	9.151
4. Ms. Kratpetch Issara	41,601,006	3.900
5. Seamico Capital Securities Public Company Limited	21,126,760	1.981
6. Saha Pathanapibul Public Company Limited	21,126,760	1.981
7. I.C.C. International Public Company Limited	20,333,505	1.906
8. Mr. Ditwat Issara	19,584,454	1.836
9. Mrs. Hathairat Jurangkool	15,180,531	1.423
10. Mr. Satit Sangkiet	10,291,050	0.965
11. Others	255,468,500	23.95
Total	1,066,595,865	100.00

(B) A group of major shareholders who influence policy-making

Name of Shareholder	Number of Shares	Percentage of paid-up capital
1. Mr. Songkran Issara	313,634,494	29.405
2. C.I. Property Co., Ltd.	97,714,905	9.161
3. Ms. Kratpetch Issara	41,601,006	3.900
4. Mr. Ditwat Issara	19,584,454	1.836
5. Mr. Worasit Issara	5,107,909	0.479
Total	477,642,768	44.78

(2) Agreement between major shareholders

-None-

1.4 Amount of registered capital and paid-up capital

1.4.1 Amount of registered capital and paid-up capital

The company has a registered capital 1,386,574,624 baht divided into ordinary shares 1,386,574,624 shares with a par value of 1 baht per share and paid-up capital 1,066,595,865 baht. The Company does not have other types of shares that have rights or conditions different from ordinary shares. Such as preferred shares or the issuance and offering of shares or convertible securities to mutual funds for foreign investors (Thai Trust Fund) or issuing instruments representing returns from underlying securities (NVDR) containing shares of that company as an underlying asset.

1.4.2 Other types of shares with rights and conditions different from ordinary shares

-None-

1.4.3 Convertible securities

-None-

1.5 Issuance of other securities

1.5.1 Convertible securities such as convertible debentures.

-None-

1.5.2 Debt securities such as debentures, bills

The company is issuing and offering debenture with the name of the holder. There is no bond holder representative, non-subordinated type and no collateral for institutional investors and/or high net worth investors as follows:

Series 6 No. 1/2562	Due on April 25, 2022	amounting to 800 million baht
Series 7 No. 1/2563	Due on April 30, 2023	amounting to 289.80 million baht
Series 8 No. 1/2563	Due on December 29, 2023	amounting to 950 million baht (with collateral)

2. Risk Management

2.1 Risk Management Policy and Plan

To comply with the corporate governance policy of the company and in accordance with the good corporate governance principles of the Stock Exchange of Thailand on risk management that may occur to the organization. For good efficiency build confidence among stakeholders, Board of Directors therefore appointed a risk committee to perform the said duty. According to the resolution of the Board of Directors' Meeting No. 2/2558 held on February 25, 2015, with the composition of the Risk Committee of 5 persons and having a term of office for not more than 3 years.

And to ensure the operation of the management in accordance with the goals, policies and to ensure that the operations are in accordance with effectively according to the company's plan supervise the overall risk management process at

an appropriate level. This includes determining, assessing, mitigating, monitoring risks and reporting the results to the Audit Committee together with the Board of Directors.

To comply with the risk management policy, The Risk Committee has established a policy and a risk management system in order to work efficiently according to the Company's plans and report such results to the Audit Committee together with the Board of Directors for acknowledgment. It has tools to identify, mitigate, monitor and report the risks associated with the business operations of the Company and its affiliates.

1. Strategic Risk
2. Operational Risk
3. Financial Risk
4. Compliance Risk
5. Reputation Risk

2.2 Risk Factors for the Company's Business Operation

2.2.1 Risk from land acquisition for project development

Potential land acquisition is a key factor in the development of real estate projects to meet consumer demand and is a key factor in the success of that project over the years. Thailand has invested in public utilities and infrastructure development in Bangkok and in nearby provinces. Including the construction of the electric train, expanding roads, causing the expansion of the city and more real estate development projects. This causes the demand for land to support the growth of businesses and homes. Including land sales speculation that resulted in land prices rising high, especially in the areas where the construction of the sky train, including the expansion of business districts, tourist cities and provinces where the special economic zone was established

Rising land prices have become an important cost of developing projects for real estate developers. It is an important risk factor. The company places great importance on acquiring land for project development. There is a plan to explore and build a good alliance with a network of quality that has the potential to procure land in a good location at a reasonable price and fair. The company has a committee to consider projects. They act as a key mechanism to help determine project feasibility and provide opinions before making a decision before investing in the purchase of land. So that the company can develop new projects efficiently and suitable for the situation.

In addition, the Company does not have a policy to accumulate excessive amounts of land in order to hedge liquidity and financial risks. The company has a team and working mechanism that can take care of the appropriateness of the land acquisition at the level that is appropriate for the Company's business.

2.2.2 Project construction risks

Construction management is a very important task in any project development because of the uncertainty that can arise during both controllable and uncontrollable operations. There are many issues of risks that may arise from construction such as issue of the increase in the price of building materials that changes in accordance with the prices of various raw materials involved in the supply chain of changes in the economy both at domestic and abroad. Issues of skilled labor shortages and rising labor costs, issue of procurement and selection of qualified and qualified contractors with expertise in construction management in accordance with the budget and plan.

The Company has tried to manage and control the risk factors that may have such an impact. By bidding for construction work and selecting a large and reputable contractor company which has a skill that is accepted in the market and has the reliable construction works to be the contractor of the project. Using a contracted hiring method for the entire project, this reduces the risk of material price fluctuations increased labor costs. In addition, the company will contact many distributors in order to compete with each other to bid on materials. Make the project get a good material price and make it possible to control project costs before building and before setting the selling price to customers.

The company has an expertise and experience in project management to help supervise construction contractors, coordinate control, and report the progress of the construction plan on a weekly basis. Allowing the management to know the construction results, problem and obstruct. To be able to assist together in solving and planning the construction according to the plan and success goals, finished in time, and deliver products to customers.

2.2.3 The risk of having inventories

With economic slowdown which has been affected by the Thai economy and the world economy, Thai politics slump in agricultural product prices, drought and higher household debt, strict measures on credit of financial institutions are increasing. They are factors that affect consumer confidence and purchasing power, resulting in postponement of decisions to invest and/or buy homes. Together with the intense competition in the real estate business, make entrepreneurs cautious and delay the launch of new projects. To see the situation and accelerate the drainage of existing inventories.

The company has over 30 years of expertise in real estate business and develops residential projects including detached houses and condos, 5-star hotels and office buildings. It has high-end target customers and the company has a policy of selling projects. By allowing customers to make a down payment of at least 20-30%, thus allowing most of the company's customers have not impacted by the strict credit measures of financial institutions that have begun to be promulgated for this group of customers.

The company employs a reputable agency and sales team to sell and studying consumer behavior and needs. To plan strategies for sales and marketing continuously. In order to meet the needs of consumers as much as possible and make a difference and a clear selling point. Including checking the quality of after-sales service and taking care of customers to achieve maximum satisfaction. The company plans to expand sales to foreign customers who are interested in buying or investing in real estate. To help the company to be able to sell according to the goals of the company.

2.2.4 The risk of raising interest rates on borrowers and accessing capital.

The company has business alliances with many commercial banks. To increase financial

management efficiency and compare good deals optimal. The company has always received good funding from the bank. The project loan was approved with good financial conditions, suitable loan interest rates. The Bank classifies companies as quality entrepreneurs, reliable and has the ability to develop projects that can manage projects to meet the goals that all projects of the company. At present, the company have received full financial support from the bank.

Over the years, the company has increased access to funding sources. By raising funds from the bond market with the method of issuing debentures with the holder's name, non-subordinate type and no collateral which has a long-term fixed interest rate. Every time the company issues debentures, it will be well received by investors and there are investors who have previously invested in bonds with the company waiting to contact and inquire to continue to invest in the debentures of the company. This gives the company more options for funding to improve liquidity management efficiency in future project expansion and to reduce the risk of future interest increases.

2.2.5 Company Risks for the next 3-5 years, Risk from natural disasters, disasters and epidemics

Natural disasters, disasters, and epidemics such as the spread of COVID-19 and other force majeure events, although there is a rare opportunity but if it occurs in the area of the property that the Company or its affiliates is in the process of developing a project, in addition to loss of damage to the property of the company or its affiliates. It may cause loss to life and property of the customer or even employees of the company. However, the company has provided insurance to cover the damage caused by natural disasters, disasters, epidemics and other force majeure for the assets that the company will invest in.

Political risk

If there is an event of political unrest or conflict that may affect the economy of Thailand, including the Stock Exchange of Thailand. This may cause a serious impact on the financial status of the Company. Therefore, it cannot be guaranteed that the current or future political conditions of Thailand or changes in government political policies will not have a material impact on the operations of the affairs financial condition business performance and the growth of the company

Risk of tourist drop

The Company's operations may be adversely affected by any event that detracts from the interest of Thailand or the world situation, whether it is a disaster from an epidemic. Currency appreciation Sabotage, war, riots, protests or blockade, epidemic of any diseases. If such events occur, the economic and tourism conditions in Thailand may be adversely affected. This will cause an impact on the performance of the company as well.

2.2.6 Investment risk of securities holders

Risk of the Company's ability to pay dividends

The Company's dividend payment will be determined by The Company's dividend payment policy and the performance of the company. This depends on many factors, including the domestic economy, real estate management costs, operating expenses, competition of entrepreneurs, changes to laws and regulations relating to property, natural disasters, epidemics, political conditions. Therefore, there is a risk that investors will not receive dividends as estimated or the

company will not be able to maintain the level of the dividend payment or increase the dividend payment.

Risk from lack of liquidity in trading shares in the secondary market

Due to the Company's shares Has a status of listed securities on the Stock Exchange of Thailand. Stock trading liquidity is estimated from the frequency and volume of their trading in the Stock Exchange of Thailand which is based on the demand of the bid-offer. The demand of bid-offer depends on a number of factors that the Company cannot control, such as the demand for investing in the CI securities of the market during that period. So, risk of CI securities lacking liquidity for trading in the secondary market.

2.2.7 Risk from the announcement of the Bank of Thailand's Loan to Value (LTV) policy

After the Bank of Thailand announced the regulation on home loans by setting a tighter loan-to-collateral ratio (LTV ratio) ceiling for the second and third contracts or houses worth more than 10 million baht which is effective from April 1, 2019 onwards. The company may be affected by those who are interested in the products of the company and its affiliates, whether it is a house or a condo. In which applications for credit from the commercial banking sector must be supervised by the Bank of Thailand under the Company's customer LTV guidelines. It may be affected by the consideration of such credit and will cause the company to be impacted from the aforementioned events as well. Currently BOT has lenient measure for LTV Policy.

3. Business Driving for Sustainability

The company has prepared a sustainability report for the year 2021 and has prepared a sustainability report annually. It provides reporting guidelines that are consistent with Global Reporting Initiatives (GRI) Version G4 guidelines and present yearly performance

progress clearly. You can follow information about Charn Issara's community, social and environmental activities from the Sustainability Report 2021, which will be disclosed to interested parties on the website. <http://investor-th.charnissara.com/sdr.html> and www.charnissara.com

4. Management Analysis and Explanation (MD&A)

3.1 Analysis of operations and financial position

The Company is principally engaged in the development and sale of real estate, which consists of house and land allotment and apartments in condominiums and hotel business. For the results of the period ending December 31, 2021, the company has a proportion of revenue in the real estate business and hotel business were 1,451.6 million baht and 336.8 million baht, respectively, or accounted for 63.17% and 14.65% of the total revenue, respectively. In 2021, the company has been affected by the economic slowdown from the past year causing consumers to buy real estate to slow down. In addition, there is the problem of the global epidemic of the novel coronavirus disease 2019 (COVID-19) that has affected tourism businesses heavily by having to temporarily suspend hotel operations due to the closure of government agencies and cancellation of travel of both domestic and international tourists. However, the Company still had the main income from the sale and transfer of real estate from the low-rise projects that were completed and ready for delivery to customers in the year that increased significantly compared to the previous year and the income from rental and service fees 2.99 percent of total revenue. There is also income from sales of gas station business and shops in the commercial area that have been operating since the end of 2019, including income from administrative fees and other income. In this year 2021, the Company has other income from the rental exemption under the asset lease agreement mostly.

In 2021, the Company continues to invest in developing real estate projects that are under construction to generate sales and recognize future revenues. The company views that if the economy has recovered the Covid-19 coronavirus outbreak is showing signs of improvement. The company will be able to drain the current completed inventories as expected, including the project. The total revenue of the Company in 2021 increased by 61% from the year 2020 as a result of the Company's positive feedback on flat-panel projects that can be sold and delivered to

customers in the year. Only the main income from the sale of real estate in 2021 increased by 124% from the year 2020 and the revenue from hotel business continued to be affected from the previous year. In addition, since the beginning of 2021, the situation of the Covid-19 pandemic has been severe and long, causing the company to be heavily affected by the hotel business that has to stop operating temporarily. Revenue from hotel operations decreased by 26% compared to 2020.

At the beginning of 2021, the Company provided financing by issuing and selling one tranche of secured and redeemable bonds worth 950 million baht as part of the repayment of two tranches of existing bonds that were due in the year. Total value is 1,200 million baht.

In 2021, the company has total debt to equity ratio (D/E ratio) 3.25 times and interest-bearing debt to equity ratio 2.76 times, which is a lower ratio compared to the year 2020 is 3.43. and 3.02 times, respectively. The decrease in the ratio was due to the proportion of total liabilities and the overall interest-bearing liabilities of the Company in 2021 compared to 2020 are 7% and 10%, respectively.

Details of assets, liabilities and equity as well as detailed operating results have been categorized by type. Including the numbers of important financial ratios as follows.

Financial Position

Asset

The Company's total assets as of December 31, 2021 amounted to 10,199 million baht, a decrease of 606 million baht from 2020 or 6%.

1. Cost of real estate development projects for sale, amounting to 4,932 million baht, or 48% of total assets, decreased from 2020 by 419 million baht due to the transfer of ownership of real estate to customers during the year at a higher rate than the company's investment in real estate development for sale.
2. Right-of-use assets decreased by 201 million baht from the write-off of right-of-use assets during the year.
3. Investment properties decreased by 58 million baht from the sale of some investment properties during the year. In addition, the fair value of the assets decreased.

Debt

The Company has total liabilities as of December 31, 2021, equal to 7,797 million baht, a decrease from December 31, 2020, amounting to 570 million baht or 7%, with the changes being as follows:

1. Loans from financial institutions decreased by 542 million baht due to the company repaying loans from the sale and transfer of ownership of the Company's real estate to customers.
2. Liabilities under lease contracts decreased by 132 million baht due to the exemption from rental contracts and pay rent during the period net of interest amortization incurred during the year.
3. Debentures, a decrease of 252 million baht due to issuance of debentures during the period of 950 million baht and repayment of maturing debentures of 1,200 million baht, plus amortization fee for issuing debentures during the years.
4. Liabilities arising from contracts increased by 207 million baht, mainly from advance receipts from real estate sales during the year.
5. Long-term loans from other companies increased by 254 million baht for project development. and enhance the liquidity of the company.

Equity

The Company's total shareholders' equity as of December 31, 2021 was 2,402 million baht, a decrease from December 31, 20193 (2,438 million baht) by 36 million baht due to the company's operating results being affected by the economic slowdown. And the spread of the Covid-19 virus has resulted in a decrease in revenue from hotel business and real estate rental business. Although the performance in the real estate business has increased and received investment from capital increase from non-controlling interests in subsidiaries amounting to 120 million baht during the year.

Shareholders in 2021 are net shareholders' equity of 1,468 million baht and non-controlling interests of 934 million baht.

Operation Performance

Income

Chan Issara Development Public Company Limited and its Subsidiaries' total revenue from operations in 2021 was 2,299 million baht, an increase of 870 million baht from 2020 or an increase of 61%. Consists of income from 4 main businesses and other income as follows

1. Revenue from sales of real estate in 2021 is 1,451 million baht, an increase of 802 million baht from 2020 or a 126% increase because in 2021. The construction of the company's real estate projects was completed. It has been well received from high-end customers.
2. Rental and service income in 2021 was 69 million baht, a decrease of 9 million baht from 2020 or 11% due to the company giving a discount on rent and service fees to help tenants. And some tenants canceled the lease early or not renew the lease because the tenants are affected by the economic situation that has deteriorated severely from the Covid-19 epidemic situation.
3. Revenue from hotel business in 2021 was 337 million baht, a decrease of 119 million baht from 2020 or 26% due to the pandemic situation of the Covid-19 virus that is more severe than the year 2020. resulting in tourists decreased in the country. In addition, foreign tourists continued to decline from the previous year. As a result, the revenue from the hotel business has decreased significantly.
4. Revenue from sales of the Company's products in 2021 is similar to that of 2020.
5. Other income in 2021 equal to 358 million baht, an increase of 200 million baht from 2020 or a 127% increase due to the company's gains from the exemption of rent under the asset lease agreement between Sri Panwa Management Company Limited (a subsidiary) and Sri Panwa Hotel Real Estate Investment Trust (REIT) amounting to 267 million baht due to the impact of the of coronavirus disease (COVID-19) in the second wave and the third wave. The REIT therefore considers helping by exempting the rental fee for the assets invested No. 1 and No. 3 in Sri Panwa Hotel Real Estate Investment Trust for the month of February 2020 to June 2021.

Income

(Unit : Million Baht)

Income Item	2021	2020	Increase / (Decrease)	% Increase / (Decrease)
Income from real estate sales	1,451	649	802	125.52
Income from rental and service	69	78	(9)	(11.41)
Income from hotel business	337	455	(118)	(26.03)
Income from the sale of goods	61	61	-	(0.03)
Income from administrative fees and other fees	23	28	(5)	(17.82)
Other income	358	158	200	126.88
Total Income	2,299	1,429	870	60.89

Gross Profit

The Company's gross profit margin from real estate sales in 2021 is approximately 30%, which is a slight increase from the previous year while the gross profit ratio from the rental and office business in Charn Issara Towers 1 and 2 and condominiums in Issara Ladprao is 42%, a decrease of about 5% from 2020. Due to 2021 the Company has provided assistance to tenants affected by the economic situation by reducing rent and/or service charges While the company's fixed costs have not decreased. Gross profit margin from hotel business in 2021 was a loss of about 28 percent (28%),

an increase of about 10 percent from a loss in 2020 due to a sharp drop in revenue from hotel operations while the company's fixed cost remains the same. The gross profit margin from sales of goods in 2021 is approximately 7%, which is an increase of approximately 7% from a loss in 2020 (1) due to the change in the costing method of goods. In 2021, the cost of gas stations, which is a major component of this business will include only refinery costs and transportation costs, while in 2020 costs include other fixed expenses such as depreciation, etc.

Details of gross profit for each business are shown in the table as follows:

(Unit : Million Baht)

Gross Profit	2021	2020	% increase / (decrease)
Gross profit from the sale of real estate	29.84	29.05	0.79
Gross profit from rental and service charges	41.69	46.55	(4.86)
Gross profit from hotel business	(27.73)	(9.75)	(17.98)
Gross profit from sales of goods	6.58	(0.77)	7.35
Total gross profit	19.42	14.48	4.94

Expenses

1. Selling and administrative expenses in the year 2021 is 552 million baht, accounting for 24% of total revenue, which is an increase of 8% compared to 2020. In 2020, the company has expenses. Selling and administrative expenses amounted to 510 million baht. The increase in expenses was mainly related to the increase in the sale of real estate. such as brokerage fees and taxes
2. Financial expenses in 2021 decreased from the year 2020 by 7 million baht because the company repaid loans from financial institutions during the period. from the transfer of real estate to customers

Profit / (Loss) Net

The company has profit (loss) from operations in 2021 equal to (99) million baht, with net profit (loss) attributable to shareholders of the company equal to (45) million baht and loss (283) million baht. Baht compared to the year 2020, net profit (loss) attributable to the Company's shareholders per share equal to (0.04) baht.

Important financial ratios

1. Earnings before interest, tax and depreciation (EBITDA) ratio in 2021 is 20.66%, with net profit attributable to equity holders of the Company in 2021 is equal to (1.94%), which is in line with changes in the income mentioned above.
2. EBIT / Interest Expenses in 2021 is 1.47 times, an increase from 2020, which is approximately 0.42 times interest-paying capability. The significant increase is a result of income. of companies that have increased as mentioned above.
3. The current ratio in 2021 is 2.11 times, an increase from the year 2020 which is 1.85 times.
4. The debt-to-equity ratio in 2021 was at 3.25 times, down from 3.43 in 2020 due to the company repaying loans from financial institution from a much better performance in the real estate business.
5. Book value per share in 2021 is 1.38 baht per share, a decrease from 2020, which has a book value per share equals 1.47 baht per share due to the operating results of the year 2021 -Loss due to the aforementioned.



The Issara Sathorn

4.2 Factors or events that may affect the financial position

-None-

4.3 Summary of financial statements

4.3.1 Income statement

Income Statement	For the year ended December 31 th ,		
	2019	2020	2021
Income			
Income from real estate sales	640,273	649,427	1,451,590
Income from rental and service	80,092	77,575	68,721
Income from hotel business	678,665	455,322	336,819
Income from the sale of goods	6,476	60,449	60,429
Income from administrative fees and other fees	33,639	28,337	23,288
Other income	814,066	155,989	357,144
Total Income	2,253,211	1,427,101	2,297,991
Expenses			
Cost of real estate sales	461,702	460,774	1,018,412
Rental and service costs	44,245	41,461	40,072
Cost of hotel business	734,572	499,703	430,211
Cost of goods sold	6,195	60,916	56,454
Distribution costs	192,397	118,836	143,641
Administrative expenses	545,278	390,172	400,775
Total Expenses	1,984,390	1,571,862	2,089,565
Profit (loss) from operations	268,821	(144,762)	208,426
Financial Income	3,153	1,915	1,103
Financial Cost	(115,798)	(330,248)	(323,487)
Impairment loss in accordance with TFRS 9.	-	(780)	(7,859)
Share of profits of associates using the equity method	16,651	1,943	-
Profit (loss) before income tax	172,828	(471,931)	(121,817)
Expenses (income) income tax	(15,488)	(84,945)	(22,471)
Profit (loss) for the period	188,316	(386,985)	(99,346)
Sharing of net profit (loss)			
Equity belonging to the Company's shareholders	270,594	(328,225)	(44,608)
Non-controlling interests of the subsidiary	(82,278)	(58,760)	(54,737)
Profit (loss) per partner belonging to the parent company (Baht)	0.25	(0.31)	(0.04)

4.3.2 Statement of financial position

Statement of financial position	As of December 31 th ,		
	2019	2020	2021
Asset			
Current Assets			
Cash and cash equivalents	596,567	568,741	335,709
Temporary investment	619,068	-	-
Trade accounts receivable and other current receivables	208,661	90,815	110,272
Portion of long-term loans to related companies due within one year	-	1,286	-
Cost of real estate development projects for sale	4,701,634	5,351,071	4,931,854
Inventories	32,865	29,721	28,486
Current income tax assets	21,643	13,690	18,024
Other current financial assets	-	3,135	78,174
Other current assets	97,778	11,794	16,744
Total current assets	6,278,226	6,070,254	5,519,263
Non-current assets			
Deposits at financial institutions used as collateral	239	239	-
Other non-current financial assets	-	867,492	793,613
Investments in associates	433,364	-	-
Other long-term investments in related companies	149,681	-	-
Long-term loans to related companies net of portion due within one year	1,286	-	-
Investment property	402,967	413,384	355,130
Land waiting for development	237,207	237,207	187,875
Land, buildings and equipment	1,043,708	1,335,102	1,633,859
License assets	-	1,565,835	1,364,897
Deferred tax assets	110,964	210,932	234,923
Other non-current assets	23,159	104,635	109,896
Total non-current assets	2,402,575	4,734,827	4,680,193
Total assets	8,680,801	10,805,081	10,199,456
Liabilities and Equity			
Current Liabilities			
Overdrafts from financial institutions	19,363	24,370	24,265
Short-term loans from financial institutions	214,500	315,680	190,000
Trade and other current payables	732,447	356,007	359,848
Contract liabilities - current	-	277,183	239,095
Advance received under the contract to buy and sell real estate	185,598	-	-
Portion of long-term loans from financial institutions due within one year	224,247	330,941	274,152
Portion of long-term loans from other companies due within one year	-	164,897	75,097
Portion of long-term loans from related companies due within one year	55,000	55,000	-
The portion of the debentures due within one year	435,443	1,195,067	794,748
Liabilities under hire purchase contracts due within one year	4,165	-	-
Lease liabilities due within one year	-	385,580	409,438
Short-term loans from related companies or persons	-	167,500	157,500
Deposit for outstanding contributions	94,185	82,968	69,844
Accrued income tax	-	-	4,518
Other current liabilities	26,203	17,212	18,501
Total current liabilities	1,991,152	3,372,405	2,617,006

Statement of financial position

As of December 31st,

	2019	2020	2021
Non-current liabilities			
Long-term loans from financial institutions, net of portion due within one year	908,009	1,553,351	1,194,048
Long-term loans from other companies net of portion due within one year	566,400	395,000	738,417
Long-term loans from related companies	12,000	12,000	-
Liabilities under hire purchase contracts, net of portion due within one year	5,517	-	-
Lease liabilities net of portion due within one year	-	1,684,758	1,529,232
Trade and Non-Current Payables	-	5,658	-
Debentures, net of portion due within one year	1,996,413	1,088,119	1,236,044
Contract Liabilities - Non-Current	-	-	245,417
Deferred tax liabilities	135,469	123,593	100,380
Non-Current Liabilities Provisions for			
Employee benefits	57,885	67,463	64,275
Deferred income	25,824	22,674	19,231
Non-current liabilities	33,124	42,156	53,270
Total non-current liabilities	3,740,640	4,994,772	5,180,314
Total liabilities	5,731,793	8,367,177	7,797,320
Equity			
Share capital			
Registered capital			
1,386,574,624 ordinary shares with a par value of 1 baht per share	-		1,386,575
1,485,342,842 ordinary shares, 1 baht per share	-	1,485,343	-
1,485,317,667 ordinary shares, 1 baht per share	1,485,318	-	-
Issued and paid-up capital			
Ordinary shares 1,066,595,865 shares with a par value of 1 baht per share	-	1,066,596	1,066,596
Ordinary shares 1,066,593,433 shares with a par value of 1 baht per share	1,066,593	-	-
Share premium	98,127	98,130	98,130
Accumulated profit (loss)			
Appropriated - Legal Reserve	49,702	49,702	55,444
Not allocated	755,669	405,206	356,330
Other components of equity	22,390	(56,277)	(108,371)
Total shareholders' equity of the company	1,992,482	1,563,357	1,468,129
Non-controlling interests	956,526	874,547	934,007
Total Shareholders' Equity	2,949,008	2,437,904	2,402,136
Total liabilities and shareholders' equity	8,680,801	10,805,081	10,199,456

2.3 Cash flow statement

Cash flow statement	As of December 31 th ,		
	2019	2020	2021
Cash flow from operating activities			
Profit (loss) before income tax expenses	172,828	(386,985)	(99,346)
Adjustments to reconcile profit (loss) before income tax expenses to cash received (paid) from operating activities			
Adjust (income) income tax expenses.		(84,945)	(22,471)
Depreciation	58,025	277,481	271,567
Amortization	3,719	1,378	1,609
Adjusted with expenses (income) income tax			
Financial income	(3,153)	(1,915)	(1,103)
Financial cost	115,798	330,247	323,487
Amortization expenses on borrowing from financial institutions and other companies	-	-	2,082
Amortization on the issuance of debentures	4,631	5,385	8,296
Loss (gains) on fair value measurement of investment properties	16,200	(10,418)	4,980
Share of profit from investments in associates	(16,651)	(1,943)	-
Profit from disposal of temporary investments	(3,785)	-	-
Profit from revaluation of temporary investments	(38)	-	-
Rental payments that are not yet due	72,665	-	-
Profit from disposal of other current financial assets	-	(361)	-
Dividend income from other non-current financial assets	-	(19,323)	(11,591)
Unrealized loss on valuation of industrial assets other revolving finance	-	37	-
Loss from selling equipment	610	54	21
Unrealized loss on foreign exchange rates	14	(14)	-
Employee benefit expenses	8,400	2,030	4,240
Profit from change in investment type in associated company	-	(3,937)	-
Profit from lease changes	-	(377)	(138)
Impairment loss in accordance with TFRS 9.	-	780	7,860
Loss (reversal) doubtful accounts	(60)	-	-
Profit from disposal of investment in associated company	(269,215)	(4,326)	-
Share of profit from associates arising from the sale of assets that have not been recognized in previous years	(463,746)	-	-
Profit from changing type of investment in associate to temporary investment	(15,430)	-	-
Profit from the sale of investment properties	-	-	(18,725)
Profit from termination of lease	-	-	(670)
Profit from the exemption from paying rent	-	-	(266,696)
Profit (loss) from operations before changes in operating assets and liabilities	(319,188)	102,848	203,402

Cash flow statement

For the year ended December 31st,

	2019	2020	2021
Decrease in operating assets (increase)			
Trade accounts receivable and other current receivables	10,846	125,987	(25,817)
Cost of real estate development projects for sale	(594,195)	(549,535)	542,882
Inventories	(2,449)	3,144	1,235
Other current assets	(12,181)	1,994	(4,950)
Other non-current assets	1,172	2,613	4,150
Land waiting for development	-	-	-
Operating liabilities increase (decrease)			
Trade and other current payables	(141,988)	(163,366)	10,845
Advance received under the contract to buy and sell real estate	63,203	-	-
Contract liabilities	-	24,677	207,329
Cash paid for non-current provisions for employee benefits	-	(2,724)	(4,078)
Deposit for outstanding contributions	(8,553)	(11,216)	(13,124)
Other current liabilities	(6,884)	(8,991)	1,288
Other non-current liabilities	13,713	(282)	5,457
Cash (used in) from operating activities	(996,504)	(474,851)	928,619
Cash received from interest received	3,479	-	-
Cash paid for interest expenses	(222,759)	-	-
Cash paid for income tax	(38,998)	(2,002)	(19,613)
Net cash (used in) from operating activities	(1,254,781)	(476,853)	909,006
Cash flow from investing activities			
Cash received from fixed deposits at financial institutions	51,177	-	-
Cash paid for fixed deposits at financial institutions	(57,344)	-	-
Proceeds from the sale of investments in trading securities	730,734	-	-
Cash paid for buying investments in trading securities	(729,466)	-	-
Cash received from other current financial assets	-	110,221	61,145
Cash paid for other current financial assets	-	(103,135)	(136,184)
Decrease (increase) of deposits at financial institutions used as collateral	3,904	(1)	240
Bank deposits with collateral (increase) decrease	-	-	-
Dividends received from associates	86,037	-	-
Dividend income from other non-current financial assets	-	19,323	11,591
Proceeds from the sale of investments in associates	341,871	209,997	-
Cash paid for the purchase of land awaiting development.	(1,336)	-	-
Cash Paid for Investment Property Purchases	(55)	-	-
Proceeds from the sale of investment properties	-	-	72,000
Proceeds from the sale of land building and equipment	6	13	20
Cash paid for the purchase of land building and equipment	(192,854)	(343,418)	(292,219)
Cash paid for the purchase of intangible assets	(186)	(356)	(1,848)
Proceeds from lease termination	-	-	3,290
Interest earned	-	1,983	889
Net cash provided by investing activities	232,488	(105,371)	(281,076)

Statement of financial position

 For the year ended December 31th,

	2019	2020	2021
Cash flow from financing activities			
Increase (decrease) in overdrafts from financial institutions	1,330	5,006	(104)
Cash received from short-term loans from related companies	10,000	-	-
Cash paid for repayment of short-term loans from related companies	(25,000)	(47,000)	(10,000)
Cash paid for repaying liabilities under hire purchase contracts	(5,030)	-	-
Cash received from short-term loans from financial institutions	30,000	365,680	660,000
Cash paid for repaying short-term loans from financial institutions	(30,000)	(50,000)	(785,680)
Cash received from long-term loans from financial institutions	545,632	1,038,403	973,617
Cash paid for repayment of long-term loans from financial institutions	(351,256)	(286,367)	(1,391,627)
Cash received from long-term loans from other companies	457,400	35,000	253,453
Cash received from long-term loans from related companies	-	-	-
Cash paid for long-term loans from related companies	(65,000)	-	(67,000)
Cash paid from long-term loans from other companies	-	(41,502)	-
Cash paid for payment of lease liabilities	-	(63,524)	(75,497)
Proceeds from issuing debentures - net of debenture issuing expenses	793,897	285,644	939,311
Cash paid to redeem maturing bonds	(600,000)	(439,700)	(1,200,000)
Cash received from the issuance of newly issued ordinary shares	182	5	-
Pay dividends	(34,127)	(16,532)	-
Proceeds from newly issued shares from non-controlling interests of the subsidiary	-	-	120,000
interest expense	-	(230,714)	(277,435)
Net cash provided by (used in) financing activities	728,027	554,399	(860,962)
Cash and cash equivalents (decrease) increase	(294,267)	(27,826)	(233,032)
Cash and cash equivalents as at January 1	890,834	596,567	568,741
Cash and cash equivalents as at December 31	596,567	568,741	335,709

(1) Important financial ratios

Financial Ratio	As for December 31 th ,		
	2019	2020	2021
Liquidity Ratio			
Liquidity ratio (times)	3.15	1.85	2.11
Quick Ratio (times)	0.32	0.21	0.21
Profitability Ratio			
Gross margin (%)	11.30%	14.48%	19.42%
Net profit margin (%)	8.35%	(27.08%)	(4.32%)
Efficiency Ratio			
Return on Assets (%)	2.29%	(4.07%)	(0.95%)
Return on Equity (%)	6.55%	(18.46%)	(2.94%)
Financial policy ratios			
Debt to Equity Ratio (D/E) (times)	1.94	3.43	2.76
Net debt to equity ratio according to the debentures right (times)	1.63	3.18	3.01
Net debt to equity ratio (minus lease liabilities) (times)	1.63	2.18	1.95
Interest Bearing Debt to Equity ratio (times)	1.51	3.02	2.76
Interest Coverage Ratio: ICR (cash basis) (times)	3.03	0.42	1.47
Ratio of interest-bearing debt due within 1 year to interest bearing debt (%)	21.45%	34.78%	29.07%
Ratio of loans from financial institutions to total liabilities (%)	20.09%	30.54%	21.58%
Ratio of loans from financial institutions to interest-bearing debt (%)	25.93%	34.66%	25.40%

Important Financial Information

(1) Financial Statements

The annual audited financial statements as of December 31, 2019, 2020 and 2021, which have been audited and reviewed by any of the following persons:

- Mr. Wanlop Wilaiworawit, Certified Public Accountant No. 6797 or
- Mr. Chavala Tienprasertkij Certified Public Accountant No. 4301 or
- Ms. Nisakorn Songmanee, Certified Public Accountant No. 5035 or
- Mr. Nantawat Samruamhant, Certified Public Accountant No. 7731 or

Deloitte Touche Tohmatsu Jaiyos Audit Company Limited

(2) Audit report

The Independent Auditor's Report that audited the financial statements of Charn Issara Development Public Company Limited and its subsidiaries as of December 31, 2019, 2020 and 2021 with details as follows:

Year Financial Statements	Opinion of the Auditor
2021	Without conditions
2020	Without conditions and with other observations / matters
2019	Without conditions

5. General information and other important information

5.1 General information

Charn Issara Development Public Company Limited

Registered Capital	: 1,485,317,667 Baht
Share Type	: Common Stock 1,066,593,433 shares
Par Value	: 1 Baht
Business	: Real Estate Development for Sale or Rental
Registration	: No.0107545000101
Head Office	: 2922/200 New Petchburi Road, Bangkok, Huay Kwang, Bangkok 10320
Tel : 0-2308-2020	Fax : 0-2308-2990
Website	: www.charnissara.com
E-mail	: songkran@charnissara.com

Charn Issara Residence Co., Ltd.

Registered Capital	: 140,000,000 Baht
Share Type	: Common Stock 1,400,000 shares
Par Value	: 100 Baht
Business	: Real Estate Development
Charn Issara	: Shareholding 85.35%
Development PCL	
Head Office	: 2922/199 New Petchburi Road, Bangkok, Huay Kwang, Bangkok 10310
Tel : 0-2308-2929	Fax : 0-2308-2204
Website	: www.charnissara.com, www.sripanwa.com

C.I.N. Estate Co., Ltd.

Registered Capital	: 250,000,000 Baht
Share Type	: Common Stock 2,500,000 shares
Par Value	: 100 Baht
Business	: Real Estate Development
Charn Issara	: Shareholding 59.99%
Development PCL	
Head Office	: 2922/199 New Petchburi Road, Bangkok, Huay Kwang, Bangkok 10310
Tel : 0-2308-2599	Fax : 0-2308-2588
Website	: www.charnissara.com

Charn Issara Vipaphol Co., Ltd.

Registered Capital	: 100,000,000 Baht
Share Type	: Common Stock 1,000,000 shares
Par Value	: 100 Baht
Business	: Real Estate Development
Charn Issara	: Shareholding 49.99%
Development PCL	
Head Office	: 2922/199 New Petchburi Road, Bangkok, Huay Kwang, Bangkok 10310
Tel : 0-2308-2016-7	Fax : 0-2308-2018
Website	: www.charnissara.com

Issara United Co., Ltd.

Registered Capital	: 420,000,000 Baht
Share Type	: Common Stock 3,000,000 shares
Par Value	: 100 Baht
Business	: Real Estate Development
Charn Issara	: Shareholding 49.99%
Development PCL	
Head Office	: 2922/196 New Petchburi Road, Bangkok, Huay Kwang, Bangkok 10310
Tel : 0-2308-2888	Fax : 0-2308-2577
Website	: www.charnissara.com

Issara United Development Co., Ltd.

Registered Capital	: 560,000,000 Baht
Share Type	: Common Stock 3,600,000 shares
Par Value	: 100 Baht
Business	: Real Estate Development for Sales and Hotel Operation
Charn Issara	: Shareholding 49.99%
Development PCL	
Head Office	: 2922/196 New Petchburi Road, Bangkok, Huay Kwang, Bangkok 10310
Tel : 0-2308-2888	Fax : 0-2308-2577
Website	: www.charnissara.com

Sripanwa Management Co., Ltd.

Registered Capital	: 100,000,000 Baht
Share Type	: Common Stock 10,000,000 shares
Par Value	: 10 Baht
Business	: Hotel Management
Charn Issara	: Shareholding 99.99%
Development PCL	
Head Office	: 2922/199 New Petchburi Road, Bangkok, Huay Kwang, Bangkok 10310
Tel : 0-2308-2929	Fax : 0-2308-2204
Website	: www.charnissara.com, www.sripanwa.com

Issara Junfa Co., Ltd.

Registered Capital	: 920,000,000 Baht
Share Type	: Common Stock 9,200,000 shares
Par Value	: 100 Baht
Business	: Real Estate Development for Sales and Hotel Operation
Charn Issara	: Shareholding 86.30%
Development PCL	
Head Office	: 2922/198 New Petchburi Road, Bangkok, Huay Kwang, Bangkok 10310
Tel : 0-2308-2929	Fax : 0-2308-2204
Website	: www.charnissara.com, www.sripanwa.com

Chran Issara Reit Management Co., Ltd.

Registered Capital	: 10,000,000 Baht
Investment Type	: 1,000,000 units
Par Value	: 10 Baht
Business	: REIT Management
Charn Issara	: Shareholding 99.99%
Development PCL	
Head Office	: 2922/198 10 th floor, Charn Issara Tower II, New Petchburi Road, Bangkok, Huay Kwang, Bangkok 10310
Tel : 0-2308-2022	Fax : 0-2308-2033

International Resource Development Co., Ltd.

Registered Capital	: 1,757,950,000 Baht
Share Type	: Common Stock 17,579,500 shares
Par Value	: 100 Baht
Business	: Real Estate Development
Charn Issara	: Shareholding 15.989%
Development PCL	
Head Office	: 2922/200 New Petchburi Road, Bangkapi, Huay Kwang, Bangkok 10320
Tel : 0-2308-2020	Fax : 0-2308-2990

Bangkok Property Fund

Registered Capital	: 1,000,000,000 Baht
Investment type	: 100,000,000 Units
Par Value	: 10 Baht
Business	: Property Fund
Charn Issara	: Shareholding 17.56%
Development PCL	
Head Office	: 989, 24 floor, Siam Tower Building, Rama 1 Road, Pratumwan, Bangkok 10330
Tel : 0-2659-8888	Fax : 0-2659-8869

Sri panwa Hospitality Real Estate Investment Trust

Registered Capital	: 3,097,722,025.60 Baht
Investment Type	: 279,064,000 Units
Par Value	: 11.1004 Baht
Development PCL	
Charn Issara	: Shareholding 19.49%
Residence Co., Ltd.	
Head Office	: 2922/198 Charn Issara Tower II, 10 th floor, New Petchburi Road, Bangkapi, Huay Kwang, Bangkok 10310
Tel : 0-2308-2022	Fax : 0-23058-2033
Website	: www.cireit.com

Share Registrar

Thailand Securities Depository Company Limited
93 The Stock Exchange of Thailand Building, Rachadapisek Road, Din Dang, Bangkok 10400
Tel : 0-2009-9999 Fax : 0-2009-9991

Auditors

Deloitte Touche Tohmatsu Jaiyos Advisory Co., Ltd.
By Mr. Wonlop Vilaivoravit C.P.A No.6797 or Mr. Chavala Tienpasertkij C.P.A. No.4301 or Ms. Nisakorn Songmanee C.P.A No.5035 or Mr. Nantawat Sumraunhant C.P.A.No.7731
11/1 AIA Sathorn Tower, 22 nd -27 th floor, Sathorn Tai Road, Yannawa, Sathorn, Bangkok 10120
Tel : 0-2034-0000 Fax : 0-2034-0100

5.2 Other Information

5.2.1 Other information that affects to the investor's decisions

-None-

5.2.2 Limited information of the oversea shareholder

The Company does not offer the increase capital shares or the letter of transferable subscription right (TSRI) to the shareholders proportion which the Company is liable under the foreign law.

5.3 Legal Dispute

-None-

5.4 Second Market

-None-

5.5 Financial Institute Connection

- Bank of Ayudhya Public Company Limited
- Kasikorn Bank Public Company Limited
- The Siam Commercial Bank Public Company Limited

Section 2

Corporate governance

6. Corporate Governance Policy

6.1 Policy and practice of corporate governance

Board of Directors has given importance to good corporate governance to increase competitiveness and confidence to shareholders, investors and all related parties. It is important in the operation of the company to be efficient, transparent and reliable. The Company also encourage management with honesty, emphasizing on increasing competitiveness, add value to the business to create stable and sustainable growth. Including giving importance to the internal control system and internal audit treatment of shareholders and stakeholders equally. The Company have business ethics, avoid conflicts of interest and disclose sufficient information. Including taking into account the risks and appropriate risk management methods, good corporate governance which is a matter that the company has given great importance and is essential to the operation of the company

The Company received a “very good” assessment of corporate governance in the group based on the results of the 2021 Thai Listed Companies Corporate Governance Survey conducted by the Thai Institute of Directors Association together with the Stock Exchange of Thailand and the Securities and Exchange Commission.

The corporate governance policy is divided into 5 categories, the details are as follows.

Category 1 Shareholder Rights

Board of Directors be aware of the ownership rights of shareholders, especially the basic rights, which are trading or transfer of shares. To have a share of the profit of the enterprise, obtaining adequate information and information of the enterprise, attending the meeting for exercising the right to vote in the shareholders' meeting. To appoint or remove directors appoint an auditor and other matters that have an impact such as dividend allocation, determination or amendment of regulations and the memorandum of association, capital reduction or capital increase, and approval of various special items

Board of Directors will proceed for shareholders to acknowledge the rules and methods of attending the meeting and provide sufficient information for consideration on each agenda before the meeting at sufficient time. Opportunity to propose meeting agendas and give the right to grant proxies to others to attend the meeting. The shareholders were given opportunities to ask questions at both meetings and the Board of Directors and or send questions in advance.

Board of Directors therefore, the company has set guidelines for the rights of shareholders in the following matters.

1. Shareholder Meeting

- 1.1 The company has a policy to support and promote and facilitate all groups of shareholders especially institutional shareholders attend the shareholders' meeting.
- 1.2 The company provides information on the date, time, place and agenda of the meeting with explanations and reasons for each agenda or accompanying the resolution requested as specified in the invitation letter and extraordinary shareholders or in the attachment of the meeting agenda which delivered to shareholders via registered mail at least 14 days prior to the meeting date and also disclosed on the Company's website.
- 1.3 The company has facilitated the shareholders to exercise their rights to attend the meeting and fully pronounced by organizing a meeting place where shareholders can travel to the meeting easily. The company currently holds a meeting place at the company which can travel to attend the meeting both by car, sky train, BTS, train and passenger boat.
- 1.4 The Company provides opportunities for shareholders to propose meeting agendas and send questions about the company in advance of the meeting date and inform shareholders through the Stock Exchange of Thailand and the Company's website as well.
- 1.5 The Company has provided proxy forms A, B and C for the shareholders to choose to use according to the convenience of the shareholders. In addition, the company has nominated 3 independent directors as an alternative to the shareholders' proxies as well.

2. Actions on the date of the shareholders' meeting

- 2.1 The Company has applied technology in the shareholders' meeting such as bar code registration, vote aggregation processing in each agenda. So that the meeting can be done quickly, accurately and precisely.
- 2.2 All directors will attend every shareholder meeting, if they didn't have any necessary missions. So, the shareholders will have the opportunity to ask any questions.

- 2.3 The company determines that a resolution is made for each item. In the event that there are many items on that agenda, such as the appointment of directors and determine the remuneration of the board of directors.
- 2.4 The company has arranged to have independent persons. To count or examine the votes in the general meeting and extraordinary shareholders and disclose to the meeting and recorded in the minutes of the shareholders' meeting.
- 2.5 The Company has arranged for the use of voting cards in every agenda. Whether that agenda is more or less important, this is for transparency and verifiable in case of doubt or later dispute.
- 2.6 The chairman of the meeting allocated time to all shareholders. To have an opportunity to express opinions and to ask questions to the meeting in all matters relating to the company both directly and indirectly.

3. Preparation of meeting minutes and disclosure of the shareholders' meeting resolutions

- 3.1 The company has prepared a detailed of meeting report, recording the voting procedure and the display of scores to the meeting before proceeding to the meeting as well as providing opportunities for the shareholders to asked questions and recorded questions, answers, as well as the names of the questioners in the meeting minutes. The voting results are announced for each agenda on how many shareholders agree, disagree and abstain? What percentage of shareholders attend the meeting? Including the record of names of directors attending the meeting, absent director, staff of various departments whom attending the meeting and observations as well, such as auditors and financial or legal advisors, etc.
- 3.2 The company disclosed the voting on various agenda items of the general meeting and extraordinary shareholders within the meeting date or the next business day every time on the Company's website.

The company received 100 percent of the scores from the quality assessment of the 2021 shareholders' meeting.

Category 2 Equitable Treatment of Shareholders

Board of Directors have a policy to treat all shareholders equally. Whether it is an executive shareholder, non-executive shareholder and foreign shareholders.

The committee has measures to prevent to not allow executives to use inside information for their own gain or others in a wrong way and requiring directors and executives to disclose information about their interests and stakeholders. In order for the Board of Directors to consider the transactions of the company that may have conflicts of interest and make decisions for the benefit of the company. By directors and executives who having an interest in transactions with the Company will not have the right to participate in the decision to make such transactions.

Board of Directors therefore, has established guidelines for treating equitable shareholders in the following matters.

1. Providing information before the shareholders' meeting

- 1.1 The company has a policy to inform the schedule of the shareholders' meeting with agenda and the opinion of the Board of Directors on the Stock Exchange of Thailand and through the Company's website at least 28 days before the shareholders' meeting date.
- 1.2 Before the meeting, the company will inform the shareholders about the rules used in the meeting. Voting procedure including the right to vote in each agenda.
- 1.3 The Company has prepared an invitation letter for the shareholders' meeting in both Thai and English languages. To be published on the Company's website.

2. Protection of Minority Shareholders' Rights

- 2.1 The Company has set rules for minority shareholders. Propose an agenda Meeting at least 3 months prior to the shareholders' meeting date for fairness and transparency in considering whether to increase the agenda proposed by the minority shareholders or not.
- 2.2 The Company has established procedures for minority shareholders. Propose a person to be a director. The names are submitted through the board of directors at least 3 months in advance of the shareholders' meeting date with information for considering the qualifications and the informed consent of the nominees.

2.3 The Company has a policy not to allow shareholders who are executives, add an agenda that is not informed in advance. Especially important agenda that shareholders need time to study information before making a decision.

2.4 The Company has assigned the shareholders to exercise their rights to appoint each director individually.

3. Prevention of Inside Information Usage

The company has a policy to take care of the management and employees in using the Company's inside information for their own benefit by the executives and employees who have received inside information on the purchase or sale of the Company's securities must be suspended in the 1-month period before the Company announces its operating results (financial statements) or material news which affects the changes in the price of the securities, in the matter of financial statements. The deadline for posting the results is 45 days from the end of the quarter and 60 days from the end of the accounting period. In addition, the Company has required management to prepare and submit reports on the securities holding of spouses and underage children in the listed companies for which they are management. To the Office of the Securities and Exchange Commission as follows:

- (1) The first shareholding report (Form 59-1) within 30 days from the closing date of the offer securities for sale to the public or the date of appointment as a director or executive
- (2) Report on changes in securities holding (Form 59-2) due to transfer purchase or accept transfer of securities within 3 business days from the date of trading, transfer or acceptance of transfer of such securities.

Report on securities holding of Directors and Executives as of 31 December 2021

First name and Last name	Number of shares			
	As of Dec 31, 2020	Acquired during the year (From capital increase shares)	Sold during the year	As of Dec 31, 2021
Mrs. Srivara Issara	-	-	-	-
Mr. Songkran Issara	313,634,494	-	-	313,634,494
Mr. Pravesvudhi Raiva	-	-	-	-
Mrs. Linda Prasert Som	58,657	-	-	58,657
Mrs. Teerapon Sricharoenwong	44,550	-	-	44,550
Mr. Phisut Dejakaisaya	8,167	-	-	8,167
Mr. Vitit Rachjatanan	2,073,060	-	142,560	1,930,500
Mr. Pinit Puapan	1,336,500	-	-	1,336,500
Mr. Worasit Issara	5,107,909	-	-	5,107,909
Mr. Ditwat Issara	19,584,454	-	-	19,584,454
Mr. Nimit Hongpanit	-	-	-	-
Ms. Pranee Worachokpirat	-	-	-	-
Mr. Krit Hongchanya	-	-	-	-
Ms. Orawan Euaamnuayrat	-	-	-	-
Mr. Narakorn Boonbumrung	-	-	-	-

In addition, the management must send a copy of the securities holding report to the company. For the company to keep as evidence within the date the securities holding report must be submitted to the Securities and Exchange Commission. The company do not have any punishment measurement, if management is found to violate the Company's policy, however, in the event that directors and/executives violate such laws, the Company will coordinate with the governing body to take further legal action.

4. Interests of Directors

- 4.1 The company has a requirement for directors to report their interests before considering such agenda and recorded in the board meeting minutes
- 4.2 The Company assigns directors who have significant interests in a manner that may prevent such directors from expressing independent opinions, refrain from participating in the consideration of that agenda.

Category 3 Roles of Stakeholders

The Company has a policy to treat each group of stakeholders taking into account the rights of such stakeholders in accordance with the law or according to an agreement with the company should not take any action that violates the rights of those stakeholders and should set compensation measures in the event that stakeholders are damaged by rights violations.

The Company realizes the importance of participation of stakeholders in enhancing the Company's operating results. To create stability for the business and sufficiently disclose important information relevant to those stakeholders. In order to be able to act in such participation effectively, the company also has measures to report illegal act, accuracy of financial reports, defective internal control system and unethical practices to the Board of Directors through various channels, whereby the company will conceal the confidentiality of the said informant.

The company has a policy of social responsibility. Especially those that directly affect the business operation in full. To assure related parties that the Company's business operation takes into account environmental and social factors. For sustainable development with guidelines for doing the following

1. The policy of treatment of stakeholders.

1.1 The company has a treatment policy for each group of stakeholders as follows:

- (1) Determine the scope of customer care in terms of health, safety and compensation from the use of goods or services during the warranty period.
- (2) Procedures and protocols for partner selection or contractor.
- (3) Operate systematically to ensure that the Company's supply chain (Value Chain) is environmentally friendly and promote sustainable and consistent development.
- (4) good interaction with the community at the place of business and the company's project is located.
- (5) The Company has a program and approach to combat corruption. Including supporting activities that promote and instill in all employees obey the law and related regulations.
- (6) There is a guideline for non-infringement of creditors' rights.
- (7) Treat employees fairly. Including providing knowledge development and the potential of employees continuously.

1.2 The company has provided a channel for receiving and deal with stakeholders' requests by disclosing the process and channels for complaints or whistle-blowing from illegal acts or guilty of fraud, unethical or behavior that may imply corruption of people in the organization or violation of rights. Both from employees and stakeholders of all groups by assigning the Audit Committee to be the recipient of complaints in which all groups of stakeholders can submit clues or make a complaint through the company's website or by email directly at email: cg@charnissara.com or by mail at

Audit Committee

Charn Issara Development Public Company Limited

2922/200 New Petchburi Road, Bangkok,

Huaykwang, Bangkok 10320

Business hours Monday - Friday 8:30 AM-5:00 PM.

2. Disclosure of Policy Compliance and preparing the social responsibility report

2.1 The company has disclosed various activities to make society aware of the responsibility of the company and encourage employees to take part in doing so for the sustainable development of the company.

2.2 The company has prepared a sustainability report on social responsibility. This is a separate Sustainability Report in accordance with the Global Reporting Initiative (GRI) framework.

Category 4 Disclosure of Information and Transparency

The company has a policy to disclose important information related to the company. Both financial information and the non-financial information that is correct, complete, timely and transparent through the channels of the Stock Exchange of Thailand and the Company's website.

The company has assigned the managing director to act as an informant and public relations by clearly setting the disclosure policy of information to the public. In addition, the Company has "Investor Relations (IR)" to communicate with third parties such as shareholders, institutional investors, general investors, analysts and related government sectors. By allowing them to meet with the management of the company as appropriate under the criteria that information that has been disclosed to the public with the following guidelines.

1. Disclosure of information

1.1 The company has a mechanism to ensure that the information disclosed to investors is correct and sufficient to make decisions.

1.2 The company has a report on corporate governance policy, code of business ethics, risk management policy, and policies on environmental and social stewardship which has given their consent in summary and the results of the implementation of the said policy. Including cases that cannot comply with the aforementioned policies. The reports are available through the annual registration statement /annual report (Form 56-1 One report) and the Company's website.

1.3 The company reports the responsibilities of the Board of Directors for financial reports along with the auditor's report in the annual registration statement/annual report (Form 56-1 One report).

1.4 The company makes a description and the analysis of

the management (Management Discussion and Analysis or MD&A) in order to disclose the annual financial statements in the annual registration statement /annual report (Form 56-1 One report) in order for investors to be informed information and have better understanding of the changes that occur to the financial position and operating results of the company each year, in addition to the numbers in the financial statements alone.

- 1.5 The company discloses the annual audit fee and other service fees provided by the auditor. In addition, roles and duties of the committees and sub-committees were disclosed. Number of meetings and the number of times each director attended the meeting in the past year and opinion from acting. Including continuing professional training and development of the committee in the Annual registration statement/annual report (Form 56-1 One report)
- 1.6 The company discloses the policy of remunerations to directors, senior management who reflects the obligation and the responsibility of each. In addition, the amount of remuneration disclosed includes the remuneration received by each director as a director of the subsidiary. A clear and transparent policy for directors' remuneration for the year 2020 has been disclosed in the section on executive compensation.

2. Minimum information that should be disclosed on the Company's website

The company has published information according to the specified criteria and through the channels of the SET Annual Registration Statement/Annual Report (Form 56-1 One Report). In addition, the company has disclosed information in both Thai and English language through the company's website as well which consists of

- (1) Vision and mission of the company
- (2) Nature of business operation of the company
- (3) List of Board of Directors and Executives
- (4) Financial statements and reports on financial positions and operating results both current and previous years
- (5) Annual registration statement/Annual report (Form 56-1 One Report) which can be downloaded.
- (6) Information presented by the company to various media
- (7) Direct and indirect shareholding structure

- (8) Company group structure includes subsidiaries, associates, joint ventures, and special purpose vehicles or SPVs.
- (9) Major shareholders both direct and indirectly holding shares of 5% of the total issued shares and have the right to vote
- (10) Direct and indirect shareholding of directors, Major shareholders, Senior management
- (11) Invitation to the general meeting and extraordinary shareholders
- (12) Articles of Association memorandum and agreements of other group of shareholders (if any)
- (13) Policy on good corporate governance of the company
- (14) Risk management policy including ways to manage risks in various fields
- (15) Charter or duties, responsibilities, qualifications, term of office of the committee including matters that need to be approved by the Board of Directors
- (16) Charter or duties, responsibilities, qualifications, tenure of the Audit Committee and Remuneration Committee
- (17) Code of conduct for employees and directors of the company including the ethics of investor relations
- (18) Agency contact information or the person in charge of the investor relations

Category 5 Responsibilities of the Board of Directors

The Company has a policy for the Board of Directors to be independent in making decisions for the best interest of the Company and shareholders. With separation of roles and duties responsibility clearly between the board and the management and take care of the company There is a system of work to ensure that the Company's activities are carried out in a lawful manner and ethical.

Therefore, in order to perform the duties of the committee efficiently and effectiveness, the Board of Directors has established various sub-committees to help study and scrutinize the work as needed. Especially in cases where diagnostic neutrality is required and there is a clear policy, roles and responsibilities.

Determination of Directors' Remuneration is directly related to the interests of the directors, so the board has a transparent compensation process. By screening from the Remuneration Committee and seek approval from the general meeting of shareholders. The company has the following guidelines.

1. Committee Structure

- 1.1 The Board of Directors has established the board structure to consist of directors with various qualifications. Both in terms of skills, experience and talents that are beneficial to the company. There must be at least 3 non-executive directors including the number of years in the board of directors in the company of each director.
- 1.2 The committees consist of persons with knowledge, experience and competence in various fields of not less than 5 and not more than 12 people.
- 1.3 The company has an independent board of directors who can provide independent opinions on the work of the management. In the amount specified by the Office of the SEC and non-independent directors in accordance with the fair proportion of the investments of each group of shareholders.
- 1.4 The Board of Directors has clearly defined the term of office of the directors as specified in the corporate governance policy.
- 1.5 The board has considered the qualifications of the person to be "Independent Directors" in order to give the independent directors of the Company true independence, suitable for the characteristics of the company. The independence must at least be in accordance with the rules prescribed by the SEC and SET.
- 1.6 Chairman of the Board and the managing director must not be the same person and have different duties and responsibilities. The Board of Directors determines the powers and duties of the chairman of the board and the Managing Director clearly So that no one has unlimited power.
- 1.7 The board may elect an independent director to be the chairman of the board.
- 1.8 The Board of Directors has established rules for holding positions in other companies. By considering the performance of the directors who hold positions in many companies and to ensure that Directors can devote sufficient time to perform their duties in the company. By stipulating the number of companies that each director can hold a position of not more than 5 listed companies for the efficiency of their performance as an efficient director.

1.9 The board has established a policy and procedures for taking the position of director in other companies of the Managing Director and senior management of the company

1.10 The company has a company secretary which serves to coordinate the law and the rules that the committee must know and perform duties in overseeing the activities of the committee including to coordinate the implementation of the board resolutions.

1.11 Company Secretary Trained And continually develop their knowledge in law, accounting and/or performance of company secretary duties

2. Committees

2.1 Besides the Audit Committee, the Company has set up sub-committees for good corporate governance as follows:

Nomination and Remuneration Committee

The Nomination and Remuneration Committee consists of independent directors. By the Nomination and Remuneration Committee responsible for considering criteria and procedures for recruiting qualified persons. To be a director Chief Executive Officer and Managing Director and consider the payment criteria and forms of remuneration for directors and the chief executive of the organization. To propose opinions to the Board of Directors, the Board of Directors approves the remuneration of the top management. As for the remuneration of directors, the Board of Directors must present to the shareholders' meeting for approval.

Risk Management Committee

Risk Management Committee was established on February 25, 2015 with the aim of the management's operations in line with the goals, policies and to ensure efficient operation according to the Company's plans.

2.2 In the event that the Board of Directors has appointed any person to be an advisor to the Nomination and Remuneration Committee. The company will disclose the information of that advisor in the annual report. Including independence or no conflict of interest

- 2.3 The chairman of the committee will not be a chair or a member of any subcommittee. In order for the performance of duties of the sub-committees to be independent.
- 2.4 Sub-committees Have held meetings at least twice a year to consider and discuss and take any action. To accomplish their duties and responsibilities. This is for efficiency and achieve the objectives and duties and responsibilities assigned by the board of directors.

3. Roles, duties and responsibilities of the committee

- 3.1 Roles and duties of the committee as follows
 - (1) Consider and approve important matters related to the Company's operations such as vision and mission, strategies, financial goals, risks, plans and budgets.
 - (2) Follow up and supervise the management, implement the policy and the plan is effectively defined and effectiveness.
 - (3) Internal control and risk management including the mechanism for receiving complaints and actions in the event that there are clues on various matters.
 - (4) Ensure long-term business continuity including employee development plans continuity of management.
- 3.2 Provide a written corporate governance policy and approve the said policy. The committee reviews the policy and compliance with the said policy on a regular basis at least once a year.
- 3.3 Encourage the preparation of a written business code of conduct. To enable all directors, executives and employees to understand the ethical standards used by the company in business operations and followed up to seriously adhere to the aforementioned code of conduct.
- 3.4 Carefully consider conflicts of interest. Consider making transactions that may have conflicts of interest. There is a clear guideline and it is for the benefit of the company and shareholders as a whole is important. The stakeholders cannot take part in decision-making and supervise compliance with regards to the operating procedures and the correct and complete disclosure of transactions that may lead to conflicts of interest.

- 3.5 Provide operational control system. Financial reporting and for compliance with rules and policies, a person or agency with independence in performing their duties is responsible for monitoring such control system and review important systems at least once a year and disclose them in the annual report.

- 3.6 Establish a risk management policy to cover the entire organization by allowing the management to comply with the policy and report to the board regularly. The system is reviewed or evaluated the effectiveness of risk management at least once a year and disclosed in the annual report and every time the risk level has changed. This includes giving priority to early warning signs and various unusual items.

- 3.7 The Board of Directors or the Audit Committee gives opinions on the sufficiency of the internal control system and risk management in the Annual registration statement/Annual report (Form 56-1 One report) provides clear operational guidelines for those wishing to report clues or stakeholders via the website or report directly to the company. The channel for notification is through an independent director or Audit Committee. In order to have the information reviewed in accordance with the established process and reported to the committee.

- 3.8 There is a mechanism to regulate subsidiaries to maintain the interests of the Company's investments. The Board of Directors is responsible for considering the suitability of the person to be a director of the subsidiary to control the management in accordance with the Company's policy and making various transactions legally and regulations of the securities law and stock exchange and the announcement of the Stock Exchange of Thailand.

4. Committee meeting

- 4.1 Arrange a meeting and the agenda of the board meeting in advance and inform each director to aware of such requirements. So that directors can arrange time and attend meetings
- 4.2 The number of committee meetings is arranged to suit the duties and responsibilities. And the responsibilities of the board and the nature of business operations of the company at least 6 times per year.

- 4.3 Chairman of the Board, the Managing Director and Managing Director jointly consider agenda items selected for the Board meeting. By making sure that the important matters have been included and give each director an opportunity to be free to propose matters that are beneficial to the Company on the agenda of the meeting.
- 4.4 Meeting documents sent to each director at least 5 business days before the meeting date.
- 4.5 All directors must attend a meeting of not less than 75% of the total number of board meetings held in the year.
- 4.6 The chairman of the board has allocated sufficient time for the management to make suggestions and enough for the judges to discuss important issues thoroughly. The chairman of the board encourages prudent judgments and every director pays attention to every issue leading to the meeting including corporate governance.
- 4.7 The board supports the managing director, invite senior management to attend the board meeting to provide more detailed information on the matter directly related to the problem and to have the opportunity to get to know the top executives for use in consideration of the succession plan.
- 4.8 The board can access necessary information from the managing director, company secretary or other executives who have been assigned within the scope of the policy set. And if necessary, the board can arrange for independent opinions from advisors or outside professionals. It is considered an expense of the company.
- 4.9 The board of directors has a policy that the non-executive directors have an opportunity to hold meetings between themselves as necessary. To discuss issues with regard to management of interest without the management and inform the Managing Director of the meeting result.

5. Compensation

- 5.1 Remuneration of Directors is compared with the level of practice in the same industry, experience, duties, scope of roles and responsibilities. (Accountability and Responsibility) Including the benefits expected to receive from each director. Directors who have been assigned additional duties and responsibilities by members of the sub-committees will receive additional compensation as specified.
- 5.2 Remuneration of the Managing Director Conform to the principles and policies set by the Board within the framework approved by the shareholders' meeting and for the best interest of the company. The compensation level corresponds to the performance and taking into account the benefits that the shareholders receive as well as the sustainability of the company.
- 5.3 Remuneration Committee as a managing director assessor annually. To be used in determining the Managing Director's remuneration. The criteria were agreed in advance with the Managing Director on a concrete basis. This includes financial performance. contribution to the implementation of long-term strategic objectives. The above evaluation results were presented to the Board for consideration and approval and the chairman of the board will be the communicator. The result of consideration to the Managing Director for acknowledgment.

6. Development of Directors and Executives

- 6.1 Committee promotes and facilitates training and educating to relevant persons in the corporate governance system of the Company, namely directors, audit committees; Remuneration Committee, Executive and Company Secretary in order to continuously improve the performance. In the year 2020 Directors, Subcommittee members and/or Company Secretary have attended the following training

6.2 Every time a new director is appointed, the management will arrange the documents and useful information for the performance of duties of new directors. Including introducing business characteristics and business practices of the company for new directors

6.3 The board of directors requires the managing director to report for acknowledgment on a regular basis. About the development and succession

plan which the Managing Director and senior management must prepare to be a succession plan in case of unable to perform their duties.

6.4 The board of directors provides a project for management development. By allowing the managing director Annual report about what has been done during the year and consider it in parallel with considering the work succession plan.

Number of participants - number of participants (people)

Date	Couse	Place	Officer	Manager Above	Management	Total Person(s)
1. 5/3/21-23/7/21	Isab The Master #6	Strategic and Appreciative Business Development Program (ISAB) Bangkok Tower	0	4	0	4
2. 5/3/21-15/5/21	RE-CU Finance & Cash Flow For Real Estate # 9	RECU MANAGEMENT COMPANY LIMITED Chulalongkorn University	1	0	0	1
3. 29/3/21	Present Business Plan 2021-2023	10 Floors Charn Issara Tower 2	0	7	8	15
4. 27/10/21 - 25/11/21	Work shop for sustainable development #5 year 2021	SET (On line)	1	6	2	9

Supervision of Operations of Subsidiaries and Associated Companies

Nomination and Voting Rights to appoint a Director of Subsidiaries and Associated Companies operated by the person who is appointed as a director of a subsidiary or an associated company. The Company has a duty to act in the best interests of that subsidiary or associated company, and the Company requires that the appointed person must be approved by the Board of Directors before voting. Or to exercise the right to vote on important matters at the same level as requiring the approval of the Board of Directors. If it is operated by the Company by itself, the sending of directors to represent the subsidiary or associated company is in accordance with the Company's shareholding proportion.

In addition, in the case of a subsidiary, the company requires the person appointed by the company to oversee the subsidiary company to have the regulations on connected transactions. The acquisition or disposition of assets or any

other important transactions of the said company are complete and correct. And use the rules relating to the disclosure of information and the above transactions in the same manner as the Company's guidelines. Including the need to supervise the storage of information and accounting records of subsidiaries for the Company to be able to audit; compiled to prepare the consolidated financial statements on time.

In this regard, the Board of Directors will consider reviewing matters that the Company still unable to comply with the principles of good corporate governance.

Social responsibility

The company provides a sustainability report for the year 2021 to disclose. The policy and performance on the economy, society and environment. It has been disclosed for the sixth consecutive year and has sent the 2021 sustainability report in the form of information disclosure on

the website for shareholders to and those who are interested can visit it on the website. <http://investor-th.charnissara.com/sdr.html>

Anti-Corruption Guidelines

As the company has announced its intention Collective Action Coalition of the Thai private sector in combating corruption with a policy to define duties and responsibilities. Practice guidelines Proper operational requirements channels for receiving clues or make a complaint section on protection and confidentiality, investigations and penalties, dissemination of anti-corruption policy, etc.

The Company therefore has established the “Anti-Corruption Policy” in writing. To be a clear practice guideline in business operations and develop into a sustainable organization. It also announced its intention to become one of the Private Sector Collective Action Coalition Against Corruption (CAC) and is in the process of submitting a request for certification from the Private Sector Collective Action Coalition Against Corruption (CAC) committee of Thailand in combating corruption.

6.2 Business ethics

Code of Conduct and Business Ethics of the Company

The Company is committed to operating under the corporate tenet of integrity, transparency, morality and responsibility, and all directors, executives and employees will abide by the following principles:

1.1 Customers

The company aims to benefit customers. and the utmost satisfaction by taking care of protecting the interests of customers, offering quality products and services. Provide service with fairness and keep all customer information confidential.

1.2 Shareholders

The company aims to operate the business with efficiency, transparency, and create appropriate returns to shareholders. By continuing to have good operating results with efficient internal audit system and to take any action with fairness to all shareholders equally.

1.3 Employees

The company considers all employees of the company valuable. The company is committed to continuous employee development and to promote.

Employees have opportunities for advancement and stability and receive appropriate compensation based on their knowledge ability.

1.4 Alliances and competitors

The company treats its partners and competitors with fairness and maintain confidentiality under the guidelines and related laws Including not seeking partner information and competitors in bad faith and unfair.

1.5 Creditors and Business Partners

The company is committed to honesty in adhering to the conditions provided to creditors and partners of all types by address under the conditions, including the rules and the law.

1.6 Society and Environment

The company is committed to conducting business with social and environmental responsibility. Consider taking action on matters affecting the public's feelings. And encourage employees to have consciousness and responsibility and continually improve operations to suit the environment and regularly

1.7 Conflicts of Interest

The Company is committed to conducting business with regard to the best interests of its customers and that of the Company. Supervise and give importance to transactions that may lead to conflicts of interest or related items Inappropriate connection or inter-transaction. The connected transaction has the same price and terms as making transactions with third parties.

1.8 Disclosure of information

The company aims to disclose information of the company to shareholders, investors and the general public accurately. completely, comprehensively and timely, including in accordance with the law. And various related regulations.

1.9 Corporate governance

The company is committed to adhering to the principles of good corporate governance which has improved the principles of supervision good business for new companies in line with the ASEAN Corporate Governance guidelines, Score card, which is an instrument used to measure

levels. “Corporate Governance of Listed Companies” for ASEAN countries make it up to date. And corresponds to the changes that occur in capital market society and to raise standards and practices in good corporate governance of the company registered to have higher corporate governance standards as well as the company will provide cooperation with organizations that supervise the company.

Director's ethics

Due to the Board of Directors are being a key player as a leader that will lead the organization to success by setting policy guidelines and guide the behavior of the personnel in the company in the right direction and the following practices in performing their duties.

1. Business Management Duties

- Supervise the operation of the company to be carried out without undue risk to the stability of the company.
- Perform duties with honesty, transparency, morality and fairness. To ensure that in making decisions and take action with regard to the best interests of the company. And will not discriminate or refrain from treating any particular person by adhering to the principle of equality.
- Perform their duties professionally with know-how determination and care including the use of knowledge and management skills to the fullest extent.
- Not looking for personal gain and those involved By bringing internal information that has not yet been disclosed or that is confidentiality to be used or disclosed to third parties or acts that cause a conflict of interests, both intentionally and not intended to third parties and will not use the information obtained from job position for personal financial gain and will not use that information for the financial benefits of others.
- Supervise the operations of the company in accordance with the relevant laws, regulations and the Company policy as well as supervise the fact that there is no concealment of factual information and reporting accurate, complete, timely and consistent information.
- Proceed according to the law and various regulations related to business operations.

- Establish a risk management policy, internal control including the mechanism for receiving complaints and take action in cases where there are various clues to be covered whole organization.

2. Relationships with shareholders, customers, creditors and business partners and employees

- Directors are responsible for shareholders such as information disclosure. Accounting practice use of internal information and conflicts of interest Provide accurate information to investors completely equal, timely, standardized and transparent.
- Protect the interests of customers at all times. Take the utmost care and responsibility to the customer in relation to provide quality products presentation service and maintain that standard.
- Behave within the framework of good competition Not destroying the reputation of its competitors. Including not seeking information from competitors in bad faith and unfair.
- Ensuring equality in employment opportunities and other principles relevant to employees and ensuring that employees have the knowledge and expertise necessary to operate in the business.

3. Social and environmental responsibility

- Conduct business with social and environmental responsibility
- Be careful and attentive in any actions that will affect the public.
- Encourage employees to be conscious and environmental responsibility and encourage employees to have involved in doing so For the sustainable development of the company.

Employee ethics is divided into the following four categories:

1. Integrity

Honesty is a fundamental aspect of an officer and executives at all levels. Officers and executives at all levels have the opportunity to punish your customers. There is a chance to damage the customer, colleagues, shareholders, as well as society as a whole. Therefore, in order for customers, shareholders and regulators to trust and trust Competent and all executives There must be honesty, stable and virtuous mind. Perform duties fairly, unselfish, hold on to the interests of customers as well as the benefits of the public.

2. Confidentiality

In the business of the company confidentiality is to maintain company information as well as customer information, which is

- Information about company assets
- Financial information, corporate accounts
- Customer's name and address information
- Employee information of the company, past and present
- Information about the company's partners
- Information about business dealings with other people

3. Professionalism

Board of Directors has given importance to building management's common sense and competent officials at all levels of the company to behave in the framework of appropriate practice with consideration of morality, ethics and justice. This will result in a good image for the overall company business.

4. Service to Community

The company realizes and gives importance to and responsible for the community and society by providing operations on mass relations to take care of safety, occupational health and environment. Including cooperating with government agencies and promote activities within the community.

6.3 Major Changes and Developments of Policy, Practice and Corporate Governance System in the Past Year

6.3.1 Significant changes and developments in guideline policy review and corporate governance system Or the Board of Directors Charter

In the year 2021, the Company has reviewed the Risk Management Committee Charter. To ensure that the monitoring of the risk situation in each area is timely and the company will review the charter of the board of directors and sub-committees on a regular basis at least once a year to comply with the good corporate governance principles for listed companies in 2017 (CG Code).

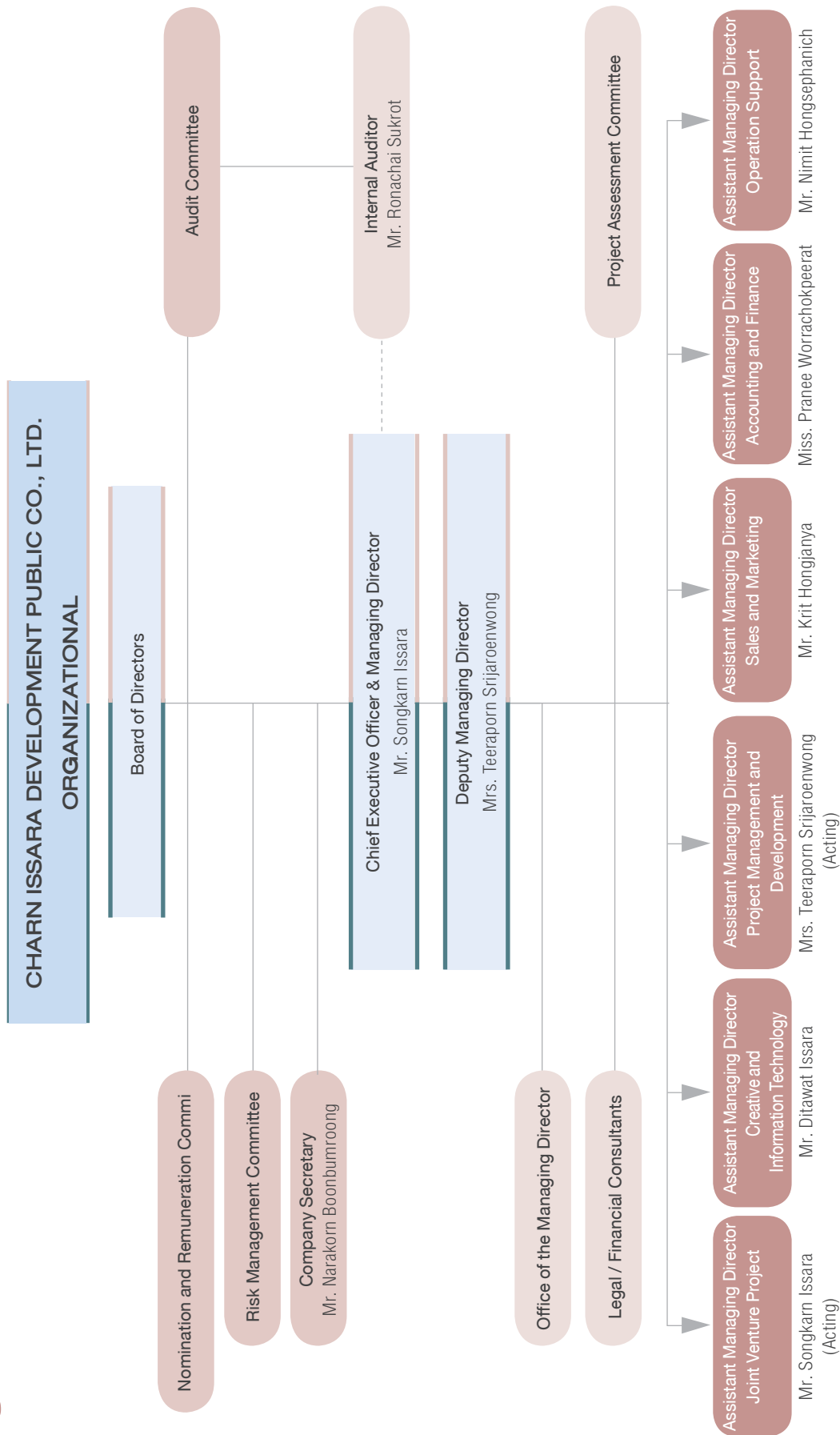
6.3.2 Compliance with good corporate governance principles for listed companies in 2021, the Company has implemented the principles of good corporate governance for listed companies in 2017 (CG Code) in appropriate practice and in line with the business model of the company.

6.3.3 Performing other matters in accordance with good corporate governance principles in 2020 Annual General Meeting, the company was assessed by the Thai Investors Association. In the project to assess the quality of the shareholders' meeting. The Company received a score of 100 points.

7. Corporate Governance Structure and important information about the board, sub-committees, management and other employees

7.1 Corporate Governance Structure

Organization Chart





7.2 Board information

Board of Directors

1. Mrs. Srivara Issara

- Chairperson

2. Mr. Songkran Issara

- Chief Executive Officer and Managing Director
- Chairman of Risk Management Committee

3. Mrs. Linda Prasertsom

- Director
- Assistant Managing Director Joint Venture Project

4. Mrs. Teeraporn Srijaroenwong

- Director
- Assistant Managing Director
- Joint Venture Project

5. Mr. Vorasit Issara

- Director

6. Mr. Witit Ratchatatanun

- Independent Director
- Audit Committee
- Nomination and Remuneration Committee

7. Mr. Pinit Puapan

- Independent Director
- Audit Committee
- Risk Management Committee

8. Mr. Phisud Dejakaisaya

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

9. Mr. Pravesvudhi Raiva

- Independent Director
- Chairman of Nomination and Remuneration Committee

7.2.1 Composition of the Board of Directors

Board of Directors and Sub-Committees

Structure of the Board of Directors as of December 31, 2021 consists of 4 sets of committees: Board of Directors, Audit Committee, Nomination and Remuneration Committee and the Risk Committee with names and scope of duties as follows.

Board of Directors

The Board of Directors has a board structure and management with adequate checks and balances, with details as follows:

- The Board of Directors has established the board structure to consist of directors with various qualifications. Both in terms of skills, experience and talents that are beneficial to the company and there must be at least 3 non-executive directors including the number of years in the board of directors of each director.
- The board consists of persons with knowledge, experience and competence in various fields of not less than 5 and not more than 12 people.
- The Company has an independent board of directors who can provide independent opinions on the work of the management. In the amount specified by the Office of the SEC and non-independent directors in accordance with the fair proportion of the investments of each group of shareholders.
- The committee stipulates the term of office of the directors clearly as specified in the corporate governance policy.
- The committee has considered the qualifications of the person to be "Independent Directors" in order to give the independent directors of the Company true independence. Suitable for the characteristics of the company, the independence must at least be in accordance with the rules prescribed by the SEC and SET.
- Chairman of the Board of Directors and the managing director must not be the same person and have different duties and responsibilities. The board of directors determines the powers and duties of the chairman of the board and the Managing Director clearly so that no one has unlimited power.

- The board may elect an independent director to be the chairman of the board.
- The Board of Directors has established rules for holding positions in other companies. By considering the performance of the directors who hold positions in many companies. And to ensure that Directors can devote sufficient time to perform their duties in the company by stipulating the number of companies that each director can hold a position of not more than 5 listed companies for the efficiency of their performance as an efficient director.
- There is a clear delegation between the directors and the management by the Chief Executive Officer and Managing Director.

The Company has a total of 9 Board of Directors as follows:

1. Mrs. Srivara Issara
Chairman of the Board
2. Mr. Songkran Issara
Chief Executive Officer and Managing Director
And Chairman of the Risk Committee
3. Mrs. Linda Prasertsom
Director
4. Mrs. Thiraporn Sricharoenwong
Director and Member of the Risk Committee
5. Mr. Prawetwut Raiva
Independent Director and Chairman of the Nomination and Remuneration Committee
6. Mr. Phisut Dejakaisaya
Independent Director, Chairman of the Audit Committee And Member of the Nomination and Remuneration Committee
7. Mr. Vitit Rachjatanan
Independent Director and Audit Committee
And Member of the Nomination and Remuneration Committee
8. Mr. Pinit Puapan
Independent Director and Audit Committee
And Risk Committee
9. Mr. Worasit Issara
Director

There are 9 directors in the Company, 4 of which are independent directors, for 44.44 percent of all Company Directors and 6 non-executive directors of all directors for 66.67 percent.

Scope of Duties of the Board of Directors

1. Manage the company in accordance with the law, objectives and regulations of the company. As well as resolutions of the shareholders' meeting which are lawful with honesty and carefully protect the interests of the company.
2. Determine the direction of the Company's business operation and to control and monitor the Company's operations in accordance with the rules and regulations of relevant government agencies. Sufficient information is disclosed to shareholders and all related parties and to have transparent administration as well as for the maximum benefit to the shareholders.
3. Set goals, guidelines, policies, work plans and budgets of the company. Control, supervise, management to comply with the assigned policies except for the following matters The directors must be approved by the shareholders' meeting prior to the operation, such as the matters that the law requires to get the shareholders' resolution such as capital increase, capital reduction or the issuance of debentures. Trading or transfer of business of the company or the purchase or acceptance of transfer of business of other companies to the company or merging businesses with other persons or entities with the objective of sharing profit and loss together. Amendment or termination of the lease of all or significant parts of the Company's business. Assigning someone else to manage the business of the company, amendments to the memorandum of association or regulations merger or dissolution Directors' remuneration and gratuity payments, etc.
4. The Board of Directors may appoint a number of directors as it deems appropriate to be the Executive Committee. To perform duties assigned by the Board of Directors and the Board of Directors shall appoint an Executive Director to be the Chairman of the Executive Committee.
5. The Board of Directors may appoint a Chief Executive Officer and Managing Director or authorize any other person to operate the Company's business under the control of the Board. or may authorize such person to have the power as the Board deems appropriate and within the time the Board deems appropriate and the committee may cancel, revoke, change or amend such

powers In the event that the Board of Directors has authorized the managing director or other person to act on behalf of the normal business operation. Such authorization must be in accordance with the resolution of the Board of Directors meeting attended by independent directors or members of the audit committee. If an independent director or a director who is a member of the audit committee opposes such authorization Opinions of the said directors must be clearly recorded in the minutes of the meeting. In this regard, such delegation must clearly define the scope of powers, duties and responsibilities of the attorney. And must not have the nature of authorization that allows the attorney to approve transactions in which he or the person may have a conflict of interest or there may be a conflict of interest in any other manner with the Company or its subsidiaries.

6. Consider and approve the asset adoption. Or company assets or affiliated companies to be insured or enter any guarantees that cause encumbrances to the company.
7. To consider and approve investment in business expansion as well as joint ventures with other entrepreneurs.
8. Consider and approve the authorization within the company.

The Company has 3 sub-committees comprising of

- (1) Audit Committee
- (2) Nomination and Remuneration Committee
- (3) Risk Committee

7.2.2 The Board of Directors and Individuals with Controlling Power of the Company

1. Mr. Songkran Issara
Director and Chief Executive Officer and Managing Director
2. Mrs. Thiraporn Sricharoenwong
Director and Deputy Managing Director
3. Mrs. Linda Prasertsom
Director

Directors authorized to sign on behalf of the company is Mr. Songkran Issara, Chief Executive Officer, who sign and affix the company seal, or Mrs. Thiraporn Sricharoenwong and Mrs. Linda Prasert Som together with the company seal.

7.2.3 Roles and duties of the Board

Roles and duties of the Board of Directors appear in details in 7.2.1 and details in Attachment 5.

7.3 Information on the sub-committees

The Company has 3 sub-committees as follows:

(1) Audit Committee

1. Mr. Phisut Dejakaisaya
Independent Director, Chairman of the Audit Committee
2. Mr. Vitit Rachjatanan
Independent Director, Audit Committee
3. Mr. Pinit Puapan
Independent Director, Audit Committee

Authorities and duties of the Audit Committee

1. Review to ensure that the company has accurate and adequate financial reporting. By coordinating with the auditors and the management responsible for preparing financial reports both quarterly and annually.
2. Review to ensure that the company has an appropriate and effective internal control system and internal audit system and to consider the independence of the internal audit department as well as to give approval to consider the appointment, transfer and termination of the head of the internal audit unit or any other department responsible for internal auditing.
3. Review to ensure the company complies with the law on securities and exchange. SET's regulations and laws relating to the Company's business.
4. Consider, select and nominate an independent person to act as the Company's auditor and propose the audit fee as well as to attend meetings with the auditors with no management to attend the meeting at least once a year. Considering the reliability, adequacy of resources and the amount of audit work of that audit firm. This includes the experience of personnel assigned to audit the company's accounts.
5. Consider disclosure of the Company's information in the event of a connected transaction or a transaction that may lead to a conflict of interest. To comply with the laws and regulations of the Stock Exchange of Thailand to ensure that such transactions are reasonable and it is in the best interest of the company.

6. Make a report of the Audit Committee, disclosed in the annual report of the company, which said the report was signed by the Chairman of the Audit Committee and must contain at least information as specified in the regulations of the Stock Exchange of Thailand.

- Commentary on accuracy, completeness It is the credibility of the company's financial reports.
- Opinions on the sufficiency of the Company's internal control system.
- Opinions on the compliance with the law on securities and exchange.
- Regulations of the SET or laws relating to the Company's business.
- Opinion on the suitability of the auditor.
- Opinion on transactions that may have conflicts of interest.
- Number of Audit Committee meetings and the attendance of each audit committee's meeting.
- Comments or overall observations received by the Audit Committee from the performance of their duties under the charter.
- Other items that the shareholders and general investors should know Within the scope of duties and responsibilities assigned by the Board of Directors.

7. Perform any other act as assigned by the Board of Directors with the approval of the Audit Committee and for the benefit of giving opinions on the Company's operations, the Audit Committee may hire experts to provide opinions on matters that require specialized expertise. In which the company is responsible for the expenses.

(2) Nomination and Remuneration Committee

Board of Directors has approved the establishment of a remuneration committee to consider the remuneration of the Board of Directors and Executives in accordance with the appropriateness. On February 25, 2011 and on January 22, 2015, the Board of Directors has approved the establishment of a Nomination Committee in order to consider the criteria and the process of recruiting qualified persons to take the position of the Director, Chief Executive Officer and Managing Director by joining into the same group as the Remuneration Committee which consists of 3 committees as follows.

1. Mr. Prawetwut Raiva
Independent Director, Chairman of the Nomination and Remuneration Committee
2. Mr. Phisut Dejakaisaya
Independent Director, Member of the Nomination and Remuneration Committee
3. Mr. Vitit Rachjatanan
Independent Director, Member of the Nomination and Remuneration Committee

Authority and Duties of the Nomination and Remuneration Committee

1. Consider and propose a list of suitable persons to serve as directors of the Company to the Board of Directors. To propose to the shareholders' meeting in the event that the position becomes vacant due to the completion of the agenda or in other cases.
2. To set criteria and evaluate the performance of the Board of Directors, Sub-committees, Chief Executive Officer and Managing Director annually. This is to be used in determining the remuneration of the Board of Directors, Sub-committees, Chief Executive Officer and Managing Director using the norms agreed in advance with the Chief Executive Officer and Managing Director on concrete criteria. This includes financial performance, contribution to the implementation of long-term strategic objectives.
3. Consider the remuneration of the Board of Directors, sub-committees which includes monthly compensation, meeting allowances, annual bonuses to be proposed to the Board of Directors for their approval and/or the shareholders' meeting for approval.
4. Consider the remuneration of the Chief Executive Officer and Managing Director which includes monthly compensation, meeting allowances, annual bonuses by the Chairman of the Nomination and Remuneration Committee will communicate the results of the consideration to the Chief Executive Officer and the Managing Director.
5. Perform any other tasks assigned by the Board of Directors in connection with the nomination and remuneration of directors and senior management

(3) Risk Committee

The Board of Directors approved the establishment of the Risk Committee on February 25, 2015, with the aim of ensuring that the operations of the management are in line with the goals, policies, and to ensure the effectiveness of the work according to the Company's plans. Risk Committee consists of 4 directors as follows:

1. Mr. Songkran Issara
Chief of Risk Committee
2. Mrs. Thiraporn Sricharoenwong
Member of the Risk Committee
3. Mr. Pinit Puapan
Independent Director and Member of the Risk Committee
4. Mrs. Kanittha Sapp-asa
Member of the Risk Committee

The company secretary is assigned to act as the secretary of the risk management committee.

Duties and responsibilities of the Risk Committee

1. Establish a risk management policy to the Board of Directors. To consider overall risk management.
2. Determine strategy, organizational structure and resources used in the Company's risk management. To be in line with the risk management policy, as well as the Company's business strategy and direction.
3. Set risk limits or activities and propose to the Board of Directors. To seek approval as a basis for the performance of each type of risk.
4. Other matters as assigned by the Board of Directors.

By the Board of Directors, Audit Committee, Nomination and Remuneration Committee and Risk Committee operated within the framework of the charter of each committee including related principles or guidelines. The charter of each committee appears as detailed in Attachment 5.

7.4 Executive management information

7.4.1 Executive

The company has a total of 8 executives, as follows:

1. Mr. Songkran Issara
Chief Executive Officer and Managing Director
Acting Assistant Managing Director, Joint Venture Project Division
2. Mrs. Teeraporn Sricharoenwong
Deputy Managing Director
Acting Assistant Managing Director, Project Development and Management
3. Mrs. Lida Prasertsom
Assistant Managing Director Joint Venture Project
4. Mr. Ditwat Issara
Assistant Managing Director of Creative and Technology Division
5. Mr. Krit Hongchanya *
Assistant Managing Director, Sales and Marketing Division
6. Mr. Nimit Hongpanit
Assistant Managing Director, Operations Support Division
7. Ms. Pranee Worachokpirat
Assistant Managing Director, Accounting and Finance
8. Ms. Orawan Eueamnuayrat
Accounting Supervisor (AVP-Accounting and Finance)

Scope of Duties for Chief Executive Officer and Managing Director

The Board of Directors Meeting No. 9/2002 on September 17, 2002 gave the Managing Director the authorities and duties as follows:

1. Be the president of all executives.
2. Consider and approve the action plan of each department.
3. Follow up and operate in accordance with the specified plans and policies.
4. Consider and approve requests from various departments that are beyond the authority of that department.
5. Consider an expansion investment plan or start a new business initially before proposing to the Board of Directors for approval.

6. Consider and approve the budget expenditures for the annual expenditures and the budget expenditures.
7. Co-operate with the Company's management in the allocation of gratuity, which has been approved by the Board of Directors.
8. Consider merit to appoint, move, punish, terminate employment or hire management staff.
9. Has the power to delegate other persons to act on behalf of them when temporarily unable to do so, including to have the power to delegate other persons to act on their behalf at their discretion.
10. * The aforementioned approval authority, except for authorization on related transactions. According to the definition of the Securities and Exchange Commission (SEC)

* Note: Such authority does not have the nature of authorization that allows the attorney to approve transactions in which he or the person may have a conflict, interest, or may have a conflict of interest in any other manner with the Company or its subsidiaries.

7.4.2 Policy on remuneration for Executive Directors and Executives

Remuneration for Directors and Executives

To comply with the policy of good corporate governance of the company, in terms of remuneration for directors and executives Board of Directors. Therefore, the policy, criteria, form and nature of remuneration has been assigned to the Nomination and Remuneration Committee. In order for the recruitment and remuneration to be transparent, clear and appropriate. and able to perform duties fairly. By considering comparing at the same level and industry including duties and responsibilities of directors and executives. The Nominating and Compensation Committee will use the information obtained to consider appropriate remuneration in the short term and the long term of the Chief Executive Officer and Managing Director to the Board.

7.4.3 Total remuneration of the Executive Committee and the Management

(1) Remuneration in money

(1.1) Directors' remuneration for the year 2021 consists of meeting allowances which is paid monthly and according to the number of times attended as follows

(Unit: Baht)

No.	First name and Last Name	Position	Board of Directors	Audit Committee	Nomination and Remuneration Committee	Risk Committee	Total
1.	Mrs. Srivara Issara	Chairman of the Board Director	594,000				594,000
2.	Mr. Songkran Issara	Chief Executive Officer and Managing Director, Chairman of the Risk Committee*	259,875				259,875
3.	Mrs. Linda Prasertsom	Director	259,875				259,875
4.	Mrs. Teerapon Srichaenwong	Director and Risk Management Committee*	259,875				259,875
5.	Mr. Prawetwut Raiva	Independent Director / Chairman of Nomination and Remuneration Committee	259,875		45,000*		304,875
6.	Mr. Phisut Dejakaisaya	Independent Director / Chairman of Audit Committee / Member of the Nomination and Remuneration Committee	259,875	82,500	27,500*		424,875
7.	Mr. Vitit Rachjatanan	Independent Director / Audit Committee	259,875	82,500	27,500		369,875
8.	Mr. Pinit Puapan	Independent Director / Audit Committee / Risk Committee	259,875	67,500		7,500**	334,875
9.	Mr. Worasit Issara	Director	259,875				259,875
10.	Mrs. Kaniittha Sapp-asa	Risk Committee	-			7,500**	7,500

Note: ** According to the charter of the Risk Committee to pay meeting allowances for non-executive directors of the company.

*** Due to the COVID-19 infection situation, the Nomination and Remuneration Committee has resolved to reduce the directors' remuneration in the year 2021 as follows:

- 50% January to September 2021.
- Reduced the remuneration and meeting allowance 25% for October to December 2021 from the original payment of 4,752,000 baht per year in 2021, paying the directors' remuneration of 3,075,500 baht only.

(1.2) Executives

Compensation type	December 31, 2020		
		Number (person)	Amount (baht)
Salary and bonus *	January - December 2020	8	45,364,549.33
Total			45,364,549.33

Note: * In 2020, due to the impact of the COVID-19 situation, the Company has reduced the salaries of the Chief Executive Officer and Managing Director, as well as other executives.

(2) Other compensation

Other remuneration of directors

-None-

Other management compensation

- Provident fund

The Company has provided a provident fund for the management, with the Company contributing 5% of the salary. In 2021, the Company made contributions to the provident fund for 6 executives, totaling 1.83 million baht.

- Non-monetary compensation

The company determines non-monetary compensation to the chairman of the board, Chief Executive Officer, and Managing Director and Deputy Managing Director is a positional vehicle with a driver.

1. Information about employees

As of December 31, 2021, the company has total of executives is 78 people, each of which is divided into the following main lines.

Department	Number (person)
1. Office of Directors / Executive	9
2. Project Development and Management	18
3. Accounting and Finance	12
4. Accounting and Finance	10
5. Operations Support	11
6. Joint Venture Project	2
7. Business Development	15
Total	77

2. Total remuneration of company employees (Excluding management)

Employees of the company will receive compensation in the form of salary, overtime pay, bonus, contribution

to the provident fund, health insurance, etc. In addition, employees are also receiving other benefits such as annual vacation, maternity leave, leave for military service or helping a funeral, etc.

For the years ended December 31, 2021 and 2020, total compensation of employees with details as follows

Compensation type	December 31, 2020	December 31, 2019
Total salary	37,290,508.67	35,496,493.67
Bonus	0.00	3,773,550.00
Provident Fund	1,705,014.03	1,382,354.30
Social Security Fund	415,041.00	514,793.00
Overtime	6,702.38	850.00
Health Insurance	294,784.50	372,104.00
Other compensation	1,296,303.33	1,014,650.67
Total	41,008,353.91	42,553,945.64

The company has paid the total remuneration for the year 2021 to its employees, which includes salary, overtime allowance, living allowance, bonus, special allowance, etc., totaling 41.00 million baht.

The company does not have a significant change in the number of employees or significant labor disputes in the past 3 years and to develop and enhance knowledge for personnel within the organization. The company has a policy of organizing trainings and seminars. By providing training to employees on a regular basis about knowledge and wisdom built into the organization, such as sales training, personality of employees, leadership in languages, computer services and finance, accounting. By providing seminars and interviews with people with knowledge and experience in the organization's work.

7.6 Other important information

7.6.1 Information about Company secretary and the internal audit supervisor

Company secretary

The Board of Directors has resolved to appoint Pol. Narakorn Boonbumrung has been the company secretary since August 9, 2019, with the qualifications of the person holding the position of the company secretary as shown in Attachment 1.

The roles, duties and responsibilities of the Securities and Exchange Act are as follows:

1. Responsible for overseeing and giving advice to the Board of Directors and the Management on various rules that must be followed by the Company's good corporate governance principles.
2. Responsible for organizing board meetings and shareholders' meetings. Including helping the Board to ensure that the resolution is followed and provide an orientation Giving advice to newly appointed directors.
3. Preparation and maintenance of company information such as director registration, meeting invitations and minutes of various meetings, annual reports, reports of interest reported by directors and executives and send a copy of the report of interest under section 89/14 to the chairman of the board and the Chairman of the Audit Committee knows within 7 business days from the date the company receives the report.

4. Coordinate with regulatory agencies such as the SET office and supervise the disclosure of information. And report information to regulators and the public in a correct and complete manner according to the law.
5. Coordinate with departments within the company to comply with the resolutions of the Board of Directors and the shareholders' meeting.
6. Arrange an orientation to give advice to newly appointed directors.
7. Perform other duties as assigned by the company as specified by the Capital Market Supervisory Board

The Company Secretary has performed duties as stipulated in Section 89/15 and Section 89/16 of the Securities and Exchange Act (No. 4) B.E. 2551, which comes into force on August 31, 2008 with responsibility, caution and honesty. Including to comply with the law, objectives, company regulations Board resolution ss well as the resolutions of the shareholders' meeting. The legal duties of the Company Secretary are as follows:

1. Prepare and maintain the following documents.
 - 1.1 Director registration
 - 1.2 Notice of Board of Directors Meeting Board meeting minutes and the annual report of the company.
 - 1.3 Notice of the shareholders' meeting and minutes of the shareholders' meeting.
2. Keeping reports of interest reported by directors or executives and send a copy of the report of interest under section 89/14 to the chairman of the board and the Chairman of the Audit Committee acknowledged within 7 working days from the date the company received the report.
3. Perform other activities as specified by the Capital Market Supervisory Board.

In addition, the company secretary has assigned duties as follows:

- Provide advice on relevant rules and regulations in conducting the activities of the committee in compliance with the law.
- Responsible for organizing the Board of Directors 'meetings and shareholders' meetings
- Contact and coordinate with departments within the company to comply with the resolutions of the Board of Directors and the resolution of the shareholders' meeting.

- Liaise with regulators such as the SET office and oversee the disclosure of information and reporting information to regulators and the public. To be correct and complete according to the law.
- Provide an orientation, giving advice to newly appointed directors.
- Other duties as assigned by the Company.

Internal Audit Supervisor

The company has appointed Mr. Ronachai Sukroj to act as the head of internal audit department. By holding a position Director of Internal Audit since 2015, detailed in Attachment 3 Details of the Supervisor of Internal Audit and Head of the Company's Compliance

Accounting Supervisor

The Company has appointed Ms. Orawan Euaamnuayrat Perform the duties of supervising accounting. By holding a position Manager of accounting department since 2018, details in Attachment 1, details of directors, executives who have control over the company. The person who has been assigned the highest responsibility in accounting and

finance. Those assigned take direct responsibility for accounting controls, company secretary and agent to liaise in case of foreign company.

7.6.2 Information about Investor Relations Supervisor

The Company appointed Ms. Pranee Worachokpirat, Assistant Managing Director of Accounting and Finance serves as an investor relations supervisor.

7.6.3 Show the auditor's remuneration.

Auditor's remuneration

1. Audit fee
Company and subsidiary pay the audit fee to Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd., The audit firm that the auditor is affiliated with in the fiscal year 2021, totaling 4,500,000 baht.
2. Other service fees (Non-audit fee)
-None-

7.6.4 Information about supervisors regarding overseas contacts -None-

8 Important performance reports on corporate governance

8.1 Summary of the Board's Performance in the past year

In 2021, the Board of Directors has operated in relation to the business drive of the company effectively. Under the outbreak of Coronavirus 2019 (COVID-19) has affected the Company's operating results. Both in the hotel business, real estate business and office buildings for rent. The company has established a business continuity plan (BCP), including risk management that may affect the competitiveness of the company.

8.1.1 Nomination, Development and Evaluation of the Board's Performance

Board self-assessment and the assessment of the Chief Executive Officer

- 1.1 Board of Committees and Chief Executive Officer performance assessments will be performed manually at least once a year. In order for the Board of Directors to jointly consider the duties and responsibilities of the Board, achievements and problems during the past year. To improve by stipulating the norms that will be

used to compare with the performance of the criteria. The evaluation form will be consistent with the Company's good corporate governance principles.

- 1.2 The Board performance assessment will assess both the faculty and the individual and disclose the criteria, procedures and overall assessment results in the annual report. By organizing the performance appraisal for the year 2021 as follows:
 1. Self-Assessment Form of the entire Board of Directors
 2. Performance Evaluation Form for the Audit Committee
 3. Self-Assessment Form for Chief Executive Officer (CEO)

In December of every year, the Company Secretary Department will send self-assessment form of the committee and performance appraisal form of the audit committee and the performance appraisal form of the Chief Executive Officer including the risk assessment form. All committees shall independently assess

themselves which after each director has finished evaluating, the form will be sent back to the company secretary to collect the evaluation form and summarize the results of the performance assessment analysis of the Board of Directors and presented to the Board of Directors meeting of the following year. (The assessment form used by the company as an assessment of the Stock Exchange of Thailand)

The 2021 Board of Directors 'self-assessment results were presented to the Board of Directors' Meeting No. 1/2022 on February 24, 2022, divided into 2 categories as follows:

1. Self-Assessment of the entire Board of Directors by assessing in various fields which is,
 - 1.1 Structure and qualifications of the Board
 - 1.2 Roles, duties and responsibilities of the Board
 - 1.3 Board meetings
 - 1.4 Performance of duties of directors
 - 1.5 Relationship with the Management
 - 1.6 Self-development of directors and development of executives
2. Self-assessment of the digging committee by assessing the various aspects as
 - 2.1 The structure and qualifications of the Board are appropriate. Make the work of the board effectively.
 - 2.2 Meeting of the sub-committees has been conducted in advance of the meeting schedule, the number of times and the duration of the meetings are sufficient. For the committee to act efficient meeting duties.
 - 2.3 Roles, duties and responsibilities of the sub-committees
3. Evaluation of the Chief Executive Officer (CEO) by assessing various aspects as follows
 - 3.1 Leadership
 - 3.2 Strategy formulation
 - 3.3 Implementation of the strategy
 - 3.4 Planning and financial performance
 - 3.5 Relationship with the Board
 - 3.6 External relations
 - 3.7 Administration and personnel relations
 - 3.8 Succession
 - 3.9 Knowledge of products and services
 - 3.10 Personal features

(1) Criteria for selecting an independent directors

The Board of Directors of the Company is selected by the Nomination Committee meeting to consider remuneration (Nomination and Remuneration Committee) in accordance with the criteria and the recruiting methods as follows.

1. Selecting an appropriate person to be a director of the Company to replace the directors who have completed their terms or select new directors, nomination by the Nomination Committee of the Company and the opportunity for small shareholders to propose a list of qualified persons under the Securities and Exchange Act. According to the qualifications set by the company to be elected as the company's directors. The invitation will be announced on the Company's website allowing shareholders to submit names and profiles of persons to the company.
2. Nomination and Remuneration Committee will select and nominate persons qualified persons according to the laws and regulations by considering experience, knowledge and ability that will benefit the company. In order for the Board of Directors to consider when the meeting of the Board of Directors has gone through a screening process with the approval of the company carefully. The company will propose a list of such persons for approval to elect as the Company's directors to the shareholders' meeting.

Definition of Independent Directors

Charn Issara Development Public Company Limited has defined the definition of independent directors. To comply with the rules of the Securities and Exchange Commission and the Stock Exchange of Thailand as follows.

1. Independent directors must hold shares not more than 1% of the voting shares in the company, parent company, subsidiary company, associated company or juristic person that may have conflict of interest, including the shares held by related persons of that independent director.
2. Not being or having been a director who participates in management, employees, or consultants receiving regular salary or controlling person of the company, parent company, subsidiary company, associated company or juristic person who may have conflict.

Unless, after having been discharged from the aforementioned characteristics for at least 2 years.

3. No blood relationship or by legal registration in the manner of parent, spouse, sibling and child, major shareholders, controlling person or a person who will be nominated as an executive or a controlling person of the company or subsidiary.
4. No business relationship with the company, parent company, subsidiary company, associated company or juristic person that may have conflict in a manner that may impede the independent exercise of judgment. Unless, after having been discharged from the aforementioned characteristics for at least 2 years.
5. Not being a director who has been appointed to represent the Company's directors, major shareholders or shareholders who are related to the major shareholders of the company.
6. Not having any other characteristics that prevent him or her from expressing independent opinions with regard to the Company's operations.

(2) Selection of directors and top management

Nomination and Appointment of Directors and Executives

Selection of persons to be appointed as directors of the company, the Nominating Committee must go through a process whereby the Nominating Committee has established guidelines for the appointment of the Company's directors as follows:

1. Directors of the company must perform their duties in accordance with the law, objectives and articles of association of the company, as well as the resolutions of the shareholders' meeting.
2. At every annual general meeting to retire one third of the directors at the rate. If the number of directors cannot be divided into three parts, then give out by the number closest to one-third.

3. In the event that the shareholders' meeting passes a resolution requiring any director to vacate office prior to the expiration of the term, with a vote of not less than three-fourths of the number of shareholders attending the meeting and having the right to vote. And having shares counted together not less than one half of the number of shares held by the shareholders who attend the meeting and have the right to vote.

The regulations of the company, the shareholders' meeting shall elect directors in accordance with the following criteria and methods.

- (1) A shareholder has one vote equal to one share per one vote.
- (2) Each shareholder is required to use all his votes under (1) to elect one or more persons to be directors. But cannot divide the votes to any person.

Persons who receive the highest number of votes in descending order will be elected in the number of directors equal to the number of directors required or to be elected at that time. In the event that the persons elected in descending order have equal votes in excess of the number of directors required or to be elected at that time, the chairman of the meeting shall have a casting vote.

Recruiting a person for a position Chief Executive Officer and Managing Director, the Board of Directors will consider screening and recruiting qualified persons, have knowledge, skills, and experience that are beneficial to the operations of the company and understand the business of the company as well. And able to manage work to achieve objectives goals set by the Board of Directors.

8.1.2 Meeting Attendance and Remuneration for Individual Committees

The details of the number of meetings and the number of times each director has attended the meeting in the year 2021 of the Board of Directors can be summarized as follows

List of Directors Position	Meeting (number of times)				
	Board of Director	Audit Committee	Nomination and Remuneration Committee	Risk Committee	Annual General Meeting of Shareholders
Mrs. Srivara Issara Chairman of the Board	7/7				1/1
Mr. Songkran Issara Chief Executive Officer and Managing Director Chairman of the Risk Committee	7/7			1/2	1/1
Mr. Prawet Wut Raiva Independent Director Chairman of the Nomination and Remuneration Committee	7/7		4/5		1/1
Mrs. Linda Prasert Som Director	7/7				1/1
Mrs. Teerapon Sricharoenwong Director, Risk Management Committee	7/7			2/2	1/1
Mr. Phisut Dejakaisaya Independent Director, Chairman of the Audit Committee, Member of the Nomination and Remuneration Committee	7/7	5/5	5/5		1/1
Mr. Vitit Rachjatanan Independent Director, Audit Committee	7/7	5/5	5/5		1/1
Mr. Pinit Puapan Independent Director, Audit Committee Risk Committee	6/7	4/5		2/2	1/1
Mr. Worasit Issara Director	7/7				1/1
Mrs. Kanittha Sapp-asa Risk Committee				2/2	

The remuneration of each director for the year 2021 received from the Company and its subsidiaries and non-monetary compensation It appears as detailed in clause 7.4.3.

8.1.3 Supervision of Subsidiaries and Associated Companies

Supervision of Operations of Subsidiaries and Associated Companies

Nomination and Voting Rights to appoint a Director of Subsidiaries and Associated Companies operated by the person who is appointed as a director of a subsidiary or an associated company. Responsible for action in the best interests of that subsidiary or associated company. And the Company has required the appointed persons to be approved by the Board of Directors prior to voting or to exercise the right to vote on important matters at the same level as requiring the approval of the Board of Directors. If it

is operated by the Company by itself, the sending of directors to represent the subsidiary or associated company is in accordance with the Company's shareholding proportion.

In addition, in the case of a subsidiary, the company requires the person appointed by the company to oversee the subsidiary company to have the regulations on connected transactions. The acquisition or disposition of assets or any other important transactions of the said company are complete and correct. And use the rules relating to the disclosure of information and the above transactions in the same manner as the Company's guidelines. Including the need to supervise the storage of information and accounting records of subsidiaries for the Company to be able to audit; And compiled to prepare the consolidated financial statements on time.

In this regard, the Board of Directors will consider reviewing matters that the Company still unable to comply with the principles of good corporate governance.

- (1) Regulatory mechanism supervises the management and be responsible for the operations of subsidiaries and associated companies.

Nomination and Voting Rights to appoint a Director of Subsidiaries and Associated Companies Operated by the person who is appointed to be a director of a subsidiary or affiliate. They are responsible for taking action in the best interest of that subsidiary or associated company (not to the Company), in this regard, the sending of directors to represent the subsidiary or associated company must be in accordance with the Company's shareholding proportion.

In addition, in the case of a subsidiary, the Company has stipulated rules that the person appointed by the company must oversee the subsidiary company to have regulations on connected transactions. Acquisition or disposition of assets or making important transactions any other of the said company. Complete and correct including the need to supervise the storage of information and accounting records of subsidiaries for the Company to be able to audit; And compiled to prepare financial statements on time. In this regard, details of the directors of the subsidiary are shown in Attachment 2 (details of the directors of the subsidiary).

8.1.4 Monitoring to ensure the implementation of the corporate governance policy and practice.

The Company realizes the importance of good corporate governance, relevant policies and practices have been established in the Company's corporate governance policy and business ethics. Along with promoting real action to build confidence among all groups of stakeholders.

In 2020, the company has followed up to ensure compliance with good corporate governance, covering the following areas:

Section 1	Shareholder Rights
Chapter 2	Equitable Treatment of Shareholders
Chapter 3	Roles of Stakeholders
Section 4	Disclosure of Information and Transparency
Section 5	Responsibilities of the Board

In business ethics, the company covers the following areas.

- Conflict of Interest Prevention Policy
- Policy on the treatment and use of the Company's assets.
- Policy on giving or accepting gifts or entertainment
- Trading policy of the company. And the use of inside information
- Control System Policy Internal audit and financial reports
- Shareholder Responsibility Policy
- Treatment towards customers policy
- Treatment of business partners and contractors' policy
- Treatment of employees' policy
- Employee Conduct Policy And treatment of other employees
- Treatment of Competitors Policy
- Corporate Social Responsibility Policy

Where further details of the Company's corporate governance policy and business ethics. For more information, see Attachment 5 (Corporate Governance Policy and Guidelines and business ethics)

Anti-corruption

The company has announced the intention Collective Action Coalition of the Thai private sector in combating corruption. With a policy to define duties and responsibilities, practice guidelines, appropriate action requirements channels for receiving clues pr make a complaint section on protection and confidentiality, investigations and penalties, dissemination of anti-corruption policy, etc.

The Company therefore has established "Anti-Corruption Policy" in writing. To be a clear practice guideline in business operations and develop into a sustainable organization. It also announced its intention to become one of Thailand's private sector collective action against corruption (Private Sector Collective Action Coalition Against Corruption (CAC)).

In 2020, the Company is in the process of submitting a request for certification from the Thai Private Sector Collective Action Coalition against Corruption.

Whistleblowing

The company has provided a channel for receiving and deal with stakeholders' requests by disclosing the process and channels for complaints or whistle-blowing from illegal acts or guilty of fraud or unethical behavior or behavior that may

imply corruption of people in the organization or violation of rights. Both from employees, stakeholders of all groups by assigning the Audit Committee to be the recipient of complaints in which all groups of stakeholders can submit clues or make a complaint through the company's website or by email directly at email: cg@charnissara.com or by mail at

Audit Committee

Charn Issara Development Public Company Limited
2922/200 New Petchburi Road, Bangkokpi,
Huaykwang, Bangkok 10320

Business hours Monday - Friday 8:30 AM - 5:00 PM.

In 2021, the company has not received any complaints, complaints, or whistleblowers from illegal acts or guilty of fraud or unethical behavior or behavior that may imply corruption ff people in the organization in any way.

8.2 Report on the performance of duties of the Audit Committee for the past year

In 2021, there were 6 Audit Committee meetings, with audit committee members attending every meeting for a quorum. There was a meeting with the auditors without the management of the company total 4 times to consider the scope of approach and the auditor's annual audit plan. Including inquiries and follow up on audit results and points of interest There were also discussions with internal auditors. And the auditor on related matters to discuss and acknowledge the performance every time. At the end of every year, the Audit Committee has an overall audit committee performance and self-assessment which the evaluation results are in good condition. Summary of important duties in the year 2021 as follows:

1. Review of financial reports

The Audit Committee reviewed material information of the quarterly financial statements, annual financial statements 2021 and consolidated financial statements of the Company. This has been prepared in accordance with Thai Financial Reporting Standards which is in line with International Financial Reporting Standards by reviewing material issues, special items and receiving clarifications from the management auditor until they are confident that the making of financial statements including the disclosure of notes in the financial statements meet the requirements of laws

and financial reporting standards. Therefore, it has approved the financial statements that have been reviewed and audited by the auditor which is an unconditional opinion report. In addition, the Audit Committee meets with the auditors without the management department. To discuss freely on obtaining information, review of material information in the preparation of financial statements and disclosures that meet financial reporting standards and benefit users of the financial statements. Important matters from the audit (Key Audit Matters) including suspicious circumstances under Section 89/25 of the Securities and Exchange Act B.E. 2535 amended by Securities and Exchange Act (No. 4) B.E. 2551, which in 2020 the Certified Public Accountant. That are independent and can be examined, commented that no material observations were made, and no suspicious circumstances were found. Resulting in financial statements and the consolidated financial statements of the company reliable and transparent, compliant with standards.

The Audit Committee has considered and opined that the Company's accounting and financial reporting process has adequate controls to ensure that the Company's financial reports and operating results are in accordance with the accounting standards. And sufficient information is disclosed in the financial statements.

2. Review of the internal control system

The Audit Committee reviewed the internal control and risk management system. To assess the adequacy suitable of the internal control system risk management in accordance with internal audit standards. Including the guidelines set by the Bureau Securities and Exchange Commission as well as considering the internal audit report in accordance with the approved audit plan, there were no significant weaknesses or deficiencies in the internal control system.

The Audit Committee has considered and opined that the company has an appropriate, adequate and effective internal control system. Including support for the development of internal audit quality of personnel and the performance of audits to be in line with international standards on a continuous basis.

3. Review of risk management

The Audit Committee of 1 member has joined the Risk Committee of the Company. To represent the Audit Committee in reviewing the efficiency and effectiveness of the risk management process. By attending a meeting to review the policy, establish risk management guidelines for the company. To comply with the changes of the environment and the situation based on internal and external factors, and the opportunity to have an impact according to the guidelines set by the Office of the Securities and Exchange Commission. The Risk Committee is responsible and serves to consider the policy structure, risk management framework, risk management plan, reviewing risks and following up on the Company's risk management. With a risk management department, it serves to prepare risk reports and risk management of the company.

The Audit Committee has considered and opined that the Company has an adequate and appropriate internal control system and supervision.

4. Oversight of internal audit work

The Audit Committee has reviewed the Audit Committee Charter and the Audit Charter annually to be in line with current risks and situations. And there is supervision of the internal audit department which covers the main mission. Scope of work Scope of duties and responsibilities independence in the conduct of audit work; Including organization and authority rate by reviewing and approving the annual internal audit plan prepared in accordance with the results of the risk assessment. Establishing an audit quality development plan and knowledge development skills and expertise of internal audit personnel.

The Audit Committee has considered and opined that the company has adequate, appropriate and effective supervision of internal audit work. In addition, the quality of internal auditing work in terms of personnel and audit performance is in line with international standards continuously.

5. Compliance with the law on securities and Stock Exchange of Thailand

The Audit Committee reviewed the laws on securities and Stock Exchange of Thailand, various specifications

of the Stock Exchange and the SEC as well as laws relating to business operation. Including compliance with the requirements, obligations that the company has to third parties.

The Audit Committee has considered and opined that the company has complied with the law and various specifications all involved are strictly and in accordance with the principles of good corporate governance.

6. Review the practice of entering into a connected transaction.

The Audit Committee has reviewed the appropriateness of the regulations and procedures for entering the connected transaction. The list has been sold. Transactions that may have conflicts of interest and reports of the relevant directors and to review the disclosure of such information to be correct, complete, timely and in accordance with the relevant announcements, regulations and guidelines of the Stock Exchange of Thailand.

The Audit Committee has considered and opined that such transactions that have or occurred during the year are normal business transactions and are for the benefit of the Company including adequate disclosure of information.

7. Independence of the Audit Committee

The audit committee evaluates the performance of the whole committee. Including self-assessment according to best practice of the Securities and Exchange Commission of Thailand. To verify completeness and completeness.

The audit committee has acted independently throughout the operation period. In addition, the scope of the audit committee's charter has been complied with, which has a good conclusion.

8. Consideration, Selection, Appointment and Proposal of Annual Auditor's Remuneration.

The Audit Committee has considered propose to appoint an auditor including the determination of the auditors 'remuneration for the year 2021 to the Board of Directors to consider proposing for approval from the shareholders' meeting to appoint an auditor from Deloitte Touche Tohmatsu Jaiyos Advisory Co., Ltd. to be the auditor of the company for the year 2021 based

on the satisfactory performance in the past year. The auditors are independent, have the skills, knowledge, ability, and experience in business auditing and provide knowledge related to the business apart from auditing, taking into account the announcement of the Securities and Exchange Commission of Thailand.

In the year 2021, the Audit Committee has performed the duties and responsibilities assigned. By using knowledge, competence, and carefulness and is sufficiently independent without limitation in receiving information from executives, employees and related parties as well as giving comments and suggestions for the benefit of all stakeholders equally.

In summary, in the overall image, the Audit Committee agreed that the Board of Directors, executives and employees of the Company are committed to performing their duties in order to achieve the goals. It places great importance on the operations under the appropriate internal control and risk management system. There is good corporate governance, transparency, and reliable including continuous improvement of the operating system for better quality.

8.3 Summary of the performance of duties of other committees

8.3.1 Summary of the performance of duties of the Nomination and Remuneration Committee

In 2021, the Nominating Committee organize 4 meetings to consider the remuneration for the Board of Directors, various committees, Chief Executive Officer, and Managing Director. Using

the norms agreed in advance with the Chief Executive Officer and Managing Director on concrete criteria. This includes financial performance, contribution to the implementation of long-term strategic objectives and the success of the performance compared to the goals set. In addition, there is a self-assessment of the Board of Directors and senior management. In this consideration, the responsibilities of the directors are taken into account business size, economic reality, operations that reflect and connect with earnings. Including considering comparing with the rate of compensation of the company in the same industry including to consider reducing directors' remuneration and meeting allowances for sub-committees. Due to the epidemic situation of COVID-19, the Company and its affiliates were affected by this incident.

8.3.2 Summary of the performance of duties of the Risk Committee

In 2021, there were 2 Risk Committee meetings to consider, acknowledge and monitor risk assessments. The Risk Management Committee has established business guidelines under the risk that arise. Especially about the spread of COVID-19, the Company and its affiliates were affected by this incident. The Risk Committee has given great importance and is committed to implementing adequate supervision and management. To keep the risks within the specified limits and work efficiently.

9. Internal control and related transactions

9.1 Internal control

Charn Issara Development Public Company Limited has continually emphasized on internal control. With a focus on establishing an internal control system that covers all activities and, in several dimensions, sufficiently and suitable for business operations. To increase efficiency and operational efficiency. The use of resources and maintenance of assets (Operational Excellence), financial reporting and accounting systems that are accurate and reliable (Financial Reporting) and strict compliance with the laws and

regulations related to the business of the company (Compliance).

The effectiveness of the internal control was assessed. There are two types of Control Self-Assessment methods:

1. Enterprise-level assessment by using the self-control assessment based on the framework of internal control practices of The Committee of Sponsoring Organizations of the Treadway Commission: COSO, which defines five key elements required for internal control:

1.1 Control Environment

The Company has set up an environment and organizational structure that facilitates the internal control system to operate as the Company aims, including clear and measurable business goals. It has been considered by the Board of Directors to guide the performance of employees.

1.2 Risk Assessment

The management realizes the importance of managing risks under any changes that affect the business both from internal and external factors. It is considered that risk management is an essential element of every business process of the company and must be connected at all levels. Therefore, it has established a risk management guideline for the whole organization. The Risk Committee was established, perform overall risk management for maximum effectiveness, which is the responsibility of all departments. To manage and control risks to an acceptable level. In order to have the least impact on the company.

1.3 Control Activities of the Management (Control Activities)

The Company has always had control activities by implementing a management system and planning and controlling tools. There is a separation of duties and responsibilities. To check each other, the company has an operating manual which is used as a framework for determining operational guidelines to be systematic and effectively prevent and reduce the risk of damage that may arise from the operating activities of various departments. In addition, the company has continuously improved the complaint handling system. For employees and external stakeholders can report complaints through the system with confidence that the complaint information will be treated confidentially. It does not leak to unrelated persons.

1.4 Information system and information communication (Information & Communication)

With the vision of the Board of Directors in information technology, therefore recognizes and attaches importance to technology to help in compiling and process data quickly and efficiently. The company has selected the appropriate

information system and is in the final stage of consideration before purchasing and developing for use.

1.5 Monitoring & Evaluation

The company has followed up on its performance to meet the goals set by organizing regular meetings with the management every week. And provide a report on the performance on a quarterly basis. To know the difference from the goals that are set and set solutions for the board to approve

2. Process level assessment The Internal Audit Department reviewed the effectiveness of the internal control and reported the results of the review to the Audit Committee and the Board of Directors. The Audit Committee has assessed the Company's internal control system from the implementation results of the guidelines/recommendations for the development of internal control. It can be concluded that from the evaluation of the Company's internal control system in various areas, 5 elements are internal control of the organization. Risk assessment, operational control of information and communication systems; And tracking system. The Committee agreed that The Company's internal control system is adequate and appropriate

9.1.1 The Sufficiency and Appropriateness of the Internal Control System

In the Board of Directors' Meeting No. 1/2022 on February 24, 2022 with 4 independent directors (3 members of the Audit Committee who are independent directors) attended the meeting as well. The Board evaluates the internal control system of the Company and its subsidiaries in consultation with the management. In conclusion, from the evaluation of the internal control system of the Company and its subsidiaries in various areas, 5 components are Internal control organization, Risk assessment, Operational control, Information and communication systems, and tracking system. The Committee agreed that, the internal control system of the Company and its subsidiaries is adequate and appropriate. The Company and its subsidiaries have provided sufficient personnel to operate the system efficiently. In addition, the Company has an internal control system for monitoring, controlling and supervising the

operations of subsidiaries. It can protect the assets of the Company and its subsidiaries from improper or powerless use by the Company or management. This includes transactions with persons who may have conflicts and related parties sufficiently for internal control on other topics. The Board of Directors have the view that the Company has adequate and appropriate internal controls.

In addition, the Company's auditors, Mr. Wallop Wilaiworawit from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd., the auditor of the 2020 quarterly and annual financial statements, has unconditionally given an opinion on the Company's audit report.

9.1.2 Defects in the internal control system

-None-

9.1.3 Opinion of the Audit Committee that is different from the opinion of the Board of Directors

-without-

9.1.4 Opinion of the Audit Committee on the person holding the position of the Head of Internal Audit

The company has assigned Mr. Ronachai Sukroj to hold the position of Internal Audit Supervisor since 2015 because he has experience in performing internal audit work in the business/industry that are similar to the Company. And have attended courses related to the performance of internal auditing. He has an understanding of the activities and operations of the Company, therefore, it is deemed appropriate to perform such duties appropriately. More details are provided in Attachment 3 (details of the Internal Audit Supervisor And supervisors to supervise the operations of the company (Compliance)

9.1.5 Appointment, removal and transfer of the person holding the position of Internal Audit Supervisor

Appointment, removal and transfer of the Internal Audit Supervisor, the company will consider the knowledge, ability, experience in performing internal audit in businesses or industries that are similar to the company which was not considered by the Audit Committee.

9.1.2 Appointment, removal and transfer of the person holding the position of Internal Audit Supervisor

9.2 Connected Transaction

Person who may have a conflict

Relationship		Characteristics of the transaction	Value of related transactions (million baht)	Necessity / Note
Charn Issara Residence Company Limited ("CIR")	The Company holds 85.36% of the shares and Mr. Songkran Issara, a director / managing director and the Company's shareholders, holding the position of authorized director	CIR charges interest from the company CIR charges other income from the company. CIR pays fees and administrative fees from the company. CIR pays interest on loans to the company. CIR pays the company's electricity bill. CIR paid other expenses to the Company. The company has CIR receivables The company has CIR payable	0.023 0.056 4.080 0.113 0.147 0.053 0.757 0.012	The Audit Committee has reviewed and considered the aforementioned connected transaction and have the opinion that the service charge is an appropriate rate and creates the maximum benefit to the Company.
Sri Panwa Management Company Limited ("SPM")	CIR is 99.99% shareholder and Mr. Songkran Issara, director and shareholder of the Company, is an authorized director.	SPM collects other income from the company. SPM pays interest on loans to the company. SPM pays other expenses to the company. The company has SPM receivables The company has loans to SPM. The company has SPM payable.	0.001 3.069 0.028 0.261 55.000 0.014	The Audit Committee has reviewed and considered such connected transaction, have the opinion that the service fee rate is appropriate and brings the greatest benefit to the Company.
Charn Issara Vipaphon Company Limited ("CIV")	The Company holds 49.99% of shares and Mr. Songkran Issara, who is the director / managing director and shareholder of the Company, is an authorized director.	CIV collects rental and service fees from the company. CIV pays interest on loans to the company. CIV pays the company's fees and administrative fees. CIV pays the company's electricity bill. CIV pays other expenses to the company. The company has CIV receivables The company lends money to CIV. The company has CIV payable	1.828 5.591 0.059 0.210 1.234 0.073 101.500 0.091	The Audit Committee has reviewed and considered such connected transaction, have the opinion that the service fee rate is appropriate and brings the greatest benefit to the Company.
C.I.N.Estate Company Limited ("CIN")	The Company holds 59.99% shares and Mr. Songkran Issara, who is the director / managing director and shareholder of the Company, is an authorized director.	CIN collects other income from the company. CIN pays interest on loans to the company. CIN pays the company fees and administrative fees. CIN pays the company's electricity bill. CIN pays other expenses to the Company The company has CIN receivables The company has a CIN payable.	0.051 0.370 7.440 0.161 2.061 0.261 0.055	The Audit Committee has reviewed and considered such connected transaction, have the opinion that the service fee rate is appropriate and brings the greatest benefit to the Company.

Person who may have a conflict	Relationship	Characteristics of the transaction	Value of related transactions (million baht)	Necessity / Note
Issara United Company Limited ("IU")	The Company holds 49.99% of shares and Mr. Songkran Issara, who is the director / managing director and shareholder of the Company, is an authorized director.	<p>IU pays interest on the loan to the company.</p> <p>IU pays fees and administrative fees to the Company.</p> <p>IU pays the company's electricity bill.</p> <p>IU pays rent and service fees to the company.</p> <p>IU pays other expenses to the Company</p> <p>The company has IU receivables.</p> <p>The company has IU rental insurance payable</p>	<p>1.638</p> <p>5.480</p> <p>0.051</p> <p>0.102</p> <p>4.031</p> <p>0.265</p> <p>0.026</p>	The Audit Committee has reviewed and considered such connected transaction, have the opinion that the service fee rate is appropriate and brings the greatest benefit to the Company.
Issara United Development Co., Ltd. ("IUD")	The Company holds 49.99% of shares and Mr. Songkran Issara, who is the director / managing director and shareholder of the Company, is an authorized director.	<p>The IUD charges other income from the company.</p> <p>The IUD pays the company fees and administrative fees.</p> <p>The IUD pays the company's electricity bill.</p> <p>The IUD pays other expenses to the company.</p> <p>The company has an IUD receivable.</p>	<p>0.084</p> <p>8.800</p> <p>0.021</p> <p>0.014</p> <p>0.005</p>	The Audit Committee has reviewed and considered such connected transaction, have the opinion that the service fee rate is appropriate and brings the greatest benefit to the Company.
Issara Junfa Company Limited ("IJ")	The Company holds 86.30% of shares and Mr. Songkran Issara who is the director / managing director and shareholder of the Company, is an authorized director.	<p>IJ collects other income from the company.</p> <p>IJ pays interest on loans to the company.</p> <p>IJ pays the company fees and administrative fees.</p> <p>IJ pays the electricity bill to the company.</p> <p>IJ pays other expenses to the company.</p> <p>The company has IJ receivables.</p> <p>The company lends money to IJ.</p> <p>The company has a creditor IJ.</p>	<p>1.321</p> <p>21.019</p> <p>1.620</p> <p>0.127</p> <p>0.044</p> <p>21.921</p> <p>413.000</p> <p>0.025</p>	The Audit Committee has reviewed and considered such connected transaction, have the opinion that the service fee rate is appropriate and brings the greatest benefit to the Company.
Charn Issara REIT Management Company Limited ("CIRM")	The company holds 99.99% shares and Mr. Songkran Issara, who is a Director / Managing Director and a shareholder of the Company, is an authorized director.	<p>CIRM pays the company's electricity bill.</p> <p>CIRM pays other expenses to the company.</p> <p>The company has CIRM receivables.</p> <p>The company has other non-current liabilities CIRM</p>	<p>0.052</p> <p>0.019</p> <p>0.018</p> <p>0.802</p>	The Audit Committee has reviewed and considered such connected transaction, have the opinion that the service fee rate is appropriate and brings the greatest benefit to the Company.
International Resource Development Company Limited ("IRD")	The Company holds 15.99% of the shares and Mr. Songkran Issara, who is a director and shareholder of the company, is an authorized director.	The IRD pays the company fees and administrative fees.	0.960	The Audit Committee has reviewed and considered such connected transaction, have the opinion that the service fee rate is appropriate and brings the greatest benefit to the Company.

Person who may have a conflict		Relationship	Characteristics of the transaction	Value of related transactions (million baht)	Necessity / Note
Bangkok Property Fund ("BKKCP")		The Company holds 17.56% of shares and the Company is the property manager of the Fund.	BKKCP collects rental and service fees from the company. BKKCP pays dividends to the company BKKCP pays fees and administrative fees to the company. BKKCP pays other expenses to the company. The company has BKKCP receivables	5.429 11.591 5.031 0.034 0.603	The Audit Committee has reviewed and considered such connected transaction, have the opinion that the service fee rate is appropriate and brings the greatest benefit to the Company.
		The Company holds 85.36% shares and Mr. Songkran Issara, who is the Director/Managing Director and shareholders of the company Holding the position of authorized director	CIR charges interest from the company. CIR charges other income from the company. CIR pays fees and administrative fees from the company CIR pays interest on loans to the company. CIR pays the company's electricity bill. CIR paid other expenses to the Company. The company has CIR receivables The company has CIR payable	0.023 0.056 4.080 0.113 0.147 0.053 0.757 0.012	The Audit Committee has reviewed and considered such connected transaction, have the opinion that the service fee rate is appropriate and brings the greatest benefit to the Company.
Sri Panwa Management Company Limited ("SPM")		CIR Company is a shareholder of 99.99% and Mr. Songkran Issara is a director and shareholder of the Company. Holding a position as an authorized director	SPM collects other income from the company. SPM pays interest on loans to the company. SPM pays other expenses to the company. The company has SPM receivables The company has loans to SPM. The company has SPM payable.	0.001 3.069 0.028 0.261 55.000 0.014	The Audit Committee has reviewed and considered such connected transaction, have the opinion that the service fee rate is appropriate and brings the greatest benefit to the Company.

Necessity and reasonableness of the transaction

The inter-transaction is reasonable and necessary, in order to maximize the benefits of the company. The Audit Committee has commented that the said transaction is in accordance with the general nature of business and the compensation received and paid is a reasonable market price.

9.2.1 Policy and Trend of Related Transactions in the Future

Policy or trends in related transactions in the future

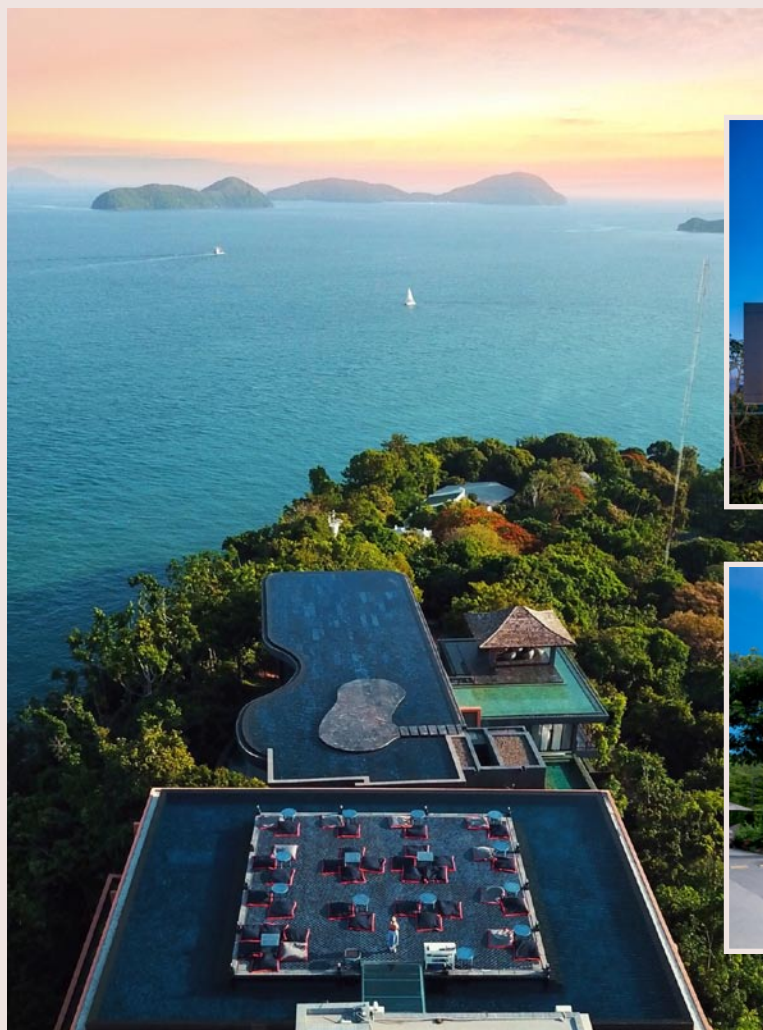
The company has a policy for future related transactions. In which the company will set various conditions to be in accordance with the general trade in the appropriate market price. The company will have the audit committee to give opinions on the price. Rate of compensation including the necessity and appropriateness of that particular item.

If there is an inter-company transaction with a person who may have a conflict of interest have a stake or may have a conflict of interest in the future, the company must comply

with the law on Securities and Exchange Commission and regulations, announcements, orders or regulations of the Stock Exchange of Thailand. Including compliance with the disclosure requirements, connected transactions and the acquisition or disposition of important assets of the Company or its subsidiaries. The company will allow the audit committee to give opinions on the necessity and appropriateness of such transactions. In the event that the Audit Committee does not have expertise in considering possible connected transactions, the Company will allow an independent expert or the Company's auditor to give opinions on such related transactions in order to be used in decision-making by the Board of Directors or shareholders, as the case may be notes to the financial statements that have been audited by the Company's auditors.

9.2.2 The display of the appraised price in conjunction with the connected transactions

-None-



Sri panwa



Issara Residence Rama 9



Baba Beach Club Residences Huahin



Baba Beach Club Nutai



Baba Beach Club Hua Hin

Section 3

Report of the Independent Certified Public Accountants

TO THE SHAREHOLDERS AND BOARD OF DIRECTORS
CHARN ISSARA DEVELOPMENT PUBLIC COMPANY LIMITED

Opinion

We have audited the consolidated financial statements of Charn Issara Development Public Company Limited and its subsidiaries (the “Group”) and the separate financial statements of Charn Issara Development Public Company Limited (the “Company”) which comprise the consolidated and separate statements of financial position as at December 31, 2021, and the related consolidated and separate statements of profit or loss and other comprehensive income, changes in shareholders’ equity and cash flows for the year then ended, and notes to the consolidated and separate financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated and separate financial statements present fairly, in all material respects, the financial position of Charn Issara Development Public Company Limited and its subsidiaries and of Charn Issara Development Public Company Limited as at December 31, 2021, and financial performance and cash flows for the year then ended in accordance with Thai Financial Reporting Standards (“TFRSs”).

Basis for Opinion

We conducted our audit in accordance with Thai Standards on Auditing (“TSAs”). Our responsibilities under those standards are further described in the Auditor’s Responsibilities for the Audit of the Consolidated and Separate Financial Statements section of our report. We are independent of the Group in accordance with the Federation of Accounting Professions’ Code of Ethics for Professional Accountants together with the ethical requirements that are relevant to the audit of the consolidated and separate financial statements, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

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

Key Audit Matters	Audit Responses
<p>Compliance with debt covenants as stipulated in the borrowing agreements from financial institutions and bonds</p> <p>As disclosed in Notes 17, 18 and 22 to the consolidated and separate financial statements, the Group and the Company have to comply with certain debt covenants as stipulated in the borrowing agreements from financial institutions (consisting of bank overdraft from financial institutions; short-term borrowings presented in form of promissory notes from financial institutions and long-term borrowings from financial institutions, collectively “borrowing agreements with financial institutions”) bonds and balances of borrowings from financial institutions and bonds totaling Baht 3,713.26 million, representing 47.62% of the total liabilities presented in the consolidated financial statements (separate financial statements: Baht 2,269.01 million, representing 79.09% of total liabilities), which are deemed material. The failure of compliance with debt covenants as stipulated in such borrowing agreements with financial institutions and bonds may result in the borrowings and bonds being called by the lenders or bond holders as well as the reclassification of debts from non-current liabilities to current liabilities, impacting the going concern of the Group.</p> <p>Valuation of investment properties</p> <p>With reference to information described in Note 3.22 to the consolidated and separate financial statements “Critical accounting judgments and key source of estimation uncertainty” and the fair value appraisal of investment properties as disclosed in Note 14 to the consolidated and separate financial statements, the Group presented investment properties as at December 31, 2021 at their fair value of Baht 355.13 million, representing 3.48 % of the Group’s total assets in the consolidated financial statements (separate financial statements: Baht 248.75 million, representing 5.59% of total assets) which are deemed material. The Group determined the fair value of its investment properties based on valuation appraised by independent appraisers using the Income and Market approaches. The Group’s management is required to exercise their significant judgments to consider key assumptions and other relevant information in valuation of investment properties. Therefore, significant risk with respect to valuation of investment properties may exist.</p>	<p>Key audit procedures included:</p> <ul style="list-style-type: none"> • Obtaining an understanding of the Group’s design and implementation of the key internal control over review process on complying with debt covenants stipulated by the lenders in the borrowing agreements from financial institutions and bonds; and • Performing substantive procedures as follows: <ul style="list-style-type: none"> - Examining the documents associated with non-financial and financial debt covenants as stipulated in borrowing agreements from financial institutions and bonds; as well as, testing calculation of financial ratio to determine whether the debt covenants stipulated in borrowing agreements from financial institutions and bonds are complied. - Considering the sufficiency and appropriateness of the disclosures in Notes to the consolidated and separate financial statements that related to debt covenants as stipulated in the borrowing agreements from financial institutions and bonds. <p>Key audit procedures included:</p> <ul style="list-style-type: none"> • Inquiry of the Group’s management and independent appraisers to obtain our understanding of the approaches and key assumptions used for valuation of the Group’s investment properties; • Obtaining an understanding of the design of the key internal control including implementation related to valuation of Group’s investment properties; • Performing operating effectiveness test of key internal controls over the valuation of investment properties; and • Performing substantive procedures as follows: <ul style="list-style-type: none"> - Evaluating the competency, capabilities and objectivity and verifying the qualification of independent appraisers. - Challenging the independent appraiser’s source of data used in valuation and evaluating the appropriateness of such supporting data, key assumptions and valuation methodology used by the independent appraisers in the valuation of investment properties by the auditor’s specialist. - Considering the sufficiency and appropriateness of the disclosure of fair value measurement of investment properties in Notes to the consolidated and separate financial statements.

Other Information

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

Our opinion on the consolidated and separate financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

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

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

Responsibilities of Management and Those Charged with Governance for the 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 the 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 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 financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated and Separate Financial Statements

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

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

- Identify and assess the risks of material misstatement of the 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 our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the 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 we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated and separate financial statements or, if such disclosures are

inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our 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. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

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



Wonlop Vilaivaravit

Certified Public Accountant (Thailand)

Registration No. 6797

DELOITTE TOUCHE TOHMATSU JAIYOS AUDIT CO., LTD.

BANGKOK

February 24, 2022

Statement of Financial Position

Charn Issara Development Public Company Limited and Its Subsidiaries

as at December 31, 2021

Un[t : Baht

		Consolidated financial statements		Separate financial statements	
	Notes	2021	2020	2021	2020
ASSETS					
CURRENT ASSETS					
Cash and cash equivalents	6	335,708,871	568,741,281	131,034,872	333,651,210
Trade and other current receivables	7	110,272,450	90,815,398	64,633,890	37,681,742
Short-term loans to subsidiaries	4.3.1 and 9	-	-	569,500,000	278,500,000
Current portion of long-term loans to subsidiaries	4.3.2	-	-	-	55,000,000
Current portion of long-term loan to a related company	4.3.3	-	1,285,600	-	-
Costs of property development projects for sales	8	4,931,853,529	5,351,070,655	1,313,905,807	1,686,356,065
Inventories	10	28,486,117	29,721,328	-	-
Current corporate income tax receivable		18,023,923	13,690,496	12,929,657	4,474,166
Other current financial assets	11	78,173,783	3,134,701	3,173,783	3,134,701
Deposit for land		-	2,023,000	-	2,023,000
Other current assets		16,744,341	9,771,537	213,005	440,063
Total Current Assets		5,519,263,014	6,070,253,996	2,095,391,014	2,401,260,947
NON-CURRENT ASSETS					
Deposit at financial institutions used as collaterals	12	-	239,565	-	-
Other non-current financial assets	11	793,613,306	867,491,999	421,040,731	435,090,251
Investments in subsidiaries	13	-	-	1,605,651,180	1,485,651,180
Long-term loans to subsidiaries	4.3.2	-	-	-	18,000,000
Investment properties	14	355,129,526	413,384,527	248,750,000	253,300,000
Land held for development		187,874,677	237,206,966	-	-
Property, plant and equipment	15	1,633,859,364	1,335,101,708	16,552,134	23,997,316
Right-of-use assets	16	1,364,897,440	1,565,835,383	25,618,255	34,140,175
Deferred tax assets	24	234,923,469	210,931,629	-	-
Other non-current assets	25	109,895,514	104,635,195	38,344,587	33,745,273
Total Non-current Assets		4,680,193,296	4,734,826,972	2,355,956,887	2,283,924,195
TOTAL ASSETS		10,199,456,310	10,805,080,968	4,451,347,901	4,685,185,142

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

Statement of Financial Position (Continued)

Charn Issara Development Public Company Limited and Its Subsidiaries
 as at December 31, 2021

Un[t : Baht

		Consolidated financial statements		Separate financial statements	
	Notes	2021	2020	2021	2020
LIABILITIES AND SHAREHOLDERS' EQUITY					
CURRENT LIABILITIES					
Bank overdrafts from financial institutions	17	24,265,169	24,369,594	-	-
Short-term borrowings from financial institutions	18	190,000,000	315,680,000	170,000,000	315,680,000
Trade and other current payables	19	359,847,865	356,006,967	129,388,068	61,037,587
Current contract liabilities	20	239,095,004	277,182,681	101,945,194	168,224,282
Current portion of long-term borrowings					
from financial institutions	18	274,152,350	330,941,131	54,156,048	194,704,673
Current portion of long-term borrowings					
from related companies	4.4.2	-	55,000,000	-	-
Current portion of long-term borrowings					
from other company	21	75,097,393	164,897,393	-	-
Current portion of bonds	22	794,748,191	1,195,066,549	794,748,191	1,195,066,549
Current portion of lease liabilities	23	409,437,673	385,580,136	10,235,876	9,710,746
Short-term borrowings from related parties	4.4.1	157,500,000	167,500,000	-	-
Retention payables		69,844,454	82,968,407	14,938,017	17,458,981
Income tax payable		4,517,537	-	-	-
Other current liabilities		18,500,653	17,212,434	3,239,294	2,305,724
Total Current Liabilities		2,617,006,289	3,372,405,292	1,278,650,688	1,964,188,542
NON-CURRENT LIABILITIES					
Long-term borrowings from financial institutions, net					
of current portion	18	1,194,048,123	1,553,351,348	14,064,907	20,000,000
Long-term borrowings from other companies, net					
of current portion	21	738,416,677	395,000,000	-	-
Long-term borrowings from related companies, net					
of current portion	4.4.2	-	12,000,000	-	-
Bonds, net of current portion	22	1,236,044,346	1,088,118,635	1,236,044,346	1,088,118,635
Lease liabilities, net of current portion	23	1,529,231,629	1,684,758,185	15,080,685	23,972,398
Other non-current payables		-	5,657,689	802,432	802,432
Non-current contract liabilities	20	245,417,184	-	217,232,998	-
Deferred tax liabilities	24	100,380,358	123,592,981	53,131,737	56,567,957
Non-current provisions for employee benefits	26	64,274,428	67,463,207	46,225,761	45,002,498
Deferred revenue		19,231,313	22,673,898	-	-
Other non-current liabilities		53,269,888	42,155,500	7,672,164	8,233,740
Total Non-current Liabilities		5,180,313,946	4,994,771,443	1,590,255,030	1,242,697,660
TOTAL LIABILITIES		7,797,320,235	8,367,176,735	2,868,905,718	3,206,886,202

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

Statement of Financial Position (Continued)

Charn Issara Development Public Company Limited and Its Subsidiaries

as at December 31, 2021

Unit : Baht

		Consolidated financial statements		Separate financial statements	
	Notes	2021	2020	2021	2020
LIABILITIES AND SHAREHOLDERS' EQUITY (CONTINUED)					
SHAREHOLDERS' EQUITY					
SHARE CAPITAL	27				
Authorized share capital					
1,386,574,624 ordinary shares of Baht 1 each		1,386,574,624		1,386,574,624	
1,485,342,842 ordinary shares of Baht 1 each			1,485,342,842		1,485,342,842
Issued and paid-up share capital					
1,066,595,865 ordinary shares of Baht 1 each		1,066,595,865	1,066,595,865	1,066,595,865	1,066,595,865
Share premium	27	98,130,021	98,130,021	98,130,021	98,130,021
Retained earnings					
Appropriated					
Legal reserve	30	55,443,961	49,701,935	55,443,961	49,701,935
Unappropriated		356,330,005	405,206,029	285,108,419	175,467,586
Other components of shareholders' equity		(108,371,287)	(56,276,893)	77,163,917	88,403,533
TOTAL SHAREHOLDERS' EQUITY					
ATTRIBUTABLE TO OWNERS OF THE PARENT		1,468,128,565	1,563,356,957	1,582,442,183	1,478,298,940
NON-CONTROLLING INTERESTS		934,007,510	874,547,276	-	-
TOTAL SHAREHOLDERS' EQUITY		2,402,136,075	2,437,904,233	1,582,442,183	1,478,298,940
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		10,199,456,310	10,805,080,968	4,451,347,901	4,685,185,142

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

Statement of Profit or Loss and Other Comprehensive Income

Charn Issara Development Public Company Limited and Its Subsidiaries

For the year ended December 31, 2021

Unit : Baht

		Consolidated financial statements		Separate financial statements	
	Notes	2021	2020	2021	2020
REVENUES					
Revenue from real estate sales		1,451,589,534	649,427,512	975,471,635	123,483,000
Rental and services income		68,720,741	77,575,385	66,600,868	74,533,447
Revenue from hotel operations		336,819,010	455,322,214	-	-
Revenue from sale of goods		60,429,479	60,448,940	-	-
Management fee income and other fee income		23,288,293	28,337,286	35,572,794	41,145,285
Other income	34	357,144,323	155,989,159	22,515,505	86,072,593
Total Revenues		2,297,991,380	1,427,100,496	1,100,160,802	325,234,325
EXPENSES					
Cost of real estate sales		1,018,412,063	460,774,158	660,181,765	72,018,693
Cost of rental and services		40,072,373	41,461,054	41,240,322	42,733,155
Cost of hotel operations		430,211,180	499,702,830	-	-
Costs of sales of goods		56,453,962	60,916,210	-	-
Distribution costs		143,640,691	118,835,740	62,436,808	33,678,209
Administrative expenses		400,774,995	390,172,422	157,907,071	139,966,200
Total Expenses		2,089,565,264	1,571,862,414	921,765,966	288,396,257
Profit (loss) from operation		208,426,116	(144,761,918)	178,394,836	36,838,068
Finance income		1,103,275	1,915,188	32,031,457	22,167,482
Finance costs		(323,487,385)	(330,247,605)	(92,522,698)	(80,458,157)
Impairment loss determined in accordance with TFRS 9		(7,859,469)	(779,659)	(3,824,977)	(65,259)
Share of profit of associates accounted for using equity method	37	-	1,943,269	-	-
(LOSS) PROFIT BEFORE INCOME TAX EXPENSES		(121,817,463)	(471,930,725)	114,078,618	(21,517,866)
(INCOME) TAX EXPENSE	24	(22,471,911)	(84,945,494)	(761,901)	2,753,805
(LOSS) PROFIT FOR THE YEAR		(99,345,552)	(386,985,231)	114,840,519	(24,271,671)
OTHER COMPREHENSIVE (LOSS) INCOME					
Components of other comprehensive income that will not be reclassified to profit or loss					
(Loss) gain on measuring financial assets, net of tax		(59,102,954)	(165,298,592)	(11,239,616)	22,479,232
Gain (loss) on re-measurements of defined benefit plans, net of tax		2,680,348	(8,218,034)	542,340	(3,050,106)
Other comprehensive (loss) income for the year, net of tax		(56,422,606)	(173,516,626)	(10,697,276)	19,429,126
Total comprehensive (loss) income for the year		(155,768,158)	(560,501,857)	104,143,243	(4,842,545)

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

Statement of Profit or Loss and Other Comprehensive Income (Continued)

Charn Issara Development Public Company Limited and Its Subsidiaries

For the year ended December 31, 2021

Un[t : Baht

	Notes	Consolidated financial statements		Separate financial statements	
		2021	2020	2021	2020
(Loss) profit attributable to:					
Owners of the parent		(44,608,270)	(328,225,285)	114,840,519	(24,271,671)
Non-controlling interests		(54,737,282)	(58,759,946)		
		(99,345,552)	(386,985,231)		
Total comprehensive (loss) income attributable to:					
Owners of the parent		(95,228,392)	(478,522,864)	104,143,243	(4,842,545)
Non-controlling interests		(60,539,766)	(81,978,993)		
		(155,768,158)	(560,501,857)		
Basic (loss) earnings per share (Baht)	36	(0.0418)	(0.3077)	0.1077	(0.0228)

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

Statements of Cash Flows

Charn Issara Development Public Company Limited and Its Subsidiaries

For the year ended December 31, 2021

Unit : Baht

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
CASH FLOWS FROM OPERATING ACTIVITIES				
(Loss) profit for the years	(99,345,552)	(386,985,231)	114,840,519	(24,271,671)
Adjustments to reconcile profit (loss) to cash provided by (used in)				
Adjust with income tax (income) expense	(22,471,911)	(84,945,494)	(761,901)	2,753,805
Finance income	(1,103,275)	(1,915,188)	(32,031,457)	(22,167,482)
Finance costs	323,487,385	330,247,605	92,522,698	80,458,157
Depreciation	271,566,983	277,481,299	18,155,764	17,457,950
Amortization	1,608,346	1,377,765	51,832	66,860
Amortization of front-end fee on borrowings				
from financial institutions and other companies	2,081,885	-	860,956	-
Amortization of issuance cost of bonds	8,295,932	5,385,014	8,295,932	5,385,014
Impairment loss determined in accordance with TFRS 9	7,859,469	779,659	3,824,977	65,259
Expenses from non-current provision for employee benefits	4,240,056	2,029,987	1,901,188	793,238
Unrealized loss on measuring other current financial assets	-	37,527	-	37,527
Share of profit from investments in associates	-	(1,943,269)	-	-
Gain from sale of other current financial assets	-	(360,984)	-	(360,984)
Gain from sale of investments in associates	-	(4,326,296)	-	(52,616,557)
Dividends received from other non-current financial assets	(11,590,854)	(19,322,952)	(11,590,854)	(13,171,425)
Gain arising from reclassification of investments in an associate				
to other non-current financial assets	-	(3,937,450)	-	-
Gain from sale of investment properties	(18,725,000)	-	-	-
Loss from sale of equipment	21,320	54,642	-	14,278
Gain from termination of lease agreement	(669,539)	-	(669,539)	-
Gain from lease modification	(137,654)	(377,201)	(137,654)	(118,885)
Unrealized gain on foreign exchange rate	-	(13,800)	-	(13,800)
Loss (gain) on fair value measurement of investment properties	4,980,000	(10,417,896)	4,550,000	(6,107,896)
Gain from the waiver of lease payments	(266,696,000)	-	-	-
Net cash provided by (used in) operating activities				
before changes in operating assets and liabilities	203,401,591	102,847,737	199,812,461	(11,796,612)
Decrease (increase) in operating assets				
Trade and other current receivables	(25,816,714)	125,987,237	(15,835,992)	4,323,488
Costs of property development projects for sales	542,882,086	(549,534,837)	451,606,002	(143,992,791)
Inventories	1,235,211	3,143,965	-	-
Other current assets	(4,949,806)	1,993,732	2,250,058	189,175
Other non-current assets	4,149,954	2,613,537	(150,821)	491,503

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

Statements of Cash Flows (Continued)

Charn Issara Development Public Company Limited and Its Subsidiaries

For the year ended December 31, 2021

Un[t : Baht

Notes	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
CASH FLOWS FROM OPERATING ACTIVITIES (CONTINUED)				
Increase (decrease) in operating liabilities				
Trade and other current payables	10,844,849	(163,365,885)	66,416,420	(33,290,826)
Contract liabilities	207,329,507	24,676,604	150,953,910	74,963,123
Retention payables	(13,123,952)	(11,216,398)	(2,520,964)	4,468,849
Other current liabilities	1,288,219	(8,990,643)	933,569	(1,299,426)
Other non-current liabilities	5,456,708	(282,499)	(561,576)	(833,681)
Cash paid for non-current provisions for employee benefits	(4,078,400)	(2,723,867)	-	(2,723,867)
Cash provided by (used in) operating activities	928,619,253	(474,851,317)	852,903,067	(109,501,065)
Cash paid for income tax	(19,613,645)	(2,002,310)	(12,929,656)	5,845,540
Net cash provided by (used in) operating activities	909,005,608	(476,853,627)	839,973,411	(103,655,525)
CASH FLOWS FROM INVESTING ACTIVITIES				
Increase (decrease) in deposit at financial institutions used as collaterals	239,565	(525)	-	-
Cash received from sale of other current financial assets	61,144,641	110,221,200	3,134,701	105,221,200
Cash paid for other current financial assets	(136,183,723)	(103,134,701)	(3,173,783)	(103,134,701)
Cash received from short-term loans to subsidiaries	-	-	37,000,000	68,000,000
Cash paid for short-term loans to subsidiaries	-	-	(328,000,000)	(119,500,000)
Cash received for long-term loans to subsidiaries	-	-	73,000,000	-
Cash paid for increased share capital of subsidiaries	-	-	(120,000,000)	-
Cash received from sale of investment in an associate	-	209,997,557	-	209,997,557
Dividends income received from other non-current financial assets	11,590,854	19,322,952	11,590,854	13,171,425
Cash received for sale of investment properties	72,000,000	-	-	-
Cash received from sale of property, plant and equipment	20,556	13,008	-	1,869
Cash paid for purchase of property, plant and equipment	(292,219,186)	(343,417,641)	(163,013)	(1,604,935)
Cash received from termination of lease agreements	3,289,710	-	3,289,710	-
Cash paid for purchase of intangible asset	(1,847,772)	(355,965)	(26,160)	(107,614)
Interest received	889,069	1,983,219	17,090,325	17,030,858
Net cash (used in) provided by investing activities	(281,076,286)	(105,370,896)	(306,257,366)	189,075,659

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

Statements of Cash Flows (Continued)

Charn Issara Development Public Company Limited and Its Subsidiaries

For the year ended December 31, 2021

Unit : Baht

		Consolidated financial statements		Separate financial statements	
	Notes	2021	2020	2021	2020
CASH FLOWS FROM FINANCING ACTIVITIES (CONTINUED)					
(Decrease) increase in overdrafts from financial institutions		(104,425)	5,006,352	-	-
Cash received from short-term borrowings from financial institutions		660,000,000	365,680,000	640,000,000	335,680,000
Cash paid for repayment of short-term borrowings from financial institutions		(785,680,000)	(50,000,000)	(785,680,000)	(20,000,000)
Cash paid for repayment of short-term borrowings from related companies		(10,000,000)	(47,000,000)	-	-
Cash received from long-term borrowings from financial institutions		973,617,463	1,038,403,093	540,740,000	47,539,000
Cash paid for repayment of long-term borrowings from financial institutions		(1,391,627,176)	(286,367,350)	(688,084,673)	(70,910,000)
Cash received from long-term borrowings from other companies		253,452,500	35,000,000	-	-
Cash paid for repayment of long-term borrowings from other companies		-	(41,502,607)	-	-
Cash paid for repayment of long-term borrowings from related companies		(67,000,000)	-	-	-
Cash paid for repayment of lease liabilities		(75,496,500)	(63,524,023)	(14,151,218)	(10,482,667)
Cash received from issuing of bonds, net of issuance costs		939,311,422	285,644,178	939,311,422	285,644,178
Cash paid for matured bonds		(1,200,000,000)	(439,700,000)	(1,200,000,000)	(439,700,000)
Cash received from issuing of ordinary shares		-	5,260	-	5,260
Dividends paid		-	(16,531,796)	-	(16,531,796)
Cash received from non-controlling interests for increased share capital of subsidiaries		120,000,000	-	-	-
Interest paid		(277,435,016)	(230,714,328)	(168,467,914)	(152,099,719)
Net cash (used in) provided by financing activities		(860,961,732)	554,398,779	(736,332,383)	(40,855,744)
Net (decrease) increase in cash and cash equivalents		(233,032,410)	(27,825,744)	(202,616,338)	44,564,390
Cash and cash equivalents as at January 1,		568,741,281	596,567,025	333,651,210	289,086,820
Cash and cash equivalents as at December 31,		335,708,871	568,741,281	131,034,872	333,651,210

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

Statement of Changes in Shareholders' Equity

Charm Issara Development Public Company Limited and Its Subsidiaries
For the year ended As at December 31, 2021

Unit: Baht

Notes	Consolidated financial statements									
	Issued and paid-up share capital	Share premium	Other components of shareholders' equity					Total equity attributable to owners of the parent	Non-controlling interests	Total shareholders' equity
			Retained earnings		Other comprehensive income (loss)					
			Appropriated	Unappropriated	Surplus on change in interest in equity of subsidiaries	Gain (loss) on measuring financial assets	Total other components of shareholders' equity			
	Legal reserve									
Brought forward balance as at January 1, 2020	1,066,593,433	98,127,193	49,701,935	755,669,207	22,390,288	65,924,301	88,314,589	2,058,406,357	956,526,269	3,014,932,626
	-	-	-	(328,225,285)	-	-	-	(328,225,285)	(58,759,946)	(386,985,231)
	-	-	-	(5,706,097)	-	(144,591,482)	(144,591,482)	(150,297,579)	(23,219,047)	(173,516,626)
	-	-	-	(333,931,382)	-	(144,591,482)	(144,591,482)	(478,522,864)	(81,978,993)	(560,501,857)
	2,432	2,828	-	-	-	-	-	5,260	-	5,260
	-	-	-	(16,531,796)	-	-	-	(16,531,796)	-	(16,531,796)
Carried forward balance as at December 31, 2020	1,066,595,865	98,130,021	49,701,935	405,206,029	22,390,288	(78,667,181)	(56,276,893)	1,563,356,957	874,547,276	2,437,904,233
Brought forward balance as at January 1, 2021	1,066,595,865	98,130,021	49,701,935	405,206,029	22,390,288	(78,667,181)	(56,276,893)	1,563,356,957	874,547,276	2,437,904,233
	-	-	5,742,026	(5,742,026)	-	-	-	-	-	-
	-	-	-	(44,608,270)	-	-	-	(44,608,270)	(54,737,282)	(99,345,552)
	-	-	-	1,474,272	-	(52,094,394)	(52,094,394)	(50,620,122)	(5,802,484)	(56,422,606)
	-	-	-	(43,133,998)	-	(52,094,394)	(52,094,394)	(95,228,392)	(60,539,766)	(155,768,158)
	-	-	-	-	-	-	-	-	120,000,000	120,000,000
Carried forward balance as at December 31, 2021	1,066,595,865	98,130,021	55,443,961	356,330,005	22,390,288	(130,761,575)	(108,371,287)	1,468,128,565	934,007,510	2,402,136,075

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

Statement of Changes in Shareholders' Equity

Charn Issara Development Public Company Limited and Its Subsidiaries
For the year ended As at December 31, 2021

Unit: Baht

Notes	Separate financial statements						
	Issued and paid-up share capital	Share premium	Retained earnings		Other components of shareholders' equity		Total shareholders' equity
			Appropriated	Unappropriated	Other comprehensive income	Total other components of shareholders' equity	
Brought forward balance as at January 1, 2020	1,066,593,433	98,127,193	49,701,935	219,321,159	65,924,301	65,924,301	1,499,668,021
Loss for the year	-	-	-	(24,271,671)	-	-	(24,271,671)
Other comprehensive loss (gain) for the year	-	-	-	(3,050,106)	22,479,232	22,479,232	19,429,126
Total comprehensive loss (gain) for the year	-	-	(27,321,777)	-	22,479,232	22,479,232	(4,842,545)
Ordinary shares issued during the year	2,432	2,828	-	-	-	-	5,260
Dividends paid to shareholders	-	-	-	(16,531,796)	-	-	(16,531,796)
Carried forward balance as at December 31, 2020	1,066,595,865	98,130,021	49,701,935	175,467,586	88,403,533	88,403,533	1,478,298,940
Brought forward balance as at January 1, 2021	1,066,595,865	98,130,021	49,701,935	175,467,586	88,403,533	88,403,533	1,478,298,940
Increase legal reserve for the year	-	-	5,742,026	(5,742,026)	-	-	-
Profit for the year	-	-	-	114,840,519	-	-	114,840,519
Other comprehensive income (loss) for the year	-	-	-	542,340	(11,239,616)	(11,239,616)	(10,697,276)
Total comprehensive income (loss) for the year	-	-	-	115,382,859	(11,239,616)	(11,239,616)	104,143,243
Carried forward balance as at December 31, 2021	1,066,595,865	98,130,021	55,443,961	285,108,419	77,163,917	77,163,917	1,582,442,183

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

CHARN ISSARA DEVELOPMENT PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
 NOTES TO CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS
 FOR THE YEAR ENDED DECEMBER 31, 2021

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CHARN ISSARA DEVELOPMENT PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
NOTES TO CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 2021

1. OPERATION AND GENERAL INFORMATION OF THE COMPANY

1.1 Operation

Charn Issara Development Public Company Limited (the “Company”) is a public company incorporated under Thai law on June 27, 2002. The registered office of the Company is at 2922/200, 10th floor, Charn Issara Tower 2, New Petchburi Road, Bangkok Sub-district, Huaykwang District, Bangkok.

The Company is principally engaged in sale or lease of office condominiums and property development in Thailand. The subsidiaries of the Company are principally engaged in businesses as disclosed in Note 2.6.1 to the consolidated financial statements.

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

1.2 Coronavirus Disease 2019 Pandemic

The Coronavirus disease 2019 (“COVID-19”) pandemic is continuing to evolve, resulting in an economic slowdown and adversely impacting most businesses and industries. This situation may bring uncertainties and has an impact on the environment in which the Group operates. However, the Group’s management has continuously monitored ongoing developments and assessed the financial impact in respect of the valuation of assets, provisions and contingent liabilities. The management will exercise judgement in respect of various issues as the situation has evolved.

2. BASIS OF PREPARATION AND PRESENTATION OF THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS

2.1 The Group and the Company maintain their accounting records in Thai Baht and prepare their statutory financial statements in Thai language in conformity with Thai Financial Reporting Standards and accounting practices generally accepted in Thailand.

The financial statements in Thai language are the official statutory financial statements of the Group and the Company. The financial statements in English language have been translated from the Thai language financial statements.

2.2 The Group’s and the Company’s financial statements have been prepared in accordance with the Thai Accounting Standard (TAS) No. 1 “Presentation of Financial Statements”, which was effective for financial periods beginning on or after January 1, 2021 onwards, and the Regulation of The Stock Exchange of Thailand (SET) dated October 2, 2017, regarding the preparation and submission of financial statements and reports for the financial position and results of operations of the listed companies B.E. 2560 and the Notification of the Department of Business Development regarding “The Brief Particulars in the Financial Statement (No.3) B.E. 2562” dated December 26, 2019.

2.3 The financial statements have been prepared under the historical cost basis except as disclosed in the significant accounting policies (Note 3).

2.4 TFRSs impacting the reporting and disclosures in the current period financial statements

During the year, the Group and the Company have adopted the revised and new financial reporting standards and the Conceptual Framework for Financial Reporting issued by the Federation of Accounting Professions which are effective for fiscal years beginning on or after January 1, 2021. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards, with most of the changes directed towards revisions to references to the Conceptual Framework in TFRSs, the amendment for definition of business, the amendment for definition of materiality and accounting requirements for interest rate reform. The adoption of these financial reporting standards does not have any significant impact on the Group's and the Company's financial statements.

2.5 TFRSs announced in the Royal Gazette but not yet effective

The Amendment to Thai Financial Reporting Standards No. 16 "Leases" ("TFRS 16") added the requirements for the temporary exception arising from the Phase 2 of the interest rate benchmark reform amendments, which an entity shall apply these amendments for annual reporting periods beginning on or after January 1, 2022 with earlier application permitted. This revised TFRS 16 has been announced in the Royal Gazette on January 27, 2021.

The Federation of Accounting Professions has issued the Notification regarding the amendments to Thai Financial Reporting Standards No. 4 "Insurance Contracts", Thai Financial Reporting Standards No. 7 "Financial Instruments: Disclosures", and Thai Financial Reporting Standards No. 9 "Financial Instruments", which have been announced in the Royal Gazette on June 28, 2021 and will be effective for the financial statements for the period beginning on or after January 1, 2022 onwards with earlier application permitted. The amendment to such Thai Financial Reporting Standards are relevant to the Phase 2 of the interest rate benchmark reform amendments which provided practical expedients for the modification of the contractual cash flows of financial assets or financial liabilities resulted from the interest rate benchmark reform, including temporary exceptions from specific hedge accounting requirements, and additional disclosure requirements of TFRS 7.

In addition, the Federation of Accounting Professions has issued the Notification regarding the amendments to Thai Financial Reporting Standards which have been announced in the Royal Gazette on December 22, 2021, as follows:

- * Thai Financial Reporting Standards No. 1 "First-time Adoption of Thai Financial Reporting Standards", to be effective for the financial statements for the period beginning on or after January 1, 2022 onwards.
- * Accounting Treatment Guidance on "Guidelines regarding the provision of financial assistance to the debtors affected by the COVID-19", which the objective of this accounting treatment guidance is to be used as the temporary relaxation measures for entities who providing assistance their debtors affected by the COVID-19 with the supporting period during January 1, 2022 to December 31, 2023 or until there are any changes from the Bank of Thailand, which require the compliance for such changes. The entities elect to apply the temporary relaxation measures according to this accounting treatment guidance should be disclosed information as required.

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

2.6 Preparation of consolidated financial statements

2.6.1 The Consolidated financial statements comprise the Company and its subsidiaries' financial statements and the Group's interest in associates.

Material intercompany balances and transactions have been eliminated from these consolidated financial statements. The consolidated financial statements for the years ended December 31, 2021 and 2020, have included the financial information of the Company's subsidiaries for the years then ended as follows:

Company's name	Nature of business	Country of incorporation	Percentage of shareholding	
			2021	2020
<u>Subsidiaries in which their shares are held by the Company</u>				
Charn Issara Residence Co., Ltd.	Real estate development and hotel operations	Thailand	85.36	85.36
Charn Issara Viphapol Co., Ltd.	Real estate development	Thailand	49.99	49.99
C.I.N. Estate Co., Ltd.	Real estate development	Thailand	59.99	59.99
Issara United Co., Ltd.	Real estate development	Thailand	49.99	49.99
Issara Junfa Co., Ltd.	Real estate development and hotel operations	Thailand	86.30	86.30
Issara United Development Co., Ltd.	and hotel operations	Thailand	49.99	49.99
Real estate development		Thailand	49.99	49.99
Charn Issara Reit Management Co., Ltd.	REIT Management	Thailand	99.99	99.99
<u>Subsidiary in which its shares is held by</u>				
<u>Charn Issara Residence Co., Ltd.</u>	Hotel operations	Thailand	99.99	99.99
Sri panwa Management Co., Ltd.				

2.6.2 The Company prepared separate financial statements presenting investments in subsidiaries using cost method.

2.6.3 The Company is able to assume the controlling upon invested entities or subsidiaries only if the Company possesses a right to share profit or possesses interests in the future of the invested entities and the Company can exert influence over the entities' activities which cause material effect upon the operating return.

2.6.4 The subsidiaries' financial statements are prepared in accordance with significant accounting policies implemented by the Company.

2.6.5 Non-controlling interest in subsidiaries is defined as profit or loss and net assets of the subsidiaries which do not belong to the Company. It is presented as a separate section in comprehensive income and shareholders' equity in the consolidated financial statements.

3. SIGNIFICANT ACCOUNTING POLICIES

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

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

3.1 Revenue recognition

The Group and the Company recognize revenues from the following major sources:

- Revenue from real estate sales
- Revenue from hotel operations
- Revenue from rental and services
- Revenue from sales of goods
- Interest income and other income
- Dividend income

Revenue is measured based on the consideration specified in a contract with a customer and excludes amounts collected on behalf of third parties. The Group and the Company recognize revenue when they transfer control of a product or service to a customer.

3.1.1 Revenue from real estate sales

The Group and the Company directly sell real estate projects consisting of villa, detached houses and condominium units to the customers through financial institutions and directly sell to the customer through sales office of each project.

The Group and the Company recognize deposit received from customer for reserving property unit as contract liability until control is transferred to customer.

The Group and the Company recognize transfer deposit and trade receivable when a property unit is transferred to the customer. The revenue is recognized when the Group releases control upon the real estate unit to the customer on the statement of profit or loss and other comprehensive income.

In case that the construction of common area has not been completed on a day the control over the real estate unit is transferred to the customer, portion of the sales price will be allocated to such common area. The Group and the Company recognized revenue from portion of the common area under construction as unearned revenue presented as a liability on the statement of financial position which will be reversed to revenue from real estate sales on the statement of profit or loss and other comprehensive income when the construction of such common area is completed in line with the cost of the common area incurred according to the contract with the customer.

Mortgage fee and transfer registration fee of real estate projects or sinking fund and common area paid to juristic person which are paid on behalf of the customer when the property is registered and transferred to the customer by the Group and the Company, therefore, are considered to be award or amount paid on behalf of customer are deducted from revenue from real estate sales on the statement of comprehensive income instead of selling expense previously recognized.

Cost to obtain a contract is a commission necessarily paid in order to obtain a contract with customer. The Group and the Company considered the commission paid to obtain contract with customers should be recognized as an asset and is recognized as expense on the statement of profit or loss and other comprehensive income to be in line with associated revenue recognition instead of recognizing selling expense when the transaction occurred.

3.1.2 Revenue from hotel operations

Revenue from hotel operation is recognized at a point in time based on a room occupancy while revenue from restaurant operations and other related services are recognized at a point in time when goods are delivered or the services are rendered to the customers.

3.1.3 Revenue from rental

Rental revenue from rental of units in office buildings and plazas are recognized on the straight-line basis over the lease terms.

3.1.4 Revenue from rendering services

Management fee and other fees earned from rendering services are recognized when a customer obtains control of the services in an amount that reflects the consideration to which the Group and the Company expect to be entitled, excluding those amounts collected on behalf of third parties. Revenue is recognized by excluding value added taxes, net of deduction of discounts, if any. Revenue from rendering services is recognized at point in time and over time when services are rendered to customer, depending on conditions of agreements.

3.1.5 Revenue from sales of goods

Revenue from sales of goods is recognized in statement of profit or loss and other comprehensive income when the control over the goods is passed to the buyer.

3.1.6 Interest income and other income

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

3.1.7 Dividend income

Dividend income is recognized when the right to receive the dividends is established.

3.2 Cost of real estate sales, cost of rental and services

In determining the costs of sales of land and houses and cost of residential condominium unit, the anticipated total development costs (after recognizing the costs incurred to date) are attributed to units already sold on the basis of the salable area and then recognized as costs in profit or loss in accordance with revenue recognition.

The cost of construction actually incurred but not yet allocated to cost of sales in profit or loss is presented as "Costs of property development projects for sales" in the statements of financial position.

In determining cost of rental and services, expenses directly attributable to the office building such as household taxes and facilities expenses are attributed to cost of rental and services on the basis of used area.

Cost to obtain a contract

The Group and the Company recognize commission paid to obtain a customer contract as an asset and amortized to expenses on a systematic basis that is consistent with the pattern of revenue recognition. Provision of loss on impairment asset is recognized to the extent that the carrying amount of an asset recognized exceeds the remaining amount of consideration that the Group and the Company expects to receive less related costs.

3.3 Cash and cash equivalents

Cash and cash equivalents consist of cash on hand, all types of deposits with financial institutions with original maturities of three months or less from the date of acquisition and excluding deposit at financial institutions used as collateral.

3.4 Trade and other current receivables

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

The allowance for expected credit losses is disclosed in Note 3.7.

3.5 Costs of properties development projects for sale

Costs of property development projects for sales are stated at cost less allowance for loss on diminution in value of projects, if any. The details of cost calculation are as follows:

- Land - Cost of land is recorded separately for each project.
- Construction in progress - Construction in progress consists of the cost of design, cost of construction, public utility costs and interest capitalized to cost of projects.

The Group and the Company will recognize loss on diminution in value of project in the statement of profit or loss and other comprehensive income, if any.

3.6 Inventory

Inventories are measured at the lower of cost and net realizable value.

Cost of inventories is calculated using the weighted average method.

Net realizable value is calculated as the expected proceed received from sale in a normal cause of business less estimated expenditures which make the items ready to be sold.

Operation equipment (utensils and linen) are stated at cost using weighted average method. The asset value is derived from annual physical count as at the end of reporting period.

3.7 Financial instruments

Financial assets and financial liabilities are recognized in the consolidated and separate statement of financial position when the Group and the Company become a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issuance of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in profit or loss.

Financial assets

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

Classification of financial assets

Equity instruments designated as at FVTOCI

On initial recognition, the Group and the Company may make an irrevocable election (on an instrument-by-instrument basis) to designate investments in equity instruments as at FVTOCI. Designation at FVTOCI is not permitted if the equity investment is held for trading or if it is contingent consideration recognized by an acquirer in a business combination.

A financial asset is held for trading if;

- It has been acquired principally for the purpose of selling it in the near term; or
- On initial recognition it is part of a portfolio of identified financial instruments that the Group and the Company manage together and have evidence of a recent actual pattern of short-term profit-taking; or
- It is a derivative (except for a derivative that is a financial guarantee contract or a designated and effective hedging instrument).

Investments in equity instruments at FVTOCI are initially measured at fair value plus transaction costs.

Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognized in other comprehensive income and accumulated in the investments revaluation reserve. The cumulative gain or loss is not be classified to profit or loss on disposal of the equity investments, instead, it is transferred to retained earnings.

Dividends on these investments in equity instruments are recognized in profit or loss in accordance with TFRS 9, unless the dividends clearly represent a recovery of part of the cost of the investment. Dividends are included in the "finance income" line item in profit or loss.

The Group and the Company have designated all investments in equity instruments that are not held for trading as at FVTOCI on initial application of TFRS 9.

Impairment of financial assets

The Group and the Company recognize a loss allowance for expected credit losses on investments in debt instruments that are measured at amortized cost or at FVTOCI, trade and other current receivables and contract assets. The amount of expected credit losses is updated at each reporting period date to reflect changes in credit risk since initial recognition of the respective financial instrument.

The Group and the Company always recognize lifetime ECL for trade receivables, contract assets and lease receivables. The expected credit losses on these financial assets are estimated using a provision matrix based on the Group's and the Company's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

For all other financial instruments, the Group and the Company recognize lifetime ECL when there has been a significant increase in credit risk since initial recognition. However, if the credit risk on the financial instrument has not increased significantly since initial recognition, the Group and the Company measure the loss allowance for that financial instrument at an amount equal to 12-month ECL.

Lifetime ECL represents the expected credit losses that will result from all possible default events over the expected life of a financial instrument. In contrast, 12-month ECL represents the portion of lifetime ECL that is expected to result from default events on a financial instrument that are possible within 12 months after the reporting date.

Measurement and recognition of expected credit losses

The measurement of expected credit losses is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information. As for the exposure at default, for financial assets, this is represented by the asset's gross carrying amount at the reporting date; for financial guarantee contracts, the exposure includes the amount drawn down as at the reporting date, together with any additional amounts expected to be drawn down in the future by default date determined based on historical trend, the Group's and the Company's understanding of the specific future financing need of the debtors, and other relevant forward-looking information.

For financial assets, the expected credit loss is estimated as the difference between all contractual cash flows that are due to the Group and the Company in accordance with the contract and all the cash flows that the Group and the Company expects to receive, discounted at the original effective interest rate. For trade and other current receivables, the cash flows used for determining the expected credit losses is consistent with the cash flows used in measuring the trade and other current receivables in accordance with TFRS 16 "Leases".

For a financial guarantee contracts, as the Group and the Company are required to make payments only in the event of a default by the debtor in accordance with the terms of the instrument that is guaranteed, the expected loss allowance is the expected payments to reimburse the holder for a credit loss that it incurs less any amounts that the Group and the Company expect to receive from the holder, the debtor or any other parties.

If the Group and the Company have measured the loss allowance for a financial instrument at an amount equal to lifetime ECL in the previous reporting period, but determines at the current reporting date that the conditions for lifetime ECL are no longer met, the Group and the Company measure the loss allowance at an amount equal to 12-month ECL at the current reporting date, except for assets for which simplified approach was used.

The Group and the Company recognize an impairment gain or loss in profit or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account, except for investments in debt instruments that are measured at FVTOCI, for which the loss allowance is recognized in other comprehensive income and accumulated in the investment revaluation reserve, and does not reduce the carrying amount of the financial asset in the statement of financial position.

Derecognition of financial assets

The Group and the Company derecognize a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group and the Company neither transfer nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group and the Company recognize its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group and the Company retain substantially all the risks and rewards of ownership of a transferred financial asset, the Group and the Company continue to recognize the financial asset and also recognize a collateralized borrowing for the proceeds received.

On derecognition of a financial asset measured at amortized cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognized in profit or loss. In addition, on derecognition of an investment in a debt instrument classified as at FVTOCI, the cumulative gain or loss previously accumulated in the investments revaluation reserve is reclassified to profit or loss. In contrast, on derecognition of an investment in equity instrument which the Group and the Company have elected on initial recognition to measure at FVTOCI, the cumulative gain or loss previously accumulated in the investments revaluation reserve is not reclassified to profit or loss, but is transferred to retained earnings.

Financial liabilities

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

Financial liabilities measured subsequently at amortized cost

Financial liabilities that are not (i) contingent consideration of an acquirer in a business combination, (ii) held-for-trading, or (iii) designated as at FVTPL, are measured subsequently at amortized cost using the effective interest method.

The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the amortized cost of a financial liability.

Derecognition of financial liabilities

The Group and the Company derecognize financial liabilities when, and only when, the Group's and the Company's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognized and the consideration paid and payable is recognized in profit or loss.

3.8 Investment properties

Investment properties are properties which are held to earn rental income or for capital appreciation or for both, but not for sale in the ordinary course of business, use in the production or supply of goods or services or for administrative purposes.

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at fair value. Any gains or losses arising from changes in the value of investment properties are recognized in profit or loss when incurred.

The Group and the Company recognize the difference between the net disposal proceeds and the carrying amount of the asset in profit or loss in the year when investment property is derecognized.

3.9 Land held for development

Land held for development are stated at specific cost or net realizable value whichever is lower. Cost includes land, construction and design costs, other expenses directly related to the project and related borrowing costs, which will stop recording borrowing costs as project costs when project development is completed or stopped.

3.10 Property, plant and equipment

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

Plant and equipment are measured at cost less accumulated depreciation and allowance for impairment losses, if any.

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

Buildings	5, 15, 20 and 30	years
Building improvements	5, 10, 20 and 30	years
Furniture and office equipment	2, 3 and 5	years
Vehicles	3 and 5	years

No depreciation is provided on land and construction in progress.

In case of impairment of property, plant and equipment, the resultant loss on impairment is recognized as expense in the statements of profit or loss and other comprehensive income.

Construction in progress includes construction cost, borrowing costs that are directly attributable to loans for construction and other related costs directly to constructing the asset or bringing it to working condition.

3.11 Intangible asset

Intangible asset is computer software stated at cost less accumulated amortization and allowance for impairment, if any.

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

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

The estimated useful lives are as the following estimated useful lives for 3, 5 and 10 years.

3.12 Borrowing costs

Borrowing costs directly attributable to the acquisitions construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the respective assets. All other borrowing cost are expensed in the period that they are incurred.

Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds are expense in the period when incurred.

3.13 Impairment

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

The Group and the Company recognize impairment loss when the recoverable amount of an asset is lower than its carrying amount. The recoverable amount is the higher of the asset's fair value less cost to sell and its value in use. In determining asset's value in use, the Group and the Company estimate the future cash flows generated by the asset and discounts to be present value using a pre-tax discount rate which reflects current market risk assessments of the time value of money and the risk specific to the asset. In determining fair value less costs to sell, an appropriate valuation model is used reflect the amount that the Group and the Company could obtain from the disposal of the asset in an arm's length transaction between knowledgeable, willing parties, after deducting the costs of disposal.

The Group and the Company recognize an impairment loss as expense in the statement of profit or loss and other comprehensive income.

3.14 Related party transactions

Related companies comprise enterprises and individuals that control, or are controlled by, the Company, whether directly or indirectly, or which are under common control with the Company.

They also include associates and individuals which directly or indirectly own a voting interest in the Company that gives them significant influence over the Company, key management personnel, directors and officers with authority in the planning and direction of the Company's operations.

3.15 Leases

The Group and the Company as lessee

The Group and the Company assess whether a contract is or contains a lease, at inception of the contract. The Group and the Company recognize a right-of-use asset and corresponding lease liability with respect to all lease arrangements in which it is the lease, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets (i.e. copied machine and office equipment etc.). For these leases, the Group and the Company recognize the lease payments as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leases assets are consumed.

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

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

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

The lease liability is presented as a separate line in the statement of financial position.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

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

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

The right-of-use assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before the commencement day, less any lease incentives received and any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Whenever the Group and the Company incur an obligation for costs to dismantle and remove a leased asset, restore the site on which it is located or restore the underlying asset to the condition required by the terms and conditions of the lease, a provision is recognized and measured under TAS 37 “Provisions Contingent Liabilities and Contingent Assets”. To the extent that the costs relate to a right-of-use asset, the costs are included in the related right-of-use asset, unless those costs are incurred to produce inventories.

Right-of-use assets are depreciated over the shorter period of lease term and useful life of the underlying asset. If a lease transfers ownership of the underlying asset or the cost of the right-of-use asset reflects that the Group and the Company expect to exercise a purchase option, the related right-of-use is depreciated over the useful life of the underlying asset. The depreciation starts at the commencement date of the lease.

Depreciation of right-of-use assets is calculated based on cost of assets on a straight-line basis over the estimated useful lives of the duration of each agreement as follows:

Land	1 - 13	years
Building	1 - 14	years
Equipment	4	years
Vehicles	1 - 4	years

The right-of-use assets are presented as a separate line in the consolidated and separate statements of financial position.

The Group and the Company apply TAS 36 “Impairment of Assets” to determine whether a right-of-use asset is impaired and accounts for any identified impairment loss as described in the “Property, Plant and Equipment” policy.

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

The Group and the Company as lessor

The Group and the Company enter into lease agreements as a lessor with respect to some of its investment properties. The Group and the Company also rent office space to customer.

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

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

Amounts due from lessees under finance leases are recognized as receivables at the amount of net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the Group and the Company are net investment outstanding in respect of the leases.

When a contract includes both lease and non-lease components, the Group and the Company apply TFRS 15 to allocate the consideration under the contract to each component.

3.16 Provisions

Provisions are recognized when the Group and the Company have a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

3.17 Employee benefits

3.17.1 Short-term employee benefits

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

A liability is recognized for the amount expected to be paid under short-term cash bonus or profit-sharing plans if the Group and the Company have a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the obligation can be estimated reliably.

3.17.2 Post-employment benefits

Defined contribution plans

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

Defined benefit plans

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

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

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

Past service cost related to the plan amendment is recognized as an expense in the income statement when the plan amendment is effective.

Actuarial gains and losses arising from defined benefit plan are recognized in other comprehensive income.

3.18 Finance costs

Finance costs consist of interest expense and the same category of expenditures which are recorded in statement of profit or loss and other comprehensive income in the period they incurred except for that borrowing costs that are capitalized to be included in the asset's cost resulting from long duration in providing, construction or productivity asset before utilize or sell the assets.

3.19 Income tax expenses

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

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

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognized for the following temporary differences: the initial recognition of goodwill; the initial recognition of assets or liabilities in a transaction in the consolidated financial statement that is not a business combination and that affects neither accounting nor taxable profit or loss; and differences relating to investments in subsidiaries and jointly-controlled entities to the extent that it is probable that they will not reverse in the foreseeable future.

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

In determining the amount of current and deferred tax, the Group takes into account the impact of uncertain tax positions and whether additional taxes and interest may be due. The Group believes that its accruals for tax liabilities are adequate for all open tax years based on its assessment of many factors, including interpretations of tax law and prior experience. This assessment relies on estimates and assumptions and may involve a series of judgments about future events. New information may become available that causes the Group to change its judgment regarding the adequacy of existing tax liabilities; such changes to tax liabilities will impact tax expense in the period when such a determination is made.

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

A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilized. Deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that the related tax benefit will be realized. The Group and the Company recognize deferred tax liabilities for all taxable temporary differences in the consolidated and separate financial statements.

3.20 Basic earnings (loss) per share

The calculations of basic earnings (loss) per share is based on the profit (loss) for the year attributable to equity holders divided by the weighted average number of ordinary shares held by outsiders outstanding during the year net of treasury stocks, if any. The calculations of diluted earnings (loss) per share, if any, were based on the weighted average number of ordinary shares on the assumption that all dilutive potential ordinary shares have been converted to ordinary shares.

3.21 Segment information

Operating segment information is reported in a manner consistent with the internal reports that are regularly reviewed by the chief operating decision maker in order to make decision about the allocation of resources to the segment and assess its performance.

3.22 Fair value measurement

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

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

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date.
- Level 2 inputs are inputs, other than quoted prices included within Level 1, which are observable for the asset or liability, either directly or indirectly.
- Level 3 inputs are unobservable inputs for the asset or liability.

3.23 Critical accounting judgements and key source of estimation uncertainty

3.23.1 Use of management's judgements

The preparation of financial statements in conformity with Thai Financial Reporting Standards (TFRSs) requires the Group's and the Company's management to exercise various judgments in order to determine the accounting policies, estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the end of reporting period and the reported amounts of revenues and expenses during the year. Although these estimates are based on management's reasonable consideration of current events, actual results may differ from these estimates.

Critical judgments in applying the Group's and the Company's accounting policies are as follows:

Recognition of deferred tax assets associated with tax losses carried forward

A deferred tax asset is recognized to the extent that it is probable that it will be utilized in the future and the Group and the Company have assessed them to be probable that the Group and the Company will generate taxable income sufficient to fully utilize the tax losses that exist.

Non-current provisions for employee benefits

The present value of the employee benefit obligations depends on a number of factors that are determined on an actuarial basis using a number of assumptions, including the discount rate. Any changes in these assumptions will have an impact on the carrying amount of such obligations.

The Group and the Company determine the appropriate discount rate at the end of each year. This is the interest rate that should be used to determine the present value of estimated future cash outflows expected to be required to settle the employee benefit obligations. In determining the appropriate discount rate, the Group and the Company consider the market yield of government bonds that are denominated in the currency in which the benefits will be paid, and that have terms to maturity approximating the terms of the related obligations. Additional information is disclosed in Note 26.

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

Significant increase in credit risk

As explained in Note 3.7, expected credit losses are measured as an allowance equal to 12-month ECL for stage 1 assets, or lifetime ECL for stage 2 or stage 3 assets. An asset moves to stage 2 when its credit risk has increased significantly since initial recognition. TFRS 9 does not define what constitutes a significant increase in credit risk. In assessing whether the credit risk of an asset has significantly increased the Group and the Company take into account qualitative and quantitative reasonable and supportable forward looking information.

3.23.2 Key sources of estimation uncertainty

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

Fair value measurements and valuation processes

Some of the Group's and the Company's assets and liabilities are measured at fair value for financial reporting purposes. The Board of Directors of the Company has set up a valuation committee, which is headed by the Assistant Managing Director of Accounting and Finance, to determine the appropriate valuation techniques and inputs for fair value measurements.

In estimating the fair value of an asset or liability, the Group uses market-observable data to the extent it is available. Where Level 1 inputs are not available, the Group uses other observable information either directly or indirectly.

Information about valuation techniques and inputs used in determining the fair value of various assets and liabilities are disclosed in Note 31.

Fair value of investment properties

The fair value of the investment properties of the Group and the Company are appraised by the independent appraisers using value analysis of the Income Approach or Market Approach or Cost Approach. The key assumptions used in the income approach valuation included yield rate, inflation rate, projected rental increases and vacancy rates, as well as other forecast parameters such as the duration of the leases. The appraisal relies on the theoretical hypothesis where the investment properties will be valued as they were fully independent.

Calculation of loss allowance

When measuring expected credit losses the Group and the Company use reasonable and supportable forward looking information, which is based on assumptions for the future movement of different economic drivers and how these drivers will affect each other.

Loss given default is an estimate of the loss arising on default. It is based on the difference between the contractual cash flows due and those that the lender would expect to receive, taking into account cash flows from collateral and integral credit enhancements.

Probability of default constitutes a key input in measuring ECL. Probability of defaults is an estimate of the likelihood of default over a given time horizon, the calculation of which includes historical data, assumptions and expectations of future conditions.

4. RELATED PARTY TRANSACTIONS

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

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

Transactions with related person or parties are conducted at market prices or, where no market price exists, at contractually agreed prices.

Relationships with related persons or parties other than subsidiaries, associates and joint ventures for the years ended December 31, 2021 and 2020 were as follows:

Company's name	Nature of business	Country of incorporation	Relationship
International Resource Development Co., Ltd.	Real estate development	Thailand	Related company
Viphol Holdings Co., Ltd.	Rental and service	Thailand	Shareholder of subsidiary
I.C.C. International Public Company Limited	Business distribution of consumer products	Thailand	Shareholder of subsidiary
Saha Pathanapibul Public Company Limited	Business distribution of consumer products	Thailand	Shareholder of subsidiary
Nawarat Patanakarn Public Company Limited	Engineering and Construction	Thailand	Shareholder of subsidiary
Sumolnart Co., Ltd.	Restaurant	Thailand	Subsidiary's investee
Mana Development Co., Ltd.	Real estate development	Thailand	Shareholder of subsidiary
Junfa Group Co., Ltd.	Real estate development and hotel operation	China	Shareholder of subsidiary
YMG Holdings LLC	Real estate development	China	Shareholder of subsidiary
Bangkok Commercial Property Fund	Property Fund	Thailand	Common Director
Related persons	-	Thailand	Director of the Company

4.1 During the years, the Group and the Company had significant business transactions with related persons and related parties. Such transactions, which are summarized below, arose in the ordinary course of business and were concluded on commercial terms and bases agreed upon between the Company and those related persons and companies.

Unit: Million Baht

	Consolidated financial statements		Separate financial statements		Pricing policy
	2021	2020	2021	2020	
Transactions with subsidiaries (Eliminated from the consolidated financial statements)					
Management fee income	-	-	27	32	Contract price
Rental and service income	-	-	1	1	Contract price
Finance income	-	-	32	21	Contract price
Other income	-	-	7	7	As agreed
Lease and service expenses ⁽¹⁾	-	-	3	2	Contract price

Unit: Million Baht

	Consolidated financial statements		Separate financial statements		Pricing policy
	2521	2020	2021	2020	
Transactions with related companies, directors and shareholders					
Management fee income	6	7	6	7	Contract price
Dividend income	12	13	12	13	As declared
Gain from sale of investment in associates	-	2	-	25	As agreed
Lease and service expenses ⁽¹⁾	8	9	5	5	Contract price
Finance costs	10	15	-	-	Contract price

⁽¹⁾ The lease expenses are presented as right-of-use assets in the statement of financial position according to TFRS 16 “Leases” (“TFRS16”)

4.2 The outstanding balances between the Company and the related companies as at December 31, are as follows:

Unit: Thousand Baht

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Trade and other current receivables				
- related companies (Note 7)				
Subsidiaries	-	-	23,561	8,791
Related companies	603	-	603	-
Total	603	-	24,164	8,791
Trade and other current payables				
- related companies (Note 19)				
Subsidiaries	-	-	196	122
Related companies	68	-	-	-
Total	68	-	196	122
Trade and other non-current payables				
- related companies				
Subsidiaries	-	-	802	802
Total	-	-	802	802

4.3 Balances and movements of loans to related companies are as follows:

4.3.1 Short-term loans to subsidiaries

Unit: Thousand Baht

Separate financial statements							
	Relationship	Interest rate (% p.a.)	Due date	Balance as at December 31, 2020	Increase during the year	Repaid during the year	Balance as at December 31, 2021
Short-term loans to subsidiaries							
Charn Issara Viphapol Co., Ltd.	Subsidiary	MLR	At call	111,500	-	(10,000)	101,500
Issara Junfa Co., Ltd.	Subsidiary	MLR	At call	112,000	301,000	-	413,000
Sri Panwa Management Co., Ltd.	Subsidiary	MLR	At call	55,000	-	-	55,000
Charn Issara Reit Management Co., Ltd.	Subsidiary	MLR	At call	-	27,000	(27,000)	-
Total				278,500	328,000	(37,000)	569,500

Unit: Thousand Baht

Separate financial statements							
	Relationship	Interest rate (% p.a.)	Due date	Balance as at December 31, 2019	Increase during the year	Repaid during the year	Balance as at December 31, 2020
Short-term loans to subsidiaries							
Charn Issara Viphapol Co., Ltd.	Subsidiary	MLR	At call	158,500	-	(47,000)	111,500
Issara Junfa Co., Ltd.	Subsidiary	MLR	At call	67,000	45,000	-	112,000
Charn Issara Reit Management Co., Ltd.	Subsidiary	MLR	At call	1,500	-	(1,500)	-
Sri Panwa Management Co., Ltd.	Subsidiary	MLR	At call	-	74,500	(19,500)	55,000
Total				227,000	119,500	(68,000)	278,500

4.3.2 Long-term loans to subsidiaries

Unit: Thousand Baht

Separate financial statements							
	Relationship	Interest rate (% p.a.)	Due date	Balance as at December 31, 2020	Increase during the year	Repaid during the year	Balance as at December 31, 2021
Long-term loans to subsidiaries							
Issara United Co., Ltd.	Subsidiary	MLR	Dec 30, 2021	55,000	-	(55,000)	-
C.I.N. Estate Co., Ltd.	Subsidiary	MLR	Dec 30, 2022	18,000	-	(18,000)	-
				73,000	-	(73,000)	-
Less Current portion				(55,000)			-
Total				18,000			-

Unit: Thousand Baht

		Separate financial statements						
		Relationship	Interest rate (% p.a.)	Due date	Balance as at December 31, 2019	Increase during the year	Repaid during the year	Balance as at December 31, 2020
Long-term loans to subsidiaries								
Issara United Co., Ltd.		Subsidiary	MLR	Dec 30, 2021	55,000	-	-	55,000
C.I.N. Estate Co., Ltd.		Subsidiary	MLR	Dec 30, 2022	18,000	-	-	18,000
					73,000	-	-	73,000
<u>Less</u> Current portion					-			(55,000)
Total					73,000			18,000

4.3.3 Long-term loan to a related company

Unit: Thousand Baht

		Consolidated financial statements						
		Relationship	Interest rate (% p.a.)	Due date	Balance as at December 31, 2020	Increase during the year	Repaid during the year	Balance as at December 31, 2021
Long-term loan to a related company		Subsidiary of shareholder	0.1	Jul 11, 2024				
Sumolnart Co., Ltd.					1,286	-	-	1,286
Less Current portion					(1,286)			-
Less Allowance for doubtful accounts					-			(1,286)
Total					-			-

Unit: Thousand Baht

		Consolidated financial statements						
		Relationship	Interest rate (% p.a.)	Due date	Balance as at December 31, 2019	Increase during the year	Repaid during the year	Balance as at December 31, 2020
Long-term loan to a related company								
Sumolnart Co., Ltd.		Subsidiary of shareholder	0.1	Jul 11, 2021	1,286	-	-	1,286
Less Current portion					-			(1,286)
Total					1,286			-

On July 12, 2021, Sumolnart Co., Ltd. renewed five unsecured promissory notes with total amounts of Baht 1.28 million to borrow from Charn Issara Residence Co., Ltd. ("CIR") with the fixed interest rate of 0.1% per annum. The interest shall be repaid on a monthly basis and the last interest shall be repaid together with the repayment of principals on July 11, 2024.

Loans to subsidiaries and related companies are unsecured loans in Thai Baht currency.

4.4 Balances and movements of borrowings from related persons and related companies are as follows:

4.4.1 Short-term borrowings from related persons and related companies

Unit: Thousand Baht

	Consolidated financial statements						
	Relationship	Interest rate (% p.a.)	Due date	Balance as at December 31, 2020	Increase during the year	Repaid during the year	Balance as at December 31, 2021
Short-term borrowings from related persons and related companies Viphapol Holdings Co., Ltd.	Subsidiary of shareholder	MLR	At call	9,000	-	-	9,000
Director	Subsidiary's director	MLR	At call	158,500	-	(10,000)	148,500
Total				167,500	-	(10,000)	157,500

Unit: Thousand Baht

Consolidated financial statements							
	Relationship	Interest rate (% p.a.)	Due date	Balance as at December 31, 2019	Increase during the year	Repaid during the year	Balance as at December 31, 2020
Short-term borrowings from related persons and related companies Viphapol Holdings Co., Ltd.	Subsidiary of shareholder	MLR	At call	51,000	-	(42,000)	9,000
Director	Subsidiary's director	MLR	At call	163,500	-	(5,000)	158,500
Total				214,500	-	(47,000)	167,500

4.4.2 Long-term borrowings from related companies

Unit: Thousand Baht

		Consolidated financial statements					
	Relationship	Interest rate (% p.a.)	Due date	Balance as at December 31, 2020	Increase during the year	Repaid during the year	Balance as at December 31, 2021
Long-term borrowings from related companies							
I.C.C. International Public Company Limited	Shareholder of subsidiary	MLR	Dec 30, 2021	27,500	-	(27,500)	-
Saha Pathanapibul Public Company Limited	Shareholder of subsidiary	MLR	Dec 30, 2021	27,500	-	(27,500)	-
Nawarat Patanakarn Public Company Limited	Shareholder of subsidiary	MLR	Dec 30, 2022	12,000	-	(12,000)	-
Total				67,000	-	(67,000)	-
<u>Less</u> Current portion				(55,000)			-
Total				12,000			-

Unit: Thousand Baht

		Consolidated financial statements						
		Relationship	Interest rate (% p.a.)	Due date	Balance as at December 31, 2019	Increase during the year	Repaid during the year	Balance as at December 31, 2020
Long-term borrowings from related companies								
I.C.C. International Public Company Limited		Shareholder of subsidiary	MLR	Dec 30, 2021	27,500	-	-	27,500
Saha Pathanapibul Public Company Limited		Shareholder of subsidiary	MLR	Dec 30, 2021	27,500	-	-	27,500
Nawarat Patanakarn Public Company Limited		Shareholder of subsidiary	MLR	Dec 30, 2022	12,000	-	-	12,000
Total					67,000	-	-	67,000
Less Current portion					-			(55,000)
Total					67,000			12,000

Borrowings from related companies are unsecured borrowings in Thai Baht currency.

4.5 Directors and management's benefits for the years ended December 31, are as below;

Unit: Million Baht

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Short-term employee benefits	67	82	52	65
Post-employment benefits	1	2	1	1
Total	68	84	53	66

5. SUPPLEMENTARY DISCLOSURES OF CASH FLOWS INFORMATION

Supplementary disclosure of cash flows information for the years ended December 31, are as follows:

5.1 Non-cash transactions for the years ended December 31, are as follows:

Unit: Thousand Baht

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Transfer land held for development to property, plant and equipment	49,332	-	-	-
Transfer other current assets to deposit for land	-	2,023	-	2,023
Transfer of property, plant and equipment to right-of-use assets (Notes 15 and 16)	-	13,166	-	3,239
Transfer costs of property development projects for sales to property, plant and equipment	-	12,225	-	12,225
Transfer of deposit for land to costs of property development projects for sales	-	84,000	-	-
Transfer of investment in an associate to other non-current financial assets (Note 11)	-	433,364	-	333,000
Transfer of current investments to other current financial assets	-	9,898	-	4,898
Transfer of current investments to other non-current financial assets (Note 11)	-	609,170	-	-
Transfer of prepaid expenses to right-of-use assets	-	582	-	582
Transfer of accrued expenses to right-of-use assets	-	152,850	-	-
Transfer of other long-term investments in related companies to other non-current financial assets (Note 11)	-	149,681	-	148,967
Effect from the adoption of TFRS 16	-	2,523,009	-	37,085

5.2 Changings in liabilities from financing activities for the years ended December 31, are as follows:

Unit: Thousand Baht

	Consolidated financial statements			
	as at January 1, 2021	Cash flows	Non-cash items	as at December 31, 2021
Overdrafts from financial institutions	24,369	(104)	-	24,265
Short-term borrowings from financial institutions	315,680	(125,680)	-	190,000
Short-term borrowings from related persons and companies	167,500	(10,000)	-	157,500
Long-term borrowings from financial institutions	1,884,292	(418,010)	1,918	1,468,200
Long-term borrowings from other companies	559,897	253,453	164	813,514
Long-term borrowings from related companies	67,000	(67,000)	-	-
Lease liabilities	2,070,338	(75,497)	(56,172)	1,938,669
Bonds	2,283,185	(260,688)	8,296	2,030,793

Unit: Thousand Baht

	Consolidated financial statements			
	as at January 1, 2020	Cash flows	Non-cash items	as at December 31, 2020
Overdrafts from financial institutions	19,363	5,006	-	24,369
Short-term borrowings from financial institutions	-	315,680	-	315,680
Short-term borrowings from related persons and companies	214,500	(47,000)	-	167,500
Long-term borrowings from financial institutions	1,132,256	752,036	-	1,884,292
Long-term borrowings from other companies	566,400	(6,503)	-	559,897
Long-term borrowings from related companies	67,000	-	-	67,000
Lease liabilities	9,682	(63,524)	2,124,180	2,070,338
Bonds	2,431,856	(154,056)	5,385	2,283,185

Unit: Thousand Baht

	Separate financial statements			
	as at January 1, 2021	Cash flows	Non-cash items	as at December 31, 2021
Short-term borrowing from financial institutions	315,680	(145,680)	-	170,000
Long-term borrowing from financial institutions	214,705	(147,345)	861	68,221
Lease liabilities	33,683	(14,151)	5,785	25,317
Bonds	2,283,185	(260,688)	8,296	2,030,793

Unit: Thousand Baht

	Separate financial statements			
	as at January 1, 2020	Cash flows	Non-cash items	as at December 31, 2020
Short-term borrowing from financial institutions	-	315,680	-	315,680
Long-term borrowing from financial institutions	238,076	(23,371)	-	214,705
Lease liabilities	2,400	(10,483)	41,766	33,683
Bonds	2,431,856	(154,056)	5,385	2,283,185

6. CASH AND CASH EQUIVALENTS

Cash and cash equivalents as at December 31, consist of the following:

Unit: Thousand Baht

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Cash on hand	2,852	2,336	43	42
Deposit at financial institutions-current accounts	8,846	4,277	1,441	5,737
Deposit at financial institutions-savings accounts	310,935	522,167	129,551	327,872
Deposit at financial institutions-fixed accountsnot exceeding 3 months	13,076	39,961	-	-
Total	335,709	568,741	131,035	333,651

As at December 31, 2021 and 2020, the Group and the Company have deposits at financial institutions in savings and fixed accounts with original maturities of not exceeding 3 months in Thai Baht currency have interest rates of 0.05% - 1.40% per annum.

7. TRADE AND OTHER CURRENT RECEIVABLES

Trade and other receivables as at December 31, are as follows:

Unit: Thousand Baht

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Trade receivables				
Trade receivables - related companies	-	-	77	90
Trade receivables - other companies	32,469	28,957	8,693	7,597
Less Allowance for expected credit losses	(6,639)	(296)	(3,890)	(296)
Trade receivables	25,830	28,661	4,880	7,391
Other current receivables				
Other current receivables - related companies	-	-	23,484	8,701
Other current receivables - other companies	4,872	5,259	4,059	3,894
Accrued income - related companies	603	-	603	-
Accrued income - other companies	1,178	1,737	914	1,719

Unit: Thousand Baht

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Prepaid expenses	12,379	13,654	1,514	1,451
Cost to obtain contract with customers	32,896	7,333	26,391	5,770
Advanced payment for constructions	13,338	29,081	2,770	8,614
Advanced payments	19,176	5,090	19	142
Other current receivables	84,442	62,154	59,754	30,291
Total	110,272	90,815	64,634	37,682

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

Unit: Thousand Baht

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Trade receivables - related companies				
Aged on the basis of due dates:				
Not yet due	-	-	71	81
Past due:				
Less than 3 months	-	-	6	9
	-	-	77	90
Trade receivables - other companies:				
Aged on the basis of due dates:				
Not yet due	15,769	10,606	3,154	3,445
Past due:				
Less than 3 months	6,924	9,447	1,386	1,940
Over 3 months to 6 months	1,125	2,238	176	1,121
Over 6 months to 12 months	4,460	6,007	1,736	860
Over 12 months	4,191	659	2,241	231
	32,469	28,957	8,693	7,597
Less Allowance for expected credit losses	(6,639)	(296)	(3,890)	(296)
	25,830	28,661	4,803	7,301
Total	25,830	28,661	4,880	7,391

For the years ended December 31, 2021 and 2020, the average credit term for services is between 30 to 90 days without interest charged for pass-due receivables.

The Group always measures the loss allowance for trade and other current receivables at an amount equal to lifetime ECL. The expected credit losses on trade and other current receivables are estimated using a provision matrix by reference to past default experience of the debtor and an analysis of the debtor's current financial position.

The Group has recognized a loss allowance of 100% against all debtors over 365 days past due because historical experience has indicated that these debtors are generally not recoverable.

The following table details the risk profile of trade and other current receivables based on the Group's provision matrix. As the Group's historical credit loss experience does not show significantly different loss patterns for different customer segments, the provision for loss allowance based on past due status is not further distinguished between the Group's different customer segments.

Unit: Thousand Baht

Consolidated financial statements:	Trade and other current receivables - days past due						Total
	1 - 90 days	91 - 120 days	121 - 150 days	151 - 180 days	181 - 365 days	>365 days	
As at December 31, 2021							
Expected credit loss rate	5.63%	21.45%	25.09%	21.85%	15.05%	100%	
Loss for expected credit loss throughout the contract period	800	13	10	12	226	5,578	6,639
							6,639

Unit: Thousand Baht

Consolidated financial statements:	Trade and other current receivables - days past due				Total
	120 - 150 days	151 - 180 days	181 - 365 days	> 365 days	
As at December 31, 2020					
Expected credit loss rate	6.81%	8.13%	2.59%	100%	
Loss for expected credit loss throughout the contract period	24	28	13	231	296
					296

The following table shows the movement in lifetime ECL that has been recognized for trade and other current receivables in accordance with the simplified approach set out in TFRS 9.

Unit : Thousand Baht

Consolidated financial Statements	
Collectively assessed	
Balance as at January 1, 2021	296
Net remeasurement of loss allowance	6,574
Amounts written off	(231)
Balance as at December 31, 2021	6,639

Unit : Thousand Baht

Consolidated financial Statements	
Collectively assessed	
Balance as at January 1, 2020	-
Effect from adoption of TFRS 9	231
Allowance for expected credit loss	65
Balance as at December 31, 2020	296

8. COSTS OF PROPERTY DEVELOPMENT PROJECTS FOR SALES

Costs of property development projects for sales as at December 31, consist of the followings:

Unit: Thousand Baht

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Land and construction development	2,351,951	2,898,432	372,778	916,886
Land and construction under development	2,579,903	2,452,639	941,128	769,470
Total	4,931,854	5,351,071	1,313,906	1,686,356

Movements of costs of property development projects for sales for the years ended December 31, are as follows:

Unit: Thousand Baht

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Brought forward balance as at January 1	5,351,071	4,701,634	1,686,356	1,482,049
Increase in cost of constructions	475,530	1,010,309	208,576	216,011
Capitalized borrowing cost for the year	123,665	112,127	79,156	72,539
Transferred out to property, plant and equipment	-	(12,225)	-	(12,225)
Cost of real estate sales for the year	(1,018,412)	(460,774)	(660,182)	(72,018)
Carried forward balance as at December 31	4,931,854	5,351,071	1,313,906	1,686,356

During the years, the Group and the Company included borrowing costs in the costs property development. These were determined by applying capitalization rates which are the weighted average of the financial charges on total borrowings as follows:

	2021	2020
Borrowing costs included in costs of property development projects for sales (Million Baht)	447	442
Capitalization rates (Percent)	9	10

As at December 31, 2021 and 2020, the Group and the Company have mortgaged their lands and buildings thereon in the property development projects of Baht 5,202 million and Baht 5,388 million, respectively, (The Company only as at December 31, 2021 and 2020: Baht 1,314 million and Baht 1,531 million, respectively) to secure the credit facilities of bank overdrafts, long-term borrowings from financial institutions and bonds of the Group and the Company (Notes 18 and 22).

9. SHORT-TERM LOANS TO SUBSIDIARIES

As at December 31, 2021 and 2020, the Company had short-term loans to three subsidiaries of Baht 569.50 million and Baht 278.50 million, respectively, represented in form of unsecured Thai-Baht promissory notes due at call. Interest will be repaid on a monthly basis at interest rates as stipulated in promissory notes referred to the interest rate of minimum loan rate (MLR) per annum (Note 4.3).

10. INVENTORIES

Inventories as at December 31, consist of the followings:

Unit: Thousand Baht

	Consolidated financial statements	
	2021	2020
Food and beverages	7,038	7,254
Operating equipment	14,425	14,770
Other operating supplies	5,737	6,272
Finished goods	1,286	1,425
Total	28,486	29,721

11. OTHER FINANCIAL ASSETS

Other financial assets consist of the following:

Unit: Thousand Baht

	Consolidated financial statements			
	Balances as at December 31, 2021		Balances as at December 30, 2020	
	Financial assets measured at amortized cost	Investments measured at FVTOCI	Financial assets measured at amortized cost	Investments measured at FVTOCI
Other current financial assets	78,174	-	3,135	-
Other non-current financial assets	-	793,613	-	867,492
Total	78,174	793,613	3,135	867,492

Unit: Thousand Baht

	Separate financial statements			
	Balances as at December 31, 2021		Balances as at December 30, 2020	
	Financial assets measured at amortized cost	Investments measured at FVTOCI	Financial assets measured at amortized cost	Investments measured at FVTOCI
Other current financial assets	3,174	-	3,135	-
Other non-current financial assets	-	421,041	-	435,090
Total	3,174	421,041	3,135	435,090

Other current financial assets

As at December 31, 2021 and 2020, the Group's and the Company's other current financial assets represent the investments in fixed deposit at financial institutions with original maturity terms over 3 months up to 12 months with no obligations and have interest rates at 0.50% p.a. - 0.75% p.a. and 1.20% p.a. - 1.35% p.a., respectively, which are measured at amortized cost.

The fair value of the investments carried at amortized cost is disclosed in Note 31.

Other non-current financial assets

As at December 31, 2021 and 2020, the Group's and the Company's other non-current financial assets consist of the investments in investment units of property fund and real estate investment trust as well as equity instruments in non-listed companies measured at FVTOCI.

Movements of other non-current financial assets measured at FVTOCI the year ended December 31, 2021 are as follows:

Unit: Thousand Baht

	Consolidated financial statements		
	Balance as at January 1, 2021	Unrealized loss from change in fair value during the period	Balance as at December 31, 2021
Bangkok Commercial Property Fund	203,718	(14,049)	189,669
Sri panwa Hospitality Real Estate Investment Trust	432,402	(59,830)	372,572
International Resource Development Limited	231,372	-	231,372
Sumolnart Co., Ltd.	-	-	-
Total	867,492	(73,879)	793,613

Unit: Thousand Baht

	Separate financial statements		
	Balance as at January 1, 2021	Unrealized loss from change in fair value during the period	Balance as at December 31, 2021
Bangkok Commercial Property Fund	203,718	(14,049)	189,669
International Resource Development Limited	231,372	-	231,372
Total	435,090	(14,049)	421,041

* **Investments in investment units of property fund**

As at December 31, 2021 and 2020, the Company's investments in investment units of property fund measured at FVTOCI by Baht 189.67 million and Baht 203.72 million, respectively, represent investments in 17,561,900 units of Bangkok Commercial Property Fund (the "Fund") or equivalent to 17.56% of the Fund's total investment units.

As at December 31, 2021 and 2020, the Company has pledged 16,650,000 investment units of the Fund held by the Company with a financial institution as a collateral for short-term borrowing of the Company (Note 18).

* **Investments in investment units of real estate investment trust**

As at December 31, 2021 and 2020, the Group's investments in investment unit of real estate investment trust measured at FVTOCI by Baht 372.57 million and Baht 432.40 million, respectively, represent investments of the Company's subsidiary in 54,390,157 units of Sri panwa Real Estate Investment Trust (the "Trust") or equivalent to 19.49% of the Trust's total investment units.

* Investments in equity instruments of non-listed companies

As at December 31, 2021 and 2020, the Company's investment in equity instruments of non-listed company measured at FVTOCI of Baht 231.37 million is investment in 2,810,695 shares of International Resource Development Limited ("IRD"), representing 15.99% of IRD's total shares. In addition, the Group has another investment in equity instruments of non-listed company which is investment in 7,144 shares of Sumolnart Co., Ltd., representing 17.86% of Sumolnart Co., Ltd.'s total shares. The Group has recognized loss on impairment of financial assets from investments in Sumolnart Co., Ltd. and devalued such investments in the financial statements since the year ended December 31, 2020.

12. DEPOSITS AT FINANCIAL INSTITUTIONS USED AS COLLATERALS

As at December 31, 2020, the Group and the Company have deposits at financial institutions in fixed accounts of Baht 0.24 million which were used as collaterals for letters of guarantee issued by financial institutions on behalf of the Group and the Company for securing the use of electricity with the Metropolitan Electricity Authority and the Provincial Electricity Authority and for securing the use of other utilities (As at December 31, 2021: Nil).

13. INVESTMENTS IN SUBSIDIARIES

13.1 Details of investments in subsidiaries as at December 31, are as follows:

Company's name	Paid - up share capital (Thousand Baht)		Percentage of Shareholding (%)		Balance at cost method (Thousand Baht)	
	2021	2020	2021	2020	2021	2020
<u>Subsidiaries held by the Company</u>						
Charn Issara Residence Co., Ltd.	140,000	140,000	85.36	85.36	151,652	151,652
Charn Issara Vipha Pol Co., Ltd.	100,000	100,000	49.99	49.99	50,000	50,000
C.I.N. Estate Co., Ltd.	250,000	250,000	59.99	59.99	150,000	150,000
Issara United Co., Ltd.	420,000	300,000	49.99	49.99	210,000	150,000
Issara Junfa Co., Ltd.	920,000	920,000	86.30	86.30	793,999	793,999
Issara United Development Co., Ltd.	480,000	360,000	49.99	49.99	240,000	180,000
Charn Issara Reit Management Co., Ltd.	10,000	10,000	99.99	99.99	10,000	10,000
Total	2,320,000	2,080,000			1,605,651	1,485,651
<u>Subsidiary held by</u>						
<u>Charn Issara Residence Co., Ltd.</u>						
Sri panwa Management Co., Ltd.	100,000	100,000	99.99	99.99	100,000	100,000

Issara United Co., Ltd.

On June 14, 2021, the Extraordinary General Meeting of Shareholders No. 1/2021 of Issara United Co., Ltd. ("IU") had a special resolution to approve increase of the authorized share capital in the amount of Baht 120.00 million by issuing 1,200,000 new ordinary shares at par value of Baht 100 each and allocate to the existing shareholders in proportion to the numbers of shares held by each shareholder. Total authorized share capital of IU has increased from 3,000,000 shares to 4,200,000 shares at par value of Baht 100 each, totaling Baht 420.00 million accordingly. On July 23, 2021, IU fully received Baht 60.00 million from the Company and Baht 60.00 million from other two shareholders, totaling Baht 120.00 million, which resulted to increase in equity attribution to non-controlling interests of IU in the consolidated financial statements of Baht 60.00 million. IU has registered the increase of such share capital with Department of Business Development, Ministry of Commerce, on September 2, 2021.

Issara United Development Co., Ltd.

On June 14, 2021, the Extraordinary General Meeting of Shareholders No. 1/2021 of IUD (the "Meeting") had a special resolution to approve increase of the authorized share capital in the amount of Baht 200.00 million by issuing 2,000,000 new ordinary shares at par value of Baht 100 each and allocate to the existing shareholders in proportion to the numbers of shares held by each shareholder. Total authorized share capital of IUD has increased from 3,600,000 shares to 5,600,000 shares at par value of Baht 100 each, totaling Baht 560.00 million accordingly. The payments of the increased share capital will be called from the shareholders for three times at percentages approved by the Meeting. IUD has received paid-up share capital for the first and second payments in July 2021 and August 2021, respectively, from the Company of Baht 60.00 million and from other two shareholders of Baht 60.00 million, totaling Baht 120.00 million, representing 60% of total increased share capital which resulted to increase in equity attribution to non-controlling interests of IUD in the consolidated financial statements of Baht 60.00 million. The third payment of the increased share capital will be in June 2022. IUD has registered the increase of such share capital with Department of Business Development, Ministry of Commerce, on September 2, 2021.

Charn Issara Residence Co., Ltd.

On July 12, 2021, the Board of Directors' Meeting No. 6/2021 of Charn Issara Residence Co., Ltd. ("CIR") passed the resolution to approve to mortgage investment properties of CIR as collaterals for the Company to request for the credit facility of long-term borrowings of Baht 103.00 million from a local financial institution with the period of 4 years and 6 months, bearing the referenced interest rate of Minimum Loan Rate ("MLR") per annum minus certain rates as stipulated in the agreement.

Subsequently, on December 27, 2021, the Company has released mortgage of land and construction of the subsidiary's investment properties resulting in the reduction of a credit facility under long-term borrowing agreement with financial institutions from Baht 103 million to Baht 43.01 million (Note 18).

13.2 Details of investments in subsidiaries that have material non-controlling interests

Unit: Million Baht

Company's name	Proportion of equity interest held by non-controlling interests (%)		Accumulated balance of non-controlling interests		Profit allocated to non-controlling interests during the year	
	2021	2020	2021	2020	2021	2020
C.I.N. Estate Co., Ltd.	39.99	39.99	227	219	8	21
Issara United Co., Ltd.	49.99	49.99	339	359	(20)	(16)
Charn Issara Viphol Co., Ltd.	49.99	49.99	66	82	(16)	(12)
Issara United Development Co., Ltd.	49.99	49.99	159	167	(8)	(11)

13.3 Summarized financial information of subsidiaries with material non-controlling that are based on amounts before inter-company elimination about subsidiaries

Summarized financial positions

Unit: Thousand Baht

	C.I.N. Estate Co., Ltd.		Issara United Co., Ltd.		Issara United Development Co., Ltd.		Charn Issara Viphol Co., Ltd.	
	As at December 31,		As at December 31,		As at December 31,		As at December 31,	
	2021	2020	2021	2020	2021	2020	2021	2020
Current assets	937,961	1,005,275	1,221,559	1,283,931	53,841	38,383	578,799	669,024
Non-current assets	98,861	94,956	452,101	433,162	1,048,657	759,966	37,984	42,173
Current liabilities	163,588	100,293	100,358	306,715	87,798	76,651	480,333	345,626
Non-current liabilities	306,983	454,152	775,957	697,570	577,165	387,685	6,143	203,102

Summarized comprehensive income

Unit: Thousand Baht

	C.I.N. Estate Co., Ltd. For the years ended December 31,		Issara United Co., Ltd. For the years ended December 31,		Issara United Development Co., Ltd. For the years ended December 31,		Charn Issara Vipapool Co., Ltd. For the years ended December 31,	
	2021	2020	2021	2020	2021	2020	2021	2020
Revenue	234,306	260,947	229,218	266,616	9,885	1,632	107,907	133,536
Total comprehensive income (loss) for the year	20,465	51,362	(35,464)	(32,747)	(16,477)	(21,956)	(32,162)	(24,719)

Summarized cash flows

Unit: Thousand Baht

	C.I.N. Estate Co., Ltd. For the years ended December 31,		Issara United Co., Ltd. For the years ended December 31,		Issara United Development Co., Ltd. For the years ended December 31,		Charn Issara Vipapool Co., Ltd. For the years ended December 31,	
	2021	2020	2021	2020	2021	2020	2021	2020
Cash flows provided by (used in) the following activities:								
Operating activities	104,392	13,623	28,807	(353,381)	14,323	13,018	41,332	67,769
Investing activities	(74,267)	3,442	(25,833)	(22,343)	(301,922)	(358,998)	1,880	(2,534)
Financing activities	(84,402)	20,205	(2,243)	297,458	301,986	358,275	(52,253)	(114,301)
Net increase (decrease) in cash and cash equivalents	(54,277)	37,270	731	(78,266)	14,387	12,295	(9,041)	(49,066)
Cash and cash equivalents as at January 1,	100,534	63,264	12,783	91,049	21,841	9,546	43,790	92,855
Cash and cash equivalents as at December 31,	46,257	100,534	13,514	12,783	36,228	21,841	34,749	43,789

14. INVESTMENT PROPERTIES

Movements of investment properties for the years ended December 31, are as follows:

Unit: Thousand Baht

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Fair value				
Balance as at January 1,	413,385	402,967	253,300	247,192
Sold during the years	(53,275)	-	-	-
Net (loss) gain from a fair value remeasurement of investment properties	(4,980)	10,418	(4,550)	6,108
Balance as at December 31,	355,130	413,385	248,750	253,300

For the years ended December 31, 2021 and 2020, the Group and the Company had rental income from investment properties recognized in the consolidated statement of profit or loss comprehensive income of Baht 17.02 million and Baht 24.18 million, respectively. (The Company only for the years ended December 31, 2021 and 2020: Baht 12.83 million and Baht 19.29 million, respectively).

Represented fair value of investment property which was determined by the independent appraisers who have been approved by the Office of the Securities and Exchange Commission (Thailand) using Income Approach, Market Approach and cost Approach.

The main assumptions used in the valuation are summarized as below:

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Occupancy rate (%)	80 - 95	80 - 95	80 - 95	80 - 95
Discount rate (%)	7 - 8	7 - 10	8	8
Rental rate (Baht/Square meter/Month)	335 - 760	335 - 770	370 - 760	350 - 770
Long-term growth rate of rental (%)	0 - 5	0 - 10	0 - 5	3

15. PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment as at December 31, consist of the following:

Unit : Thousand Baht

	Consolidated financial statements					
	Balance as at January 1, 2021	Increase	(Decrease)	Transfer between accounts	Reclassified	Balance as at December 31, 2021
Cost						
Lands	257,620	-	-	-	-	306,952
Buildings	488,192	1,727	-	706,051	-	1,195,970
Building improvements	103,171	7,347	-	635	(513)	110,640
Furniture and office equipment	170,379	8,385	(1,451)	119,853	513	297,679
Vehicles	69,374	2	-	-	-	69,376
Total costs	1,088,736	17,461	(1,451)	826,539	-	1,980,617
Accumulated depreciation						
Buildings	(65,548)	(28,036)	-	-	-	(93,584)
Building improvements	(55,060)	(7,392)	-	-	131	(62,321)
Furniture and office equipment	(107,038)	(23,552)	1,409	-	(131)	(129,312)
Vehicles	(67,536)	(1,145)	-	-	-	(68,681)
Total accumulated depreciation	(295,182)	(60,125)	1,409	-	-	(353,898)
Construction in progress	541,548	292,131	-	(826,539)	-	7,140
Property, plant and equipment - net	1,335,102					1,633,859

Unit : Thousand Baht

Consolidated financial statements						
	Balance as at January 1, 2020	Increase	(Decrease)	Transfer between accounts	Transfer from (Transfer to) costs of property development projects for sales	Balance as at December 31, 2020
Cost						
Lands	257,610	10	-	-	-	257,620
Buildings	503,830	1,624	-	(17,262)	-	488,192
Building improvements	88,645	594	-	13,932	-	103,171
Furniture and office equipment	135,359	20,465	(2,198)	4,528	12,225	170,379
Vehicles	69,317	61	(4)	-	-	69,374
Total costs	1,054,761	22,754	(2,202)	1,198	12,225	1,088,736
Accumulated depreciation						
Buildings	(39,925)	(25,935)	-	312	-	(65,548)
Building improvements	(47,666)	(7,142)	-	(252)	-	(55,060)
Furniture and office equipment	(84,148)	(24,962)	2,132	(60)	-	(107,038)
Vehicles	(65,667)	(1,871)	2	-	-	(67,536)
Total accumulated depreciation	(237,406)	(59,910)	2,134	-	-	(295,182)
Construction in progress	213,187	329,559	-	(1,198)	-	541,548
Property, plant and equipment - net	1,030,542					1,335,102
Depreciation in the consolidated financial statements for the years ended December 31,						
2021					Thousand Baht	60,125
2020					Thousand Baht	59,910

Unit: Thousand Baht

Separate financial statements					
	Balance as at January 1, 2021	Increase	(Decrease)	Transfer from (Transfer to) land held for development	Balance as at December 31, 2021
Cost					
Building improvements	49,978	-	-	-	49,978
Furniture and office equipment	37,604	163	-	-	37,767
Vehicles	27,543	-	-	-	27,543
Total costs	115,125	163	-	-	115,288
Accumulated depreciation					
Building improvements	(38,718)	(1,720)	-	-	(40,438)
Furniture and office equipment	(24,896)	(5,864)	-	-	(30,760)
Vehicles	(27,514)	(24)	-	-	(27,538)
Total accumulated depreciation	(91,128)	(7,608)	-	-	(98,736)
Property, plant and equipment - net	23,997				16,552

Unit: Thousand Baht

	Separate financial statements				
	Balance as at January 1, 2020	Increase	(Decrease)	Transfer from (Transfer to) land held for development	Balance as at December 31, 2020
Cost					
Building improvements	49,978	-	-	-	49,978
Furniture and office equipment	24,888	1,605	(1,114)	12,225	37,604
Vehicles	27,543	-	-	-	27,543
Total costs	102,409	1,605	(1,114)	12,225	115,125
Accumulated depreciation					
Building improvements	(36,966)	(1,752)	-	-	(38,718)
Furniture and office equipment	(20,251)	(5,743)	1,098	-	(24,896)
Vehicles	(27,490)	(24)	-	-	(27,514)
Total accumulated depreciation	(84,707)	(7,519)	1,098	-	(91,128)
Property, plant and equipment - net	17,702				23,997
Depreciation in the separate financial statements for the years ended December 31,					
2021				Thousand Baht	7,608
2020				Thousand Baht	7,519

As at December 31, 2021 and 2020, certain items of the Group's and the Company's equipment have been fully depreciated but are still in use. The gross carrying amounts before deducting accumulated depreciation of those equipment amounting to Baht 173 million and Baht 152 million, respectively (The Company only as at December 31, 2021 and 2020: Baht 79 million and Baht 76 million, respectively).

As at December 31, 2021 and 2020, the Company's subsidiaries have mortgaged part of their property, plant and equipment with carrying amounts of Baht 1,369 million and Baht 1,225 million, respectively, as collaterals against credit facilities received from financial institutions and other companies (Notes 18 and 21).

16. RIGHT-OF-USE ASSETS

Movements of right-of-use assets for the years ended December 31, 2021 and 2020 are as follows:

Unit: Thousand Baht

	Consolidated financial statements				Balance as at December 31, 2021
	Balance as at January 1, 2021	Increase	(Decrease)	Effect from lease modification	
Cost					
Land	20,168	-	-	-	20,168
Buildings	1,715,815	8,650	-	(1,283)	1,723,182
Equipment	293	-	-	-	293
Vehicles	23,491	3,826	(3,239)	(211)	23,867
Total costs	1,759,767	12,476	(3,239)	(1,494)	1,767,510
Accumulated depreciation					
Land	(2,174)	(1,527)	-	-	(3,701)
Buildings	(184,226)	(203,192)	-	1,575	(385,843)
Equipment	(80)	(80)	-	-	(160)
Vehicles	(7,452)	(6,643)	775	411	(12,909)
Total accumulated depreciation	(193,932)	(211,442)	775	1,986	(402,613)
Right-of-use assets - net	1,565,835				1,364,897

Unit: Thousand Baht

	Consolidated financial statements				Balance as at December 31, 2020
	Balance as at January 1, 2020	Addition	Effect from lease modification		
Cost					
Land	18,008	2,160	-	-	20,168
Buildings	2,348,569	615	(633,369)		1,715,815
Equipment	293	-	-		293
Vehicles	17,037	6,454	-		23,491
Total costs	2,383,907	9,229	(633,369)		1,759,767
Accumulated depreciation					
Land	-	(2,174)	-		(2,174)
Buildings	-	(207,865)	23,639		(184,226)
Equipment	-	(80)	-		(80)
Vehicles	-	(7,452)	-		(7,452)
Total accumulated depreciation	-	(217,571)	23,639		(193,932)
Right-of-use assets - net	2,383,907				1,565,835
Depreciation in the consolidated financial statements for the years ended December 31,					
2021			Thousand Baht		211,442
2020			Thousand Baht		217,571

Unit: Thousand Baht

	Separate financial statements				
	Balance as at January 1, 2021	Increase	(Decrease)	Effect from lease modification	Balance as at December 31, 2021
Cost					
Buildings	33,385	680	-	(1,283)	32,782
Vehicles	8,954	3,317	(3,239)	(211)	8,821
Total costs	42,339	3,997	(3,239)	(1,494)	41,603
Accumulated depreciation					
Buildings	(5,976)	(8,050)	-	1,576	(12,450)
Vehicles	(2,223)	(2,497)	775	410	(3,535)
Total accumulated depreciations	(8,199)	(10,547)	775	1,986	(15,985)
Right-of-use assets - net	34,140				25,618

Unit: Thousand Baht

	Separate financial statements			
	Balance as at January 1, 2020	Addition	Effect from lease modification	Balance as at December 31, 2020
Cost				
Buildings	34,571	-	(1,186)	33,385
Vehicles	6,335	2,619	-	8,954
Total costs	40,906	2,619	(1,186)	42,339
Accumulated depreciation				
Buildings	-	(7,717)	1,741	(5,976)
Vehicles	-	(2,223)	-	(2,223)
Total accumulated depreciations	-	(9,940)	1,741	(8,199)
Right-of-use assets - net	40,906			34,140
Depreciation in the separate financial statements for the years ended December 31,				
2021			Thousand Baht	10,547
2020			Thousand Baht	9,940

The Group and the Company have leased various types of assets consisting of property, plant and equipment with the average lease periods of 1 - 13 years.

The Group and the Company have a choice to buy some assets in determined amount as specified in lease agreements upon the expiration of agreements. The Group's and Company's commitments have been guaranteed by the ownership of the lessor over the leased assets.

Approximately 20% and 14% of building and equipment leases of the Group and the Company have expired in 2021 and 2020. The expired lease agreements will be replaced by the new lease agreements for the same underlying assets, which resulted to an increase of the right-of-use assets in 2021 and 2020 Baht 19.69 million and Baht 0.75 million, respectively.

Analysis of the maturity of lease liabilities is presented in Note 23.

Unit : Thousand Baht

	As at December 31, 2021	
	Consolidated	Separate
	financial statement	financial statement
Amounts recognized in profit or loss:		
Depreciation for the right-of-use assets	211,442	10,548
Interest expenses related to lease liabilities	197,537	1,276
Expenses related to short-term leases	1,223	231
Expenses related to low-value leases	1,731	304
Revenue from subleasing of the right-of-use assets	1,377	1,377

Unit : Thousand Baht

	As at December 31, 2020	
	Consolidated	Separate
	financial statement	financial statement
Amounts recognized in profit or loss:		
Depreciation for the right-of-use assets	217,571	9,940
Interest expenses related to lease liabilities	202,050	1,626
Expenses related to short-term leases	2,664	302
Expenses related to low-value leases	1,665	423
Revenue from subleasing of the right-of-use assets	1,518	1,518

For the years ended December 31, 2021 and 2020, the Group and the Company have total cash paid for lease liabilities of Baht 75.50 million and Baht 63.53 million, respectively (The Company only for the years ended December 31, 2021 and 2020: Baht 14.15 million and Baht 10.48 million, respectively).

The Group and the Company recognized the effects from the lease modification to the right-of-use assets for years ended December 31, 2021 and 2020 of Baht 0.49 million and Baht 609.73 million, respectively (The Company only for years ended December 31, 2021 and 2020: Baht 0.49 million and Baht 0.56 million, respectively).

Effect from lease modification for the years ended December 31, 2021 and 2020 is reconciled as follows:

Unit : Thousand Baht

	Consolidated financial statements			
	2021		2020	
	Right-of-use assets	Lease liabilities	Right-of-use assets	Lease liabilities
Before the modification	3,551	3,689	2,280,857	2,432,621
Effect from the lease modification	492	354	(609,730)	(610,108)
After the lease modification	4,043	4,043	1,671,127	1,822,513

Unit : Thousand Baht

	Separate financial statements			
	2021		2020	
	Right-of-use assets	Lease liabilities	Right-of-use assets	Lease liabilities
Before the modification	3,551	3,689	7,816	7,935
Effect from the lease modification	492	354	555	436
After the lease modification	4,043	4,043	8,371	8,371

17. BANK OVERDRAFTS FROM FINANCIAL INSTITUTIONS

Bank overdrafts from financial institutions as at December 31, 2021 and 2020 of Baht 24.27 million and Baht 24.37 million, respectively, are bank overdrafts from financial institutions of the Company's subsidiaries consisting of credit facilities from agreements totaling Baht 161 million, bearing interest rates of 6.87% - 6.90% per annum and 5.84% - 5.95% per annum, respectively. The lands with buildings located in the subsidiaries' projects have been mortgaged for credit facilities of such bank overdrafts (Note 8).

18. BORROWINGS FROM FINANCIAL INSTITUTIONS

Short-term borrowings from financial institutions as at December 31, consist of the following:

Unit: Thousand Baht

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Short-term borrowings from financial institutions	190,000	315,680	170,000	315,680

As at December 31, 2021 and 2020, the Company's and the Group's short-term borrowings from financial institutions totaling of Baht 190.00 million and Baht 315.68 million, respectively, with the main purpose for managing internal operation of the Company. The borrowings carry fixed interest rate at 3.72% to 4.00% per annum and 3.70% to 3.72% per annum, respectively, as stipulated in the promissory notes. The interest is to be paid on a monthly basis.

Long-term borrowings from financial institutions as at December 31, consist of the following:

Unit : Thousand Baht

Company's name	Maturities	Interest rate		Consolidated		Separate	
		(% p.a.)		financial statements		financial statements	
		2021	2020	2021	2020	2021	2020
The Company:							
Charn Issara Development Public Company Limited	Release mortgage May 2023, April 2025	MLR-0.50%, 2%	MLR-1.85%, 2%	68,221	214,705	68,221	214,705
Subsidiaries:							
C.I.N. Estate Co., Ltd.	June 2023	MLR-1.25%	MLR-1.25%	350,558	424,193	-	-
Charn Issara Viphapol Co., Ltd.	Release mortgage June 2022	MLR-1.25% -	MLR-1.25%, MLR-1.50%	100,217	132,471	-	-
Issara Junfa Co., Ltd.	-	-	MLR	-	271,868	-	-
Issara United Co., Ltd.	December 2021, February 2022	MLR-1.25% MLR-1.25%	MLR-0.50%, MLR-1.25%	21,262	297,917	-	-

Unit : Thousand Baht

Company's name	Maturities	Interest rate (% p.a.)		Consolidated financial statements		Separate financial statements	
		2021	2020	2021	2020	2021	2020
Issara United Development Co., Ltd.	June 2026	MLR-1.50%	MLR-1.50%				
	April 2026	2%	-	555,872	373,886	-	-
Charm Issara Residence Co., Ltd.	July 2025,	MLR-0.25%,	MLR-0.25%,				
	July 2027,	MLR-0.75%,	MLR-0.75%,				
	April 2031	MLR-1.50%,	MLR-1.50%,	372,070	169,252	-	-
				1,468,200	1,884,292	68,221	214,705
Less Current portion				(274,152)	(330,941)	(54,156)	(194,705)
Long-term borrowings from financial institutions, net of current portion				1,194,048	1,553,351	14,065	20,000

The Company

As at December 31, 2021 and 2020, the Company's short-term borrowings from financial institutions of Baht 170 million and Baht 316 million, respectively, represent the borrowings in form of promissory notes under the credit facilities from local financial institutions totaling Baht 396 million, with the main purpose for managing internal operation of the Company. The borrowings carry fixed interest rates as stipulated in the promissory notes. The interests shall be repaid on a monthly basis.

As at December 31, 2021 and 2020, the Company's long-term borrowings from financial institutions of Baht 68 million and Baht 215 million, respectively, are borrowings under many credit facilities agreements from local financial institutions totaling Baht 1,121 million and Baht 1,199 million, respectively, with the main purpose for use in constructions of the Company's property development projects for sales, support the liquidity of the Company and financing the repayment of the Company's matured bond. Most of these borrowings carry interest at Minimum Loan Rate ("MLR") minus certain rates as stipulated in the agreements. The principals of borrowings and interest shall be repaid on a monthly basis. However, the principals can be also repaid when the Company releases the mortgaged lands and structures after the Company collects the payments from customers, who buy lands and structures from the Company's projects, at amounts based on percentage of selling prices of lands and structures in the Company's projects as stipulated in loan agreements with financial institutions and the Company has to comply with certain covenants as stipulated in the loan agreements such as maintenance of certain financial ratios.

As at December 31, 2021 and 2020, the Company's short-term and long-term borrowings from financial institutions are secured by the lands and structures of the Company's property development projects as described above which are presented as parts of costs of property development projects for sales (Note 8) and are also secured by the Company's investment units of Bangkok Commercial Property Fund (Note 11).

Subsidiaries

As at December 31, 2021, a subsidiary's short-term borrowings from financial institutions of Baht 20 million represent the borrowing in form of a promissory note under the credit facilities from a local financial institution with total amounts of Baht 50 million, with the main purpose for managing internal operation of the subsidiary. The borrowings carry fixed interest rate as stipulated in the promissory note. Interest shall be repaid on a monthly basis (As at December 31, 2020: Nil).

As at December 31, 2021 and 2020, the subsidiaries' long-term borrowings from financial institutions of Baht 1,400 million and Baht 1,669 million, respectively, are borrowings under many credit facilities agreements from local financial institutions totaling Baht 3,013 million and Baht 3,443 million, respectively, with the main purpose for use in constructions of the subsidiaries' property development projects for sale and managing internal operation of the

subsidiaries. Most of these borrowings carry interest at Minimum Loan Rate (“MLR”) minus certain rate as stipulated in the agreements. The principals of borrowings and interest shall be repaid on a monthly and a quarterly basis. However, the principals can be also repaid upon release of mortgage after the subsidiaries collect the payments from customers, who buy land and structures or condominium units from the subsidiaries’ projects, at amounts based on percentage of selling prices of lands and structures or condominium units of the subsidiaries’ projects as stipulated in loan agreements with the financial institutions. The subsidiaries have to comply with certain covenants as stipulated in the loan agreements such as maintenance of certain financial ratios.

As at December 31, 2021 and 2020, the subsidiaries’ short-term and long-term borrowings from financial institutions are secured by certain lands and structures of the subsidiaries’ property development projects as described above which are presented as parts of costs of property development projects for sales (Note 8), certain items of property, plant and equipment (Note 15) and investment properties (Note 14).

19. TRADE AND OTHER CURRENT PAYABLES

Trade and other current payables as at December 31, consist of the followings:

Unit: Thousand Baht

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Trade payables - other companies	144,462	201,853	53,806	28,710
Other payables - other companies	11,148	15,902	1,808	1,276
Other payables - related companies	68	-	196	122
Accrued expenses - other companies	177,750	113,818	57,412	22,431
Dividend payable - other companies	-	7	-	7
Advances received	26,420	24,427	16,167	8,492
Total	359,848	356,007	129,389	61,038

20. CONTRACT LIABILITIES

As at December 31, 2021 and 2020, the Group and the Company have contract liabilities that represent the amounts of payments received in advance from customers according to agreements to buy and to sell real estate, rental and services agreements and deposits received from hotel operation services which the revenues will be recognized at point in time. Such advances received from such agreements will be decreased and revenues will be recognized when the Group and the Company pass control over real estate to the customers or when services are rendered.

Contract liabilities will be recognized as income from breach of agreements when it is probable that customers will not comply with conditions stipulated in the agreements. Such revenue from breach from agreements will be presented as other income to obtain contracts related to such agreements.

Contract liabilities as at December 31, consist of the followings:

Unit: Thousand Baht

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Current:				
Advances received from customers according to agreements to buy and to sell real estates	143,441	194,190	99,827	165,725
Advances received from rental and service agreements	95,654	82,992	2,118	2,499
	239,095	277,182	101,945	168,224
Non-current:				
Advances received from customers according to agreements to buy and to sell real estates	245,417	-	217,233	-
Total	484,512	277,182	319,178	168,224

Recognition of the beginning of advances received from agreements as revenues during the years ended December 31, were as follows:

Unit: Thousand Baht

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Recognized as revenues from sales during the years	229,011	163,919	89,449	36,628
Recognized as revenue from breach of sales agreement during the years	184	779	54	100

21. LONG-TERM BORROWINGS FROM OTHER COMPANIES

The Group has long-term borrowings from other companies denominated in Thai Baht currency as at December 31, 2021 and 2020 by Baht 813.51 million and Baht 559.90 million, respectively, which are borrowings between the Company's subsidiaries and other two companies as follows:

Unit : Thousand Baht

Company's name	Maturities	Interest rate (% p.a.)		Consolidated financial statements as at December 31,	
		2021	2020	2021	2020
Issara United Co., Ltd.	31 July 2024	3.00	4.50	150,000	150,000
	20 October 2024	3.00	4.25	200,000	200,000
	24 December 2024	3.00	4.25	100,000	100,000
	24 June 2025	3.00	3.00	35,000	35,000
	30 July 2025	5.25	-	253,617	-
Charn Issara Viphapol Co., Ltd.	Contract conditions are met	4.00	4.00	74,897	74,897
				813,514	559,897
<u>Less</u> Current portion				(75,097)	(164,897)
Long-term borrowings from other companies, net of current portion				738,417	395,000

As at December 31, 2021 and 2020, subsidiaries' long-term borrowings from other companies are secured by the certain lands of a subsidiary (Note 15) and cost of property development (Note 8). The principals of borrowings are to be paid on a yearly basis or when the Group is able to comply with the conditions stipulated in agreement and interest is to be paid on a monthly basis. However, such term of repayment can be mutually agreed among the parties.

22. BONDS

Bonds as at December 31, consist of:

Date of issuance	Maturity date	Units issued	Value per unit (Baht)	Interest rate (% p.a.)	Unit: Thousand Baht	
					Consolidated/ Separate financial statements	
					2021	2020
November 10, 2017	February 10, 2021	500,000	1.00	5.20%	-	500,000
May 11, 2018	August 11, 2021	700,000	1.00	5.60%	-	700,000
April 25, 2019	April 25, 2022	800,000	1.00	6.00%	800,000	800,000
April 30, 2020	April 30, 2023	289,800	1.00	6.25%	289,800	289,800
January 29, 2021	December 29, 2023	950,000	1.00	6.70%	950,000	-
Total					2,039,800	2,289,800
Less Deferred bonds issuing costs					(9,008)	(6,615)
					2,030,792	2,283,185
Less Current portion					(794,748)	(1,195,066)
Bonds, net of current portion					1,236,044	1,088,119

In January 2021, the Company issued additional secured bonds in Thai Baht currency in total amounts of not exceeding Baht 950.00 million for the purpose of use in the Company's operation, project expansion and loan repayment. The bonds are secured by property, plant and equipment (Note 15) and costs of property development projects for sales (Note 8) of a subsidiary. Subsequently, the Company received Baht 950.00 million for 950,000 units of additionally issued bonds at Baht 1,000.00 per unit bearing interest rate of 6.70% per annum. The interest shall be paid on a quarterly basis and the bonds will be matured on December 29, 2023.

As at December 31, 2021 and 2020, the Company has both secured and unsecured bonds of 2,039,800 and 2,289,800 units at par value of Baht 1,000.00 each totaling Baht 2,039.80 million and Baht 2,289.80 million respectively, Bonds shall be matured in April 2022 until December 2023 and bear interest rates at 6.00% per annum to 6.70% per annum, respectively. The interest shall be paid in every 3 months.

On February 10, 2021 and August 11, 2021, the Company had repaid the matured bonds of Baht 500.00 million and Baht 700.00 million, respectively.

The Company has to comply with terms and conditions stipulated in agreements such as maintaining debt to equity ratio and assess the collateral value annually in order to maintain Collateral Value to Loan ratio.

23. LEASE LIABILITIES

Movements of lease liabilities for years ended December 31, 2021 and 2020 were presented below:

Unit: Thousand Baht

	Consolidated financial statements	Separate financial statements
Net book value as at January 1, 2021	2,070,338	33,683
Add Lease liabilities during the period	12,476	3,998
Amortized interest during the period	197,538	1,277
Effect from lease modification	354	354
Effect from termination of lease agreement	156	156
Derecognition of lease liabilities arose from the waiver of past lease payments	(266,696)	-
Less Paid during the period	(75,497)	(14,151)
Balance as at December 31, 2021	1,938,669	25,317
Less Current portion	(409,437)	(10,236)
Lease liabilities, net of current portion	1,529,232	15,081

Unit: Thousand Baht

	Consolidated financial statements	Separate financial statements
Net book value as at January 1, 2020	2,532,691	39,485
Add Lease liabilities during the period	9,229	2,619
Amortized interest during the period	202,050	1,626
Effect from lease modification	(610,108)	436
Less Paid during the period	(63,524)	(10,483)
Balance as at December 31, 2020	2,070,338	33,683
Less Current portion	(385,580)	(9,711)
Lease liabilities, net of current portion	1,684,758	23,972

Lease liabilities as at December 31, consist of:

Unit: Thousand Baht

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Maturity analysis:				
Year 1	587,107	583,114	10,236	11,004
Year 2	335,868	338,771	9,436	10,727
Year 3	341,588	331,933	5,018	9,204
Year 4	352,873	341,095	1,191	4,962
Year 5	351,329	352,321	92	638
After year 5 onwards	784,569	1,135,805	-	-
	2,753,334	3,083,039	25,973	36,535
Less Deferred interest	(814,665)	(1,012,701)	(656)	(2,852)
Total	1,938,669	2,070,338	25,317	33,683

Unit: Thousand Baht

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Presentation in the statements of financial position:				
Current	409,437	385,580	10,236	9,711
Non-current	1,529,232	1,684,758	15,081	23,972
Total	1,938,669	2,070,338	25,317	33,683

The Group does not face a significant liquidity risk with regard to its lease liabilities. Lease liabilities are monitored within the Group's Finance Department.

Effect from the lease modification on lease liabilities in the consolidated and separate financial statements for the years ended December 31, 2021 and 2020 in amount of Baht 0.35 million and Baht 610.11 million, respectively (The Company only for years ended December 31, 2021 and 2020: Baht 0.35 million and Baht 0.43 million, respectively), resulted from changes in the lease considerations and the term of lease payments of the Company and its subsidiaries as described in Note 16.

In addition, the Group has benefited from deferral measure of lease payment of the year 2020 for the lease of equipment and building. The deferral measure decreases the rental fee amount paid during the year of Baht 0.29 million which is recognized as the reduction on depreciation expense and interest expense in profit or loss.

On April 10, 2020, Sri panwa Management Co., Ltd. ("SPM"), a lessee of properties of Sri panwa Hospitality Real Estate Investment Trust (the "Trust") which are included in lease liabilities described above, issued a letter to Charn Issara Reit Management Co., Ltd. ("CIRM"), the Company's subsidiary, as the REIT Manager of the Trust to request for the extension of the due dates of the lease payments for the periods from February 2020 to July 2020 from each original due date to six months as a result of the spreads of the Coronavirus disease 2019 ("COVID-19") pandemic since the beginning of the fiscal year 2020 which adversely and significantly impacted the hotel operations of SPM.

On May 12, 2020, CIRM received the second letter from SPM which requested the Trust to waive the lease payment for the periods of April 2020 and May 2020 which were previously requested for the extension of the due dates of the lease payments from the original due dates for six months as notified in the first letter dated April 10, 2020 because the provincial governors of Phuket and Phetchaburi provinces enforced to close the hotel operations and prohibit providing services to tourists on April 4, 2020 and April 8, 2020, respectively. The enforcement was indefinitely effective for Phuket province and was effective until May 31, 2020 for Phetchaburi province.

On July 17, 2020, CIRM and SCB Asset Management Co., Ltd. (the "Trustee") have approved the extension of due dates of SPM's lease payments for the periods of February 2020, March 2020, June 2020 and July 2020 from each original due date for six months. The waiver of lease payments for the periods of April 2020 and May 2020 has to be primarily considered and approved by the Meeting of Trust Unitholders of the Trust.

On October 19, 2020, CIRM received the additional letter from SPM which requested the Trust to consider providing SPM with the support by extending the due dates of the lease payment for the periods from August 2020 to December 2020 from each original due dates to six months and waive the lease payment for the period of June 2020 because SPM has impact from the extension of government's emergency decree in accordance with the government's measures to control and prevent the spreading of Coronavirus disease 2019 ("COVID-19").

On April 2, 2021, CIRM received the additional letter from SPM notifying to request the Trust to interpret the property lease agreements under the impact of COVID-19 pandemic. SPM considered that such situation is a force majeure event as stipulated in the agreement which the tenant has a right to request the Trust to give support by considering waiving and/or reducing and/or extending the due dates of lease payments under such lease agreements.

On April 8, 2021, CIRM considered the detail of lease agreements and summarized the results of the lease agreements' interpretation as follows:

- Consideration to waive and/or reduce and/or extend the due dates of lease payments for the Initial Investment Assets used for operation of Sri panwa Hotel Project (SPM 1) and the Additional Investment Assets No. 2 used for operation of Baba Beach Club Cha-am Hua Hin Hotel Project (SPM 3) are the discretion of CIRM and the Trustee.
- Consideration to reduce and/or extend the due dates of lease payments for the Additional Investment Assets No. 1 used for operation of the Habita Sri panwa Hotel Project (SPM 2) is the discretion of CIRM and the Trustee.
- Consideration to waive the lease payments for the project the Habita Sri panwa Hotel Project (SPM 2) is the discretion of the Meeting of Trust Unitholders of the Trust.

On August 10, 2021, SPM submitted the letter to CIRM to request the Trust to consider providing SPM with the support by waiving and/or reducing and/or extending the due dates of lease payments, as well as presenting the lease payments plan to the Trust for considering its reasonableness.

On August 30, 2021, SPM received the approval for the waiver of lease payments and the lease deferral from CIRM and the Trustee after their consideration and views the appropriateness of the waiver of lease payments and deferral of lease to the extent applicable by the relevant agreements with details as follows:

- To waive lease payments for February 2020 to June 2021 at the amounts as stipulated in the lease agreements for projects SPM 1 and SPM 3 totalling Baht 266.69 million
- To defer rent payment for February 2020 to June 2021 for project SPM 2 of Baht 88.32 million. The remaining lease payments will be paid in accordance with the payment agreement between the Trust and SPM.

The waiver of lease payments approved by CIRM and Trustee for the past periods for Project SPM 1 and SPM 3 as described above has resulted to the extinguishment of the Group's obligations on the lease liabilities for February 2020 to June 2021. The Group derecognized the lease liabilities for such periods of Baht 266.69 million from the consolidated statement of financial position as at December 31, 2021 and also recognized gain from the waiver of lease payments for such periods as part of other income presented in the consolidated statements of profit or loss and other comprehensive income for the year ended December 31, 2021 of Baht 266.69 million (For the year ended December 31, 2020: Nil).

24. DEFERRED TAX AND INCOME TAX (INCOME) EXPENSE

Deferred tax assets and liabilities as at December 31, are as follows:

Unit: Thousand Baht

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Deferred tax assets	234,923	210,932	-	-
Deferred tax liabilities	(100,380)	(123,593)	(53,132)	(56,568)
Total	134,543	87,339	(53,132)	(56,568)

The movements of deferred tax assets and deferred tax liabilities during the years ended December 31, are as follows:

Unit: Thousand Baht

	Consolidated financial statements			
	Balance as at January 1, 2021	Items recognized in profit or loss	Items recognized in other comprehensive income (loss)	Balance as at December 31, 2021
Deferred tax assets				
Allowance for expected credit loss	189	1,539	-	1,728
Recognitions of revenue and expense of real estate business	2,281	1,700	-	3,981
Unused tax losses	15,779	6,927	-	22,706
Non-current provisions for employee benefits	13,493	32	(670)	12,855
Recognition of rental from long-term leases	134	26	-	160
Adjustment of the profit from intercompany sale transactions	84,667	5,418	-	90,085
Lease liabilities	413,424	(25,570)	-	387,854
Total	529,967	(9,928)	(670)	519,369
Deferred tax liabilities				
Recognition of rental revenue in accordance with long-term lease of land	(79,911)	5,739	-	(74,172)
Fair value measurement of investment properties	(59,496)	991	-	(58,505)
Gain from the change in value of other non-current financial assets	8,370	(2,811)	14,776	20,335
Adjustment of intercompany lease transactions	463	(119)	-	344
Recognition of right-of-use of assets	(312,054)	39,226	-	(272,828)
Total	(442,628)	43,026	14,776	(384,826)
Deferred tax assets	87,339			134,543

Unit: Thousand Baht

	Consolidated financial statements			
	Balance as at January 1, 2020	Items recognized in profit or loss	Items recognized in other comprehensive income (loss)	Balance as at December 31, 2020
Deferred tax asset				
Allowance for expected credit loss	46	143	-	189
Recognitions of revenue and expense of real estate business	6,357	(4,076)	-	2,281
Unused tax losses	26,035	(10,256)	-	15,779
Non-current provisions for employee benefits	11,577	(139)	2,055	13,493
Recognition of rental from long-term leases	9,536	(9,402)	-	134
Adjustment of the profit from intercompany sale transactions	75,054	9,613	-	84,667
Lease liabilities	-	413,424	-	413,424
Total	128,605	399,307	2,055	529,967

Unit: Thousand Baht

	Consolidated financial statements			
	Balance as at January 1, 2020	Items recognized in profit or loss	Items recognized in other comprehensive income (loss)	Balance as at December 31, 2020
Deferred tax liabilities				
Recognition of rental revenue in accordance with long-term lease of land	(87,882)	7,971	-	(79,911)
Fair value measurement of investment properties	(54,725)	(4,771)	-	(59,496)
Gain from the change in value of trading securities	(10,502)	10,502	-	-
Gain from the change in value of other non-current financial assets	-	(32,955)	41,325	8,370
Adjustment of intercompany lease transactions	-	463	-	463
Recognition of right-of-use of assets	-	(312,054)	-	(312,054)
Total	(153,109)	(330,844)	41,325	(442,628)
Deferred tax (liabilities) assets	(24,504)			87,339

Unit: Thousand Baht

	Separate financial statements			
	Balance as at January 1, 2021	Items recognized in profit or loss	Items recognized in other comprehensive income (loss)	Balance as at December 31, 2021
Deferred tax assets				
Allowance for expected credit loss	46	732	-	778
Non-current provision for employee benefits	9,001	380	(136)	9,245
Lease liabilities	6,339	(1,276)	-	5,063
Total	15,386	(164)	(136)	15,086
Deferred tax liabilities				
Fair value measurement of investment properties	(43,541)	(263)	-	(43,804)
Gain from the change in value of other non-current financial assets	(22,101)	-	2,810	(19,291)
Right-of-use of assets	(6,312)	1,189	-	(5,123)
Total	(71,954)	926	2,810	(68,218)
Deferred tax liabilities	(56,568)			(53,132)

Unit: Thousand Baht

	Seperate financial statements			
	Balance as at January 1, 2020	Items recognized in profit or loss	Items recognized in other comprehensive income (loss)	Balance as at December 31, 2020
Deferred tax assets				
Allowance for expected credit loss	46	-	-	46
Non-current provision for employee benefits	8,624	(386)	763	9,001
Lease liabilities	-	6,339	-	6,339
Total	8,670	5,953	763	15,386
Deferred tax liabilities				
Fair value measurement of investment properties	(41,146)	(2,395)	-	(43,541)
Gain from the change in value of other non-current financial assets	-	-	(22,101)	(22,101)
Right-of-use of assets	-	(6,312)	-	(6,312)
Total	(41,146)	(8,707)	(22,101)	(71,954)
Deferred tax liabilities	(32,476)			(56,568)

Reconciliations of income tax expense for the years ended December 31, are as follows:

Unit: Thousand Baht

	Consolidated financial statements	
	2021	2020
Accounting loss before income tax	(121,817)	(471,931)
Tax losses on which deferred tax assets have not been recognized	107,378	295,373
Temporary differences associated with investments in associates which deferred tax assets or liabilities have not been recognized	-	(5,881)
Temporary differences	135,354	64,898
Permanent differences	13,577	7,116
Income exempted from taxation	(11,591)	(16,247)
Accumulated tax loss utilized during the year	(130,609)	-
Unused tax loss	60,842	-
Taxable gain (loss)	53,134	(126,672)
Tax rate (%)	20	20
	10,627	-
Tax effects of temporary differences	(33,287)	(84,945)
Income tax income	(22,660)	(84,945)
Effective tax rate (%)	-	-

Unit: Thousand Baht

	Consolidated financial statements	
	2021	2020
Accounting profit (loss) before income tax	114,079	(21,518)
Tax losses on which deferred tax assets have not been recognized	-	37,804
Temporary differences associated with investments in associates which deferred tax assets or liabilities have not been recognized	-	-
Temporary differences	10,276	(5,226)
Permanent differences	6,131	2,111
Income exempted from taxation	(11,591)	(13,171)
Accumulated tax loss utilized during the year	(118,895)	-
Taxable loss	-	-
Tax rate (%)	20	20
Tax effects of temporary differences	(762)	2,754
Income tax (income) expense	(762)	2,754
Effective tax rate (%)	-	-

Details of expiry date of unused tax losses as at December 31, are summarized as follows:

Unit: Thousand Baht

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
As at				
December 31, 2019	25,965	25,965	-	-
December 31, 2020	26,722	52,930	-	-
December 31, 2021	60,842	-	-	-
Total	113,529	78,895	-	-

25. OTHER NON-CURRENT ASSETS

Other non-current assets as at December 31, consist of the followings:

Unit: Thousand Baht

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Refundable value-added tax	94,296	85,111	36,125	31,651
Deposit	7,232	8,356	2,153	2,002
Intangible assets	2,473	2,234	66	92
Others	5,894	8,934	-	-
Total	109,895	104,635	38,344	33,745

26. NON-CURRENT PROVISIONS FOR EMPLOYEE BENEFITS

Non-current provision for employee benefits, which represents the obligations under defined benefit plan in accordance with Thai Labor Protection Act B.E. 2541 for post-employment benefit upon retirement granted to employees who have entitlement and years of services as defined.

Movements of non-current provision for employee benefits for the years ended December 31, are as follows:

Unit: Thousand Baht

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Brought forward balance as at January 1,	67,463	57,885	45,002	43,120
Recognized in profit or loss:				
Current service cost	3,670	1,487	1,649	559
Interest cost	570	542	252	234
Payment during the year	(4,078)	(2,724)	-	(2,724)
Recognized in other comprehensive income:				
Actuarial (gain) loss	(3,350)	10,273	(677)	3,813
Carried forward balance as at December 31,	64,275	67,463	46,226	45,002

The total expenses of long-term employee benefits for the years ended December 31, 2021 and 2020 are recognized as expenses in profit or loss and other comprehensive income.

As at December 31, 2021 and 2020, the Group and the Company expect to pay Baht 24.78 million and Baht 34.49 million, respectively, of long-term employee benefits during the next year (the Company only as at December 31, 2021 and 2020: Baht 24.28 million and Baht 29.13 million, respectively).

As at December 31, 2021 and 2020, the weighted average duration of the liabilities for long-term employee benefit is 12 years and 11 years, respectively (the Company only as at December 31, 2021 and 2020: 7 years and 4 years, respectively).

Principal actuarial assumptions at the reporting date (expressed as weighted averages):

Unit: Thousand Baht

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Discount rate	1.31 - 2.76	0.54 - 2.13	1.67	0.54
Salary increase rate	3.00	2.31 - 10.30	3.00	2.31
Turnover rate	0.95 - 40.11	0 - 100	3.82 - 22.92	0 - 27

Significant actuarial assumptions for the determination of the provision for long-term employee benefit are discount rate, expected salary increase rate and turnover rate of employees. The sensitivity analysis below has been determined based on reasonably possible changes of the respective assumption occurring at the end of the reporting period, while holding all other assumptions constant.

The impact on the employee benefit obligations increased/(decreased) as at December 31, were as follows:

Unit: Million Baht

	As at December 31, 2021			
	Consolidated		Separate	
	financial statements		financial statements	
	Increase 1.0%	Decrease 1.0%	Increase 1.0%	Decrease 1.0%
Discount rate	(3)	3	(1)	2
Salary increase rate	3	(3)	1	(1)
Turnover rate	(4)	5	(1)	2

Unit: Million Baht

	As at December 31, 2020			
	Consolidated		Separate	
	financial statements		financial statements	
	Increase 0.5%	Decrease 0.5%	Increase 0.5%	Decrease 0.5%
Decrease	0.5%	0.5%	0.5%	0.5%
Discount rate	66	(69)	44	(46)
Salary increase rate	69	(66)	46	(44)
Turnover rate	(66)	69	(45)	45

27. SHARE CAPITAL

As at December 31, 2020, the Company's authorized share capital represents 1,485,342,842 ordinary shares of Baht 1 each, totaling Baht 1,485.34 million and 1,066,595,865 shares have been issued and paid-up of Baht 1 each, totaling 1,066.60 million.

Subsequently on April 27, 2021, the Annual General Meeting of Shareholders No.1/2021 of the Company passed the resolution regarding share capital as follows:

- (1) Approved to decrease the registered capital from Baht 1,485.34 million to Baht 1,066.60 million by canceling 418.75 million ordinary shares that have not yet been offered with a par value of Baht 1 each.
- (2) Approved to increase the registered capital of the company from Baht 1,066.60 million to Baht 1,386.57 million by issuing 319.98 million new ordinary shares at a par value of Baht 1 each, the capital increase shall be under general mandate at the amount of Baht 319.98 million by issuing 319.98 million new ordinary shares with a par value Baht 1 each to be offered to the existing shareholders pro-rata to their shareholding (Right Offering) and Private Placement.
- (3) Approved the allocation of new ordinary shares under general mandate not exceeding 319.98 million shares at a par value of Baht 1 each (representing not exceeding 30% of the Company's paid-up capital as calculated on the date that the Board of Director passed the resolution to increase the capital under general mandate (on February 26, 2021) which the paid-up capital is equaling to 1,066.60 million shares) as follows:
 - Allocation of shares not exceeding 213.32 million shares to be offered to the existing shareholders pro-rata to their shareholding (Right Offering) (20% of the Company's paid-up capital as calculated on the date the Board of Director passed the resolution to increase the capital under general mandate).
 - Allocation of shares not exceeding 106.66 million shares for the purpose of Private Placement (10% of the Company's paid-up capital as calculated on the date that the Board of Director passed the resolution to increase the capital under general mandate).

As at December 31, 2021, the Company's authorized share capital represents 1,386,574,624 ordinary shares of Baht 1 each, totaling Baht 1,386.57 million and 1,066,595,865 shares have been issued and paid-up of Baht 1 each, totaling Baht 1,066.60 million accordingly.

28. DIVIDENDS PAID

On April 28, 2020, the Annual General Meeting of the Company's shareholders for 2020 passed the resolution to approve dividend a payment from operation of 2019 to its shareholders at Baht 0.0155 per share, totaling Baht 16.53 million. Such dividend was paid on May 27, 2020 (For the year ended December 31, 2021: Nil).

29. WARRANTS

On May 29, 2020, the last exercise of warrants option (CI-W1) in 2,391 units of warrants were exercised to purchase ordinary shares at par value Baht 2.16 per an ordinary share. The ratio of 1 unit of warrants per 1.0172 ordinary shares at that exercised price. Number of ordinary shares allocated to exercised totaling 2,432 units of ordinary shares and cease to be registered security in the Stock Exchange of Thailand since May 30, 2020. The announcement of the details related to the last exercise right of CI-W1 are announced as follows:

- Close the registration of warrants on May 8 - 29, 2020 (21 days before the final exercise date)
- The Company requested the Stock Exchange of Thailand to suspend the purchase and sales of warrants on May 5 - 29, 2020.
- Inform the intention to exercise the right to purchase ordinary share for the last time on May 14 - 28, 2020.
- The rate of exercise is 1 warrant equal to 1.0172 shares for the price of Baht 2.1628 per share.

30. LEGAL RESERVE

In accordance with the Public Limited Company Act B.E. 2535, the Company is required to set aside a legal reserve of at least 5 percent of net earnings after deducting accumulated deficit brought forward (if any) until reserve reaches ten percent of the authorized share capital and this reserve is not available for distribution as dividends.

31. FINANCIAL INSTRUMENTS

31.1 Financial risk management

The Group exposes to a variety of financial risks which are market risk (including fair value risk), credit risk, interest rate risk and foreign currency risk. The Group's overall risk management program focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on the Group's financial performance.

Credit risk

The Group and the Company are exposed to credit risk primarily with respect to trade and other current receivable and loans to. The Group and the Company manage the risk by adopting appropriate credit control policies and procedures therefore the Group and the Company do not expect to incur material financial losses. In addition, The Group and the Company do not have high concentration of credit risk since they have a large customer base. The maximum exposure to credit risk is limited to the carrying amounts of trade and other current receivable, and loans to as stated in the statement of financial position.

Interest rate risk

The Group and the Company exposure to interest rate risk relates primarily to their cash and cash equivalents, current investment, loans to, deposits at financial institutions used as collaterals, bank overdrafts from financial institutions, short-term borrowings, long-term borrowings and bonds. However, most of the Group's and the Company's financial assets and liabilities bear floating interest rates.

Significant financial assets and liabilities bearing interest as at December 31, 2021 and 2020 classified by type of interest rates are summarized in the table below:

As at December 31, 2021				
Consolidated financial statements				
	Fixed interest rates (Million Baht)	Floating interest rate (Million Baht)	Total (Million Baht)	Interest rate (% p.a.)
Financial assets				
Deposit at financial institutions	13	320	333	0.05 - 1.40
Fixed deposits at financial institutions	78	-	78	0.40 - 0.75
Financial liabilities				
Bank overdrafts from financial institutions	-	24	24	6.87 - 6.90
Lease liabilities	1,939	-	1,939	2.20 - 7.15
Borrowings from financial institutions	210	1,448	1,658	MLR - 0.50 to MLR - 1.85, 4
Borrowings from relation persons and companies	-	158	158	MLR
Long-term borrowings from other companies	814	-	814	3.00 - 6.00
Bonds	2,031	-	2,031	6.00 - 6.70

As at December 31, 2020				
Consolidated financial statements				
	Fixed interest rates (Million Baht)	Floating interest rate (Million Baht)	Total (Million Baht)	Interest rate (% p.a.)
Financial assets				
Deposits at financial institutions	40	527	567	0.05 - 1.40
Fixed deposit at financial institutions	3	-	3	1.20 - 1.35
Loans to related companies	1	-	1	0.10
Financial liabilities				
Bank overdrafts from financial institutions	-	24	24	5.84- 5.95
Lease liabilities	2,070	-	2,070	2.20 - 7.15
Borrowings from financial institutions	20	2,180	2,200	MLR - 0.50 to MLR - 1.85, 2
Borrowings from related person and companies	12	223	235	MLR
Long-term borrowings from other companies	560	-	560	3.00 - 4.50
Bonds	2,283	-	2,283	5.20 - 6.25

As at December 31, 2021				
Separate financial statements				
	Fixed interest rates (Million Baht)	Floating interest rate (Million Baht)	Total (Million Baht)	Interest rate (% p.a.)
Financial assets				
Deposit at financial institutions	-	131	131	0.125 - 0.25
Fixed deposits a financial institution	3	-	3	0.75
Loans to related companies	9	561	570	6.32, MLR
Financial liabilities				
Lease liabilities	25	-	25	2.20 - 4.50
Borrowings from financial institutions	190	48	238	MLR - 0.50, 2, 3.70, 3.72
Bonds	2,031	-	2,031	6.00 - 6.70

As at December 31, 2020				
Separate financial statements				
	Fixed interest rates (Million Baht)	Floating interest rate (Million Baht)	Total (Million Baht)	Interest rate (% p.a.)
Financial assets				
Deposit at financial institutions	-	334	334	0.10 - 1.25
Fixed deposit at financial institutions	3	-	3	1.20 - 1.35
Loans to related companies	-	352	352	MLR
Financial liabilities				
Lease Liabilities	34	-	34	2.20 - 4.50
Borrowings from financial institutions	20	510	530	MLR - 0.50 to MLR - 1.85, 2
Bonds	2,283	-	2,283	5.20 - 6.25

Interest rate sensitivity analysis

The sensitivity analyses below have been determined based on the exposure to interest rates for both derivatives and non-derivative instruments at the reporting date. For floating rate liabilities, the analysis is prepared assuming the amount of liability outstanding at the reporting date was outstanding for the whole year. The Group and the Company elect to use 1.0% increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

If interest rates had been 1.0% higher or lower and all other variables were held constant, the Group's and the Company's:

- Profit (loss) for the year ended December 31, 2021 of the Group would increase or decrease by Baht 16.30 million (For the year ended December 31, 2020: increase or decrease by Baht 10.62 million). This is mainly attributable to the Group's exposure to interest rates on its variable rate borrowings.
- Profit (loss) for the year ended December 31, 2021 would increase or decrease by Baht 0.48 million (For the year ended December 31, 2020: increase or decrease by Baht 0.97 million). This is mainly attributable to the Company's exposure to interest rates on its variable rate borrowings.

Foreign currency risk

The Group and the Company consider themselves not to be exposed to foreign currency risk because the majority of financial transactions of the Group and the Company are in Baht currency.

31.2 Fair values of financial instruments

Since the majority of the Group's and the Company's financial instruments are short-term in nature or bear floating interest rates, their fair value is not expected to be materially different from the amounts presented in statement of financial position.

The methods and assumptions used by the Group and the Company in estimating the fair value of financial instruments are as follows:

- For financial assets and liabilities which have short-term maturity, including cash and cash equivalents, accounts receivable and short-term loans to, accounts payable and short-term borrowing. Their carrying amounts in the statement of financial position approximate their fair value.
- For equity securities, their fair value is generally derived from quoted market prices, or based on net assets value of the Company's and the Group's investments when no market price is available.
- For loans to, their fair value is estimated by discounting expected future cash flow by the current market interest rate of the loans with similar terms and conditions.
- For investment properties, their fair value is estimated by independent appraisers.

As at December 31, 2021 and 2020, the Group and the Company have assets measured at fair value or disclose the fair value information using different levels of inputs as follows:

Unit : Million Baht

	Consolidated financial statements					
	Level 1		Level 2		Level 3	
	2021	2020	2021	2020	2021	2020
Assets measured at fair value						
Other current financial assets	78	3	-	-	-	-
Other non-current financial assets	563	636	231	231	-	-
Investment properties	-	-	-	-	355	413
Liabilities measured at fair value						
Bonds	-	-	2,031	2,283	-	-

Unit : Million Baht

	Separate financial statements					
	Level 1		Level 2		Level 3	
	2021	2020	2021	2020	2021	2020
Assets measured at fair value						
Other current financial assets	3	3	-	-	-	-
Other non-current financial assets	190	204	231	231	-	-
Investment properties	-	-	-	-	249	253
Liabilities measured at fair value						
Bonds	-	-	2,031	2,283	-	-

- e) For bonds with fixed interest rates, their fair value is estimated by discounting expected future cash flow by the current market interest rate of the borrowings with similar terms and conditions.
- f) For long-term borrowings carrying interest approximated to the market rate, their carrying amounts in the statement of financial position approximates their fair value.

During the current period, there was no transfer within the fair value hierarchy.

32. CAPITAL MANAGEMENT

The primary objective of the Company's capital management is to ensure that it has appropriate capital structure in order to support its business and maximize shareholder value. As at December 31, 2021, the Group's and the Company's debt-to-equity ratio is 2.0:1 and 1.4:1, respectively (As at December 31, 2020 for the Group's and the Company's debt-to-equity ratio is 3.0:1 and 1.9:1, respectively).

33. DISAGGREGATION OF REVENUES

The Group and the Company derive their revenues from sales of goods and services income over time and at a point in time in the following major source or revenues. This is consistent with the revenue information that is disclosed for each reportable segment under TFRS 8 (Note 37) for the years ended December 31, as follows:

Unit: Thousand Baht

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Type of revenue				
Revenue from real estate sales	1,451	649	975	123
Rental and service income	69	78	67	75
Revenue from hotel operations	337	455	-	-
Revenue from sale of goods	60	61	-	-
Management fee income and other fee income	23	28	36	41
Other income	357	156	22	86
Total	2,297	1,427	1,100	325
Timing of revenue recognition				
At a point in time				
Revenue from real estate sales	1,451	649	975	123
Revenue from hotel operations	337	455	-	-
Revenue from sale of goods	60	61	-	-
Other income	315	101	13	77
Overtime				
Rental and services income	69	78	67	75
Management fee income and other fee income	23	28	36	41
Other income	42	55	9	9
Total Revenues	2,297	1,427	1,100	325

34. OTHER INCOME

Other income for the years ended December 31 are as follows:

Unit: Thousand Baht

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Dividend income	11,591	19,323	11,591	13,171
Revenue from services and utilities services of real estate projects	27,176	25,725	-	-
Unrealize gain from fair value measurement of investment properties	-	10,418	-	6,108
Gain from sale investment in associates	-	4,326	-	52,617
Gain arising from classification of investment in an associate to other non-current financial asset	-	3,937	-	-
Gain from the waiver of lease payments	266,696	-	-	-
Gain from sale of investment of property	18,725	-	-	-
Compensation from breach of construction contract	-	41,503	-	-
Others	32,956	50,757	10,925	14,177
Total	357,144	155,989	22,516	86,073

35. EXPENSES BY NATURE

Significant expenses by nature for the years ended December 31, are as follows:

Unit: Thousand Baht

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Costs of property development projects for sales increased during the year	599,195	1,110,211	287,732	276,326
Salary and other employee benefits	238,640	262,438	84,607	80,380
Advertising and promotion expenses	46,959	63,611	13,387	27,218
Electricity expenses	34,216	68,081	1,443	1,570
Depreciation expenses	273,175	277,481	18,208	17,458
Consultant fee	15,634	16,826	9,408	8,475
Specific business tax	51,338	23,323	32,293	4,076
Office rental	550	5,666	2,804	3,203
Management expenses	333	3,321	-	-
Commission expenses	32,290	14,196	15,680	2,236
Finance costs	323,487	330,248	92,523	80,458
Changes in costs of property development projects for sales	(1,018,412)	(460,774)	(660,182)	(72,019)

36. BASIC (LOSS) EARNINGS PER SHARE

Basic (loss) earnings per share is calculated by dividing (loss) profit for the year (excluding other comprehensive income) by the weighted average number of ordinary shares held by outsiders in issue during the years as follows:

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
For the years ended December 31,				
(Loss) earnings for the year (Thousand Baht)	(44,608)	(328,225)	114,841	(24,272)
Weighted average number of ordinary shares (Thousand shares)	1,066,595	1,066,595	1,066,595	1,066,595
(Loss) earnings per share (Baht)	(0.0418)	(0.3077)	0.1077	(0.0228)

37. SEGMENT INFORMATION

Operating segment information is reported in a manner consistent with the internal reports that are regularly reviewed by the chief operating decision maker. The chief operating decision maker has been identified as managing director. The basis that used to measure operating profit or loss of segment is same as the basis that used to measure operating profit or loss in the financial statements.

For management purposes, the Group and the Company have four reportable segments, which are real estate development, lease of condominium units, hotel operations and sales of goods.

The revenue and profit information by segment in the consolidated financial statements for the years ended December 31, 2021 and 2020 are as follows:

Unit : Million Baht

Consolidated financial statements												
For the years ended December 31,												
	Real estate development	Lease of Condominium units		Hotel operations		Sales of goods		Elimination of inter-segment transactions		Total		
		2021	2020	2021	2020	2021	2020	2021	2020	2021	2020	
For the years ended December 31,												
Revenue from external customers	1,451	649	69	78	337	455	60	61	-	-	1,917	1,243
Inter-segment revenues	-	-	7	9	6	3	-	-	(13)	(12)	-	-
Total revenues	1,451	649	76	87	343	458	60	61	(13)	(12)	1,917	1,243
Costs of sales and services	(1,018)	(460)	(40)	(42)	(430)	(500)	(57)	(61)	-	-	(1,545)	(1,063)
Inter-segment costs of sales and services	(11)	(3)	(3)	(5)	(17)	(13)	-	-	31	21	-	-
Total costs of sales and services	(1,029)	(463)	(43)	(47)	(447)	(513)	(57)	(61)	31	21	(1,545)	(1,063)
Segment operating profit (loss)	422	186	33	40	(104)	(55)	3	-	18	9	372	180
Unallocated income and expenses												
Management fee income and other fee income											23	28
Other income											357	152
Gain from reclassification of investment portfolios											-	4
Distribution costs											(143)	(119)
Administrative expenses											(401)	(390)
Finance income											1	2
Finance costs											(323)	(330)
Impairment loss determined in accordance with TFRS 9											(8)	(1)
Share of profit from of associates accounted for using equity method											-	2
Income tax											22	85
Non-controlling interests of the subsidiaries											55	59
Loss for the years - equity attributable to owners of the Company											(45)	(328)

Assets information by segment in the consolidated financial statements as at December 31, 2021 and 2020 are as follow:

Unit : Million Baht

Consolidated financial statements											
As at December 31,											
Real estate development	Lease of Condominium units		Hotel operations		Sales of goods		Elimination of inter-segment balances		Total		
	2021	2020	2021	2020	2021	2020	2021	2020	2021	2020	
Costs of property development projects for sales	5,261	5,683	-	-	-	-	(329)	(332)	4,932	5,351	
Investment properties	-	-	356	414	-	-	(1)	(1)	355	413	
Property, plant and equipment - net	87	768	17	24	1,402	446	(78)	(62)	1,634	1,335	
Other assets									3,278	3,706	
Total assets									10,199	10,805	

Geographic information

The Group and the Company operate in Thailand only. As a result, all the revenues and assets as reflected in these financial statements pertain exclusively to this geographical reportable segment.

Major customers

For the years 2021 and 2020, the Group and the Company have no major customer with revenue of 10 percent or more of the Group's and the Company's revenues.

38. COMMITMENTS AND CONTINGENT LIABILITIES

38.1 Capital commitments

- a) As at December 31, 2021 and 2020, the Group and the Company had outstanding commitments in respect of survey, design and construction agreements to be paid in the future in relation of the Group's and the Company's projects as follows:

	Unit: Million Baht	
	2021	2020
The Group and the Company	1,151	601
The Company only	670	139

- b) As at December 31, 2021 and 2020, the Group and the Company had outstanding commitments in respect of its obligations to develop the land and houses and residential condominium units until completion for which contracts have been executed as follows:

	Unit: Million Baht	
	2021	2020
The Group and the Company	12	11
The Company only	12	3

38.2 Operating lease commitments

The Group and the Company have entered into operating lease agreements in respect of the lease of office buildings and services. The terms of the agreements are generally between 1 and 5 years. Operating lease agreements are non-cancelable.

As at December 31, 2021 and 2020, the Group and the Company had commitments in respects of future minimum lease and related service payments under the above non-cancelable operating leases agreements as follows:

	Unit: Million Baht			
	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Payable within				
Within 1 year	2	1	-	-
1-5 years	2	1	-	-

As at December 31, 2021 and 2020, the future minimum lease payments of the Group and the Company expected to be received under non-cancelable operating lease agreements were as follows:

	Unit: Million Baht			
	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Receivable within				
Within 1 year	10	18	8	15
1-5 years	4	9	4	9

38.3 Service commitments

The Group and the Company have outstanding commitments in respect of service agreements related to commission, management fee, security services and advertising expenses. The terms of the agreements are generally between 1 and 4 years. Operating lease agreements are non-cancelable.

As at December 31, 2021 and 2020, the Group and the Company have commitments in respects of future minimum lease and related service payments under the above non-cancellable service leases contracts as follows:

Unit: Million Baht

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Payable within				
Within 1 year	17	17	4	5

38.4 Bank guarantees

As at December 31, 2021 and 2020 the Group and the Company had outstanding bank guarantees, which were issued by financial institutions on behalf of the Group and the Company, in respect of guarantees for use of electricity, other utilities and petrol station as follows:

Unit: Million Baht

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Guarantee for electricity use	12	12	8	8
Guarantee for utilities	63	87	13	37
Guarantee for petrol station	15	27	-	-
	90	126	21	45

38.5 Guarantee obligations due to loan agreement from a financial institution

As at December 31, 2021 and 2020, the Company had outstanding guarantee obligations due to loan agreement of a subsidiary from a financial institution as follows:

Unit : Million Baht

	As at December 31,	As at December 31,
	2021	2020
The Company	-	523

As at December 31, 2020, a subsidiary of the Company had credit facilities received from a financial institution in amount of Baht 650 million. The remaining amount was guaranteed by other two related companies (As at December 31, 2021: Nil).

38.6 Guarantee obligations due to issuing of bonds

On January 29, 2021, the Company issued 950,000 units of secured bonds with a face value of Baht 1,000 each totaling of Baht 950 million with fixed interest rate of 6.70% per annum. The interest shall be paid in every 3 months. The bonds duration is between January 29, 2021 to December 29, 2023 (2 years 11 months) in which the Company pledged property, plant and equipment as well as lands and structures presented as part of cost of property development projects for sales of the Company's subsidiary as collaterals (Note 22).

39. RECLASSIFICATIONS

Certain reclassifications have been made in the consolidated and separate statement of financial position as at December 31, 2020, to conform to the classifications used in the consolidated and separate statement of financial position as at December 31, 2021 as follows:

Unit: Thousand Baht

Items	Previous classifications	Current classifications	As at December 31, 2020
			Consolidated financial statements
Long-term borrowings from other companies	Long-term borrowings from other companies, net of current portion	Current portion of long-term borrowings from other companies	74,897
Accrued interest expense	Other non-current payables	Trade and other current payables	14,972
Contract liabilities	Trade and other current payables	Current contract liabilities	79,548
Advances received from customers according to rental and service agreements - other companies	Trade and other current payables	Current contract liabilities	3,444

Unit: Thousand Baht

Items	Previous classifications	Current classifications	As at December 31, 2020
			Separate financial statements
Contract liabilities	Trade and other current payables	Current contract liabilities	2,499

40. EVENTS AFTER THE REPORTING PERIOD

On February 24, 2022, the Company's board of directors' meeting No. 1/2022 passed the resolutions to approve the following matters to propose to the next Annual General Meeting of the Company's Shareholders for 2022:

- (1) Approved to decrease the registered capital from Baht 1,386.57 million to Baht 1,066.59 million by canceling 319.97 million ordinary shares that with a par value of Baht 1 each in order for the Company to increase the capital, divided into:
 - Share increase by allocation to existing shareholders the proportion to their existing shareholding (Right Offering) by 213.31 million ordinary shares.
 - Share increases by allocating by Private Placement for 106.65 million shares.
- (2) Approved to increase the registered capital of the Company from Baht 1,066.59 million to Baht 1,589.28 million by issuing 522.69 new ordinary shares at a par value of Baht 1 per share to be reversed the exercise of warrant (CI-W2) and the exercise of convertible debenture holders
- (3) Approved the additional maximum amounts of bonds amounting to Baht 500 million to compensate the amount of bonds to be issued and offered during 2022 by Baht 500 million for the purpose of business operation, expanding the project of the Company and refinancing

41. APPROVAL OF THE FINANCIAL STATEMENTS

These financial statements have been authorized for issue by the Board of directors of the Company on February 24, 2022.

Section 4

Certification of information accuracy for sending form 56-1 One report of non-listed companies

The company has carefully reviewed the information in this annual registration statement / annual report. The company hereby certifies that such information is correct, complete, not false, does not mislead others or lack of information that should be disclosed in material matters.

- (1) The financial statements and financial information that are summarized in the annual registration statement / annual report are accurately and completely presented in material information in the financial position, performance and cash flow of the Company, and its subsidiaries.
- (2) The company has established a good disclosure system. This is to ensure that the Company has disclosed all material information of the Company and its subsidiaries correctly and completely. Including supervising the implementation of the mentioned system
- (3) The company has established a good internal control system and supervise the implementation of the mentioned system and the company also has informed the internal control system assessment as of the latest, to the auditor and the audit committee of the company. This covers deficiencies and significant changes to the internal control system. Including any wrongdoing that may affect the financial reporting of the Company and its subsidiaries.

In this case, as proof that all documents are the same documents that the Company has verified as correct. The Company has assigned Mrs. Teerapon Sricharoenwong to sign this document on every page. If any document does not contain Mrs. Teerapon Sricharoenwong's signature, the company will consider as it is not the information that the company has certified the accuracy of the information as mentioned above.

Name	Position
1. Mr.Songkran Issara	Director / Chief Executive Officer And Managing Director

Signature
.....

Attorney

Name	Position
Mrs. Teerapon Sricharoenwong	Director and Deputy Director

Signature
.....

ตราประทับอิเล็กทรอนิกส์
CID
ตราประทับอิเล็กทรอนิกส์
CHARN ISSARA DEVELOPMENT PUBLIC COMPANY LIMITED

In this regard, Section 89/20 *** of the Securities and Exchange Act B.E. 2535, amended by the Securities and Exchange Act (No. 4) B.E. Company securities in any damages arising from disclosure of information to shareholders or the general public. By making materially false statements or concealing facts that should be disclosed in the case of financial statements and reports on the financial position and performance of the company or any other reports that must be disclosed under Section 56. The liability is not limited to only directors and executives who sign to certify the accuracy of the information in such documents that should be reported, will not be guilty under Section 89/20.

Note: *** This applies only to companies subject to Chapter 3/1 of the Securities and Exchange Act B.E. 2535 as amended by the Securities and Exchange Act (No. 4) B.E. 2551.

Details of directors, executives who have control power of the company Assigned person to take the highest responsibility in accounting and finance and company secretary

(Please see details on the page 11)

Attachment 2

Details of Subsidiary Companies' Directors

Name of Directors			Company name							
			Charn Issara Residence Co., Ltd.	Charn Issara Vipaphol Co., Ltd.	C.I.N. Estate Co., Ltd.	Issara United Co., Ltd.	Issara United Development Co., Ltd.	Sripanwa Management Co., Ltd.	Issara Junfa Co., Ltd.	Charn Issara Reit Management Co., Ltd.
1.	Mr. Songkran	Issara	X	X	X	/, //	/, //	X	X	/
2.	Ditawat	Issara	/		/	//	//	/	/	
3.	Mr. Vorasit	Issara	//	/		/	/	//	//	X
4.	Mrs. Wilai	Intagool								/, //
5.	Mr. Surapong	Srethabhakdi		//						
6.	Ms. Supaporn	Srethbhakdi		/						
7.	Mr. Kampol	Srethbhakdi		/						
8.	Mrs. Teeraporn	Srijaroenwong	/		/, //	/	/	/	/	/
9.	Mrs. Linda	Prasertsom			/, //				/	
10.	Ms. Pranee	Worrachokpeerat				/	/			
11.	Mr. Polpat	Karnasuta			/					
12.	Mr. Apichart	Rakchang			/					
13.	Mr. Pasan	Swasdiburi			/, //					
14.	Mr. Yuttana	Kuvaranunchaoen				//	/		/	
15.	Mrs. Orapun	Aroonrungsikul		//		//	//			
16.	Mr. Boonkeit	Chokwattana				X	X			
17.	Mr. Boonchai	Chokwattana				/	/			
18.	Mrs. Thipaporn	Chokwattana				/	/			
19.	Mrs. Suwanna	Areekul				//	//			
20.	Mrs. Siriwan	Wongariyakawee				//	//			
21.	Mrs. Ramida Russell	Maneesathien				/	/			
22.	Mrs. Kittayaporn	Chaithavornthein				/	/			
23.	Mr. Wang	Lei							/	
24.	Mr. Yu	Jia							/	
25.	Mr. Chern	Fang							/	
26.	Mr. Simon	Landy								/
27.	Mr. Kalind Surawongse	Bunnag								/

Remark: X = Chairperson XX = Audit Committee / = Director // = Management

Internal Audit Head

Internal Audit Head	
Name	: Ronnachai Sukrot
Education	: Bachelor of Business Administration, Accounting, Kasetsart University
Training Program	: 2011 : Internal Auditing Certified Program (IACP) : The Institute of Internal Auditors of Thailand (IIAT) • 2008 : Skill for new Auditor-In-Charge • 2007 : Adding Value Using Risk-Base Auditing
Professional career for the past five years	: 2015 - Present Vice President - Internal Audit Head Charn Issara Development Public Company Limited

Attachment 4

Assets used in business and details of property appraisal items

The Company and its subsidiaries have provided an annual appraisal of investment properties for accounting records as of 31 December 2021, with details as follows:

(1) Assessed assets and estimated price according to the assessor report

- Commercial and office suites in Chan Issara Tower, Rama IV Road, Suriwong Subdistrict, Bang Rak District, Bangkok, total of 4 units, total of area is approximately 1,040.01 square meters. The market value estimated according to the income approach method is 112,800,000 baht.

Owned by Charn Issara Development Public Company Limited.

The main assessor is Mr. Akekachai Pleanpho (Ordinary primary assessor number Vor Sor. 132) and Mr.Sitthiong Patcharachirakarn (Ordinary primary assessor number Sor Mor. 532) , certified by the Securities and Exchange Commission.

The appraisers of the property are Agency for Real Estate Affairs Company Limited, an appraisal company. Value of capital market assets on the list approved by the Securities and Exchange Commission.

Date of property appraisal report November 12rd, 2021.

- Commercial and office suites in the Charn Issara Tower II, New Petchburi Road, Bang Kapi Subdistrict, Huai Khwang District, Bangkok, total of 41 units, total of are is 2,538.48 square meters. The market value estimated according to the income approach method is 124,900,000 baht.

Owned by Charn Issara Development Public Company Limited.

The main assessors are Mr. Akekachai Pleanpho (Ordinary primary assessor number Vor Sor. 132) and Mr.Sitthiong Patcharachirakarn (Ordinary primary assessor number Sor Mor. 532), certified by the Securities and Exchange Commission.

The appraisers of the property are Agency for Real Estate Affairs Company Limited, an appraisal company. Value of capital market assets on the list approved by the Securities and Exchange Commission.

Date of property appraisal report November 15th, 2021.

- Residential units in the Catherine Court across the street within the Kensington Place Khao Yai project, Tha Ma Prang-Wang Nam Khiao Road (Nor.Mor.3052), Wang Kra Tha Subdistrict, Pak Chong District, Nakhon Ratchasima Province, 1 unit total of area is approximately 151.41 square meters, the appraised market value under the market approach method is 11,050,000 baht.

Owned by Charn Issara Development Public Company Limited.

The main appraiser is Mr. Akekachai Pleanpho (Ordinary primary assessor number Vor Sor. 132) and Mr.Anan Suantai song (Ordinary primary assessor number Sor Mor. 881), certified by the Securities and Exchange Commission.

The appraisers of the property are Agency for Real Estate Affairs Company Limited, an appraisal company. Value of capital market assets on the list approved by the Securities and Exchange Commission.

Date of property appraisal report November 15th, 2021.

- Commercial and office suites in the Charn Issara Tower II, New Petchburi Road, Bang Kapi Subdistrict, Huai Khwang District, Bangkok, total of 4 units, the total of area is approximately 432.45 square meters, the market value estimated according to the income approach method is 22,580,000 baht

Owned by Charn Issara Vipphaphon Company Limited.

The main assessors Mr. Akekachai Pleanpho (Ordinary primary assessor number Vor Sor. 132) and Mr. Akarapon Jangsubin (Ordinary primary assessor number Sor Mor. 884), certified by the Securities and Exchange Commission.

The appraisers of the property are Agency for Real Estate Affairs Company Limited, an appraisal company. Value of capital market assets on the list approved by the Securities and Exchange Commission.

Date of property appraisal report November 1st, 2021.

- Commercial suites in ISSI Condo Suksawat, Suksawat Road, Bang Pakok Subdistrict, Ratburana District Bangkok, 1 unit, total of area is approximately 280.29 square meters (including 3 private parking spaces), the market value based on the income approach method is 23,700,000 baht

Owned by C.I.N Estate Company Limited.

The main assessor is Mr. Akekachai Pleanpho (Ordinary primary assessor number Vor Sor. 132) and Mr. Somsak Sririponchevin (Ordinary primary assessor number Vor Sor. 314), certified by the Office of the Securities and Exchange Commission.

The appraisers of the property are Agency for Real Estate Affairs Company Limited, an appraisal company. Value of capital market assets on the list approved by the Securities and Exchange Commission.

Date of property appraisal report November 29th, 2021.

- Commercial suites and condominium units in the Issara Ladprao, Lad Phrao Road, Chomphon Subdistrict, Chatuchak District, Bangkok, total 2 units, the total of area is approximately 563.07 square meters, the market value assessed according to the market approach method and income approach method is 61,200,000 baht.

Owned by C.I.N Estate Company Limited.

The main assessor is Mr. Akekachai Pleanpho (Ordinary primary assessor number Vor Sor. 132) and Mr. Somsak Sririponchevin (Ordinary primary assessor number Vor Sor. 314), certified by the Office of the Securities and Exchange Commission.

The appraisers of the property are Agency for Real Estate Affairs Company Limited, an appraisal company. Value of capital market assets on the list approved by the Securities and Exchange Commission.

Date of property appraisal report November 29th, 2021.

- (2) Objectives for appraisal of property is for public purposes in accounting records.

Attachment 5

Corporate Governance Policy and Guidelines and Code of Conduct

Corporate Governance Policy and Guidelines of Code of Conduct Board of Directors Charter The remuneration committee charter The Risk committee charter and The Anti-corruption compliance policy

- 5.1 Principles of Good corporate Governance
- 5.2 Code of Conduct and Business Ethics
- 5.3 Board of Directors Charter
- 5.4 Nomination and Remuneration committee charter
- 5.5 Risk Committee charter
- 5.6 Audit Committee Charter
- 5.7 Anti-Corruption compliance policy

The Company has disclosed information on the Company's website at
https://investor-th.charnissara.com/cg_principle.html

or





บริษัท ชาญอิสสระ ดีเวลลอปเม้นท์ จำกัด (มหาชน)
Charn Issara Development Public Company Limited

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