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ONE REPORT

# BE YOU BE ISSARA





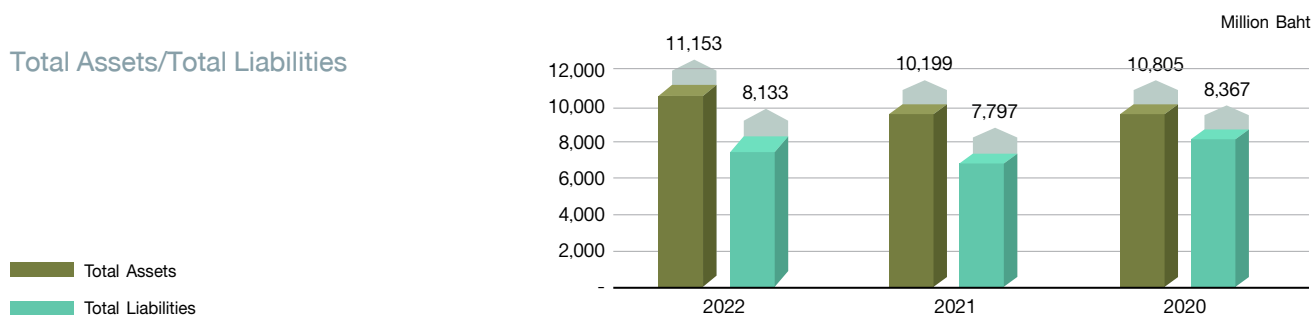
# Contents

Highlights in the year 2022	2
Message from the Chairman	4
Report of Audit Committee	5
Report of the Nomination and Remuneration Committee	8
Report of the Risk Committee	9
<b>Section 1 Business operations and results</b>	<b>26</b>
1. Structure and operation of the group of company	26
2. Risk management	33
3. Driving business for sustainability	56
4. Management Discussion and Analysis MD&A	58
5. General and other important information	68
<b>Section 2 Management and Corporate Governance</b>	<b>70</b>
6. Corporate Governance Policy	70
7. Corporate Governance Structure & important information about the board Sub-committees, management, employees and others	83
8. Report on performance of important corporate governance	93
9. Internal control and related transactions	100
<b>Section 3 Financial statements</b>	<b>108</b>
<b>Attachments</b>	
Attachment 1 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	188
Attachment 2 Details of the Directors of the Subsidiary	189
Attachment 3 Details of the internal audit supervisor and supervisors to supervise the operations of the company	190
Attachment 4 Assets used in business and details about the property appraisal	191
Attachment 5 Corporate Governance Policy and Guidelines and Code of Conduct	193

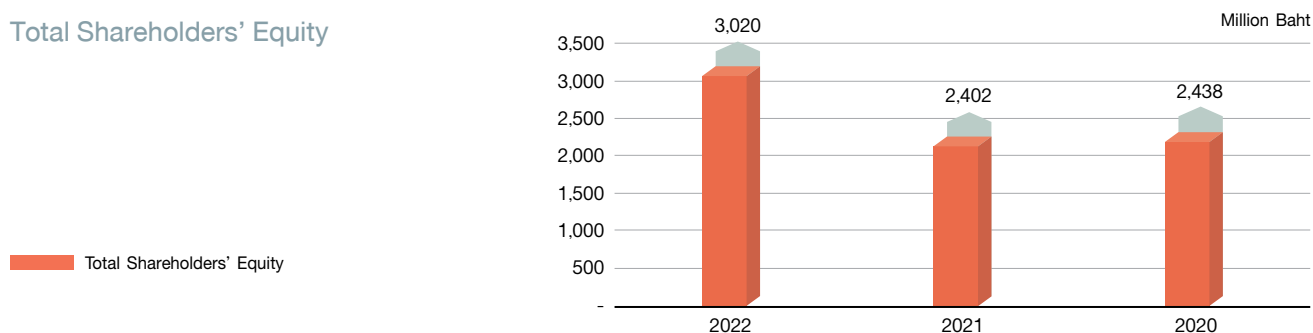
## 2022 Financial Highlights

3-Year Financial Summary	2022	2021	2020
Cash and cash equivalents	397,050	335,709	568,471
Total assets	11,153,415	10,199,456	10,805,081
Total liabilities	8,132,824	7,797,320	8,367,177
Shareholders' equity	3,020,591	2,402,136	2,437,904
<b>Statement of income</b>			
Revenue from real estate sales	1,150,404	1,451,590	649,428
Rental and service income	65,010	68,721	77,575
Revenue from hotel operations	672,338	336,819	455,322
Revenue from sales of goods	67,851	60,429	60,449
Total revenues	2,175,502	2,299,095	1,429,016
Gross profit	430,361	372,409	179,920
Net profit (loss)	(256,355)	(99,346)	(386,985)
Net profit(loss) Equity holders of the Company	(199,774)	(44,608)	(328,225)
<b>Per Share Ratios (Baht)</b>			
Book value per share	1.82	1.38	1.47
Net profit- Equity holders of the Company	(0.19)	(0.04)	(0.31)
<b>Financial Ratios</b>			
Return on assets	(2.40)	(0.95)	(3.97)
Return on equity	(11.73)	(2.94)	(18.46)
Gross profit margin	22.01	19.42	14.48
Net profit margin	(11.79)	(4.32)	(27.08)
Net profit margin	(9.19)	(1.94)	(22.97)
Equity holders of the Company Debt to equity	2.69	3.25	3.43

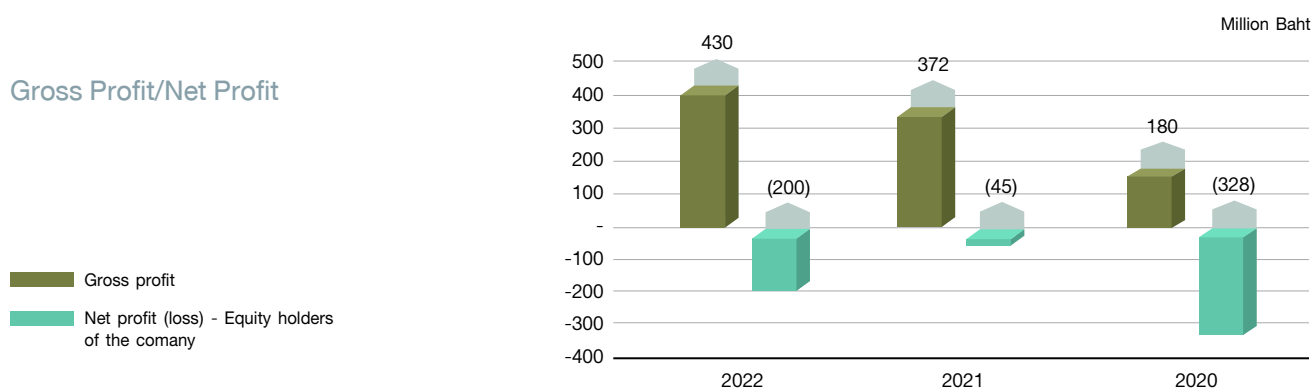
## Total Assets/Total Liabilities



## Total Shareholders' Equity



## Gross Profit/Net Profit





## Message from the Chairman

### Message from the Chairman

In the past year 2022, our company was still affected by the situation of the COVID-19 pandemic continuously. Including the war situation between Russia and Ukraine that affects the world economy. International monetary policy tightening which was a general inflation. For example, Thailand's inflation rate has risen to an average of 6.08%, and interest rates have also increased.

These factors directly affect real estate sales and hotel business, causing the company to have operating results in 2022, a loss of 256 million baht. A loss from the sale of real estate and others of 22 million baht, with a total income of 1,504 million baht. A decrease of about 5% from the year 2021 as a result of harder sales. The waiting for the transfer of ownership, which we have a balance of assets awaiting transfer of ownership as of December 31, 2022 for 2,030 million baht.

The majority of the loss of 234 million bath came from the hotel business, which has been sluggish and only started to fully recover in December. With the sharp drop in revenue from the existing hotel segment, it is most difficult to pay rent to the REIT. The executives are trying their best to negotiate for the least damage and to be mutually beneficial to all parties involved fairly. Despite suffering a loss, the total

revenue from the hotel business in 2022 increases 99% from 337 million baht in 2021 to 672 million baht because of the Baba Beach Club Hua Hin Hotel - Habita Seaview and Sripanwa Phuket. The extension called Yaya & Convention, which has not yet in the trust fund, has started to provide services throughout the past year.

The Company sincerely hopes that 2023 will be a good year. If there is no force majeure that we cannot control like before, tourism and hotel business in Thailand will improve. Lockdown measures have been lifted in various countries. The number of tourists coming to Thailand will return to normal conditions. In addition, The Issara Sathorn and Sasara Hua Hin projects will be completed and ownership transfers will be completed. It will increase revenue from the company's real estate business. The company is about to launch at least 3 new projects with a total value of nearly 8,000 million baht, which will generate income in the coming years as well.

Although the performance in 2022 will not be satisfactory, the company hopes that shareholders, business partners and allies will understand. All of our team members will do their best to create and deliver quality things to our customers. Thank you everyone.

A handwritten signature in blue ink.

Sriwara Issara

Chairman of the Board





## Attn: Shareholders, Charn Issara Development Public Company Limited

Performance of the Audit Committee in the past year has performed duties independently within the scope specified in the Audit Committee Charter, which is reviewed annually to be consistent with the current situation. In 2022, the Audit Committee emphasized its role in pushing for the use of technology in the organization to achieve standards and supervision the organization to achieve its goals in sustainable business operations. By focusing on the integration of all 3 parts: Integrated Governance Risk Compliance and Control - Integrated GRC through the work of the Audit Committee and internal audit department by adhering to efficiency in supervision to be clear, transparent, and verifiable.

In 2022, there were 5 meetings of the Audit Committee, with the Audit Committee attending every meeting to form a quorum. There was a meeting with the auditor without the presence of the Company's management total of 4 times to consider the scope of the guidelines and the auditor's annual audit plan. Including inquiry and follow up on audit results and issues of interest. In addition, there were discussions with internal auditors and auditors in related matters. At present, the audit committee of Charn Issara Development Public Company Limited consists of 3 independent directors who are experts and has experience in law, finance, accounting and corporate management, consisting of Mr. Pisut Dechakaisaya as the Chairman of the Audit Committee, Mr. Witit Ratchatatanan, and Mr. Pinit Puapan as members of the Audit Committee.

At the end of each year, the Audit Committee assesses the overall performance of the Audit Committee and self-assessment which the evaluation results are in good criteria. Summarize the key points of duty in the year 2022 as follows:

### 1. Review of financial reports

The Audit Committee reviewed the key information of the quarterly financial statements annual financial statements and consolidated financial statements of the Company and its subsidiaries which has been prepared in accordance with Thai Financial Reporting Standards which is in line with International Financial Reporting Standards. By reviewing material issues, extraordinary items, and receiving clarifications from the auditor and management until being satisfied that the arrangement make financial statements. Including the disclosure of notes to the financial statements, comply with legal requirements and financial reporting standards. Therefore, it has given its approval to the aforementioned financial statements that the auditor has reviewed and audited which is an unqualified opinion report. In addition, the Audit Committee had a meeting with the auditor without management to freely discuss obtaining information. The audit of material information in the preparation of financial statements and the disclosure of information in accordance with Thai Financial Reporting Standards and useful to users of financial statements. The important matters from the audit (Key Audit Matters) including suspicious behavior according to Section 89/25 of the Securities and Exchange Act B.E. Securities and Exchange Act (No. 4) B.E. who are independent and can be examined. There were no material observations and no suspicious behaviors were found affecting the financial statements and consolidated financial statements of the company are trusted and transparent, compliant with the standards.

controls to ensure that the company's financial reports and performance are accurate in accordance with accounting standards and sufficient information was disclosed in the financial statements.

## 2. Review of the internal control system

The Audit Committee reviewed the assessment results of the internal control system to assess the adequacy of the internal control system and risk management according to internal audit standards. Including assessment forms according to the guidelines set by the Securities and Exchange Commission.

The Audit Committee has considered and has an opinion that the Company has an appropriate and adequate internal control system, and productive and consistent with the auditor's opinion. There is the report that from the review show that there was no material flaw that could affect the Company's financial report which is one of the missions specified in the charter of the Audit Committee.

## 3. Risk Management Review

One member of the 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 jointly review policies. Determine the company's risk management guidelines to comply with changes in environment and situation based on internal factors outside and the likelihood of impact. According to the guidelines set by the Office of the Securities and Exchange Commission, there is a risk management committee who is responsible and to consider structures, policies, risk management frameworks risk management plan risk review and monitoring of the company's risk management with a risk management unit responsible for preparing risk reports and risk management of the company.

The Audit Committee has considered and has an opinion that the Company has an appropriate and adequate internal control and risk management system.

## 4. Supervision of internal audit work

The Audit Committee reviewed the Audit Committee Charter and Audit Charter annually to be consistent with risks and current situations and overseeing the work of the internal audit unit which covers the main tasks scope of work scope of responsibilities independence in the performance of the audit, including its organization and manpower. By reviewing and approving the annual internal audit plan prepared based on the risk assessment results; formulation of audit quality improvement plans; and knowledge development skills and expertise of internal audit personnel.

The Audit Committee has considered and has an opinion that the company has adequate and appropriate oversight of internal audit work and productive. Including the development of internal audit quality in terms of personnel and audit operations to meet international standards continuously.

## 5. Compliance with Securities and Exchange Laws

The Audit Committee has reviewed the Securities and Exchange Act. requirements of the Stock Exchange of Thailand and the SEC, as well as the laws related to business operations. Including complying with obligations that the company has to third parties.

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

## 6. Review the practice method for entering into connected transactions.

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



The Audit Committee has considered and has an opinion that such transactions that occurred during the year are the normal business transactions and are for the benefit of the Company including sufficient disclosure of information.

## 7. Independence of the Audit Committee

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

The Audit Committee acted independently throughout the period of operation. The audit committee has complied with the scope specified in the audit committee's charter, which was concluded satisfactorily.

## 8. Selecting, nominating, and proposing the annual auditor's remuneration

The Audit Committee has considered and selected an auditor including determining the auditor's remuneration for the year 2022 to the Board of Directors for consideration and approval at the shareholders' meeting to appoint auditors from Deloitte Touche Tohmatsu Jaiyos Co., Ltd. as auditors of the company for the year 2022. Based on the performance of the past year satisfactory, the auditor is independent skilled, knowledgeable, experienced in business auditing and provide business-related knowledge apart from auditing taking into account the announcements of the Securities and Exchange Commission of Thailand.

In summarize, the Audit Committee has an opinion that The Board of Directors, executives and employees of the Company are committed to performing their duties in order to achieve the goals. It has given great importance to operating

under a system of internal control and suitable risk management. There is adequate and transparent good corporate governance and reliable.



(Mr. Phisut Dechakaisaya)

Chairman of the Audit Committee



## Report from the Nomination and Remuneration Committee

### เรียน ท่านผู้ถือหุ้น

#### 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 2022 there was two 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

### เรียน ท่านผู้ถือหุ้น

#### 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 2022, there was one meeting of the Risk Management Committee with consideration to acknowledge and monitor risk assessment. The Risk Management Committee has established business guidelines. under the risk from the business operations of the company and affiliated companies The Board of Directors has considered risk factors in many aspects such as strategic, financial, operational. Corruption reputation

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



BE YOU  
BE ISSARA

The Issara Sathorn



## [ Board of Directors ]



**Mrs. Srivara Issara**  
Chairperson

Age : 69 years

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,  
Chairman of Risk Management Committee

Age : 69 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	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. Linda Prasertsom**  
Director\*\*

Age : 68 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

\*\* Mrs Linda prasertsom has resigned effective on February 13, 2023



**Mr. Pravesvudhi Raiva**

Independent Director, Chairman of Nomination  
and Remuneration Committee

Age : 71 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 Poornpalungpandin, 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	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.
2019-2020	President	Indiana University Alumni Association, Thailand Chapter
2013-2020	Director	Foodhouse Catering Services Co.,Ltd.
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,  
Managing Director

Age : 58 years

shares 44,550

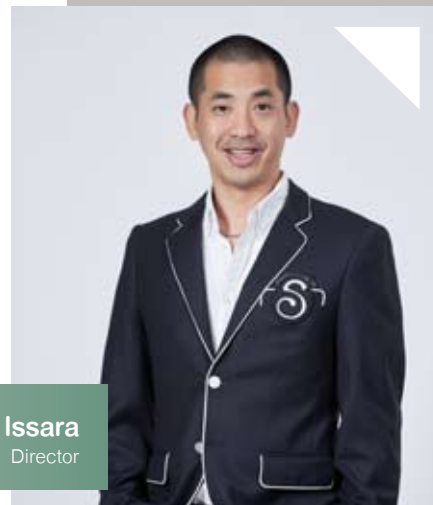
Shareholding 0.004

### 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, 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	Director, 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

Age : 42 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) Responsible for concept development And operation Manager, Practical training in kitchen and service, Event Coordinator (Cultural Gastronomia)	Hotel School
2001-2002	Cashier, Guest relation personnel, Responsible Reservation and Guest related issue, Club and event Promotion	Lush lounge and nightclub, Gainesville, Florida
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

Age : 67 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 2009-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

Age : 68 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

Age : 55 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	
February 1 2023-Present	Chairman of the Board	SRISAWAD CAPITAL 1969 PUBLIC COMPANY LIMITED
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.
October 2021-December 2022	Director	Bay Computing Co., Ltd.



นายคิวัฒน์ อัสระ

Director, Executive Vice president on Creative and information Technology

Age : 40 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	Director, Executive Vice president on Creative and information Technology	Charn Issara Development Public Co., Ltd.
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**

Executive Vice President - Operations Support

Age : 48 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.



**Mr Krit Hongjanta**  
Assistant Managing Director on Sales  
and Marketing

Age : 51 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 Pranee Worrachokpeerat**  
Assistant Managing Director on Accounting  
and Finance

Age : 45 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.



**Miss Orawan Eurumnuayrat**  
AVP - Accounting and Finance

Age : 40 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 Boonbumrung**  
Company Secretary

Age : 39 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
- Bachelor of Laws, Laws, Sukhothai Thammathirat Open University
- Company Secretary Program (CSP) 101/2019, Thai Institute of Directors (IOD)
- Risk Management 20/2022, Chulalongkorn University
- Strategic and Appreciative Business Development Program 6/2022, The Institute of Strategic and Appreciative Business (ISAB)

### Professional career for the past five years

2019-Present	Company Secretary	Charn Issara Development Public Co., Ltd.
2018	Compliance Manager	Charn Issara REIT Management Co., Ltd.
2017	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 20 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.

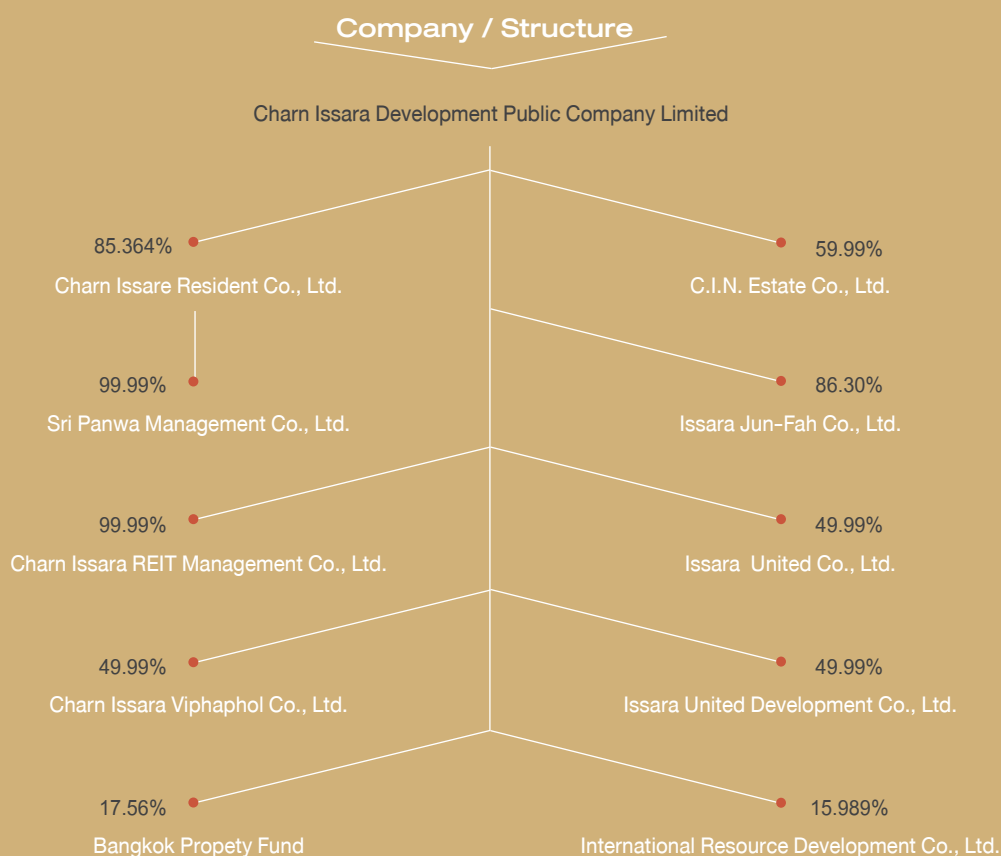
C.I.Development Co., Ltd. changed its name to C.I.M.Development Co., Ltd. and increased its registered capital to 50 million baht on March 30, 1990. The company has foreign venture which is Marubeni Corporation Co., Ltd. from Japan, a Conglomerate business operator, holding 40% stake before the company 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. 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 1,485,342,842 baht which is the total paid-up capital 1,066,595,865 baht.

##### 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 and Missions	Visions
	<b>"Charn Issara proudly develops for sustainable happiness."</b>
Mission	<ol style="list-style-type: none"> <li>1. Develop a team of professionals with strength and readiness to create premium quality projects.</li> <li>2. Deliver a quality project that impresses. To meet the expectations of consumers proudly.</li> <li>3. Maintain the size of the organization for being flexibility in business operations.</li> <li>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.</li> <li>5. Maintain the confidence and trust of consumers on the basis of transparency, sincerity and honesty.</li> <li>6. Create satisfaction and provide returns that grow continuously, stable and suitable to stakeholders.</li> <li>7. Promote the brand to be one of the consumers' minds.</li> </ol>

# BE YOU BE ISSARA

บริษัทมีการเปลี่ยนแปลงและพัฒนาการที่สำคัญในรอบ 5 ปีที่ผ่านมา ดังนี้

Year	Important event
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>
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>

Year	Important event
2022	<p>In February, the Company has issued a series of debentures with maturity of 2 years and 6 months' worth 500 million baht as part of the repayment of a series of debentures due in the year totaling 800 million baht.</p> <p>The Company has issued and offered warrants to purchase newly issued ordinary shares of the Company No. 2 (CI-W2) to existing ordinary shareholders of the Company at the ratio of 4 existing ordinary shares per 1 unit of warrants. With a term of 2 years from the date of issuance and initial public offering. The Company commenced trading of the warrants on July 12, 2022, with the exercise schedule of 1 baht per 1 ordinary share. The first and last exercise dates were November 30, 2022 and May 31, 2024, respectively.</p> <p>In July, Charn Issara Residence Co., Ltd. (Subsidiary, "CIR") opened for service. Sri Panwa Phuket, the extension of Sri Panwa Yaya (Convention Hall) has 24 Pool Suit rooms and a 400 square meters Convention Hall.</p> <p>In September, Sri Panwa Management Co., Ltd. (Subsidiary, "SPM") received approval for exemption of rental fee according to the property lease agreement from Sri Panwa Hotel Real Estate Investment Trust (Trust). Due to the impact of the crisis of Coronavirus pandemic (COVID-19), the REIT therefore considers providing assistance by waiving the rental for the assets invested No. 1 in the trust for the period from August 2021 to February 2022 and waiving the rental for the assets invested No. 3 in the trust for the period from January 2022 to February 2022. The total amount of 136.98 million baht, with a rental exemption in the amount of 94.65 million baht. When Charn Issara Residence Co., Ltd. (subsidiary, "CIR") has signed a financial support to SPM and on September 26, 2022 CIR has signed a financial support agreement with SPM, resulting in the Company's profit from such rental waiver during the year 2022 in the amount of 94.65 million baht.</p> <p>For the financial statements of 2022, the Company and its subsidiaries have considered changing the measurement of land used for business operations from the cost measurement to the fair price measurement to reflect the real value and close to the current value.</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
1. As part of the repayment of debentures due during the year	950 million baht	In February 2021 and August 2021	The company has used the funds according to the objectives and according to the timeline.

In 2022, the company offered bonds for sale "Debentures of Charn Issara Development Public Company Limited No. 1/2022 due in 2024" worth a total of 500 million baht, which has been used for the following purposes:

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
1. To be part of the repayment of the bonds that are due.	500 million baht	In April 2022	The company has used the funds according to the objectives and according to the timeline.

## (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](http://www.charnissara.com)

**Registered capital** : 1,485,342,842 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	2022		2021		2020		2019
	Revenue	%	Revenue	%	Revenue	%	
Sales of real estate income	1,150.40	52.88	1,451.59	63.14	649.43	45.46	
Rental and service income	65.01	2.99	68.72	2.99	77.58	5.43	
Hotel operation income	672.34	30.9	336.82	14.65	77.58	31.86	
Sales of product income	67.85	3.12	60.4	2.63	255.32	4.23	
Administrative fee income	31.28	1.44	23.28	1.01	28.34	1.98	
Other's income	188.62	8.67	358.25	15.58	157.90	11.04	
Total	2,175.50	100.0	2,290.09	100.0	1,429.02	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 expected completion 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 Viphaphon 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.
- 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 partially completed construction gradually transferred the ownership to the customer. and the rest are 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 offers another 24 Pool Suite rooms in the Yaya & Convention zone, which can accommodate up to 400 people.

- 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.

Habita Seaview, opened since the end of 2021 with a 12-storey height with 47 rooms and a banquet hall (Convention Hall) with a capacity of 200 people, meeting rooms / seminars / Kid Club / Cool Spa. This project is owned by Issara United Development Co., Ltd., a subsidiary and managed by Sri panwa

- 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 and EV Charger, 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 Associates Co., Ltd., a company small

- 14) **Sri Panwa Nanyan Bay**, 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 Dining, Shop C. Thai-style food and Cool Spa There has been a delay in construction during the COVID period. Causing delays in making hotels and the government has changed the rules for doing luxury projects in Hainan Island, so the project has been delayed.
- 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, currently under construction, expected to be completed by the end of 2023. 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 - Chalam. 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.

At present, Sri panwa Phuket opens a new Pool Suite in the name of Yaya & Convention, which has 24 rooms and a large banquet room with a capacity of 400 people, overlooking the sea parallel to the banquet hall and the end. Of the year Soul café and Tu Bar were opened to increase the outlet of the hotel. In addition, Baba Beach Club Hua Hin Phase 2, which we call the Habita Seaview zone, is a 12-storey building. There are 47 rooms with a large Convention room for organizing seminars, weddings and events, along with Kid Club, Cool spa, and Fitness rooms to provide complete service to customers and at Baba Beach Club Hua Hin, we have a home restaurant. Luck and Soul Food as well.

#### 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, 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.	2502.00	1,499,996	100	59.99
Charn Issara Vipaphol Co., Ltd.	100.00	2,099,996	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.	20	1,999,996	10	99.99
International Resources Development Co., Ltd.	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	425,000	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 at the end of 2019. 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 Suite 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.

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 79 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**, both projects are 100% sold and transferred.

(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 Group Award holder for real estate developers in Bangkok and leading resort cities. 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 lap 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 bedrooms, 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 completed 2021.

5. **Sri Panwa Management Co., Ltd.** owned by Charn Issara Residence Co., Ltd. has operated hotel management business since 2013 by renting Sri panwa Phuket Hotel Phase 1 and Phase 2 and Baba Beach Club Hua Hin Hotel from Sri Panwa Hotel hospitality Real Estate Investment Trust. come to manage as a luxury hotel and later managed the Baba Beach Club Natai Phang Nga hotel, as well as the Baba Beach Club Hua Hin hotel extension called Habita Seaview and Sri panwa Phuket hotel extension called Yaya Convention. which is a Convention Hall and a meeting room to support organizing events, seminars and events Room details and hotel values are as follows:

Hotel	Value	No. of room
Sri panwa phase 1	2,000 mil. Baht.	45 rooms
Sri panwa phase 2	1,300 mil. Baht.	31 rooms
Baba Beach club Hua Hin	550 mil. Baht.	18 rooms
Baba Beach Club NaTai	500 mil. Baht.	16 rooms
Baba Beach Club Hua Hin zone Habita Seaview	1,200 mil. Baht.	47 rooms
Sri panwa Phuket zone Yaya and Convention	1,000 mil. Baht.	24 rooms

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 back to manage the hotel for the new zone hotel building, which will have more than 47 rooms with Convention rooms, meeting rooms, Kid Club, Cool Spa, Fitness has been completed. Since the end of 2021, in the name of Habita Seaview, Sri Panwa has managed the hotel.
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 in 2019. The project has already hosted two world-class Circoloco events and in 2023 will host the third.

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. The invested assets consist of Sri Panwa Phuket Hotel and Baba Beach Club Hua Hin Hotel.
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 a polo field. The largest in Thailand. Currently, it also Developed as a residence and a golf course etc.

## (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 Hotel, Phuket The target customers in the project are A to A+ customers, with room rates per night starting at 15,000 – 100,000 baht, divided into Thai and foreign customers. On average, Thai people are about 40%, USA 8%, Saudi Arabia 5%, UK 3%, etc. during the past year.

Baba Beach Club Hua Hin and Baba Beach Club Phang Nga have target groups of B+ - A+ room rates. Room rates at Baba Beach Club Hua Hin start at 6,000 baht and the price of Baba Beach Club Natai starts at 6,000 baht. Also, in the area of the Convention Hall in Hua Hin and Phuket Baba Nest in Phuket. Wherein Hua Hin will be Thai customers, Phang Nga-Na Tai will focus on foreign customers. In addition, the Convention Hall in Hua Hin and Phuket, Baba Nest in Phuket and Baan Chok in Hua Hin are also popular for weddings. events the hotel's customer group is a returning guest and is passed on from relatives to relatives. friend to friend as a result, it has made us popular with Thai tourists as well.

## 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 Hotel and Baba Beach Club Phang Nga have target groups of B+ - A+ room rates. Room rates of Baba Beach Club Hua Hin start at 8,200 baht and the price of Baba Beach Club Natai starts at 8,000 baht. Hua Hin is a Thai customer, Phang Nga-Natai focuses on foreign customers and the hotel has a Returning Guest for up to 5%, which can be seen that customers who have come will like it and will like to come again including telling them to relatives including telling them 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

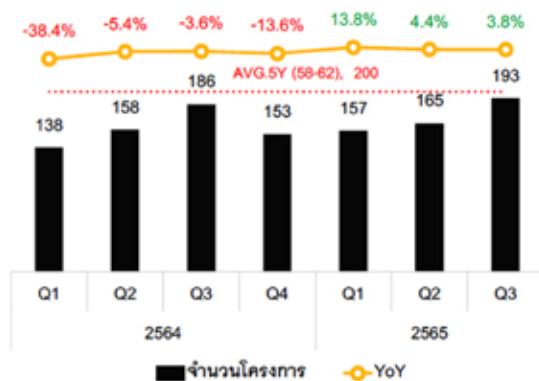
The Thai economy in 2022 began to recover slowly. Due to the relaxation measures to control the COVID-19 disease, people began to return to spend more on consumer goods. In addition, during the second half of the year, Thai government has fully opened the country to foreign tourists, generating approximately 1.25 trillion baht in revenue (Source: TTB Economic Analysis Center). Thai tourism figures help drive gross domestic product (GDP) growth at 2.6 percent. These positive factors resulted in entrepreneurs and the public having more confidence in the Thai economy. LTV is still the main measure that significantly benefits the real estate business. The Real Estate Information Center (REIC) found that the total real estate market index (Residential category) in 2022 moved up to 91.7 points, an increase of 21.1 percent from 2021, considered the highest increase since 2019.

However, there are still many negative factors affecting the real estate sector, such as high household debt in Thailand that affects the potential to buy real estate. Kasikorn Research Center views that it is possible to see the ratio of Thai household debt to GDP in 2022-2023 in the range of 85%, which will continue to be a drag on Thai consumption. The lowest rate in 24 years also resulted in an increase in the policy interest rate from 1.00 percent to 1.25 percent per year. According to research from the Krungthai Bank Research Center, every 1% increase in interest rates tends to reduce consumer purchasing power by about 10%, while reducing net profits by an average of 0.56% through finance costs. The real estate business will continue to face many monsoons in the future due to rising energy prices, wages, electricity, transportation and construction materials. After the

epidemic crisis and the geopolitical war between Russia and Ukraine and the trade war between the United States and China, we still face the problem of expensive land prices, lack of skilled workers in construction, refusal of housing loans from financial institutions, reduction of credit limits to entrepreneurs, and the increasing strictness of environmental and construction laws. These negative factors may not be good for the real estate sector in the long term.

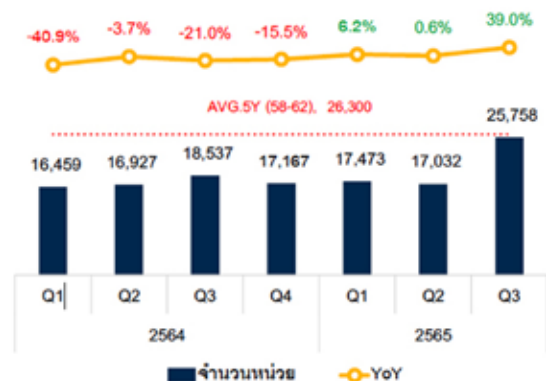
On the supply side, in the third quarter of 2022, there were positive signs of project development investment by entrepreneurs. Observed from the land development licenses nationwide increased both the number of projects and the total number of units to 193 projects or 25,758 units, representing 3.8% and 39.0% respectively compared to the same period of 2021 (See chart 1 and 2).

**แผนภูมิที่ 1 จำนวนโครงการที่อยู่อาศัยที่ได้รับใบอนุญาตจัดสรรที่ดินทั่วประเทศ ไตรมาส 3 ปี 2565**



ที่มา : ศูนย์ข้อมูลสังหาริมทรัพย์ ธนาคารอาคารสงเคราะห์

**แผนภูมิที่ 2 จำนวนหน่วยที่อยู่อาศัยที่ได้รับใบอนุญาตจัดสรรที่ดินทั่วประเทศ ไตรมาส 3 ปี 2565**

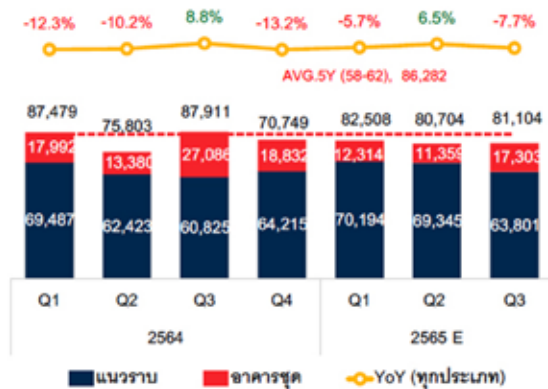


ที่มา : ศูนย์ข้อมูลสังหาริมทรัพย์ ธนาคารอาคารสงเคราะห์

For the issuance of housing construction permits across the country in the third quarter of 2022, it was found to have decreased by -7.7 percent compared to the same period in 2021, with approximately 81,104 units of construction

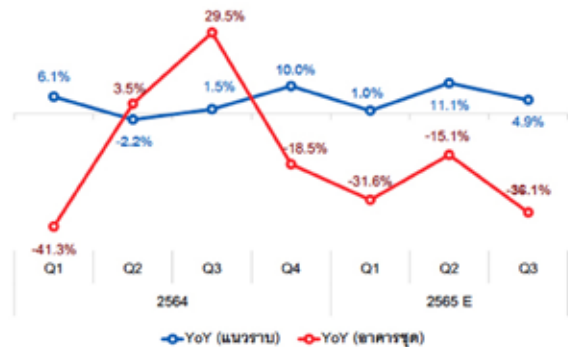
remaining. Mainly due to a decrease in condominium construction. -36.10 percent, but the construction of low-rise housing tends to expand (See Chart 4 and 5).

แผนภูมิที่ 4 การออกใบอนุญาตก่อสร้างที่อยู่อาศัยทั่วประเทศ  
ไตรมาส 3 ปี 2565



ที่มา : ศูนย์ข้อมูลสังหาริมทรัพย์ ธนาคารอาคารสงเคราะห์  
หมายเหตุ : E หมายถึง ตัวเลขประมาณการ

แผนภูมิที่ 5 อัตราขยายตัวจำนวนหน่วยการออกใบอนุญาตก่อสร้าง  
ที่อยู่อาศัยทั่วประเทศ ไตรมาส 3 ปี 2565



ที่มา : ศูนย์ข้อมูลสังหาริมทรัพย์ ธนาคารอาคารสงเคราะห์  
หมายเหตุ : E หมายถึง ตัวเลขประมาณการ

In conclusion, in the first 9 months of 2022 (January-September), on the supply side, entrepreneurs have planned to develop projects in the future by applying for a license to allocate in advance to wait for the economic recovery to be fully recovered. But due to the year 2022 still faced with the problem of higher costs, therefore it is still be temporarily delayed of the construction work.

## Residential Condominium and Housing Estate Market Conditions

In the overall picture of the first 9 months of 2022, on the demand side, it was found that there were 282,648 units of ownership transferred nationwide, worth 755,178 million baht, an increase of both 15.2 and 11.3 percent, respectively. If separated by type of housing found that low-rise housing, the value of ownership transfer increased 12.8 percent from the same period last year. 559,198 million baht or 74,219 units, an increase of 7.4 percent from the same period last year (see Table 5).

ตารางที่ 5 จังหวัดที่มีการโอนกรรมสิทธิ์ที่อยู่อาศัยมากที่สุด 10 อันดับแรก ในช่วง 9 เดือนแรกของปี  
2565 (มกราคม - กันยายน)

ลำดับ จังหวัด	จังหวัด	ภาค	หน่วย			สัดส่วน จำนวนหน่วย	YoY	มูลค่า			สัดส่วน มูลค่า	YoY
			แนวราบ	อาคารชุด	รวม			แนวราบ	อาคารชุด	รวม		
1	กรุงเทพมหานคร	กรุงเทพมหานคร	29,220	39,959	69,179	24.5%	↑ 15.3%	149,404	135,477	284,881	37.7%	↑ 9.2%
2	ชลบุรี	ภาคตะวันออก	16,386	7,401	23,787	8.4%	↑ 15.8%	41,350	16,834	58,184	7.7%	↑ 16.2%
3	นนทบุรี	กรุงเทพมหานคร	13,094	4,987	18,081	6.4%	↑ 5.3%	50,699	6,863	57,562	7.6%	↑ 0.77%
4	สมุทรปราการ	กรุงเทพมหานคร	13,306	6,868	20,174	7.1%	↑ 24.3%	44,025	9,624	53,649	7.1%	↑ 17.7%
5	ปทุมธานี	กรุงเทพมหานคร	15,795	4,998	20,793	7.4%	↑ 14.8%	42,234	6,109	48,342	6.4%	↑ 14.3%
6	เชียงใหม่	ภาคเหนือ	7,957	1,806	9,853	3.5%	↑ 13.4%	19,094	3,404	22,498	3.0%	↑ 13.8%
7	ระยอง	ภาคตะวันออก	8,964	724	9,688	3.4%	↑ 7.0%	19,072	1,390	20,462	2.7%	↑ 8.6%
8	ภูเก็ต	ภาคใต้	3,233	1,579	4,812	1.7%	↑ 30.9%	12,029	4,482	16,511	2.2%	↑ 17.1%
9	นครราชสีมา	ภาคตะวันออกเฉียงเหนือ	6,113	647	6,760	2.4%	↑ 5.2%	12,119	1,826	13,945	1.8%	↑ 3.1%
10	สุพรรณบุรี	ภาคกลาง	5,204	382	5,586	2.0%	↑ 28.9%	13,513	203	13,715	1.8%	↑ 29.1%
จังหวัดอื่นๆ			89,157	4,778	93,935	33.2%	↑ 15.8%	155,660	9,768	165,428	21.9%	↑ 13.7%
รวมทั่วประเทศ			208,429	74,219	282,648	100.0%	↑ 15.2%	559,198	195,979	755,178	100.0%	↑ 11.3%
YOY			14.2%	18.2%	15.2%			12.8%	7.4%	11.3%		

ที่มา : ศูนย์ข้อมูลสังหาริมทรัพย์ ธนาคารอาคารสงเคราะห์

When considering the housing price factor, ownership has already been transferred in the first 9 months of 2022, it was found that the proportion of 61.6% was in the housing price range, namely the first price level of 2.01 - 3.00 million baht, representing a 23.6% ratio. Second, the price range of 3.01 - 5.00 million baht, representing 19.9 percent, and the third, the price range over 10 million baht, representing 18.0 percent. The total value of ownership transfer of these top three is at 465,189 million baht. There are still many residents but the big problem is that the purchasing power of Thai people is declining while housing prices are rising. The government should speed up solving the problem. Thai household debt burden, cost of living, and the higher of housing loan interest rates including relaxation of the LTV measure for home buyers of second homes or more, and relaxation of measures for foreigners with good records to buy houses in housing projects under the security laws that are clearly defined.

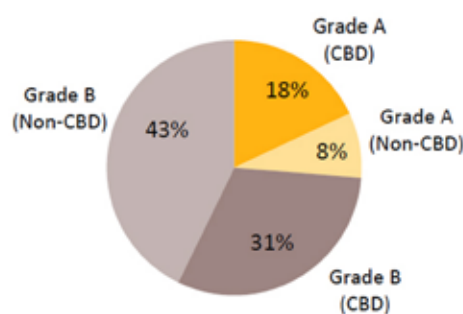
## Office Building Market Conditions

The business of office buildings for sale and rent in 2022 is likely to improve according to the economic situation after the COVID 19 crisis subsides as the business sector returns to employment, therefore demand for office space increases

that supports hybrid work (Hybrid Workplace), the demand for work space in each moment is uncertain. Therefore, the company and most organizations will reduce the size of the rental space to support the work from home lifestyle and to save the company's rental fee. In addition, the overall average rental rate will decrease slowly. Landlords may need to adjust their rental and service fees strategies for old customers to renew the contract and to make new customers

compared to 2021. However, the amount of new office space entering the market was very high in the first half of the year. As a result, the cumulative supply of office space at the end of the third quarter stood at 9.5 million square meters. This causes competition for tenants with lower rental prices in the same area. Resulting in a vacant rate of approximately 20 percent, representing the cumulative rental of office space at 8.2 million square meters. Proportion of renting space in grade B office buildings Non-CBD buildings which have a 43% market share and grade B office buildings in the central business district (CBD) have a 31% market share, respectively, see the table below.

**Figure 8: Share of Total Supply by Grade and by Area (Q3 2022)**



Source : CBRE Research, Krungsri Research

interested in renting to maintain building occupancy rates. CBRE research estimates that the best office buildings in the CBD will see rents drop by an average of around 1,000 baht per square meter. While the older office buildings outside economic zones will find rental cost equal to cost negotiations, causing building owners to face the problem of cost management and the highest vacancy rates according to market trends (see

**Figure 15: Office Space in BMR**



Source : CBRE Research, forecast by Krungsri Research

## 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.



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## 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.

## (4) Assets used in Business



## Assets used in Business

Characteristics of assets of the Company and its subsidiaries as of December 31, 2022

Assets	Asset Location	Cost Appraisal (Million Baht)	Account Price As of December 31, 2022 (Million Baht)	Source of Rights	Obligation
Commercial Suite, Charn Issara Tower 1 4 units (area 1,040.01 square meters) Rama 4 Road, Suriyawong Subdistrict Bangrak, Bangkok	Chan Issara Tower	109.90	109.90	Ownership	Mortgage free
Commercial suites and office suites Charn Issara Tower 2 41 units (area 2,538.48 square meters)	Chan Issara Tower 2 New Petchburi Road Bangkapi Subdistrict, Huai Khwang District, Bangkok	129.70	129.70	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	10.60	10.60	Ownership	Mortgage free
Land and Buildings Baan Sitawan project, area 27 rai	Pak Chong District Nakhon Ratchasima Province	-	108.60	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	-	200.21	Ownership	The Company has mortgaged as collateral for a bank loan in the amount of 200 million baht.
Land and Buildings, condominiums The Issara Sathorn project Area 1 rai 2 ngan 60 sq wa	Thungmahamek, Sathorn Bangkok	2,129.13	913.46	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 7 rai 2 ngan 75.5 sq wa	Takua Thung District, Phang Nga Province		657.29	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 Project Baba Beach Club Natai Phangnga Area 3 rai 2 ngan 9 sq wa	Takua Thung District, Phang Nga Province		504.58		

Assets	Asset Location	Cost Appraisal (Million Baht)	Account Price As of December 31, 2022 (Million Baht)	Source of Rights	Obligation
Commercial suites and residential suites The Issara Ladpraog project, 2 units, area 563.07 sq.m.	Lat Phrao Road, Ladyao Subdistrict Bang Khen, Bangkok	55.40	54.60	Owned by C.I.N. Co., Ltd. Estate	Mortgage free
Commercial suite ISSI Suksawadi Project Condominium 1 unit, area 280.29 sq m.	Suksawat Road Bangpakok Rat Burana District, Bangkok	24.50	24.20	Owned by C.I.N. Co., Ltd. Estate	The Company has mortgaged as collateral for a bank loan in the amount of 20 million baht.
Commercial suite Condominium project ISSI Suksawadi, 2 units, area 65.83 sq m.	Suksawat Road Bangpakok Rat Burana District, Bangkok	-	2.78	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 Kao Subdistrict Bang Phli District, Samut Prakan Province	-	710.30	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 Charn Issara Tower 2 4 unit suites (Area 432.45 square meters)	Charn Issara Tower 2 New Petchburi Road Bangkapi Subdistrict, Huai Khwang District, Bangkok	24.44	24.44	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	-	434.88	Owned by Charn Issara Wipapol Co., Ltd.	The Company has mortgaged as collateral for a bank in the amount of 694 million baht.
Commercial suite Baan Thew Talay (Thew 2) 48 units, area 1,825.69 sq m.	Cha-am Subdistrict, Cha-am District, Phetchaburi	-	53.65	Owned by Issara United Co., Ltd.	The Company has mortgaged as collateral for a loan with a bank in the amount of Baht 43.25 million.

Assets	Asset Location	Cost Appraisal (Million Baht)	Account Price As of December 31, 2022 (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	-	390.33	Owned by Issara United Co., Ltd.	The Company has mortgaged as collateral for a loan with a bank in the amount of Baht 651 million.
Land and Buildings Villa Project, Cha-am Area 1 rai 44 sq. wa.	Cha-am Subdistrict, Cha-am District, Phetchaburi	-	94.58	Owned by Issara United Co., Ltd.	The Company has mortgaged as collateral for a loan with a bank in the amount of Baht 88 million.
The land is under development of the Sarasara Project, Hua Hin District. Area 5 rai 23 sq. m.	Nong Kae Subdistrict, Hua Hin District Prachuap Khiri Khan	-	628.59	Owned by Issara United Co., Ltd.	The Company has mortgaged as collateral for a loan with a bank in the amount of Baht 619 million.
Land and buildings Shell gas station, Cha-am district Area 20 rai 3 ngan 4 sq. m.	Cha-am Subdistrict, Cha-am District, Phetchaburi	-	407.19	Owned by Issara United Co., Ltd.	The Company has mortgaged as collateral for a loan with a company.
Land and buildings Habita Sea View Hotel Hua Hin Area 5 rai 3 ngan 69 sq. m.	Cha-am Subdistrict, Cha-am District, Phetchaburi	-	977.56	Owned by Issara United Co., Ltd.	The Company has mortgaged as collateral for a loan with a bank in the amount of Baht 590 million.
Land and Buildings Sri Panwa Convention Project Area 5 rai 3 ngan 15.4 sq. wa	Ao Makham-Laem Panwa Rd. (Thor Lor. 4129), Wichit Sub-district, Mueang Phuket District Phuket Province	-	644.75	Owned by Charn Issara Residence Co., Ltd.	The Company has mortgaged as collateral for a loan with a bank in the amount of Baht 450 million.

## (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" Sripanwa 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 Sripanwa 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	15,853
Sold	9,088
Available for sales	6,765
Backlog	2,030

Backlog	Value (Million Baht)
Available	249
Under construction	1,781

## 1.3 โครงสร้างการถือหุ้นของกลุ่มบริษัท

### 1.3.1 โครงสร้างการถือหุ้นของกลุ่มบริษัท

#### โครงสร้างการถือหุ้นและการจัดการ

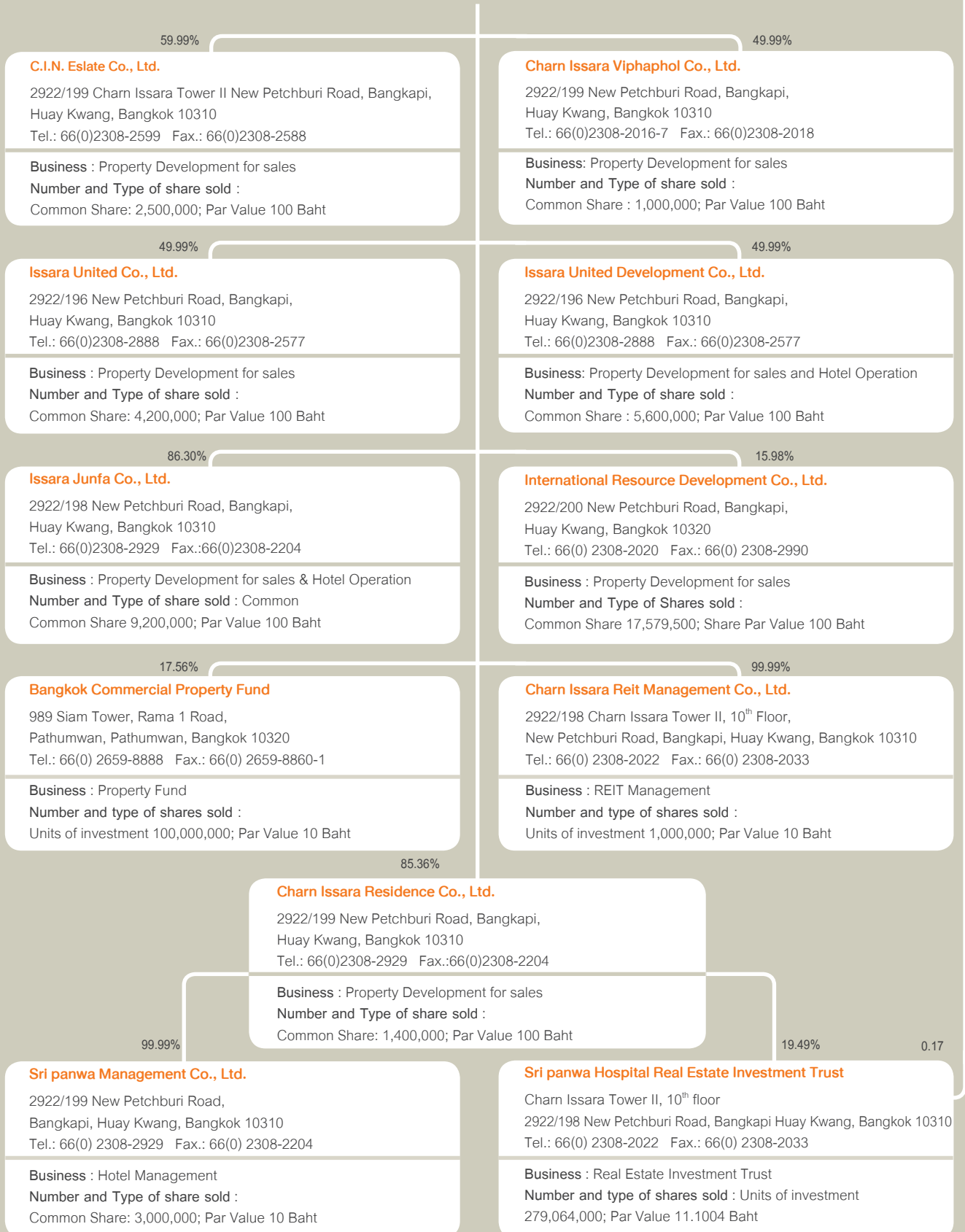
บริษัท ชาญอิสสระ ดีเวลลอปเม้นท์ จำกัด (มหาชน) มีทุนจดทะเบียน ณ วันที่ 31 ธันวาคม 2564 จำนวน 1,589,286,363 บาท (หุ้นสามัญจำนวน 1,589,286,363 หุ้น มูลค่าหุ้นละ 1 บาท) และมีทุนชำระแล้วทั้งสิ้น 1,066,595,865 บาท (หุ้นสามัญจำนวน 1,066,595,865 หุ้น มูลค่าหุ้นละ 1 บาท)



(1) Company Group Structure

Company Group Structure as of December 31, 2022

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, 2022

Name of Shareholder	Number of Shares	Percentage of paid-up capital
1. Mr. Songkran Issara	313,634,494	29.405
2. Mr. Taweechat Jurangkool	244,444,200	22.918
3. C.I. Property Co., Ltd.	97,714,905	9.161
4. Ms. Kratpetch Issara	41,601,006	3.900
5. Saha Pathanapibul Public Company Limited	21,126,760	1.981
6. I.C.C. International Public Company Limited	21,126,760	1.981
7. Mr. Ditwat Issara	19,584,454	1.836
8. Thai NVDR	17,763,332	1.665
9. Mr. Satit Sangkiet	14,180,231	1.329
10. Mr. Wanlop Sangkiet	10,291,050	0.965
11. Others	265,128,673	24.857
<b>Total</b>	<b>1,066,595,865</b>	<b>100.00</b>

#### (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
<b>Total</b>	<b>477,642,768</b>	<b>44.78</b>

### (2) Agreement between major shareholders (if any)

-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 1,589,286,363 baht divided into ordinary shares 1,589,574,624 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 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.

## 3. Business drive for sustainability

The company has prepared a sustainability report for the year 2022 and has prepared a sustainability report annually. It has reporting guidelines that align with the guidelines of the Global Reporting Initiatives (GRI) Version G4 and presents progress each year. ours clearly You can follow information about community, social and environmental activities of Charn Issara. From the 2022 Sustainability Report, disclosed to interested parties on the website. <http://investor-th.chnissara.com/sdr.html> and [www.chnissara.com](http://www.chnissara.com)

### 3.1 Sustainability Management Policy and Goals

Based on the vision of the company that "Chan Issara is proud to develop and create sustainable happiness", the company has therefore set a framework for sustainable development under the concept of conducting business with responsibility. dedicated with intention to create sustainable happiness for all stakeholders

#### Charn Issara Sustainability Strategy

Sustainable Development Operations According to the 3 strategic goals: ME / WE / World is what we strive to make. Our sustainability component is strong. and choose a goal that we have expertise in

- Apply technology and innovation in the design, construction process. to reduce costs Quality control and impact reduction to the environment Including marketing development to meet the needs of customers
- Continuously building and developing relationships with internal and external partners
- Creating and promoting a happy working environment (Happy Workplace, Work from Heart) as well as developing employees to have Competency in work and encourage employees to work together as a team.
- We will conduct business with morality and ethics to be evident. to create benefits and sustainable happiness for all stakeholders

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

Stakeholders is a very important role in the Company's business operations. according to the company's supply chain This will lead to the management and determination of the process of connecting stakeholders in each group as desired and expected from the Company. fully in the future

### 3.3 Environmental Sustainability Management

The company realizes that management has an impact on our world, more or less, so it can be seen that the company cares. and strive to take care of the environment as much as possible By starting to design a project that brings environmental issues into the thinking and design system. The company is committed to developing management and taking care of the environment in every project of the company.

The Company places importance on management to reduce greenhouse gas problems. In the past, the company Has operated and operated in accordance with laws, regulations environmental regulations related to business operations of the company This reflects that the Company is committed to reducing negative impacts on the environment. Employees are encouraged and encouraged to recognize the importance of environmental management.

#### Environmental performance

Performance indicators	Year 2022
<b>electrification</b>	
Electricity consumption (kWh)	104,706.22
electricity consumption increase/decrease (%)	-
Electricity consumption per number of employees (kilowatt-hours per person)	1,261.52
Increase/decrease rate of electricity usage per number of employees (%)	-
Cost of using electricity (baht)	614,673.50
Increase/decrease rate of electricity usage expenses (percent)	-
<b>water consumption</b>	
water consumption (cubic meter)	-
Increase/decrease water consumption rate (%)	-
Water consumption per employee (cubic meters per person)	-
Increase/decrease rate of water usage per number of employees (%)	-
Cost of using water (baht)	-
Rate of water usage increase/decrease (percent)	-
<b>paper usage</b>	
Paper consumption	243.00
Increase/decrease rate of paper usage (%)	-
Cost of buying paper (baht)	20,898.00
Increase/decrease rate of paper purchase expenses (%)	-
<b>use of oil</b>	
Oil consumption (liters)	1,691.17
Rate of oil consumption increase/decrease (%)	-
Expenses for using fuel (baht)	63,570.26
Increase/decrease rate of fuel consumption (percent)	-
<b>Greenhouse gas emissions (Scope2)</b>	
Amount of greenhouse gas emissions (ton Co <sub>2</sub> e)	63.23
Increase/decrease rate of greenhouse gas emissions (%)	-
GHG emissions per employee (ton Co <sub>2</sub> e per person)	0.76
Increase/decrease rate of greenhouse gas emissions per employee (%)	-

## environmental performance

- (1) (1) The company is in the process of collecting data for long-term performance measurement (3-5 years). Start collecting data (base year)
- (2) Greenhouse gas emissions in Scope 2 (Scope2) are indirect greenhouse gas emissions from electricity consumption. by referring to the method for calculating greenhouse gas emissions (Carbon Footprint) from the Administration Organization
- (3) In 2022, the Company organized the POWER OF UNIFORM activity, able to reduce the rate of greenhouse gas emissions by 3.9 ton CO2e.

## 3.4 Sustainability Management in Social Dimension

The company has realized and regarded as the main mission in occupational health and safety management. as well as a guideline for safety control in the workplace To prevent health problems and accidents by giving importance to the care of personnel in the company. To have a working environment Be safe and healthy

## 4. Management Discussion and Analysis (MD&A)

### Management Discussion and Analysis (MD&A)

#### 4.1 Analyze operations and financial status

The main business of the company is the development and sale of real estate consisting of house and allocated land, condominium suites and hotel business. In the year 2022, the company has income from the sale of real estate and income from hotel operations in the amount of 1,150.40 million baht and 672.34 million baht, respectively, or representing 52.91 percent and 30.92 percent of total income, respectively. During ongoing construction to generate sales and increase revenue recognition in the future which the company views that if the economy recovers and the pandemic of the COVID-19 has a better signal. The company will be able to sell completed real estate projects as targeted. In addition, the hotel business will resume operations according to the target following the recovery of the tourism industry supported by the government.

Details of assets, liabilities and capital, as well as detailed results of operations, are broken down by type. Including important financial ratio numbers as follows

As of December 31, 2022, the company had total assets of 11,153.42 million baht, an increase of 953.96 million baht or an increase of 9.35 percent from 31 December 2021. Mainly due to an increase in land plant and equipment in the amount of 1,885.50 million baht from the transfer from the cost of real estate development projects for sale and land awaiting

development. From the change of the recognition of land value from cost price to revalued price, to reflect real value and close to current market value. In addition, the development of the Baba Beach Club Hua Hin hotel project, the company also had an increase in trade and other current receivables of 82.12 million baht. Mainly from advance expenses for construction, commission paid in advance by the Company from the sale of immovable properties that the Company has not yet transferred ownership to customers. The accounts receivable from the normal operation of the hotel business with tourists entering the service at the end of the year higher than the previous year. Although the cost of real estate development projects for sale decreased in the amount of 705.54 million baht due to the transfer of cost of real estate development projects for sale to cost of real estate sales in the Company's income statement and the transfer the cost of real estate development projects for sale to land, buildings and equipment. In addition, during the year the company has developed more projects such as The Issara Sathorn Project, Issara Residence Rama 9 Project, Baan Issara Bangna Project, Sara Hua Hin Project extension project Sri Panwa Phuket Hotel, etc.

#### Debt

As of December 31, 2022, the company had total liabilities of 8,132.82 million baht, an increase of 335.50 million baht or an increase of 4.30 percent from 31 December 2021. Mainly due to an increase in loans from financial institutions in the amount of 258.49 million baht from the development of real estate for sale during the year such as the Issara Sathorn condominium project and the Baba Beach Club Hua Hin hotel project, etc. Together with the increase in lease liabilities of 46.81 million baht due to the company receiving

an extension of the rental payment period according to the contract. In addition, the rental fee was exempted for the lease of assets used for hotel business operations of Sri Panwa Management Co., Ltd. (subsidiary). However, the outstanding debentures of the Company decreased in the amount of 298.65 million baht from the repayment of the debentures netted by the issuance of debentures during the period and fee for issuing debentures amortized.

### Equity

As of December 31, 2022, the Company had total shareholders' equity of 3,020.59 million baht, an increase of 618.45 million baht, mainly as a result of gains from land appraisals.

## Overall Result

### Income

Charn Issara Development Public Company Limited and its subsidiaries have total income from operations in 2022 for 2,175.50 million baht, a decrease of 123.59 million baht from 2021, or a 5.68 percent decrease. Consists of income from 4 main businesses and other income as follows.

- Revenue from real estate sales in 2022 was 1,150.4 million baht, a decrease of 301.19 million baht from 2021, or a 20.75 percent decrease from the previous year. Due to the economic recession caused by the impact of the of Coronavirus Disease (COVID-19), resulting a decrease in confidence in the decision to buy houses and condominiums for residence and investment. Resulting in a slowdown in the transfer of ownership of houses and condominiums, respectively.
- Rental and service income for the year 2022 was 65.01 million baht, a decrease of 3.71 million baht from the year 2021 or a decrease of 5.40% due to the tenants still being affected by the economic situation. Severe slowdown due to the spread of the Covid-19 virus causing some tenants to cancel their lease contracts or not to renew the contract by tenants in the business sector, tour operators and restaurants, and some have reduced the size of the rental space to be smaller than before.
- Revenue from hotel operations in 2022 was 672.34 million baht, an increase of 335.52 million baht from 2021, or an increase of 99.61 percent, due to the fact that tourists began to have a positive attitude towards the epidemic situation. Coronavirus disease (COVID-19) that has occurred over the past 2 years (early 2020 – early 2022) and from the number of death rates decreasing as well as the severity of symptoms that decrease, if an infection occurs. Vaccination rate of the population in the country and abroad increased together with the opening of the country to foreign tourists since the third quarter, as well as the government's measures to help the tourism business sector through the project "We travel together" to stimulate domestic tourism.
- The company's sales revenue in 2022 was 67.85, an increase of 7.42 million baht from 2021, or an increase of 12.28%. Due to the fact that tourists began to have a positive attitude towards the epidemic situation. Infected with the corona virus (COVID-19), thereby increasing the number of travel trips.
- Other income in 2022 was 188.61 million baht, a decrease of 169.63 million baht from 2021, or a decrease of 47.35%. The main decrease in other income is a result of the profit from the exemption of rent according to the asset lease agreement between Sri Panwa Management Co., Ltd. (subsidiary) and Sri Panwa Hotel Real Estate Investment Trust (Trust). In 2022, the Trust has considered providing assistance from the impact of the pandemic of Coronavirus Disease (COVID-19). Resulting in a decrease in the number of tourists by waiving the rent for the assets invested in this time for the rental period from August 2021 to February 2022 in the total amount of 94.7 million baht. While in 2021 the trust provided assistance by waiving the rental for the assets invested in the 1<sup>st</sup> and the 3<sup>rd</sup> period from February 2020 to June 2021 for the amount 266.7 million baht.

## Income

(Unit : Million Baht)

Income List	2022	2021	Increase / (Decrease)	% Increase / (Decrease)
Revenue from sale of real estate	1,150	1,451	(301)	(20.75)
Rental and service income	65	69	(4)	(5.40)
Revenue from hotel operations	672	337	335	99.61
Revenue from sales of goods	68	61	7	12.28
Administrative and other fees income	31	23	8	34.33
Other income	189	358	(169)	(47.35)
Total Income	2,175	2,299	(124)	(5.38)

## Gross Profit

- The Company's gross profit margin from the sale of real estate in 2022 was 30.50%, which was a slight increase from the previous year because overall real estate revenue in the past 2 years was generated. From projects that have been launched for a long time and the company will do promotions to give big discounts and maintain gross margins.
- The company's gross profit margin from office rental and service business in Charn Issara Tower 1 and 2 and condominiums in Issara Ladprao condominium in 2022 equal to 33.99 percent, a decrease of 7.70 percent from 2021. Because in 2022 the company provided assistance to affected tenants from economic situations by reducing rent and/or service charges while the fixed cost of the company has not decreased.
- The Company's gross profit margin from hotel business in 2022 was 8.00%, which increased from 2021 by 35.73% due to the situation of the spread of the Coronavirus Disease (COVID-19) which has a positive trend. Together with the government's measures to help the tourism business sector through the aforementioned results in the year 2022. The hotel had a better occupancy rate and resulted in a good gross profit margin from the hotel business.
- The Company's gross profit margin from sales of goods in 2022 was 5.29%, with a 1.29% decrease in profit margin from 2021. Mainly due to the high volatility of oil costs due to the Russia-Ukraine war which affects the demand for oil.

The details of gross profit for each business are shown in the table below.

(Unit : Million Baht )

Gross Profit	2022	2021	% Increase / (Decrease)
Gross profit from the sale of real estate	30.50	29.84	0.66
Gross profit from rental and service fees	33.99	41.69	(7.70)
Gross profit from hotel operation	8.00	(27.73)	35.73
Gross profit from the sale of goods	5.29	6.58	(1.29)
Total Gross Profit	22.01	19.42	2.59

## Expenses

- Distribution and administrative expenses for the year 2022 was 645.36 million, which increased by 16.85% compared to 2021. The main reason for the increase was the increase in employee compensation. Because during the same period of the previous year, the company had controlled and reduced expenses to enhance the liquidity of the company's operations during the covid-19 pandemic.
- Financial expenses in 2022 were 295.30 million baht, a decrease of 28.19 million baht from 2021 due to the decrease in liabilities from financial institutions. The decrease in liabilities from lease contracts resulted in a decrease in the cost of interest in the same direction.

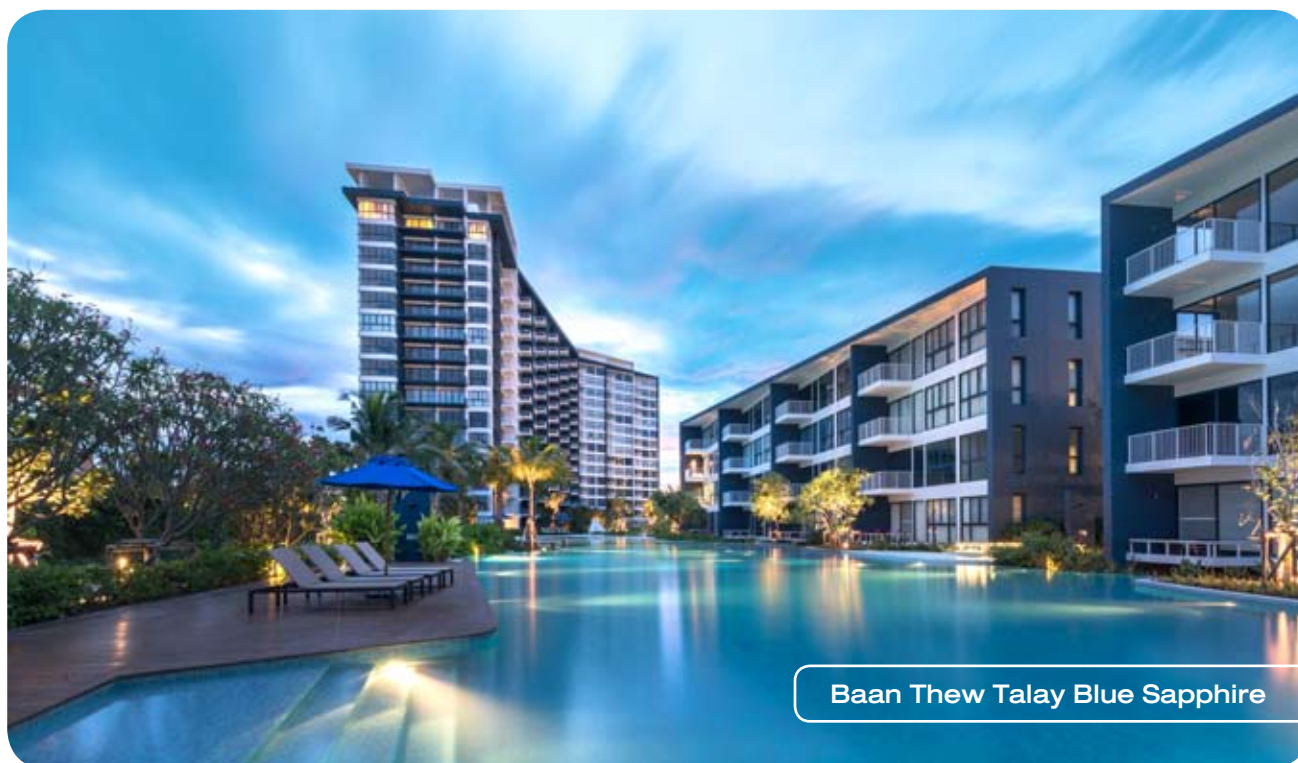


### Net Profit / (Loss)

The company had a loss from operations in 2022 equal to 256.35 million baht, with a net loss attributable to the shareholders of the company equal to 199.77 million baht and an increase in loss of 155.17 million baht compared to the year 2021, representing a net loss. Attributable to the Company's shareholders per share equal to 0.1873 baht.

### Key Financial Ratios

1. Earnings before interest, tax, depreciation and amortization (EBITDA) ratio in 2022 was 15.51%, a decrease compared to 2021, equal to 20.66%. Due to the company's operating results decreasing, especially from the real estate development business for sell. In addition, the company has increased expenses from an increase in employee remuneration. Because during the same period of the previous year, the Company had controlled and reduced expenses to enhance the liquidity of the company's operations.
2. The ability to pay interest (EBIT / Interest Expenses) in 2022 was 1.14 times, a decrease compared to 2021, which had the ability to pay interest about 1.47 times from the company's performance that decreased together with the increasing cost of employee compensation as discussed above.
3. The liquidity ratio in 2022 was 1.12 times, decreased from December 31, 2021 where the company had a liquidity ratio of 2.11 times. Due to the increase in current liabilities in 2022 by 1,762.89, representing 67.36 percent. Mainly as a result of the Company has advance money received from customers according to contracts to buy and sell real estate. In addition, the company has a portion of long-term loans from financial institutions that are due within one year. The portion of debentures due within one year increased from the previous year.
4. Debt to equity ratio in 2022 was at 2.69 times, decreased from 2021 at 3.25 because in 2022, the company recognized land value at market price net of income tax in the equity financial statements shares in the amount of 845.19 million baht.
5. Book value per share in 2022 was 1.82 baht per share, increased from 2021 which had a book value per share of 1.38 baht per share because in 2022 the company recognized the land value measurement at the market price as mentioned above.



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## 4.2 4.1 Factors or events that may affect the financial position

-None-

## 4.3 4.2 Financial statement summary table

### 4.3.1 Income Statement

STATEMENT OF PROFIT OR LOSS	AS OF 31 DECEMBER		
	2020	2021	2022
<b>REVENUES</b>			
Revenue from real estate sales	649,427	1,451,590	1,150,404
Rental and services income	77,575	68,721	65,010
Revenue from hotel operations	455,322	336,819	672,338
Revenue from sale of goods	60,449	60,429	67,851
Management fee income and other fee income	28,337	23,288	31,284
Other income	155,989	357,144	187,406
<b>Total Revenues</b>	<b>1,427,101</b>	<b>2,297,991</b>	<b>2,174,293</b>
<b>EXPENSES</b>			
Cost of real estate sales	460,774	1,018,412	799,513
Cost of rental and services	41,461	40,072	42,914
Cost of hotel operations	499,703	430,211	618,556
Costs of sales of goods	60,916	56,454	64,259
Distribution costs	118,836	143,641	127,717
Administrative expenses	390,172	400,775	517,726
<b>Total Expenses</b>	<b>1,571,862</b>	<b>2,089,565</b>	<b>2,170,685</b>
<b>(Loss) profit from operation</b>	<b>(144,762)</b>	<b>208,426</b>	<b>3,608</b>
Finance income	1,915	1,103	1,209
Finance costs	(330,248)	(323,487)	(295,297)
Impairment loss determined in accordance with TFRS 9	(780)	(7,859)	84
Share of profit of associates accounted for using equity method	1,943	-	-
<b>(LOSS) PROFIT BEFORE INCOME TAX EXPENSES</b>	<b>(471,931)</b>	<b>(121,817)</b>	<b>(290,396)</b>
<b>(INCOME) TAX EXPENSE</b>	<b>(84,945)</b>	<b>(22,471)</b>	<b>(34,041)</b>
<b>(LOSS) PROFIT FOR THE YEAR</b>	<b>(386,985)</b>	<b>(99,346)</b>	<b>(256,355)</b>
<b>(Loss) profit attributable to:</b>			
Owners of the parent	(328,225)	(44,608)	(199,775)
Non-controlling interests	(58,760)	(54,737)	(56,580)
Basic (loss) earnings per share (Baht)	(0.31)	(0.04)	(0.19)

## 4.3.2 STATEMENT OF FINANCIAL POSITION

STATEMENT OF FINANCIAL POSITION	AS OF 31 DECEMBER		
	2020	2021	2022
<b>ASSETS</b>			
<b>CURRENT ASSETS</b>			
Cash and cash equivalents	568,741	335,709	397,050
Current investments	90,815	110,272	192,395
Trade and other current receivables			
Current portion of long-term loan to a related company	5,351,071	4,931,854	4,226,315
Costs of property development projects for sales	29,721	28,486	36,315
Inventories	13,690	18,024	14,093
Current corporate income tax receivable	3,135	78,174	3,197
Other current financial assets	-	-	24,800
Other current assets	11,794	16,744	18,928
<b>Total Current Assets</b>	<b>6,070,254</b>	<b>5,519,263</b>	<b>4,913,093</b>
<b>NON-CURRENT ASSETS</b>			
Deposit at financial institutions used as collaterals	239	-	-
Other non-current financial assets	867,492	793,613	834,747
Investments in subsidiaries	413,384	355,130	353,440
Other long-term investments in related companies	237,207	187,875	-
Long-term loan to a related company, net of current portion	1,335,102	1,633,859	3,519,357
Investment properties	1,565,835	1,364,897	1,175,090
Land held for development	210,932	234,923	255,198
Property, plant and equipment	104,635	109,896	102,490
<b>Total Non-current Assets</b>	<b>4,734,827</b>	<b>4,680,193</b>	<b>6,240,322</b>
<b>TOTAL ASSETS</b>	<b>10,805,081</b>	<b>10,199,456</b>	<b>11,153,415</b>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>			
<b>CURRENT LIABILITIES</b>			
Bank overdrafts from financial institutions	315,680	190,000	426,831
Short-term borrowings from financial institutions	356,007	359,848	382,494
Trade and other current payables	277,183	239,095	405,250
Advances received from customers according to agreements to buy and to sell real estates	-	-	-
Current portion of long-term borrowings from financial institutions	-	-	55,000
Current portion of long-term borrowings from other company	330,941	274,152	799,984
Current portion of long-term borrowings from related companies	164,897	75,097	174,097
Current portion of bonds	55,000	-	-
Current portion of liabilities under hire-purchase agreements	1,195,067	794,748	1,233,662
Current portion of lease liabilities	-	-	-
Short-term borrowings from related parties	385,580	409,438	620,443
Retention payables	167,500	157,500	157,500
Income tax payable	82,968	69,844	75,607
Other current liabilities	-	4,518	7,391
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>	<b>17,212</b>	<b>18,501</b>	<b>23,436</b>
<b>Total Current Liabilities</b>	<b>3,372,405</b>	<b>2,617,006</b>	<b>4,379,897</b>

STATEMENT OF FINANCIAL POSITION	AS OF 31 DECEMBER		
	2020	2021	2022
<b>NON-CURRENT LIABILITIES</b>			
Long-term borrowings from financial institutions, net of current portion	1,553,351	1,194,048	695,938
Long-term borrowings from other companies, net of current portion	395,000	738,417	671,108
Long-term borrowings from related companies, net of current portion	12,000	-	-
Liabilities under hire-purchase agreements, net of current portion	-	-	-
Lease liabilities, net of current portion	1,684,758	1,529,232	1,365,040
Other non-current payables	5,658	-	-
Bonds, net of current portion	1,088,119	1,236,044	498,477
Deferred tax liabilities	-	245,417	108,529
Non-current provisions for employee benefits	123,593	100,380	291,803
Deferred revenue	67,463	64,275	68,934
Other non-current liabilities	22,674	19,231	15,789
NON-CURRENT LIABILITIES	42,156	53,270	37,309
<b>Total Non-current Liabilities</b>	<b>4,994,772</b>	<b>5,180,314</b>	<b>3,752,927</b>
<b>TOTAL LIABILITIES</b>	<b>8,367,177</b>	<b>7,797,320</b>	<b>8,132,824</b>
<b>SHAREHOLDERS' EQUITY</b>			
SHAREHOLDERS' EQUITY			
SHARE CAPITAL			
1,589,288,363 ordinary shares of Baht 1 each	-	-	1,589,286
1,386,574,624 ordinary shares of Baht 1 each		1,386,575	-
1,485,342,842 ordinary shares of Baht 1 each	1,485,343	-	-
Issued and paid-up share capital			
1,066,595,865 ordinary shares of Baht 1 each	1,066,596	1,066,596	1,066,596
Share premium	98,130	98,130	98,130
Retained earnings			
Legal reserve	49,702	55,444	55,444
Unappropriated	405,206	356,330	155,808
Other components of shareholders' equity	(56,277)	(108,371)	562,150
<b>ATTRIBUTABLE TO OWNERS OF THE PARENT</b>	<b>1,563,357</b>	<b>1,468,129</b>	<b>1,938,128</b>
NON-CONTROLLING INTERESTS	874,547	934,007	1,082,463
<b>TOTAL SHAREHOLDERS' EQUITY</b>	<b>2,437,904</b>	<b>2,402,136</b>	<b>3,020,591</b>
<b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b>	<b>10,805,081</b>	<b>10,199,456</b>	<b>11,153,415</b>

## 2.3 STATEMENTS OF CASH FLOWS

STATEMENTS OF CASH FLOWS	AS OF 31 DECEMBER		
	2020	2021	2022
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>			
(Loss) profit for the years	(386,985)	(99,346)	(256,355)
Adjustments to reconcile profit (loss) before income tax expenses to cash received (paid) from operating activities.			
Adjust with income tax (income) expense	(84,945)	(22,471)	(34,042)
Financial cost	330,247	323,487	295,297

STATEMENTS OF CASH FLOWS	AS OF 31 DECEMBER		
	2020	2021	2022
Depreciation	277,481	271,567	331,408
Amortization	1,378	1,609	882
Adjust with income tax (income) expense			
Finance income	(1,915)	(1,103)	(1,209)
Amortization of borrowing expenses from financial institutions and other companies	-	2,082	5,293
Amortization of debentures	5,385	8,296	8,440
Loss (gain) from fair value measurement of investment property	(10,418)	4,980	1,690
Share of profit from investments in associated companies	(1,943)	-	-
Gain on disposal of other current financial assets	(361)	-	-
Dividend received from other non-current financial assets	(19,323)	(11,591)	(10,713)
Unrealized loss on valuation of financial assets Other working capital	37	-	-
Loss (gain) from sales of equipment and vehicles	54	21	(2,864)
Unrealized loss from foreign exchange rates	(14)	-	-
Employee benefit expenses	2,030	4,240	3,832
Gain from change in type of investment in an associated company	(3,937)	-	-
Profit from Lease change	(377)	(138)	(68)
(Reversal of) impairment losses in accordance with TFRS 9	780	7,860	(84)
Profit from disposal of investment in associated company	(4,326)	-	-
Profits from the sale of investment properties	-	(18,725)	-
Profit from lease termination	-	(670)	
Loss on inventories valuation	-	-	1,132
Profit from exemption from rent payment	-	(266,696)	(94,650)
Profit (loss) from operations before changes in operating assets and liabilities	102,848	203,402	247,989
Decrease (increase) in operating assets			
Trade and other current receivables	125,987	(25,817)	(82,271)
Costs of property development projects for sales	(549,535)	542,882	132,036
Other current assets	3,144	1,235	(8,961)
Other non-current assets	1,994	(4,950)	(2,183)
land held for development	2,613	4,150	(1,045)
Increase (decrease) in operating liabilities			
Trade and other current payables	(163,366)	10,845	55,916
Contract liabilities	24,677	207,329	29,267
Cash paid for non-current provisions for employee benefits	(2,724)	(4,078)	-
Retention payables	(11,216)	(13,124)	5,762
Other current liabilities	(8,991)	1,288	4,935
Other non-current liabilities	(282)	5,457	(15,961)
Cash used in operating activities	(474,851)	928,619	365,484
Interest received	-	-	-
Interest paid	-	-	-
Cash paid for income tax	(2,002)	(19,613)	2,073
<b>Net cash used in operating activities</b>	<b>(476,853)</b>	<b>909,006</b>	<b>367,557</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>			
Cash received from other current financial assets	110,221	61,145	417,179
Cash paid for other current financial assets	(103,135)	(136,184)	(342,202)



STATEMENTS OF CASH FLOWS	AS OF 31 DECEMBER		
	2020	2021	2022
Decreased (increased) deposits at financial institutions used as collateral	(1)	240	-
Cash payments for non-current financial assets	-	-	(3,279)
Dividend received from other non-current financial assets	19,323	11,591	10,713
Proceeds from sale of investments in associates	209,997	-	-
Proceeds from the sale of investment properties	-	72,000	-
Proceeds from sale of land building and equipment	13	20	2,994
Cash payment for land purchase building and equipment	(343,418)	(292,219)	(54,773)
Cash paid for the purchase of intangible assets	(356)	(1,848)	(1,225)
Proceeds from termination of lease agreements	-	3,290	-
Cash payment for land deposit received	-	-	(24,800)
	1,983	889	1,441
<b>Net cash (used in) provided by investing activities</b>	<b>(105,371)</b>	<b>(281,076)</b>	<b>6,048</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>			
Increase in overdrafts from financial institutions	5,006	(104)	(6,064)
Cash paid for repayment of short-term borrowings from related companies	-	-	-
Cash paid for repayment of short-term borrowings from related companies	(47,000)	(10,000)	-
Cash paid for repayment of liabilities under hire-purchase agreements	-	-	-
Cash received from short-term borrowings from financial institutions	365,680	660,000	1,481,040
Cash paid for repayment of short-term borrowings from financial institutions	(50,000)	(785,680)	(1,244,620)
Proceeds from short-term loans from other companies	-	-	55,000
Cash received from long-term borrowings from financial institutions	1,038,403	973,617	360,238
Cash paid for repayment of long-term borrowings from financial institutions	(286,367)	(1,391,627)	(337,011)
Cash received from long-term borrowings from other companies	35,000	253,453	31,505
Cash paid for repayment of long-term borrowings from related companies	(41,502)	-	(200)
Cash paid for repayment of long-term borrowings from related companies	-	-	-
Cash paid for long-term loans from related companies	-	(67,000)	-
Cash payments for lease liabilities	(63,524)	(75,497)	(60,606)
Proceeds from bond issuance - net of bond issuance expenses	285,644	939,311	492,907
Cash paid for the redemption of matured debentures	(439,700)	(1,200,000)	(800,000)
Cash received from the issuance of newly issued ordinary shares	5	-	-
Pay dividends	(16,532)	-	-
Proceeds from capital increase shares from non-controlling interests of subsidiaries	-	120,000	-
Interest paid	(230,714)	(277,435)	(284,453)
<b>Net cash provided by (used in) financing activities</b>	<b>554,399</b>	<b>(860,962)</b>	<b>(312,264)</b>
Net (decrease) increase in cash and cash equivalents	(27,826)	(233,032)	61,341
Cash and cash equivalents as at January 1,	596,567	568,741	335,709
Cash and cash equivalents as at December 31,	568,741	335,709	397,050

## (1) (1) Key Financial Ratio

Financial Ratio	AS OF 31 DECEMBER		
	2020	2021	2022
<b>Liquidity Ratio</b>			
Liquidity ratio (times)	1.85	2.11	1.12
Quick turnover ratio (times)	0.21	0.21	0.15
<b>Profitability Ratio</b>			
Gross margin (%)	14.48%	19.42%	22.01%
Net profit margin (%)	(27.08%)	(4.32%)	(11.79%)
<b>Efficiency Ratio</b>			
Return on assets (%)	(4.07%)	(0.95%)	(2.40%)
Return on equity (%)	(18.46%)	(2.94%)	(11.73%)
<b>Financial policy ratios</b>			
Debt to Equity Ratio (D/E) (times)	3.43	3.25	2.69
Net debt to equity ratio according to the terms of debentures (times)	3.02	2.76	2.22
Net debt to equity ratio (Less liability from the lease) (times)	2.18	1.95	1.57
Interest Bearing Debt to Equity (times)	3.02	2.76	2.22
Interest Coverage Ratio : ICR) (Case basis) (times)	0.42	1.47	1.14
Interest bearing debt ratio due within 1 year to interest bearing debt (times) (percent)	34.78%	29.07%	51.90%
Ratio of loans from financial institutions to total liabilities (%)	30.54%	21.58%	23.87%
Ratio of loans from financial institutions to interest bearing debt (percent)	34.66%	25.40%	28.90%

## 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
2022	Without conditions and with other observations / matters
2021	Without conditions
2020	Without conditions and with other observations / matters

## 5. General information and other important information

### 5.1 General information

#### Chan Issara Development Public Company Limited

Registered Capital	: 1,589,286,363 Baht
Issued and Sold Shares	: 1,066,595,865 Ordinary shares
Par Value Per Share	: 1 Baht
Nature of Business	: Develop real estate and condominiums for sale or rent
Registration Number	: 0107545000101
Head Office Location	: No 2922/200 New Petchburi Road, Bangkapi, Huai Khwang District, Bangkok 10320
Tel : 0-2308-2020	Fax : 0-2308-2990

Website : [www.chamissara.com](http://www.chamissara.com)

#### Chan Issara Residence Company Limited

Registered Capital	: 140,000,000 Baht
Issued and Sold Shares	: 1,400,000 Ordinary shares
Par Value Per Share	: 100 Baht
Nature of Business	: Real estate development for sale
Chan Issara	: Holding 85.36% shares
Development PCL.	
Head Office Location	: No 2922/199 New Petchburi Road, Bangkapi, Huai Khwang District, Bangkok 10320
Tel : 0-2308-2929	Fax : 0-2308-2204

Website : [www.chamissara.com](http://www.chamissara.com), [www.sripanwa.com](http://www.sripanwa.com)

#### C.I.N. Estate Company Limited

Registered Capital	: 250,000,000 Baht
Issued and Sold Shares	: 2,500,000 Ordinary shares
Par Value Per Share	: 100 Baht
Nature of Business	: Real estate development for sale
Chan Issara	: Holding 59.99% shares
Development PCL.	
Head Office Location	: No 2922/199 New Petchburi Road, Bangkapi, Huai Khwang District, Bangkok 10320
Tele : 0-2308-2599	Fax : 0-2308-2588

Website : [www.chamissara.com](http://www.chamissara.com)

#### Chan Issara Vipaphol Company Limited

Registered Capital	: 100,000,000 Baht
Issued and Sold Shares	: 1,000,000 Ordinary shares
Par Value Per Share	: 100 Baht
Nature of Business	: Real estate development for sale
Chan Issara	: 49.99% shareholding
Development PCL.	
Head Office Location	: No 2922/199 New Petchburi Road, Bangkapi, Huai Khwang District, Bangkok 10320
Tel : 0-2308-2016-7	Fax : 0-2308-2018

Website : [www.chamissara.com](http://www.chamissara.com)

#### Issara United Co., Ltd.

Registered Capital	: 420,000,000 Baht
Issued and Sold Shares	: 4,200,000 Ordinary shares
Par Value Per Share	: 100 Baht
Nature of Business	: Real estate development for sale
Chan Issara	: 49.99% shareholding
Development PCL.	
Head Office Location	: No 2922/196 New Petchburi Road, Bangkapi, Huai Khwang District, Bangkok 10310
Tel : 0-2308-2888	Fax : 0-2308-2577

Website : [www.chamissara.com](http://www.chamissara.com)

#### Issara United Development CO., Ltd.

Registered Capital	: 560,000,000 Baht
Issued and Sold Shares	: 5,600,000 Ordinary shares
Par Value Per Share	: 100 Baht
Nature of Business	: Develop real estate for sale and operate a hotel business.
Chan Issara	: 49.99% shareholding
Development PCL.	
Head Office Location	: No 2922/196 New Petchburi Road, Bangkapi, Huai Khwang District, Bangkok 10310
Tel : 0-2308-2888	Fax : 0-2308-2577

Website : [www.chamissara.com](http://www.chamissara.com)

#### Sri Panwa Management Co., Ltd.

Registered Capital	: 100,000,000 Baht
Issued and Sold Shares	: 10,000,000 Ordinary shares
Par Value Per Share	: 10 Baht
Nature of Business	: Hotel management
Chan Issara	: 99.99% shareholding
Development PCL.	
Head Office Location	: No 2922/199 New Petchburi Road, Bangkapi, Huai Khwang District, Bangkok 10320
Tel : 0-2308-2929	Fax : 0-2308-2204

Website : [www.chamissara.com](http://www.chamissara.com), [www.sripanwa.com](http://www.sripanwa.com)

#### Issara Junfa Co., Ltd.

Registered Capital	: 920,000,000 Baht
Issued and Sold Shares	: 9,200,000 Ordinary shares
Par Value Per Share	: 100 Baht
Nature of Business	: Develop real estate for sale and operate a hotel business.
Chan Issara	: 86.30% shareholding
Development PCL.	
Head Office Location	: No 2922/198 New Petchburi Road, Bangkapi, Huai Khwang District, Bangkok 10320
Tel : 0-2308-2929	Fax : 0-2308-2204

Website : [www.chamissara.com](http://www.chamissara.com), [www.sripanwa.com](http://www.sripanwa.com)

### Charn Issara REIT Management Co., Ltd.

Registered Capital	: 20,000,000 Baht
Issued and Sold Shares	: 2,000,000 Units
Par Value Per Share	: 10 Baht
Nature of Business	: REIT management company
Chan Issara	: 99.99% shareholding
Development PCL.	
Head Office Location	: No 2922/198 New Petchburi Road, Bangkapi, Huai Khwang District, Bangkok 10320
Tel : 0-2308-2022	Fax : 0-2308-2033

### International Resources Development Co., Ltd.

Registered Capital	: 1,757,950,000 Baht
Issued and Sold Shares	: 17,579,500 Ordinary shares
Par Value Per Share	: 100 Baht
Nature of Business	: Real estate development for sale
Chan Issara	: 15.989% shareholding
Development PCL.	
Head Office Location	: No 2922/200 New Petchburi Road, Bangkapi, Huai Khwang District, Bangkok 10320
Tel : 0-2308-2020	Fax : 0-2308-2990

### Bangkok Commercial Property Fund

Registered Capital	: 1,000,000,000 Baht
Issued and Sold Shares	: 100,000,000 Investment Units
Par Value Per Share	: 10 Baht
Nature of Business	: Property Fund
Chan Issara	: 33.33% shareholding
Development PCL.	
Head Office Location	: No. 989 Siam Tower, 24 <sup>th</sup> Floor, Rama 1 Road Pathumwan District, Bangkok 10330
Tel : 0-2308-2020	Fax : 0-2308-2990

### Sri panwa Hospitality Real Estate Investment Trust

Registered Capital	: 3,097,722,025.60 Baht
Issued and Sold Shares	: 279,064,000 Investment Units
Par Value Per Share	: 11.1004 Baht
Nature of Business	: Real Estate Investment Trust
Chan Issara	: Holding trust units 19.49%
Residence Co., Ltd.	
Head Office Location	: No 2922/198 New Petchburi Road, Bangkapi, Huai Khwang District, Bangkok 10320
Tel : 0-2308-2022	Fax : 0-2308-2033
Website : www.cireit.com	

### Share Registrar

Thailand Securities Depository Company Limited  
No. 93, The Stock Exchange of Thailand Building,  
Ratchadaphisek Rd. Din Daeng Subdistrict,  
Din Daeng District, Bangkok 10400  
Tel : 0-2099-9999 Fax : 0-2099-9991

### Auditors

Deloitte Touch Tohmatsu Jaiyos Audit Co., Ltd.  
By Mr. Wanlop Wilaiworawit Registration No. 6797 or  
Mr. Chavala Tienprasert Registration No. 4301 or  
Ms. Nisakorn Songmanee Registration No. 5035 or  
Mr. Nantawat Samranhant Registration No. 7731  
No. 11/1 AIA Sathorn Tower Floor 22-274 South Sathorn Road  
Yannawa, Sathorn, Bangkok 10120  
Tel : 0-2034-000 Fax : 0-2034-0100

## 5.2 Other important information

### 5.2.1 Other information that affects investors' decision-making

- None -

### 5.2.2 Restrictions on foreign shareholders

The company does not offer shares for capital increase. or issuance of transferable share subscription rights (Transferable Subscription Right or TSR) to shareholders in proportion to their shareholding that will make the company have duties under foreign law.

## 5.3 Legal Disputes

- None -

## 5.4 Secondary market

- None -

## 5.5 Financial institutions that are in constant contact

TMB Thanachart Public Company Limited / Kasikorn Bank Public Company Limited / Siam Commercial Bank Public Company Limited

## Corporate Governance



### 6. Corporate Governance Policy

#### 6.1 Corporate Governance Policy and Practice

Board of Directors has given importance to good corporate governance to increase competitiveness and confidence to shareholders, investors and all related parties. This is important in the operation of the company, to be efficient, transparent and reliable. It also supports management with honesty, emphasizing on enhancing competitiveness, add value to the business, create stable and sustainable growth as well as giving importance to the internal control system and internal audit. Treatment of shareholders and equal stakeholders, have business ethics to prevent conflicts of interest and disclose information sufficiently including taking into account the risks and appropriate risk management methods. Good Corporate Governance is therefore a matter that the Company attaches great importance to and essential to the operation of the company.

The Company has assessed the corporate governance in the group of “Very good” from the results of the survey on corporate governance of Thai listed companies in 2022 conducted by the Thai Institute of Directors Association with the Stock Exchange of Thailand and the Securities and Exchange Commission.

The Corporate Governance Policy is divided into 5 sections with details 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 96 percent of the scores from the quality assessment of the 2020 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 2022

First name and Last name	Number of shares			
	As of Dec 31, 2021	Acquired during the year From capital (increase shares)	Sold during the year	As of Dec 31, 2022
Mrs. Srivara Issara	-	-	-	-
Mr. Songkran Issara	313,634,494	-	-	313,634,494
Mr. Prawet Wut 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	1,930,500	-	-	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](mailto: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

No.	Date	Training course	Place	No. Attend
1	1/11/2022 - 19/11/2022	Risk management #2/20220	Chulalongkom University	1

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.

ระดับผู้เข้าอบรม-จำนวนผู้เข้าอบรม (คน)

วัน/เดือน/ปี ที่สัมมนา	หัวข้อสัมมนา	วิทยากร	สถาบันที่จัดอบรมสัมมนา	สถานที่อบรม/ สัมมนา	เจ้าหน้าที่- ผู้ช่วย ผจก	ผู้จัดการ- ผู้อำนวยการ	ผู้ช่วยกรรมการ- กรรมการผู้จัดการ
22/1/65-25/6/65	รู้จักสถาปนิก สำหรับผู้บริหารระดับสูง รุ่นที่ 3		สภาสถาปนิกแห่งประเทศไทย	ห้องประชุมใหญ่ 301 สภาสถาปนิก			1
25/2/65	Objective and Key Results (OKRs)	ศาสตราจารย์ ดร.นภดล มโพธิ์	สมาคมจัดการงานบุคคล แห่งประเทศไทย	ผ่านระบบออนไลน์		1	
						1	
25/2/65	การสร้างแบบสำรวจและแบบทดสอบจาก Google Forms	สุวิญดา ภูอินทร์นาทิน	Learn Flower	Online			
						3	
28/4/65	ความรู้แบบความเข้าใจเกี่ยวกับสิทธิประโยชน์ต่างๆ กองทุนประกันสังคม กองทุนเงินทดแทน	คุณสมุสาศิลป์ พิเศษ	สำนักงานประกันสังคมเขต พื้นที่ 3	ผ่านระบบออนไลน์			
					28	5	2
18-19/8/65	Company Secretary Program (CSP Online)	คุณพรชิต เปี่ยมศรี, คุณจิตติรัตน์ ต้นไพศาล	สมาคมส่งเสริมสถาบัน กรรมการบริษัทไทย		1		
25/11/65	Presentation Skills	ไทยพาณิชย์โพรงเต	ไทยพาณิชย์โพรงเต	ชั้น 21 อาคารชาเลนเจอร์สระบุรี			
					31		
15/12/65	Effective Communication	ไทยพาณิชย์โพรงเต	ไทยพาณิชย์โพรงเต	ชั้น 21 อาคารชาเลนเจอร์สระบุรี			
					11	12	
22,24/11/65	CFO Refresher Course 2022	ตลาดหลักทรัพย์แห่งประเทศไทย	E-Learning	Online			1
14/12/65	Forensic Analytics ขั้นพื้นฐานในการตรวจสอบ การทุจริตของงบการเงิน	สภาวิชาชีพบัญชี		อาคารสภาวิชาชีพบัญชี สุรนันทน์ 21		1	
14-15/12/65	CREATE AUDI PROGRAMS FOR SUCCESSFUL ANGAGEMENT			อาคารสภาวิชาชีพบัญชี สุรนันทน์ 21	1		
25/12/65	TFAC E- Learning ศูนย์องค์ความรู้และหลักสูตรอบรมออนไลน์	สภาวิชาชีพบัญชี	Online			1	

## 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 2020 to disclose. The policy and performance on the economy, society and environment. It has been disclosed for the eight consecutive year and has sent the 2020 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.arnissara.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 2022, the company has reviewed and revised the company's anti-corruption policy. It was approved in the Board of Directors Meeting No. 8/2022 held on November 10, 2022 and has prepared anti-corruption guidelines. and used within the company The company has submitted a certification as a coalition against corruption in the private sector with Thai-CAC.

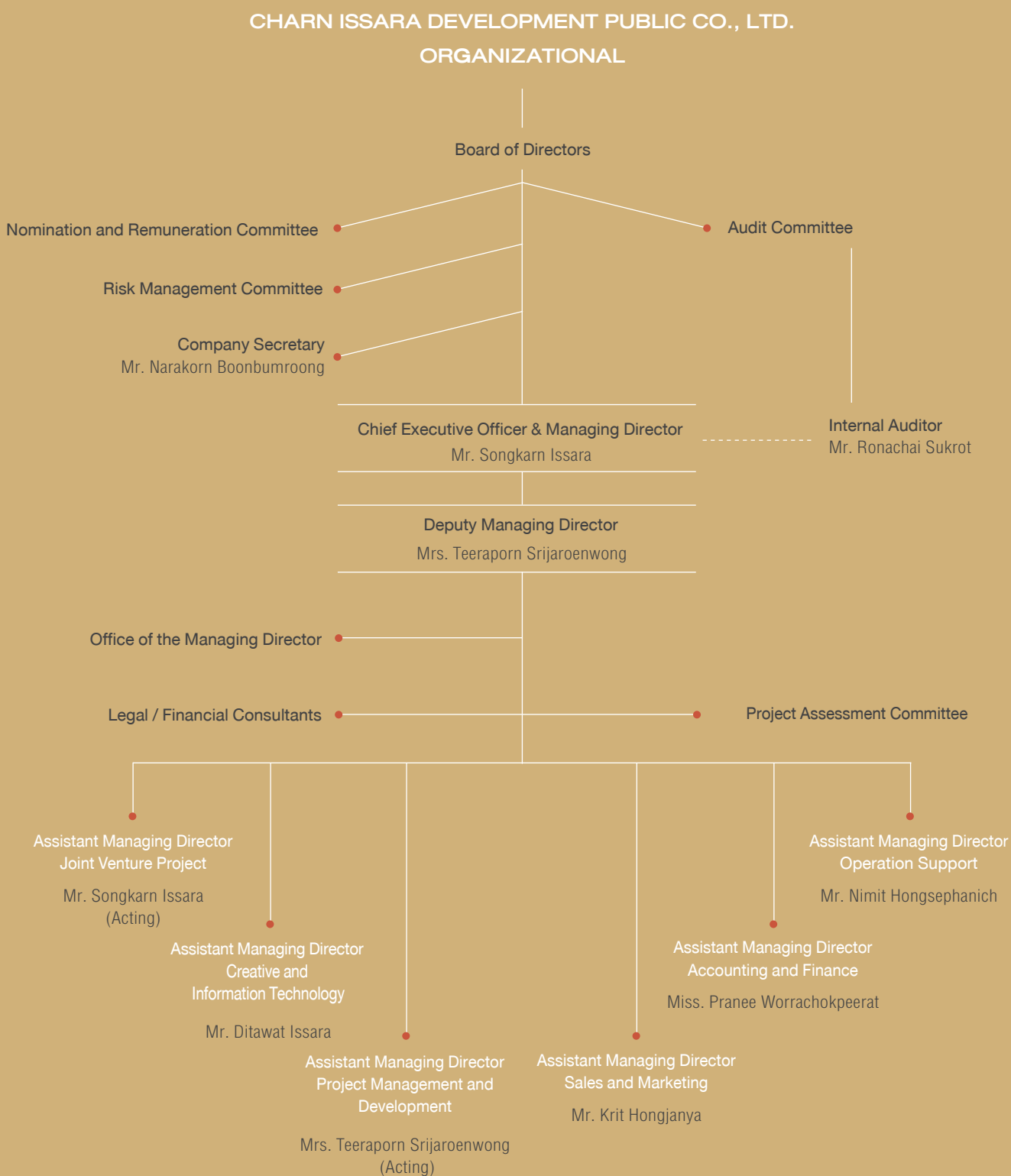
### 6.3.2 Compliance with good corporate governance principles for listed companies in 2020, the Company has implemented the principles of good corporate governance for listed companies in 2017 (CG Code) in appropriate practice and in line with the business model of the company. 6.3.3 Performing other matters in accordance with good corporate governance principles in 2021 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

## Board information





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## 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

\*\* Mrs. Linda Prasertsom has resigned from the position of Director on February 13, 2023. The Board of Directors has appointed Let Mr. Ditawat Issara take the position instead. The term is the same as that of the resigned director.

## 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, 2022 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 55.55 percent.

\*\* Mrs. Linda Prasertsom has resigned from the position of Director on February 13, 2023.

## 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.

\*\* Mrs. Linda Prasertsom has resigned from the position of Director, effective on February 13, 2023. The Board of Directors has appointed Let Mr. Ditawat Issara take the position instead. with the same term as the director who resigned on February 14, 2023

### 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 6 executives, 8 positions as follows:

1. Mr. Songkran Issara  
Chief Executive Officer and Managing Director  
Acting Assistant Managing Director, Joint Venture Project Division



2. Mrs. Thiraporn Sricharoenwong  
Deputy Managing Director  
Acting Assistant Managing Director, Project Development and Management
3. Mr. Ditwat Issara  
Assistant Managing Director of Creative and Technology Division
4. Mr. Krit Hongchanya  
Assistant Managing Director, Sales and Marketing Division
5. Mr. Nimit Hongpanit  
Assistant Managing Director, Operations Support Division
6. Ms. Pranee Worachokpirat  
Assistant Managing Director, 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 2022 consists of meeting allowances which is paid monthly and according to the number of times attended as follows.

(หน่วย : บาท)

No	Name	Position	Board of Director	Audit Committee	Nomination and Remuneration Committee	Risk Management Committee	Total
1.	Srivaras Issara	Chairperson	1,056,000				1,056,000
2.	Mr. Songkran Issara	Director/ CEO Chairman of Risk Committee	462,000				462,000
3.	Mrs. Linda Prasertsom	Director	462,000				462,000
4.	Mrs. Teeraporn Srijaroenwong	Director / Managing Director / Risk committee	462,000				462,000
5.	Mr. Pravesvudhi Raiva	Independent Director / Chairman of Nomination and Remuneration committee	462,000		40,000		502,000
6.	Mr. Phisud Dejakaisaya	Independent Director / Chairman of Audit committee / Nomination and Remuneration Committee	462,000	250,000	20,000		432,000
7.	Mr. Witit Rathatatanun	Independent Director / Audit committee / Nomination and Remuneration Committee	462,000	150,000	20,000		632,000
8.	Mr. Pinit Paupan	Independent Director / Audit committee / Risk management committee	462,000	150,000		20,000**	632,000
9.	Mr. Vorasit Issara	Director	462,000				462,000
10.	Mrs. Kaniitha Sapp-Assa	Risk management committee				20,000**	20,000

## Note

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

## (1.2) Executives

Compensation type	December 31, 2021		
		Number (person)	Amount (baht)
Salary and bonus *	January - December 2022	6	59,308,002.80
Total			59,308,002.80

\* 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 in which the Company contributes at the rate of 5% of the salary. In 2021, the Company has paid contributions to the provident fund for 8 executives, totaling 2.19 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 85 people, each of which is divided into the following main lines.

Department	Number (person)
1. Office of Directors / Executive	8
2. Project Development and Management	24
3. Accounting and Finance	12
4. Sales and Marketing	12
5. Operations Support	11
6. Joint Venture Project	2
7. Business Development	14
Total	83

## 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, 2022 and 2021, total compensation of employees with details as follows

Compensation type	December 31, 2022	December 31, 2021
Total salary	46,671,926.67	37,290,508.67
Bonus	2,839,150.00	0.00
Provident Fund	2,027,396.14	1,705,014.03
Social Security Fund	472,506.00	415,041.00
Overtime	0.00	6,702.38
Health Insurance	261,765.00	294,784.50
Other compensation	2,272,317.00	1,296,303.33
Total	54,545,057.81	41,008,353.91

The company has paid the total remuneration for the year 2022 to its employees, which includes salary, overtime allowance, living allowance, bonus, special allowance, etc., totaling 54.55 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.

#### 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 2022, totaling 4,500,000 baht.
2. Other service fees (non-audit fee)  
-None-

#### 7.6.3 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 2022, 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

In 2022, the Board of Directors has operated in relation to the business drive of the company efficiently Under the outbreak of Coronavirus Disease 2019 (COVID-19) has affected the Company's performance continually Although the situation has adjusted to a better trend both in the hotel business real estate business and office buildings for rent The Company has established a business continuity management plan (Business Continuity Plan: BCP) including managing various

risks that may affect the competitiveness of the company. Including the amendment of the company's anti-corruption policy. keep current and apply for certification as a coalition against corruption of the private sector or Thai-CAC

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 2022 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 2022 Board of Directors 'self-assessment results were presented to the Board of Directors' Meeting No. 2/2023 on February 28, 2023, 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 director

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.

#### 8.1.1 Meeting Attendance and Remuneration for Individual Committees

The details of the number of meetings and the number of times each director have attended the meeting in the year 2020 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	8/8				1/1
Mr. Songkran Issara Chief Executive Officer and Managing Director Chairman of the Risk Committee	8/8			1/1	1/1
Mr. Prawet Wut Raiva Independent Director Chairman of the Nomination and Remuneration Committee	8/8		2/2		1/1
Mrs. Linda Prasert Som Director	8/8				1/1
Mrs. Teerapon Sritharoenwong Director, Risk Management Committee	8/8			1/1	1/1
Mr. Phisut Dejakaisaya Independent Director, Chairman of the Audit Committee Member of the Nomination and Remuneration Committee	8/8	5/5	2/2		1/1
Mr. Vitit Rachjatanan Independent Director, Audit Committee	8/8	5/5	2/2		1/1
Mr. Pinit Puapan Independent Director, Audit Committee Risk Committee	8/8	5/5		1/1	1/1
Mr. Worasit Issara Director	8/8				1/1
Mrs. Kaniittha Sapp-asa Risk Committee				1/1	

The remuneration of each director for the year 2022 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 2022, 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 2023, the company has submitted documents for certification and In the process of reviewing documents and consideration of the Coalition Against Corruption in the Thai Private Sector (Thai-CAC).

## 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](mailto:cg@charnissara.com) or by mail at

### Audit Committee

**Charn Issara Development Public Company Limited**  
**2922/200 New Petchburi Road,**  
**Bangkapi, Huaykwang, Bangkok 10320**  
**Business hours Monday – Friday 8:30 AM – 5:00 PM.**

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

In 2022, there were 5 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 2022 as follows:

### 1. Review of financial reports

The Audit Committee reviewed material information of the quarterly financial statements, annual financial statements 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 2022 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.

The Audit Committee is of the opinion that The Board of Directors, executives and employees of the Company are committed to performing their duties in order to achieve the goals. It has given great importance to operating under a system of internal control and suitable risk management. There is adequate and transparent good corporate governance. and reliable.

### 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 2022, 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 2022, there were 1 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. 2/2023 on February 28, 2023 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.

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In addition, the Company's auditors, Mr. Wallop Wilaiworawit from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd., the auditor of the 2022 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-

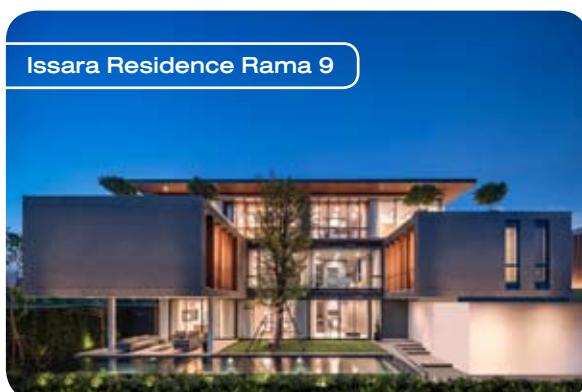
## 9.1.4 Opinion of the Audit Committee on the person holding the position of the Head of Internal Audit

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, termination and transfer of the head of internal audit The company will consider based on knowledge, ability, experience in performing internal audit in the same business or industry as the company. without being considered by the audit committee



## 9.2 Related Transactions person who may have conflicts necessity and reasonableness of such transaction

Person who may have a conflict	Relationship	Characteristics of the transaction	Value of related transactions (million baht)	Necessity / Note
Cham Issara Residence Company Limited ("CIR")	The company holds 85.36% of shares and Mr. Vorasit Issara, who is a director/managing director and shareholders of the company take a position as an authorized director	CIR collects other expenses from the Company. CIR pays fees and management fees from the Company. CIR pays electricity bills to the company. CIR pays electricity bills to the company. The company has debtors CIR The company has creditors CIR	0.173 4.080 0.147 0.065 0.743 0.030	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 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 debtors SPM The Company has loans to SPM.	0.114 3.019 0.039 0.224 40.000	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 is a director/ Mr. Surapong S ethaphakdi is the managing director and shareholder of the company. Take a position as an authorized director	CIV collects rent and service fees from the company. CIV collects other income from the company. CIV pays interest on loans to the Company. CIV pays fees and management fees to the Company. CIV pays electricity bills to the company. CIV paid other expenses to the Company. The company has debtors CIV. The Company provides loans to CIV. The company has creditors CIV.	1.664 0.038 5.599 0.050 0.189 1.003 0.080 101.500 0.082	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% of shares and Mrs. Thiraporn Srichaenwong who is the director/managing director and shareholder of the company take a position as an authorized director	CIN pays fees and management fees to the Company. CIN pays electricity bills to the company. CIN paid other expenses to the Company. The company has debtors CIN.	6.240 0.161 1.536 0.338	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. Dittawat Issara who is the director/managing director and shareholder of the company take a position as an authorized director	IU Pays fees and management fees to the Company. IU pay electricity bills to the company IU Pay rent and service fees to the company. IU pay other expenses to the Company The company has debtors IU The company has rent guarantee payable IU.	7.488 0.050 0.096 2.533 0.202 0.026	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 company limited. ("IUD")	IUD collecting other income from the company IUD Pay fees and management fees to the company. IUD pay electricity bills to the company IUD pay other expenses to the company The company has an IUD debtor.	0.011 1.872 0.015 0.015 0.001	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. Take a position as an authorized director	IJ collecting other income from the company IJ Pay interest on loans to the Company IJ Pay fees and management fees to the company. IJ pay electricity bills to the company IJ pay other expenses to the company The company has accounts receivable IJ The company lends money to IJ The company has creditors IJ	1.203 23.444 1.440 0.132 0.012 38.345 418.000 0.033	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.
	Cham Issara REIT Management company limited. ("CIRM")	CIRM pay electricity bills to the company CIRM pay other expenses to the company The company has accounts receivable CIRM The Company has other non-current liabilities. CIRM	0.062 0.181 0.165 0.802	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
International Resources Development company limited. ("IRD")	The Company holds 15.99% of shares and Mr. Songkran Issara, who is a director and shareholder of the Company Take a position as an authorized director	IRD pays fees and management fees to the Company.	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.
	Bangkok Property Fund ("BKCP")	BKCP collects rental and service fees from the company. BKCP Pays dividends to the company BKCP Pay fees and management fees to the company. BKCP pay other expenses to the company The company has debtors BKCP	5.975 10.713 5.408 3.316 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.



## 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

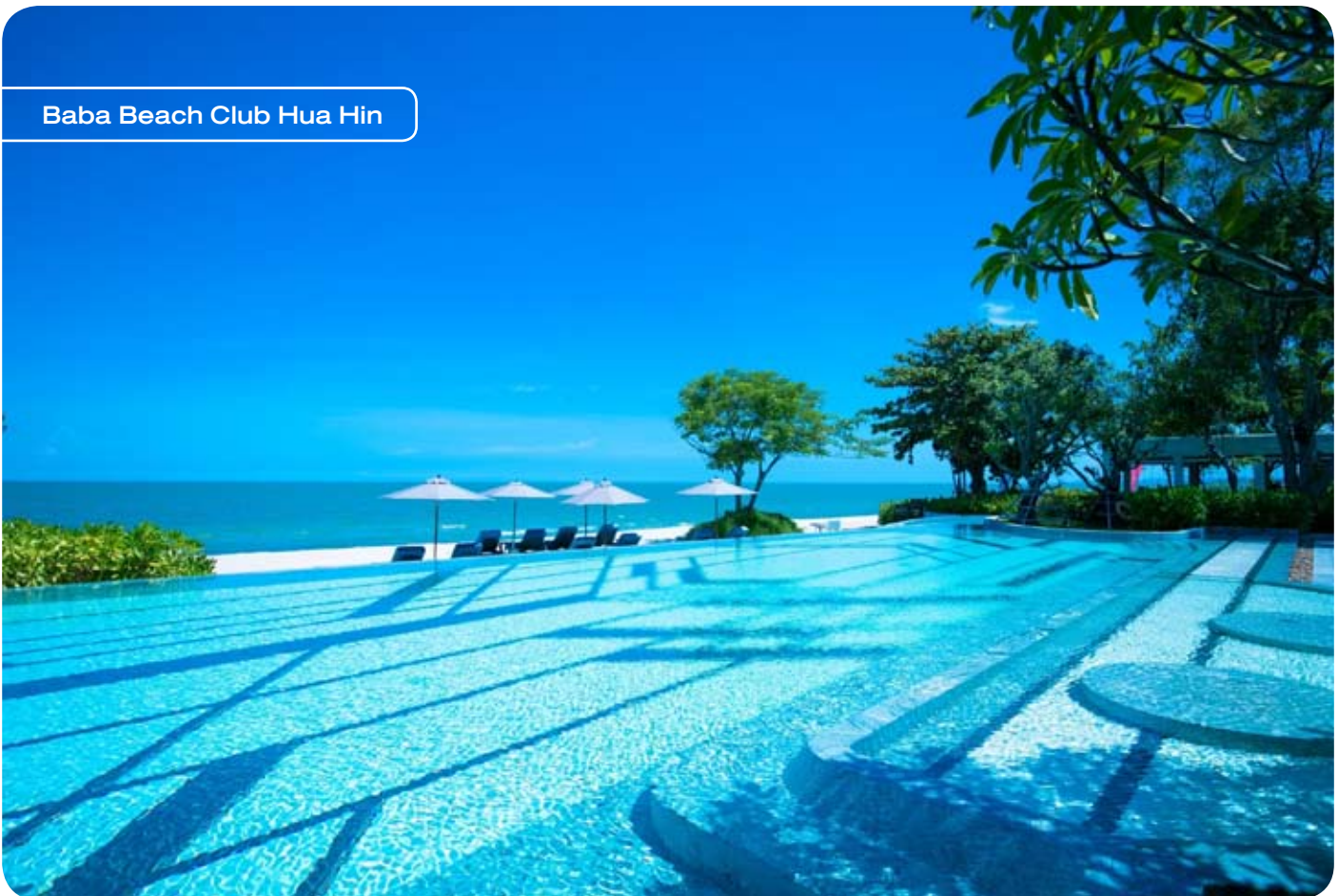
The company has a policy for future related transactions. In which the company will set various conditions to be in accordance with the general trade in the appropriate market price. The company will have the audit committee to give opinions on the price. Rate of compensation including the necessity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

## Baba Beach Club Hua Hin







Sri panwa

## Section 3

### Report of the Independent Certified Public Accountants

To the Shareholders and Board of Directors  
Charn Issara Development Public Company Limited

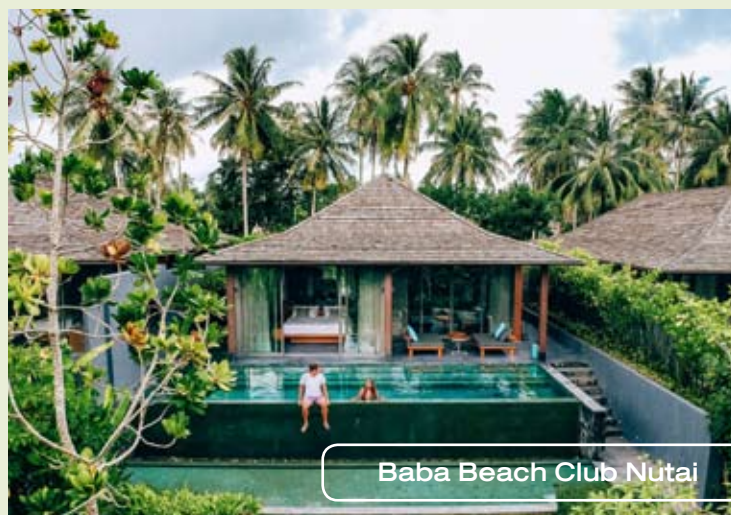
#### Opinion

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, 2022, 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, 2022, 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 Code of Ethics for Professional Accountants including Independence Standards issued by the Federation of Accounting Professions (Code of Ethics for Professional Accountants) that



are relevant to our audit of the consolidated and separate financial statements, and we have fulfilled our other ethical responsibilities with the Code of Ethics for Professional Accountants. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Emphasis of Matter

We draw attention to the following Notes 3.10 and 14 to the consolidated and separate financial statements, the Company’s subsidiaries have changed their accounting policy for measurement of land presented under property, plant and equipment category from the cost method to the revaluation method, including the disclosures of impacts of such change in accounting policy. Our opinion is not qualified in respect of this matter.

#### 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><b>Compliance with debt covenants as stipulated in the borrowing agreements from financial institutions and bonds</b></p> <p>With reference to information 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 the from of promissory notes from financial institutions and long-term borrowings from financial institutions, collectively “borrowing agreements from financial institutions”) and bonds. Further, the balances of borrowings from financial institutions and bonds presented in the consolidated financial statements as at December 31, 2022 are Baht 3,673.09 million, representing 45.12% of the total liabilities (separate financial statements: Baht 2,272.89 million, representing 82.11% of total liabilities), which are deemed material. The failure of compliance with debt covenants as stipulated in such borrowing agreements from 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 borrowings from non-current liabilities to current liabilities, impacting the going concern of the Group.</p>	<p><b>Key audit procedures included:</b></p> <ul style="list-style-type: none"> <li>Obtaining an understanding of the Group’s design 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 evaluating the Group’s implementation of such internal controls; and</li> <li>Performing substantive procedures as follows: <ul style="list-style-type: none"> <li>Examining the documents associated with general 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.</li> <li>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.</li> </ul> </li> </ul>
<p><b>Valuation of investment properties</b></p> <p>With reference to information disclosed in Note 3.23 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 13 to the consolidated and separate financial statements, the Group presented investment properties at their fair value in the consolidated financial statements as at December 31, 2022 of Baht 351.47 million, representing 3.17% of the Group’s total assets (separate financial statements: Baht 250.30 million, representing 5.81% 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><b>Key audit procedures included:</b></p> <ul style="list-style-type: none"> <li>Inquiry of the Group’s management and independent appraiser to obtain our understanding of the approaches and key assumptions used for valuation of the Group’s investment properties;</li> <li>Obtaining an understanding of the design of the key internal control that related to valuation of Group’s investment properties and evaluating the implementation of such internal controls;</li> <li>Performing operating effectiveness test of key internal controls over the valuation of investment properties; and</li> <li>Performing substantive procedures as follows: <ul style="list-style-type: none"> <li>Evaluating the competency, capabilities, and independence and verifying the qualification of independent appraisers.</li> <li>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.</li> <li>Considering the sufficiency and appropriateness of the disclosure of fair value measurement of investment properties in Notes to the consolidated and separate financial statements.</li> </ul> </li> </ul>

Key Audit Matters	Audit Responses
<p><b>Revaluation of land</b></p> <p>With reference to information disclosed in Note 14 to the consolidated and separate financial statements, the Company's subsidiaries (the "subsidiaries") use the revaluation model for measuring land which are presented under property, plant and equipment category in the consolidated financial statements for the first time. The subsidiaries undertook a revaluation of their land as at December 31, 2022. The revalued amounts of land were determined based on the valuation appraised by independent appraiser using the Market approach.</p> <p>Balances of the subsidiaries' land in the consolidated financial statements after revaluation are Baht 1,656.97 million, representing 14.86% of total assets (separate financial statements: nil), which are deemed significant. Further, the subsidiaries' management are required to exercise their significant judgments to consider key assumptions and other relevant information. Therefore, the appropriateness of key assumptions used in the revaluation methods could have a material impact on the carrying amounts of land included in the consolidated financial statements of the Group.</p>	<p><b>Key audit procedures included:</b></p> <ul style="list-style-type: none"> <li>• Inquiry of the subsidiaries' management and the independent appraiser to obtain our understanding of the approaches and key assumptions used for revaluation of the subsidiaries' land</li> <li>• Obtaining our understanding of the design of the key internal control relevant to revaluation of subsidiaries' land and evaluating the implementation of such key control; and</li> <li>• Performing substantive procedures as follows: <ul style="list-style-type: none"> <li>- Evaluating the competency, capabilities and independence and verifying the qualification of independent appraiser.</li> <li>- Challenging the independent appraiser's source of data used in revaluation and evaluating the appropriateness of such supporting data, key assumptions and revaluation methodology used by the independent appraiser in the revaluation of land by the auditor's specialist.</li> <li>- Considering the sufficiency and appropriateness of the disclosure of revaluation of the subsidiaries' land in Notes to the consolidated financial statements.</li> </ul> </li> </ul>

## Other Information

Management is responsible for the other information. The other information comprises information in the annual report, but does not include the 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 28, 2023

## Statement of Financial Position

Charn Issara Development Public Company Limited and Its Subsidiaries

as at December 31, 2022

Unit : Baht

	Notes	Consolidated		Separate	
		financial statements		financial statements	
		2022	2021	2022	2021
ASSETS					
CURRENT ASSETS					
Cash and cash equivalents	6	397,049,523	335,708,871	79,935,003	131,034,872
Trade and other current receivables	7	192,395,244	110,272,450	76,640,335	64,633,890
Short-term loans to subsidiaries	4.3.1 and 9	-	-	559,500,000	569,500,000
Costs of property development projects for sales	8 and 14	4,226,315,475	4,931,853,529	1,222,263,278	1,313,905,807
Inventories	10	36,315,055	28,486,117	1,171,304	-
Current corporate income tax receivable		14,093,183	18,023,923	8,957,467	12,929,657
Other current financial assets	11	3,197,471	78,173,783	3,197,471	3,173,783
Deposit for land		24,800,000	-	-	-
Other current assets		18,927,799	16,744,341	1,720,355	213,005
Total Current Assets		4,913,093,750	5,519,263,014	1,953,385,213	2,095,391,014
NON-CURRENT ASSETS					
Other non-current financial assets	11	834,746,900	793,613,306	415,942,691	421,040,731
Investments in subsidiaries	12	-	-	1,615,651,160	1,605,651,180
Investment properties	13	353,439,526	355,129,526	250,200,000	248,750,000
Land held for development	14	-	187,874,677	-	-
Property, plant and equipment	8 and 14	3,519,357,020	1,633,859,364	11,991,324	16,552,134
Right-of-use assets	15	1,175,089,919	1,364,897,440	16,527,290	25,618,255
Deferred tax assets	24	255,198,420	234,923,469	-	-
Other non-current assets	16	102,489,955	109,895,514	47,387,224	38,344,587
Total Non-current Assets		6,240,321,740	4,680,193,296	2,357,699,689	2,355,956,887
TOTAL ASSETS		11,153,415,490	10,199,456,310	4,311,084,902	4,451,347,901

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, 2022

Unit : Baht

	Notes	Consolidated		Separate	
		financial statements		financial statements	
		2022	2021	2022	2021
LIABILITIES AND SHAREHOLDERS' EQUITY					
CURRENT LIABILITIES					
Bank overdrafts from financial institutions	17	18,201,646	24,265,169	-	
Short-term borrowings from financial institutions	18	426,831,290	190,000,000	406,831,290	170,000,000
Trade and other current payables	19	382,494,155	359,847,865	95,847,994	129,388,068
Current contract liabilities	20	405,249,862	239,095,004	249,525,924	101,945,194
Short-term borrowings from other company	21	55,000,000	-	-	-
Current portion of long-term borrowings					
from financial institutions	18	799,984,163	274,152,350	86,239,000	54,156,048
Current portion of long-term borrowings					
from other companies	21	174,097,393	75,097,393	-	-
Current portion of bonds	22	1,233,662,255	794,748,191	1,233,662,255	794,748,191
Current portion of lease liabilities	23	620,443,228	409,437,673	9,473,351	10,235,876
Short-term borrowings from related parties	4.4.1	157,500,000	157,500,000	-	-
Retention payables		75,606,829	69,844,454	19,178,421	14,938,017
Income tax payable		7,391,216	4,517,537	-	-
Other current liabilities		23,435,280	18,500,653	3,826,714	3,239,294
Total Current Liabilities		4,379,897,317	2,617,006,289	2,104,584,949	1,278,650,688
NON-CURRENT LIABILITIES					
Long-term borrowings from financial institutions, net					
of current portion	18	695,938,431	1,194,048,123	47,685,600	14,064,907
Long-term borrowings from other companies, net					
of current portion	21	671,108,447	738,416,677	-	-
Bonds, net of current portion	22	498,476,820	1,236,044,346	498,476,820	1,236,044,346
Lease liabilities, net of current portion	23	1,365,040,502	1,529,231,629	6,820,021	15,080,685
Other non-current payables		-	-	802,432	802,432
Non-current contract liabilities	20	108,528,838	245,417,184	-	217,232,998
Deferred tax liabilities	24	291,802,543	100,380,358	52,392,077	53,131,737
Non-current provisions for employee benefits	25	68,933,552	64,274,428	48,810,291	46,225,761
Deferred revenue		15,788,729	19,231,313	-	-
Other non-current liabilities		37,309,239	53,269,888	8,451,558	7,672,164
Total Non-current Liabilities		3,752,927,101	5,180,313,946	663,438,799	1,590,255,030
TOTAL LIABILITIES		8,132,824,418	7,797,320,235	2,768,023,748	2,868,905,718

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, 2022

Unit : Baht

		Consolidated		Separate	
		financial statements		financial statements	
	Notes	2022	2021	2022	2021
LIABILITIES AND SHAREHOLDERS' EQUITY (CONTINUED)					
SHAREHOLDERS' EQUITY					
SHARE CAPITAL	26				
Authorized share capital					
1,589,286,363 ordinary shares of Baht 1 each		1,589,286,363		1,589,286,363	
1,386,574,624 ordinary shares of Baht 1 each			1,386,574,624		1,386,574,624
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		98,130,021	98,130,021	98,130,021	98,130,021
Retained earnings					
Appropriated					
Legal reserve	28	55,443,961	55,443,961	55,443,961	55,443,961
Unappropriated		155,807,715	356,330,005	252,429,348	285,108,419
Other components of shareholders' equity		562,150,118	(108,371,287)	70,461,959	77,163,917
TOTAL SHAREHOLDERS' EQUITY					
ATTRIBUTABLE TO OWNERS OF THE PARENT		1,938,127,680	1,468,128,565	1,543,061,154	1,582,442,183
NON-CONTROLLING INTERESTS		1,082,463,392	934,007,510	-	-
TOTAL SHAREHOLDERS' EQUITY		3,020,591,072	2,402,136,075	1,543,061,154	1,582,442,183
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		11,153,415,490	10,199,456,310	4,311,084,902	4,451,347,901

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, 2022

Unit : Baht

	Notes	Consolidated financial statements		Separate financial statements	
		2022	2021	2022	2021
<b>REVENUES</b>	31				
Revenue from real estate sales		1,150,404,032	1,451,589,534	604,501,386	975,471,635
Rental and services income		65,009,734	68,720,741	62,164,922	66,600,868
Revenue from hotel operations		672,337,928	336,819,010	-	-
Revenue from sale of goods		67,851,447	60,429,479	-	-
Management fee income and other fee income		31,283,678	23,288,293	29,602,020	35,572,794
Other income	32	187,406,010	357,144,323	25,699,893	22,515,505
<b>Total Revenues</b>		<b>2,174,292,829</b>	<b>2,297,991,380</b>	<b>721,968,221</b>	<b>1,100,160,802</b>
<b>EXPENSES</b>					
Cost of real estate sales		799,512,535	1,018,412,063	425,111,258	660,181,765
Cost of rental and services		42,914,534	40,072,373	43,915,361	41,240,322
Cost of hotel operations		618,555,883	430,211,180	-	-
Costs of sales of goods		64,259,067	56,453,962	-	-
Distribution costs		127,717,495	143,640,691	42,939,347	62,436,808
Administrative expenses		517,725,598	400,774,995	196,951,662	157,907,071
<b>Total Expenses</b>		<b>2,170,685,112</b>	<b>2,089,565,264</b>	<b>708,917,628</b>	<b>921,765,966</b>
<b>Profit from operation</b>		<b>3,607,717</b>	<b>208,426,116</b>	<b>13,050,593</b>	<b>178,394,836</b>
Finance income		1,208,705	1,103,275	32,371,436	32,031,457
Finance costs		(295,296,983)	(323,487,385)	(76,263,056)	(92,522,698)
(Loss) reversal on impairment determined in accordance with TFRS 9		84,159	(7,859,469)	(62,115)	(3,824,977)
<b>(LOSS) PROFIT BEFORE INCOME TAX EXPENSES</b>		<b>(290,396,402)</b>	<b>(121,817,463)</b>	<b>(30,903,142)</b>	<b>114,078,618</b>
<b>(INCOME) TAX EXPENSE</b>	24	<b>(34,041,705)</b>	<b>(22,471,911)</b>	<b>1,103,850</b>	<b>(761,901)</b>
<b>(LOSS) PROFIT FOR THE YEAR</b>		<b>(256,354,697)</b>	<b>(99,345,552)</b>	<b>(32,006,992)</b>	<b>114,840,519</b>
<b>OTHER COMPREHENSIVE INCOME (LOSS)</b>					
Components of other comprehensive income that will not be reclassified to profit or loss					
Gain (loss) on measuring financial assets, net of tax	11	30,283,349	(59,102,954)	(6,701,958)	(11,239,616)
Gain on revaluation of land, net of tax	14	845,187,952	-	-	-
(Loss) gain on re-measurements of defined benefit plans, net of tax		(661,627)	2,680,348	(672,079)	542,340
<b>Other comprehensive income (loss) for the year, net of tax</b>		<b>874,809,674</b>	<b>(56,422,606)</b>	<b>(7,374,037)</b>	<b>(10,697,276)</b>
<b>Total comprehensive income (loss) for the year</b>		<b>618,454,977</b>	<b>(155,768,158)</b>	<b>(39,381,029)</b>	<b>104,143,243</b>

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, 2022

Unit : Baht

	Notes	Consolidated financial statements		Separate financial statements	
		2022	2021	2022	2021
(Loss) profit attributable to:					
Owners of the parent		(199,774,418)	(44,608,270)	(32,006,992)	114,840,519
Non-controlling interests		(56,580,279)	(54,737,282)		
		(256,354,697)	(99,345,552)		
Total comprehensive income (loss) attributable to:					
Owners of the parent		469,999,115	(95,228,392)	(39,381,029)	104,143,243
Non-controlling interests		148,455,862	(60,539,766)		
		618,454,977	(155,768,158)		
Basic (loss) earnings per share (Baht)	34	(0.1873)	(0.0418)	(0.0300)	0.1077

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

## Statement of Cash Flows

### Charn Issara Development Public Company Limited and Its Subsidiaries

For the year ended December 31, 2022

Unit : Baht

	Consolidated		Separate	
	financial statements		financial statements	
Notes	2022	2021	2022	2021
CASH FLOWS FROM OPERATING ACTIVITIES				
(Loss) profit for the years	(256,354,697)	(99,345,552)	(32,006,992)	114,840,519
Adjustments to reconcile profit (loss) to cash provided by (used in)				
Adjust with (income) tax expense	(34,041,705)	(22,471,911)	1,103,850	(761,901)
Finance income	(1,208,705)	(1,103,275)	(32,371,436)	(32,031,457)
Finance costs	295,296,983	323,487,385	76,263,056	92,522,698
Depreciation	331,408,161	271,566,983	17,750,326	18,155,764
Amortization	881,764	1,608,346	54,597	51,832
Amortization of front-end fee on borrowings				
from financial institutions and other companies	5,293,345	2,081,885	4,330,335	860,956
Amortization of issuance cost of bonds	8,439,568	8,295,932	8,439,568	8,295,932
(Reverse) Impairment loss determined in accordance with TFRS 9	(84,159)	7,859,469	62,115	3,824,977
Expenses from non-current provision for employee benefits	3,832,091	4,240,056	1,744,431	1,901,188
Dividends received from other non-current financial assets	(10,712,759)	(11,590,854)	(10,712,759)	(11,590,854)
Gain from sale of investment properties	-	(18,725,000)	-	-
(Gain) loss from sale of equipment and vehicle	(2,864,504)	21,320	(175,893)	-
Loss form write off of assets	33	-	8	-
Gain from termination of lease agreement	-	(669,539)	-	(669,539)
Gain from lease modification	(68,013)	(137,654)	(145,219)	(137,654)
Loss from write-down of inventories	1,131,994	-	1,131,994	-
Loss (gain) on fair value measurement of investment properties	1,690,000	4,980,000	(1,450,000)	4,550,000
Gain from the waiver of lease payments for past periods	(94,650,000)	(266,696,000)	-	-
Net cash provided by operating activities				
before changes in operating assets and liabilities	247,989,397	203,401,591	34,017,981	199,812,461
Decrease (increase) in operating assets				
Trade and other current receivables	(82,270,709)	(25,816,714)	3,984,093	(15,835,992)
Costs of property development projects for sales	132,035,833	542,882,086	168,972,228	451,606,002
Inventories	(8,960,931)	1,235,211	(2,303,297)	-
Other current assets	(2,183,457)	(4,949,806)	(1,507,350)	2,250,058
Other non-current assets	(1,044,836)	4,149,954	(3,562,333)	(150,821)

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

## Statement of Cash Flows (Continued)

Charn Issara Development Public Company Limited and Its Subsidiaries

For the year ended December 31, 2022

Unit : Baht

	Notes	Consolidated financial statements		Separate financial statements	
		2022	2021	2022	2021
Increase (decrease) in operating liabilities					
Trade and other current payables		55,915,669	10,844,849	(28,160,529)	66,416,420
Contract liabilities		29,266,511	207,329,507	(69,652,269)	150,953,910
Retention payables		5,762,375	(13,123,952)	4,240,404	(2,520,964)
Other current liabilities		4,934,627	1,288,219	587,420	933,569
Other non-current liabilities		(15,960,649)	5,456,708	779,395	(561,576)
Cash paid for non-current provisions for employee benefits		-	(4,078,400)	-	-
Cash provided by operating activities		365,483,830	928,619,253	107,395,743	852,903,067
Cash received (paid) for income tax		2,073,320	(19,613,645)	(1,505,782)	(12,929,656)
Net cash provided by operating activities		367,557,150	909,005,608	105,889,961	839,973,411
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>					
Increase in deposit at financial institutions used as collaterals		-	239,565	-	-
Cash received from sale of other current financial assets		417,178,719	61,144,641	254,173,783	3,134,701
Cash paid for other current financial assets		(342,202,407)	(136,183,723)	(254,197,471)	(3,173,783)
Cash received from short-term loans to subsidiaries		-	-	15,000,000	37,000,000
Cash paid for short-term loans to subsidiaries		-	-	(5,000,000)	(328,000,000)
Cash received from long-term loans to subsidiaries		-	-	-	73,000,000
Cash paid for increased share capital of subsidiaries		-	-	(9,999,980)	(120,000,000)
Cash paid for other non-current financial assets		(3,279,408)	-	(3,279,408)	-
Dividends income received from other non-current financial assets	11	10,712,759	11,590,854	10,712,759	11,590,854
Cash received from sale of investment properties		-	72,000,000	-	-
Cash received from sale of equipment and vehicle		2,994,393	20,556	190,654	-
Cash paid for purchase of property, plant and equipment		(54,772,547)	(292,219,186)	(2,625,030)	(163,013)
Cash received from termination of lease agreements		-	3,289,710	-	3,289,710
Cash paid for purchase of intangible asset		(1,224,641)	(1,847,772)	(56,938)	(26,160)
Cash paid for deposit for land		(24,800,000)	-	-	-
Interest received		1,440,779	889,069	16,318,782	17,090,325
Net cash provided by (used in) investing activities		6,047,647	(281,076,286)	21,237,151	(306,257,366)

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



## Statement of Cash Flows (Continued)

### Charn Issara Development Public Company Limited and Its Subsidiaries

For the year ended December 31, 2022

Unit : Baht

	Notes	Consolidated financial statements		Separate financial statements	
		2022	2021	2022	2021
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>					
Decrease in overdrafts from financial institutions		(6,063,523)	(104,425)	-	-
Cash received from short-term borrowings					
from financial institutions		1,481,040,000	660,000,000	1,431,040,000	640,000,000
Cash paid for repayment of short-term borrowings					
from financial institutions		(1,244,620,000)	(785,680,000)	(1,194,620,000)	(785,680,000)
Cash paid for repayment of short-term borrowings					
from related companies		-	(10,000,000)	-	-
Cash received from short-term borrowings					
from other companies		55,000,000	-	-	-
Cash received from long-term borrowings					
from financial institutions		360,237,500	973,617,463	118,934,600	540,740,000
Cash paid for repayment of long-term borrowings					
from financial institutions		(337,010,825)	(1,391,627,176)	(57,150,000)	(688,084,673)
Cash received from long-term borrowings					
from other companies		31,505,160	253,452,500	-	-
Cash paid for repayment of long-term borrowings					
from other companies		(200,000)	-	-	-
Cash paid for repayment of long-term borrowings					
from related companies		-	(67,000,000)	-	-
Cash paid for repayment of lease liabilities		(60,606,058)	(75,496,500)	(11,267,338)	(14,151,218)
Cash received from issuing of bonds, net of issuance costs		492,906,970	939,311,422	492,906,970	939,311,422
Cash paid for matured bonds		(800,000,000)	(1,200,000,000)	(800,000,000)	(1,200,000,000)
Cash received from non-controlling interests					
for increased share capital of subsidiaries	20	120,000,000	-	-	-
Interest paid		(284,453,389)	(277,435,016)	(158,071,213)	(168,467,914)
Net cash used in financing activities		(312,264,145)	(860,961,732)	(178,226,981)	(736,332,383)
<b>Net increase (decrease) in cash and cash equivalents</b>		61,340,652	(233,032,410)	(51,099,869)	(202,616,338)
Cash and cash equivalents as at January 1,		335,708,871	568,741,281	131,034,872	333,651,210
Cash and cash equivalents as at December 31,	6	397,049,523	335,708,871	79,935,003	131,034,872

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 December 31, 2022

UNIT: BAHT

Note	Consolidated financial statements											
	Issued and paid-up share capital	Share premium	Retained earnings		Other components of shareholders' equity				Total equity attributions to owners of the parent	Non-controlling interests	Total shareholders' equity	
			Appropriated	Legal reserve	Unappropriated	Surplus on change in interest in equity of subsidiaries	Gain (loss) on measuring financial assets	Revaluation surplus				Total other components of shareholders' equity
		</										

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

## Statement of Changes in Shareholders' Equity (Continued)

Charn Issara Development Public Company Limited and Its Subsidiaries

For the year ended December 31, 2022

UNIT: BAHT

	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	
			Legal reserve			Gain (loss) on measuring financial assets		
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	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)	(11,239,616)	(10,697,276)
Total comprehensive income (loss) for the year	-	-	-	115,382,859	(11,239,616)	(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	77,163,917	1,582,442,183
Brought forward balance as at January 1, 2022	1,066,595,865	98,130,021	55,443,961	285,108,419	77,163,917	77,163,917	77,163,917	1,582,442,183
Loss for the year	-	-	-	(32,006,992)	-	-	-	(32,006,992)
Other comprehensive loss for the year	-	-	-	(672,079)	(6,701,958)	(6,701,958)	(6,701,958)	(7,374,037)
Total comprehensive loss for the year	-	-	-	(32,679,071)	(6,701,958)	(6,701,958)	(6,701,958)	(39,381,029)
Carried forward balance as at December 31, 2022	1,066,595,865	98,130,021	55,443,961	252,429,348	70,461,959	70,461,959	70,461,959	1,543,061,154

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, 2022

#### Notes

#### Contents

1	Operation and general information of the Company
2	Basis of preparation and presentation of the consolidated and separate financial statements
3	Significant accounting policies
4	Related party transactions
5	Supplementary disclosures of cash flows information
6	Cash and cash equivalents
7	Trade and other current receivables
8	Costs of property development projects for sales
9	Short-term loans to subsidiaries
10	Inventories
11	Other current financial assets
12	Investments in subsidiaries
13	Investment properties
14	Property, plant and equipment
15	Right-of-use assets
16	Other non-current assets
17	Bank overdrafts from financial institutions
18	Borrowings from financial institutions
19	Trade and other current payables
20	Contract liabilities
21	Borrowings from other companies
22	Bonds
23	Lease liabilities
24	Deferred tax and income tax (income) expense
25	Non-current provisions for employee benefits
26	Share capital
27	Warrants
28	Legal reserve
29	Financial instruments
30	Capital management
31	Disaggregation of revenues
32	Other income
33	Expenses by nature
34	Basic (loss) earnings per share
35	Segment information
36	Commitments and contingent liabilities
37	Events after the reporting period
38	Approval of the financial statements

## CHARN ISSARA DEVELOPMENT PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

### Notes to Consolidated and Separate Financial Statements

for the year ended December 31, 2022

## 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 located at 2922/200, 10th floor, Charn Issara Tower 2, New Petchburi Road, Bangkapi 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 has been 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 as well as continuing impact on the operating results and ability of Sri panwa Management Co., Ltd. (“SPM”), the Company’s subsidiary, to pay rentals to Sri panwa Hospitality Real Estate Investment Trust (the “Trust”) as stipulated in lease agreements of properties used for hotel operations of SPM. SPM has submitted the letters to the Trust requesting for the approval on deferral and waiver of rentals of certain lease periods to mitigate the impacts from such situation as described in Note 23.

Nevertheless, the Group’s management has continuously monitored the ongoing developments and regularly 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 THE 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, 2022. 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

On August 19, 2022, Thai Financial Reporting Standard No.17 "Insurance Contracts" has been announced in the Royal Gazette and will be effective for the financial statements for the period beginning on or after January 1, 2025 onwards.

On September 26, 2022, the revised TFRSs have been announced in the Royal Gazette which will be effective for the financial statements for the period beginning on or after January 1, 2023 onwards. TFRSs which have been amended and relevant to the Group are as follows:

Thai Accounting Standard No.37 "Provisions, Contingent Liabilities and Contingent Assets"

The amendments specify that the "cost of fulfilling a contract" comprises the "costs that relate directly to the contract". Costs that relate directly to a contract consist of both the incremental costs of fulfilling that contract (examples would be direct labor or materials) and an allocation of other costs that relate directly to fulfilling contracts (an example would be the allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract). The amendments apply to contracts for which the entity has not yet fulfilled all its obligations at the beginning of the annual reporting period in which the entity first applies the amendments. Comparatives are not restated. Instead, the entity shall recognize the cumulative effect of initially applying the amendments as an adjustment to the opening balance of retained earnings or other component of equity, as appropriate.

Thai Financial Reporting Standard No.3 "Business Combinations"

The amendments update TFRS 3 so that it refers to the Conceptual Framework which is currently effective. In addition, they also add to TFRS 3 a requirement that, for obligations within the scope of TAS 37, an acquirer applies TAS 37 to determine whether at the acquisition date a present obligation exists as a result of past events. For a levy that would be within the scope of TFRIC 21 "Levies", the acquirer applies TFRIC 21 to determine whether the obligating event that gives rise to a liability to pay the levy has occurred by the acquisition date. The amendments also add an explicit statement that an acquirer does not recognize contingent assets acquired in a business combination.

Thai Financial Reporting Standard No.9 "Financial Instruments"

The amendment clarifies that in applying the "10 per cent" test to assess whether to derecognize a financial liability, an entity includes only fees paid or received between the entity (the borrower) and the lender, including fees paid or received by either the entity or the lender on the other's behalf. The amendment is applied prospectively to modifications and exchanges that occur on or after the date the entity first applies the amendment.

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/this 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, 2022 and 2021, 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	
			2022	2021
<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.	Real estate developmentand hotel operations	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 Charn Issara Residence Co., Ltd.</u>				
Sri Panwa Management Co., Ltd.	Hotel operations	Thailand	99.99	99.99

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 customer 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 and the Company release control upon the real estate unit to the customer on the statement of profit of 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 will recognize 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 awarded or amount paid on behalf of customer are deducted from revenue from real estate sales on the statement of profit and loss and other 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 customers. 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. (Note 3.2)

### 3.1.2 Revenue from hotel operations

Revenue from hotel operations 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

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 the 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 by the Group and the Company 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 and will be amortized when cost of properties development project for sales is transferred to the customer or when the agreement to buy and to sell real estate unit is terminated (Note 3.1.1).

### 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 Inventories

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

Cost of inventories is calculated using the weighted average cost method.

Net realizable value is calculated as the expected proceed received from sales 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 cost method. The asset value is derived from annual physical count as at the end of reporting period.

Allowance for diminution in value of inventories is provided for the decline of net realizable value of inventories.

### 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 Thai Financial Reporting Standard No. 9 “Financial Instruments” (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 expected credit loss (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.

The Group writes off a financial asset when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the debtor has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade receivables, when the amounts are over two years past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group’s recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognized in profit or loss.

The measurement of expected credit losses is a function of the probability of default, percentage of 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 reporting date determined based on historical trend, the Group’s understanding of the specific future financing needs 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 in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the original effective interest rate.

#### *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

#### 3.10.1 Property

##### Effective prior to December 31, 2022

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

##### Effective on December 31, 2022 onwards

Property is stated at revalued amount less allowance for impairment loss (if any).

Property is measured at cost on the acquisition date, and subsequently revalued by an independent professional appraiser to their fair values. Revaluations will be made with sufficient regularity to ensure that the carrying amount does not differ materially from fair value at the end of reporting period.

Differences arising from the revaluation are dealt with in the financial statements as follows:

- When an asset's carrying amount is increased as a result of a revaluation of the Group's and the Company's assets, the increase is recognized in other comprehensive income and accumulated in equity under the heading "revaluation surplus".



- When an asset's carrying amount is decreased as a result of a revaluation of the Group's and the Company's assets, the decrease is recognized in profit or loss.

No depreciation is provided on property.

### 3.10.2 Plant and equipment

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:

Land improvements	5 and 10	years
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 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 costs of property development projects for sales and Property, plant and equipment. 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 25.

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 29.

##### 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.

##### Fair value of properties

The fair value of properties of the Group are appraised by the independent appraisers using the Market Approach method with similar characteristics considering location, physical size, and legal limitations as underlying assumptions for the valuation.

##### 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, 2022 and 2021 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
YMC 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 or 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 or companies.

Unit: Million Baht

	Consolidated financial statements		Separate financial statements		Pricing policy
	2022	2021	2022	2021	
Transactions with subsidiaries (Eliminated from the consolidated financial statements)					
Management fee income	-	-	21	27	Contract price
Rental and service income	-	-	1	1	Contract price
Finance income	-	-	32	32	Contract price
Other income	-	-	5	7	As agreed
Depreciation for the right-of-use assets	-	-	1	1	Contract price
Service expense	-	-	3	3	Contract price

Unit: Million Baht

	Consolidated financial statements		Separate financial statements		Pricing policy
	2022	2021	2022	2021	
Transactions with related companies, directors and shareholders					
Management fee income	6	6	6	6	Contract price
Dividend income	11	12	11	12	As declared
Other income	3	-	3	-	Contract price
Depreciation for the right-of-use assets	9	8	6	6	Contract price
Interest expenses related to lease liabilities	1	1	-	1	Contract price
Finance costs	9	10	-	-	Contract price

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	
	2022	2021	2022	2021
Trade and other current receivables				
- related companies (Note 7)				
Subsidiaries	-	-	40,098	23,561
Related companies	892	603	892	603
Total	892	603	40,990	24,164
Trade and other current payables				
- related companies (Note 19)				
Subsidiaries	-	-	145	196
Related companies	71	68	-	-
Total	71	68	145	196
Other non-current payables				
- related companies				
Subsidiaries	-	-	802	802
Total	-	-	802	802
Other non-current liabilities				
Subsidiaries	-	-	26	26
Total	-	-	26	26

## 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, 2021	Increase during the year	Repaid during the year	Balance as at December 31, 2022
Short-term loans to subsidiaries							
Charn Issara Viphapol Co., Ltd.	Subsidiary	MLR	At call	101,500	-	-	101,500
Issara Junfa Co., Ltd.	Subsidiary	MLR	At call	413,000	5,000	-	418,000
Sri Panwa Management Co., Ltd.	Subsidiary	MLR	At call	55,000	-	(15,000)	40,000
Total				569,500	5,000	(15,000)	559,500

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 Residence Co., Ltd.	Subsidiary	MLR	At call	-	27,000	(27,000)	-
Total				278,500	328,000	(37,000)	569,500

### 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)	-
<u>Less</u> Current portion				(55,000)			-
Total				18,000			-

During the year 2022, there is no movement of long-term loans to subsidiaries.

### 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, 2021	Increase during the year	Repaid during the year	Balance as at December 31, 2022
Long-term loan to a related company							
Sumolnart Co., Ltd.	Subsidiary of Shareholder	0.1	Jul 11, 2024	1,286	-	-	1,286
Less Allowance for expected credit losses				(1,286)	-	-	(1,286)
Total				-			-

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							
Sumolnart Co., Ltd.	Subsidiary of Shareholder	0.1	Jul 11, 2024	1,286	-	-	1,286
<u>Less</u> Current portion				(1,286)			-
<u>Less</u> Allowance for expected credit losses				-			(1,286)
Total				-			-

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 company 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, 2021	Increase during the year	Repaid during the year	Balance as at December 31, 2022
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	148,500	-	-	148,500
Total				157,500	-	-	157,500

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

#### 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			-

During the year 2022, there is no movement of long-term borrowings from related companies.

Long-term 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	
	2022	2021	2022	2021
Short-term employee benefits	90	67	74	52
Post-employment benefits	1	1	1	1
Total	91	68	75	53



## 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	
	2022	2021
Transfer land held for development to property, plant and equipment	187,875	49,332
Transfer costs of property development projects for sales to property, plant and equipment	704,740	-

5.2 Changes in liabilities from financing activities for the years ended December 31, are as follows:

Unit: Thousand Baht

	Consolidated financial statements			
	As at January 1, 2022	Cash flows	Non-cash items	As at December 31, 2022
Bank overdrafts from financial institutions	24,265	(6,063)	-	18,202
Short-term borrowings from financial institutions	190,000	236,420	411	426,831
Short-term borrowings from related persons and companies	157,500	-	-	157,500
Short-term borrowings from other companies	-	55,000	-	55,000
Long-term borrowings from financial institutions	1,468,200	23,227	4,495	1,495,922
Long-term borrowings from other companies	813,514	31,305	387	845,206
Bonds	2,030,792	(307,093)	8,440	1,732,139
Lease liabilities	1,938,669	(60,606)	107,421	1,985,484

Unit: Thousand Baht

	Consolidated financial statements			
	As at January 1, 2021	Cash flows	Non-cash items	As at December 31, 2021
Bank 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)	-	-
Bonds	2,283,185	(260,689)	8,296	2,030,792
Lease liabilities	2,070,338	(75,497)	(56,172)	1,938,669

Unit: Thousand Baht

	Separate financial statements			
	As at January 1, 2022	Cash flows	Non-cash items	As at December 31, 2022
Short-term borrowings from financial institutions	170,000	236,420	411	406,831
Long-term borrowings from financial institutions	68,221	61,785	3,919	133,925
Bonds	2,030,792	(307,093)	8,440	1,732,139
Lease liabilities	25,317	(11,267)	2,243	16,293

Unit: Thousand Baht

	Separate financial statements			
	As at January 1, 2021	Cash flows	Non-cash items	As at December 31, 2021
Short-term borrowings from financial institutions	315,680	(145,680)	-	170,000
Long-term borrowings from financial institutions	214,705	(147,345)	861	68,221
Bonds	2,283,185	(260,689)	8,296	2,030,792
Lease liabilities	33,683	(14,151)	5,785	25,317

## 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	
	2022	2021	2022	2021
Cash on hand	3,600	2,852	52	43
Deposit at financial institutions - current accounts	3,039	8,846	2,472	1,441
Deposit at financial institutions - savings accounts	390,372	310,935	77,411	129,551
Deposit at financial institutions - fixed accounts not exceeding of 3 months	39	13,076	-	-
Total	397,050	335,709	79,935	131,035

As at December 31, 2022 and 2021, 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 0.125% - 1.40% per annum.

## 7. TRADE AND OTHER CURRENT RECEIVABLES

Trade and other current receivables as at December 31, are as follows:

Unit: Thousand Baht

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
<b>Trade receivables</b>				
Trade receivables - related companies	-	-	89	77
Trade receivables - other companies	44,199	32,469	8,724	8,693
<u>Less</u> Allowance for expected credit losses	(5,928)	(6,639)	(3,874)	(3,890)
<b>Total trade receivables – net</b>	<b>38,271</b>	<b>25,830</b>	<b>4,939</b>	<b>4,880</b>
<b>Other current receivables</b>				
Other current receivables - related companies	-	-	40,009	23,484
Other current receivables - other companies	10,615	4,872	5,272	4,059
Accrued income - related companies	892	603	892	603
Accrued income - other companies	193	1,178	172	914
Prepaid expenses	13,779	12,379	1,280	1,514
Cost to obtain contracts with customers	37,136	32,896	22,671	26,391
Advanced payments for constructions	68,681	13,338	1,169	2,770
Advanced payments	22,828	19,176	236	19
<b>Total other current receivables – net</b>	<b>154,124</b>	<b>84,442</b>	<b>71,701</b>	<b>59,754</b>
<b>Total</b>	<b>192,395</b>	<b>110,272</b>	<b>76,640</b>	<b>64,634</b>

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

Unit: Thousand Baht

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
<b>Trade receivables - related companies</b>				
Aged on the basis of due dates:				
Not yet due	-	-	88	71
Past due:				
Less than 3 months	-	-	1	6
<b>Total trade receivables - related companies</b>	<b>-</b>	<b>-</b>	<b>89</b>	<b>77</b>
<b>Trade receivables - other companies</b>				
Aged on the basis of due dates:				
Not yet due	31,813	15,769	2,740	3,154
Past due:				
Less than 3 months	6,223	6,924	1,960	1,386
Over 3 months to 6 months	444	1,125	150	176
Over 6 months to 12 months	1,252	4,460	-	1,736
Over 12 months	4,467	4,191	3,874	2,241
	44,199	32,469	8,724	8,693
<u>Less</u> Allowance for expected credit losses	(5,928)	(6,639)	(3,874)	(3,890)
<b>Total trade receivables - other companies – net</b>	<b>38,271</b>	<b>25,830</b>	<b>4,850</b>	<b>4,803</b>
<b>Total trade receivables – net</b>	<b>38,271</b>	<b>25,830</b>	<b>4,939</b>	<b>4,880</b>

For the years ended December 31, 2022 and 2021, the average credit terms for services is between 30 to 90 days without interest charged for pass-due receivables.

The Group measures the loss allowance for trade and other current receivables at an amount equal to lifetime expected credit loss ("ECL"). The ECL 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						
As at December 31, 2022	1 - 90 days	91 - 120 days	121 - 150 days	151 - 180 days	181 - 365 days	>365 days	Total
Expected credit loss rate	2.20%	5.86%	15.09%	24.63%	45.64%	100%	
Loss for expected credit loss throughout the contract period	836	15	14	25	571	4,467	5,928
							5,928

Unit: Thousand Baht

Consolidated financial statements:	Trade and other current receivables - days past due						
As at December 31, 2021	1 - 90 days	91 - 120 days	121 - 150 days	151 - 180 days	181 - 365 days	>365 days	Total
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

Separate financial statements:	Trade and other current receivables - days past due						
As at December 31, 2022	1 - 90 days	91 - 120 days	121 - 150 days	151 - 180 days	181 - 365 days	>365 days	Total
Expected credit loss rate	0%	0%	0%	0%	0%	100%	
Loss for expected credit loss throughout the contract period	-	-	-	-	-	3,874	3,874
							3,874

Unit: Thousand Baht

Separate financial statements:	Trade and other current receivables - days past due						
	1 - 90 days	91 - 120 days	121 - 150 days	151 - 180 days	181 - 365 days	>365 days	Total
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	-	-	-	-	-	3,890	3,890
							3,890

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	Separate financial statements
	Collectively assessed	Separate assessed
Balance as at January 1, 2022	6,639	3,890
(Reversal) net remeasurement of loss allowance	(84)	62
Amounts written off	(627)	(78)
Balance as at December 31, 2022	5,928	3,874

Unit : Thousand Baht

	Consolidated financial statements	Separate financial statements
	Collectively assessed	Separate assessed
Balance as at January 1, 2021	296	296
Net remeasurement of loss allowance	6,574	3,825
Amounts written off	(231)	(231)
Balance as at December 31, 2021	6,639	3,890

## 8. COSTS OF PROPERTY DEVELOPMENT PROJECTS FOR SALES

Costs of property development projects for sales as at December 31, consist of the following:

Unit: Thousand Baht

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
Land and construction development	1,862,111	2,351,951	176,244	372,778
Land and construction under development	2,364,204	2,579,903	1,046,019	941,128
Total	4,226,315	4,931,854	1,222,263	1,313,906

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	
	2022	2021	2022	2021
Brought forward balance as at January 1	4,931,854	5,351,071	1,313,906	1,686,356
Increase in cost of constructions	666,786	475,530	256,139	208,576
Capitalized borrowing cost for the years	131,928	123,665	77,329	79,156
Reclassified to property, plant and Equipment (Note 14)	(704,740)	-	-	-
Cost of real estate sales for the years	(799,513)	(1,018,412)	(425,111)	(660,182)
Carried forward balance as at December 31	4,226,315	4,931,854	1,222,263	1,313,906

In 2022, the Group's management has reviewed the purpose of use for land and structures of certain projects previously presented as part of cost of property development projects for sales in the statement of financial position in order to be in line with the Group's current business plan. The management has reclassified those land and structures with the carrying amounts of Baht 704.74 million to be presented as part of property, plant and equipment since the Group intends to hold the lands for administrative purpose and expected to use during more than one period (Note 14).

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:

	2022	2021
Borrowing costs included in costs of property development projects for sales (Million Baht)	163	447
Capitalization rates (Percent)	7	9

As at December 31, 2022 and 2021, the Group and the Company have mortgaged their land and buildings thereon in the property development projects of Baht 4,283 million and Baht 5,202 million, respectively, (The Company only as at December 31, 2022 and 2021: Baht 1,222 million and Baht 1,314 million, respectively), to secure the credit facilities of bank overdrafts, long-term borrowings from financial institutions, long-term borrowings from other companies and bonds of the Group and the Company (Notes 17, 18, 21 and 22).

## 9. SHORT-TERM LOANS TO SUBSIDIARIES

As at December 31, 2022 and 2021, the Company had short-term loans to three subsidiaries of Baht 559.50 million and Baht 569.50 million, respectively, 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 following:

Unit: Thousand Baht

	Consolidated financial statements	
	2022	2021
Food and beverages	7,455	7,038
Operating equipment	20,134	14,425
Other operating supplies	6,218	5,737
Finished goods	3,640	1,286
Total Inventories	37,447	28,486
<u>Less</u> Allowance for diminution in value of inventories	(1,132)	-
Total	36,315	28,486

Unit: Thousand Baht

	Separate financial statements	
	2022	2021
Finished goods	2,303	-
<u>Less</u> Allowance for diminution in value of inventories	(1,132)	-
Total	1,171	-

## 11. OTHER FINANCIAL ASSETS

Other financial assets consist of the following:

Unit: Thousand Baht

	Consolidated financial statements			
	Balances as at December 31, 2022		Balances as at December 30, 2021	
	Financial assets measured at amortized cost	Investments measured at FVTOCI	Financial assets measured at amortized cost	Investments measured at FVTOCI
Other current financial assets	3,197	-	78,174	-
Other non-current financial assets	-	834,747	-	793,613
Total	3,197	834,747	78,174	793,613

Unit: Thousand Baht

	Separate financial statements			
	Balances as at December 31, 2022		Balances as at December 30, 2021	
	Financial assets measured at amortized cost	Investments measured at FVTOCI	Financial assets measured at amortized cost	Investments measured at FVTOCI
Other current financial assets	3,197	-	3,174	-
Other non-current financial assets	-	415,943	-	421,041
Total	3,197	415,943	3,174	421,041

## Other current financial assets

As at December 31, 2022 and 2021, 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 0.55% p.a. and 0.50% p.a. - 0.75% p.a., respectively, which are measured at amortized cost.

The fair value of the investments carried at amortized cost is disclosed in Note 29.

## Other non-current financial assets

As at December 31, 2022 and 2021, 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 for the years ended December 31, 2022 and 2021 are as follows:

Unit : Thousand Baht

	Consolidated financial statements			
	Balance as at January 1, 2022	Additions during the year	Unrealized (loss) profit from change in fair value during the year (Before tax effect)	Balance as at December 31, 2022
Bangkok Commercial Property Fund	189,669	-	(8,781)	180,888
Sri panwa Hospitality Real Estate Investment Trust	372,572	3,279	46,636	422,487
International Resource Development Limited	231,372	-	-	231,372
Sumolnart Co., Ltd.	-	-	-	-
Total	793,613	3,279	37,855	834,747

Unit : Thousand Baht

	Separate financial statements			
	Balance as at January 1, 2022	Additions during the year	Unrealized (loss) profit from change in fair value during the year (Before tax effect)	Balance as at December 31, 2022
Bangkok Commercial Property Fund	189,669	-	(8,781)	180,888
Sri panwa Hospitality Real Estate Investment Trust	-	3,279	404	3,683
International Resource Development Limited	231,372	-	-	231,372
Total	421,041	3,279	(8,377)	415,943

For the year ended December 31, 2022, the Group and the Company had unrealized profit (loss) from change in fair value during the period of other non-current financial assets recognized in other comprehensive income (net of tax) of Baht 30.28 million and Baht (6.70) million, respectively.

Unit : Thousand Baht

Bangkok Commercial Property Fund  
Sri panwa Hospitality Real Estate Investment Trust  
International Resource Development Limited  
Sumolhart Co., Ltd.  
Total

Consolidated financial statements		
Balance as at January 1, 2021	Unrealized loss from change in fair value during the year	Balance as at December 31, 2021
203,718	(14,049)	189,669
432,402	(59,830)	372,572
231,372	-	231,372
-	-	-
867,492	(73,879)	793,613

Unit : Thousand Baht

Bangkok Commercial Property Fund  
International Resource Development Limited  
Total

Separate financial statements		
Balance as at January 1, 2021	Unrealized loss from change in fair value during the year	Balance as at December 31, 2021
203,718	(14,049)	189,669
231,372	-	231,372
435,090	(14,049)	421,041

For the year ended December 31, 2021, the Group and the Company had unrealized loss from change in fair value during the period of other non-current financial assets recognized in other comprehensive income (net of tax) of Baht 59.10 million and Baht 11.24 million, respectively.

- Investments in investment units of property fund

As at December 31, 2022 and 2021, the Company's investments in investment units of property fund measured at FVTOCI by Baht 180.89 million and Baht 189.67 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, 2022 and 2021, 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 and letter of guarantee of the Company (Note 18 and 36.4).

- Investments in investment units of real estate investment trust

During 2022, the Company acquired 478,300 investment units of Sri panwa Hospitality Real Estate Investment Trust (the "Trust") in the amounts of Baht 3.28 million. As at December 31, 2022, the Company's investment in such investment units are measured at FVTOCI of Baht 3.68 million, representing 0.17% of total investment units of the Trust (As at December 31, 2021: Nil).

As at December 31, 2022 and 2021, the Group has investments in the Trust's investment units measured at FVTOCI of Baht 422.49 million and Baht 372.57 million, respectively, which are 54,868,457 units and 54,390,157 units of the Trust, representing 19.66% and 19.49% of total investment units of the Trust, respectively.

- Investments in equity instruments of non-listed companies

As at December 31, 2022 and 2021, 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. INVESTMENTS IN SUBSIDIARIES

12.1 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)	
	2022	20201	2022	2021	2022	2021
<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 Vipapool 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	420,000	49.99	49.99	210,000	210,000
Issara Junfa Co., Ltd.	920,000	920,000	86.30	86.30	793,999	793,999
Issara United Development Co., Ltd.	480,000	480,000	49.99	49.99	240,000	240,000
Charn Issara Reit Management Co., Ltd.	20,000	10,000	99.99	99.99	20,000	10,000
Total	2,330,000	2,320,000			1,615,651	1,605,651
<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.

Subsequently on June 13, 2022, IUD issued the notification letters to the shareholders informing that IUD has deferred term of the third payment previously scheduled to collect the payments in June 2022 to new term of collection in May 2023 in the amount of Baht 80.00 million.

#### 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 103.00 million to Baht 43.01 million as at December 31, 2021 (Note 18).

#### Charn Issara Reit Management Co., Ltd.

On April 8, 2022, the Annual General Meeting of Shareholders No. 1/2022 of Charn Issara Reit Management Co., Ltd. ("CIRM") had a special resolution to approve increase of the authorized share capital in the amount of Baht 10.00 million by issuing 1,000,000 new ordinary shares at par value of Baht 10.00 each and allocate to the existing shareholders in proportion to the numbers of shares held by each shareholder. Total authorized share capital of CIRM has increased from 1,000,000 shares to 2,000,000 shares at par value of Baht 10.00 each, totaling Baht 20.00 million accordingly. In April 2022, CIRM fully received for the increased share capital and registered the increase of such authorized share capital with Department of Business Development, Ministry of Commerce, on April 21, 2022.

#### 12.2 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	
	2022	2021	2022	2021	2022	2021
C.I.N. Estate Co., Ltd.	39.99	39.99	244	227	17	8
Issara United Co., Ltd.	49.99	49.99	400	339	61	(20)
Issara United Development Co., Ltd.	49.99	49.99	163	159	4	(8)
Charn Issara Vipapool Co., Ltd.	49.99	49.99	62	66	(4)	(16)

#### 12.3 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 Vipapool Co., Ltd.	
	As at December 31,		As at December 31,		As at December 31,		As at December 31,	
	2022	2021	2022	2021	2022	2021		
Current assets	836,147	937,961	1,332,294	1,221,559	40,327	53,841	506,606	578,799
Non-current assets	90,077	98,861	627,758	452,101	1,106,524	1,048,657	37,872	37,984
Current liabilities	295,211	163,588	214,948	100,358	97,185	87,798	360,054	480,333
Non-current liabilities	21,397	306,983	824,876	775,957	604,244	577,165	61,574	6,143

## Summarized comprehensive income

Unit: Thousand Baht

	C.I.N. Estate Co., Ltd. As at December 31,		Issara United Co., Ltd. As at December 31,		Issara United Development Co., Ltd. As at December 31,		Charn Issara Viphapol Co., Ltd. As at December 31,	
	2022	2021	2022	2021	2022	2021	2022	2021
Revenue	303,454	234,306	265,010	229,218	74,398	9,885	100,981	107,907
Total comprehensive income (loss) for the year	43,366	20,465	122,883	(35,464)	7,887	(16,477)	(7,457)	(32,162)

## Summarized cash flows

Unit: Thousand Baht

	C.I.N. Estate Co., Ltd. As at December 31,		Issara United Co., Ltd. As at December 31,		Issara United Development Co., Ltd. As at December 31,		Charn Issara Viphapol Co., Ltd. As at December 31,	
	2022	2021	2022	2021	2022	2021	2022	2021
Cash flows provided by (used in) the following activities:								
Operating activities	93,700	104,392	220,515	28,807	55,224	14,323	23,988	41,332
Investing activities	73,658	(74,267)	(181,687)	(25,833)	(134,337)	(301,922)	(499)	1,880
Financing activities	(165,039)	(84,402)	18,037	(2,243)	62,831	301,986	(44,746)	(52,253)
Net increase (decrease) in cash and cash equivalents	2,319	(54,277)	56,865	731	(16,282)	14,387	(21,257)	(9,041)
Cash and cash equivalents as at January 1,	46,257	100,534	13,514	12,783	36,228	21,841	34,749	43,790
Cash and cash equivalents as at December 31,	48,576	46,257	70,379	13,514	19,946	36,228	13,492	34,749

## 13. INVESTMENT PROPERTIES

Movements of investment properties for the years ended December 31, are as follows:

Unit: Thousand Baht

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
Fair value				
Balance as at January 1,	355,130	413,385	248,750	253,300
Sold during the years	-	(53,275)	-	-
Net (loss) gain from a fair value remeasurement of investment properties	(1,690)	(4,980)	1,450	(4,550)
Balance as at December 31,	353,440	355,130	250,200	248,750

For the years ended December 31, 2022 and 2021, the Group and the Company had rental income from investment properties recognized in the consolidated statement of profit or loss comprehensive income of Baht 16.44 million and Baht 17.02 million, respectively. (The Company only for the years ended December 31, 2022 and 2021: Baht 12.12 million and Baht 12.83 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	
	2022	2021	2022	2021
Occupancy rate (%)	80 – 90	80 – 95	80 – 90	80 – 95
Discount rate (%)	7 – 8	7 – 8	8	8
Rental rate (Baht/Square meter/Month)	328 – 760	335 – 760	370 – 760	370 – 760
Long-term growth rate of rental (%)	0 – 5	0 – 5	0 – 5	0 – 5

As at December 31, 2022 and 2021, the Group and the Company have mortgaged part of their Investment properties at cost of Baht 42.23 million and Baht 14.15 million, respectively, (The Company only as at December 31, 2022: Baht 28.08 million), to secure the credit facilities short-term borrowings from financial institutions and bonds of the Group and the Company (Notes 18 and 22).

## 14. 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, 2022	Increase	(Decrease)	Transfer between accounts	Reclassified	Balance as at December 31, 2022
<b>Cost/Revalued amount</b>						
Lands at cost	306,952	-	-	-	105,657	600,484
Appraised portion of land	-	1,056,485	-	-	-	1,056,485
Land improvement	-	-	-	-	30,690	30,690
Buildings	1,195,970	-	-	26,330	475,468	1,697,768
Building improvements	110,640	8,197	(1,620)	942	20,968	139,127
Furniture and office equipment	297,679	13,846	(6,461)	7,299	71,957	384,320
Vehicles	69,376	284	(12,207)	-	-	57,453
<b>Total costs</b>	<b>1,980,617</b>	<b>1,078,812</b>	<b>(20,288)</b>	<b>34,571</b>	<b>704,740</b>	<b>3,966,327</b>
<b>Accumulated depreciation</b>						
Land improvement	-	(731)	-	-	-	(731)
Buildings	(93,584)	(56,356)	-	-	-	(149,940)
Building improvements	(62,321)	(8,745)	1,620	-	-	(69,446)
Furniture and office equipment	(129,312)	(51,869)	6,335	-	-	(174,846)
Vehicles	(68,681)	(555)	12,202	-	-	(57,034)
<b>Total accumulated depreciation</b>	<b>(353,898)</b>	<b>(118,256)</b>	<b>20,157</b>	<b>-</b>	<b>-</b>	<b>(451,997)</b>
Construction in progress	7,140	32,458	-	(34,571)	-	5,027
<b>Property, plant and equipment – net</b>	<b>1,633,859</b>					<b>3,519,357</b>

Unit : Thousand Baht

Consolidated financial statements						
	Balance as at January 1, 2021	Increase	(Decrease)	Transfer between accounts	Reclassified  Transfer from (Transfer to) land held for development	Balance as at December 31, 2021
<b>Cost</b>						
Lands	257,620	-	-	-	49,332	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
<b>Accumulated depreciation</b>						
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
<b>Property, plant and equipment – net</b>	<b>1,335,102</b>					<b>1,633,859</b>

Depreciation in the consolidated financial statements for the years ended December 31,

2022	Thousand Baht	118,256
2021	Thousand Baht	60,125

Unit: Thousand Baht

Separate financial statements				
	Balance as at January 1, 2022	Increase	(Decrease)	Transfer from (Transfer to) land held for development
<b>Cost</b>				
Building improvements	49,978	158	-	942
Furniture and office equipment	37,767	838	(1,048)	523
Vehicles	27,543	134	(3,200)	-
Total costs	115,288	1,130	(4,248)	1,465
<b>Accumulated depreciation</b>				
Building improvements	(40,438)	(1,810)	-	-
Furniture and office equipment	(30,760)	(5,338)	1,033	-
Vehicles	(27,538)	(23)	3,200	-
Total accumulated depreciation	(98,736)	(7,171)	4,233	-
Construction in progress	-	1,495	-	(1,465)
<b>Property, plant and equipment – net</b>	<b>16,552</b>			<b>11,991</b>

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
<b>Cost</b>					
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
<b>Accumulated depreciation</b>					
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)
<b>Property, plant and equipment – net</b>	<b>23,997</b>				<b>16,552</b>
<b>Depreciation in the separate financial statements for the years ended December 31,</b>					
2022				Thousand Baht	7,171
2021				Thousand Baht	7,608

In 2022, the Group revalued all items of its lands by an independent appraiser using the Market Approach to their fair value as at December 31, 2022. Revalued lands included items of land previously presented in the financial statements under cost of property development projects for sales category (Note 8) and land held for development subsequently reclassified to be presented under property, plant and equipment category.

Carrying amounts of lands of the Group increased from the revaluation by Baht 1,056.49 million and recognized in other comprehensive income of Baht 845.19 million (net of tax). If the Group's lands are measured at cost, their carrying amounts as at December 31, 2022 would be Baht 600.48 million.

As at December 31, 2022 and 2021, 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 179 million and Baht 173 million, respectively (The Company only as at December 31, 2022 and 2021: Baht 78 million and Baht 79 million, respectively).

As at December 31, 2022 and 2021, the Company's subsidiaries have mortgaged part of their property, plant and equipment with carrying amounts of Baht 2,159 million and Baht 1,369 million, respectively, as collateral against credit facilities received from the financial institutions, long-term borrowings from other companies and bonds of the Group and the Company (Notes 18, 21 and 22).

## 15. RIGHT-OF-USE ASSETS

Movements of right-of-use assets for the years ended December 31, 2022 and 2021 are as follows:

Unit: Thousand Baht

	Consolidated financial statements				
	Balance as at January 1, 2022	Increase	(Decrease)	Effect from lease modification	Balance as at December 31, 2022
<b>Cost</b>					
Land	20,168	-	-	-	20,168
Buildings	1,723,182	11,913	-	(1,305)	1,733,790
Equipment	293	329	-	-	622
Vehicles	23,867	10,926	-	-	34,793
Total costs	1,767,510	23,168	-	(1,305)	1,789,373
<b>Accumulated depreciation</b>					
Land	(3,701)	(1,535)	-	-	(5,236)
Buildings	(385,843)	(203,379)	-	1,482	(587,740)
Equipment	(160)	(81)	-	-	(241)
Vehicles	(12,909)	(8,157)	-	-	(21,066)
Total accumulated depreciation	(402,613)	(213,152)	-	1,482	(614,283)
<b>Right-of-use assets – net</b>	<b>1,364,897</b>				<b>1,175,090</b>

Unit: Thousand Baht

	Consolidated financial statements				
	Balance as at January 1, 2021	Increase	(Decrease)	Effect from lease modification	Balance as at December 31, 2021
<b>Cost</b>					
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
<b>Accumulated depreciation</b>					
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)
<b>Right-of-use assets – net</b>	<b>1,565,835</b>				<b>1,364,897</b>

Depreciation in the consolidated financial statements for the years ended December 31,

2022

Thousand Baht

213,152

2021

Thousand Baht

211,442

Unit: Thousand Baht

	Separate financial statements				
	Balance as at January 1, 2022	Increase	(Decrease)	Effect from lease modification	Balance as at December 31, 2022
Cost					
Buildings	32,782	-	-	(2,875)	29,907
Vehicles	8,821	1,158	-	-	9,979
Total costs	41,603	1,158	-	(2,875)	39,886
Accumulated depreciation					
Buildings	(12,450)	(8,212)	-	3,205	(17,457)
Vehicles	(3,535)	(2,367)	-	-	(5,902)
Total accumulated depreciations	(15,985)	(10,579)	-	3,205	(23,359)
Right-of-use assets – net	25,618				16,527

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

Depreciation in the separate financial statements for the years ended December 31,

2022	Thousand Baht	10,579
2021	Thousand Baht	10,547

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 for such lease agreements.

Approximately 7% and 20% of building and equipment leases of the Group and the Company have expired in 2022 and 2021, respectively. 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 2022 and 2021 amounting to Baht 12.86 million and Baht 19.69 million, respectively (The Company only as at December 31, 2022 and 2021: Baht 1.60 million and Baht 2.94 million, respectively).

Analysis of the maturity of lease liabilities is presented in Note 23.

Unit : Thousand Baht

**Amounts recognized in profit or loss:**

Depreciation for the right-of-use assets
Interest expenses related to lease liabilities (Note 23)
Expenses related to short-term leases
Expenses related to low-value leases
Revenue from subleasing of the right-of-use assets

As at December 31, 2022	
Consolidated financial statement	Separate financial statement
213,152	10,579
178,794	900
1,656	222
1,581	331
1,973	1,973

Unit : Thousand Baht

**Amounts recognized in profit or loss:**

Depreciation for the right-of-use assets
Interest expenses related to lease liabilities (Note 23)
Expenses related to short-term leases
Expenses related to low-value leases
Revenue from subleasing of the right-of-use assets

As at December 31, 2021	
Consolidated financial statement	Separate financial statement
211,442	10,547
197,538	1,277
1,223	231
1,731	304
1,377	1,377

For the years ended December 31, 2022 and 2021, the Group and the Company have total cash paid for lease liabilities of Baht 60.61 million and Baht 75.50 million, respectively (The Company only for the years ended December 31, 2022 and 2021: Baht 11.27 million and Baht 14.15 million, respectively).

The Group recognized the effects from the lease modification to the right-of-use assets for years ended December 31, 2022 and 2021 of Baht 0.18 million and Baht 0.49 million, respectively (The Company only for years ended December 31, 2022 and 2021: Baht 0.33 million and Baht 0.49 million, respectively).

Effects from lease modification for the years ended December 31, 2022 and 2021 are reconciled as follows:

Unit : Thousand Baht

Before the modification
Effects from the lease modification (Note 23)
After the lease modification

Consolidated financial statements			
2022		2021	
Right-of-use assets	Lease liabilities	Right-of-use assets	Lease liabilities
1,420	1,488	3,551	3,689
177	109	492	354
1,597	1,597	4,043	4,043



Unit : Thousand Baht

	Separate financial statements			
	2022		2021	
	Right-of-use assets	Lease liabilities	Right-of-use assets	Lease liabilities
Before the modification	2,603	2,748	3,551	3,689
Effects from the lease modification (Note 23)	330	185	492	354
After the lease modification	2,933	2,933	4,043	4,043

## 16. OTHER NON-CURRENT ASSETS

Other non-current assets as at December 31, consist of the following:

Unit: Thousand Baht

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
Refundable withholding tax	85,514	94,296	41,603	36,125
Deposit	10,254	7,232	5,715	2,153
Intangible assets	2,816	2,473	69	66
Others	3,906	5,894	-	-
Total	102,490	109,895	47,387	38,344

## 17. BANK OVERDRAFTS FROM FINANCIAL INSTITUTIONS

Bank overdrafts from financial institutions as at December 31, 2022 and 2021 of Baht 18.20 million and Baht 24.27 million, respectively, are bank overdrafts from financial institutions of the Company's subsidiaries consisting of credit facilities from agreements totaling Baht 131 million and Baht 161 million, respectively. bearing interest rates of 4.97% - 6.87% per annum and 6.87% - 6.90% 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	
	2022	2021	2022	2021
Short-term borrowings from financial institutions	426,831	190,000	406,831	170,000

As at December 31, 2022 and 2021, short term borrowings from financial institutions of the Group and the Company are Baht 426.83 million and Baht 190 million, respectively (The Company only are Baht 406.83 million and Baht 170 million, respectively) with the main purpose for managing internal operation of the Company. The borrowings carry fixed interest rate at 3.95% to 4.70% per annum and 3.72% to 4.00% per annum, respectively. Certain borrowings carry interest at Minimum Loan Rate ("MLR") minus certain rates as stipulated in the agreements. as stipulated in the promissory notes and loan agreement. 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	
		2022	2021	2022	2021	2022	2021
The Company:							
Charn Issara Development Public Company Limited	Release mortgage September 2024, January 2026	MLR-0.25%, MLR-1.75%, 2%	MLR-0.50%, 2%	133,925	68,221	133,925	68,221
Subsidiaries:							
C.I.N. Estate Co., Ltd.	December 2023	MLR-1.25%	MLR-1.25%	184,242	350,558	-	-
Charn Issara Viphapol Co., Ltd.	Release mortgage December 2024	MLR-1.25%	MLR-1.25%	55,471	100,217	-	-
Issara United Co., Ltd.	February 2024	MLR-1.25%	MLR-1.25%	1,178	21,262	-	-
Issara United Development Co., Ltd.	April 2026	MLR-1.50%	MLR-1.50%				
	June 2026	2%	2%	588,530	555,872	-	-
Charn Issara Residence Co., Ltd.	July 2025, July 2027, April 2031	MLR-0.25% MLR-0.75% MLR-1.00%	MLR-0.25% MLR-0.75% MLR-1.50%	532,576	372,070	-	-
				1,495,922	1,468,200	133,925	68,221
Less Current portion				(799,984)	(274,152)	(86,239)	(54,156)
Long-term borrowings from financial institutions, net of current portion				695,938	1,194,048	47,686	14,065

## The Company

As at December 31, 2022 and 2021, the Company's short-term borrowings from financial institutions of Baht 407 million and Baht 170 million, respectively, represent the borrowings in form of promissory notes under the credit facilities from local financial institutions of Baht 596 million and Baht 396 million, respectively, with the main purpose for use in constructions of the Company's property development projects for sales and financing the repayment of the Company's matured bond. The borrowings carry fixed interest rate most of these borrowings carry interest at Minimum Loan Rate ("MLR") minus certain rates as stipulated in the agreements. as stipulated in the promissory notes and loan agreement. The interest is to be paid on a monthly basis.

As at December 31, 2022 and 2021, the Company's long-term borrowings from financial institutions of Baht 134 million and Baht 68 million, respectively, are borrowings under many credit facilities agreements from local financial institutions totaling Baht 638 million and Baht 1,121 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. 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 interest bearing debt to shareholders' equity. As at December 31, 2022, the Company is able to maintain such ratio.

As at December 31, 2022 and 2021, 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, 2022 and 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, 2022 and 2021, the subsidiaries' long-term borrowings from financial institutions of Baht 1,362 million and Baht 1,400 million, respectively, are borrowings under many credit facilities agreements from local financial institutions totaling Baht 3,043 million and Baht 3,013 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, 2022, a subsidiary is not able to comply with the financial ratios requirements as stipulated in the loan agreements. Therefore, the Group has reclassified the subsidiary's long-term borrowing to current portion of long-term borrowings in amount of Baht 477.82 million. However, on January 30, 2023, the subsidiary has requested and followed up the waive letter from a financial institution, which is in process for consideration by the financial institution.

As at December 31, 2022 and 2021, 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 14) and investment properties (Note 13).

## 19. TRADE AND OTHER CURRENT PAYABLES

Trade and other current payables as at December 31, consist of the following:

Unit: Thousand Baht

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
Trade payables - other companies	221,047	144,462	41,355	53,806
Other payables - other companies	15,589	11,148	1,587	1,808
Other payables - related companies	71	68	145	196
Accrued expenses - other companies	108,716	177,750	32,735	57,412
Advances received	37,071	26,420	20,026	16,167
Total	382,494	359,848	95,848	129,389

## 20. CONTRACT LIABILITIES

As at December 31, 2022 and 2021, 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 estates, rental and services agreements and deposits received from hotel operation services which the revenues will be recognized at point in time. Such contract liabilities will decrease 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 following:

Unit: Thousand Baht

## Current:

Advances received from customers according to agreements to buy and to sell real estates  
Advances received from rental and service agreements

## Non-current:

Advances received from customers according to agreements to buy and to sell real estates

Total

Consolidated financial statements		Separate financial statements	
2022	2021	2022	2021
401,917	143,441	247,953	99,827
3,333	95,654	1,573	2,118
405,250	239,095	249,526	101,945
108,529	245,417	-	217,233
513,779	484,512	249,526	319,178

Recognition of the beginning of advances received from agreements as revenues during the years ended December 31, were as follows:

Unit: Thousand Baht

Recognized as revenues from sales during the years  
Recognized as revenue from breach of sales agreement during the years

Consolidated financial statements		Separate financial statements	
2022	2021	2022	2021
188,183	229,011	100,041	89,449
183	184	43	54

## 21. BORROWINGS FROM OTHER COMPANIES

The Group's short-term borrowings from other company are borrowings in form of promissory notes with other companies of the Company's subsidiary as follows:

Unit : Thousand Baht

Subsidiaries	Maturities	Interest rate (% p.a.)		Consolidated financial statements as at December 31,	
		2022	2021	2022	2021
Issara United Co., Ltd.	January 20, 2023	3.00	-	15,000	-
	May 9, 2023	3.00	-	10,000	-
Issara United Development Co., Ltd.	October 17, 2023	3.00	-	30,000	-
Short-term borrowings from other companies				55,000	-

The Group has long-term borrowings from other companies denominated in Thai Baht currency as at December 31, 2022 and 2021 by Baht 845.21 million and Baht 813.51 million, respectively, which are borrowings between the Company's subsidiaries and other four companies as follows:

Unit : Thousand Baht

Company's name	Maturities	Interest rate (% p.a.)		Consolidated financial statements as at December 31,	
		2022	2021	2022	2021
Issara United Co., Ltd.	July 31, 2024	4.50	3.00	150,000	150,000
	October 20, 2024	4.25	3.00	200,000	200,000
	December 24, 2024	4.25	3.00	100,000	100,000
	June 24, 2025	3.00	3.00	35,000	35,000
	July 30, 2025	5.25	5.25	285,308	253,617
Charn Issara Viphapol Co., Ltd.	Contract conditions				
	are met	4.00	4.00	74,897	74,897
				845,205	813,514
<u>Less</u> Current portion				(174,097)	(75,097)
Long-term borrowings from other companies, net of current portion				671,108	738,417

As at December 31, 2022 and 2021, subsidiaries' long-term borrowings from other companies are secured by the certain lands of a subsidiary (Note 14) and cost of property development projects for sales (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:

Unit: Thousand Baht

Date of issuance	Maturity date	Units issued	Value per unit (Baht)	Interest rate (% p.a.)	Consolidated/Separate financial statements	
					2022	2021
April 25, 2019	April 25, 2022	800,000	1.00	6.00	-	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	950,000
February 25, 2022	August 25, 2024	500,000	1.00	6.85	500,000	-
Total					1,739,800	2,039,800
<u>Less</u> Deferred bonds issuing costs					(7,661)	(9,008)
					1,732,139	2,030,792
<u>Less</u> Current portion					(1,233,662)	(794,748)
Bonds, net of current portion					498,477	1,236,044

In February 2022, the Company issued additional 500,000 units of unsecured bonds in Thai Baht currency at Baht 1,000.00 per unit, totaling Baht 500.00 million for the purpose of use in the Company's operation, project expansion and repayment of matured bonds, bearing interest rate of 6.85% per annum. The interest shall be paid on a quarterly basis and the bonds will be matured on August 25, 2024.

As at December 31, 2022 and 2021, the Company has both secured and unsecured bonds of 1,739,800 and 2,039,800 units at par value of Baht 1,000.00 each, totaling Baht 1,739.80 million and Baht 2,039.80 million, respectively, and bear interest rates at 6.25% per annum to 6.85% per annum and 6.00% per annum to 6.70% per annum, respectively. The interest shall be paid in every 3 months. The Company's secured bonds of Baht 950.00 million have been mortgaged by property, plant and equipment (Note 14) and costs of property development projects for sales of the Company's subsidiary (Note 8) and the Company's investment property (Note 13). Such bonds shall be matured in April 2023 until August 2024.

On April 25, 2022, the Company had repaid the matured bonds of Baht 800.00 million.

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. As at December 31, 2022, the Company is able to maintain such ratio.

## 23. LEASE LIABILITIES

Movements of lease liabilities for years ended December 31, 2022 and 2021 were presented below:

Unit: Thousand Baht

	Consolidated financial statements	Separate financial statements
Net book value as at January 1, 2022	1,938,669	25,317
Add Lease liabilities during the period	23,168	1,158
Amortized interest during the period (Note 15)	178,794	900
Effects from lease modification (Note 15)	109	185
Derecognition of lease liabilities arose from the waiver of past lease payments (Note 32)	(94,650)	-
Less Paid during the period	(60,606)	(11,267)
Balance as at December 31, 2022	1,985,484	16,293
Less Current portion	(620,443)	(9,473)
Lease liabilities, net of current portion	1,365,041	6,820

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 (Note 15)	197,538	1,277
Effects from lease modification (Note 15)	354	354
Effects from termination of lease agreement	156	156
Derecognition of lease liabilities arose from the waiver of past lease payments (Note 32)	(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

Lease liabilities as at December 31, consist of:

Unit: Thousand Baht

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
<b>Maturity analysis:</b>				
Year 1	782,039	587,107	9,963	10,236
Year 2	348,315	335,868	5,367	9,436
Year 3	356,611	341,588	1,503	5,018
Year 4	351,955	352,873	170	1,191
Year 5	368,506	351,329	-	92
After year 5 onwards	416,062	784,569	-	-
	2,623,488	2,753,334	17,003	25,973
<u>Less</u> Deferred interest	(638,004)	(814,665)	(710)	(656)
<b>Total</b>	<b>1,985,484</b>	<b>1,938,669</b>	<b>16,293</b>	<b>25,317</b>
<b>Presentation in the statements of financial position:</b>				
Current	620,443	409,437	9,473	10,236
Non-current	1,365,041	1,529,232	6,820	15,081
<b>Total</b>	<b>1,985,484</b>	<b>1,938,669</b>	<b>16,293</b>	<b>25,317</b>

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, 2022 and 2021 in amount of Baht 0.11 million and Baht 0.35 million, respectively (The Company only for years ended December 31, 2022 and 2021: Baht 0.19 million and Baht 0.35 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 15.

During 2021, Sri panwa Management Co., Ltd. ("SPM") as a lessee of Sri panwa Hospitality Real Estate Investment Trust (the "Trust")'s properties received the approval for the waiver of lease payments and the lease deferral from Charn Issara Reit Management Co., Ltd. ("CIRM"), a Trust manager, and SCB Asset Management Co., Ltd. (the "Trustee"), after SPM has submitted the letters to Trust manager and Trustee since 2020 to request for the waiver and deferral of certain lease payments to remediate the adverse impacts on SPM's hotel operations from the situation of the Coronavirus disease 2019 ("COVID-19").

CIRM and the Trustee considered and deemed it appropriate to waive and defer the lease payments 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 the projects SPM 1 and SPM 3 totaling Baht 266.69 million.
- To defer rent payment for February 2020 to June 2021 for the 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 lease periods of lease agreements of properties used for SPM's hotel operations in the projects 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 period of Baht 266.69 million from the consolidated statement of financial position as at December 31, 2021.



On February 10, 2022, SPM submitted a letter to CIRM requesting the Trust to consider the waiver and deferral of lease payments of the following lease agreements:

- Request for the waiver of lease payments of the lease agreements of properties used for hotel operation of SPM in the projects SPM 1 (leases for August 2021 to December 2021) of Baht 89.53 million and SPM 3 (leases for August 2021) of Baht 1.98 million.
- Request for the deferral of lease payments from the original due for another sixty days for the lease agreements of properties used for hotel operations of SPM in the projects SPM 2 (leases for August 2021 to December 2021) of Baht 50.13 million and SPM 3 (leases for July 2021 to December 2021) of Baht 14.19 million.

On May 26, 2022, CIRM submitted a letter to the Trustee requesting the Trustee to consider the waiver and deferral of lease payments for the period from January 2022 to March 2022 for the following lease agreements:

- Request for the waiver of lease payments for the lease agreements of properties used for hotel operation of SPM in the projects SPM 1 (leases for February 2022) of Baht 20.09 million and SPM 3 (leases for January 2022 and February 2022) of Baht 7.26 million.
- Request for the deferral of lease payments for the lease agreements of properties used for hotel operation of SPM in the projects SPM 1 (leases for January 2022 and March 2022) of Baht 31.06 million, the project SPM 2 (leases for January 2022 and February 2022) of Baht 22.51 million and the project SPM 3 (leases for March 2022) of Baht 1.98 million.

On September 7, 2022, CIRM and Trustee considering the waiver and deferral of lease payments to the extent applicable by the relevant agreement with details as follows:

- Approve the waiver of the lease payments for the period August 2021 to February 2022 for projects SPM 1 and waiver of the lease payments for the period January 2022 to February 2022 for project SPM 3 of Baht 136.98 million. The waiver of lease payment of Baht 94.65 million will be granted when CIR signs to give a financial support to SPM while the lease payment of Baht 42.33 million when the Trust be able to acquire refinancing over the existing borrowing agreement from the current lending financial institution and is able to comply certain term and condition as stipulated in the agreement.
- Approve the waiver of rental repayment and installment of the rental fee of the month March 2022 for SPM 1 of Baht 10.98 million, for SPM 2 of Baht 6.14 million and of the months August 2021 to December 2021 and March 2022 for SPM 3 of Baht 18.15 million when CIR signs to grant financial support to SPM.

On September 26, 2022, CIR has signed to grant financial support to SPM as stipulated in the agreement to approve waiver of past lease payments for the lease agreements for SPM 1 Project as firstly stated caused an expiration of the lease liabilities of Baht 94.65 million on the statement of financial position. Therefore, the Group has derecognized the lease liabilities from the statements of financial position as at December 31, 2022.

Furthermore, the lease agreement of properties used for SPM's hotel operation in the project SPM 2 has expired on July 31, 2022. Under the terms of the lease agreement, SPM must pay all unpaid leases for August 2020 to July 2022 of Baht 190.62 million (presented as part of current portion of lease liabilities in the consolidated statement of financial position as of December 31, 2022) to the Trust within September 2022 which included the unpaid leases of the project SPM 2 still under the Trust's consideration for the deferral of lease payments as follows:

- Request for the deferral of lease payments for the period from August 2021 to December 2021 of the project SPM 2 Baht 50.13 million stated in the letter SPM submitted to CIRM on February 10, 2022 as described in the preceding paragraph.
- Request for the deferral of lease payments for the period from January 2022 to February 2022 of the project SPM 2 of Baht 22.51 million stated in the letter CIRM submitted to the Trustee on May 26, 2022 as described in the preceding paragraph.

However, during the period in which the Trust is considering to approve the waiver and deferral of lease payments as well as the renewal of the lease agreement as stated above, SPM is still a lessee of the lease agreement of properties used for hotel operation in the project SPM 2 after such lease expired on July 31, 2022. Such lease is a cancellable agreement which shall be notified by the lessor in advance.

## 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	
	2022	2021	2022	2021
Deferred tax assets	255,198	234,923	-	-
Deferred tax liabilities	(291,803)	(100,380)	(52,392)	(53,132)
Total	(36,605)	134,543	(52,392)	(53,132)

The movements of deferred tax assets and deferred tax liabilities during the years ended

Unit: Thousand Baht

	Consolidated financial statements			
	Balance as at January 1, 2022	Items recognized in profit or loss	Items recognized in other comprehensive income (loss)	Balance as at December 31, 2022
<b>Deferred tax assets</b>				
Allowance for expected credit loss	1,728	(143)	-	1,585
Recognitions of revenue and expense of real estate business	3,981	14,844	-	18,825
Unused tax losses	22,706	(15,688)	-	7,018
Non-current provisions for employee benefits	12,855	767	165	13,787
Recognition of rental from long-term leases	160	143	-	303
Adjustment of the profit from intercompany sale transactions	81,304	(1,747)	-	79,557
Lease liabilities	387,854	9,499	-	397,353
Total	510,588	7,675	165	518,428
<b>Deferred tax liabilities</b>				
Recognition of rental revenue in accordance with long-term lease of land	(74,172)	3,729	-	(70,443)
Fair value measurement of investment properties	(58,505)	(1,431)	-	(59,936)
Fair value measurement of assets	-	-	(211,297)	(211,297)
Gain from the change in value of other non-current financial assets	29,116	-	(7,570)	21,546
Adjustment of intercompany lease transactions	344	(88)	-	256
Recognition of right-of-use of assets	(272,828)	37,669	-	(235,159)
Total	(376,045)	39,879	(218,867)	(555,033)
<b>Deferred tax assets (liabilities)</b>	134,543			(36,605)

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
189	1,539	-	1,728
2,281	1,700	-	3,981
15,779	6,927	-	22,706
13,493	32	(670)	12,855
134	26	-	160
78,696	2,608	-	81,304
413,424	(25,570)	-	387,854
523,996	(12,738)	(670)	510,588
(79,911)	5,739	-	(74,172)
(59,496)	991	-	(58,505)
14,341	-	14,775	29,116
463	(119)	-	344
(312,054)	39,226	-	(272,828)
(436,657)	45,837	14,775	(376,045)
87,339			134,543

Unit: Thousand Baht

Separate financial statements			
Balance as at January 1, 2022	Items recognized in profit or loss	Items recognized in other comprehensive income (loss)	Balance as at December 31, 2022
778	(3)	-	775
9,245	349	168	9,762
5,063	(1,805)	-	3,258
15,086	(1,459)	168	13,795
(43,804)	(1,462)	-	(45,266)
(19,291)	-	1,675	(17,616)
(5,123)	1,818	-	(3,305)
(68,218)	356	1,675	(66,187)
(53,132)			(52,392)

Unit: Thousand Baht

	Seperate financial statements		
	Balance as at January 1, 2021	Items recognized in profit or loss	Items recognized in other comprehensive income (loss)
<b>Deferred tax assets</b>			
Allowance for expected credit loss	46	732	-
Non-current provision for employee benefits	9,001	380	(136)
Lease liabilities	6,339	(1,276)	-
Total	15,386	(164)	(136)
<b>Deferred tax liabilities</b>			
Fair value measurement of investment properties	(43,541)	(263)	-
Gain from the change in value of other non-current financial assets	(22,101)	-	2,810
Right-of-use of assets	(6,312)	1,189	-
Total	(71,954)	926	2,810
<b>Deferred tax liabilities</b>	(56,568)		(53,132)

Reconciliations of income tax expense for the years ended December 31, are as follows:

Unit: Thousand Baht

	Consolidated financial statements	
	2022	2021
Accounting loss before income tax	(290,396)	(121,817)
Tax losses on which deferred tax assets have not been recognized	132,416	107,378
Temporary differences	310,513	135,354
Permanent differences	43,244	13,577
Income exempted from taxation	(10,713)	(11,591)
Accumulated tax loss utilized during the year	(117,497)	(130,609)
Unused tax loss	-	60,842
Taxable gain	67,567	53,134
Tax rate (%)	20	20
Current income tax expense	13,513	10,627
Tax effects of temporary differences	(47,555)	(33,099)
Income tax income	(34,042)	(22,472)
Effective tax rate (%)	-	-

Unit: Thousand Baht

	Separate financial statements	
	2022	2021
Accounting profit (loss) before income tax	(30,903)	114,079
Tax losses on which deferred tax assets have not been recognized	30,698	-
Temporary differences	(5,519)	10,276
Permanent differences	16,437	6,131
Income exempted from taxation	(10,713)	(11,591)
Accumulated tax loss utilized during the year	-	(118,895)
Taxable loss	-	-
Tax rate (%)	20	20
Tax effects of temporary differences	1,104	(762)
Income tax expense (income)	1,104	(762)
Effective tax rate (%)	-	-

Details of expiry date of unused tax losses which have been recognized as deferred tax assets as at December 31, are summarized as follows:

Unit: Thousand Baht

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
As at				
December 31, 2019	-	25,965	-	-
December 31, 2020	-	26,722	-	-
December 31, 2021	35,091	60,842	-	-
Total	35,091	113,529	-	-

## 25. NON-CURRENT PROVISION 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	
	2022	2021	2022	2021
Brought forward balance as at January 1,	64,275	67,463	46,226	45,002
Recognized in profit or loss:				
Current service cost	3,060	3,670	1,378	1,649
Interest cost	772	570	366	252
Payment during the years	-	(4,078)	-	-
Recognized in other comprehensive income:				
Actuarial loss (gain) - before tax effect	827	(3,350)	840	(677)
Carried forward balance as at December 31,	68,934	64,275	48,810	46,226

The total expenses of long-term employee benefits for the years ended December 31, 2022 and 2021 are recognized as expenses in profit or loss and other comprehensive income.

As at December 31, 2022 and 2021, the Group and the Company expect to pay Baht 29.09 million and Baht 24.78 million, respectively, of long-term employee benefits during the next year (the Company only as at December 31, 2022 and 2021: Baht 27.11 million and Baht 24.28 million, respectively).

As at December 31, 2022 and 2021, the weighted average duration of the liabilities for long-term employee benefit is 14 years and 12 years, respectively (the Company only as at December 31, 2022 and 2021: 6 years and 7 years, respectively).

Principal actuarial assumptions at the reporting date (expressed as weighted averages):

Unit: Percentage per annum

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
Discount rate	2.12-4.01	1.31-2.76	2.12	1.67
Salary increase rate	3.00	3.00	3.00	3.00
Turnover rate	0.95-40.11	0.95-40.11	3.82-22.92	3.82-22.92

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, 2022			
	Consolidated financial statements		Separate 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	(3)	4	(1)	1

Unit: Million Baht

	As at December 31, 2021			
	Consolidated financial statements		Separate 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

## 26. SHARE CAPITAL

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.

For the year ended December 31, 2022, changes in the Company's share capital are summarized as follows:

- The Company decreased the authorized share capital of the Company in amounts of Baht 319.97 million from the existing Company's authorized share capital at Baht 1,386.57 million to the new Company's authorized share capital of Baht 1,066.60 million by deducting 319,978,759 shares which were not paid at par value of Baht 1.00 per share. The decrease in authorized share capital has been approved by the Company's Annual General Meeting of Shareholders No.1/2022 held on April 27, 2022. Subsequently, the Company registered the decrease in authorized share capital with the Department of Business Development, Ministry of Commerce, on May 19, 2022.
- The Company increased the authorized share capital of the Company in the amounts of Baht 522.69 million via private placement from the existing Company's authorized capital at Baht 1,066.60 million to the new Company's authorized share capital of Baht 1,589.29 million by issuing 522,690,498 new ordinary shares at par value of Baht 1.00 per share to be reserved the exercise of warrants (CI-W2) (Note 27) and the exercise of convertible bond holders in the future. The increase in authorized share capital has been approved by the Company's Annual General Meeting of Shareholders No.1/2022 held on April 27, 2022. Subsequently, the Company registered the increase in authorized share capital with the Department of Business Development, Ministry of Commerce, on June 9, 2022.

As at December 31, 2022, the Company's authorized share capital represents 1,589,286,363 ordinary shares of Baht 1 each, totaling Baht 1,589.29 million and 1,066,595,865 shares have been issued and paid-up of Baht 1 each, totaling Baht 1,066.60 million.

## 27. WARRANTS

The Company issued and offered the warrants No.2 to purchase the ordinary shares of the Company (CI-W2) in accordance with the approval of the Annual General Meeting of the Company's Shareholders No.1/2022 held on April 27, 2022 in the amount of 266,635,904 units to existing shareholders at the ratio of 4 existing shares per 1 unit of CI-W2 (fractions will be discarded) without charge with effective term of warrants for 2 years from the issuing and offering date (June 1, 2022). The warrants to purchase the ordinary shares of the Company (CI-W2) will be traded on July 12, 2022 with the exercise price at Baht 1.00 per 1 ordinary share. The first and last exercise dates are November 30, 2022 and May 31, 2024, respectively.

As at December 31, 2022, the Company has 266,635,904 outstanding units of unexercised warrants.

## 28. 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.

## 29. FINANCIAL INSTRUMENTS

### 29.1 Financial risk management

The Group exposes to a variety of financial risks which are market risk (including fair value risk, interest rate risk and foreign currency risk), credit 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.



## 29.1.1 Market risk

**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, lease liabilities, 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, 2022 and 2021 classified by type of interest rates are summarized in the table below:

As at December 31, 2022				
Consolidated financial statements				
	Fixed interest rates (Million Baht)	Floating interest rate (Million Baht)	Total (Million Baht)	Interest rate (% p.a.)
<b>Financial assets</b>				
Deposit at financial institutions	-	393	393	0.125 - 1.40
Fixed deposits at financial institutions	3	-	3	0.55
<b>Financial liabilities</b>				
Bank overdrafts from financial institutions	-	18	18	4.97 - 6.87
Lease liabilities	1,985	-	1,985	2.20 - 7.15
Borrowings from financial institutions	381	1,542	1,923	MLR - 0.25 to MLR - 1.75, 2.00 - 4.70
Borrowings from relation persons and Companies	-	158	158	MLR
Borrowings from other companies	900	-	900	3.00 - 5.25
Bonds	1,732	-	1,732	6.25 - 6.85
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.)
<b>Financial assets</b>				
Deposit at financial institutions	13	320	333	0.05 - 1.40
Fixed deposits at financial institutions	78	-	78	0.40 - 0.75
<b>Financial liabilities</b>				
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
Borrowings from other companies	814	-	814	3.00 - 6.00
Bonds	2,031	-	2,031	6.00 - 6.70

## Financial assets

Deposit at financial institutions	-	80	80	0.125 - 0.25
Fixed deposits a financial institution	3	-	3	0.55
Loans to related companies	14	546	560	6.32, MLR

## Financial liabilities

Lease liabilities	16	-	16	2.20 - 4.50
Borrowings from financial institutions	361	180	541	MLR - 0.25 to MLR - 1.75, 2.00 - 4.70

## Bonds

As at December 31, 2022

Separate financial statements

	Fixed interest rates (Million Baht)	Floating interest rate (Million Baht)	Total (Million Baht)	Interest rate (% p.a.)

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.)

## 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, 2022 of the Group would increase or decrease by Baht 17.18 million (For the year ended December 31, 2021: increase or decrease by Baht 16.30 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, 2022 would increase or decrease by Baht 1.80 million (For the year ended December 31, 2021: increase or decrease by Baht 0.48 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.

#### 29.1.2 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.

#### 29.1.3 Liquidity risk management

Ultimate responsibility for liquidity risk management rests with the board of directors, which has established an appropriate liquidity risk management framework for management of the Group's short, medium and long-term funding and liquidity management requirements. The Group manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

Unit : Million Baht

As at December 31, 2022	Consolidated financial statements					Carrying amount
	Weighted average effective interest rate	Less than 1 year	1 - 5 years	More than 5 years	Total	
Bank overdrafts from financial institutions		18	-	-	18	18
Short-term borrowings from financial institutions		427	-	427	427	
Trade and other current payables		382	-	-	382	382
Current contract liabilities		405	109	-	514	514
Short-term borrowings from other companies		55	-	-	55	55
Long-term borrowings from financial institutions	3.91 - 5.39	800	696	-	1,496	1,496
Long-term borrowings from other companies	3.00 - 4.25	174	671	-	845	845
Bonds	6.26 - 7.40	1,240	500	-	1,740	1,740
Short-term borrowings from related parties		158	-	-	158	158
Retention payables		76	-	-	76	76
Lease liabilities	2.20 - 7.15	620	1,016	349	1,985	1,985

Unit : Million Baht

As at December 31, 2021	Consolidated financial statements					Carrying amount
	Weighted average effective interest rate	Less than 1 year	1 - 5 years	More than 5 years	Total	
Bank overdrafts from financial institutions		24	-	-	24	24
Short-term borrowings from financial institutions		190	-	-	190	190
Trade and other current payables		360	-	-	360	360
Contract liabilities		239	245	-	484	484
Long-term borrowings from financial institutions	3.91 - 5.39	274	979	215	1,468	1,468
Long-term borrowings from other companies	3.00 - 4.25	75	739	-	814	814
Bonds	5.38 - 7.11	800	1,240	-	2,040	2,040
Short-term borrowings from related parties		158	-	-	158	158
Retention payables		70	-	-	70	70
Lease liabilities	2.20 - 7.15	409	871	659	1,939	1,939

Unit : Million Baht

As at December 31, 2022	Separate financial statements					Carrying amount
	Weighted average effective interest rate	Less than 1 year	1 - 5 years	More than 5 years	Total	
Short-term borrowings from financial institutions		407	-	-	407	407
Trade and other current payables		96	-	-	96	96
Contract liabilities		250	-	-	250	250
Long-term borrowings from financial institutions	3.91 - 5.39	86	48	-	134	134
Bonds	6.26 - 7.40	1,240	500	-	1,740	1,740
Retention payables		19	-	-	19	19
Lease liabilities	2.20 - 4.50	9	7	-	16	16
Other non-current payables		-	1	-	1	1

Unit : Million Baht

As at December 31, 2021	Separate financial statements					Carrying amount
	Weighted average effective interest rate	Less than 1 year	1 - 5 years	More than 5 years	Total	
Short-term borrowings from financial institutions		170	-	-	170	170
Trade and other current payables		129	-	-	129	129
Contract liabilities		102	217	-	319	319
Long-term borrowings from financial institutions	3.91 - 5.39	54	14	-	68	68
Bonds		800	1,240	-	2,040	2,040
Retention payables	5.38 - 7.11	15	-	-	15	15
Lease liabilities	2.20 - 4.50	10	15	-	25	25
Other non-current payables		-	1	-	1	1

#### 29.1.4 Financing facilities

The Group is using combination of the cash inflows from the financial assets and the available bank facilities to manage the liquidity.

As at December 31, 2022, and 2021, the Group accesses capital sources by having credit facilities with financial institutions totaling Baht 4,457 million and Baht 4,741 million, respectively, with the market interest rate.

As at December 31, 2022, and 2021, the Group has unused credit facilities with the financial institutions of Baht 1,346 million and Baht 1,653 million, respectively.

#### 29.2 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 measured at amortized cost fair value of financial instruments are as follows:

- Cash and cash equivalents, receivables and short-term loans, other current financial assets, payables and short-term borrowings, their carrying amounts in the statement of financial position approximate their fair values due to the short maturity period.
- For equity securities, their fair value is generally derived from quoted market prices, or based on net assets value of the Group's and the Company'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 and the land on property, plant and equipment their fair value is estimated by independent appraisers.

As at December 31, 2022 and 2021, the Group and the Company have assets and liabilities 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	
	2022	2021	2022	2021	2022	2021
<b>Assets measured at fair value</b>						
Other current financial assets	3	78	-	-	-	-
Other non-current financial assets	604	563	-	-	231	231
Investment properties	-	-	-	-	353	355
Land on property, plant and equipment	-	-	-	-	1,657	-
<b>Liabilities measured at fair value</b>						
Bonds	-	-	1,725	2,034	-	-

Unit : Million Baht

	Separate financial statements					
	Level 1		Level 2		Level 3	
	2022	2021	2022	2021	2022	2021
<b>Assets measured at fair value</b>						
Other current financial assets	3	3	-	-	-	-
Other non-current financial assets	185	190	-	-	231	231
Investment properties	-	-	-	-	250	249
<b>Liabilities measured at fair value</b>						
Bonds	-	-	1,725	2,034	-	-

- e) The fair values of debentures are calculated by applying the latest reference rate referred from the Thai Bond Market Association.
- 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 year, there was no transfer within the fair value hierarchy.

## 30. 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, 2022, the Group's and the Company's debt-to-equity ratio is 1.6:1 and 1.5:1, respectively (As at December 31, 2021 for the Group's and the Company's debt-to-equity ratio is 2.0:1 and 1.4:1, respectively).

## 31. 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 consistent with the revenue information that is disclosed for each reportable segment under Thai Financial Reporting Standard No. 8 "Operating Segments" ("TFRS 8") (Note 35) for the years ended December 31, as follows:

Unit: Million Baht

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
<b>Type of revenue</b>				
Revenue from real estate sales	1,151	1,451	604	975
Rental and service income	65	69	62	67
Revenue from hotel operations	672	337	-	-
Revenue from sale of goods	68	60	-	-
Management fee income and other fee income	31	23	30	36
Other income	187	357	26	22
<b>Total</b>	<b>2,174</b>	<b>2,297</b>	<b>722</b>	<b>1,100</b>
<b>Timing of revenue recognition</b>				
<b>At a point in time</b>				
Revenue from real estate sales	1,151	1,451	604	975
Revenue from hotel operations	672	337	-	-
Revenue from sale of goods	68	60	-	-
Other income	50	315	18	13
<b>Overtime</b>				
Rental and services income	65	69	62	67
Management fee income and other fee income	31	23	30	36
Other income	137	42	8	9
<b>Total Revenues</b>	<b>2,174</b>	<b>2,297</b>	<b>722</b>	<b>1,100</b>

### 32. OTHER INCOME

Other income for the years ended December 31 are as follows:

Unit: Thousand Baht

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
Dividend income	10,713	11,591	10,713	11,591
Revenue from services and utilities services of real estate projects	32,109	27,176	-	-
Gain on fair value assessment of investment properties	-	-	1,450	-
Gain from the waiver of lease payments	94,650	266,696	-	-
Gain from sale of investment of property	-	18,725	-	-
Others	49,934	32,956	13,537	10,925
<b>Total</b>	<b>187,406</b>	<b>357,144</b>	<b>25,700</b>	<b>22,516</b>

### 33. 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	
	2022	2021	2022	2021
Costs of property development projects*				
for sales increased during the year	93,974	599,195	333,469	287,732
Salary and other employee benefits	329,845	238,640	114,992	84,607
Advertising and promotion expenses	37,727	46,959	12,428	13,387
Electricity expenses	59,050	34,216	984	1,443
Depreciation expenses and amortization	332,290	271,567	17,805	18,156
Consultant fee	18,969	15,634	12,073	9,408
Specific business tax	39,465	51,338	20,025	32,293
Office rental	4,683	550	3,398	2,804
Management expenses	1,183	333	-	-
Commission expenses	43,811	32,290	9,833	15,680
Finance costs	295,297	323,487	76,263	92,523
Changes in costs of property development projects for sales	(799,513)	(1,018,412)	(425,111)	(660,182)

\* Costs of property development projects for sales increased during the year 2022 are net of cost reclassified to property, plant and equipment of Baht 705 million (Note 8).



## 34. BASIC (LOSS) EARNINGS PER SHARE

Basic (loss) earnings per share is calculated by dividing (loss) profit for the year attributable to owners of the Company (excluding other comprehensive income) by the weighted average number of ordinary shares held by outsiders during the years as follows:

For the years ended December 31,

(Loss) earnings for the years (Thousand Baht)

Weighted average number of ordinary shares (Thousand shares)

(Loss) earnings per share (Baht)

Consolidated financial statements		Separate financial statements	
2022	2021	2022	2021
(199,774)	(44,608)	(32,007)	114,841
1,066,595	1,066,595	1,066,595	1,066,595
(0.1873)	(0.0418)	(0.0300)	0.1077

Diluted (loss) earnings per share are calculated by dividing profit or loss for the period attributable to equity holders of the Company (excluding other comprehensive income) by the sum of the weighted average number of ordinary shares in issue during the period, after adjusting the number of ordinary shares as a result of the exercise of warrants, as if the warrants had been exercised at the beginning of the earliest period reported, and the weighted average number of ordinary shares which would need to be issued to convert all dilutive potential ordinary shares into ordinary shares. The calculation assumes that the conversion took place either at the beginning of the period or on the date the potential ordinary shares were issued (Notes 26 and 27).

The Company does not calculate the dilutive effect of warrant No.2 (CI-W2) because the average share price during the period is lower than the exercise price of the warrants.

## 35. 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 office condominium units, hotel operations and sales of goods.

Unit : Million Baht

183

Assets information by segment in the consolidated financial statements as at December 31, 2022 and 2021 are as follows:

Unit : Million Baht

Consolidated financial statements													
As at December 31,													
Real estate development		Lease of office condominium units		Hotel operations		Sales of goods		Elimination of inter-segment balances		Total			
2022	2021	2022	2021	2022	2021	2022	2021	2022	2021	2022	2021		
4,345	5,261	-	-	-	-	-	-	(119)	(329)	4,226	4,932		
-	-	354	356	-	-	-	-	(1)	(1)	353	355		
187	87	12	17	3,171	1,402	428	206	(279)	(78)	3,519	1,634		
										3,055	3,278		
										11,153	10,199		

#### 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 2022 and 2021, 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.

## 36. COMMITMENTS AND CONTINGENT LIABILITIES

### 36.1 Capital commitments

- a) As at December 31, 2022 and 2021, 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	
	2022	2021
The Group and the Company	1,387	1,151
The Company only	504	670

- b) As at December 31, 2022 and 2021, 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	
	2022	2021
The Group and the Company	18	12
The Company only	18	12

### 36.2 Operating lease commitments

The Group and the Company have entered into low-value 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-cancellable.

As at December 31, 2022 and 2021, the Group and the Company had commitments in respects of future minimum lease and related service payments under the above non-cancellable operating leases agreements as follows:

	Unit : Million Baht			
	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
Payable within				
Within 1 year	2	2	-	-
1-5 years	1	2	-	-

As at December 31, 2022 and 2021, the future minimum lease payments of the Group and the Company expected to be received under non-cancellable operating lease agreements were as follows:

	Unit : Million Baht			
	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
Receivable within				
Within 1 year	14	10	11	8
1-5 years	12	4	9	4

### 36.3 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-cancellable.

As at December 31, 2022 and 2021, 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	
	2022	2021	2022	2021
Payable within				
Within 1 year	16	17	4	4
1-5 years	1	-	-	-

### 36.4 Bank guarantees

As at December 31, 2022 and 2021 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 which have been pledged by cost of property development projects for sales, other non-current financial asset and property, plant and equipment (Note 8, 11 and 14) as follows:

Unit : Million Baht

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
Guarantee for electricity use	12	12	9	8
Guarantee for utilities	66	63	16	13
Guarantee for petrol station	15	15	-	-
	93	90	25	21

## 37. EVENTS AFTER THE REPORTING PERIOD

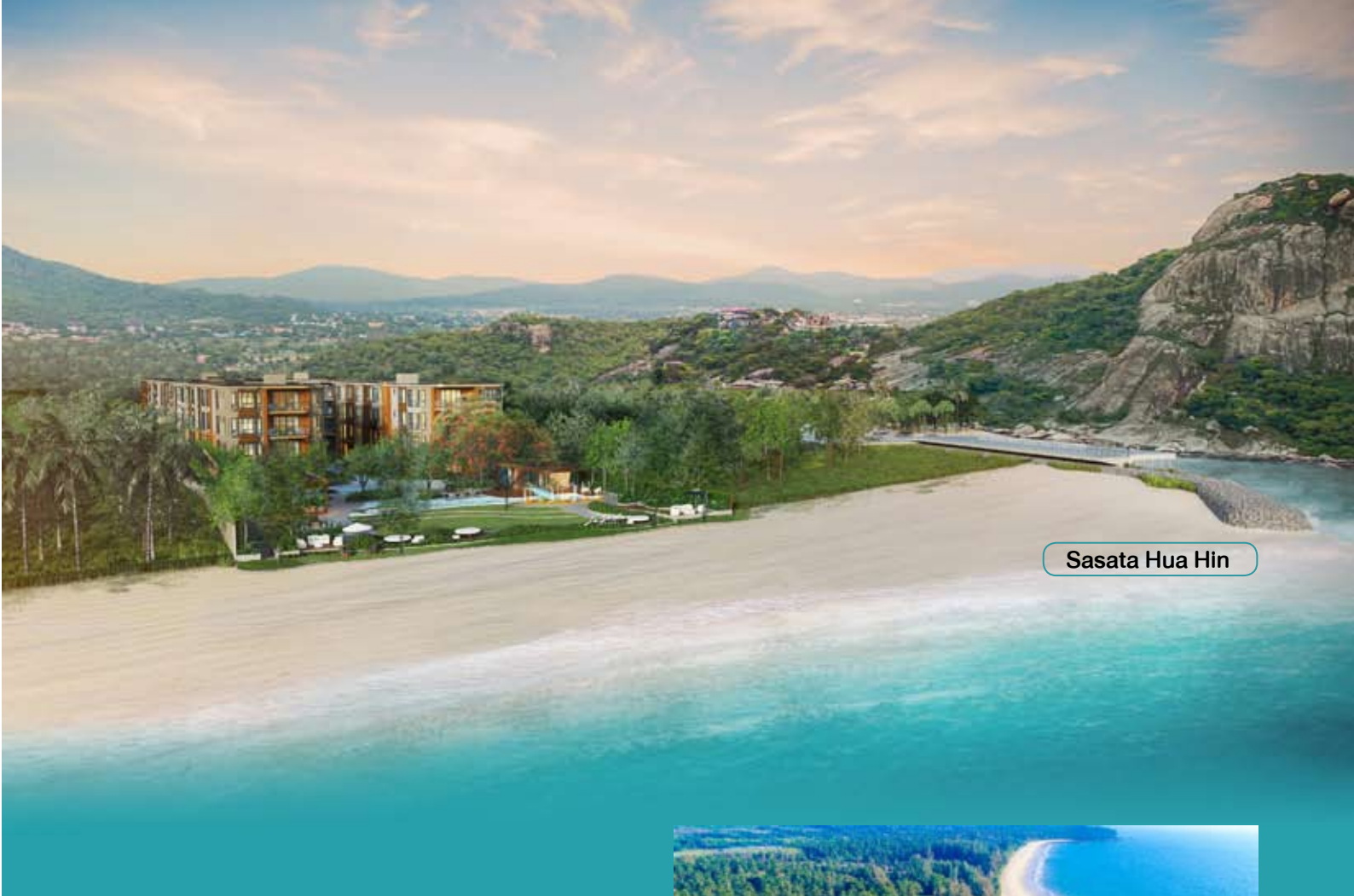
On February 28, 2023, the Company's board of directors' meeting No. 2/2023 passed the resolutions to approve the following matters to propose to the next Annual General Meeting of the Company's Shareholders for 2023:

- (1) Approved to decrease the registered capital from Baht 1,589.28 million to Baht 1,333.24 million by canceling 256.04 million ordinary shares that with a par value of Baht 1 each in order for the Company to increase the capital, to be reversed the exercise of convertible debenture holders.
- (2) Approved to increase the registered capital of the Company from Baht 1,333.24 million to Baht 1,909.26 million by issuing 576.02 new ordinary shares at a par value of Baht 1 each in order for the Company to increase the capital, divided into:
  - Share increase to be reversed the exercise of convertible bonds by 256.04 million ordinary shares.
  - Share increase by allocation to existing shareholders the proportion to their existing shareholding (Right Offering) by 319.98 million ordinary shares.
- (3) Approved the additional maximum amounts of bonds amounting to Baht 500.00 million to compensate the amount of bonds to be issued and offered during 2023 by Baht 500.00 million for the purpose of business operation, expanding the project of the Company and refinancing.
- (4) Approved the issuance of convertible bonds of the Company ("Convertible Bonds") amounting not exceeding Baht 700.00 million through private placement which are Advance Opportunities Fund ("AO Fund") and Advance Opportunities Fund 1 ("AO Fund 1")

## 38. APPROVAL OF THE FINANCIAL STATEMENTS

These financial statements have been authorized for issue by the Board of Directors of the Company on February 28, 2023.





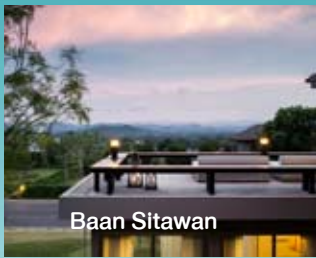
Sasata Hua Hin



Sri panwa Phuket



Baba Beach Club Natai



Baan Sitawan



Baan Thew Talay



Issa Collection Sathon



The Issara Ching Mai

**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**

(Pleas see details on the pape 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 Kuvaranuncharoen				//	/		/	
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 and Compliance team lead

### Internal Audit Head



#### 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

### Compliance team lead



#### Narakorn Boonbumrung

- Education**
- Master Degree of Science, Management Technology, National Institute of Development Administration
- Training Program**
- Risk Management 20/2022 , Chulalongkorn University

#### Professional career for the past five years

- 2019 - Present Company secretary and Compliance  
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 2022, 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 109,900,000 baht.

Owned by Charn Issara Development Public Company Limited.

The main assessor is Mr.Sitthiong Patcharachirakarn (Ordinary primary assessor number Sor Mor. 532) , Mr.Thanadol Narkrat (Ordinary primary assessor number Sor Mor. 124) and Mr. Akekachai Pleanpho (Ordinary primary assessor number Vor Tor. 132), 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 23th, 2022.

- 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 129,700,000 baht.

Owned by Charn Issara Development Public Company Limited.

The main assessor is Mr.Sitthiong Patcharachirakarn (Ordinary primary assessor number Sor Mor. 532) , Mr.Thanadol Narkrat (Ordinary primary assessor number Sor Mor. 124) and Mr. Akekachai Pleanpho (Ordinary primary assessor number Vor Tor. 132), 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 23th, 2022.

- 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 10,600,000 baht.

Owned by Charn Issara Development Public Company Limited.

The main appraiser is Mr.Anan Suantaisong (Ordinary primary assessor number Sor Mor. 881) and Mr. Akekachai Pleanpho (Ordinary primary assessor number Vor Tor. 132), 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 28th, 2022.

- Residential units in The Issara Sathorn project (in progress), Chan Road, Thungmahamek, Sathorn, Bangkok, 240 units total of area is approximately 1 rai 2 ngan 60 square wa, the appraised market value under the market approach method is 2,129,126,800 baht

Owned by Charn Issara Development Public Company Limited.

The main appraiser is Mr. Suthipong Kumvean (Ordinary primary assessor number Sor Mor. 142) and Mr. Surapong Trisakul (Ordinary primary assessor number Vor Tor 034), 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 July 11st, 2022.

- 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 24,440,000 baht

Owned by Charn Issara Vipphaphon Company Limited.

The main assessors Mr.Akarapon Jangsubin (Ordinary primary assessor number Sor Mor. 884) and Mr. Akekachai Pleanpho (Ordinary primary assessor number Vor Tor. 132), 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 16th, 2022.

- 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 24,500,000 baht

Owned by C.I.N Estate Company Limited.

The main appraiser is Mr.Anan Suantaisong (Ordinary primary assessor number Sor Mor. 881) and Mr. Akekachai Pleanpho (Ordinary primary assessor number Vor Tor. 132), 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 21st, 2022.

- Commercial suites and condominium units in the Issara Ladprao, Lad Phrao Road, Chomphon Sub-district, 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 55,400,000 baht.

Owned by C.I.N Estate Company Limited.

The main appraiser is Mr.Anan Suantaisong (Ordinary primary assessor number Sor Mor. 881) and Mr. Akekachai Pleanpho (Ordinary primary assessor number Vor Tor. 132), 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 21st, 2022.

- (2) Objectives for appraisal of property is for public purposes in accounting records.

Attachment 5

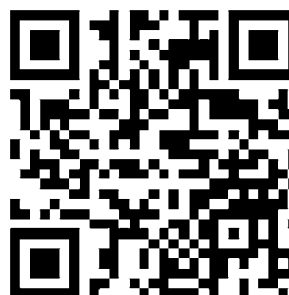
## Corporate Governance Policy and Guidelines and Code of Conduct

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](https://investor-th.charnissara.com/cg_principle.html)

or







บริษัท ชาญอิสสระ ดีเวลลอปเม้นท์ จำกัด (มหาชน)  
Charn Issara Development Public Company Limited

2922 / 200 ถนนเพชรบุรีตัดใหม่ แขวงบางกะปิ เขตห้วยขวาง กรุงเทพฯ 10310 (ประเทศไทย) โทรศัพท์ : 0-2308-2020  
2922/200 New Petchburi Road, Bangkok, Huay Kwang Bangkok 10310, (Thailand) Tel : 02-308-2020

[www.charnissara.com](http://www.charnissara.com)