2022

ANNUAL REPORT

FORM 56-1 ONE REPORT

NC GROUP

STABILITY GROWTH

Corporate Values

4 commitment
collaboration
creativity
care

commitment
มุ่งมั่น

collaboration
ร่วมใจ

creativity
สร้างสรรค์ใหม่

care
ใส่ใจคน

* The new core values effective from January 1, 2023

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Message from the Chairman

In 2022, the Thai economy has started to recover with the supporting factors from the tourism sector recovery under the fully-reopen-to-tourism policy, domestic demand recovery and healthy expansion of export. However, there have been risk factors such as large debt burdens of the household sector, global economic and financial fluctuations, and, more importantly, global issues of geopolitics.There have been vulnerable points of conflicts in several areas causing impacts on oil prices, inflations and interest rates. These factors still have their consequences in 2023 and becoming challenging factors for us to get through this crisis. NCH has adjusted its business operation strategies to cope with winds of change of business environment by opening new projects in the growing areas and attempting to seek new locations in order to increase its opportunities of sustainable operating results and for distribution of risks. In addition, the Management has tried to develop new products and services to respond to the good livelihood of customers.

On behalf of the NCH Board of Directors, executives and employees, we appreciate all shareholders and stakeholders for their trust and continuous supports which are considered as great encouragement for us to be committed to working for the Company's progress and growth as well as for the utmost benefits of all of you.

Associate Professor Trirat Jarutach
Chairman of the Board

NCH has adjusted its business operation strategies to cope with winds of change of business environment by opening new projects in the growing areas and attempting to seek new locations

Vision

"NC is a leading real estate company that produces quality products and services that meet international standards using modern technology and management and focuses on expanding business and joint venture both domestically and internationally"

Missions

- Good investment and business expansion plans
- Product and service development
- Focus on the highest customer satisfaction and providing the highest return to all stakeholders
- Build personnel and teams
- Apply and manage with good system and management to create work and business networks

Corporate Values

- Hardworking and determination
- Honest and earnest
- Self improvement
- Teamwork

In the process of working and implementing the Company's annual strategy, the Corporate Strategy has been formulated as an Action Plan Strategy in the form of KPIs. KPIs will be set in every new unit every year. To be consistent with the company's KPIs. All departments are required to report their own KPIs to the executives and update the KPIs every half year to make them really measurable and in line with the company's operational goals that may be adjusted according to the situation during that period.

Business Goals

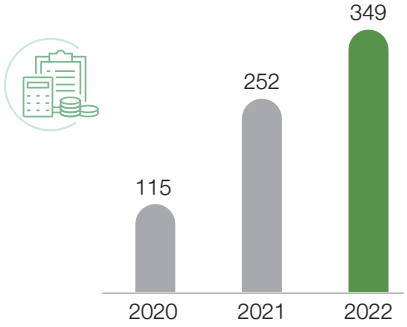
The Company aims to operate its business as a leading real estate development company to create completeness and uniqueness of the project in terms of concept planning, project layout and product form, both houses and condominiums, and quality system in the construction process. The Company also creates a well-being environment for the community for the quality of life, the highest satisfaction of customers to create awareness of being in the same community, and happiness for the residents of the project. This lays the foundation for confidence in the quality and work of every project for consumers in every zone and has the policy to expand the business of full-service project management services. This lays the foundation for confidence in the quality and work of every project for consumers in every zone as well as having the policy to expand the business of full-service project management services.

Important Financial Information

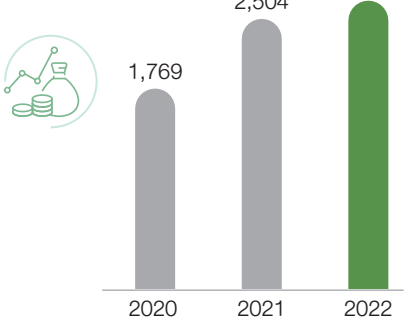
Financial Statement	2022	2021	2020
Operating Results (Million Baht)			
Sale Revenue	**2,590.91**	2,503.65	1,769.08
Total Revenue	**2,648.15**	2,540.47	1,793.20
Sales Cost	**1,631.96**	1,698.93	1,212.00
Total Expenses	**2,190.97**	2,201.34	1,622.58
Gross Profit	**958.95**	804.72	557.08
Net Profit/Loss	**349.38**	251.93	115.28
Financial Status (Million Baht)			
Assets	**5,109.18**	4,332.29	3,875.56
Liabilities	**1,988.77**	1,455.49	1,188.60
Shareholders' Equity	**3,120.41**	2,876.80	2,686.95
Issued and Paid-up Capital	**1,245.28**	1,245.28	1,245.28
Information Per Share (Baht)			
EPS (Bath)	**0.282**	0.202	0.093
Book Value	**2.51**	2.31	2.16
Dividend	**0.11***	0.08	0.04
Financial Ratio			
Gross Profit Margin (%)	**37.01**	32.14	31.49
Net Profit/Loss Margin (%)	**13.19**	9.92	6.43
Return on Equity (%)	**11.20**	8.76	4.29
Return on Assets (%)	**6.84**	5.82	2.97
Liquidity Ratio (Times)	**2.57**	2.98	2.61
Debt to Equity Ratio (Times)	**0.64**	0.51	0.44

* In 2023, the Company has considered the dividend payment for the year 2022 operating results at the rate of 0.11 baht per share. There is still uncertainty because it must be approved by the 2023 Annual General Meeting of Shareholders.

Net Profit
(Million Baht)



Total Revenue
(Million Baht)



Company's Achievements

Quality assessment of the general shareholders' meeting organized by the Thai Investors Association

- The Company was rated as a company that held the Annual General Meeting of Shareholders at the level of Good with a score of 91 points in 2006.
- The Company was rated as a company that held the Annual General Meeting of Shareholders at the level of Excellent with a score of 90 points in 2008.
- The Company was rated as a company that held the Annual General Meeting of Shareholders at the level of Excellent and was regarded as a model company in holding the shareholders' meeting in 2009.
- The Company was rated as a company that held the Annual General Meeting of Shareholders at the level of Excellent with a score of 90 points in 2010.
- The Company was rated as a company that held the Annual General Meeting of Shareholders at the level of Excellent with a score of 90 points in 2011.
- The Company was rated as a company that held the Annual General Meeting of Shareholders at the level of Excellent with a score of 99 points in 2012.
- The Company was rated as a company that held the Annual General Meeting of Shareholders at the level of Excellent with a score of 99 points in 2013.
- The Company was rated as a company that held the Annual General Meeting of Shareholders at the level of Excellent with a score of 100 points in 2014.
- The Company was rated as a company that held the Annual General Meeting of Shareholders at the level of Excellent with a score of 100 points in 2015.
- The Company was rated as a company that held the Annual General Meeting of Shareholders at the level of Excellent with a score of 100 points in 2016.
- The Company was rated as a company that held the Annual General Meeting of Shareholders at the level of Excellent with a score of 100 points in 2017.
- The Company was rated as a company that held the Annual General Meeting of Shareholders at the level of Excellent with a score of 100 points in 2018.
- The Company was rated as a company that held the Annual General Meeting of Shareholders at the level of Excellent with a score of 100 points in 2019.
- The Company was rated as a company that held the Annual General Meeting of Shareholders at the level of Excellent with a score of 100 points in 2020.
- The Company was rated as a company that held the Annual General Meeting of Shareholders at the level of Excellent with a score of 100 points in 2021.
- The Company was rated as a company that held the Annual General Meeting of Shareholders at the level of Excellent with a score of 100 points in 2022.

Report of the survey on corporate governance of listed companies organized by the Thai Institute of Directors Association.

- The Company was rated in the group of Good level for 2006.
- The Company was rated in the group of Good level for 2007.
- The Company was rated in the group of Excellent level for 2008.
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- The Company was rated in the group of Excellent level for 2020.
- The Company was rated in the group of Good level for 2021.
- The Company was rated in the group of Good level for 2022.

Other Awards

- **"CG AWARD Corporate Governance Report Award"** from SET AWARDS 2006 organized by Money and Banking Journal in conjunction with the Stock Exchange of Thailand. This is an award for outstanding listed companies for reporting compliance with 15 principles of corporate governance set by the Stock Exchange of Thailand in 2006.
- **"Good Real Estate Entrepreneur Award"** from the Office of the Consumer Protection Board. It is a guarantee of taking care of the highest satisfaction of consumers with the company and will strive to develop quality products along with good service, create a livable community, and raise good standards in housing projects 2007 - 2008
- **"Good People of Thai Society Award 2008" in the field of Organizational Management and Development** from Mahasarakham University which presented a plaque of honor to Mr.Somchao Tanthathoedtham , Managing Director of NC Housing Public Company Limited, demonstrating the business operation that adheres to the principles of morality, goodness, and social assistance.
- **"Star Real Estate Business Entrepreneur Plaque"** from the Office of the Consumer Protection Board 2009-2010
- **"A Plaque of Honor in an Outstanding Real Estate Project of 2012"** in the field of medium-priced single-detached houses, Baan Fah Piyarom Nesto Project from the Thai Real Estate Research and Valuation Center Together with Agency for Real Estate Affairs Co., Ltd., showing a genuine focus on developing new quality projects in 2012
- **"A plaque of honor in Thai Clean Water Conservation Project"** from Ms. Yingluck Shinawatra, organized by the Ministry of Finance. The company was one of the first 40 agencies participating in the project in 2012.
- **"A Plaque of Honor for Contributors to Society"** from Rajamangala University of Technology Thanyaburi, 2013

Market demographics
Expenses
Report
CONTENT

Business Operation and Operating Results

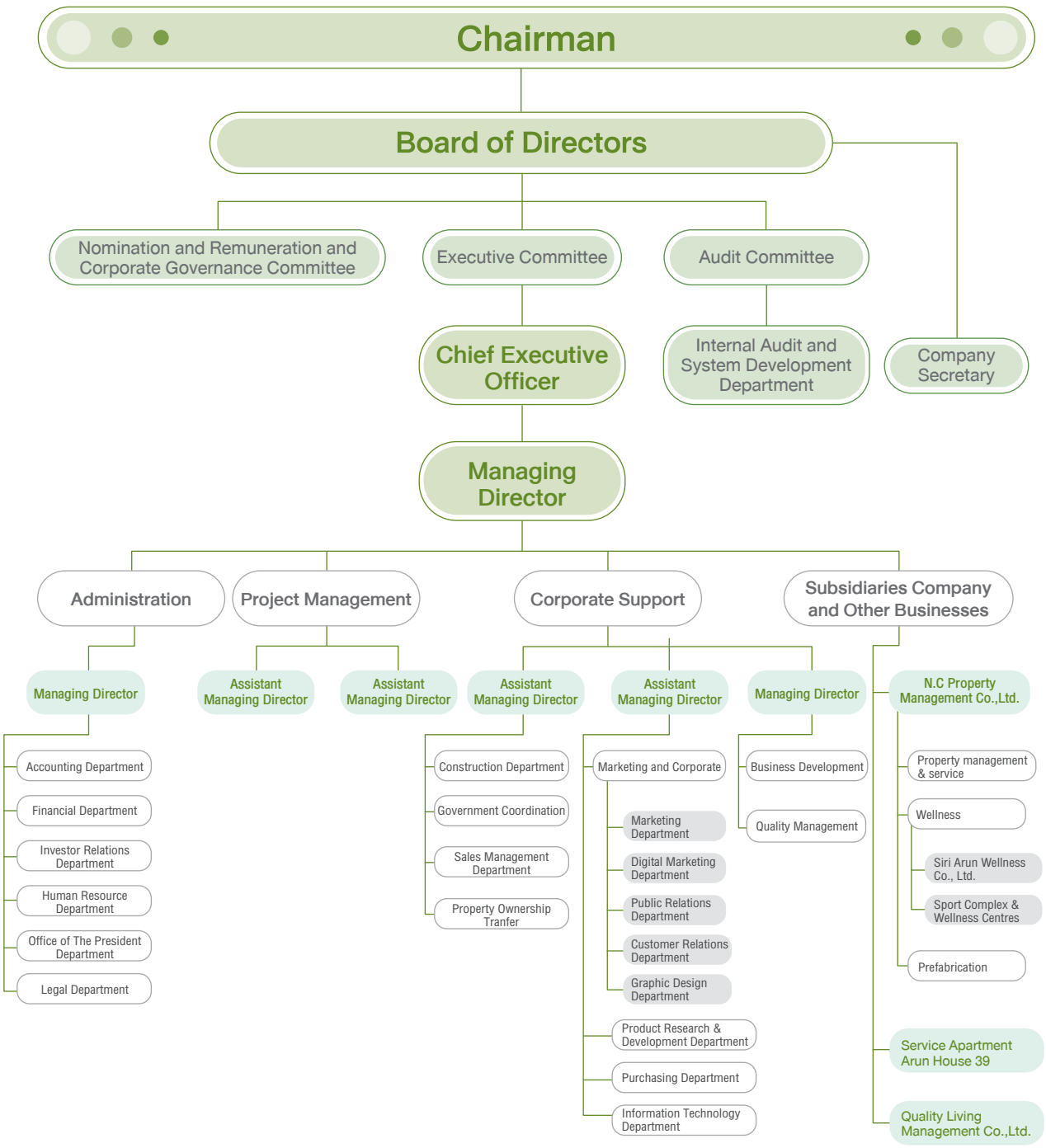
- Structure and Operation of the Group of Companies
- Risk Management
- Business Sustainability Development
- Management Discussion and Analysis (MD&A)
- General Information and Other Material Facts

Organizational Structure and Operation of the Group of Companies

Policy and overview of business operations

Organization structure

NCH's Organization Structure 2022



Business Policy of the Company and its Subsidiaries

As for the business policy of N.C. Group of Companies, N.C. Housing Public Company Limited aims to develop real estate, which is the company's land that can be obtained in various forms for sale under the name of the Baan Fah family or under the former project name, which is a continuation project of asset development obtained from the purchase of collateral for non-profit loan (NPL) and non-profit assets (NPA), etc. The three affiliated companies are summarized as follows:

Quality Living Management Company Limited (QLM)

Quality Living Management Company Limited (QLM) operates a community management service in housing estates and condominiums after residence, such as security systems, cleanliness, and various utilities within the project, etc. In 2022, there are 19 community management projects.

N.C. Property Management Company Limited (NCPM)

N.C. Property Management Company Limited (NCPM) operates a full-service real estate project management and management business in sales and marketing management, construction, and transfer in the form of business rehabilitation, negotiating with old customers as well as negotiating with creditors. Some projects have been hired to manage Baan Suan Lalana Pattaya Project, Chantima Park Phutthamonthon Sai 5 Project, Baan Suan Doi Saket Chiang Mai, and Than Thani Home on Green Project. In addition, NCPM considers holding shares in related businesses and other businesses that the Board of Directors and the Executive Committee considered appropriate such as Project&Property Management, Health Care and Precast Product, etc.

Siri Arun Wellness Company Limited (Siri Arun)

Siri Arun Wellness Company Limited (Siri Arun), a subsidiary of NC Property Management Company Limited (NCPM), operates Intermediate care and Wellness and related businesses. together by taking care of the elderly and supporting patients during the rehabilitation period who came to be treated at a nearby hospital where NCPM holds 60 percent of the shares and a limited partnership The Care and Health Group holds 40% shares, with 4 directors representing 3 from NCPM and 1 from a joint venture company. In 2022, there are 2 branches in Bangkok and Ubon Ratchathani.

The Background

N.C. Housing Public Company Limited ("the Company" or "NCH") was established on February 2, 1994, by Mr. Namchai Tanthathoedtham, the Company's major shareholder who has been experienced in the real estate business since 1966 with an initial registered capital of 20 million baht to operate a real estate development business under the project name "Baan Fah" and under the concept of "Know your home, know your heart" by offering expertise in housing and designing projects and houses to meet the needs of customers by coordinating the concept of planting according to the wishes of the residents (Adaptive Function Design) to support the change in the use of living space in the home and focus on building a system and community management unit after the sale. In 1994, the Company increased the registered capital to 100 million baht to expand the company's business. In the first phase, the company focused on the development of projects in the North Bangkok area to become the market leader in the North Bangkok area. And in 1996, the Company increased its registered capital to 266 million baht to support business growth. And now, the Company registered the change of registered capital to 1,245,284,305 baht and registered the paid-up capital as 1,245,283,691 baht.

Major Changes and Developments in the Past 3 Years

2020	- No major changes -
2021	The resolution of the Extraordinary General Meeting of Shareholders No. 1/21 on Monday, February 15, 2021 approved the amendment of the Company's objectives to allow the Company to have objectives in conducting various transactions with government agencies and to support the business that may occur in the future in regards to health care. Therefore, it was appropriate to propose to the shareholders' meeting to consider and approve the amendment of the Company's objectives by adding the original objectives from 53 items to 55 items. The resolution of the 2021 Annual General Meeting of Shareholders on Friday, April 23, 2021, **approved the issuance and offering of debentures No.1 in the amount of not more than 1,000 million baht.** The Company issued and offered debentures for sale in a limited way to no more than 10 investors (PP 10) in the amount of 150 million baht on July 20, 2021.
2022	- No major changes -

However, the Company emphasizes on the management policy and operates with honesty, integrity, morality and continuous transparency, and is committed to the management under the principles of corporate governance by realizing the importance of running a business for sustainable growth to add value and the highest return to all stakeholders to be in line with the Brand Vision NC Group that : A Happy Living Community.

Use of Funds on Purposes, the Company has already spent the raised fund to serve the objectives declared in the registration statement for securities offering

The resolution of the 2021 Annual General Meeting of Shareholders on Friday, April 23, 2021, **approved the issuance and offering of debentures in the amount of not more than 1,000 million baht** to support investment plans in investments and new project developments, the Company's future business expansion and/or as general working capital of the Company for flexibility in raising funds from external funding sources.

The Company issued and offered debentures No. 1/2021 with details as follows:

No.1: The Company issued and offered debentures in the amount of 150 million baht on July 20, 2021.

The details of the issuance and offering for sale No. 1 are as follows:

Name of the Debentures	:	Debentures of N.C. Housing Public Company Limited No. 1/2021, due in 2024
Types of Debentures	:	Senior named and unsecured debenture and no debenture holder representative
Offering	:	Offered for sale in a limited way to no more than 10 investors (PP 10)
Rate of Interest	:	Fixed at 4.85% per annum throughout the debenture's life
Installment of Interest	:	Payment of interest every 3 months
Maturity of Debenture	:	3 years from the date of issuance of the debentures
Date of Issuance of Debenture	:	July 22, 2021
Maturity Date	:	July 24, 2024
Objectives	:	To be used as working capital within the whole business

Obligations that the Company has committed in the Securities Offering Registration Statement and/or the conditions of the Office for approval

- None -

Issuing company Information

Company Information	:	**N.C. Housing Public Company Limited**
Business	:	Real estate development
Headquarters	:	1/765 Moo 17 Soi Amporn, Phahonyothin Road Km. 26 Khu Khot Subdistrict, Lam Luk Ka District, Pathum Thani Province 12130
Company Registration Number	:	0107546000385 (Former No. 408546000039)
Homepage	:	www.ncgroup.co.th
Telephone Number	:	66 (0) 2993-5080-7
Fax Number	:	66 (0) 2993-5089
Registered Capital	:	1,245,284,305 baht (one thousand two hundred forty-five million two hundred eighty-four thousand three hundred and five baht)
Paid-up capital	:	1,245,283,691 baht (one thousand two hundred forty-five million two hundred eighty-three thousand six hundred ninety-one baht)

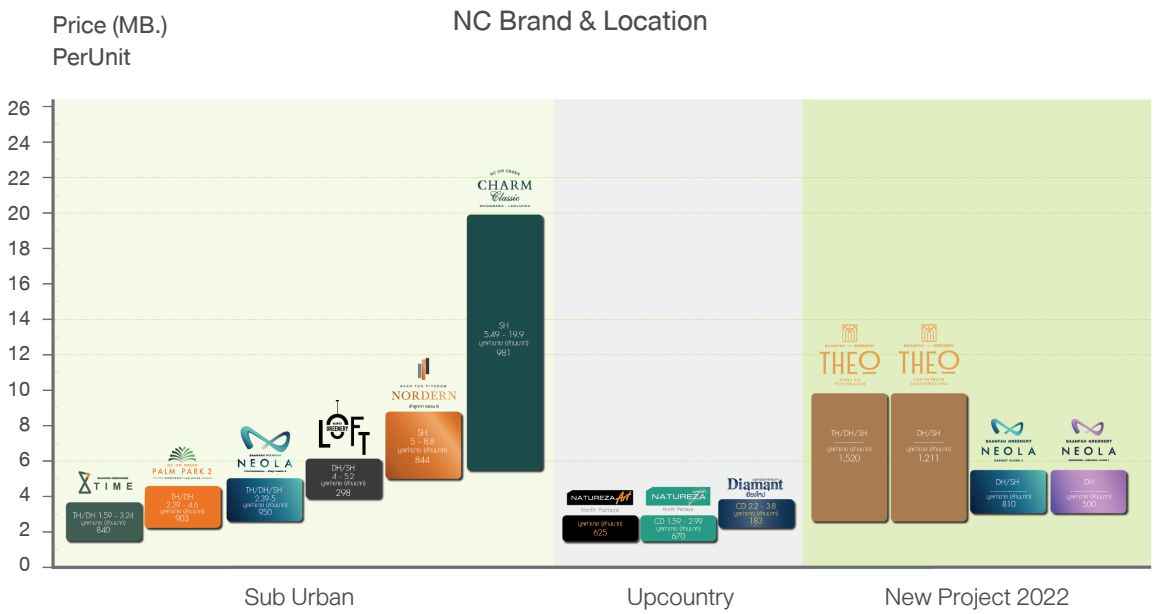
Nature of Business

N.C. Housing Public Company Limited operates real estate development business in the category of housing estates with land for sale under the project name “Baan Fah” by emphasizing on the design of the concept in the specific form of each project, as well as community management after the sale mainly to create a difference in the quality of life in the resident community when compared to other projects. The Company focuses on choosing a good location, with infrastructure to support it, and have potential for future growth.

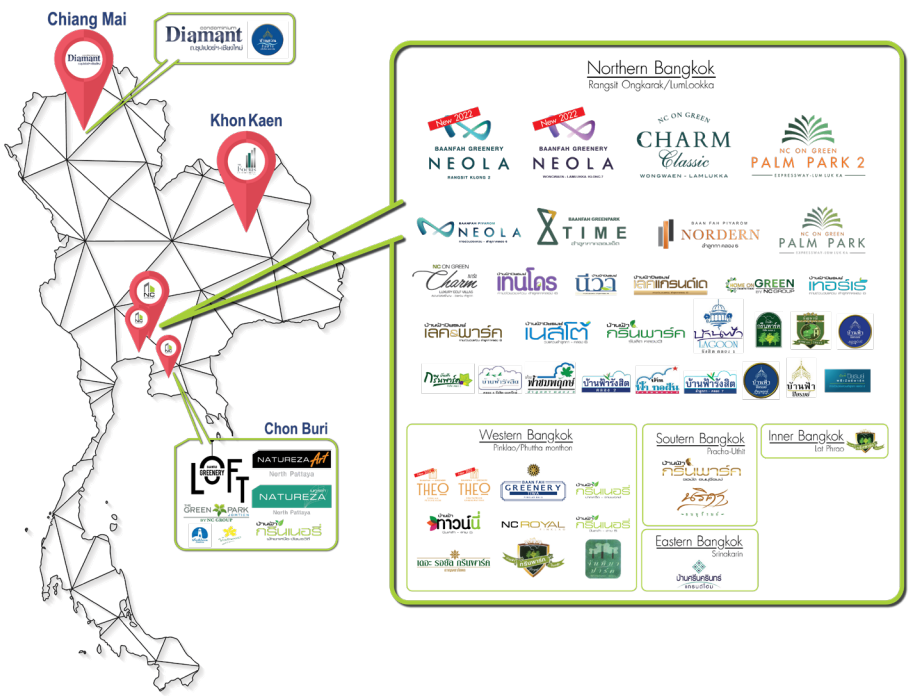
At present, there are projects in Bangkok and its vicinity and major provinces such as Chonburi, Khon Kaen and Chiang Mai. The company will name the project according to the location and concept of the project as follows.

Zone	Area/Project
Bangkok, North Zone	Lam Luk Ka area, including Baan Fah Piyarom Tendro project (Closed Project), Baan Fah Piyarom Lake Grande (Closed Project), Baan Fah Piyarom Niva (Closed Project), Baan Fah Piyarom Nordic, Baan Fah Piyarom Neola, NC on Green Charm (Closed Project), NC on Green Palm Park (Closed Project), NC on Green Charm Classic, NC on Green Palm Park 2, Baan Fah Green Park Time Lam Luk Ka Klong 7, Baan Fah Greenery Neola Rangsit Klong 2, Baan Fah Greenery Neola Lam Luk Ka Klong 7
Bangkok, West Zone	Pinklao Ring Road and Phutthamonthon: NC Royal Pinklao Project 5 (Closed Project), Baan Fah Greenery Pinklao-Phutthamonthon Sai 5 (Closed Project), Baan Fah Towny Pinklao (Closed Project), Baan Fah Greenery Thiwa (Closed Project) and Baan Fah Greenery Pak Kret - Ratchaphruek (Closed Project), Baan Fah Greenery Theo Pinklao-Petchkasem, Baan Fah Greenery Theo Chaiyaphruek Chaengwattana
Other Zones	Chonburi North Pattaya Area, Chaiyaphon Withi Road, Including Naturesa North Project Pattaya Condominium (Phase 1 and Phase 2) Baan Fah Greenery Project, North Pattaya, Chaiyaphon Withi (Complete), Chiang Mai Province, Mueang District, including Diamant Condominium Project, Chiang Mai (Closed Project), Baan Fah Greenery Loft Project Chaiyaphonwithi

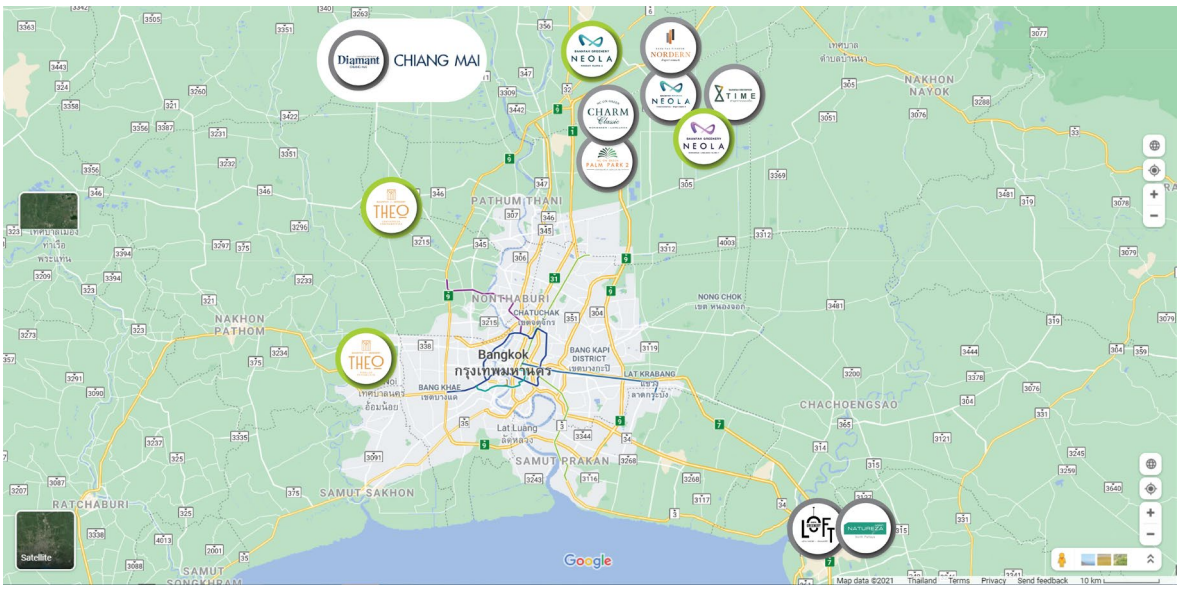
NC Brand and Location
As of December 2022



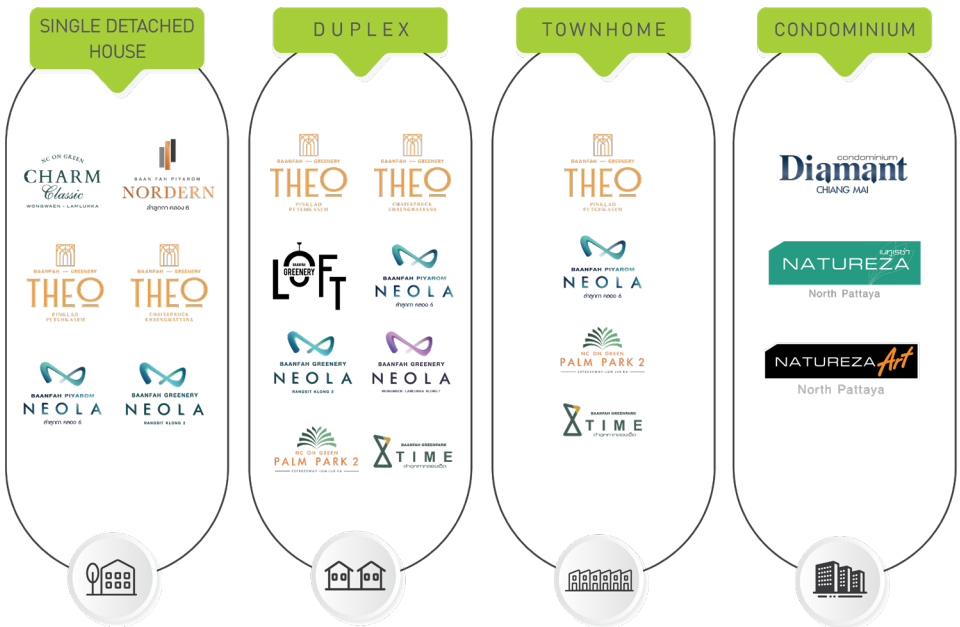
Successfully Developed



Current Projects Update



Product Type



Each housing estate in each project will have different styles and characteristics according to the concept of the project. Customers can choose to buy houses in 3 types: fully furnished houses (house built ready to transfer), pre-built house for sale, (Partially completed construction before selling) and custom-built houses, depending on location and the type of target customers of that project.

Proportion of sales revenue according to customers' order characteristics

House type	Down payment installment	Proportion of sales revenue (%)		
		2022	2021	2020
1. fully-furnished	(0-2 installments)	88.67	87.55	87.94
2. pre-built	(3-6 installments)	10.84	11.60	8.80
3. Custom-built	(more than 7 installments)	0.49	0.85	3.26
Total		**100**	**100**	**100**

Revenue Structure

The Company's main income comes from real estate business, consisting of

1. Revenue from property development business for sale consists of revenue from sales and income from construction. The sales revenue can be divided into 4 types of products, namely single detached houses, semi-detached house, townhouses, condominiums and others.
2. Revenue from project management business comprises revenue from construction and revenue from project management and management.
3. Income from community management business after sales
4. Other income

Type of business/revenue	Operated by	2022		2021		2020	
		million baht	%	million baht	%	million baht	%
Real estate development business for sale	**NC**	**2,591**	**97.84**	**2,504**	**98.55**	**1,769**	**98.65**
- revenue from sales							
single detached house		1,190	45.90	808	32.26	472	41.97
semi-detached House		647	24.97	647	25.83	296	16.79
townhouse		740	28.55	684	27.30	608	34.35
condominium		15	0.56	14	0.57	73	4.11
vacant land		0	0.00	351	14.04	50	2.81
Business administration and project management	**NCPM***						
- construction income		-	-	-	-	-	-
After-sales community management business/investment real estate	**QLM*, NC**	**46**	**1.75**	**27**	**1.07**	**14**	**0.78**
- Rental and service income **		46	1.75	27	1.07	14	0.78
Other income * **	**NC,NCPM*, QLM***	**11**	**0.41**	**10**	**0.38**	**10**	**0.56**
Total income		**2,648**	**100.00**	**2,541**	**100.00**	**1,793**	**100.00**

Note : * The Company holds 99.99% of NCPM and QLM.

** The part of the 2022 rental and service income comes from investment properties.

*** Other types of income are income from foreclosure of contracts, rental receipts, contract replacement costs, interest income, profits from disposal of assets, and others.

NC means N.C. Housing Public Company Limited

NCPM means N.C. Property Management Company Limited

QLM means Quality Living Management Company Limited

Siri Arun means Siriarun Wellness Company Limited

At present, the Company has main projects under operation divided into Strategic Business Unit according to concept, price level of each project and organizational structure as follows:

No.	Project	Brand	Target Group	Price (MB.)	House Type	Location	Project Type
1	Baan Fah Piyarom Tendro	PIYAROM	AC	1.9-3.6 MB.	TH/DH	Lam Luk Ka Khlong 6	Low Rise
2	Baan Fah Piyarom Neola	PIYAROM	AC	2.3-5.0 MB.	TH/DH/SDH	Lam Luk Ka Khlong 6	Low Rise
3	Baan Fah Greenery Pakkred-Ratchapruek	BAANFAH	AC	4.0-12.6 MB.	SDH	Pakkred-Ratchaphruek	Low Rise
4	Baan Fah Greenery Tiwa Pinklao Sai 5	BAANFAH	AC/AB	3.9-14.0 MB.	SDH/DH	Pinklao Sai 5	Low Rise
5	Baan Fah Piyarom Nordern	PIYAROM	AB	5.0-9.9 MB.	SDH	Lam Luk Ka Khlong 6	Low Rise
6	Baan Fah Townie Pinklao Sai 5	BAANFAH	BC	2.4-3.8 MB.	TH	Pinklao Sai 5	Low Rise
7	NC On Green Charm	HOME ON GREEN	AB/AA	5.5-20.0 MB.	LSH	Lam Luk Ka Khlong 5	Low Rise
8	Natureza North Pattaya Condominium	NATUREZA	AC	0.89-3.9 MB.	CONDO	North Pattaya - Chaiyaphon Withi	High Rise
9	Diamant Condominium Chiang Mai	DIAMANT	AC	2.2-3.5 MB.	CONDO	Chiang Mai Super Highway Rd.	High Rise
10	Baan Fah Green Park Time Lam Luk Ka Klong 7	BAANFAH	AC	1.60-3.27 MB.	DH/TH	Lam Luk Ka Khlong 7	High Rise
11	NC On Green Charm Classic	HOME ON GREEN	AB/AA	4.98-17.00 MB.	LSH	Lam Luk Ka Khlong 5	Low Rise
12	NC On Green Palm Park 2	HOME ON GREEN	AC	2.15-4.58 MB.	DH/TH	Lam Luk Ka Khlong 5	Low Rise
13	Baan Fah Greenery Loft Pattaya	BAANFAH	AB	3.89-6.40 MB.	DH	North Pattaya - Chaiyaphon Withi	Low Rise
14	Baan Fah Greenery Neola Rangsit Klong 2	BAANFAH	AB	3.8-7.0 MB.	SDH/DH	Rangsit Klong 2	Low Rise
15	Baan Fah Greenery Theo Petchkasem-Pinklao	BAANFAH	AB	2.6-10.8 MB.	SDH/DH/TH	Pinklao Sai 5	Low Rise
16	Baan Fah Greenery Theo Chaiyaphruek-Chaeng-wattana	BAANFAH	AB	4.5-8.9 MB.	SDH/DH	Bang Bua Thong District, Nonthaburi Province	Low Rise

Note : 1. SDH = single-detached house, DH = detached house, TH = townhouse, LSH = Premium detached house

2. The company has defined customer groups into 3 main groups as follows:
   AA customer group High-end customer (price range 10 million baht or more)
   AB customer group Mid-range to high-end customer (price range 4 - 10 million baht)
   AC customer group Middle-class customers (price range 1 - 4 million baht)

Business Information

Nature of Business of the Group of Companies

Real Estate Development Business in the Category of Housing Estates and Residential Condominiums for Sale

The Company is principally engaged in the development of real estate in housing estates with land in the form of single-detached houses, detached houses, townhouses, and residential condominiums for sale. It has a distinctive design that creates a project concept with a distinct and unique identity, a good project environment, and meets customers' needs. It has project management for the community after-sales in various projects. The customers are convinced until the Company can reach a wide range of customers thoroughly, including urban zones and large provinces such as Chonburi, Khon Kaen, and Chiang Mai. The Company's projects can be classified according to the concept of each project in 4 concepts as follows:

- Green Place Concept: Emphasize the atmosphere of many garden houses and resorts by designing the house to be more open to the view of the natural garden from the outside, and add other parts such as Green Balcony and Green Room to apply in accordance with garden house concept, such as Baan Fah Greenery Pinklao Sai 5 and Baan Fah Greenery Pak Kret Ratchaphruek, etc.

- On Green Concept: Focus on golf course houses and home design in an atmosphere surrounded by golf courses such as NC on Green Charm Classcic, NC on Green Palm Park 2, etc.

- Design Concept: Emphasize developing design concepts that meet outstanding and different with good identity.

- Location Concept: Emphasize the development of appropriate linkages in the area and the usage and behavior of customers in the project area.

The projects developed by the Company and its subsidiaries for sale can be divided into 4 types as follows:

1. Fully-furnished It is housing projects and residential condominiums as houses or condominiums that are already built and ready to be transferred to customers as soon as the customer has made payment. The down payment period is approximately 0-2 installments, representing 5% of the house price. The company has been selling fully-furnished houses since 2002 and started developing residential condominium projects for sale in 2006.

2. Custom-built It is a housing project the design of a house can depend on customers' wants according to the plan from the Company. Customers can choose the option to modify the interior space that has been designed to support it. The Company will begin construction once the purchase agreement with the customer has been received and the down payment has been received. The down payment installments are approximately 7-8 installments, representing 10-15% of the house price. Custom-built houses are products that the Company has to increase competitiveness and meet the needs of customers who want to gradually pay down payment or modify the living space in the house.

3. Pre-built It is a housing project that the Company has begun some construction that whenever customers visit the project, they will be able to buy immediately. The Company has the policy to build houses before selling to build confidence for customers. At the same time, it can meet the needs of customers in terms of adaptive function design and the customers' readiness to live in different places. In the project, it is one strategy that helps the Company to have semi-finished products that allow for faster transfers with 3-6 installments for a down payment. The Company has added products in the category of pre-built houses since 2002.

However, each type of house with the same design has the same price. Having different kinds of houses provides an alternative to customers both in terms of confidence in the Company's products and readiness to pay in installments. The Company uses a strategy to determine the characteristics of the houses sold in each project by the needs of the target customers and the project location, for example, the northern zone, which is usually a middle-class customer group. The Company mainly focuses on the strategy of selling custom-built houses and pre-built houses for sale because most customers are more satisfied with the gradual installment of down payment. While in the southern zone, the Company uses the strategy to build fully furnished houses because, in the southern area, the size of the house is determined by the city plan to build a single-detached house, which limits the group of customers with high purchasing power, who need the house in a short time, as well as the competitive nature and consumer behavior in that area. This strategy will create confidence for customers as well.

The Company's first residential condominium project is The Focus Condominium project, which is a purchase of an almost completed NPL project for further development. Therefore, the project is a fully furnished house project. However, the Company's residential condominium project development policy has continually planned to develop residential condominium projects this year.

4. Fully-furnished condominium The Company has 3 condominium projects, namely, Naturesa Condominium, North Pattaya, Phase 1 and 2, total project value 1,298 million baht, on a new green space in Modernized Art Park style, the most prominent in Pattaya by choosing a strategic location as the heart of the housing business to meet the needs of consumers to the point, and focusing on modern design styles to match the lifestyle of the new generation of customers. And the Diamant Condominium project is located on Super Highway Road, Fa Ham, Chiang Mai. Project value 186 million baht, 77 units with the concept "Absolute Balance", surrounded by nature in the city on a potential location, complete with convenience with the best present and future location on the super highway, surrounded by business centers, the airport, universities, hotels, hospitals, shopping malls amidst the charm of Chiang Mai city scenery and Doi Suthep.

Marketing and Competition

Marketing of Key Products and Services

Company's Marketing Policy in the Past Year

The Company is principally engaged in the development of real estate in the form of housing estates with land in the form of single-detached houses, detached houses, townhouses and condominiums for sale, with a distinctive feature of the design that creates a project concept that has a distinctive and unique identity, as well as its surroundings within the project that is good and meets the needs of customers. The Company has after-sales project management for the community in various projects to make it so trusting with customers that it can reach a wide variety of customer groups.

The Company believes that the Company has a marketing policy and important competitive advantages as follows:

Location of The Project

The Company prioritizes the location of the project. In developing all projects of the Company, the location of the project is the most essential factor in the real estate business. The location must be close to major transportation sources and easy access to various facilities such as shopping malls, hospitals, schools, universities or community malls, convenience stores, and fresh markets, which is the main factor in the consumer's decision to buy housing in the present era. The Company can also expand the project development to new potential areas and nearby areas.

Unique Project Design under Different Brands

The Company attaches great importance to project design. Each project has a unique form of the NC GROUP brand by building a strong (Brand Image) in each target group.

- The "NC ROYAL (PINKLAO)" project is a Premium Brand that reflects luxury and class in a premium society.
- "Baan Fah Piyarom Lake Grande" project is a brand that has a good image with good community management (warm and complete).
- "Baan Fah Greenery" project is a brand that has value for money in the eyes of customers who feel the community, shady and warm.
- The "Home on Green" project is another Premium Brand project that offers a different way of living amidst a golf course and greenery.
- The Natureza Condo project is a branding of the company's condominiums. It's the first project and is a creator of diversity and covering every product that meets the needs of customers covering every lifestyle and create a green urban society that is one with nature in the heart of Pattaya City.

Company Image Strategy

The company has adjusted its corporate image to modernize based on the principle of "We built your Home with our Heart" by analyzing the image of the organization towards the project customers and potential customers. It was found that NC GROUP held a good impression in the eyes of consumers. In this year, the company has set guidelines to reinforce NC GROUP's Brand Awareness to be stronger while maintaining the strength of NC GROUP by trying to highlight such powers as a warm community society, friendly service and friendship that good, the internal environment and the shady atmosphere of the project and worth the price.

Professionalism and Experience of the Management Team

The Company still adheres to the management principle of "We built your home with our heart" and aims to differentiate its projects and products from competitors in general. There is an international quality system standard ISO, both design standards and control of the construction of the project's houses to meet the international quality standards to the utmost.

Team and Systematic Sales Planning

The Company has a sales planning strategy as a team. When customers come to visit the project, there will be a sales team and a marketing team to provide services together to present project information to customers, beginning with staff from both teams who will explain the concept, look, style of the project, along with the size of the area, room, price to motivate customers to have a feeling of empathy and want to own. Therefore, a team-based and systematic sales strategy are one of the company's strengths. This can help increase the judgment power of the customers successfully and close the sale with the customers more effectively.

Sales Price Setting

The Company has a selling price policy based on the target customers, location, land cost, and project construction. The Company will determine the preliminary selling price. The initial project feasibility study period will determine the actual selling price when the project is launched. The company sets the selling price for each location differently depending on the scenery, including the timing of the closing of the project sales, such as the opening period before the construction, construction phase, and project completion phase. However, the selling price of each project will be competitive compared to the projects of other operators in similar locations. The Company considers the selling price that is suitable for the purchasing power of the customer, the design of the space that is suitable for the value for what the customer will receive, and maintaining the design standards. Supervision of the construction of the house of the project

Delivery of Work on Time as Specified

The Company is confident that the construction of the project will be in accordance with the correct construction standards according to the agreed design and can be delivered to the customer within the specified timeframe. This enables the Company to manage finances and construction costs effectively, and can create satisfaction for customers.

Bring Innovation to the development of housing for residents.

The Company has always cooperated with leading companies by bringing innovations for homes and residences to be applied to its projects which can be compatible with all different lifestyles of residents and all generations. Moreover, the development of products with innovation through **Smart Eco, Smart Care** helps add diversity in functions that are compatible with the new normal family by taking care of the health of all ages in the family as a priority, focusing on customer needs and comfort through **NC Cross Innovation & Home Technology (NCXT)**

Smart Eco is a home innovation that is environmentally friendly and economical with a system that automatically transfers air and heat away from the house and the roof atrium.

Smart Care is a function that is designed to provide maximum safety for a living (Security System) in life, property, and health, together with Wellness Innovation for good and modern living which is focusing on: the health of everyone in the family, house design to support the aging society, safe and comfortable homes for the elderly, design that perfectly supports the living behavior of the current customer base, etc.

Customer Relationship (Customer Centric) and After-sales Service

In order to build confidence for customers who are making purchase decisions, the Company provides after-sales services in various areas such as quality assurance and facilitation of contacting for housing loans with financial institutions.

In the customer relations section, it focuses on creating maximum customer satisfaction which will help facilitate the customers from the process of applying for a home loan with a financial institution, reviewing the project to transfer of ownership as well as providing after-sales service (After Sale Service).

Situations of Competition in the Previous Year and Trends of Competition in the Future

In 2022, Thailand's economy has increasingly expanded when compared to those in the previous year due to important factors of relaxation of measures of COVID-19 disease control; as a result, people can resume their normal living. Meanwhile, business operators have more confidence in the economic condition, and the Government has the fully-reopen-to-tourism policy. In addition, situations outside the country have started to lessen the stress. With these positive factors, business operators have gained more confidence to invest in the real estate business sector; as a result, the demand on application for horizontal building construction licenses has increased and clearly expanded in some areas but the demand of condominium has clearly decreased.

The overview of the real estate business has received important positive factors from the measure of reduction of ownership transfer fees and the mortgage fees for residences valued not exceeding 3 million baht and extending to cover the second-hand residences. Meanwhile, the Bank of Thailand has temporarily relaxed the MLT measures for at least the second loan agreement executed from 20th October 2021 until 31st December 2022. As a result, the number of cases of ownership transfer has expanded both in quantities and value of ownership

transfer of residences at the price of not exceeding 3 million baht when compared to those in the same period of 2021, which indicated that the Government's measures have positive results to the real estate business significantly and resulting in the expansion in terms of the numbers of projects and residential units.

However, negative factors may cause the slowdown of the overall economy of the real estate business sector including the Russian-Ukrainian War which has caused the increasing oil prices and higher cost of living, the increasing prices of construction materials, labor shortage in the construction sector, and the increasing household debts, and the increasing interest rates; as a result, the real estate markets have been more slowly recovered from those predicted. In addition, the recovery of the residential market also depends on important factors of COVID-19 situations. In case, there is new outbreak of COVID-19 disease, it will affect the economic recovery and the purchasing power of people and it is expected that business operators shall emphasize more construction of new projects in locations of communities and middle-class and upper-class customer groups. According to situations in the whole year of 2022, the real estate market has still encountered pressures from the measure of reduction of the ownership transfer fees which urged the purchase and reservation of residences. Since the COVID-19 situations have recovered; as a result, in 2022, the number of new projects, reservation and ownership transfer has tremendously increased from those in 2021, and it is expected that the situations will continuously improve in 2023. However, there are worrisome factors in terms of discontinuance of LTV relaxation measures but there are positive factors including the extended measure of ownership transfer fee reduction from 2022.

In 2022, there were totally 429 new real estate projects, including 421 residential projects and 8 other types of real estate projects, with the total of 107,183 sale units in the market and the total value of development of 474,596 million baht and the average unit price of 4.428 million baht. At present, there are 218,846 remaining units in the market, divided into condominium units (39%), townhouses (34%), detached houses (16%) and semi-detached houses (9%). In 2022, foreigners have bought 4,203 condominium units in Bangkok and its vicinity from the total sale of 51,093 units or equal to approximately 8% with the total value of 20,364 million baht from the total sale value of 183,910 million baht or equal to approximately 11%. Therefore, it is expected that this year foreigners will buy real estates at the same proportions before the COVID-19 outbreaks.

However, the purchasing power of foreigners may insignificantly urge the Thai economy because the total number of residential units as bought by foreigners (including horizontal residences) is very few in proportions to the whole sale volumes thereof.

Regarding the trends in 2023, it is predicted that the real estate market will continue growing by taking account of the number of sale units in the overall market; and in 2024, it is predicted that the real estate market will continue growing slightly, with positive factors from the Government's real estate stimulus measures. Meanwhile, the real estate market still has the real demand with affordable investor groups and the fully-reopen-to-tourism policy and attraction of purchasing power of foreigners. At the same time, there are negative factors including the Russian-Ukrainian War, household debts and high inflation, higher costs of project development, increasing interest rates and the latest LVT measures. However, residential prices this year will be equal to those in the previous year, i.e., at an average price of approximately 4.6 million baht despite the increasing cost prices.

The opening of new residential projects in 2022 is almost equal to those in 2019 (before the COVID-19 outbreaks), which indicates that the residential market in Bangkok and its vicinity has recovered without depending on the purchasing power of foreigners. At the same time, the number of remaining sale units of the previous year are more than 200,000 units; as a result, there are concerns among several parties that, in 2025, there will be problems of oversupply of real estates in the market and will result in the decreasing prices of real estate projects due to the increasing supply thereof.

From the aforementioned market situation and competition, the company has set a marketing strategy to operate the business for maximum efficiency. The strategy consists of;

1. Brand Strategy

The Company has created an image to adjust the Brand Image by emphasizing being an NC GROUP, as well as changing the brand of the project and adjusting the presentation style of the sales staff to be professional in Digital Marketing to apply and understand to adjust the advertising format in the IMC (Integrated Marketing Communication) style of marketing communications,

including Digital media, public relations, and various, offline media so that new and old customers can get to know and understand the level of each brand's products even more and can immediately decide which product level or brand is suitable for the needs by using the brand as a classifier and the level of the product which is divided into two groups: Premium group and Common group.

The Company desires to create a collaborative touchpoint experience where customers can see, feel and feel in a five-sense format when they visit every project that is on sale. In order to create a feeling of impression, interesting, exciting, interesting to follow (Interest at first sight) in the 4 main parts that create an impression of customers, namely the sales office area at the entrance of the project, the area within the project and ready-to-sell houses that are open for viewing.

The Company publicizes the improvement of the brand image of NC GROUP and promotes each brand continuously in each marketing communication channel in a new way.

Event Marketing focuses on building brand awareness and generating sales by organizing sales promotions along with activities in accordance with the needs of the customers and reaching the target audience who are real customers, which ongoing activities help create "Brand Personality" works both in terms of building brand awareness and generating sales at the same time.

Digital Marketing is a communication trend that is suitable for situations that require distance during this Covid-19 epidemic, focusing on building reach and awareness of Brand NC from Corporate Brand level to Project Brand level with a modern image that combines with living and promoting the campaign perfectly, etc.

2. Differentiate Strategy

The Company has formulated specific concepts for each project to make a difference. There is a project plan design and house style developed primarily during the past three years, with the design change from a style with a Thai touch to a Modern Tropical, Modern Contemporary or Modern Art Deco, etc. , focusing on benefits and usability of space both inside and outside the house. The interior focuses on responding to the lifestyles of the new generation residents such as Green Room, Walk-in Closet, guest house, Royal Suite, and after-sales project management that is unique to the residents or the design of the utility (Function), the garden house concept project, both inside and outside the house to experience the garden view fully. The Company has developed products to support living in 3 generations by applying universal design principles and focusing on developing Aging care innovation design to increase the happiness of everyone in the family. In addition, the Company has designed a new house under the concept of "We care / Wellness", taking into account the exceptional bedroom below that accommodates the elderly who can relax without having to go upstairs, which each house type is a house that is not very big but has four bedrooms, etc.

The product brand structure is consistent with the Brand Portfolio and the Brand Image of NC GROUP by developing each house design by researching in Customer Insight to create the house designs and projects by the behavior of the Real Target Group. Each segment is divided to be different according to the price level. In addition, the company also cares about the environment by paying attention to the materials used with care about ECO Friendly because the new generation cares about the environment.

Adaptive Function Design: The Company has created a Design Option for customers to modify the living space in the house, such as adding a bedroom downstairs, a garage or a living room, etc., allowing customers to add or modify the living space in the house according to their satisfaction.

The Company's projects will have a common area as a distinctive feature because despite different concepts in each project which result in different allocation of common areas, the utility and common areas of each project will be allocated more space than the legal limit to add shade and uniqueness to the community in the village as well

In order to make the house modern and suitable for the use of customers and also in line with the trend of aging society, the Company never stops bringing innovation and technology for housing to develop products and services leading to meet the needs of customers to live comfortably and safely with the utmost confidence that customers will receive the best in living and have a good quality of life for the whole family as the word N.C. Home Expert Living Care.

3. Quality Standard

Systematic operation and inspection processes in every step to ensure that houses and projects comply with international standards established in accordance with the procedures of ISO 9001:2008, covering from project design (Site Plan), control, construction, after-sales management as well as offering after sales service with a 5-year guarantee on the structure of the house after

the transfer is a strategy that ensures customers can be assured that the quality of the company's projects meets the same standards. Direct communication to the management through the Customer Relations Department (CFR: Customer Feedback Records) will be one of the channels for customers to have the opportunity to investigate and complain about non-standard construction works and have timely corrections. It also creates satisfaction and builds confidence for customers as well. In this regard, in 2009-2012, the Company also received a star-rated real estate business operator plaque from the Office of the Consumer Protection Board (OCPB), which is a guarantee that the Company is an entrepreneur who is aware of morals and ethics, and being socially responsible for advertising, contracting, producing and selling goods and services that truly care about consumers.

4. Good after Sale Service

The Company realizes the importance of long-term customer satisfaction. Therefore, focuses on building a good quality of life for customers and communities in the project after closing the sale by setting up a good community management system to create Customer Lifetime Value. That is to say, Quality Living Management Company Limited was set up to operate the Company's project management business systematically. More common areas, consisting of clubs, gardens, and sporting venues, are designated by law and continue organizing various activities for the residents to have activities together. The Company has developed a customer care and service system, a complaint handling service system (CRM: Customer Relations Management) by the Company's customer relations department to reassure residents and to maintain market characteristics and project concepts.

5. Research & Development Strategy

The Company realizes the importance of information on customer demand in the market very much by establishing a business development unit to conduct market research before purchasing land and launching new projects. Customer demand research, market condition analysis, competitor analysis and market gaps are conducted as well as ongoing government policies to study the feasibility of the project, competitive conditions, potential of target customers and product development to meet the needs of customers with systematic research.

6. Price Strategy

The Company has the policy to set the selling price in the form of a competitive price in the project's location and aims to provide added value to the project's customers with confidence in good community conditions after the project closure. In determining the target customers as a source of pricing, all relevant factors are considered, including project location and market opportunities, the behavior of target customers and market prices of nearby competitors compared to the cost of implementing the project and then determine the price strategy according to the market gap that is open in that area to suit the competitive strategy as well.

7. Strategy for project implementation to cover Bangkok 4 zones, metropolitan area, and continuous expansion into large provinces in the region with high potential

Initially, the Company was the leader in the housing market in the North Bangkok area; the Company has used a strategy to study the market in other zones in the past period, both through the Company's direct projects and outsourcing project management. This makes the Company more specialized in different areas and from the success of the pilot projects in other areas. At present, the Company has carried out projects covering the main Bangkok area in 4 zones, the metropolitan area, and continuously expanding to large provinces in the region with high potentials, such as Chonburi and Chiang Mai, which are locations with high growth potential. There is a transportation system and utilities ready, and there is an ideal location for living in which the opening of the project covers the surrounding area. As a result, the brand "NC Group" is known more and gives customers confidence in the growth of the business.

The Company has continued its policy to expand its investments to areas that are good locations with potential continually in order to expand its base and reach a wider variety of customers. as well as to diversify the risk from the concentration of the company's projects as well.

In the current situation with the spread of Covid-19, communication styles and presentations, distribution channels to reach target customers have been shifted to focus on online or digital marketing channels that are very important. For marketing, the development of distribution channels or ongoing communication is a priority to fully promote the quality of accessibility and measures to protect and take care of customers who honor visiting the project. NC also has reasonable standard measures to ensure every visit to the NC project in every project.

Characteristics of Target Customers

The characteristics of the Company's target customers differ depending on the location of the project, the nature of the project, and the competitive situation that creates a marketing gap suitable for that target customer group. The Company has a mix of customers due to the risk diversification policy in project locations and customer groups to cover all areas and target groups. However, the Company focuses primarily on consumers with medium to high purchasing power. The past data found that 25 - 30 percent of customer acquisitions were customers from referrals of old customers in the project (MGM: Member Gets Member), which reflects the continued trust of customers.

Sales and Distribution Channels

The Company's main distribution channels can be divided into 10 main channels as follows:

1. Direct sales channels through each project office of the Company.
2. Issuing home sales booths at various home exhibitions organized by the Real Estate Association.
3. Issuing booths at leading department stores to reach more direct target groups.
4. Association channels related to home sales.
5. Recommendation from old customers in the project.
6. On-line marketing: Social Network, Facebook, Google Ad., E-Newsletters, Web Banner, and YouTube.

   66 (0) 2993-5080-7
   ir@ncgroup.com nc_housing
   ncgroup.co.th @NCFamilyChannel
   /nchappyhome @nchappyhome
7. Billboards, signposts in nearby areas.
8. Leaflet publications, project brochure.
9. Newspapers, magazines and book publishing "Household Guide" that operates in conjunction with home magazines to distribute to customers.
10. Direct mailing to target customers.

NCXT

NC CROSS INNOVATION & HOME TECHNOLOGY

SMART ECO

SMART CARE

ECO DESIGN

- Layout Design
- Landscape Design
- Mass & Void Design
- Shading Design
- Material Design

ECO DESIGN

- Insulation System
- Active Airflow System
- Solar Rooftop System
- Water Saving System

WELLNESS INNOVATION

- Universal Design
- Movable Access Area
- Safety Restroom
- Comfort Floor System
- Temperature Control
- Facilities Care
- Safety Materials

SECURITY SYSTEM

- Video Door Phone
- CCTV System
- Emergency Lighting
- Mobile Alarm System

Currently, the Company and its subsidiaries have ongoing projects as of December 31, 2022 as follows:

	Project name/ Year of the project	Year of the project Area (rai)	Business Characteristics	price per unit (million baht)	number of project			sold			transferred			balance transfer		
					unit	sale value (million baht)	investment value (million baht)	unit	value (million baht)	%	unit	value (million baht)	%	unit	value (million baht)	%
	North Zone															
1	Thanyathani Home on Green Village 2	ring road Lam Luk Ka, Khlong 5/ 123-0-34.2 Rai	detached house	5.0-7.0	236	1,660.9	1,095.7	235	1,620.0	99.6	235	1,620.0	99.6	-	-	-
2	Baan Fah Piyarom Tendro (Phase 15)	ring road Lam Luk Ka, Khlong 6/ 47-0-15.8 Rai	twin house townhouse	1.9-3.9	422	1,125.6	735.6	422	1,125.6	100.0	422	1,125.6	100.0	-	-	-
3	NC on Green Charm	ring road Lam Luk Ka, Khlong 5/ 32-2-64.2 Rai	detached house	5.5-20.0	109	950.4	613.0	109	950.4	100.0	109	950.4	100.0	-	-	-
4	Baan Fah Piyarom Nordern (Phase 16)	ring road Lam Luk Ka, Khlong 6/ 37-2-79.8 Rai	detached house	5.0-9.9	141	929.5	798.9	93	625.1	66.0	90	601.8	63.8	3	23.4	3.7
5	Baan Fah Piyarom Neola (Phase 17)	ring road Lam Luk Ka, Khlong 6/ 39-0-27.1 Rai	twin house townhouse	2.1-5.0	318	1,024.0	573.4	271	878.2	85.2	256	823.0	80.5	15	55.2	6.3
6	Baan Fah Green Park Time Lam Luk Ka, Khlong 7	ring road Lam Luk Ka, Khlong 7/ 40-2-39.1 Rai	twin house townhouse	1.5-3.45	439	864.3	590.0	219	467.9	49.9	197	424.2	44.9	22	43.7	9.3
7	NC On Green Charm Charm Classic	ring road Lam Luk Ka, Khlong 5/ 37-0.73-9 Rai	detached house	5.4-19.0	141	1,037.9	613.9	73	554.4	51.8	65	499.4	46.1	8	55.0	9.9
8	NC On Green Plam Park 2	ring road Lam Luk Ka, Khlong 5/ 37-0-41.1 Rai	twin house townhouse	2.1-4.6	291	965.3	613.4	163	566.7	56.0	150	526.8	51.5	13	40.0	7.1

Project name/ Year of the project	Year of the project Area (rai)	Business Characteristics	price per unit (million baht)	number of project			sold			transferred			balance transfer		
				unit	sale value (million baht)	investment value (million baht)	unit	value (million baht)	%	unit	value (million baht)	%	unit	value (million baht)	%
9 Baan Fah Greenery Neola Rangsit Klong 2	ring road Lam Luk Ka, Khlong 5/ 40-1-85.5 Rai	twin house townhouse	3.7-7.2	218	980.9	674.9	14	58.4	6.4	9	38.1	4.1	5	20.3	34.8
western zone															
10 Baan Fah Townie Pinklao Don Wai	Phutthamonthon Rd. Line 5, Nakhon Pathom Province 34-0-04.7 Rai	townhouse	2.4-3.8	328	975.7	707.9	328	975.7	100.0	328	975.7	100.0	-	-	-
11 Baan Fah Greenery Pakkred-Ratchapruek	Pak Kret Ratchaphruek, Nonthaburi Province 24-1-00.8 Rai	detached house	4.0-12.6	129	731.5	496.9	128	724.8	99.2	128	724.8	99.2	-	-	-
12 Baan Fah Greenery Tiwa - Line 5	Borommarat chachonnani Rd. Sampran, Nakhon Pathom Province 25-2-67.2 Rai	twin house townhouse	4.2-14.0	130	755.2	512.0	130	755.2	100.0	130	755.2	100.0	-	-	0.0
13 Baan Fah Greenery Theo Petchkasem - Pinklao	Phutthamonthon Rd. Sri5, Nakhon Pathom Province 58-3-51.1 Rai	detached house twin house townhouse	2.5-10.8	387	1,763.9	1,211.1	107	435.1	27.6	89	361.4	23.0	18	73.6	16.9
14 Baan Fah Greenery Theo Chaiyaphruek-Chaengwattana	Bang Bua Thong District Nonthaburi 43-3-81.9 Rai	twin house townhouse	4.5-8.9	218	1,397.5	955.4	20	124.4	9.2	4	28.2	1.8	16	96.2	77.3

	Project name/ Year of the project	Year of the project Area (rai)	Business Characteristics	price per unit (million baht)	number of project			sold			transferred			balance transfer		
					unit	sale value (million baht)	investment value (million baht)	unit	value (million baht)	%	unit	value (million baht)	%	unit	value (million baht)	%
	South zone															
15	Narisa Thonburirom	Pracha Uthit Rd. Rat Burana 51-2-69.6 Rai	detached house	5.0-12.0	60	403.0	285.5	59	395.0	98.3	59	395.0	98.3	-	-	-
16	Baan Fah Green Park Royal Thonburirom	Pracha Uthit Rd. Thung Khru 65-1-54.1 Rai	twin house townhouse	4.6-11.0	258	1,200.3	866.1	258	1,200.3	99.6	258	1,200.3	100.0	-	-	-
	Other zones															
17	Condo Naturesa North Pattaya (Phase 1)	Bang Lamung District Chonburi 4-0-66 Rai	condominium	0.89-3.6	406	621.3	435.6	402	608.4	99.0	402	608.4	99.0	-	-	-
18	Condo Naturesa North Pattaya (Phase 2)	Bang Lamung District Chonburi 4-0-66 Rai	condominium	1.1-3.9	406	667.8	436.8	403	659.5	99.3	402	656.5	99.0	1	3.0	0.5
19	Condo Diamont Chiang Mai	Muang Chiang Mai 4-0-28.4 Rai	condominium	2.2-4.0	77	182.2	153.7	77	182.2	100.0	76	179.2	98.7	1	3.0	1.6
20	Baan Fah Greenery Loft Pattaya	Bang Lamung District Chonburi 14-2-29 Rai	twin house	3.89-6.40	74	335.1	239.5	35	155.5	47.3	25	109.6	33.8	10	45.9	29.5

Integrated Project and Business Management

N.C. Property Management Company Limited (NCPM) (Subsidiary): operates a full-service project management business in terms of sales and marketing management, construction, and transfers in a manner of rehabilitation and joint administration with landowners. In addition, NCPM considers holding shares in related businesses and other businesses that the Board of Directors and the Executive Committee considered appropriate such as Project&Property Management, Health Care, Precast Product, etc.

- **Wellness and Health Care Business, Precast Product**
  - Siri Arun Wellness Co., Ltd. (NCPM's Precast Product subsidiary) operates the business of providing care for the elderly and supporting patients in the rehabilitation period. Currently, there are 2 branches: Bangkok and Ubon Ratchathani.

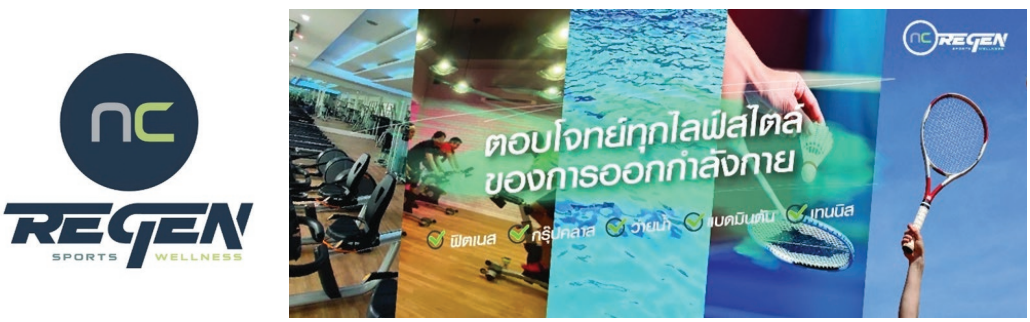
SIRIARUN WELLNESS

SIRIARUN CARE

o NC Regen is a full-service sports complex that accommodates residents' and new generations' passion for wellbeing. Currently, there are 2 branches: Lam Luk Ka Klong 5 and Lam Luk Ka Klong 6.

Regen Sports & Golf : K5

Regen Sports & Wellness : K6



o Precast Product

Precast concrete slab business to support NCH's construction work which benefits NCH to control the cost of production and delivery time as well.

Community Management Business

Quality Living Management Company Limited (QLM) (Subsidiary): which is a subsidiary of the Group, operates community management services for housing projects and condominiums after the transfer. In 2022, the Company managed a total of 19 community projects.

Competitiveness

Throughout the past 28 years, the Company has been a strong and stable organization that has been able to overcome the economic crisis well throughout the business process and continues to continuously build the NC GROUP brand to expand its business growth in the future. Due to this, the Company has several strengths which will be the factors that make the Company have competitive potential as follows:

1) The Company can compete with others in terms of cost. At present, the Company has vacant land awaiting development in Bangkok and its vicinities and important economic cities such as Chonburi, Chiang Mai, and Udon Thani, etc., which is considered sufficient to expand investment and generate revenue growth in the future.

The Company has continually developed its construction with a precast or precast construction system to create competitiveness in the real estate market in the long run, to control production quality, reduce construction cost risks, reduce labor skill problems. and a shortage of contractors, shorten the construction time, allowing for faster sales and transfer of ownership to customers.

If considering the financial liquidity, it was found that currently, the Company's debt to equity ratio is 0.64 times. The debt-to-equity ratio is still at an acceptable risk management level. and below the industry average, demonstrating the ability to expand investment in the future.

2) The Company has the policy to create confidence and the highest satisfaction for customers. In 1999, the Company was the first operator to initiate "Fair Contract System" and was the first housing company in Thailand to be ISO 9002 certified. In addition, in 2009-2012, the Company received a star-rated real estate business operator plaque from the Office of the Consumer Protection Board (OCPB), which made the company trust and be confident in the quality of good products and services from customers all the time, which found that more than 25 -30 percent of customers came from referrals of old customers.

3) From the competitive conditions of the real estate market, The Company, therefore, attaches importance to research and development and has constantly been innovating in new house designs, for example, Baan Fah Piyarom NIVA, which has been completed and has been redesigned to meet the needs of the new generation. It is a Modern Tropical style that the public and homebuyers have well received. In addition, the NC ON GREEN CHARM project was created to emphasize the building of the NC GROUP brand to be widely known that NC can create a high-end project with the potential to reach the premium customer market. In addition, the Company is preparing to launch a new project to meet the demand for luxury housing, focusing on living technology and continuous development. This indicates

the ability to create unique home designs. In addition, the Company has the policy to offer homes to meet the needs of customers under the concept of building a house according to all age groups (All Generation), from young people to large families. It focuses on building a system and community management after the sale according to the lifestyle in which customers need more convenience with innovation and technology that responds to living from the present to the future.

4) The Company has experienced executives who have been in the business for a long time. As a result, they have a good understanding of real estate business and can respond to the needs of customers in all dimensions.

Procurement of Products or Services

Procurement of Products

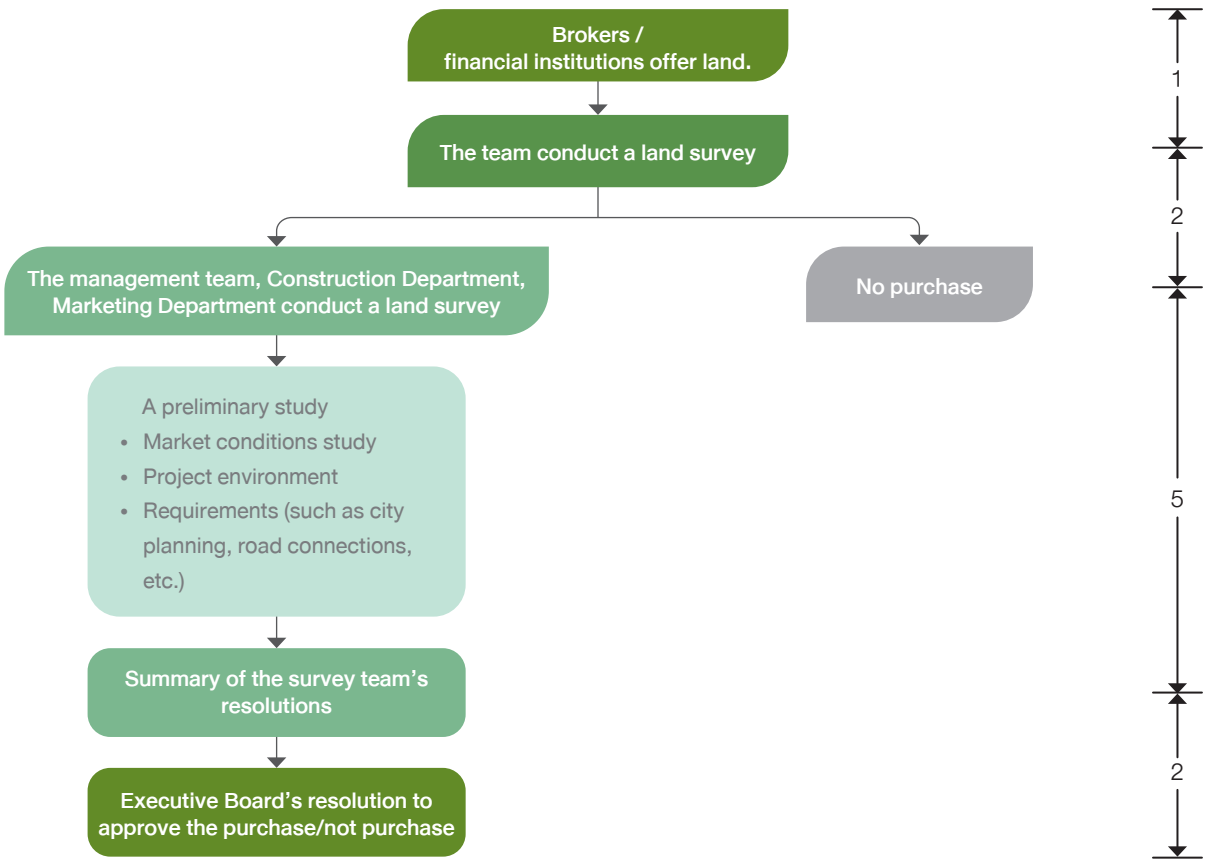
In project development, the company adheres to the principle of caution in considering business operations. Normally, the Company's project takes an average time to develop a project until the revenue can be recognized about 8-12 months (the average time of project development until the sale is closed and the ownership transfer is about 3-4 years). There are operating procedures as follows:

Plan \ Month	0	1	2	3	4	5	6	7	8	9	10	11	12
Purchasing Process													
Preparatory Stage													
Project Analysis and Market Survey													
Design Project Plans and House Designs													
Construction Permit													
Approval for Allocation and Utilities													
Construction Stage													
Bid for Contractors and Construction Work of Fully-furnished Houses													
Bid for Contractors and Construction Work of Custom-built Houses													
Marketing and Sales Stage													
Marketing and Sales Preparation													
Contracting, Installments, Down payments Period													
Transfer of Ownership to Customers													

Land Purchase

The Company has policy to purchase land through the review process of Executive Committee. Audit Committee, Board of Directors and sshareholders according to the scope of authorities and duties of each committee and operate in accordance with the rules and regulations of the relevant laws. Executives or any person may be authorized to act as an agent in purchasing land for the best benefit of the Company and its subsidiaries.

The land is the main cost of approximately 20 - 25% of running a real estate business and is a crucial competitive factor. Therefore, the Company attaches great importance to the purchase of land. At present, the Company has a policy to acquire land from 2 sources, namely from financial institutions such as Financial Institutions Asset Management Corporation (TAMC), Thai Asset Management Corporation (TAMC), and purchase through land brokers. The main steps are as follows:



Procurement of Contractors

The Company has set target areas in each zone to be in line with future project developments. When there is a channel for purchasing land, the Company's working group will take approximately 1-2 weeks to conduct a survey for approval of the purchase. Land selection criteria will take into account market demand and supply, environment, transportation and infrastructure. The company will be able to develop projects on vacant land within 6-8 months.

Since 2000, the Company has considered sources to purchase vacant land or housing projects under development as collateral for non-performing debts of financial institutions. Financial Institution Asset Management Corporation or Thai Asset Management Corporation and a financial advisor to rehabilitate debtors as it is a channel for obtaining quality assets at a price lower than the market price. For housing projects under development, the Company will consider the feasibility of the project, plan to implement the remodeling of houses and projects, and consider the strategy for implementation, such as project management for development or a turnkey project management contract by a subsidiary, N.C. Property Management Company Limited, such as joining the Thanyathani Home on Green project management with the former operator. The Company will receive compensation in project management fees and compensation for selling houses to customers in the project.

Recruitment of Construction Contractors

The Company hires medium and small contractors to construct the Company's projects. At present, the Company has building contractors. (Contractors) who accept a total of 35, most of them are contractors who have worked with the Company for a while. If the Company adds new projects, the Company can hire more contractors. At present, the Company has contractors in the name list, and history registration of all building contractors, 65 people who have passed the qualification process according to the standards set by the Company, the Company has a clear procedure for hiring contractors as specified. in the ISO 9001:2015 standard system to ensure that various construction contractors will be able to perform construction work of standard quality. The Company will determine the house designs and prices for the contractors according to the house designs of the Company, and the contractors who meet the standards according to the Company's list of names will offer the work to the Company to consider allocating work to the contractor according to the production capability. The contractor will supply various construction materials themselves according to the designs and standards set by the Company.

The Company controls the quality of the contractor's work by inspecting the work to be by the Company's operational manual, which has standard criteria for assessing the quality of work, working hours, labor, equipment and tools, administration, and use of working capital. The Company arranges for inspections by the supervisor (Foreman) / Engineer (Engineer) for each department, which is on average ten houses per 1 person and produces regular inspection reports, including quality inspection (QC) in each phase from the central engineer to control the construction quality before delivering to the next customer.

Procurement of Building Materials

The contractor will supply tools, equipment, machinery, equipment, and construction materials according to the list of materials that the Company has specified in the Company's manual according to ISO 9001:2015 standards. The materials used by the contractor must be considered quality and standards from the Company first, except the primary control materials that the Company will supply itself to control the quality and product standards, such as piles, laminate flooring, carpet, marble, granite work, frames and shutters, termite control work, etc. The procurement department will hold a meeting to survey the construction site monthly to prepare MRP (Material Requirement Planning). The Company has the policy to purchase construction materials according to the quantity needed to avoid stock control problems. In the case of rare materials, prices and amounts will be agreed upon in advance with the manufacturer to prevent the risk of raw material shortage.

Environmental Impact

The Company operates its business with an awareness of the importance of environmental protection. It has set up a policy on social and ecological responsibility for employees to adhere to guidelines for their work. The Company has a clear infrastructure management system for various projects to prevent problems that may affect the environment, especially the wastewater treatment system. Each house and the central wastewater treatment system of each project. It has complied with the standard operating procedures in ISO 9001:2015, which covers all relevant regulations. However, the Company has not had any environmental disputes or litigation cases in the past three years. Any projects requiring an Environmental Impact Assessment (EIA) study have been fully carried out.

Assets Used in Business :

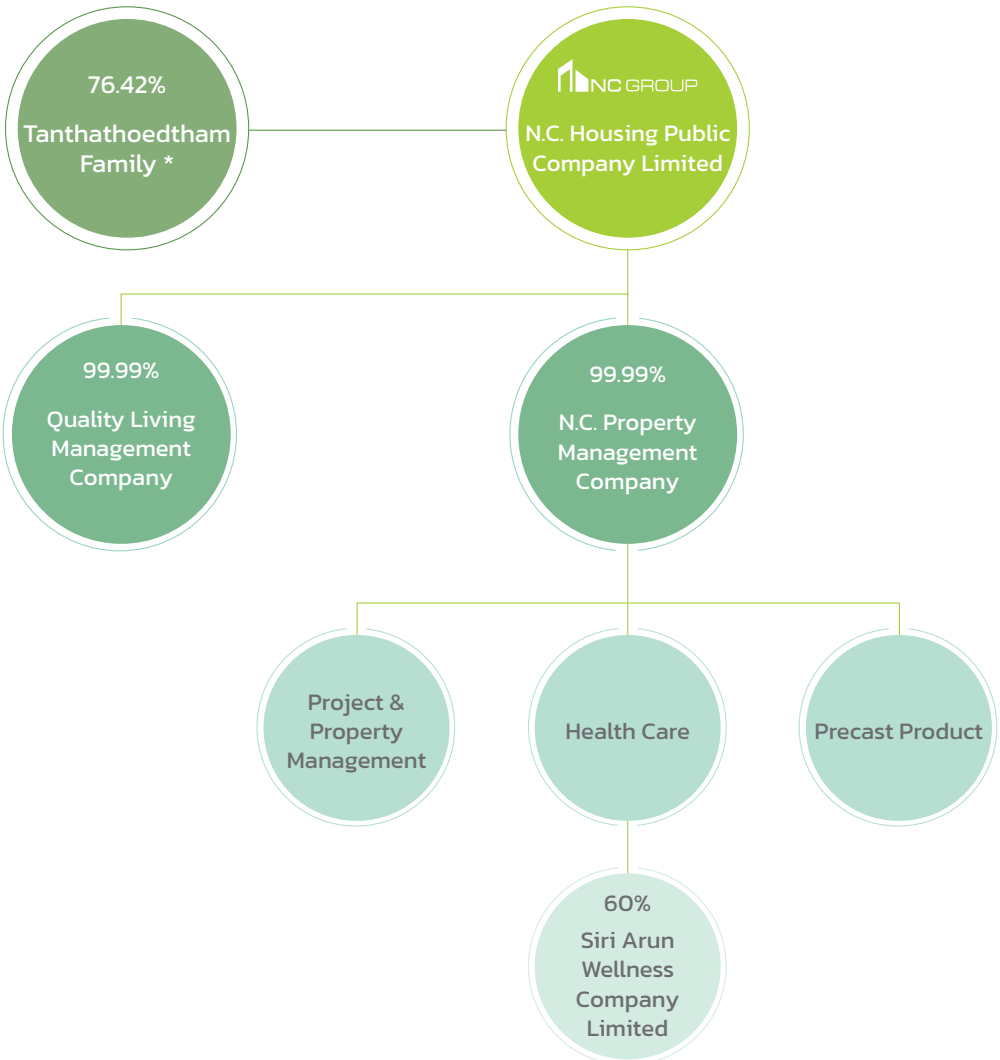
As of December 31, 2022. Details in attachment 4

Work in Progress

As of December 31, 2022, the Company has sales of houses that have been reserved and awaiting delivery in 11 projects, totaling 112 units with a total value of 459.30 million baht of the total project value that is currently in operation.

Shareholding Structure of the Group of Companies

Shareholding Structure of the Group as of 31 December 2022



Note : * Tanthathoedtham Family means shareholders with the surname of Tanthathoedtham and related persons.

Shareholders

Major Shareholders as of December 30, 2022

No.	Shareholders' Name		Number of Shares	% to Paid up Share Capital
1	NCH 2555 Holding Co., Ltd.		635,094,995	51.00%
2	Mrs.Sunee	Tanthathoedtham	44,024,190	3.54%
3	Mr.Somnuek	Tanthathoedtham	29,610,000	2.38%
4	Mr.Sujin	Tanthathoedtham	27,962,025	2.25%
5	Mr.Prasit	Tanthathoedtham	27,748,035	2.23%
6	Mr.Somchao	Tanthathoedtham	23,452,690	1.88%
7	Ms.Hataichanok	Jeadsadavaranggoon	24,025,490	1.93%
8	Ms.Rattana	Tanthathoedtham	17,130,960	1.38%
9	Ms.Amporn	Tanthathoedtham	17,130,960	1.38%
10	Mrs.Nongluck	Tanthathoedtham	13,981,590	1.12%
11	Mrs.Somporn	Decharin	13,980,960	1.12%
12	Mrs.Somsong	Lawanprasert	13,980,960	1.12%
13	Mrs.Sataporn	Pitakteeratum	13,980,960	1.12%
14	Mr.Nattawit	Tanthathoedtham	9,057,825	0.73%
15	Mr.Nattawut	Tanthathoedtham	9,057,825	0.73%
16	Mr.Pakaphol	Terakulvanich	3,538,290	0.28%
17	Ms.Natchaya	Tanthathoedtham	2,708,490	0.22%
18	Mr.Atip	Lawanprasert	1,963,290	0.16%
19	Mr.Chawin	Pitakteeratum	1,963,290	0.16%
20	Ms.Arisa	Tanthathoedtham	1,963,290	0.16%
21	Ms.Napasorn	Tanthathoedtham	1,963,290	0.16%
22	Mr.Alek	Lawanprasert	1,963,290	0.16%
23	Ms.Chanakarn	Pitakteeratum	1,963,290	0.16%
24	Ms.Nudchanard	Tanthathoedtham	1,963,290	0.16%
25	Mrs. Jintana	Jeadsadavaranggoon	1,640,000	0.13%
26	Ms.Suporn	Decharin	1,438,290	0.12%

No.	Shareholders' Name		Number of Shares	% to Paid up Share Capital
27	Mr. Aukrit	Tanthathoedtham	1,438,290	0.12%
28	Ms.Papit	Decharin	1,438,290	0.12%
29	Ms.Chutima	Tanthathoedtham	1,438,290	0.12%
30	Ms.Pattama	Tanthathoedtham	1,444,290	0.12%
31	Ms.Paporn	Decharin	1,438,290	0.12%
32	Mr.Pasakorn	Jeadsadavaranggoon	1,120,150	0.09%
Tanthathoedtham Family			**951,605,165**	**76.42%**
33	Sabina Public Company Limited		52,500,000	4.22%
34	Thai NVDR Company Limited		34,718,071	2.79%
35	Mr.Supot	Ngamsuksawad	21,920,000	1.76%
36	Mr.Nithipong	Durongwattana	6,408,300	0.51%
37	Mr.Chaiyot	Sae-eung	4,300,000	0.35%
38	Ms.Sirincha	Sitthichaiwiset	3,929,500	0.32%
39	Mrs.Ratri	Kijsathan	3,885,000	0.31%
40	Morgan Stanley & Co. International Plc.		3,000,000	0.24%
Other Minor Shareholders			**293,678,526**	**23.58%**
Total			**1,245,283,691**	**100.00%**

Source : Thailand Securities Depository Company Limited (TSD)

Note :
1. Shareholders ranked 1-32 are members of the Tanthathoedtham Family who hold a total of 951,605,165 shares accounting for 76.42% of the Company's paid up shares capital
2. Mr. Viroj Thanalongkorn, majority shareholder of the Sabina Public Company Limited holding 46.38% of the Company's total paid - up shares as of August 25, 2022
3. Investors are able to access to information on current shareholders via the Company's website www.ncgroup.co.th

Agreement between major shareholders

- none -

Amount of registered and paid-up capital

As of December 30, 2022, the company has registered capital 1,245,284,305 baht divided into ordinary shares 1,245,284,305 shares, paid-up 1,245,283,691 baht divided into ordinary shares 1,245,283,691 shares with a par value of 1 baht per share.

Issuance of Other Securities

Debentures No. 1/2564

Dividend Payment Policy

The Company has a policy to pay dividends at a rate of not less than 40 percent of net profit after tax and statutory reserves of the consolidated financial statements. In this regard, dividend payment must be taken into account by various factors such as the Company's operating performance and financial position, liquidity, business expansion and other factors related to the Company's management. It must be under the conditions that such action must be in the best interests of the Company and its shareholders.

For the subsidiary's dividend payment policy, the subsidiary's Board of Directors will consider the remaining cash flows compared to the subsidiary's investment budget. If the remaining cash flow is sufficient after the legal provision, the Board of Directors of the subsidiary will consider the appropriate dividend payment on a case-by-case basis.

The past history of dividend payment of the company is as follows:

Years	2020	2021	2022
Net Profit (MB.)	112.50	251.93	349.38
Dividend Payment (baht per share)	0.04	0.08	0.11*
Dividend Payment Per Net profit (%) after legal reserve	46.86	41.78	41.35

* The right to receive dividend still uncertain due to be approved by 2023 Annual General Shareholders Meeting.

Risk Management

Risk Management Policy and Plan

The Company realizes the importance of risk management under changes from internal and external factors that may affect the business. Therefore, risk management in various areas has been assigned by assigning the Risk Management Working Group to oversee the risk management, responsible for jointly formulating the overall risk management policy and guidelines. It also considers the annual risk management action plan and sets it up as a critical agenda in the quarterly board meetings to ensure that the risk management measures are adequate at the appropriate level and manage the risks to an acceptable level as well as monitoring and evaluating the Company's risk management with the hope that risk management is a tool to reduce potential damage for the Company to have sustainable growth and create added value for shareholders in the long run by allowing Executives and employees at all levels to participate in risk management to help drive the Company to achieve sustainable goals.

Risk Management Policy :

The Company has applied the risk management guidelines according to international standards (COSO Enterprise Risk Management Framework: COSO ERM Framework) in systematically managing corporate risks and various standards related to business operations. There is a policy to control, supervise and support the implementation of risk management by the strategy and business goals by having to be linked at all levels, including communicating that all employees must follow and promote and encourage all employees at all levels to realize their responsibility for joint risk management to create a corporate culture. In this regard, to reduce the potential impact on business operations and to improve the Company's operations to be in the same direction throughout the organization, the Board of Directors has therefore established a risk management policy and risk management structure as follows:

1. The Risk Management Working Group is responsible for formulating overall risk management policies that must cover critical risks, preparing a risk assessment schedule, setting up risk indicators, and preparing reports on risks by the risk management process that the company operates.
2. The risk management plan must be consistent with the policies and strategies set by the company, able to assess, monitor and monitor the company's risk amount to an appropriate level.
3. Review the adequacy of the risk management program, including the effectiveness of the system and the implementation of the established policies.
4. Implementation of this risk management policy must be carried out strictly and continuously under the supervision of the Board of Directors and the Company's management.

The risk management policy is intended to provide a general framework for the Company's risk management based on the principles of good corporate governance in order to instill risk management and internal control into all activities. It is considered an important part of the company's business operations. There is risk management, monitoring, supervision and risk assessment on an ongoing basis. The Company has the objectives of risk management as follows:

1. To implement an internationally standardized risk management system in the same way throughout the organization and make risk management a part of decision making, strategy formulation, plans and operations of the organization.
2. To determine measures and approaches to manage the remaining risks of the organization to an acceptable level by considering measures to reduce the likelihood and/or the impact of risks that may occur effectively which will drive the achievement of the organization's objectives set at both the organizational level and the departmental level.
3. To be able to identify unexpected risks or crises and be able to respond appropriately and timely to reduce losses or damage to the organization.
4. To inform the Board of Directors important risks, trends of risks and overall risks, as well as to supervise the risks with efficiency and effectiveness.
5. To provide knowledge and understanding to all departments and be responsible for regularly identifying, evaluating, and managing critical risks. This includes significant events, activities, processes, and/or projects or significant changes within the organization, taking into account the acceptable level of risk and practicability at a reasonable cost.
6. To communicate and transfer knowledge and understanding of risk management to employees regularly and to encourage employees to be aware of risk ownership as well as to have joint risk management under their responsibilities.
7. To demonstrate compliance with good corporate governance principles and for separating the company, the role of risk management is separated from the work that causes risk (Business Unit).

Acceptable Risk Level

This acceptable level of risk is defined and communicated. It is based on the choice between hypothetical risk and expected probable value to guide employees' management and performance and their ability to accept and manage risk.

The Company has an acceptable level of risk in relation to various risks as follows:

- Financial Management - The Company does not accept risks for unreliable financial reports, including non-compliance with accounting standards.
- Reputation Image - The Company does not accept the risk of damage from reputational damage, deterioration in service quality and declining credibility from stakeholders.
- Compliance with laws and regulations - The Company does not accept the risk of violation of laws or regulations and violations of the Code of Conduct or lack of good corporate governance in the organization.

Risk Management Process

All risks affecting the achievement of corporate strategy objectives, including the risks from the operations department, important business decisions, and key routine operations must be managed as follows:

- Establish objectives that support and align with the organization's mission and align with acceptable risk levels.
- Provide comprehensive and timely identification of risks.
- The likelihood of an event must be assessed and the impact if the risk arises.
- Choose a risk response method in accordance with the organization's risk appetite and risk tolerance, and take into account the expected cost and return.
- Manage risks using control activities designed to provide reasonable assurance that the Company has prevented unacceptable losses.
- Monitor risks to ensure that the company's risks properly managed.

Risk Factors

In 2022, the Risk Management Working Group has established a risk management plan and continual assessment to ensure effective risk management and be able to respond to changes that occur quickly. The risks are divided into 4 areas, namely, strategy risk, administrative risk, financial risk, and governance and legal risk to correct and prevent potential risks directly, clearly and concretely. The performance is monitored and reported to the Board of Directors on a quarterly basis. The details are as follows.

Risk Factors for the Company's Business Operations

1. Strategy Risk

1.1 Growth Strategy

Real estate business is a business with high competition from both existing and new entrepreneurs and entrepreneurs who come together from foreign countries, making the competition more intense. In addition, real estate operators in the market have accelerated product distribution by adopting marketing strategies, especially price reductions to reduce inventories and increase financial liquidity, which directly affects the company's business operations, especially when faced with price competition from the market in the same product group and location. If the company does not seek new strategies or clear improvements to develop, it may not compete in the market. The management, therefore, has a clear business Roadmap to achieve the goals. There is a business management process that can measure progress and recruit skilled personnel to be responsible for the work that meets the needs of the company. The portfolio is managed appropriately to meet the market demand. The products are classified into four groups as follows: 1. Mass Production 2. Premium 3. Condominiums and 4. Economical products.

1.2 New Business Model

At present, people's lifestyles have changed from the original. Technology has played an increasingly important role in people's daily lives. If the Company does not adjust to keep up with the changes, the Company may lose sales opportunities, competition, profitability and unable to operate the business sustainably. This is to meet the needs of new customers. Therefore, the Company has marketed in a new way to create brand awareness and to create awareness of customers more widely by creating a website and media both online and printed in order to reach all groups of customers and can meet the needs of customers more.

In addition, the Company analyzes the market and expands the project to new locations. Create product designs to meet the needs and lifestyles of the new generation of customers and adjust sales and transfer strategies by the new generation's lifestyle to make it easier to access deals.

2. Administrative Risk

2.1 Construction Management

Due to the economic slowdown coupled with ongoing government measures and policies, the Company has to keep an eye on the stock ratio to have enough products to meet the sales and transfer rates. But at the same time, it must not be too burdensome on the Company's expenses. The Company, therefore, analyzes consumer behavior, industry market conditions, and other relevant factors to provide information for proper construction management. At the same time, the Company has adjusted marketing strategies and sales through various channels by changing consumer behavior, generating sales, increasing transfers, and accelerating the distribution of fully-furnished products to be able to manage liquidity effectively to prevent risks from economic volatility and unexpected events that may affect the Company.

2.2 Cost Management

In recession, cost control is essential. If the Company does not control expenses, it may affect the financial liquidity. The Company, therefore, plans to reduce unnecessary costs by creating a clear budget for each department and reviewing expenses every six months to prevent overspending and appointing a working group. to improve compensation criteria such as sales compensation transfer compensation by the Company's current operations.

2.3 Human Resources Management

In order for the Company to become a leader in the real estate trade, the Company has to focus on the development of personnel potential from recruiting qualified personnel to the process of continuous human resource development. There is a clear and fair evaluation that can indicate the potential of the existing personnel. The Company, therefore, evaluates the performance by using KPI (Key Performance Indicator) and Competency as a tool to measure results from the management level to operational level

The Company promotes and supports the development of personnel's potential by providing continuous personnel development. There is a plan to train both group and individual employees to encourage employees to have knowledge and competence. Workforce planning and restructuring and workforce preparation systems are being planned for succession and replacement of near-retirement personnel through internal and external recruiting and upgrading considerations. In addition, there are considerations to increase compensation and/or benefits for talented personnel to motivate them to work with the Company and build morale and prevent the loss of qualified personnel.

2.4 Technology and Information Systems

At present, business competition in terms of innovation and technology is essential and is considered an option for customers. The company, therefore, provides modern tools and various innovation partners to increase business competitiveness. Technology and information systems are introduced into the organization to increase work speed and as a tool to improve work efficiency. There is a data security protection system from processing, storing, tracking, and backing up data to prevent critical incidents or threats from external attacks such as computer viruses, hackers, etc., including software preparation and the number of licenses according to business rules. with transparency and fairness

2.5 Risk factors related to Environmental Impact

As real estate business is a business that causes environmental pollution due to the construction process, the Company has measures to take care of the construction site of the project under the environmental impact assessment standards. (Environmental Impact Assessment: EIA) of the Office of Natural Resources and Environmental Policy and Planning Ministry of Natural Resources and Environment. The Company has given importance to the issue of occupational health and safety from work processes that may affect the community and those involved in various pollution issues, including the impact on the traffic surrounding the construction area caused by the construction process that affects the community.

The Company considers the participation with the government and communities in conducting studies and assessing the project's impact on the quality of the environment and the health of the people in the community and arranges for a process to listen to the opinions of the people and stakeholders first. The internal operations are managed by procuring suitable personal protective equipment according to the type of work and space management in order not to affect the community and surrounding areas of the construction project about good hygiene to the team and residents in the surrounding communities

3. Financial Risk

3.1 Financial Management

The continuous expansion in real estate business increases the Company's opportunity to generate consistent and long-term income. However, real estate business management requires high investment in new projects, including funding for resources or land to develop new projects in the future. If the economy is unfavorable, the Company cannot recognize revenue consistently. Therefore, the Company must be careful in its investment and liquidity management by acquiring additional revenue from new businesses and managing existing assets for maximum benefit and seeking capital reserves and financial alliances. The Company must also look for financial instruments as a backup plan to prevent potential liquidity problems.

However, the Company closely controls, monitors, and analyzes its financial liquidity to plan an appropriate financial plan. They also have a good relationship and has been trusted by many financial institutions to provide excellent credit support, both directly to the Company and credit to customers who purchase products in the project with the Company.

4. Governance and Legal Risks

4.1 Requirements and Laws Related to Doing Business

Due to the real estate business, there are always changes in regulations, laws, and regulations, which may affect business planning, creating new projects, increasing costs and expenses in the company's operations. Therefore, the relevant persons are assigned to monitor the movements of the organization or agencies related to the regulatory affairs of the real estate business regularly to be informed of changes in the rules that may affect the business. This is to prepare for changes in the project development plan by the changes that may occur. There is also always a study of market conditions to develop the project appropriately and under the relevant legal framework.

In this regard, the company will check the legal restrictions and regulations of the relevant agencies in the area every time before starting a new project to prevent any potential risks.

4.2 Corruption

The Company recognizes the problems and potential impacts of corruption. The Company is committed to anti-corruption and adheres to transparent business practices, accountability to stakeholders and in accordance with good corporate governance principles. The Company has announced the intention of the Collective Action Coalition of the Thai private sector against corruption according to the resolution of the Board of Directors Meeting No. 6/2014 held on December 25, 2014.

In this regard, the Company has established policies and guidelines to encourage employees to continuously work with honesty and integrity and has established an Audit and System Development Department as an agency to investigate actions that may cause Corruption, along with guidelines for prevention and appropriate penalties.

Business Sustainability Development

Sustainability Management Policies and Goals

N.C. Housing Public Company Limited aims to operate the business in line with sustainable development based on good governance, including a focus on social responsibility and environment, which is one of the critical factors that will help the company's business operations. Minimize adverse impacts on relevant stakeholders and create mutual values with sincerity so that the company can grow steadily and sustainably in the long run.

Sustainability Management Policy

1. Operate sustainable business in all dimensions, including economy, society, and environment, including promoting sustainable practices for employees.
2. Do business with consideration for all stakeholders, focusing on minimizing negative impacts on stakeholders and sincerely striving to create shared values.
3. Act within the scope of the law. Keep your promises in all applicable agreements and voluntary agreements. Respect international human and labor rights standards including promoting non-discrimination and gender equality.
4. Do business in accordance with good governance principles for transparency and be able to be checked. Avoid and withstand corruption at all stages of business operations and promote fair and ethical behavior for employees throughout the organization.
5. Systematically assess and manage risks through regular monitoring and evaluation. Provide audits by internal and external agencies.
6. Encourage participation with all stakeholders through clear communication channels. Provide accurate and reliable information dissemination. Manage complaints to respond to all stakeholders.
7. Do business with environmental responsibility Choose technologies and practices that reduce negative environmental impacts. Manage the use of natural resources for maximum efficiency and create awareness of operations to minimize the impact on the environment and the community.

Sustainability Management Goals

From the sustainability management policy by sustainable development based on good governance, the Company attaches importance to social and environmental responsibility under good governance and adheres to conducting business with integrity and transparency to drive business with social and environmental responsibility as follows:

Economy	✓ Create good performance, stable growth and maximum benefit to shareholders. ✓ Be trustful as a good debtor for long-term co-operation.
Society	✓ Interesting and appropriate employee benefits and benefits ✓ Taking care of safety, good working environment and employee health ✓ Reducing work accidents ✓ Respect international standards for human and labor rights ✓ Good governance system
Environment	✓ Studying on reducing greenhouse gas emissions through various operational activities ✓ Studying the management of energy conservation, including water and electricity use ✓ Eco-friendly operating materials
Good Governance	✓ No business conflicts arise or occur as little as reasonable. ✓ No litigation or defamation information from any person or organization ✓ No information on unlawful conduct ✓ Able to disclose financial information in a transparent and verifiable manner

Managing Stakeholder Impact in the Business Value Chain

❖ Business Value Chain Stakeholder Analysis

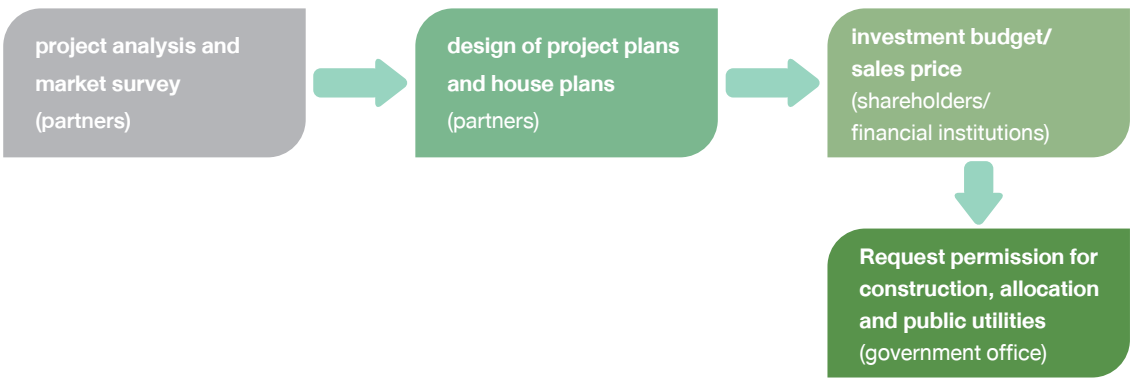
The Company places importance on managing stakeholders in the business value chain. It covers those who are affected or may affect the Company's operations to build confidence for all groups of stakeholders and result in the Company's growth along with generating returns to the Company, in which stakeholders involve.

❖ Business Value Chain

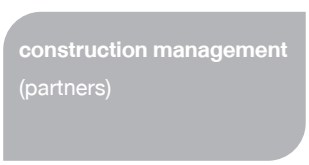
Principles and processes of the Company's operations from start to finish are as follows:

1. Land purchase process

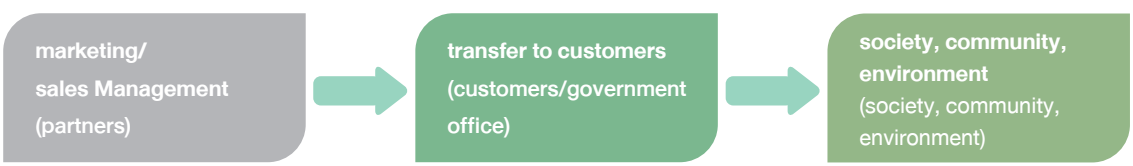
2. Preparatory process



3. Construction process



4. Marketing and sales process



The Company has classified the stakeholder groups into 2 groups: internal stakeholders, namely employees, executives of the Company and its subsidiaries, and external stakeholders, namely customers, business partners, competitors, creditors, government sectors and other relevant agencies.

Group of Stakeholders	Stakeholder Expectations	Response to stakeholders' expectations
Executives of the Company and its subsidiaries	• Develop the company to have sustainable growth, resulting in a good return in the long run. • Treat shareholders equally. • Anti-corruption in all forms • Disclose information accurately, completely and in a timely manner, as well as appropriate risk management.	• Strive to create good performance, stable growth for the best interests of shareholders. • Allocate communication channels with shareholders to listen to opinions and suggestions for the best benefit of the organization. • Develop and expand the business base for continuous growth and acceptable potential. • Continuously pay dividends to shareholders every year according to the company's policy. • Set clear guidelines for anti-corruption. • Disclose information with transparency and reliability to shareholders.
Employees	• Pay good compensation and benefits. • Promote career opportunity and continuous development of knowledge and abilities • Treat them equally and fairly. • Build confidence in work safety • Provide opportunity to participate in expressing opinions	• Manage compensation and benefits to the satisfaction of employees under the appropriateness according to the knowledge and abilities of each employee. • Establish a salary structure and career path (Carrier Path). • Treat all employees equally and have a system of occupational safety and health. • Organize activities to build engagement and encouragement for employees to assure that employees are like family members. • Strictly comply with labor laws and emphasize the development of employees' skills, knowledge, abilities and potential on a regular basis, such as organizing training sessions, seminars and training sessions by providing universal opportunities for all employees. • Set guidelines for anti-corruption, including instilling in all employees to comply with relevant laws and regulations, such as strictly prohibiting the use of inside information, etc. • Respect employee privacy. Do not disclose personal information such as salary, medical history and family history to third parties or unrelated parties unless information is required to be disclosed to relevant third parties in accordance with legal regulations or with the consent of the relevant staff.

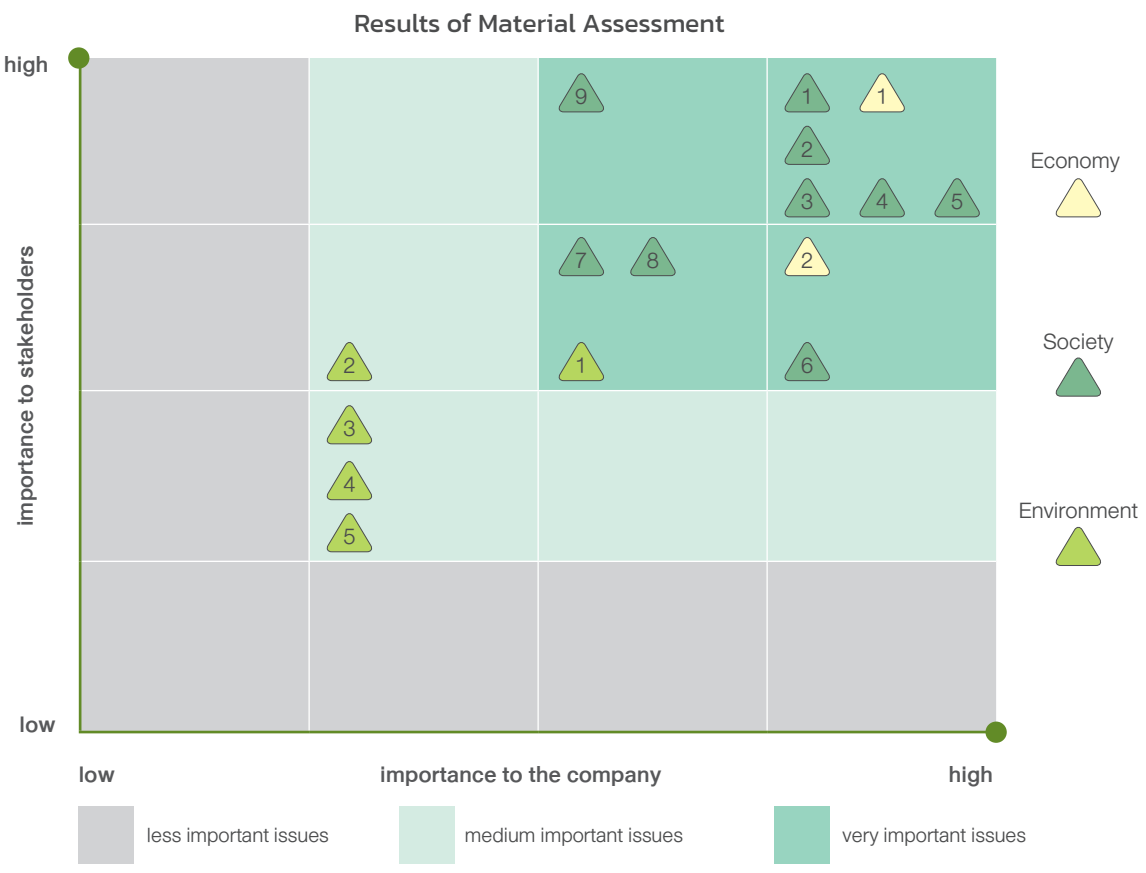
Group of Stakeholders	Stakeholder Expectations	Response to stakeholders' expectations
Customers	• Create good and efficient service quality and safety. • Reasonable and fair price • Solve problems caused by the work process carefully and quickly. • Create transparency throughout the workflow • Deliver work on time • Follow the law and professional service ethics continuously after the job.	• Operate professionally according to international standards with experienced personnel • Service that focuses on maximizing customer satisfaction, honesty, giving customers trust and confidence in the company's operations. • Comply with the terms and conditions of the contract strictly and fairly. • Listen to opinions and complaints through various communication channels in order to improve and develop services.
Partners	• Comply with the terms of the contract or agreed terms in order to get the most out of trading with each other. • Build a good relationship and cooperation in the long term. • Operate that is fair, transparent and verifiable. • Listen to opinions and suggestions.	• Build confidence for trading partners through efficient, standardized operations and a supplier selection process that can operate according to the standards set by the company to meet the quality requirements of the company. There is a standard for the preparation of an appropriate and fair contract format for all parties in accordance with the relevant laws. • Emphasize building and maintaining good relationships with suppliers in a sustainable manner. • Operate with honesty and on the basis of obtaining fair returns for both parties and strictly complying with contracts and/or conditions agreed with partners. • Treat all trading partners equally and fairly. • Listen to opinions and complaints through various communication channels in order to improve and develop services.
Competitors	• Competitive equality • Respect the intellectual property of others and do not use the work of others for personal gain.	• Compete freely, be ethical and within the framework of the law, as well as support and promote the policy of free and fair competition with no or minimal conflicts of interest. • Not infringing on the confidentiality or knowing the trade secrets of competitors
Creditors/Financial Institutions	• Pay according to contract or agreed terms	• Comply with the conditions of the contract with the creditor is important. including repayment of principal, interest and taking care of various collaterals under related contracts
Government Agencies	• Follow the rules set by government agencies and participate in solving problems with government agencies.	• Operate business under the supervision of government agencies, both work processes with reasonable internal control, risk management, disclosure of both monetary and non-monetary reports to ensure accuracy and credibility. Control corruption while stakeholders can ask for details, report complaints or clues about illegal actions, inaccurate financial statements, defective internal control systems, or the Company's business ethics through independent directors or the Audit Committee of the Company

Group of Stakeholders	Stakeholder Expectations	Response to stakeholders' expectations
Other relevant agencies such as communities, society and the public	• Energy and Environmental Management • Getting support and assistance from various agencies • Take care of safety from the Company's operations along with taking care of the environment.	• Pay attention and give importance to the safety of society, the environment and the quality of life of the people involved in the Company's operations. • Promote awareness of environmental and social responsibility as well as ensure strict compliance with relevant laws and regulations. • Participate in activities that create and maintain the environment and society.

❖ Sustainability Key Assessment

The Company has established a process for assessing key sustainability issues in accordance with the Sustainability Reporting Standards to reflect the factors influencing the organization's business operations in the areas of economic, social, environmental, governance and other issues that may affect the creation of corporate value throughout the business value chain, including the needs and expectations of stakeholders. The process of evaluating key issues is consistent with the principles of GRI, which consists of 3 main steps:

1. **Key Points Analysis** Analyze issues that are interrelated and for which the organization is responsible for stakeholders in each business process.
2. **Prioritization** Consider prioritizing stakeholders relevant to the organization and assessing the importance of all issues that take into account power/influence. Inter-interests/interests, opportunities and impacts on the organization, and the level of interest and impact on stakeholders.
3. **Assessment Certification** Bring the results of prioritization of sustainability issues to be presented to chief executives to review and certify the results of the assessment.



The Company has grouped three key sustainability issues to define the United Nations Sustainable Development Goals (SDGs), namely:

Sustainability Issues		Sustainable Development Goals Support	SDGs
Sustainability issues according to the GRI framework	Sustainability Important Issues		
Economy			
1. Sustainable growth	• Credibility to shareholders • Business sustainability • Social sustainability under the following guidelines: - CG in substance is defined as that the Board of Directors and the Company's executives create good performance for sustainable and reliable business by emphasizing serious practice. - CSR in process is defined as that The Company's normal day-to-day business operations are socially and environmentally responsible and drive other private sectors to act as well Anticorruption in practice is defined as being a model company with serious action plans and to create a culture of non-corruption for the Thai business sector	✓ Determine the direction of business operations to respond to future changes as well as seeking business opportunities from the changing trends of the world to analyze and develop business models to keep up with the times to create good performance stable growth and maximum benefit to shareholders.	
2. Risk Management	• Ability to pay debt • Profitability • Asset Management Capabilities • Accurate, transparent, verifiable financial statements and supply chain management	✓ Strictly complying with the conditions agreed in the contract with the creator is important, including the responsibility for the debt that should be repaid to the creditor under the relevant contract. ✓ Comply with the policy of assessing and managing risks on a regular basis as well as providing audits by internal and external agencies.	

Sustainability Issues		Sustainable Development Goals Support	SDGs
Sustainability issues according to the GRI framework	Sustainability Important Issues		
Society			
1. Human rights respect 2. Good corporate governance 3. Legal compliance 4. Good quality products and services 5. Satisfaction and Complaint Management	• Rights and Equality • Strict compliance with the agreement • Adhering to the contract and obeying the conditions • Fair compensation • Not being demanded or received or paid any unjustified benefits • Accuracy, completeness, without distorting information of goods and services • Reasonable price level • Politeness/efficiency in contact • Promptness to responding to needs • Good relationship • Free and fair competition, no monopoly / no misrepresentation, deception or use of other information that is inaccurate in the way of competition / no defamation. Do not attack competitors without reasonable information / act within the framework of good competition rules.	✓ Comply with the law Keep your promises in all applicable agreements and voluntary agreements. Respect international human and labor rights standards including promoting non-discrimination non-and gender equality. ✓ Do business in accordance with good governance principles for transparency and accountability. Avoid and combat corruption at all stages of business operations and promote fair and ethical behavior for employees throughout the organization. ✓ Disseminate accurate and reliable information and manage complaints to respond to all stakeholders.	
6. Labor management and human potential development	• Welfare and fair compensation • Develop knowledge, abilities, and strengthen operations thoroughly and regularly. • Safety of life and property • Opportunity for career advancement • Good working culture and atmosphere	✓ Set attractive and appropriate employee benefits, including organizing activities to promote the work of human resources of important companies. ✓ Provide training courses to develop the potential and ability of employees to have knowledge and expertise in the field. ✓ Take care of safety and good working environment and health care of employees and manage risks that may arise from work to reduce work accidents.	
7. Health/safety/ corruption	• Health, hygiene and safety • Pay attention to anti-corruption as well as encouraging people at all levels to have awareness of anti-corruption in all forms	✓ There is a safety and occupational health system in operation. ✓ Set clear guidelines for anti-corruption. ✓ Promote fair and ethical behavior for employees throughout the organization.	

Sustainability Issues		Sustainable Development Goals Support	SDGs
Sustainability issues according to the GRI framework	Sustainability Important Issues		
8. Corporate social responsibility	• No negative impact on the traditional way of life of the people in the community • Contribution to society and support activities that are beneficial • Environmental preservation	✓ Community and Social Contributions by promoting the employment of local people Promotion of activities or professional groups for the community according to the needs of the community, including providing assistance such as donating essential items to reduce poverty and improve the quality of life of people in the community and society	
9. Good Quality of Life	• Proper gratuity • Fair compensation • Good location which is potential and convenient. Good transportation, Shopping center near the house and community • Project locations that can support the surrounding community. • Good quality of life during operation	✓ Set remuneration for stakeholders fairly. Be transparent and in accordance with the specified remuneration criteria. ✓ Improving the quality of life of the community through the promotion of education and career building to increase the chances of earning more money and reducing social inequality.	
Environment			
1. Use of raw materials 2. Air quality management 3. Biological diversity 4. Water management 5. Energy management	• Choose the most environmentally friendly and/or reusable raw materials or materials. • Audits and actions to correct and prevent negative impacts and result in positive impacts. • Environmentally friendly bio, water and energy efficient management for maximum benefit. Recycling or the impact of the company's use of water, energy and biodiversity.	✓ Support the purchase and selection of energy-saving, environmentally friendly materials. ✓ Management of both direct and indirect greenhouse gas emissions to reduce greenhouse gas emissions, Promotion of activities for the reabsorption of greenhouse gases by adding green areas and air quality management before it is released into the atmosphere ✓ Reusing waste or residual materials, Promotion of adding value to waste Including waste management according to the 3Rs principle and water circulation in the organization	

Creating Value for Sustainability

Input	The Company's Business Operations	Value Added	
		Value to the company	stakeholders
Financial capital • Number of ordinary shares issued and fully paid 1,245,283,691 shares • Revenue from sales and services 2,590.91 million baht in 2022 • Profit before expenses and income tax 457.30 million baht in 2022 **Intellectual capital** • Intellectual property • Copyrighted technology, innovations, and other initiatives **Personnel capital** • Number of employees 207 people Hours of training, development of potential, knowledge, and ability in the average line of work for employees 224 hours • Average training hours for executives and employees is 224 hour. • Training expenses for executives and employees average 976,965 baht per person. **Social capital** • Relationship between companies and stakeholders • Corporate image and reputation • Budget for organizing activities for social benefits 260,000 baht **Environmental capital** • Natural resources, both renewable and non-renewable.	Real estate development and innovative design Effective control of construction costs Construction and use of various materials that meet international standards. On-time delivery and customer satisfaction Comprehensive after-sales service	**Economy** • Revenue from sales and services 2,590.91 million baht • Profit before finance cost and income tax 457.30 million baht • Earnings per share 0.282 baht per share • Dividend payment at the rate of 0.110 baht per share • Income tax payment 104.65 million baht **Society** • No advantage of business competitors by distorting business information • Doing business along with taking care of the community and society • NCH employee turnover rate = 15.62% • No conflicts with the community **Environment** • Study on waste and waste management in business processes in a systematic manner according to the 3Rs principle. • Campaign for Re-Used Paper and Controlling Paper Use including the use of technology to replace the use of paper, such as changing the use of paper to sending e-mail • Organizing a campaign to save energy And use resources cost-effectively, such as saving water, saving electricity, reducing the amount of withdrawal - using office equipment and creating awareness of operations to minimize the impact on the environment and the community.	• shareholders, employees • shareholders, employees • shareholders • shareholders • shareholders • competitors • community and society • employees • community, related agencies • all groups • all groups • all groups

Overview of Implementation and Management of Key Sustainability Issues

In 2022, the company had analyzed vital sustainability issues and integrated them into formulating corporate policies and guidelines. The company established a sustainability management policy to manage key sustainability issues. This will result in efficient business operations and continuous growth in operating results. The company has monitored the performance and handled the key sustainability issues, which are used as follows:

Economic Practices and Performance

Sustainable Growth Issues

According to the Company's sustainability management policy, one of the policies is to strive for sustainable business operations in all dimensions, namely economy, social and environmental dimensions, and promote sustainable practices for employees. In the economic dimension, which is an important issue that will drive the business to grow, the Company focuses on analyzing and formulating competitive strategies. reducing expenses in the organization so that the Company has a goal of creating good performance, stable growth, and the greatest benefit to the shareholders to be entrusted with being a good debtor for long-term joint operation

Operational targets in 2022

- ✓ Develop modern business models
- ✓ Create a good growth rate
- ✓ Joint venture with partners in new businesses
- ✓ Receive a large, important project

Key Performance in 2022

The Company has adapted well and can control strict cost management. There is a service system to take care of customers more conveniently by combining innovations Smart Eco, Smart Care to advance the horizontal market. In 2022, the Company prepared to develop new horizontal projects, spreading on potential locations, which are prime areas suitable for living and increasing homebuyers' value. Enhance quality team to respond to the strategy to increase the value of low-rise houses, aiming to grow in low-rise products using the following three main strategies:

1. Actively open a new market. Develop new low-rise 6 projects with a combined value of 4,900 million baht. Reach a large segment of horizontal townhouses, detached houses, single-detached houses, priced at 3-5 million baht, with additional location expansion to cover four potential locations in the North Zone, the West Zone, the South Zone, and the East Zone of Bangkok and its vicinities, including increasing power Production of houses with modern construction technology systems. Emphasize the Company's segment strategy with reasonable growth rates in line with target customers who want homes in the Covid-19 situation and continues to develop large production bases under the brand "Baan Fah Greenery" and Baan Fah Green Park" as the flagship to maintain the existing customer base.

The Company expands to find new customer bases, new markets to increase the Company's market share, along with improving the quality of house production with modern construction technology systems in line with the growing demand for housing. Provides easier home ownership options. Reach out to every family who wants to have a home with online communication channels, digital home viewing platform 360 degrees and Facebook Live real-time.

2. Develop innovative houses to meet all lifestyles of residents with the lifestyle of customers of all ages along with the development of products with innovations through Smart Eco, Smart Care, adding a different function that responds to the family in a new way. Add a variety of lifestyle choices in the New Normal era.

3. The Company has jointly invested with partners in new business, Health Care Rehabilitation Center for elderly. There is a service to support a full range of wellness, Wellness & Healthcare Business as a base for future business income with modern standards. Currently, there are 3 service centers under the concept of Vacation Time.

Based on the aforementioned operating results, the Company aims to grow and increase channels to reach new customer groups and create a broader customer base through online marketing materials that reach homebuyers and promotional activities to support the launch of new horizontal projects in proportion an increase than last year.

In addition, the Company has prepared and coped with various situations that will occur in 2023 under strong cooperation in all sectors of the Company's personnel.

Risk Management Issues

Risk management is essential to running a successful business. This is due to various factors such as changes in the global economy, technological advancement as well as trade without borders. This requires the Company to adjust and mitigate the anticipated risks to achieve its operating and operating results by evaluating and managing risks to reduce the "risk", creating opportunities for sustainable business growth.

Operational targets in 2022

- ✓ Gain credibility from creditors to pay off debts.
- ✓ Accurate, transparent, and verifiable financial statements

Key Performance in 2022

For the year 2022, the company has implemented a sustainability management policy that states that the company **will assess and manage risks systematically through regular monitoring and evaluation as well as providing audits by internal and external agencies.** Therefore, the Company has established a Risk Management Working Group and continually formulated risk management/assessment plans by separating the risks into 4 areas to be able to correct and prevent potential risks directly, clearly and concretely. The performance is monitored and reported to the Board of Directors on a quarterly basis. The details are as follows.

1. Strategy risk
2. Administrative risk
3. Financial risk
4. Governance and Legal Risks

Note: More details are published under the topic "Risk Management"

The operations that the Company has performed have resulted in the Company having guidelines for adjusting the operating model and preventing potential risks, disclosing of accurate and verifiable, financial statements, including having good financial management, making debt repayment as scheduled.

In the year 2023, initially, the Company has established a continuous risk management/assessment plan from 2022, which the risk management process may change depending on the situation. However, the Company believes that If there is a good risk management approach, it will be able to reduce the "risk" and create opportunities for sustainable business growth.

Practices and Social Performance

Human Rights Respect

Respect for human rights is one of the key principles under good corporate governance and is very important to business operations. The Company recognizes the importance of employees. Therefore, the Company operates on recruiting and hiring based on ethical principles. There is no discrimination on race, religion, skin color or gender. The suitability of responsibilities is taken into account, including no child or forced labor, and various benefits are provided to employees.

Operational targets in 2022

- ✓ Employees in the organization receive benefits equally.
- ✓ Gender differences, age, etc.
- ✓ No incidents of human rights violations of any kind.

Key Performance in 2022

In 2022, the Company had guidelines to treat employees in the organization as follows:

- ➢ The Company has the policy to strictly adhere to human rights principles and does not support actions related to human rights violations.
- ➢ The Company will promote and educate employees on human rights principles so that they can apply their work properly and appropriately.

The Company has implemented a Sustainability Management Policy that stipulates "that the Company will operate within the bounds of law, uphold the pledges in applicable agreements and voluntary agreements. Respect international human and labor rights standards including promoting non-discrimination and gender equality."

Gender diversity data

Proportion of employees by gender	2022	
	Number (person)	percent (%)
total male employees	83	45%
total female employees	105	55%

Diversity of the age range.

proportion by age	%
under 30	21%
30-39	30%
40-49	27%
over 50	23%

Note: Additional details are published in "Part 2 Corporate Governance - Section 7.5 information about employees"

The guidelines and policies set by the Company have resulted in the Company operating its business without complaints about the equality of benefits from employees in the organization and no incidents of human rights violations of any kind.

And for the year 2023, the company will follow the guidelines and the sustainability management policy from 2022 due to the good performance this year.

Good Corporate Governance

Good governance is one of the cornerstones of sustainable business operations. Throughout the past, the Company has complied with the regulations of being a company with good corporate governance as stipulated by the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET). This is to strengthen and cultivate business operations in accordance with the principles of good corporate governance. It is also a guideline for directors, executives and all employees.

Operational targets in 2022

- ✓ Fairness in distribution of benefits to stakeholders
- ✓ Dissemination of accurate, transparent and reliable financial information
- ✓ Management system in an organization with good image
- ✓ Good attitude towards the organization of the stakeholders

Key Performance in 2022

The Company operates under the guidelines of good corporate governance by the policies set forth in the Board of Directors Meeting No. 6/2020, dated December 18, 2020, the Board of Directors resolved to review the corporate governance policy,7th revised edition, of the Company under the presentation of the Corporate Governance Committee to make such a policy are current and consistent with the company's business and operations, including in accordance with the ASEAN CG Scorecard guidelines, but still adheres to the principles of corporate governance in 5 categories, details as follows:

1. Rights of Shareholders
2. Equitable Treatment of Shareholders
3. Roles of stakeholders
4. Disclosure and Transparency
5. Board responsibilities

Note: Additional details are published in "Part 2 Corporate Governance".

The Company operates by the corporate governance policy, whether operating with fairness preventing the use of opportunities from being directors, executives, or employees of the company for personal gain. Do business with honesty, integrity, ethics, and transparency. Give importance to all employees, which is an essential factor for the organization's success. Aim to involve all employees in the development of the company to grow sustainably. Foster a good culture within the organization. Treat business partners fairly and equitably. Consider the mutual benefits with partners based on obtaining fair returns to both parties. Avoid situations that create conflicts of interest, stick to the contract, and adhere to the terms of the agreement with the creditor for repayment-free and fair trade competition without the monopoly. Cooperate fully with auditors by presenting accurate and complete information and providing convenience to independent auditors in auditing. Do not infringe on intellectual property rights and use information and communication technology based on law, morality, and ethics.

From the above-mentioned performance, the Company has an effective corporate governance system with good image and can build confidence in the stakeholders involved as well as lead the business to sustainable growth. In 2023, the company will conduct a review of the corporate governance policy in accordance with the various situations at that time.

Legal Compliance

Laws are part of the control of society that sets boundaries and rules to ensure peace and fairness to all sectors. The Company's sustainability management policy states that "Practice within the scope of the law. Keep your promises in all applicable agreements and voluntary agreements. Respect international human and labor rights standards including promoting non-discrimination (non-discrimination) and gender equality" and "Operate by good governance for transparency. (Transparency) and can be checked. Avoid and withstand corruption at all stages of business operations and promote fair and ethical behavior for employees throughout the organization."

Operational targets in 2022

- ✓ No business conflicts arise or occur as little as reasonable.
- ✓ Strictly comply with all laws and regulations related to business operations and cooperate with government officials in proper operation and/or any action under law enforcement.
- ✓ No litigation or defamation information from any person or entity is available.
- ✓ No information on unlawful conduct
- ✓ Able to disclose financial information transparently, verifiable, fair distribution of benefits to stakeholders

Key Performance in 2022

The Company has operated its business by the sustainability management policy under the framework of good governance with honesty, transparency, and accountability, along with focusing on and taking into account the benefits and/or impacts from the Company's business operations that may affect the economy, environment, and all stakeholders involved. Supervise and promote the performance of directors, executives, and employees in the organization in the same direction. Create awareness of anti-corruption in all forms, so The Company does not have any litigation or defamation information from any person or entity. It also focuses on strictly complying with the laws and regulations related to business operations. Therefore, there is no information about illegal conduct in any way, including the payment of excise taxes to the government correctly and completely.

From the above-mentioned operating results, the Company has set targets for the year 2023 that are in line with this year's goals due to the good performance in 2022. Therefore, the Group believes that the goals set in the year Pages will make the business grow and develop sustainably.

Good Quality Products and Services/ Satisfaction Management and Complaints.

With more than 28 years of business experience, the Company understands the real estate business. It can respond to the needs of customers in all dimensions. The company is the first housing company in Thailand to be certified with ISO 9002 standard; thus, the company has been trusted and confident in the quality of good products and services from customers all the time.

Operational targets in 2022

- ✓ There are no complaints arising from products and services from customers or occurring in a small proportion.

Key Performance in 2022

The Company operates its business by adopting a policy of "Support participation with all stakeholders through clear communication channels. Provide accurate and reliable information dissemination and management of complaints to respond to all stakeholders." Create the highest satisfaction and confidence for customers to receive good quality products and services at reasonable prices and maintain a good relationship in the long term. The guidelines are as follows.

- Deliver quality products and services that meet or exceed customer expectations at fair prices.
- Provide accurate and complete information of products and services without distorting facts that cause customers to misunderstand about the quality or any condition of the product
- Fairly comply with the terms and conditions with customers.
- In the event that the conditions cannot be complied with, they must be informed in advance to jointly consider a solution.
- Deal with customers in a courteous, efficient manner and set up a system and process for customers to make complaints about the quality of products and services, including responding to customer needs quickly and efficiently.
- Directors, executives and employees will not disclose customer information without prior permission from the customer or from the company's authority unless it is information that is required to be disclosed to a relevant third party in accordance with the law.

Based on the above practice, the company has continuously developed products and services to meet new demands and improve the quality system by adopting the ISO system as the first. The quality system has been developed according to ISO 9001: 2015 for product development. And to provide more quality services, resulting in the company receiving 65% satisfaction from customers and no complaints from customers in matters of importance and affecting the service of the company. This is considered to be the implementation of the target set. In 2023, the company will adhere to the 2022 guidelines and may adjust the policies according to a future situation.

Note: The self-sufficiency assessment process will be conducted by assessing customers in the past year. In 2022, the company will evaluate customers who buy homes in 2021.

Labor Management and Human Potential Development

The Company recognizes that employees are the most valuable resources and a key factor to the success of the Company. Therefore, it has the policy to treat employees fairly in terms of opportunities, compensation, appointments, transfers, and supporting continuous personnel development to strengthen their working potential and promote career advancement and hope to allow all employees to participate in the development of the Company to be able to grow sustainably. Whereby, there are operational guidelines, as follows:

- Employees shall be politely treated and respected for their individualism.
- Fair remunerations shall be given to employees.
- The employment, appointment or transfer of employees, including rewarding and punishment of employees shall be considered on the basis of integrity and human resources management for the utmost benefits of the Company so that employees shall receive the development of knowledge, abilities and enhancement of working potentials and shall be given with opportunities thoroughly and consistently.
- Always maintain the working environment for safety to lives and assets of employees
- Enhance good working culture and environment
- Reasonably receive comments and recommendations from employees
- Strictly comply with laws and regulations governing labor
- Avoid any unfair action which may affect the security in performance of duties of employees or may threaten and may build up pressure to the mental condition of employees

Remunerations and Welfare of Employees

The Company has given the importance to its employees; and, therefore, the Company has its policy to provide remunerations and welfare which shall help improve the quality of life of employees and their family members and to create morale and encouragement in their performance of work, as follows:

- The Company has paid remunerations which are fair and proper to employees' duties and responsibilities and in conformity with the Company's operating results.
- The Company has regularly reviewed employees' remunerations and welfare for competitiveness in the industry.

Human Resources Management

The Company has its policy to give the importance to human resources management, including planning of operation and implementation of the plan, as well as monitoring and assessment of the operating results according to the plan. Therefore, the Company has prescribed its annual budgets and operational plans for personnel development by organizing internal and external training and seminars under 4 goals, including:

1. Organize training to promote the Company's strategies in different areas
2. Professionally organize training to improve work-related knowledge and skills

3. Organize training for competency development in order to perform their work higher than the prescribed standard
4. Organize training for development of more effective internal management system

In addition to the organization of training and seminars, there has been enhancement of potentials of employees and promotion of their career paths in different patterns such as learning in meetings and knowledge sharing through meetings, learning by becoming members of committees within the Company, etc.

For new employees, the Company has organized the employee orientation and on-the-job training for understanding of work systems, processes of business operation of the Company and work procedures in job titles, including basic knowledge relating to the corporate governance and the Company's ethics to implant the awareness on the corporate governance and participation in the promotion of corporate governance of the Company and to implant awareness of social responsibilities.

Operational targets in 2022

- ✓ Add training courses to develop employees' potential and abilities
- ✓ Resignation rate is not more than 20%.
- ✓ Organize training to promote knowledge according to the criteria of the Department of Labor for employees
- ✓ Welfare and fair compensation

Key Performance in 2022

The Company operates by the guidelines for employees in the organization by treating employees with politeness and respect for individuality. Provide fair compensation and welfare to employees. The hiring, appointment, and transfer of employees and the reward and punishment of employees are determined based on merit and human resource management in the Company's best interests. Encourage employees to develop knowledge and abilities and enhance their operational potential by providing thorough and consistent opportunities. Maintain the working environment to be always safe for employees' lives and properties.

The Company encourages employees to develop their knowledge, abilities, and enhance their potential in work by providing opportunities thoroughly and regularly, always maintaining a working environment that is safe for life and property of employees, promoting a good working culture and atmosphere, listening to employees' opinions and suggestions rationally, strictly complying with various labor laws and regulations, as well as avoiding any unfair actions that may affect employees' job security or threaten and put pressure on the employee's mental state.

The Company has operated its businesses by adhering to the principle of good governance and with social and environmental responsibilities concurrently with the development of abilities and potentials in all areas for its personnel to have the quality, integrity and ethics, and to adhere to honesty and responsibilities for themselves and for the organization and for the society, and to develop its employees to be good people and to have knowledge and abilities and to promote the sustainable growth of the organization. Therefore, the Company has its policy of efficient and effective development of human resources in different areas.

1) Culture Development

The Company has organized the culture development project by adjusting the core values in conformity with the business directions and modern working styles in the future. Provided that employees at all levels shall be able to participate in evaluating the existing values and designing new values to create cooperation of employees in the organization and to push forward and to create changes in the organization for sustainable business progress and for happiness and balancing of work.

2) Competency Development

The Company has organized the culture development project by adjusting the core values in conformity with the business directions and modern working styles in the future. Provided that employees at all levels shall be able to participate in evaluating the existing values and designing new values to create cooperation of employees in the organization and to push forward and to create changes in the organization for sustainable business progress and for happiness and balancing of work.

3) Leader Development

The Company has determined the policy of executive development by organizing the Leadership Assessment and Development Project and conducting 360-degree assessment of executives and designing the individual development through methods of effective operational learning, and measuring the results of development and giving advice on proper succession.

4) Talent and Career Development Project

The Company has determined the policy of provision of individual development plan and periodical follow-up of results of development according to the plan for development of potentials of employees to support the Company's business growth in the future.

5) Performance Management Systems

The Company has used the performance management systems in propelling the operation towards the goals and developing abilities and potentials of employees by taking account of:

5.1 Goal setting by connecting the organization's goals with unit's goals and individual's goals.

5.2 On-the-job coaching by adjusting thoughts, methods and behaviors to support working towards goals.

5.3 Reviewing of work performances by comparing them with the goals and work performances in positions and behaviors as per the prescribed organizational competency.

5.4 Rewarding by using tools of classification of work performances such as salary raise, payment of bonuses and rewards for employee attraction and retention, and using tools of attraction of personnel for co-working such as basic salary, welfare and benefits.

6) Training and Development

The Company is always aware that personnel are valuable resources and major forces in driving the organization towards successes and sustainable growth. Therefore, the Company has continuously developed skills, knowledge and abilities of personnel at all levels by providing the annual training and development plan and continuously sending its personnel for external training and seminars.

6.1 Organize in-house training to promote and develop potentials of executives and employees to be able to work in response to the Company's strategies and goals most efficiently and effectively. During the COVID-19 situation,the Company has adjusted the pattern of organization of in-house training to "online training" to reduce risks of gathering of employees. The Company has designed and developed in-house training courses, divided into levels, as follows:

6.1.1 Managerial and executive level: The Company has developed operational employees to obtain professional expertise by organizing annual in-house re-skill and up-skill training such as Microsoft Office 365 training, data safety training and the Personal Data Protection Act, group executive, Mango ERP Program Module PM, etc.

6.1.2 Operational level: The Company has developed operational employees to obtain professional expertise by organizing annual in-house re-skill and up-skill training such as training to increase the work efficiency of new employees, Microsoft Office 365 training, data safety training and the Personal Data Protection Act (PDPA), training on the Land Distribution Act and the Condominium Act, training of knowledge on initial firefighting and fire drills and evacuation, etc.

6.1.3 All employees: The Company has provided the development plan for all employees since the recruitment by organizing training of basic knowledge on the responsible job titles for understanding of work systems, processes of business operation of the Company, etc. In addition to the basic development, there are other types of development including the establishment of working parties, committees of development of work systems such as the Quality System Committee, the Risk Management Committee, the Work Safety Committee, the Welfare Committee, the Workplace Fire Prevention Committee as a stage for employees to learn the cross-function work.

6.2 Send personnel for public training: In addition to the in-house training, the Company has also supported executives and employees to receive training, seminars and study tours for development of knowledge, abilities and exchange of experiences, concepts and new perspectives with other organizations.

In 2022, the Company has sent employees to participate in different courses, for examples:

- Mini MBA: Digital Branding
- Electrical Installation Standards Course
- Course of Bookkeepers and Improvements to Cope with Changes
- Course of Tax Law Updates and Tax Benefits in 2022
- Course of Tax Law and Essential Tax Benefits in 2022
- Qlik Sense Training
- Accounting Practice Modification with Digital Technology Course
- DAAT DAY 2022 - ERA OF EFFECTIVENESS
- The Experience of Doing Administrative Cases About Personnel Management and Tort Liability in The Bizarre Sector
- Financial Statement Preparation and Annual Closing Course
- Analysis and Adjustment Techniques for Minimum Wage Impacts
- TLCA CFO CPD No.6/2022 on the topic of CFO's Role in Corporate Sustainability
- Certified Medical Travel Professional
- Computer Information Security Training Program No. 21 (CDIC 2022)
- Precautions on the submission of Financial Statements 2022
- TLCA CFO CPD No.8/2022 on the topic of ESG Bonds in Corporate Financing

Managerial and executive level: The Company has emphasized the development of managerial skills and leadership, and has also increased new body of knowledge, and has enhanced more effective managerial expertise, and has prepared the readiness of executives to support new businesses by sending personnel to attend external training and seminars, such as:

- Senior management Integrative Medicine (TASC) Class 5
- Thai-Chinese Leadership Studies (TCL) #2
- TLCA CFO Professional Development Program No.3/2022
- Training Program for Senior Executives in Metropolitan Development, Class 10
- Economic Update for CFO
- TLCA CFO CPD No.6/2022 on the topic of CFO's Role in Corporate Sustainability
- TLCA CFO CPD No.8/2022 on the topic of ESG Bonds in Corporate Financing
- Certified Medical Travel Professional
- DAAT DAY 2022 - ERA OF EFFECTIVENESS
- Difference between accounting principles and taxation
- M&A Practice

7) Knowledge Management

For long-term human resources development which shall affect the success and shall create the added value to the organization, the Company has used the information technology system to help increase the efficiency of human resources management and development and knowledge sharing to promote the management of the body of knowledge within the organization and to provide platform for knowledge transfer to the work teams, in case, employees have returned from external training so that they can apply the knowledge obtained for the utmost benefits of work under their responsibilities, and to help develop employees' potentials on lecturing and presentation skills.

However, the Company is aware of the importance of the quality of life and livelihood of employees, and has therefore provided welfare and safety such as food allowances, annual health check-up, life insurance and health insurance, provident funds, and discounts in purchasing houses in the Company's projects, loans and allowances, fire training and rehearsals.

In addition to the in-house development of employees, the Company has also given the importance to the development of youth groups which intend to have training by means of close coaching and transfer of knowledge and experiences to students who will be important manpower of the country.

In 2022, the Company organized internal and external training as follows:

Training	Number of courses	Number (person)
internal training	6	175
external training	21	32
Total	**32**	**207**

Note: Additional details are published in "Part 2 Corporate Governance-Section 7.5 Employee Information".

The Company paid compensation to employees in the total amount of 45.77 million baht, including salary, overtime pay, living allowance, bonus, special allowance, social security deposit, and contributions to the provident fund, etc. With a resignation rate of 15.62%, the resulting performance is in line with the set goals, resulting in the Company planning to set goals for the year 2023 by the guidelines from 2022.

Health and Safety

The safety and occupational health of employees is the Company's priority. It cannot be overlooked because running a successful business requires human resources. Therefore, the Company has the policy to comply with various laws and regulations on safety, occupational health, and environmental standards and operates the business with due regard for the impact on the environment with the following guidelines.

- Comply with laws and regulations on safety, occupational health and environmental standards.
- Maintain the environment to be safe for the life and property of employees at all times.
- Encourage knowledge and training of environmental workers and foster values of efficient use of resources.
- Use resources efficiently and develop more environmentally conscious products.

Operational targets in 2022

- ✓ training on safety, workplace fire prevention and suppression, first aid and basic safety laws for employees.
- ✓ The rate of employees infected with the COVID-19 epidemic does not exceed 5%.
- ✓ Employees at all levels receive annual health checks and follow up on health checks.
- ✓ The rate of accidents at work for employees is 0. (ZERO)

Key Performance in 2022

From the implementation of the policies and guidelines set by the company in 2022, employees receive welfare and safety care, such as food allowance, annual health checks, life insurance and health insurance, provident fund, discount on the purchase of a house in the company's project, loans and grants, fire evacuation training and drills safety training, workplace fire prevention and suppression, first aid, and the basic law on safety for employees. This results in accidents to 0. In addition, there are preparations and plans so that the business can continue to drive. A Business Continuity Plan: BCP Covid-19 team has been established, and a work plan is created in case a management employee or key position in quarantine status or infected. There are measures to prevent the spread of the epidemic, both the central office and the project, including providing periodic testing for COVID-19. Work from home practice has been established, which has changed the way of working in new ways to add new experiences and skills, such as online meetings to improve work efficiency. Reduce unnecessary workflows and introduce new working methods for front-line employees who need to work because they have to sell products and services, including construction work. The Company has determined that working teams are divided and working in various sub-offices to reduce the risk of infection, including taking care of employees and ensuring their safety when in the workplace by defining cleaning measures. Disinfectant is sprayed, and the contact surfaces are cleaned regularly, including screening employees and customers, as well as contacts and handing out masks, alcohol gel etc.

The performance as mentioned above represents the operation that has been by the set goals. As a result, the Company has plans to set goals for the year 2023 by the policies and guidelines continued from the year 2022, which may be changed or reviewed as appropriate in the future.

Social Responsibility/Good Quality of Life

The Company aims to expand continuously and develop sustainable operations according to the Company's strategy along with providing care and assistance to society, communities, and the environment. There is a policy to operate the business with awareness of the importance of society and the community. The Company believes that a good society is based on good relationships between people in the community.

Operational targets in 2022

- ✓ Organize at least 3 projects to promote activities to help communities and society
- ✓ Live together happily both inside and outside the organization.

Key Performance in 2022

Throughout the year 2022, the Company has promoted and helped communities and society as follows:

❖ Education and learning skills

1. Project "NC Scholarship for Academic Year 2022"

The Company has awarded scholarships to students with good behavior but lacking funds for the Bachelor of Science degree in Architecture and the Faculty of Engineering, Rajamangala University of Technology Thanyaburi. This is an ongoing scholarship until completing a bachelor's degree program. There are 37 scholarship students; 29 of them have graduated, one has waived. This project aims to encourage Thai youths to grow into real estate professionals who are both smart and good people.

2. Project "Rajamangala Volunteer Camp - Thoeng, Chiang Rai"

The Company encourages students to develop valuable skills in public consciousness, social contribution, and helping remote communities. N.C.Housing Public Company Limited donates 100,000 baht every year to support volunteer project of Rajamangala University of Technology Thanyaburi.

3. Continue the project “Creating Talented and Good People of society”

The Company focuses on living together happily under the concept “A Happy Living Community” starting from the development of children and youth in the areas surrounding the project and other provinces. Therefore, the Company has organized activities with schools participating in the project by supporting both capital and cooperation and facilitating training and activities in “Creating Talented and Good People of society”. N.C. Housing Public Company Limited, in collaboration with Thammasat University, aims to instill a systematic thinking process in a positive direction for the new generation of youth. Shape the development of the mind to be a virtuous person in life with public consciousness. Build a good leader and follower with emotional maturity. Create interactions between each other, bonding, helping each other. This is to build a good foundation for society, N.C. community, and be a good citizen of the nation in the future. The assessments were made and certificates were given to students. who participated in the activity “Creating talented people, good people, Sri society” continuously.

❖ Society and Community

Due to the epidemic situation of COVID-19 in 2022, it is still a matter of high level of surveillance to prevent health risks and reduce the likelihood of spreading the disease. The customer relationship activities are therefore tailored to the sanitation measures, focusing mainly on activities that reduce crowd gathering, increase activities and communicate through online channels.

1. Project “A Brighter World for Volunteers”

Dr. Somchao Tanthathoedtham, Chief Executive Officer of N.C. Housing Public Company Limited, was the representative of supporting funds for Femto Lasik (Bladeless lasik to treat vision problem) to two volunteers who were selected by the committee after narrating their experiences of social contribution. The shortlisted candidates are not required to pay any expenditures in this regard.

2. Online Activities in the 2022 National Children’s Day

“Good children can be easily created online as All from Home” Project members in NC Group are invited to express their creativity and to share ideas of activities of good children as #All from Home and #everything starts at home such as assisting the housework, doing homework or entertaining home activities in short video clips, and the contest winner will be given with scholarship.

NC Family Workshop Activities

Since the physical health and the mental health is related, NC Group has realized the importance of holistic health care and has therefore organized NC Family Workshop to create relaxation and joyfulness to residents and to promote the time sharing of family members and to create new ideas of home-based activities under the concept of #All from Home and #everything starts at home. NC Group has also emphasized the importance of coexistence in communities for adaptation to unexpected situations; whereas, all activities shall be under the strict supervision of health safety.

Communication through online channels making a more colorful living

With the main ideas of communication in 2022, i.e., #All from Home and #everything starts at home, we have communicated with members continuously through channel of Facebook Fan Page of “NC Happy Home” with different patterns of content in accordance with nowadays changing lifestyles.

Environmental Practices and Performances

Issues in raw material use

The Company has planned and operated its business with an awareness of the importance of environmental stewardship. It has set up a social and environmental responsibility policy for employees to adhere to as a guideline for their work by using raw materials and materials that are certified according to standards and are environmentally friendly, including studying the 3R policy, including Reduce by reducing the use of waste materials or reducing products that cause waste, Reuse, which is the use of materials or products that can be used and Recycle, for example, reusing used materials and reprocessing them for useful purposes, as well as create awareness of operations that have the least impact on the environment and the community.

Operational targets in 2022

- ✓ Make the most of raw materials or materials that are environmentally friendly and/or reusable.

Key Performance in 2022

The Company operates by separating raw material management into 2 parts.

1. Off-site Operations

A study on the reuse or recycling of used building materials In order to reduce pollution caused by waste disposal, including studying the use of materials in construction that are environmentally friendly, have safety standards, whether for construction workers or those who come to live, control of the purchase of equipment, construction materials, and storage to prevent deterioration before being used by campaigning with designers and contractors to change the construction method to use prefabricated construction systems as much as possible to reduce waste and construction time, as well as to use earth-friendly products.

2. Office Work

A study on the use of paper by campaigning on the use of paper, reuse and control the use of paper, including the use of technology instead of paper to have the least impact on the environment and also to raise awareness. environmental protection staff. Garbage is separated before being disposed of.

In 2023, the Group planned to campaign and set up many environmental projects such as

- ✓ Project for waste and pollution management, and waste disposal statistics.
- ✓ Technology development to facilitate and reduce natural resources

Air Quality Management Issues

The Company attaches great importance to the reduction of carbon dioxide emissions. In order not to destroy the atmosphere that will cause greenhouse gases, which can cause climate change to affect global warming. The Company provides policies and measures to conserve energy, whether it is creating projects to reduce energy consumption, projects to use more renewable energy, as well as to reduce emissions from operations to reduce the impact on the community, environment and society.

Operational targets in 2022

- ✓ Audits and actions to correct and prevent negative impacts and result in positive impacts.
- ✓ A study of the guidelines for collecting statistics on fuel usage for the company's vehicles
- ✓ A study of waste and pollution management and statistics on waste disposal data.
- ✓ study of guidelines for collecting statistics on increasing and maintaining green areas around the office.

Key Performance in 2022

Recognizing the importance of energy conservation and pollution reduction, the Company has started a study on greenhouse gas emissions from its operations to find a way to reduce greenhouse gas emissions. The study was divided into 3 types as follows:

Scope 1 Direct emission - direct corporate emission of GHGs.

1. Mobile Combustion: On-road from the combustion of Diesel, Gasoline/Gasohol, NG, LPG in company vehicles.
2. Use and leakage of chemicals containing GHGs
   - 2.1 Use and leakage of CO2 extinguishing agents
   - 2.2 Leakage of HFCs refrigerant from refrigeration and air conditioning equipment

From the activities in Scope 1, the company is studying data collection.

Scope 2 Indirect emission- The indirect emission of GHGs from energy use.

It is the acquisition of electric power which the Company has purchased electricity from the Provincial Electricity Authority PEA. In 2022, the Company's expenses to pay for electricity amounted to 16,444,366.18 baht per year.

1. For the use of electricity from the country's transmission line for office use and in the construction process support system, the Company is studying the use of solar panels instead of buying electricity and has the campaign to turn off the lights during lunch breaks and turn off the air conditioner 1 hour before work.

Scope 3 Other indirect emission

use of materials, equipment, waste, tap water, and paper usage are as follows:

1. The purchase of goods and equipment into the organization from the acquisition of materials and equipment for use in the office.
2. Organizational waste management
3. The use of tap water is caused by the use of tap water in the office and wastewater treatment for water reuse, such as watering plants. The Company has studied the record of water usage in the office.
4. At present, the Company has campaigned to use Re-Used paper and control the amount of paper usage. Including the use of technology to replace the use of paper. In 2022, the company had expenses for paying for paper in the amount of 66,661 baht per year, including studying to record the use of paper.

From the study of the guidelines from the above activities, resulting in the year 2023 the company plans to campaign and set up environmental projects such as

- ✓ Guidelines for collecting statistics on fuel consumption as a company vehicle
- ✓ Guidelines for collecting statistics on electricity and water usage of the company
- ✓ Information on the use of paper by employees in the office
- ✓ Guidelines for collecting company waste disposal statistics

Biodiversity / Water Management / Energy Management Issues

Biodiversity brings benefits and values to humans, through various ecological processes. The Company has established a sustainability management policy: "Do business with environmental responsibility. Choose technologies and practices that reduce negative environmental impacts. including managing the use of natural resources for maximum efficiency as well as raising awareness of operations that affect the environment and the community to a minimum." The Company has adopted the said policy as a guideline for studying concepts and practices for the use of water. energy and other resources efficiently

Operational targets in 2022

- ✓ Reduce the impact of the company's use of water, energy and biodiversity.
- ✓ Study the application of the principle of resource rotation according to the 3 R principle.
- ✓ Study of innovation in product development and environmental friendliness

Key Performance in 2022

The Company has a clear infrastructure management system for various projects to prevent problems that may affect the environment, especially wastewater treatment systems, by providing a wastewater treatment system. It is a standard system for each house and central wastewater treatment system of each project by providing a wastewater treatment system as a standard system for each house and central wastewater treatment system of each project. It has complied with the standard operating procedures set out in ISO 9001:2008, which covers the relevant regulations and the study of the 3R policy, comprising Reduce, Reuse and Recycle. back to reprocessing. In addition, the Company has worked with partners such as SCG to study and apply innovations designed to be environmentally friendly in the development of products and services, such as Smart Home, Eco Home, and Care Home, for use in housing design development. Currently, SCG's cold house innovation has been used to adjust the home environment to feel good air quality with the Active Airflow System. An air circulation system acts as a natural air conditioner for the house. This system will be installed with a small solar cell to power the fan without electricity.

- ✓ As a result of the aforementioned results, the Company has not had any environmental disputes or litigation cases in the past 3 years, and any project requires an environmental impact assessment (EIA) study. In 2023, the Company has set goals to continue its operations, for example, adopting the 3 R principle of resource rotation policy and developing technology to facilitate and reduce resource usage.

Management Discussion and Analysis (MD&A)

Analysis of Operations and Financial Position (MD&A)

THE STATEMENTS OF FINANCIAL POSITION

1) Summary of financial statements

N.C. Housing Public Company Limited

Statement of financial position (consolidated financial statements)

Items	2022		2021		2020	
	million baht	%	million baht	%	million baht	%
Assets						
Current assets						
Cash and cash equivalents	101.76	1.99	94.06	2.17	64.81	1.67
Temporary investment	-	-	-	-	-	-
Trade accounts receivable	15.41	0.30	11.87	0.27	8.88	0.23
Inventories	157.11	3.08	113.32	2.62	124.53	3.21
Land development costs	2,845.11	55.69	2,028.61	46.83	1,642.01	42.37
Land held for development	622.77	12.19	853.31	19.70	451.64	11.65
Land for development	17.36	0.34	35.46	0.82	8.44	0.22
Other current financial assets	0.83	0.02	0.83	0.02	0.96	0.02
Other current assets	1.07	0.02	3.07	0.07	2.75	0.07
Total current assets	**3,761.43**	**73.62**	**3,140.53**	**72.49**	**2,304.02**	**59.45**
Non-current assets						
Other non-current financial assets	32.44	0.63	24.39	0.56	11.02	0.28
Investment property	160.34	3.14	216.60	5	221.23	5.71
Land, buildings, and equipment	159.55	3.12	74.93	1.73	100.18	2.58
License assets	12.89	0.25	8.89	0.21	21.72	0.56
Intangible assets	3.26	0.06	3.67	0.08	4.17	0.11
Land for development	961.86	18.83	846.60	19.54	1,184.98	30.58
Income tax withholding	-	-	-	-	-	-
Deferred tax assets	7.27	0.14	12.85	0.30	18.93	0.49
Other non-current assets	10.14	0.20	3.82	0.09	9.30	0.24
Total non-current assets	**1,347.75**	**26.38**	**1,191.76**	**27.51**	**1,571.53**	**40.55**
Total assets	**5,109.18**	**100.00**	**4,332.29**	**100.00**	**3,875.56**	**100.00**

Items	2022		2021		2020	
	million baht	%	million baht	%	million baht	%
Liabilities						
Current liabilities						
Overdrafts and short-term loans						
From financial institutions	199.72	10.04	42.97	2.95	3.02	0.25
Trade and other payables	625.15	31.43	495.46	34.04	416.81	35.07
Accrued corporate income tax	32.14	1.62	18.48	1.27	8.56	0.72
Liabilities under finance lease						
Agreements due within one year	5.73	0.29	5.62	0.39	6.51	0.55
Long-term loans from financial institutions						
Due within one year	664.99	33.44	480.31	33.00	259.93	23.55
Short-term loans from related companies	5.00	0.25	5.00	0.34	184.00	15.48
Short-term loans from directors	0.00	0.00	0.00	-	2.50	0.21
Other current liabilities	0.38	0.02	1.09	0.07	-	-
Total current liabilities	**1,533.10**	**77.09**	**1,048.93**	**72.07**	**881.33**	**75.83**
Non-current liabilities						
Long-term loans from financial institutions	156.88	7.89	105.34	7.24	163.39	12.06
Debenture	149.84	7.53	149.75	10.29	-	-
Liabilities under finance lease agreements	13.41	0.67	6.23	0.43	17.56	1.48
Employee benefit obligations	52.10	2.62	53.87	3.70	60.00	5.05
Estimated debt for utilities maintenance	26.56	1.34	21.13	1.45	20.29	1.71
Estimated liabilities from purchasing						
real estate projects	31.93	1.61	53.30	3.66	36.81	3.10
Other non-current liabilities	24.94	1.25	16.94	1.16	9.22	0.78
Total non-current liabilities	**455.67**	**22.91**	**406.56**	**27.93**	**307.27**	**24.17**
Total liabilities	**1,988.77**	**100.00**	**1,455.49**	**100.00**	**1,188.60**	**100.00**

Items	2022		2021		2020	
	million baht	%	million baht	%	million baht	%
Shareholders' equity						
Issued and Paid Capital	1,245.25	39.91	1,245.28	43.29	1,245.28	46.35
Share premium	577.53	18.51	577.53	20.08	577.53	21.49
Retained earnings						
Appropriated - legal reserve	113.20	3.63	95.06	3.30	81.56	3.04
Unappropriated	1,202.87	38.55	968.33	22.35	780.31	29.04
Non-controlling interests	(18.47)	(0.59)	(9.40)	(0.33)	2.27	0.08
Total shareholders' equity	**3,120.41**	**100.00**	**2,876.80**	**100.00**	**2,686.95**	**100.00**
Total liabilities and shareholders' equity	**5,109.18**	**100.00**	**4,332.29**	**100.00**	**3,875.56**	**100.00**

N.C. Housing Public Company Limited

Statement of Comprehensive Income (consolidated financial statements)

Items	2022		2021		2020	
	Million baht	%	Million baht	%	Million baht	%
income						
Sales income	2,590.91	97.84	2,503.65	98.55	1,769.08	98.65
Rental and service income	46.31	1.75	27.21	1.07	14.02	0.78
Other income	10.93	0.41	9.61	0.38	10.10	0.56
total income	**2,648.15**	**100.00**	**2,540.47**	**100.00**	**1,793.20**	**100.00**
Costs						
Cost of sales	1,631.96	61.63	1,698.93	66.87	1,212.00	67.59
Cost of rent and services	59.56	2.25	46.59	1.83	26.82	1.50
Distribution costs	213.62	8.07	217.44	8.56	161.61	9.01
Administrative costs	285.83	10.79	238.38	9.38	222.15	12.39
Total costs	**2,190.97**	**82.74**	**2,201.34**	**86.65**	**1,622.58**	**90.49**
Financial cost	15.43	0.58	16.36	0.64	29.27	1.63
Profit sharing from investments in associated companies	-	-	-	-	-	-
Expenses (income), income tax	103.93	3.93	82.51	3.30	30.77	1.72
Profit for the year	**349.38**	**13.19**	**251.93**	**10.06**	**115.28**	**6.52**

N.C. Housing Public Company Limited

Statement of Comprehensive Income (consolidated financial statements)

(Unit : Million Baht)

Items	2022	2021	2020
Net cash received (used in) operating activities	(164.16)	(12.73)	683.20
Net cash received (used in) investing activities	(64.44)	(37.78)	(53.75)
Net cash received (used in) financing activities	236.30	79.76	(591.86)
Cash and cash equivalents increase (decrease) - net	7.70	29.25	37.60
Cash and cash equivalents at the beginning of the period	94.06	64.81	27.21
Cash and cash equivalents at the end of the period	101.76	94.06	64.81

2) Summary Table of Financial Ratios

(Unit : Million Baht)

Items	2022	2021	2020
Operating results (million baht)			
Sales income	2,590.91	2,503.65	1,769.08
Total income	2,648.15	2,540.47	1,793.20
Cost of sales	1,631.96	1,698.93	1,212.00
Total cost	2,190.97	2,201.34	1,622.58
Gross profit	958.95	804.72	557.08
Net profit (loss)	349.38	251.93	115.28
Financial Position (Million baht)			
Assets	5,109.18	4,332.29	3,875.56
Liabilities	1,988.77	1,455.49	1,188.60
Shareholders' equity	3,120.41	2,876.80	2,686.95
Issued and paid-up capital	1,245.28	1,245.28	1,245.28
Information per share (Baht)			
Net profit (loss)	0.282	0.202	0.093
Book value	2.51	2.31	2.16
Dividends	0.11*	0.08	0.04

Items	2022	2021	2020
Financial ratio			
Gross margin (%)	37.01	32.14	31.49
Net profit (loss) margin (%)	13.19	9.92	6.43
Return on Equity (%)	11.20	8.76	4.29
Return on Assets (%)	6.84	5.82	2.97
Liquidity Ratio (times)	2.57	2.99	2.61
Debt to Equity Ratio (Times)	0.64	0.51	0.44

* In 2023, the Company has considered the dividend payment for the year 2022 operating results at the rate of 0.11 baht per share. There is still uncertainty because it must be approved by the 2023 Annual General Meeting of Shareholders.

Management Discussion and Analysis

Summary of the Company's Operations

The Company operates a fully integrated real estate business. This consists of real estate development business in the category of housing projects with land and residential condominium projects for sale. Integrated project management, management business, and community management business. Currently, the Company's main income comes from real estate business. The Company has 2 subsidiaries in which the Company holds a 99.99% stake, namely N.C. Property Management Company Limited, which operates a full-service project management business both sales and marketing management construction and transfer in the form of rehabilitation and administration together with the land owner. Quality Living Management Company Limited operates the business of providing community management services to housing projects and condominiums after the transfer.

As of December 31, 2022, the Company and its subsidiaries have 20 projects in operation, 3 projects under development with a total contract value of 13,063 million baht, or 70.33 percent of the total project value in current

Performance analysis

1. Revenues

In 2022, the Company and its subsidiaries reported total revenue at amount of 2,648.15 million baht, increased 107.68 million baht (+4.24% YoY) from 2021. This was the result of increasing in revenue from sales by 87.26 million baht (+3.49 YoY) to 2,590.91 million baht at the end of year 2022 as the launch of new projects according to the business plan and the development of products that effectively satisfy consumer requirements, together with the recovery of the overall industry and economy.

Also, revenue from rental and service increased significantly by 19.09 million baht (+70.16% YoY) from year 2021, which is the income from Sport wellness as well as health rehabilitation and elderly care business.

The proportion of revenue from sales, revenue from rental/services, and other income in 2022 were 97.84%, 1.75% and 0.41% respectively while the proportion of the year 2021 were 98.55%, 1.07%, and 0.38% respectively.

Revenue Structure

Items	Operated by	2022		2021		2020	
		Million baht	%	Million baht	%	Million baht	%
Revenue from sales	NC	2,590.91	97.84	2,503.65	98.55	1,769.08	98.65
Revenue from rental/service	NCPM*, QLM*	46.31	1.75	27.21	1.07	14.02	0.78
Other income**	NC , NCPM*, QLM*	10.93	0.41	9.61	0.38	10.10	0.56
Total income		**2,648.15**	**100.00**	**2,540.47**	**100.00**	**1,793.20**	**100.00**

Note

* The Company holds 99.99% of NCPM and QLM.

** Other income include income from foreclosure of contract, rental receipt, contract replacement fee, interest income, profit from sale of property, etc.

NC N.C. Housing Public Company Limited

NCPM N.C. Property Management Company Limited

QLM Quality Living Management Company Limited

Revenue from sales

In 2022, the Company had revenues from sales of housing estates and land in the category of single-detached houses, twin houses, townhouses and condominiums at 45.92%, 24.97%, 28.55 and 0.56%, respectively, and has vacant land at 0.00%. In 2021, the Company's income from sales of housing estates with land in the category of single-detached houses, twin houses, townhouses and condominiums was 32.29%, 25.83%, 27.30 and 0.57%, respectively, and landed at 14.04%, respectively.

Revenue from sales by type of house

Products	2022		2021		2020	
	Million baht	%	Million baht	%	Million baht	%
Revenue from sales:						
Detached house	1,189.86	45.92	808	32.26	742.46	41.97
Twin house	646.94	24.97	647	25.83	296.48	16.76
Townhouse	739.58	28.55	684	27.30	607.64	34.35
Condominium	14.53	0.56	14	0.57	72.78	4.11
Vacant land	0.00	0.00	351	14.04	49.72	2.81
Total sales revenue	**2,590.91**	**100.00**	**2,503.65**	**100.00**	**1,769.08**	**100.00**

In 2022, the Company has a proportion of revenue from the sale of fully-furnished houses, pre-built houses and custom-built houses of 88.67%, 10.84% and 0.49%, respectively. As of 2021, the Company had a proportion of revenue from the sale fully-furnished houses, pre-built houses, and custom-built houses of 87.55%, 11.60% and 0.85%, respectively.

Proportion of sales revenue divided by the nature of customer orders

Type of house	Down payment installment	Proportion of sales revenue (percent)		
		2022	2021	2020
1. Fully-furnished house	(0-2 installments)	88.67	87.55	87.94
2. Pre-built house	(3-6 installments)	10.84	11.60	8.80
3. Custom-built house	(more than 7 installments)	0.49	0.85	3.26
Total		**100.00**	**100.00**	**100.00**

Revenue from sales of projects

Projects	2022		2021		2020	
	Million baht	%	Million baht	%	Million baht	%
Thanyathani Home on Green Village 2	-	-	-	-	6.9	0.4
NC on Green Charm	12.50	0.48	178.31	7.12	246.1	13.9
Baan Fah Greenery Pakkred-Ratchapruek	48.41	1.87	147.88	5.91	159.6	9.0
Baan Fah Piyarom Phase 15 Tendro	1.97	0.08	147.49	5.89	404.6	22.9
Baan Fah Towny Don Wai	57.41	2.22	264.72	10.57	243.3	13.8
Natureza Condominium (Phase 1)	-	-	1.48	0.06	2.7	0.1
Natureza Condominium (Phase 2)	5.60	0.22	8.06	0.32	41.9	2.4
Diamant Condominium	8.93	0.34	4.75	0.19	28.2	1.6
Baan Fah Greenery Tiwa	69.48	2.68	366.71	14.65	290.8	16.4
Baan Fah Piyarom North, Phase 16	228.16	8.81	228.70	9.13	125.7	7.1
NC on Green Palm Park	-	-	194.74	7.78	169.6	9.6
Land plot N.C. Royal Pinklao	-	-	-	-	49.7	2.81
Baan Fah Piyarom Neola Phase 17	387.40	14.95	415.13	16.58	-	-
Baan Fah Green Park Tham Klong 7	249.64	9.64	170.16	6.80	-	-
Baan Fah Greenery Loft Pattaya	80.42	3.10	24.11	0.96	-	-
Vacant land Bang Ramat	-	-	351.41	14.04		
NC on Green Charm Classic	493.33	19.04	-	-	-	-
NC on Green Palm Park 2	521.83	20.14	-	-	-	-
Baan Fah Greenery TheO Petchkasem	352.87	13.62	-	-	-	-
Baan Fah Greenery TheO Chaiyaphruek-Chaengwattana	27.45	1.06	-	-	-	-
Baan Fah Greenery Neola Klong 2	38.01	1.47	-	-	-	-
Baan Fah Green Park Royal Thonburirom	7.50	0.29	-	-	-	-
Total	**2,590.91**	**100.00**	**2,503.65**	**100.00**	**1,769.1**	**100.0**

2. Expenses

Cost of sales

The Company and its subsidiaries reported cost of sales of the year 2022 at amount of 1,631.96 million baht, down from cost of sales 1,698.93 million baht of the year 2021, with a decrease of 66.97 million baht (-3.94% YoY) contrary to the increase in revenue due to the company can control cost of sales more efficiently. Ratio of the cost of sales compared to revenue from sales decreased from 67.86% in year 2021 to 62.99% at the end of 2022.

Cost of rental and service

The Company and its subsidiaries' cost of rental and service increased by 12.97 million baht (+27.84% YoY) in line with the increase in income Sport wellness as well as health rehabilitation and elderly care business.

Distribution costs

The Company and its subsidiaries had distribution expenses of 213.62 million baht, which decreased by 3.83 million baht (-1.76% YoY) from 2021 and the distribution cost rate slightly decreased from 8.69% to 8.24% as well.

Administrative expenses

The Company and its subsidiaries' administrative expenses in 2022 was 285.83 million baht, increased in the amount of 47.45 million baht (+19.90% YoY) according to the increasing numbers of employee, higher utility expenses, and increased in general administrative expenses. The administrative expenses rate increased from 9.38% in 2021 to 10.79% in 2022.

Financial costs

The Company and its subsidiaries' financial costs decreased 0.93 million baht (-5.70%). This was because some of the projects launched in the year 2022 are still in the process of designing and planning, which means that the project development has not yet started, causing the interest in those projects to be low.

Income tax expenses

The Company and its subsidiaries reported that the income tax expenses increased from the previous year about 21.42 million baht (+25.96% YoY) due to higher net profit in this period.

3. Net profit

In 2022, the Company had a net profit of 349.38 million baht, compared to 2021, which had a net profit of 251.93 million baht. The Company's net profit increased by 97.45 million baht or 38.68%, mainly due to the company's income increased by 107.68 million baht or 4.24%.

4. Return on equity

In 2022, the Company had a net profit per share of 0.282 baht, while in 2021 the company has a net profit per share of 0202 baht.

Financial position

1. Assets

As of December 31, 2022, the Company has total assets of 5,109.18 million baht, an increase of 776.89 million baht from 31 December 2021, or an increase of 17.93% due to increased project development work.

1.1 Inventories

Inventories in the form of real estate for sale are stated at cost or net realizable value, whichever is lower. The cost price comprises the cost of acquiring land, land development cost, construction costs, and expenses directly related to the project including interest as at December 31, 2022 and December 31, 2021, the Company has inventories of 157.11 million baht and 113.32 million baht, respectively, accounted for 3.08% and 2.62% of total assets, respectively. The main inventories came from the Armon project, from Baan Fah Greenery Pinklao-Phetkasem, Baan Fah Greenery Theo Chaengwattana, Baan Fah Greenery Neola Klong 2, Baan Fah Piyarom Nordic Baan Fah Piyarom Neola due to the completion of the building, the transfer can be gradually transferred during the period. However, the Company has the policy to release inventories to reduce interest costs and increase operating liquidity.

1.2 Cost of land development and land for development

As of December 31, 2022, the Company has land development costs and land awaiting development totaling 3,467.89 million baht (representing 55.69% of land development costs and 12.19% of total assets).

1.3 Land, building and equipment net.

This type of asset consists of important elements: Land and buildings for offices and clubs in the Company's housing project. As of December 31, 2022, and December 31, 2021, the Company has land, buildings, and equipment in the amount of 159.55 million baht and 74.93 million baht, respectively, accounting for 3.12% and 1.73% of total assets, respectively.

2. Asset quality

2.1 Assets

The Company reviews the impairment of assets whenever events or changes in circumstances indicate that the carrying amount of an asset is greater than its recoverable amount. The Company will immediately recognize the impairment loss as an expense.

2.2 Accounts Receivable

Revenue from sales of housing estates with land and sales of condominiums are recognized when the significant risks and rewards of ownership have been transferred to the buyer. As of December 31, 2022, the Company has trade accounts receivable before deducting allowance for doubtful accounts amounting to 1.59 million baht from activities. As for real estate, as of December 31, 2021, the Company has trade accounts receivable before deducting allowance for doubtful accounts amounting to 1.59 million baht.

From the information of real estate trade accounts receivable of 1.59 million baht, it can be considered that the value is low and does not affect the company's business operations. The Company has not recognized the outstanding amount as revenue from sales of the Company. The Company will issue a follow-up letter for debts that are overdue for more than 2 months with a debt collection agencyU which will coordinate with debtors to expedite debt repayment The Company provides allowance for doubtful accounts based on the estimated uncollectible amounts based on past collection experience and analysis of the current position of receivables.

3. Liquidity

The Company's cash flow was mainly from sales of housing estates with land and loans from financial institutions with collateral. As of December 31, 2022, the Company had cash and cash equivalents of 101.76 million baht, an increase from the beginning of the period, 7.70 million baht. The details of sources and uses of money are as follows:

As of December 31, 2022, the Company had net cash used in operating activities in the amount of negative 164.16 million baht, a decrease of 151.43 million baht or 1189.39%

Net cash used in investing activities amounted to negative 64.44 million baht, an increase of 26.66 million baht or 70.57% from 2021

Net cash received from financing activities amounted to 236.30 million baht, an increase of 156.54 million baht or 1.96% from 2021

The liquidity ratio increased from 2.98 times in 2021 to 2.57 times in 2022 due to a increase in current assets of 620.90 million baht or 19.77 percent from an increase in inventories of 43.79 million baht or a increase of 38.64 percent and land development costs increased by 816.51 million baht or 40.25% from the year 2021.

Source of funds

Suitability of the capital structure

1. Liabilities

As of December 31, 2022, the Company has total liabilities of 1,988.77 million baht, an increase of 533.27 million baht from 31 December 2021 or an increase of 36.64% due to borrowing from financial institutions and the issuance of debentures and trade accounts payable.

The current liabilities increased by 620.90 million baht or increased by 19.77%, but from long-term borrowings from financial institutions increased by 184.69 million baht or decreased by 38.45%.

The Company's debt to equity ratio decreased to 0.64 times in 2022 from 0.80 times in 2021.

2. Shareholders' equity

The Company has shareholders' equity as of December 31, 2022 and December 31, 2021 equal to 3,120.41 million baht and 1,813.41million baht respectively, an increase of 72.07 % compared to the year 2021.

3. Legal Reserve

In 2022, the company allocated 18.14 million baht of legal reserve, resulting as at December 31, 2021, the Company's financial statements has legal reserve of 113.20 million baht or 9.09 percent of the registered capital.

4. Obligations and contingent liabilities

- The Company has entered into lease agreements for commercial buildings, sales offices, land and services for making and installing billboards for the Company's operations. As of December 31, 2022, the Company has commitments to pay rent and services under the contract within 1 year of 3.86 million baht.
- As at December 31, 2022, the Company asked three domestic commercial banks to issue letters of guarantee to government agencies and third parties in the amount of 753.97 million baht, namely a guarantee for the use of electricity, water supply, and others, amounting to 5.77 million baht, and a guarantee for utilities and services maintenance and central public in the amount of 748.20 million baht.
- As at December 31, 2022, the Company guaranteed loan requests from financial institutions in the amount of 0.65 million baht and guarantees the use of oil in the amount of 0.20 million baht.
- As at December 31, 2022, the Company had the obligations to pay from entering into 6 land purchase and sale agreements amounting to 168.98 million baht. The Company had the cash flows paid for the land deposit amounted 17.36 million baht.

- As at December 31, 2022, the Company has lawsuit as follows:

1. As at December 31, 2022, the Company had a lawsuit on the civil case of Pattaya court black case No. Por. 411/2561 with a juristic person Bayview Resort "defendant". The Company sued the defendant on expulsion charges claiming damages with the cost 0.61 million baht.

   On February 15, 2019, the court scheduled the witness investigation between the Company and defendant. The defendant's lawyer announced that defendant has discussed about it and agreed that defendant will end the use and benefit in the 2 plots of the disputed land including removing assets and dependents from the 2 plots of the disputed land. From June 8, 2018, the defendant agreed to follow the judgment of the final court in the civil case red case No. 1435/2561. The defendant agreed to revoke such appeal case and asked the court to order to dismiss the case temporarily to wait for the ultimate decision of such lawsuit.

   Later, as the defendant did not dismiss the appeal, the Company also did not intend to dismiss the lawsuit. The court has considered and thinks that the main excuse of the charges in extending the case of the defendant in this case is the same excuse with the one filed to sue the Company by the defendant in the red case No. 1435/2561. On July 7, 2021, the Supreme Court had ordered to dismiss the lawsuit in accordance with 29.5.1. It had the same effect as the defendant in violation of the land dispute and had to be evicted from the land and the defendant renounced possession of the disputed land. The court scheduled an appointment for the witness examination of the Company and the defendant to be completed on April 7, 2022.

   The defendant is currently not filed the appeal the judgment of the civil court by the period specified by the law. Therefore, the case had finalized on June 30, 2022.

   The court ordered the defendant to pay 0.37 million baht together with interest at the rate of 7.5% per annum of such principal from the date of filing (filing on April 2, 2018) to April 10, 2021 and reduced to a rate of 5% per annum or the rate changed by the Royal Decree added 2%, but the total must not more than 7.5% per year until the defendant had completed the payment and ordered the defendant to pay the fees for the Company on May 31, 2022.

2. On January 27 and 28, 2020, the Company was sued for 2 cases of claiming the compensation and delivering the properties related to public utilities and services in the undecided case No. Por Bor 959/2563 and the undecided case No. Por Bor 1118/2563. The total suing capital was 54.83 million baht but both cases had the related causes, same counterparts and the same set of witnesses. Therefore, it had ordered to merge the litigation cases for convenience and quickness in the trial.

   During the proceedings, both parties had agreed to waive the indictment on several issues. Therefore, the total capital of both cases was from 54.83 million baht remaining amounted 19 million baht and the court ordered the Pathumthani Provincial Land Office, Thanyaburi Branch to proceed with the survey to make a map of the dispute and set the date for examination of witnesses of the plaintiff and the witnesses of the defendant on September 19 and 26, 2022.

   Later on December 13, 2022, the court had appointed to hear the judgment and had sentenced the defendant to pay totaled 6 million baht including interest. From such sentence of the court, there were several issues that the Company had disagreed whether in the legal and in the factual issues. Therefore, the Company had filed the petition to extend the period of appeal for the appeal the sentence of the Civil Court. The appeal filing will be due on March 2, 2023. As at December 31, 2022, the Company was under the appeal filing and the Company's management had considered to estimate the expected losses amounted 2 million baht which was stated in trade payables and other current payables and recognized such losses in the income statement for the year 2022.

Factors or events that may significantly affect the financial position or operations in the future (forward looking)

From the past year, there have been many factors affecting the real estate market, including politics, new government, declining Thai economic growth, interest rate cut, and the issue of the trade war, including the measures that the National Bank came out to take care of home loans. All things have an impact on the Company's operations, more or less, both directly and indirectly.

However, the Company continues to move forward by adjusting in many aspects, including controlling, managing and reducing expenses or clearly arranging business groups in order to get more targeted customers, including doing new business differently in order for the Company to have a regular income without having to depend on real estate development business alone.

In addition, the Company emphasizes the policy to develop the quality of products and services with 3 strategies as follows:

1. Product Strategy - answering the needs of living together of all ages
2. Customer Centric - giving priority to customers
3. Home Innovation - build an alliance for better living through innovation and to create the highest satisfaction for customers and good quality of life for residents in the long term.

At present, the Company has the advantage of land, which allows it to reduce costs greatly and there is no concern about expanding the market and opening new projects in the future.

The Company continues to develop and prepare its personnel to be able to support the changes that may occur. The organizational structure has been restructured in accordance with the nature of each business group, the strategic business unit, and an efficient internal management system has been set up to increase the competitiveness and achieve the overall goals of the organization.

General Information and Other Material Facts

General information

Company Information	:	N.C. Housing Public Company Limited
Business	:	Real estate development
Headquarters	:	1/765 Moo 17 Soi Amporn, Phahonyothin Road Km. 26, Khu Khot Subdistrict, Lam Luk Ka District, Pathum Thani Province 12130
Company registration number	:	0107546000385 (Former No. 408546000039)
Homepage	:	www.ncgroup.co.th
Telephone number	:	66 (0) 2993-5080-7
Fax number	:	66 (0) 2993-5089
Registered capital	:	1,245,284,305 baht (one thousand two hundred forty-five million two hundred eighty-four thousand three hundred and five baht)
Paid-up capital		1,245,283,691 baht (one thousand two hundred forty-five million two hundred eighty-three thousand six hundred ninety-one baht)
Securities registrar	:	Thailand Securities Depository Company Limited 93 Ratchadaphisek Road, Din Daeng Subdistrict Din Daeng District, Bangkok 10400 Telephone 66 (0) 2009-9000 Fax 66 (0) 2009-9991
Auditor		Ms. Chotima Kitsirakorn — Certified Public Accountant No. 7318 or Miss Wanisa Ngambuathong — Certified Public Accountant No. 6838 or Ms. Chutinan Koprasertthaworn — Certified Public Accountant No. 9201 or Ms. Nithinee Kittikunapong — Certified Public Accountant No. 8843 Dharmniti Auditing Company Limited 178 Soi Permsap (Prachachuen 20), Prachachuen Road, Bang Sue, Bang Sue District, Bangkok 10800 Telephone 66 (0) 2555-0600 Fax 66 (0) 2555-0664
Consulting company Internal audit	:	Kaladit Advisory Services Company Limited No. 637/1 Promphan 1 Building, 3rd Floor, Ladprao Road Chomphon Sub-district, Chatuchak District, Bangkok 10900 Telephone 66 (0) 2038-9388, 08-1171-3546

Subsidiary information	:	N.C. Property Management Company Limited (NCPM)
Business	:	Full-service real estate project management contract and related businesses
Headquarter	:	1/765 Moo 17 Soi Amphon, Phahonyothin Road Km. 26, Khu Khot Subdistrict, Lam Luk Ka District, Pathum Thani Province 12130
Company registration number	:	0105541019582 (Formerly No. (4) 337/2541)
Telephone number	:	66 (0) 2993-5080-7
Fax number	:	66 (0) 2993-5089
Registered capital	:	85,000,000 baht (eighty-five million baht)
Paid-up capital	:	85,000,000 baht (eighty-five million baht)
Auditor	:	Ms. Chotima Kitsirakorn Certified Public Accountant No. 7318 Dharmniti Auditing Company Limited 178 Soi Permsap (Prachachuen 20), Prachachuen Road, Bang Sue Subdistrict, Bang Sue District, Bangkok 10800 Telephone 66 (0) 2555-0600 Fax 66 (0) 2555-0664

Subsidiary information (of NCPM)	:	Siri Arun Wellness Company Limited (Siri Arun)
Business	:	Intermediate care and Wellness and related businesses
Headquarter	:	1/765 Moo 17 Soi Amporn, Phahonyothin Road Km. 26 Khu Khot Subdistrict, Lam Luk Ka District, Pathum Thani Province 12130
Company registration number	:	0135562018607
Telephone number	:	66 (0) 2993-5080-7
Fax number	:	66 (0) 2993-5089
Registered capital	:	25,000,000 baht (twenty five million baht)
Paid-up capital	:	25,000,000 baht (twenty five million baht)
Auditor	:	Ms. Chotima Kitsirakorn Certified Public Accountant No. 7318 Dharmniti Auditing Company Limited 178 Soi Permsap (Prachachuen 20), Prachachuen Road, Bang Sue Subdistrict, Bang Sue District, Bangkok 10800 Telephone 66 (0) 2555-0600 Fax 66 (0) 2555-0664

Subsidiary information	:	Quality Living Management Company Limited (QLM)
Business	:	Outsourcing community management in housing project and condominium juristic person management
Headquarter	:	1/765 Moo 17 Soi Amporn, Phahonyothin Road Km. 26 Khu Khot Subdistrict, Lam Luk Ka District, Pathum Thani Province 1213
Company registration number	:	0105541071517 (Formerly No. (4) 1189/2541)
Telephone number	:	66 (0) 2993-5080-7
Fax number	:	66 (0) 2993-5089
Registered capital	:	1,000,000 baht (one million baht)
Paid-up capital	:	1,000,000 baht (one million baht)
Auditor	:	Ms. Chotima Kitsirakorn Certified Public Accountant No. 7318 Dharmniti Auditing Company Limited 178 Soi Permsap (Prachachuen 20), Prachachuen Road, Bang Sue Subdistrict, Bang Sue District, Bangkok 10800 Telephone 66 (0) 2555-0600 Fax 66 (0) 2555-0664

Legal Disputes

As of December 31, 2022, the Company and its subsidiaries have had no legal disputes that may have a negative impact on the assets of the Company and subsidiaries with an amount greater than 5 percent of the shareholders' equity.

Secondary Market

- None -

Corporate Governance

- Corporate Governance Policy
- Corporate Governance Structure and Material Facts related to the Board, Sub-committees, Executives, Employees and Others
- Report on Key Operating Results related to Corporate Governance
- Internal Control and Related Party Transactions

Corporate Governance Policy

Overview of Corporate Governance Policies and Practices

The Company recognizes the importance and necessity of operating its business for sustainable growth to add value and maximum return to the shareholders of the Company in the long run along with focusing on doing business with honesty, professional management system, and transparency. The committees and executives are visionary and responsible for their duties. There are mechanisms to control and balance the power which ensure that management is transparent and accountable. Risk control and risk management are all set as well as the regard of rights and equality of shareholders, responsibility to stakeholders, disclosure of information to investors with clarity and in a timely manner, and encouragement of executives and employees to operate with ethical and conduct business properly and fairly. In this regard, the Company has adopted the Good Corporate Governance Policy for Listed Companies 2017 (Corporate Governance Code: "CG Code") issued by the Securities and Exchange Commission (SEC) as a guideline in formulating policies for the Company's Corporate Governance and applying it to direct the Company's operations.

The Board of Directors has always placed importance on good corporate governance and fair business practices, considering all groups of stakeholders, including the impact on society, community, and environment as well.

In the Board of Directors Meeting No. 7/2021, held on December 18, 2021, the Board of Directors resolved to review the 7th revised edition of Company's corporate governance policy presented by the Corporate Governance Committee to keep the policies as mentioned above up-to-date and consistent with the company's business and operations, complying with the ASEAN CG Scorecard criteria, but still adhere to the principle of corporate governance in 5 categories, details are as follows:

1. Rights of shareholders
2. Equitable treatment of shareholders
3. The role of stakeholders
4. Disclosure and transparency
5. The responsibility of the Board

1. Rights of Shareholders

The Company is aware of the importance of the rights of shareholders and has a policy to protect the fundamental rights of shareholders as required by law as well as having a policy to encourage shareholders to fully exercise their rights. This is clearly stated in the Company's corporate governance policy.

Shareholders' Meeting

The Company held the Annual General Meeting of Shareholders for the year 2022 on April 27, 2022, with 7 directors attending the meeting (there are 7 directors in total). There were 39 shareholders attending the meeting by themselves and by proxy, holding a total of 942,564,027 shares, representing 75.6907 percent of the total issued shares (The Company's paid-up shares as of April 27, 2022, were total 1,245,283,691 shares), forming a quorum according to the Company's Articles of Association.

The Company complied with the policy on the treatment of shareholders by stipulating the Board of Directors respect the rights and treat all groups of shareholders equally, which was not limited to legal rights only. The Company performed its duties and operated its business with honesty and transparency, together with responsibility towards shareholders, facilitated and encouraged all shareholders to attend the Company's shareholders' meeting. There were supervision and compliance with the policy to conduct the shareholders' meeting in accordance with the law and shareholders' meeting guidelines as well. In this regard, the meeting shall not be held on public holidays and commercial bank holidays for the convenience of shareholders, thus an appropriate meeting time shall be set between 8.30 AM to 4.00 PM, and the meeting shall be held in Bangkok or its vicinity or the area where the Company's head office is located. There shall be facilities in various aspects, including arranging staff to welcome and provide sufficient convenience, arranging staff to inspect documents, providing food boxes for the shareholders attending the meeting (The meeting is held under the guidelines and measures to prevent infection and spread of the Coronavirus 2019).

For the shareholders' meeting, the Board of Directors shall convene an annual general meeting of shareholders within 4 months from the end of the Company's fiscal year. The Company shall send an invitation letter together with supporting documents, which provided sufficient details for decision-making, for the consideration on various agendas, as well as a proxy form and an annual report to shareholders 21 days in advance of the meeting date to allow shareholders sufficient time to consider the information before attending the meeting and shall announce in a daily newspaper at least 3 days in a row and not less than 3 days before the meeting date. In addition, the Company shall publish the invitation letter, supporting documents for consideration, and proxy form in both Thai and English through the Company's website (at www.ncgroup.co.th) 30 days prior to the meeting date.

The Company appointed 4 independent directors as proxies on behalf of the shareholders. In the event that shareholders required to appoint a proxy to attend the meeting on their behalf, they could authorize a person or an independent director of the Company to attend the meeting on their behalf instead.

The Company announced in the supporting documents that were sent together with the invitation letter to inform the shareholders of each step of the process of attending the meeting, verification of documents/evidence showing the right to participate in the meeting, Company's rules and regulations related to the meeting, and a map of the meeting venue. The Company arranged a registration officer to facilitate the shareholders and the proxies on the meeting day. Shareholders were able to register to attend the meeting 2 hours in advance of the meeting and continue doing so until the meeting ended.

At the shareholders' meeting of the Company, the chairman of the meeting explained the voting method, how to count votes, and how to use ballots. Prior to the meeting, in the agenda for the election of directors, the Company arranged voting for individual directors. The chairman of the meeting presented important matters for the shareholders to consider and vote in order of the meeting agenda without any additional agenda other than those stated in the invitation letter and there was no sudden change of important information at the meeting. The chairman of the meeting gave opportunity for shareholders to ask questions with equitable rights by giving sufficient and appropriate time. The Company gave the right to shareholders who attended the meeting after the meeting had started to vote on agenda items that were being considered and had not yet been voted on, however,

it had counted as a quorum from the agenda in which the shareholder was attended and voted onwards, unless the shareholders' meeting had other opinions.

The Company provided minutes of meeting and voting record for each agenda item together with all important issues and opinions and submit them to the relevant departments within 14 days from the date of the shareholders' meeting. The minutes of the meeting were also published through the Company's website (at www.ncgroup.co.th). The Company received a score from the assessment of the Annual General Meeting of Shareholders 2022 conducted by the Thai Investors Association (AGM Checklist Score 2022) with a total score of 100 percent, classified as excellent.

About the appointment and determination of the auditor's remuneration, the shareholders' meeting appointed and determined the auditor's fee according to the recommendation of the Board of Directors. The auditors could not be a director, employee, or person holding any position in the Company. This year, the company invited lawyers and independent auditors from Dharmniti Auditing Co., Ltd. to attend the meeting and perceive opinions as well as answer questions from shareholders in order to represent transparency in collecting votes.

The Company allowed minority shareholders to propose additional meeting agendas and nominate a qualified person to be selected as the Company's director. On September 22, 2022, the Company published a letter to shareholders through the SET system allowing minority shareholders to propose meeting agendas and nominated qualified persons to be selected as the Company's directors at the 2023 Annual General Meeting of Shareholders. The Company published the rules and practices on the Company's website and informed the shareholders of the operations as mentioned above through the SET system, however, none of the shareholders proposed anything.

2. Equitable Treatment of Shareholders

The Company has the policy to facilitate shareholders and treat all shareholders equally and fairly, in accordance with legal requirements, along with the policy to protect the rights of every shareholder and facilitate shareholders in the shareholders' meeting as well. The details are disclosed in Article 1, Rights of Shareholders.

Supervision of the Use of Internal Information

The Company has preventive measures in cases where directors, executives, and employees use inside information to seek benefits for themselves or others in abusive self-dealing, such as insider trading, disclosing inside information to persons related to directors and executives which cause damage to the shareholders. The details are disclosed in the section on supervision of the use of inside information. The Company requires directors to disclose information to the Company regarding their interests and related parties so that the Board of Directors can consider matters that may have conflicts of interest with the Company's transactions. In addition, the Company has clearly established policies and procedures for directors to hold directorships in other companies.

Conflicts of Interest

It is an important policy of the Company not to allow directors, executives, and employees to take the opportunity of being directors, executives, or employees of the Company to seek personal benefits, therefore, it is established to avoid entering transactions related to themselves that may cause conflicts of interest with the Company. In case it is necessary to do such a transaction for the benefit of the Company, the Board of Directors requires that it must comply with the regulations of the Stock Exchange of Thailand and must be proposed to the Board of Directors' meeting for consideration and approval, and the Audit Committee must attend the meeting to consider and oversee that the transactions are fair, reasonable, and have an appropriate pricing policy that takes into account the best interests of the Company.

The directors, executives, or employees who have interests in such transactions must not be involved in the approval process, whereby the Company has completely disclosed information about the transactions in the Form 56-1 One Report.

Furthermore, the Company prohibits executives and employees from operating and engaging in any business that competes with the business of the group of companies, regardless of whether the directors, executives, and employees receive direct or indirect benefits which are clearly stated in the Company's Code of Conduct, as well as a business group structure that is not conducive to related transactions in a manner that may have conflicts of interest.

3. The Role of Stakeholders

The Company places importance on the rights of all groups of stakeholders, whether they are internal stakeholders such as employees and executives of the Company and its subsidiaries, or external stakeholders such as shareholders, customers, business partners, competitors, creditors, government agencies, and other relevant agencies, as well as social and environmental responsibilities which are clearly stated in the Good Corporate Governance Policy and the Company's Code of Conduct. This shall be use as guidelines for clearly treating each stakeholder group. In addition, the Company provides channels for stakeholders and related parties to have an opportunity to express their opinions on the Company's operations and file complaint in the event of unfairness arising from the actions of the Company or witness illegal acts/the Code of Conduct through the Company's website at www.ncgroup.co.th, or communicate directly with the Board of Directors via email address: bod@ncgroup.co.th and Company Secretary directly via email address: ir@ncgroup.co.th. In the past operations, the Company considered the rights of all stakeholders as follows:

Shareholders: The Company focuses on operating its business with honesty, integrity, ethics, and transparency in order to grow sustainably, add more value, and maximize return to the Company's shareholders in the long term, considering the rights and equality of shareholders. The details are disclosed in Article 1, Rights of Shareholders, and Article 2, Equity of Shareholders.

Employees / Management: The Company realizes that employees and executives are the most valuable resources and are the critical factor for the success of the Company. The Company has the policy to treat the employees fairly regarding opportunities, compensation, appointment, relocation, as well as supporting the continuous development of personnel to enhance operational potential and promote progress in the field.

The Company attaches great importance to the maintenance of health, safety, and working environment by establishing a safety committee to work on safety and good health and a welfare committee to take care of welfare matters for employees, including providing annual health checks to employees, establishing a place to exercise, life insurance for employees and a provident fund.

The Company values its employees, therefore, there is a policy to take care of compensation and welfare that help and improve the quality of life of employees and their families as well as to build morale at work as follows:

1) The Company has set a fair remuneration that is appropriate to the duties and responsibilities in accordance with the Company's performance.
2) The company has determined to review the compensation and benefits of employees regularly to keep them at a competitive level in the industry.

In terms of compensation management and creating opportunities for career advancement, the Company uses KPIs and Competency as indicators of individual employees' performance (Individual KPIs) to evaluate performance and determine compensation for executives and employees. There are both individual and departmental evaluations conducted twice a year to be used as a criterion for considering salary and promotion.

Customers: The Company is committed to create maximum satisfaction and trust for customers to receive good quality products and services at reasonable prices and maintain good long-term relationships. The Company focuses on treating customers with politeness, effective, and adheres to strictly comply with the contracts made with customers. Moreover, the Company has a home quality control system with an ISO international system and has established a system and process for customers to make complaints about the quality of products and services (CFR: Customer Feedback Records) and has the policy to maintain customer confidentiality. The Company conducts a customer opinion questionnaire about services and construction every time a house is delivered to a customer and conducts a customer satisfaction survey annually in order to use the results for further development, thus customers will be most satisfied with the company's products and services.

Partners: The Company has the policy to treat partners fairly and equitably, considering the mutual benefits with partners based on fair returns to both parties, avoiding situations that cause conflicts of interest, strictly complying with contracts made with partners.

Creditors / Financial Institutions: The Company adheres to the contract and strictly complies with the borrowing conditions under the agreement with creditors and financial institutions.

Competitors: The Company has the policy to compete freely and fairly, non-monopoly, does not require partners to sell products only to the Company, and does not have a policy to apply any method to obtain information of competitors illegally and unethically. The Company encourages business operations under a framework of good competition without infringing on intellectual property or commercial copyrights and does not damage the reputation of competitors by malicious allegations. In the past year, the company does not have any disputes with competitors.

Independent Auditor: The Company is aware of the importance of independent auditors that shareholders use as a mechanism to verify management's performance and to ensure accurate and complete financial reports. Therefore, it has the policy to fully cooperate with the auditors by presenting accurate and complete information as well as providing convenience to independent auditors in auditing.

Society, Public and Environment: The Company has the policy to operate its business by emphasizing environmental stewardship, contributing to society, supporting public activities for the community, and supporting local activities in the areas where the Company located both operated independently and in collaboration with the government and communities. The details are disclosed in social activities, full compliance with relevant laws and regulations, and campaigning to raise awareness of the practical and effective use of various resources. The Board of Directors has resolved to assign the Management to consider guidelines for promoting knowledge and training to employees on environmental issues.

In addition, the Company has established a policy and treatment for oneself, supervisors, colleagues, and the Company in order not to engage in any act or conceal any action that conflicts with the Company's interests, corruption, or bribes for personal gain, as the Company regards every employee as a key to the success of the organization. Therefore, it is necessary to be a person who is always interested in learning and developing their knowledge and abilities and behaves in discipline and good morals, fostering a good culture within the organization and developing the Company to be able to grow sustainably.

4. Information Disclosure and Transparency

The Board of Directors has supervised the Company to disclose information both financial and non-financial related to its business operations and performance accurately and transparently through various channels by the regulations of the Securities and Exchange Commission, The Stock Market, The Stock Exchange of Thailand, and other related laws, and to disclose information on the structure of duties and compensation of the Board of Directors and the Sub-Committees, reports on the performance of the Sub-Committees and directors' remuneration, as well as the preparation of reports on corporate governance policies and the results of the policy implementation in its entirety.

The Board of Directors' meeting has resolved to set a policy for the Company's directors and senior executives to notify the Board of Directors, or Investor Relations, or the Company Secretary about the trading of their own shares at least 1 day in advance of trading and must report on the purchase-sale of shares/holding of the Company's securities to the Board of Directors' meeting every quarter.

The Quality of Financial Reports

The Board of Directors has supervised that the Company's financial reports are accurate, complete, and transparent in all material respects, including in compliance with generally accepted accounting standards by using the accounting policy that appropriate and adhered to regularly. The Board of Directors has established a risk management system and effective internal control system. The Audit Committee has been appointed to be responsible for the quality of financial reports and internal control systems. The Board of Directors has prepared a report on the Board's responsibility for financial reports and the Audit Committee has already reported the audit details as shown in the annual report (Form 56-1 One Report).

The Investor Relationship

The Company has established an Investor Relations Department to represent the Company in contacting with shareholders, institutional investors, investors, securities analysts, and general public by disseminating information through various channels, such as participating in the investor meeting event (Opportunity Day), disseminating information via mass media, e-mail, telephone, fax, IR Newsletter, and the Company's website

at www.ncgroup.co.th in both Thai and English. Investors can also request information of the Company through the website at www.ncgroup.co.th or via e-mail address: ir@ncgroup.co.th or call 02-993-5080-7 ext. 403 and 401.

The Internal Control and Audit System

The Company places importance on internal control systems both management level and operational level with efficiency. Duties and operational powers of operators and executives are clearly written. There is a control over the use of the Company's assets for the benefit and there is a separation of duties of operators and evaluating inspectors to ensure proper balance and check between each other. The Board of Directors will assess the sufficiency of the internal control system for development and improvement annually.

The Company has an auditing and system development department that performs audit and assessment. Internal audit manual has been prepared to ensure that the Company's key operations, important financial activities, operation, information technology administration, compliance with laws and requirements related to the company, and special audits are carried out in accordance with established and effective guidelines. The internal audit department is independent and is able to perform full checks and balances. The Internal Audit Department is assigned to report the audit results directly to the Audit Committee and be assessed by the Audit Committee.

In 2022, the Company hired Kaladit Advisory Services Company Limited (KAS) as an internal audit consultant. This is to ensure that the Company has management system in various fields that are correct by international practice standards. The results of the audits are reported to the Executive Committee and related departments as a guideline for further performance improvements.

Due to the Board of Directors attaches great importance to risk management, the Company has established the risk management policy, the risk management working group to assess business risks, the measures to prevent and manage risks, including risks affecting the Company's operations as stated in the Risk Factors section. The Board of Directors consider and monitor the Company's risk management measures on a quarterly basis.

5. Duties of the Board of Directors

Structure of the Board of Directors

Board of Directors must possess qualifications based on Public Company Act and related laws. Board must not show any characteristic that is not suitable to manage company with public stockholding as specified by Securities and Exchange Commission.

The Company's Board of Directors comprise of knowledgeable and capable individuals with business experiences and the variety of qualifications of directors, i.e., the specialization of skills and profession for responsibility which lead to performing the duty of consideration, approval, and determination of the Company's policies, vision, strategies, goal, mission, business plan, and risk management policy as well as supervise the management to ensure that the operations are in accordance with the policies and goals set under the framework of laws, objectives, the Company's Articles of Association, and the resolutions approved by shareholders with responsibility, honesty, caution, according to the principles of good practice leading the maximization of the Company's overall value and the utmost stability for shareholders.

The Company has fixed the number of directors to be proper to its business size. As of December 31, 2022, the Board of Directors consisted of 7 members including 2 executive directors and 5 non-executive directors; meanwhile 5 of 7 directors are independent directors. Therefore, all stakeholders can be ensured that directors can independently perform their duties representing shareholders with proper balancing of powers.

Chairman is an independent director and not the same person as the CEO and/or Managing Director. There is a clear-cut difference in the operating roles and responsibilities of the Board of Directors and that of management.

Independent Directors refer to persons possessing the qualities and is independent as per the definition stipulated by the SET regarding qualifications and responsibilities as a member of the Audit Committee as disclose in the "Board Member's Qualifications".

The definition of the term "Independent Director" as per the Company's guidelines is compliance of the SET's guidelines as shown in the information under the "Board Member's Qualifications".

The Company's policy and guidelines for its Board members sitting on other Company's Board of Directors has been disclosed in the annual report under the "Board Member's Qualifications". To date, the Company has not specified the number times a Board member can be re-elected to sit on the Company's Board. However, upon reaching the term for retirement, the Nomination Committee may consider the appropriateness in re-selecting the outgoing Board members by taking into consideration the individual Board member's performance and the value of contribution made to the Company in the previous term(s).

The Policy and The Guidelines on Anti-Corruption

The Company attaches great importance to anti-corruption as well as supporting and encouraging personnel at all levels to have awareness of anti-corruption in all forms, as well as instilling in the performance of duties as well as conducting business with honesty, integrity, morality, and ethics to lead to sustainable growth. The guidelines are as follows:

1. The Company realizes the importance and has the policy to operate on the basis of honesty and integrity, and does not support any actions related to corruption.
2. The Company has established guidelines to encourage employees to continuously work with values of honesty and integrity.
3. The Company has established an audit and system development to investigate actions that may cause corruption along with guidelines for prevention and appropriate penalties.

Duties and Responsibilities

1. The Board of Directors is responsible for formulating policies supervising and monitoring operations to ensure that the Company achieves objectives by the Anti-Corruption Policy. It is also responsible for reviewing the policy to reflect changes in business, rules, regulations, and relevant laws.
2. The Audit Committee has roles, duties, and responsibilities in reviewing and supervising the internal control system, financial reporting, and other processes related to Anti-Corruption Policy to ensure that the operations of various departments are efficient, legally, and comply with the regulations and the principles of good corporate governance as well as business ethics.
3. Management is responsible for implementing this policy, communicating, and encouraging employees at all levels as well as related parties to acknowledge, understand, and perform duties without corruption.

Complaint Notification

1. If employees see an action suspected of violations or not following the code of conduct can ask questions or report to the responsible person as follows:
   - Supervisor Level
   - Human Resources Department
   - The Board of Directors or Company Secretary
2. The Company has designated the Human Resources Department as the agency to receive complaints from third parties in the event of any behavior or incidents that may be non-compliance with the Code of Conduct. You can report the matter directly at:

   Human Resources Department
   N.C. Housing Public Company Limited
   No. 1/765 Moo 17, Soi Amporn,
   Phahonyothin Road Km. 26,
   Khu Khot Sub-district, Lam Luk Ka District,
   Pathum Thani Province 12130
   Telephone 02 993 5080 - 7 ext. 230
   Email : hrnc@ncgroup.co.th

Business Ethics

The Board acknowledges the roles, duties, and responsibilities that it requires knowledge, competence, and experience that will be beneficial to ethical business operations and performs duties by the law, objectives, and Articles of Association of the Company as well as the resolutions of the shareholders' meeting with honesty, integrity, and consideration for the interests of the Company and shareholders. The Company has prepared a code of conduct regarding the Code of Conduct for the Board of Directors, the management, and employees so that related parties can use it as a guideline for performing their duties by the Company's mission with honesty, integrity, and fairness all the treatment of the Company, stakeholders, public, and society as well as establishing a system to monitor the implementation of the guidelines mentioned above continuously.

To cultivate a corporate culture of good corporate governance, the Company has set up a training course on good corporate governance and the Company's Code of Conduct to train new employees, requires new employees to sign an acknowledgment of compliance with the Company's Code of Conduct, and disseminates information about the operation and activities related to good corporate governance through various channels to continually enhance knowledge and understanding.

In addition, the Company has also established work regulations for general employees to adhere to as guidelines for performing duties with honesty in which such regulations are imposed penalties if there is a violation of the rules and regulations of doing business.

The details of Corporate Governance and Code of Business Conduct Policy are in the Company's website: http://investor.ncgroup.co.th /investor-relations-en/

Significant changes and developments in policies, practices, and corporate governance systems in the past

In 2022, the Company was assessed for good corporate governance (CGR) with a score of "very good" from the results of the 2022 corporate governance survey of listed companies conducted by the Thai Institute of Directors Association (IOD). According to the policy given by the Board of Directors regarding the care and development of the quality of employees in all aspects, both mental and physical health, due to the COVID-19 epidemic and the results of the employee health check-up in the year 2022, the Board foresaw the necessity for all employees to maintain good health and ready to deal with epidemics and future events as well as to take care of themselves and their family to stay healthy and strong.

The Corporate Governance Day (CG & CSR Day)

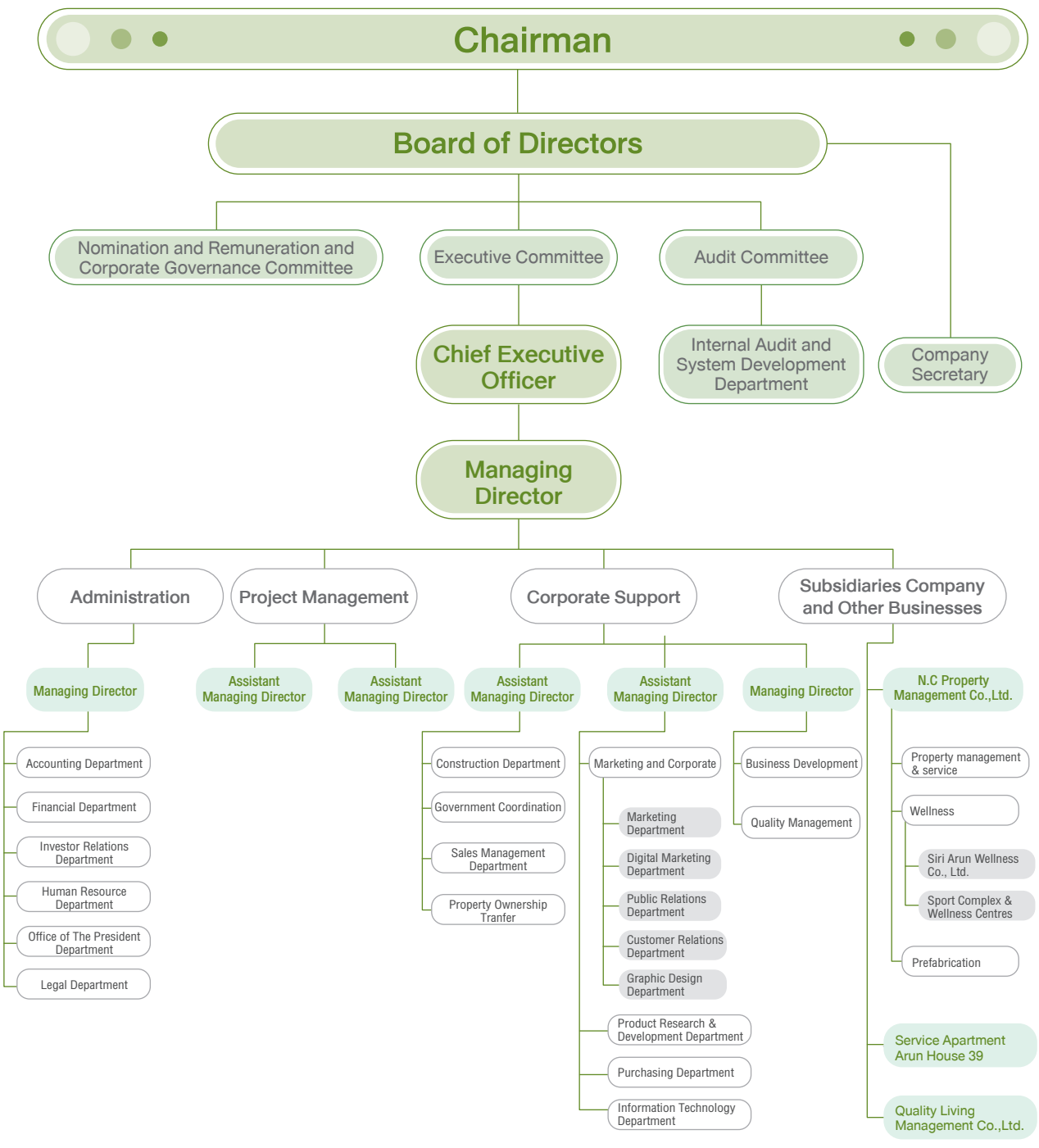
The Company has continually recognized the importance of management under the Good Corporate Governance Policy and the Company's Code of Conduct by designating February 2 of every year, which is the day of the Company's founding, as the Corporate Governance Day (CG & CSR Day)

In 2022, due to the Covid-19 pandemic, the Company did not organize CG&CSR DAY event that gathered employees of the entire company to prevent infection. However, the executive still sent encouragement through gifts to all employees.

Corporate Governance Structure and Material Facts related to the Board, Sub-committees, Executives, Employees and Others

Corporate Governance Structure

NCH's Organization structure 2022



Information on the Board of Directors

The Board of Directors shall be fully qualified under the Public Limited Companies Act and other relevant laws and must not have any characteristics that show a lack of suitability to be entrusted with the management of public shareholders as prescribed by the Securities and Exchange Commission.

The Board of Directors consists of directors who are knowledgeable, capable, considerable experience in business operations, and diverse in qualifications such as specific expertise and professional skills to consider and approve policies, visions, strategies, goals, missions, business plan, risk management policy, and supervise the management to ensure that the management is in accordance with the policies and goals set under the framework of laws, objectives, the Company's Articles of Association and the resolutions of the shareholders' meeting with responsibility, honest, integrity, and carefulness according to the principles of good practice to maximize the Company's overall value and the utmost stability for shareholders.

The Company has provided the number of directors suitable for the size of the Company's business. As of December 31, 2022, the Board of Directors consisted of 7 members including 2 executive directors and 5 non-executive directors; meanwhile 5 of 7 directors are independent directors. All stakeholders can be ensured that directors can independently perform their duties representing shareholders with proper balancing of powers.

The Chairman of the Board of Directors is not the same person as the Chief Executive Officer and/or Managing Director and is an Independent Director. The Company stipulates that the roles, duties and responsibilities of the Board of Directors and the management are clearly separated.

Independent Director of the Company means a person who has full qualifications and is independent according to the Stock Exchange of Thailand Notification regarding the qualifications and scope of work of the Audit Committee, as detailed in the section of the Board of Directors' qualifications.

The Board of Directors has defined the definition of independent directors of the Company in accordance with the regulations of the Stock Exchange of Thailand, details of which are disclosed in the section of the Board of Directors' qualifications.

As for the policy and procedure for holding a directorship position in other companies of the director disclosed in the topic of director qualifications, the Company has not yet determined the number of terms a director can hold office for the longest time. However, upon the expiration of the term, the Nomination Committee will consider the suitability of re-appointment of the director by considering the performance and benefits that the Company has received from the past performance of the director.

The Sub-Committees

The Board of Directors has appointed 3 directors with appropriate expertise as the Sub-Committees to assist in studying and scrutinizing various matters as follows:

1. Audit Committee
2. Executive Committee
3. Nomination, Remuneration and Corporate Governance Committee

The composition of members, scope of duties, and responsibilities of each committee appears in the heading of the Company's Board of Directors. The Company has designated the Sub-Committees to report the performance of the charter in the past year to the Board of Directors and to the shareholders in the annual report. Although the Company has not yet established a Risk Management Committee and a Corporate Governance Committee, a working group has clearly been set up to take care of such matters.

The Board Meeting

In 2022, the Board of Directors convened six meetings. The Board of Directors Meeting No. 6/2022, dated December 14, 2022, had an agenda to review the vision and mission of the Company in order to increase the efficiency of policy management, including an agenda to notify the Board of Directors and Sub-Committees meetings in advance for the 2023 Board of Directors Meeting. The Company has stipulated that directors are obliged to attend the Board of Directors' meetings every time except the case of necessity. The Chairman of the Board and the Managing Director will oversee approving the agenda of the meeting and allowing directors to propose matters to be included in the agenda of the Board of Directors' sessions where the agenda is set. The meeting documents are complete and sufficient and

delivered to the Board of Directors 7 days in advance of the meeting so that the directors have enough time to review the information before attending the meeting. The directors can request additional information for consideration from the Company Secretary.

The Chairman of the Board has the policy to encourage careful discretion and to allocate sufficient time in meetings for the management to propose issues and discuss on important matters cautiously. In this regard, the Board of Directors has appointed a secretary to support the preparation of meeting agendas, meeting invitations, supervise and organize meetings, take notes and minutes of meetings, and store minutes of meetings approved by the Board of Directors to prepare for submission to the Board of Directors and relevant persons for reviewing.

In 2022, the Board of Directors held 4 regular meetings and 2 special meetings. Details of the meeting attendance of each Board of Directors were disclosed in the heading of Management Structure.

The Orientation for New Directors

The Company the importance of performing the duties of new directors who shall understand the Company's business, therefore, there is an introduction to the overall operating guidelines of the Company as well as the management structure of the Company and subsidiaries in order to have an understanding of the overall operation and management system of the Company. It also provides information that is important and necessary for the performance of the directors' duties, such as the internal work structure of the Company, the Company's Articles of Association, company objectives, business Code of Conduct, Good Corporate Governance Principles, relevant laws, financial statements, notes to the financial statements, and charter of all the committees, this includes meeting with executives in all the departments, joining a tour of the Company's projects, and perceiving information about the Company's operations and management guidelines that will be carried out in the future. Anywise, the Company did not have a new director in the year 2022.

Monitoring to ensure that strategies are implemented

The Board has monitored the implementation of the strategy. Meetings are held twice a year and are scheduled to consider acknowledging the performance reports for the first half and the second half of the year and approving the performance plan for the following year in which the departments must report the results and request for approval of the said action plan to the Executive Committee and bring it to the Board of Directors' meeting for further consideration.

The Charter of the Board of Directors and Sub-Committees

In order to ensure that the Board of Directors and Sub-Committees' operations have clear rules and regulations, the Company has created the Charter of the Board of Directors and Sub-Committees and is constantly reviewing and updating.

The Development of Directors and Executives

The Company has the policy to promote and encourage directors, executives, and company secretary to attend seminars and courses that are beneficial to their performance of duties, both organized internal by the departments in charge of training employees of the Company and external agencies such as the Thai Institute of Directors Association (IOD), the Association of Listed Companies, etc., to bring knowledge and experience in developing further work. This is to ensure that the Board of Directors can effectively monitor the Company's operations and have the opportunity to participate in knowledge development training sessions regularly. In order to facilitate the Board of Directors' participation in the training, the Human Resources Department and the Company Secretary have been assigned to prepare a record of the Board's training attendance and present appropriate training courses to each Board member for consideration to encourage the Board of Directors having the opportunity to attend training courses or participate in seminar that continually increase their knowledge of operations as details disclosed in the section on biographies of directors and executives and employee development policy.

In the year 2022, the following committees and senior executives were trained to develop knowledge in their duties:

No.	Name-Surname		Training courses in 2022	
			Internal	External
Directors and Senior Executives				
1	Mr.Somchao	Tanthathoedtham	None	- Wellness & Healthcare Business Opportunity Program for Executives #1 (WHB, Class 1)
2	Mr.Somnuek	Tanthathoedtham	None	- Thai-Chinese Leadership Studies (TCL) #2 - Training Program for Senior Executives in Metropolitan Development, Class 10 - Wellness Economic Corridor and Northern Economic Revitalization - Wellness & Healthcare Business Opportunity Program for Executives #2 (WHB, Class 2)
Senior Executives				
3	Mr.Thamrong	Plookjitrasom	- Data security and Personal Data Protection Act - Microsoft Office 365	None
4	Mr.Rattakai	Lertsripreeya	- Data security and Personal Data Protection Act - Microsoft Office 365	- DAAT DAY 2022 - ERA OF EFFECTIVENESS
5	Mr.Walatchanat	Rujidasirisakul	- Data security and Personal Data Protection Act - Microsoft Office 365	- Economic Update for CFOs - TLCA CFO Professional Development Program No. 3/2022 - TLCA CFO CPD No. 6/2022 on the topic of CFO's role in corporate sustainability - TLCA CFO CPD No. 8/2022, Topic ESG Bonds in Corporate Financing
6	Mr.Boonchai	Rojpanich	- Data security and Personal Data Protection Act - Microsoft Office 365 - Mango ERP Program Module PM	None
7	Mrs.Nampetch	Tantawiriya	- Data security and Personal Data Protection Act - Microsoft Office 365	- Analyze and adjust techniques for minimum wage impact
8	Miss.Sumanee	Boonsarana	- Data security and Personal Data Protection Act - Microsoft Office 365	- Difference between accounting principles and taxation

No.	Name-Surname		Training courses in 2022	
			Internal	External
9	Mrs. Ajchara	Kingsai	- Data security and Personal Data Protection Act - Microsoft Office 365 - Mango ERP Program Module PM	None
10	Mr. Sanit	Leejunthuek	- Data security and Personal Data Protection Act - Microsoft Office 365 - Mango ERP Program Module PM	None
11	Mrs.Nonglak	Tanthathoedtham	- Data security and Personal Data Protection Act - Microsoft Office 365	- Senior management Integrative Medicine (TASC) Class 5 - Certified Medical Travel Professional
12	Mr.Jessada	Lukkipiniskul	- Data security and Personal Data Protection Act - Microsoft Office 365	- DAAT DAY 2022 - ERA OF EFFECTIVENESS
13	Mr. Prapat	Vatcharonurak	- Data security and Personal Data Protection Act - Microsoft Office 365 - Mango ERP Program Module PM	None
14	Mr.Thara	Thuanklang	- Data security and Personal Data Protection Act - Microsoft Office 365 - Mango ERP Program Module PM	None

Information about the Board of Directors and Sub-Committees

The Board of Directors has appointed the directors with appropriate expertise as the 4 Sub-Committees to assist in studying and scrutinizing various matters as follows:

1. The Board of Directors
2. The Audit Committee
3. The Nomination, Remuneration and Corporate Governance Committee
4. The Executive Committee

The following are name lists and scope of authority:

The Board of Directors

In 2022, the Company had a total of 6 Board of Directors meetings. As of December 31, 2022, the Board of Directors consisted of 7 members as follows:

1. Asst. Prof. Trirat Jarutach	Independent Director and Chairman of the Board of Directors
2. Ph.D. Piboon Limpraphat	Director, Independent Director, Chairman of the Audit Committee, Chairman of the Nomination, Remuneration and Corporate Governance Committee
3. Mr. Vichan Amornrojanavong	Director, Independent Director, Audit Committee, Nomination, Remuneration and Corporate Governance Committee
4. Mr. Vorakan Dhepchalerm	Director, Independent Director, Audit Committee, Nomination, Remuneration and Corporate Governance Committee
5. Mr. Vikrom Sriprataks	Director, Independent Director, Audit Committee, Nomination, Remuneration and Corporate Governance Committee
6. Mr.Somchao Tanthathoedtham	Director, Nomination, Remuneration and Corporate Governance Committee and Chairman of the Executive Committee
7. Mr.Somnuek Tanthathoedtham	Director and Executive Director

with Ms. Porntippa Cheewaruangroj as the Company Secretary and secretary of the Board of Directors

Scope of duties of the Board of Directors

(1) Manage the Company in accordance with the law, objectives, and Articles of Association of the Company, as well as the resolutions of the shareholders' meeting that are lawful with honesty and carefulness regarding protecting the interests of the Company.

(2) Set goals, guidelines, policies, plans, company budgets, and supervise the administration and management of the Executive Committee and executives in accordance with the assigned policies and regulations of the Stock Exchange of Thailand, except in the following matters: The Board of Directors must obtain approval from the shareholders' meeting before proceedings of capital increase, capital reduction, issuance of debentures, sale or transfer of all or part of the Company's business to other persons, purchase or acceptance of transfer of other companies' business to the Company, amendment of the Memorandum of Association or Articles of Association, connected transactions, and the purchase and sale of important assets according to the regulations of the Stock Exchange of Thailand or as specified by other government agencies.

(3) Establish reliable accounting, financial reporting and auditing system, and a process for evaluating

the appropriateness of internal control and internal audit for efficiency and effectiveness, along with risk management and monitoring.

(4) Ensure that there is no conflict of interest between the stakeholders of the Company.

(5) Supervise the business to operate with ethics.

(6) Report their responsibilities of the preparation of financial reports together with the auditor's report in the annual report, covering important matters in accordance with the policy on good practice for directors of listed companies of the Stock Exchange of Thailand.

(7) The Board of Directors may appoint a number of directors and/or executives as it deems appropriate to be the Executive Committee with the authority to manage the Company as assigned by the Board of Directors including delegating and decentralizing authority to operate as appropriate for effective management.

In 2022, the Board of Directors determined that non-executive directors were able to have meeting among themselves as appropriate without executive directors or executives attending the meeting to allow the Board of Directors an opportunity to discuss various issues related to the operations and management of the Company, and other important matters. The non-executive directors meeting was held on December 14, 2022.

Term of office of the Company's director

Name - Surname	Position	Terms of Office	Terms
1. Asst. Prof. Trirat Jarutach	Chairman	27/04/2019 - present	Term 2
2. Ph.D. Piboon Limpraphat	Director	15/05/2007 - present	Term 6
3. Mr. Vichan Amornrojanavong	Director	27/04/2019 - present	Term 2
4. Mr. Vorakan Dhepchalerm	Director	27/04/2019 - present	Term 2
5. Mr. Vikrom Sriprataks	Director	18/07/2020 - present	Term 1
6. Mr. Somchao Tanthathoedtham	Director	27/11/2003 - present	Term 7
7. Mr. Somnuek Tanthathoedtham	Director	27/11/2003 - present	Term 9

The Audit Committee

In 2022, the Company had a total of 4 Audit Committee meetings. As of December 31, 2022, the Audit Committee consisted of 4 members as follows:

1. Ph.D. Piboon Limpraphat	Chairman of the Audit Committee
2. Mr. Vichan Amornrojanavong	Audit Committee
3. Mr. Vorakan Dhepchalerm	Audit Committee
4. Mr. Vikrom Sriprataks	Audit Committee

with Ms. Kamonwan Sawatchai as the secretary of the Audit Committee.

Audit Committee members are knowledgeable and experienced in reviewing the Company's financial statements. However, details of the director's profile can be found in the section on details of Directors and Executives.

The Scope and Authority of the Audit Committee

(1) Review the Company's financial reports to ensure they are accurate and adequate by coordinating with auditors and executives who are responsible for preparing financial reports both quarterly and annually. The Audit Committee may recommend the auditor to review or examine any item that it deems necessary and important during the audit of the Company's accounts.

(2) Review the Company's internal control system and internal audit appropriately and effectively, consider the independence of the internal audit as well as approve the appointment, transfer, and termination of the head of the internal audit or any other department responsible for internal auditing.

(3) Review the Company's compliance with the Securities and Exchange Act, the regulations of the Stock Exchange of Thailand, or the laws related to the Company's business.

(4) Consider and nominate an independent person to act as the Company's auditor and offer such person's compensation by considering their credibility, sufficiency of resources, total amount of past audit work of the audit firm, and experience of personnel assigned to audit the Company's accounts. The Audit Committee shall attend a meeting with the auditor without the presence of management at least once a year. In this regard, the Audit Committee have the right to terminate the employment of external auditors if they are found to perform their duties as impaired by proving that they may cause damage to the Company.

(5) Consider connected transactions or transactions that may have conflicts of interest in accordance with the laws and regulations of the Stock Exchange of Thailand to ensure that such transactions are reasonable and in the best interest of the Company.

(6) Prepare the Audit Committee's report and disclose in the Company's annual report. The report must be signed by the Chairman of the Audit Committee and must contain at least the following information:

   1) The opinions on the accuracy, completeness, and reliability of financial reports.

   2) The opinions on the adequacy of the Company's internal control system.

   3) The opinions on compliance with securities and stock exchange laws, regulations of the Stock Exchange of Thailand, or laws related to the Company's business.

   4) The opinions on the suitability of the auditor.

   5) The opinions on items that may have conflicts of interest.

   6) The number of Audit Committee meetings and the attendance of such meetings by each member of the Audit Committee.

   7) Overall opinions or observations received by the Audit Committee in the performance of duties under the Charter.

   8) Other items that shareholders and general investors should be aware of under the scope, duties, and responsibilities assigned by the Board of Directors.

   9) Perform any other acts as the Board of Directors of the Company assigned with the approval of the Audit Committee.

The Nomination, Remuneration and Corporate Governance Committee

In 2022, the Company had 2 meetings of the Nomination, Remuneration and Corporate Governance Committee. As of December 31, 2022, the Committee consists of 5 members as follows:

1.	Ph.D. Piboon	Limpraphat	Chairman of the Nomination, Remuneration and Corporate Governance Committee
2.	Mr. Somchao	Tanthathoedtham	Nomination, Remuneration and Corporate Governance Committee
3.	Mr. Vichan	Amornrojanavong	Nomination, Remuneration and Corporate Governance Committee
4.	Mr. Vorakan	Dhepchalerm	Nomination, Remuneration and Corporate Governance Committee
5.	Mr. Vikrom	Sriprataks	Nomination, Remuneration and Corporate Governance Committee

with Ms. Porntippa Cheewaruangroj as the secretary of the Nomination, Remuneration and Corporate Governance Committee.

Scope and Authority of the Nomination, Remuneration and Corporate Governance Committee

(1) Consider the criteria, process, structure, composition, and qualifications of the Board of Directors and the Sub-Committees.

(2) Recruit and select qualified persons to serve as the Board of Directors, Sub-Committees, The Chairman of the Board, The Chairman of the Executive Committee, The Chief Executive Officer, The Managing Director, the Company Secretary, the secretary of the Board of Directors, and the secretary of the Sub-Committees when any position becomes vacant or a new appointment is made to propose to the Board of Directors and/or the shareholders' meeting for consideration and appointment.

(3) Set guidelines and evaluate the performance of the Board of Directors, the Sub-Committees, the Chief Executive Officer, and the Managing Director.

(4) Encourage the Company to provide opportunities for minority shareholders to nominate candidates for nomination and selection as Company directors.

(5) Consider the remuneration of the Board of Directors, the Sub-Committees, and the Executive Committee, including monthly compensation, meeting allowances, annual bonuses, and other benefits, both monetary and non-monetary, to propose to the Board of Directors and the shareholders' meeting for approval.

(6) Consider the remuneration of the Chief Executive Officer and the Managing Director, including monthly compensation, annual bonuses, and other benefits, both monetary and non-monetary, to be submitted to the Board of Directors for approval.

(7) Consider the employee's compensation policy, both in monetary and non-monetary, to propose to the Board of Directors for approval.

(8) Establish a Good Corporate Governance Policy that is appropriate for the Company under the framework of laws, criteria, rules and regulations of regulatory agencies such as the Stock Exchange of Thailand, the Securities and Exchange Commission, and other relevant as well as guidelines for good corporate governance according to international standards for submission to the Board for approval.

(9) Review and update the Good Corporate Governance Policy regularly to ensure that it is comply with international standards practices, laws, rules, regulations, and the Company's business.

(10) Supervise and give advice to directors, executives, and employees about the duties and responsibilities in accordance with the Good Corporate Governance Policy practically and continuously.

(11) Recommend requirements, guidelines for ethical practices, and codes of conduct for directors, executives, and employees.

(12) Support and encourage stakeholders to comply with the Good Corporate Governance Policy of the Company.

(13) Establish a framework for supervision of operations related to anti-corruption of the Company.

(14) Report the results of good corporate governance to the Board of Directors for acknowledgment. In case of significant factors or events that may have a significant impact on the Company, they must be reported to the Board of Directors for acknowledgment and consideration as soon as possible.

(15) Perform any other tasks as assigned by the Board of Directors in connection with the Nomination, Remuneration and Corporate Governance Committee

The Executive Committee

The Executive Committee of the Company as of December 31, 2022, consists of 2 persons:

1.	Mr.Somchao Tanthathoedtham	Chairman of the Executive Committee
2.	Mr.Somnuek Tanthathoedtham	Executive Committee
3.	Under recruiting process	Executive Committee

Scope and Authority of the Executive Committee

(1) Determine policies, directions, strategies, and business principles in accordance with the goals assigned by the Board of Directors. The Executive Committee have the authority to implement the Board of Directors' policies which are subject to laws, conditions, rules and Company's Articles of Association.

(2) Establish an organizational structure and organizational authority by covering all details of recruitment, hiring, transfer, training, and termination of employees, except for the position of Chief Executive Officer and Managing Director.

(3) Consider the annual budget allocation proposed by the Managing Director to screen before submitting to the Board of Directors for approval.

(4) Examine and monitor on the implementation of the Company's various policies and management guidelines set out to be effective.

(5) Consider and screen the investment that is related or unrelated to the core business before submitting it to the Board of Directors for approval.

(6) Consider and approve borrowing money or applying for loans from financial institutions as well as spending money for regular transactions of the Company, such as spending money for investments, purchasing of vacant land or land with buildings, and spending for various operations within the limit for each item not exceeding 500 million baht, by submitting it to the Board of Directors for acknowledgment. If the limit is exceeded, it will be submitted to the Board of Directors for further consideration.

(7) Consider and allocate gratuities, rewards, or any other remuneration approved by the Board of Directors.

(8) Perform other duties as assigned at each time by the Board of Directors.

The Executive Committee may sub-authorize the Company's management staff to have the authority to approve one or more financial matters as the Executive Board deems appropriate.

In addition, approval of any of the aforementioned transactions and sub-authorization shall not be an approval of a transaction that cause the Executive Committee or the sub-assignee having any conflict of interest (according to the Company's Articles of Association and as specified by the Securities and Exchange Commission and the Stock Exchange of Thailand) with the Company or its subsidiaries, except for the approval of transactions that are in the normal course of business with a clearly defined scope specified in the future related party transaction policy. In case there is any transaction in which the executive director or person may have conflicts of interest or may have any other conflicts of interest with the Company and its subsidiaries, the person shall not have the right to vote on that matter.

Information about the Executives

Executives

The Company's executives as of December 31, 2022, consisted of 16 persons:

1.	Mr.Somchao	Tanthathoedtham	Chief Executive Officer
2.	Mr.Somnuek	Tanthathoedtham	Managing Director
3.	Mr.Thamrong	Plookjitrasom	Assistant Managing Director
4.	Mr.Rattakai	Lertsripreeya	Assistant Managing Director
5.	Mr.Walatchanat	Rujidasirisakul*	Senior Vice President, Accounting and Financial Department (act on behalf of Chief Financial Officer (CFO))
6.	Mrs. Nampetch	Tantawiriya	Vice President, Human Resource Department
7.	Ms.Sumanee	Boonsarana	Vice President, Accounting Department
8.	Mr.Boonchai	Rojpanich	Vice President, Sales Management Department
9.	Mrs.Ajchara	Kingsai	Vice President, Property Ownership Transfer Department
10.	Mr.Sanit	Leejunthuek	Vice President, Construction Department
11.	Ms.Nonglak	Tanthathoedtham	Vice President, Office of The President
12.	Mr.Jessada	Lukkipiniskul	Vice President, Marketing Department
13.	Mr.Prapat	Vatcharonurak	Vice President, Business Development Department
14.	Mr.Thara	Thuanklang	Vice President, Construction Department
15.	Ms.Kamonwan	Sawadchai	Manager, Accounting Department
16.	Ms.Sureeporn	Sangthongpradit	Manager, Accounting Department

Remarks : * The Company has appointed Mr. Walatchanat Rujidasirisakul to act on behalf of the Company's Chief Finance Officer (CFO) from 29 April 2020 onwards.

** The definition of management of the Company has been specified to cover more than the criteria set by the Stock Exchange of Thailand.

Directors and executives holding NCH shares during 1 January 2022 – 31 December 2022 are as follows:

No.	Name List of the Directors and Executives		Position	Number of Shares As at 1 January 2022			Changes in Number of Shares Increased/Decreased during 2022			Number of Shares As at 31 December 2022			Shareholding Proportion (%) As at 31 December 2022	
				Direct	Indirect	Total	(Month)	Direct	Indirect	Direct	Indirect	Total	Direct	Indirect
1	Mr. Trirat	Jarutach	Chairman and Independent Director	-	-	-	-	-	-	-	-	-	-	-
2	Mr. Piboon	Limpraphat	Director, Independent Director, Chairman of the Audit Committee, Chairman of the Nomination and Remuneration and CG Committee	-	-	-	-	-	-	-	-	-	-	-
3	Mr. Vichan	Amornrojanavong	Director, Independent Director, Audit Committee, Nomination and Remuneration and CG Committee	-	-	-	-	-	-	-	-	-	-	-
4	Mr. Vorakan	Dhepchalerm	Director, Independent Director, Audit Committee, Nomination and Remuneration and CG Committee	-	-	-	-	-	-	-	-	-	-	-
5	Mr. Vikrom	Sriprataks	Director, Independent Director, Audit Committee, Nomination and Remuneration and CG Committee	-	-	-	-	-	-	-	-	-	-	-
6	Mr. Somchao	Tanthathoedtham	Director, Nomination and Remuneration and CG Committee, Chairman of Executive Committee and Chief Executive Officer	23,452,690	18,115,650	568,340	-	-	-	23,452,690	115,650	41,568,340	1.88%	1.45%
7	Mr. Somnuek	Tanthathoedtham	Director, Executive Director and Managing Director	29,610,000	3,926,580	33,536,580	-	-	-	29,610,000	3,926,580	33,536,580	2.38%	0.32%

No.	Name List of the Directors and Executives		Position	Number of Shares As at 1 January 2022			Changes in Number of Shares Increased/Decreased during 2022			Number of Shares As at 31 December 2022			Shareholding Proportion (%) As at 31 December 2022	
				Direct	Indirect	Total	(Month)	Direct	Indirect	Direct	Indirect	Total	Direct	Indirect
8	Mr. Thamrong	Plookjitrasom	Assistant Managing Director	-	-	-	-	-	-	-	-	-	-	-
9	Mr. Rattakrai	Lertsripreeya	Assistant Managing Director	-	-	-	-	-	-	-	-	-	-	-
10	Mr. Walatchanat	Rujidasirisakul	Senior Vice President, Accounting and Financial Department (act on behalf of Chief Financial Officer (CFO))	336,420	-	336,420	-	-	-	336,420	-	336,420	0.03%	-
11	Mr. Boonchai	Rojpanich	Vice President, Sales Management Department	-	-	-	-	-	-	-	-	-	-	-
12	Mrs. Nampetch	Tantawiriya	Vice President, Human Resource Department	-	-	-	-	-	-	-	-	-	-	-
13	Ms. Sumanee	Boonsarana	Vice President, Accounting Department	-	-	-	-	-	-	-	-	-	-	-
14	Mrs. Ajchara	Kingsai	Vice President, Property Ownership Transfer Department	2,677	-	2,677	Dec.	-	-	-	-	-	-	-
15	Mr. Sanit	Leejunthuek	Vice President, Construction Department	-	-	-	-	-	-	-	-	-	-	-
16	Mr. Thara	Thuanklang	Vice President, Construction Department	-	-	-	-	-	-	-	-	-	-	-

No.	Name List of the Directors and Executives	Position	Number of Shares As at 1 January 2022			Changes in Number of Shares Increased/Decreased during 2022			Number of Shares As at 31 December 2022			Shareholding Proportion (%) As at 31 December 2022	
			Direct	Indirect	Total	(Month)	Direct	Indirect	Direct	Indirect	Total	Direct	Indirect
17	Mrs. Nongluk Tanthathoedtham	Vice President, Office of The President	13,981,590	3,538,290	17,519,880	-	-	-	13,981,590	3,538,290	17,519,880	1.12%	0.28%
18	Mr.Jessada Lukkipiniskul	Vice President, Marketing Department	-	-	-	-	-	-	-	-	-	-	-
19	Mr.Prapat Vatcharonurak	Vice President, Business Development Department	-	-	-	-	-	-	-	-	-	-	-
20	Ms. Kamonwan Sawatchai	Manager, Accounting Department	-	-	-	-	-	-	-	-	-	-	-
21	Ms. Sureeporn Sangthongpradit	Manager, Accounting Department	-	-	-	-	-	-	-	-	-	-	-

Remarks: 1. Indirect securities holding means the holding of securities by spouse and/or minor children of directors or executives.
2. Shareholding information as of the latest book closing date December 30, 2022

Scope and Authority of the Managing Director

(1) Control the business operation of the Company in accordance with the policy set by the Board of Directors or the Executive Committee and report the operating results to the Executive Committee or the Board of Directors, respectively.

(2) Consider allocating of the annual budget prepared by the management for submission to the Executive Committee for approval, as well as controlling the annual budget expenditure of each department.

(3) Consider evaluating of the operations of the Company regularly to prevent risks from various factors whether from inside or outside the Company.

(4) Have the power to order the issuance of regulations, announcements, memorandums so that the operations are in line with the policies or benefits to the Company.

(5) Have the power to approve the purchase and expenditure of money on matters related to normal operations of the Company, including the approval of the purchase of construction materials and other beneficial related services, operating expenses, selling and administrative expenses, and capital expenditures to be in accordance with the budget approved by the Board of Directors or the Executive Committee within the limit for each transaction, not exceeding 50 million baht. However, the approval authority does not include the purchase of land.

(6) Consider the use of the rights and assets of the Company to create any obligations with individuals, companies, shops, or financial institutions to propose to the Executive Committee for approval.

(7) Consider the profit and loss of the company and the proposal of interim dividends or annual dividends to propose to the Board of Directors for approval.

(8) Take any action to support the operations of the Company as authorized by the Board of Directors under the policies of the Board of Directors

In this regard, the powers and duties of the Managing Director as mentioned above do not include the authority that allows the Managing Director to approve transactions made by themselves or other persons who may have conflicts of interest (according to the Company's Articles of Association and as specified by the Securities and Exchange Commission and the Stock Exchange of Thailand) with the Company or its subsidiaries, except for the approval of transactions that are in the normal course of business with a clearly defined scope specified in the future related party transaction policy.

Nomination of Directors and Executives

The Board of Directors has appointed the Nomination, Remuneration, and Corporate Governance Committee to nominate suitably qualified persons to serve as independent directors, the Board of the Directors, the Sub-Committees, the Chairman of the Board of Directors, the Chairman of the Executive Committee, the Executive Director, the Chief Executive Officer, the Managing Director, the Company Secretary, the secretary of the Board of Directors and the secretary of the Company's Sub-Committees when the position is vacant or when there is a new appointment and propose to the Board of Directors and/or the shareholders' meeting, which is to provide clear and transparent guidelines, by considering recruiting from qualified persons that have expertise from various professions, leadership skill, good vision, are moral and ethical, as well as an ability to express opinions independently and have enough time to devote to work for the Company and in line with Company's business strategy.

The Company requires orientation for newly appointed directors (as mentioned in the section of Board meetings) to provide them the acknowledgment and understanding of the Company's business, Company's policies, roles and duties, and responsibilities of the Board of Directors by organizing a meeting with the Chairman of the Board of Directors, the Board of Directors, and the Sub-Committees. The Company also provides information that is important and necessary for the performance of the directors' duties, such as the Company's Articles of Association, the Company's objectives, business ethics, Director's Manual of Listed Companies, Good Corporate Governance Policy, the structure of work within the Company, laws related to financial statements, notes to financial statements, and acknowledgment of the information about the Company's operations.

Other management positions are selected by the Board of Directors' meeting. The Company has a policy to recruit and select persons who can be advantageous to the business.

The Managing Director's Policy for Holding a Directorship at Other Companies

In order to allow the Managing Director of the Company to efficiently manage work and allocate time, the Company has set a policy for the Managing Director to hold a directorship at no more than 3 other listed companies.

The Executive Succession Plans

The Company recognizes the necessity and importance of the succession of Senior Executives. Therefore, the criteria for the succession of the positions of Managing Director and Deputy Managing Director are as follows.

1. If the Managing Director position is vacant, the Nomination, Remuneration, and Corporate Governance Committee will consider selecting from the Deputy Managing Director of the Company, or if there is no suitable person, the Company may consider selecting from outsiders. However, the Company had already planned to develop and prepare the Deputy Managing Director which is currently being promoted to the position of Managing Director.
2. If the position of Deputy Managing Director is vacant, which currently consists of 2 persons, the Executive Committee will be responsible for selecting from the lower-ranking executives, or if there is no suitable person, the Executive Committee may consider recruiting such positions from outsiders.

The Remuneration of Directors and Executives

The Board of Directors has appointed the Remuneration Committee to determine the remuneration of Directors, Sub-Committees, and the Managing Director of the Company to have clear and transparent guidelines by setting the remuneration to be at a level that is competitive with the industry and high enough to supervise and maintain directors who have the required qualifications. Directors who have been assigned additional duties and responsibilities will receive an appropriate other remuneration, whereby the directors' remuneration is by the resolutions approved by the shareholders' meeting. Executive remuneration is in accordance with the principles and policies set by the Board of Directors which are linked to the Company's performance and the performance of each executive. The remuneration of Directors and Executives for the year 2022 is disclosed in the Directors and Executives Remuneration section.

Assessment of Chief Executive Officer and Managing Director's Performance

The Remuneration Committee assesses the performance of the Chief Executive Officer and Managing Director based on the Company's performance, implementation of the policy received from the Board of Directors, and the overall economic situation. The Remuneration Committee will use the information obtained in considering the remuneration of the Chief Executive Officer and Managing Director and propose to the Board of Directors

The Remuneration Policy for Senior Executives, Both Short-term and Long-term.

The Nomination, Remuneration and Corporate Governance Committee is the assessor of the remuneration policy for the Chief Executive Officer and the Managing Director, both short-term and long-term, including the performance of the Chief Executive Officer and Managing Director, and will conduct a performance assessment every year-end. The assessment results of the Chief Executive Officer and Managing Director are confidential information that cannot be disclosed. Appraisal criteria for both short-term and long-term remuneration can be summarized as follows:

Short-term

The remuneration is paid in the form of salary and bonuses based on the Company's performance and operating results each year. For non-monetary compensation, it includes position benefits.

Long-term

The Company pays contributions to the provident fund every month.

Remuneration Policy for Executive Directors and Executives

The Company has the policy to determine the remuneration of senior executives that is comparable to the type of industry, experience, obligations, and scope of roles and responsibilities. The Board of Directors is responsible for approving remuneration for senior executives.

(1) Monetary Remuneration

Executive remuneration

In 2022, the Company paid remuneration consisting of salary and bonus to 16 executives, totaling 51.07 million baht.

(2) Other Remuneration

Other Remuneration of Executives

Provident Fund

The Company has provided a provident fund for the management in which the Company contributes at the ratio of 2-5% of the salary. In 2022, the Company paid the provident fund for 19 executives, totaling 1.42 million baht.

The Remuneration for Executive Directors and Executives

List of Positions	2022		
	Person	Amount (million baht)	Remuneration details
Executive Director and Executive (As an executive)	19 **	52.50	- Salary - Bonus - Provident Fund

Remark: * Executive means the Chief Executive Officer, the Managing Director, the Deputy Managing Director, the Assistant Managing Director, the Director, the Manager of accounting department, and the Manager of financial department.

** Including executive who resigned and joined during the year 2022

- **Other remuneration**

  - None -

Information About Employees

As of December 31, 2022, the Company and its subsidiaries have a total of 245 employees, divided by main field of work as follows (in the past 3 years (2020 - 2022), there has been no significant change in the number of employees)

Employees	2020		
	Male Employee	Female Employee	Number of Employees (person)
Central Department	32	53	**85**
Project Department	36	36	**72**
N.C. Property Management Company Limited	0	1	**1**
Quality Living Management Company Limited	4	12	**16**
Total			**174**

Employees	2021		
	Male Employee	Female Employee	Number of Employees (person)
Central Department	33	57	**90**
Project Department	35	38	**73**
N.C. Property Management Company Limited	11	9	**20**
Quality Living Management Company Limited	4	15	**19**
Total			**202**

Employees	2022		
	Male Employee	Female Employee	Number of Employees (person)
Central Department	40	55	**95**
Project Department	43	48	**91**
N.C. Property Management Company Limited	19	14	**33**
Quality Living Management Company Limited	5	21	**26**
Total			**245**

The Company has a total of 245 employees. In 2022, the Company has paid compensation to employees totaling 148.74 million baht, which are salaries, overtime pay, living allowance, bonuses, special allowances. social security fund, provident fund, etc. In addition, the subsidiary paid remuneration to employees in the same manner as the Company, totaling 18.55 million baht.

The Number of Employees and Compensation

Year 2020	N.C. Housing Public Company Limited	N.C. Property Management Company Limited	Quality Living Management Company Limited
Head office employee (person)	85	1	2
Project employee (person)	72	0	14
Total (person)	157	1	16
Employee compensation (million baht)	129.54	0.00	6.87

Year 2021	N.C. Housing Public Company Limited	N.C. Property Management Company Limited	Quality Living Management Company Limited
Head office employee (person)	90	3	3
Project employee (person)	73	17	16
Total (person)	163	20	19
Employee compensation (million baht)	133.22	5.35	7.32

Year 2022	N.C. Housing Public Company Limited	N.C. Property Management Company Limited	Quality Living Management Company Limited
Head office employee (person)	95	4	4
Project employee (person)	91	29	22
Total (person)	186	33	26
Employee compensation (million baht)	148.74	8.85	9.70

Reason/Policy In the event that there is a significant change in the number of employees or there is a labor dispute (in the past 3 years)

The Company and its subsidiaries have not had a significant labor dispute during the past 3 years (2020 - 2022).

Provident Fund

Name of company/subsidiary	with/without PVD	The Number of employees participating in PVD (persons)	proportion of employees attending PVD/Total Employees (%)
N.C. Housing Public Company Limited	with PVD	99	53.23%
N.C. Property Management Company Limited	with PVD	0	0
Quality Living Management Company Limited	with PVD	7	26.92%

The Company has chosen TISCO Asset Management Company Limited as its provident fund manager by allowing employees to choose to manage their investments by themselves. It is a long-term savings as a security for retirement for employees and used for tax deduction as well. Employees can choose investment policies/investment options as follows:

Investment Alternatives	Proportion of remittances for each policy
ST 100	100% of all members' funds will be in **the short term bond policy.**
SF 100	100% of all members' funds will be in **the fixed income policy.**
F 100	100% of all members' funds will be in **the bond policy.**
MG 100	100% of all members' funds will be in **the mixed bond policy (bond + gold).**
F90 : E10	Savings - Contributions that are deposited into the fund each month will be remitted to the fund under **the debt instrument policy 90% and the equity policy 10%**
MG90 : E10	Savings - Contributions that are deposited into the fund each month will be remitted to the fund under **the mixed bond policy (bond + gold) 90% and the equity policy 10%**
F80 : E20	Savings - Contributions that are deposited into the fund each month will be remitted to the fund under **the bond policy 80% and the equity policy 20%**
MG80 : E20	Savings - Contributions that are deposited into the fund each month will be remitted to the fund under **the mixed bond policy (bond + gold) 80% and the equity policy 20%**
F70 : E30	Savings - Contributions that are deposited into the fund each month will be remitted to the fund under **the bond policy 70% and the equity policy 30%**
MG70 : E30	Savings - Contributions that are deposited into the fund each month will be remitted to the fund under **the mixed bond policy (bond + gold) 70% and the equity policy 30%**
F60 : E40	Savings - Contributions that are deposited into the fund each month will be remitted to the fund under **the bond policy 60% and the equity policy 40%**
MG60 : E40	Savings - Contributions that are deposited into the fund each month will be remitted to the fund under **the mixed bond policy (bond + gold) 60% and the equity policy 40%**

Human Resource Management, Recruitment and Employment

The Company has established policies and plans for human resource management and recruitment and hiring starting from manpower planning to allocate manpower suitable for production capacity/expansion each year in order to achieve the organization's work goals. The Company has given priority in recruiting people to join the work by setting up a system and process for recruitment and selection that have standards of practice in order to obtain qualified employees with knowledge, skills, and potential to drive the organization towards success and also provides the opportunity for internal employees to change positions or transfer jobs if they have the qualifications that match the desired position.

The Information on occupational health, safety and working environment

The Company has established the policy on safety, occupational health, and working environment as a guideline for preventing and controlling the occurrence of work hazards, which is the duty and responsibility of all employees to cooperate and monitor the work environment to be in a safe condition with the following guidelines:

1. The Company will operate its business with awareness of the safety of employees as the first priority.
2. The Company will manage occupational health and safety according to the organization's risks and improve the methods of operation and environment to ensure working safety continuously.
3. The company will support resources in terms of personnel, time, budget, and appropriate training to raise awareness of safety, occupational health, and environment by controlling to operate according to the standards and procedure specified, which is considered the duty and responsibility of all employees.
4. The Company has a Fire Safety Committee in the workplace together with a fire prevention and suppression plan, arranges regular fire evacuation drills, and encourages safety activities/training.

The Company is aware that "Good health and safety is the basis of every activity" and because of this thought, it serves as the basis for safety initiatives and as a way of ingraining the notion that "Safety First" is an important principle that must constantly be put into practice within the organization.

Human Resource Development and Learning Promotion

Human resource development is one of the Company's priorities from planning, implementing the plan, monitoring to evaluating the performance, with the view that personnel are valuable resources that will lead to the success of operations in various fields. Therefore, the Company has set the budget and the operational plan for personnel development on an annual basis by organizing training and seminars both internally and externally under 4 main goals:

1. Training to enhance company strategies in various fields.
2. Training to increase knowledge and skills to work professionally.
3. Training to develop competence to be able to work higher than specified standards.
4. Training to develop the internal management system to be more effective.

In addition to training and seminars, there is also the potential development and promote career paths of employees in various ways, such as learning in the form of meetings which require knowledge sharing, skills, and experiences through meetings, learning in the form of the Committee by being as a director, etc.

For new employees, the Company has arranged orientation and on-the-job training to understand the Company's business processes, the procedures for performing their job duties, basic knowledge of Good Corporate Governance Policy and Company's Code of Conduct to raise awareness of good corporate governance and participate in promoting good corporate governance of the Company as well as instilling a sense of social responsibility.

Management of the rights of indigenous peoples

-None

Sustainability Management Network, Membership, Institutions and Associations both Internationally and Nationally

-None

Human Resources Development Policy

The Company operates its business by adhering to good governance and social and environmental responsibility along with the development of competence and potential for personnel in all aspects to ensure quality, morality, ethics, adherence to honesty, take responsibility for the organization and society. Developing employees to be good and knowledgeable will help support the organization to grow sustainably. Therefore, the Company has the policy to develop human resources in various fields to support the Company's business operations to be efficient and effective.

1) Career Development Planning Policy

The Company has continuously formulated a career development planning policy for employees at all levels. This is to grow and advance along the field of work and apply the competency in the organization in terms of Core Competency for all employees and Managerial Competency, as well as Functional Competency in various fields, i.e. sales, marketing, construction, and support, whereas analysis and planning are set as a guideline to develop the capability of individual employees.

2) Talent Development Policy

Under the Talent & Career Management project, an individual development plan will be followed-up periodically to develop the potential of employees to be ready to support the growth of the Company's business in the future.

3) Human Resources Development and Training Policy

The Company always recognizes that personnel are valuable resources and are the key force in driving the organization to success and sustainable growth. The Company continuously develops the skills, knowledge, and abilities of personnel at all levels in parallel with the application of human resource management and development systems in various fields, such as Performance Management Systems (PMS), so that all departments have performance in the same direction and in line with the direction of the organization by considering:

1. Goal Setting
2. Plan
3. Implementation of roles, duties, and plans
4. Performance Appraisal
5. Continuous improvement of work and personnel development

4) Covid Situation Management and Work From Home Management Policy

The Company has prepared and planned to allow the business driven further during the outbreak by establishing the Business Continuity Plan: BCP Covid-19 team, along with a replacement worker plan in case management level or employee with an important position is in a quarantine status, or is being infected, and setting measures to prevent the spread of the epidemic for the head office and all the project areas, and providing periodic screenings for COVID-19 to reduce the risk of employees. The Company has established a work from home practice by considering the nature of work, mission, type of work, and methods of work that must not affect the public and still be able to provide services to customers typically. New ways of working are being transformed, adding new experiences and skills, such as online meetings that improve work efficiency. It has reduced unnecessary workflows and introduced new workflows for front-line workers who need to be on the job due to sales of goods, services, and construction. The Company has determined that working teams are divided and working in various sub-offices to reduce the risk of infection, including taking care of employees and ensuring their safety when in the workplace by defining measures in keeping clean, disinfectant spraying and cleaning contact surfaces are regularly carried out, screening employees/customers/visitors, distributing masks and alcohol gels, etc.

In-house Training Arrangements

In order to promote and develop the potential of executives and employees to work in response to the company's strategies and goals with maximum efficiency and effectiveness during the situation of COVID-19, the internal training format has been modified to be online training to reduce risk of employee integration. The Company has designed and developed training courses within the organization divided into the following levels:

Management and Administration Level: The Company develops managers and executives by organizing training to enhance management and leadership skills, including adding new knowledge, enhancing management expertise to be more efficient, and training executives be willing to explore new business opportunities by sending them to external seminars such as:

- Senior management Integrative Medicine (TASC) Class 5
- Thai-Chinese Leadership Studies (TCL) #2
- TLCA CFO Professional Development Program No.3/2022
- Training Program for Senior Executives in Metropolitan Development, Class 10
- Economic Update for CFO
- TLCA CFO CPD No.6/2022 on the topic of CFO's role in corporate sustainability
- TLCA CFO CPD No.8/2022 on the topic of ESG Bonds in Corporate Financing
- Certified Medical Travel Professional
- DAAT DAY 2022 - ERA OF EFFECTIVENESS
- Difference between accounting principles and taxation
- M&A Practice

Operational Level: The Company develops employees at the operational level to achieve professional expertise by organizing internal training according to the annual training plan, both Re-skill and Up-skill, such as training to increase work efficiency for new employees, Microsoft Office 365 training, information security and Personal Data Protection Act (PDPA), training on the Land Allocation Act and the Condominium Act, basic firefighting training and annual fire evacuation drills, etc.

All employees: The Company plans to develop all employees from the moment they come to work by providing basic knowledge about the positions they are responsible for, to understand the work system and business processes of the company. In addition to the basic development, there are other development approaches, so as the establishment of working groups/committees for various work systems; Quality System Committee, Risk Management Working Group, Work Safety Committee, Welfare Committee, and Workplace Fire Safety Plan Committee, which are a prospect for employees to learn about Cross Function work.

Training of employees outside the company

In addition to internal training, the Company also encourages executives and employees to participate in study tours and training seminars at recognized institutions or organizations in order to advance their knowledge and skills and to interact with other organizations. The external training has been changed to online training due to the COVID-19 pandemic. Employees were sent to outside training in a variety of courses for the year 2022, as follows:

- Mini MBA: Digital Branding
- Electrical Installation Standards Course
- Course of Bookkeepers and Improvements to Cope with Changes
- Course of Tax Law Updates and Tax Benefits in 2022
- Course of Tax Law and Essential Tax Benefits in 2022
- Qlik Sense Training
- Accounting Practice Modification with Digital Technology Course
- DAAT DAY 2022 - ERA OF EFFECTIVENESS

- The Experience of Doing Administrative Cases About Personnel Management and Tort Liability in The Bizarre Sector
- Financial Statement Preparation and Annual Closing Course
- Analysis and Adjustment Techniques for Minimum Wage Impacts
- TLCA CFO CPD No.6/2022 on the topic of CFO's role in corporate sustainability
- Certified Medical Travel Professional
- Computer Information Security Training Program No. 21 (CDIC 2022)
- Precautions on the submission of Financial Statements 2022
- TLCA CFO CPD No.8/2022 on the topic of ESG Bonds in Corporate Financing

5) Knowledge development and management in the organization

To develop personnel in the long term, which will affect the success and create added value for the organization, the Company adopts information technology systems to increase the efficiency of human resource management and initials the "Knowledge Sharing" project to promote knowledge management within the organization. Employees shall apply beneficial knowledge from external training to their responsible work and help develop other employees' potential by being speakers or relay presentation skills.

However, the Company realizes the importance of quality of life and well-being of its employees. It therefore provides welfare and safety care, such as meal allowance, annual health check, life and health insurance, provident fund, discount on the purchase of a house in the company's project, loans and grants, fire evacuation training and drills, etc.

Not only the development of employees within the organization, but the Company also attaches great importance to the development of youth groups who wish to do internships by having mentors to teach and closely pass on knowledge and experiences, which is an important force for the country in the future.

In 2022, the company organized internal and external training as follows:

Training	Number of courses	Number of persons
Internal Training	6	175
External Training	26	32
Total	**32**	**207**

Another Important Information

The Company Secretary

The Board of Directors has resolved to appoint Ms. Porntippa Cheewaruangroj to serve as Company Secretary according to the resolution of the Board of Directors Meeting No. 2/2017 dated May 15, 2017, effective from June 1, 2017, onwards, to perform duties in overseeing the activities of the Board of Directors and helping directors and the Company comply with laws and regulations. The related regulations include promoting the Company to have good corporate governance and overseeing the arrangement of shareholders' meetings and board meetings by the law, company regulations, and various practices. She also takes care of preparing and maintaining meeting documents and monitoring to ensure compliance with the resolutions of the shareholders' meeting and the Board of Directors' meeting. The Company has also defined the roles and responsibilities of the Company Secretary in the Corporate Governance Policy Manual due to the awareness of the importance and necessity of the Company Secretary's role in developing the Company's corporate governance system. Contact the Company Secretary at E-mail Address: porntippa.c@ncgroup.co.th, ir@ncgroup.co.th or at the phone 02-993-5080-7 ext. 403

Qualifications of a Company Secretary

1. Knowledgeable and understanding of the rules and regulations of the Company and those of regulatory agencies related to the Public Limited Companies Act and the Securities and Exchange Law and have passed training courses related to the performance of duties of the Company Secretary.

2. Knowledgeable and understanding of Good Corporate Governance Policy and good practices on Corporate Governance.

Roles and responsibilities of a Company Secretary

1. Prepare and maintain of:
   - Director registration
   - Board of Directors' meeting notice, Board meeting minutes, and the Company's annual report
   - Notice of the shareholders' meeting and the minutes of the shareholders' meeting
2. Keep stakeholder reports reported by Directors or Executives.
3. Perform other tasks as announced by the Capital Market Supervisory Board.

Head of Internal Audit and Head of Corporate Governance

The Audit Committee has appointed Advisory Services Company Limited (KAS) to act as the internal auditor of the Company, and the auditor has assigned Mr. Kamnueng Sarisara to be primarily responsible for performing the duties of the Company's internal auditors.

The Audit Committee has considered the qualifications of Advisory Services Co., Ltd. (KAS) and Mr. Kamnueng Sarasara and have a viewpoint that they were appropriate enough to perform such duties due to independence and have experience in internal audit work. The Company has also set up an audit and system development department to coordinate with the internal audit consulting firm.

In this regard, consideration and approval for the appointment, removal and transfer of the person holding the position of the head of the internal audit unit of the Company must be approved by the Audit Committee. The qualifications of the person holding the position of Chief Internal Auditor appear in Attachment 3.

The Investor Relationship

The Company has established an Investor Relations Department to represent the Company in contacting with shareholders, institutional investors, investors, securities analysts, and general public by disseminating information through various channels, such as participating in the investor meeting event (Opportunity Day), disseminating information via mass media, e-mail, telephone, fax, IR Newsletter, and the Company's website at www.ncgroup.co.th in both Thai and English. Investors can also request information of the Company through the website at www.ncgroup.co.th or via E-mail address: ir@ncgroup.co.th or call 02-993-5080-7 ext. 403 and 401 or contact the address below:

Investor Relations

N.C. Housing (Thailand) Public Company Limited

1/765 Moo 17, Soi Amporn, Phaholyothin
Rd.Km 26, Tambol Kookhot, Umpher Lumlookka, Pathumthani 12130

Details of Accounting Supervisor, Internal Audit Supervisor, Company Compliance Supervisor, and Investor Relations are in the Attachment 1 and 3

Auditor's Fee

Audit Fee

The Company and its subsidiaries paid audit fees to the audit firm where the auditor is affiliated with in the past fiscal year as follows:

Company	Amount (Baht)
N.C. Housing Public Company Limited	1,485,000.00
N.C. Property Management Company Limited	298,000.00
Quality Living Management Company Limited	66,000.00
Siri Arun Wellness Company Limited	165,000.00
Total	**2,014,000.00**

Non – Audit Fee

The Company and its subsidiaries paid remuneration for other services, such as travel expenses, to the audit firm where the auditor is affiliated with in the past fiscal year as follows:

Company	Amount (Baht)
N.C. Housing Public Company Limited	159,835.00
N.C. Property Management Company Limited	28,425.00
Quality Living Management Company Limited	2,141.00
Siri Arun Wellness Company Limited	3,014.00
Total	**193,415.00**

Report on Key Performance in Corporate Governance

Summary of the performance of the directors in the past year

Assessment of all committees for the year 2022 at the meeting No. 1/2023 on February 22, 2023, which can be summarized as follows:

Recruiting, developing, and evaluating the performance of the Board of Directors

The Board Performance Assessment

The Company arranges for annually self-assessment of the entire Board of Directors, the Audit Committee, the Remuneration and Corporate Governance Committee, also, the individual self-assessment for each of the Board of Directors by using the Board's self-assessment criteria prescribed by the Stock Exchange of Thailand, in order to comply with the Governance Policy of the Company.

This is to help the committee review the work, problems, and obstacles in the past year as well as prepare a summary of the assessment results so that the Board can adopt the assessment results and suggestions for further improvement and development of operations.

Assessment of the Board of Directors' performance

Criteria The Board Self-Assessment Form is a form to assess the performance of the entire Board of Directors by applying the assessment guidelines from the Stock Exchange of Thailand and adapting them to suit the characteristics and structure of the Board of Directors. The results of the assessment will be an important role in the development of duties and operations relating to the Board of Directors to be more efficient and effective with the following assessment topics:

1. Structure and Qualifications of Board of Directors
2. Roles, Duties and Responsibilities of the Board of Directors
3. Board Meeting
4. The Board of Directors' responsibilities
5. Relationship with the Management
6. Self-development of Directors and Executive Development

Procedure The Company Secretary shall send an assessment form to all directors for self-assessment at the end of each year, then collect and report the results to the Board of Directors' meeting annually for consideration, acknowledgment, and discussion.

In 2022, the results of the assessment of the entire Board of Directors were summarized in 6 topics, showing that most operations were excellent/most appropriate with an average score of excellent, equal to 96.90%.

Individual Assessment of the Board of Directors' Performance

Criteria The Board's Self-Assessment Form is an evaluation form for individual performance of the Board of Directors, which the Company adopts the same assessment form as the self-assessment form for the entire Board of Directors by applying the assessment guidelines from the Stock Exchange of Thailand in line with the nature and structure of the Board of Directors. The results of the assessment will be an important part in the development of duties and operations related to the Board of Directors to be more efficient and effective. The assessment topics are:

1. Personal qualities
2. Availability for duty
3. Meeting participation
4. Roles, Duties, and Responsibilities

Procedure The Company Secretary shall send an assessment form to all directors for self-assessment at the end of each year, then collect and report the results to the Board of Directors' meeting annually for consideration, acknowledgment, and discussion.

In 2022, the results of the individual assessment of the Board of Directors were summarized in 4 topics, showing that most operations were excellent/most appropriate with an average score of excellent, more than 96.90%.

Assessment of the Audit Committee's Performance

Criteria The Audit Committee Self-Assessment Form is a form to assess the performance of the entire committee with the objectives of assessing the performance as follows:

1. To help review work, problems, and obstacles during the past year
2. To make the work of the Audit Committee more effective because they clearly know their responsibilities
3. To help improve the relationship between the Audit Committee and the Management

There are 4 topics to assess as follows:

1. Structure and Qualifications of the Audit Committee
2. Audit Committee Meeting
3. Roles, Duties, and Responsibilities of the Audit Committee
4. Report of the Audit Committee

Procedure The secretary of the Audit Committee shall send an assessment form to all Audit Committee members for self-assessment at the end of each year, then collect and report the results to the meeting of the Audit Committee for consideration, acknowledgment, and discussion annually and report to the Board of Directors for acknowledgment in the meeting.

In 2022, the results of the assessment of the entire Audit Committee were summarized in 4 topics, showing that most operations were excellent/most appropriate with an average score of excellent, equal to 97.13%.

Performance Assessment of the Nomination, Compensation and Corporate Governance Committee's Performance

Criteria The Nomination, Remuneration and Corporate Governance Committee Self-Assessment Form is a form to assess the performance of the entire committee with the objective of evaluating the performance of the Nomination, Remuneration and Corporate Governance Committee as follows:

1. To help review work, problems, and obstacles during the past year
2. To make the work of the Nomination, Remuneration and Corporate Governance Committee more effective because they clearly know their responsibilities
3. To help improve the relationship between the Nomination, Remuneration and Corporate Governance Committee and the Management

There are 4 topics to assess as follows:

1. Structure and Qualifications of the Nomination, Remuneration and Corporate Governance Committee (95%)
2. Nomination, Remuneration and Corporate Governance Committee Meeting (97.50%)
3. Roles, Duties, and Responsibilities of the Nomination, Remuneration and Corporate Governance Committee (93.13%)
4. Report of the Nomination, Remuneration and Corporate Governance Committee (100%)

Procedure The secretary of the Nomination, Remuneration and Corporate Governance Committee shall send an assessment form to all members of the Nomination, Remuneration and Corporate Governance Committee for self-assessment every year-end, then collect and report the results to the Nomination, Remuneration and Corporate Governance Committee for consideration, acknowledgment, and discussion annually and report to the Board of Directors for acknowledgment in the meeting.

In 2022, the results of the assessment of the Nomination, Remuneration and Corporate Governance Committee were summarized in 4 topics, showing that most operations were excellent/most appropriate with an average score of excellent, equal to 95.43%.

Meeting Attendance and Remuneration of Individual Committees

Meeting attendance of directors in 2022

Name - Surname	Position	Attendance / All Meetings		
		Board of Directors	Audit Committee	Nomination, Remuneration and Corporate Governance Committee
1. Asst. Prof. Trirat Jarutach	Chairman and Independent Director	6/6	-	-
2. Ph.D. Phiboon Limprapat	Independent Director, Chairman of the Audit Committee, Chairman of the Nomination, Remuneration and Corporate Governance Committee	6/6	4/4	2/2
3. Mr. Vichan Amornrojanawong	Independent Director, Audit Committee, Nomination, Remuneration and Corporate Governance Committee	6/6	4/4	2/2
4. Mr.Vorakarn Thepchalerm	Independent Director, Audit Committee, Nomination, Remuneration and Corporate Governance Committee	6/6	4/4	2/2
5. Mr. Vikrom Sripratak*	Independent Director, Audit Committee, Nomination, Remuneration and Corporate Governance Committee	6/6	4/4	1/1
6. Mr.Somchao Tanthathoedtham	Director, Nomination, Remuneration and Corporate Governance Committee	6/6	-	2/2
7. Mr.Somnuek Tanthathoedtham	Director	6/6	-	-

Remark: * The Board of Directors' Meeting No. 1/2022 held on February 23, 2022, resolved to approve the appointment of Mr. Vikrom Sripratak, an independent director, to be a member of the Nomination, Remuneration and Corporate Governance Committee, effective from February 24, 2022 onwards.

The Remuneration for Directors and Executives

1. Monetary Remuneration

- **The Remuneration for Directors in 2022**

Name - Surname	Position	Meeting Allowance			Annual Remuneration	Pension Regular Year 2022	Total
		Board of Directors (million baht)	Audit Committee (million baht)	Nomination, Remuneration and Corporate Governance Committee (million baht)	(million baht)	(million baht)	(million baht)
1. Asst. Prof. Trirat Jarutach	Chairman	0.300	-	-	0.440	0.099	0.839
2. Ph.D. Phiboon Limprapat	Director	0.120	0.120	0.060	0.200	0.099	0.599
3. Mr.Vichan Amornrojanawong	Director	0.120	0.080	0.040	0.200	0.099	0.539
4. Mr.Vorakarn Thepchalerm	Director	0.120	0.080	0.040	0.200	0.099	0.539
5. Mr.Vikrom Sripratak*	Director	0.120	0.080	0.020	0.200	0.099	0.519
6.Mr.Somchao Tanthathoedtham	Director	0.120	-	0.040	-	-	0.160
7. Mr.Somnuek Tanthathoedtham	Director	0.120	-	-	-	-	0.120
Total		**1.020**	**0.360**	**0.200**	**1.240**	**0.495**	**3.315**

Remark: * The Board of Directors' Meeting No. 1/2022 held on February 23, 2022, resolved to approve the appointment of Mr. Vikrom Sripratak, an independent director, to be a member of the Nomination, Remuneration and Corporate Governance Committee, effective from February 24, 2022 onwards.

** In 2022, there were BOD = 6 meetings, AC = 4 meetings, NRC = 2 meetings.

Details of directors' remuneration as approved by the 2022 Annual General Meeting of Shareholders held on April 27, 2022, are as follows:

Meeting allowance and annual remuneration

1. Board of Directors Meeting Allowance
   - Chairman — 50,000 baht per meeting
   - Director — 20,000 baht per meeting
2. Annual Remuneration of the Board of Directors
   - Chairman — 440,000 baht per person per year
   - Director — -None-
3. Audit Committee Meeting Allowance
   - Chairman of the Audit Committee — 30,000 baht per meeting
   - Audit Committee — 20,000 baht per meeting
4. Audit Committee Annual Remuneration
   - Chairman of the Audit Committee — 200,000 baht per person per year
   - Audit Committee — 200,000 baht per person per year
5. Meeting allowance for the Nomination, Remuneration and Corporate Governance Committee
   - Chairman — 30,000 baht per meeting
   - Committee — 20,000 baht per meeting

Bonus

The details of the bonus approval for the Board of Directors for the year 2020 - 2022 can be summarized as follows:

Bonus paid in the year	2020	2021	2022
Approval amount (Baht)	None	None	495,000

Propose to approve directors' bonuses for the year 2021 performance (paid in 2022) in the amount not exceeding 495,000 baht, which will be calculated according to the length of time the director has been in that year and paid to all directors equally while the executive director of the company will not receive the director's bonus.

The director's bonus will be paid after it has been approved by the Annual General Meeting of Shareholders of that year. The allocation of amount and method of payment shall be in accordance with the resolution of the Board of Directors.

Other benefits

-None-

Criteria for Appointment and Removal of Directors

Composition and Appointment of the Board of Directors

(1) The Board of Directors consists of at least 5 members, of which not less than half of the total number of directors must reside in the Kingdom, and the Board of Directors will consider the selection according to the qualification criteria under Section 68 of the Public Limited Companies Act B.E. 2535 and according to the Notification of the Securities and Exchange Commission relevant. It also takes into account the experience, knowledge, and abilities related to the business and then proposes a list of names to the shareholders' meeting for consideration and appointment.

(2) The Board of Directors shall consist of independent directors at least one third of the total number of committees.

(3) At every annual general meeting of shareholders, one-third of the directors shall retire from office. If the number of directors cannot be divided exactly into three parts, the number closest to one-third shall be retired. Directors who must retire from office in the first and second year after the company registration shall draw lots to determine who will retire. For the following years, the director who has been in the position for the longest time shall retire. The directors who vacate office may be re-elected.

(4) The shareholders' meeting shall appoint directors by majority vote in accordance with the following rules and procedures:

(4.1) One shareholder has votes equal to the number of shares he holds.

(4.2) Each shareholder must use all his/her votes under 4.1 to elect one person or more to be directors, but cannot divide his/her votes to any number of people.

(4.3) Any person receiving the highest number of votes in descending order will be elected as directors equal to the number of directors to be elected by the shareholders' meeting at that time. If the persons elected in descending order have equal votes exceeding the number of directors to be elected by the shareholders' meeting at that time, the chairman of the meeting shall have a casting vote.

(5) In the case where the position of the director is vacant for reasons other than the expiration of the term, the Board of Directors shall pass a resolution with a vote of not less than three-fourths to elect a person who has qualifications and does not have any prohibited characteristics under public law to be a director to fill the vacant position at the next Board meeting unless the remaining term of the director is less than two months The person elected to replace the member under paragraph one shall hold office only for the remaining term of the member he replaces.

(6) The shareholders' meeting may pass a resolution to remove any director from office prior to the expiration of his/her term by a vote of not less than three-fourths of the number of shareholders attending the meeting and have the right to vote and have shares in aggregate not less than half of the number of shares held by the shareholders attending the meeting and having the right to vote.

The Qualifications of The Board of Directors

(1) Directors must be knowledgeable, capable, visionary, honest, honest, moral and ethical, have transparent work history, and have enough time to devote their knowledge and abilities and perform duties for the Company.

(2) Be qualified and not have any prohibited characteristics under the law governing public limited companies and other relevant laws.

(3) Directors can hold directorships in other companies. However, being such director must not be an obstacle to the performance of the Company's director.

(4) Directors must not operate a business or become a partner in an ordinary partnership or be a partner with unlimited liability in a limited partnership or be directors in a private company or other public company operating the same business as the company or being a competitor of the Company unless notified to the shareholders' meeting prior to the resolution of appointment.

(5) Independent directors must have qualifications related to independence in accordance with the same guidelines as those of audit committees according to the Notification of the Stock Exchange of Thailand regarding qualifications and scope of work of the Audit Committee. and must be able to take care of the interests of all shareholders equally and does not cause conflicts of interest. In addition, they must be able to attend the Board of Directors' meeting and express their opinions independently.

The Definition of Independent Directors

An independent director means a director who does not have any business or work that may affect his independent decision-making.

I**ndependent directors** must have the following qualifications:

(1) Being a person who holds no more than 1% of the total number of shares with voting rights of the Company, parent company, subsidiary company, associated company, major shareholder or the person who has the power to control the company. This shall include the shareholding of related persons of that independent director as well.

(2) Not being or having been a director who participates in management, an employee, a consultant who receives a regular salary, or controlling person of the Company, parent company, subsidiary company, associated company, subsidiary of the same level, or major shareholder unless the foregoing characteristics have been vacated for not less than two years prior to the date of being appointed as an independent director. However, such prohibited characteristics do not include the case where the independent director used to be a government official or an advisor to a government agency which is a major shareholder or a person with controlling power of the Company.

(3) Being a person who doesn't have a blood relationship or by legal registration in the form of father, mother, married couple, sibling and children, including the married couple of the children of the executives, major shareholders, controllers or the person who will be nominated as an executive or the person who has the power to control the company or its subsidiary.

(4) Being a person who does not have or had a business relationship with the Company, parent company, subsidiary company, associated company, major shareholder or the person who has the power to control the company in a manner that may impede the exercise of one's independent judgment as well as not being or having been a significant shareholder or a controlling person of a person having a business relationship with the Company,

parent company, subsidiary company, associated company, major shareholder or the person who has the power to control the Company unless the foregoing relationship has been terminated for not less than two years prior to the date of being appointed as an independent director.

The business relationship under the first paragraph including the business transactions that are normally done for the business of renting or leasing immovable properties, transactions relating to assets or services, giving or receiving financial assistance by accepting/lending/guaranteeing/placing assets as collateral for liabilities, and other similar circumstance resulting in the Company or the contracting party having debt obligations to be paid to the other party from three percent of the applicant's net tangible assets or the amount more than twenty million baht, whichever is lower. However, the calculation of such indebtedness shall be in accordance with the method for calculating the value of connected transactions under the Notification of the Capital Market Supervisory Board Re: Rules on Connected Transactions, moreover, it shall include debt obligations incurred during one year prior to the date of business relationship with the same person.

(5) Not being or having been an auditor of the Company, parent company, subsidiary company, associated company, major shareholder or controlling person of the Company and not being a shareholder with significant controlling authority or partner of the audit firm which has auditors of the Company, parent company, subsidiary companies, associated companies, major shareholders or the person with the controlling authority of the Company is affiliated with, unless the foregoing relationship has been terminated for not less than two years prior to the date of being appointed as an independent director.

(6) Not being or having been a professional service provider of any kind, including legal advisory services, or a financial advisor which receives service fees of more than two million baht per year from the Company, parent company, subsidiary company, associated company, major shareholder or the person who has the power to control the company and is not a significant shareholder controller or a partner of that professional service provider unless having been discharged from the foregoing for not less than two years prior to the date of appointment be an independent director.

(7) Not being a director who has been appointed as a representative of the Company's directors, major shareholder, or shareholders which is related to the major shareholder.

(8) Not being a person who operates businesses that are of the same nature and are in significant competition with the business of the Company or its subsidiaries, or is not a significant partner in a partnership, or being a director who takes part in the management, an employee, and a consultant who receives a regular salary or holding more than one percent of the total number of shares with voting rights of other companies operating businesses of the same nature and in significant competition with the business of the Company or its subsidiaries.

(9) Does not have any other characteristics that make it impossible to express independent opinions on the operations of the Company.

The Board of Directors has defined the definition of independent directors of the Company in accordance with the regulations of the Stock Exchange of Thailand and the Notification of the Capital Market Supervisory Board Re: Authorization and Approval for Sale of Newly Issued Shares.

The Composition and Appointment of the Executive Committee

The Board of Directors shall appoint the Executive Committee by electing some of Company Directors and some of senior executives in order to supervise and detail the Company's operations in accordance with the guidelines and management policies set by the Board of Directors.

The Composition and Appointment of the Audit Committee

The Board of Directors and/or the shareholders' meeting of the Company shall appoint the Audit Committee by appointing at least 3 persons who meet the qualifications as specified in the Stock Exchange of Thailand's announcement with a three-year term for each. As of 2022, the Company had 4 members of the Audit Committee.

The Composition and appointment of the Nomination, Remuneration and Corporate Governance Committee

The Board of Directors shall appoint the Nomination, Remuneration and Corporate Governance Committee by appointing at least 3 directors comprising two-thirds of the independent directors with a three-year term for each.

Supervision of Operations of Subsidiaries and Associated companies

To comply with the regulatory mechanism that enables control, overseeing, managing, and being responsible for the operations of subsidiaries and associated companies and to maintain the interests of the Company's investments, the Company has sent a person to represent the Company as a director in subsidiaries and associates in proportion to their shareholding by the Company's regulations. The representatives of the Company who act as directors in such subsidiaries and associates shall formulate important policies for business operations and control the business operations of the subsidiaries in an appropriate direction and create good returns for the company.

Monitoring for Compliance with Corporate Governance Policies and Guidelines

Social Responsibility Practices

The Company has established guidelines as follows:

1. **Fair Business Operation**

- **Conflicts of Interest**

The Company has a policy to supervise directors, executives, and employees of the Company to prevent taking the opportunity of such positions for personal gain.

- **Responsibilities to Shareholders**

The Company has the policy to focus on doing business with honesty, integrity, ethics, and transparency to push the business grow sustainably as well as add value and maximum return to the shareholders of the Company in the long run under consideration of the equal rights of shareholders.

- **Self-Treatment**

Every employee is an important factor for the success of the organization. Therefore, it is necessary to be a person who is curious, always develops his own knowledge and abilities and behave in discipline and good morals.

- **Treatment of the Company**

The Company aims for all employees to participate in the development of the Company to be able to grow sustainably along with fostering a good culture within the organization.

- **Treatment of Business Partners**

The Company has the policy to treat business partners fairly and equitably, considering the mutual benefits of partners based on obtaining fair returns to both parties and avoiding situations that may cause conflicts of interest.

- **Treatment of Creditors**

Company adheres to the contract and complies with the terms and conditions of the agreement with the creditors in repayment of principal, interest and keeping the collateral in good condition as agreed.

- **Treatment of Competitors**

The Company has a policy of free trade competition with fair, non-monopolizing or requiring business partners to sell products to the Company only. The Company has no policy to use any means to obtain information of competitors illegally and unethically.

- **Treatment of Independent Auditors**

The Company is aware of the importance of independent auditors that shareholders use as a mechanism for auditing the performance of the management and ensuring that financial reports are accurate and complete. Therefore, it has a policy to fully cooperate with the auditors by presenting accurate and complete information as well as providing convenience to independent auditors.

- **Policy and Guideline on Non-Infringement, Intellectual Property Rights, and Use of Information and Communication Technology**

The Company is aware of the importance of non-infringement use of copyright, use of intellectual property, and use of information and communication technology based on the principles of law, morality, and ethics.

2. Anti-Corruption Practices

The Company attaches great importance to anti-corruption, as well as supporting and encouraging personnel at all levels to have awareness of anti-corruption in all forms. Moreover, the Company do business with honesty, integrity, morality, and ethics to lead to sustainable growth. The guidelines are as follows.

- The Company realizes the importance and has the policy to operate on the basis of honesty and does not support any actions related to corruption.
- The Company has established guidelines to encourage employees to continuously work with values of honesty and integrity.
- The Company has set up the Audit and System Development Department as to investigate actions that may cause corruption, along with guidelines for prevention and appropriate penalties.

3. Treatment of Human Rights Violations

The Company realizes the importance of employees, therefore, conducts recruitment based on ethical principles. There is no discrimination on race, religion, skin color, or gender, but consider the suitability of duties and responsibilities as a priority.

Also, there is no use of child labor or forced labor, and totally focus on providing various benefits to employees thoroughly with the following guidelines.

- The Company has a policy to strictly adhere to human rights principles and does not support actions related to human rights violations.
- The Company encourages and educates employees on human rights principles so that they can apply their work properly and appropriately.

4. Fair treatment of Employees

Treatment of Employees

The Company recognizes that employees are the most valuable resources and a key factor to the success of the Company. Therefore, the Company has the policy to treat employees fairly in terms of opportunities, remuneration, appointments, transfers, and supporting personnel development continually to enhance their working potential and promote career advancement. The guidelines are as follows:

- Treat employees with courtesy and respect for individuality.
- Provide fair remuneration to employees.
- Hiring, appointing, transferring, as well as rewarding and punishment of employees, will be considered on the basis of morality and human resource management for the best benefit of the company.
- Encourage employees to develop knowledge and abilities as well as enhance their operational potential by providing thorough and consistent opportunities.
- Always maintain the working environment to be safe for employees' lives and properties.
- Create a good working culture and atmosphere.
- Listen to employees' opinions and suggestions rationally.
- Strictly comply with various labor laws and regulations.
- Avoid any unfair actions that may affect the job security of employees or threaten and put pressure on the employee's mental state.

Remuneration and Benefits of employees

The Company attaches great importance to its employees, therefore, it has a policy to take care of remuneration and benefits that help and enhance the quality of life of employees as well as their families and build morale in their work as follows:

- The Company has set a fair remuneration that is appropriate to the duties and responsibilities in accordance with the Company's performance.
- The Company has determined to review the remuneration and benefits of employees regularly in order to stay competitive in the industry.

5. Treatment of Customers

The Company is committed to creating maximum satisfaction and confidence for customers to receive good quality products and services at reasonable prices, as well as to maintain long-term relationships. The guidelines are:

- Deliver quality products and services that meet or exceed customer expectations at fair prices.
- Provide accurate and complete information of products and services without distorting the facts that cause customers to misunderstand about the quality or any condition of the product.

- Fairly comply with the terms and conditions with customers. (If the conditions cannot be complied with, providers shall notify in advance in order to jointly consider a solution)
- Deal with customers in a courteous and efficient manner and set up a system and process through which customers can make complaints about the quality of products and services, plus, must respond to customer needs quickly and efficiently.
- Directors, executives, and employees shall not disclose customer information without prior permission from the customer or from the company's authority unless it is information that must be disclosed to a relevant third party in accordance with the law.

6. Occupational Safety, Health, and Environment Practices

The Company has a policy to comply with various laws and regulations on occupational safety, health, and environmental standards and operates business with regard to the impact on the environment with the following guidelines:

- Comply with laws and regulations on occupational safety, health, and environmental standards.
- Maintain the environment to be safe for the life and property of employees at all times.
- Encourage, educate and train employees on the environment and foster values of efficient use of resources.
- Utilize resources more efficiently and create products with more environmental awareness.

7. Community and Society Development

The Company aims to expand continuously and develop sustainable operations according to the Company's strategy along with providing assistance to the society and community as well as environmental stewardship with a policy to operate the business with awareness of the importance of society and community. The Company believes that a good society is based on good relationships between people in the community.

- The Company focuses on promoting various activities to enhance good relationships of people in the community, as well as having the policy to help society so that everyone has equal opportunities. The Company has supported activities in the community of the Company's project and nearby areas on important days and traditional days, as well as supporting charity activities and helping the victims.
- The Company has the intention to see Thai youth grow together with a good society as well as helping to encourage and support Thai youths daring to think and express their power of new ideas to the public. The Company has supported activities to promote learning skills of children and youth.
- The Company regards education as the policy that has been continuously adhered to in order to participate in contributing to the provision of knowledge or equipment support, teaching materials and sports equipment for the community and society.

8. Innovation and Publicity

Innovation and technology play a very important role today due to the need for comfort and quality of life to be better. The company understands and knows what the residents or customers want. Therefore, the Company pays attention to every detail of products and services by striving to build quality houses and develops in every work process to create developments in products and services based on customer needs. Technology has been used to increase comfort and upgrading the quality of living and services to provide customers with the best.

The Company has developed products and services to meet new needs continually and develop the quality system by using the ISO system as the first and currently has set the quality system according to ISO 9001: 2015 to develop products and services to be more quality. The Company has worked with partners such as SCG to study and apply innovations designed to be environmentally friendly for the development of products and services, such as Smart Home, Eco Home, and Care Home, for use in housing design development because the Company realizes the importance of promoting and developing innovations for living to meet the needs of customers who are concerned about the energy consumption. Currently, SCG's cool house innovation is being used to adjust the indoor conditions to feel good air quality with the Active Airflow System, a device that will be attached to the house to push hot air inside the house to the upper floor and vent out through the atrium, which is a system that helps to adjust the temperature in the place to be appropriate.

The air circulation system acts as a natural air conditioner for the house. This system will be installed with small solar cells to provide power to suction fans without electricity, which compatible with the style of the new generation who cares about energy consumption. The concept was launched at the Thanyathani Home on Green Project and continually brought the development of the current CHARM project, including the choosing of quality paints that can inhibit the coronavirus and spraying disinfectants to prevent the spread of the covid-19 situation.

However, the Company continues to develop house designs to meet the needs of the aging society in the near future. The design also takes into account the coexistence of all generations in the same house under the concept of All From Home. The Company has also used IT systems to develop the quality of products and services within the organization, such as real estate ERP program systems, MANGO, and LINE@ system to quickly respond to customer needs in terms of after-sales service.

Report on The Performance of the Audit Committee in The Past Year

Audit Committee

In 2022, the Company had a total of 4 Audit Committee meetings. As of December 31, 2022, the Audit Committee consisted of 4 members as follows:

1.	Ph.D. Piboon	Limpraphat	Chairman of the Audit Committee
2.	Mr. Vichan	Amornrojanavong	Audit Committee
3.	Mr. Vorakan	Dhepchalerm	Audit Committee
4.	Mr. Vikrom	Sriprataks	Audit Committee

with Ms. Kamonwan Sawatchai as the secretary of the Audit Committee.

The Audit Committee has performed its assigned duties in accordance with international principles and best practices of the Securities and Exchange Commission and the Stock Exchange of Thailand by reviewing financial reports, internal audit systems, internal control systems, considering related transactions or transactions that may have conflicts of interest, and propose the appointment of the auditor as well as auditor's remuneration for the Company to be transparent, has an adequate and efficient internal control system with effectiveness, and able to create value and good image for the Company.

Summary of the performance of Other Sub-Committees

Nomination, Remuneration and Corporate Governance Committee

In 2022, the Company had 2 meetings of the Nomination, Remuneration and Corporate Governance Committee. As of December 31, 2022, the Committee consists of 5 members as follows:

1. Ph.D. Piboon Limpraphat	Chairman of the Nomination, Remuneration and Corporate Governance Committee
2. Mr. Somchao Tanthathoedtham	Nomination, Remuneration and Corporate Governance Committee
3. Mr. Vichan Amornrojanavong	Nomination, Remuneration and Corporate Governance Committee
4. Mr. Vorakan Dhepchalerm	Nomination, Remuneration and Corporate Governance Committee
5. Mr. Vikrom Sriprataks	Nomination, Remuneration and Corporate Governance Committee

with Ms. Porntippa Cheewaruangroj as the secretary of the Nomination, Remuneration and Corporate Governance Committee.

The Nomination, Remuneration, and Corporate Governance Committee has performed its duties as assigned by its duties to select directors, either new or replacement, and determine the remuneration of directors by specifying qualifications and criteria for the selection of persons who are suitable in terms of knowledge, experience, and expertise, also to nominate for the appointment, transfer, and remove a director whose performance does not meet the qualifications specified by the Company for the Board of Directors to consider. The committee considers the attendance of the meetings and the competence of the directors in order to determine the appropriate and transparent remuneration for directors. Moreover, the committee has formulated a Good Corporate Governance Policy that is appropriate for the Company under the framework of laws, rules, and regulations of regulatory agencies, including the Stock Exchange of Thailand, Securities and Exchange Commission, and other related agencies, as well as preparing guidelines for good corporate governance according to international standards for submission to the Board of Directors for approval.

Internal Control and Related Party Transactions

Internal Control

The Board of Directors has assigned the Audit Committee to review the internal control system assessment and directly supervise the performance of the Audit and System Development Department to enable independent auditing in assessing the sufficiency of the existing internal control system, complying with the laws and regulations related to the Company's business operations. In addition, the Company has also hired an internal audit consulting company, Kaladit Advisory Services Co., Ltd., to audit the operational process according to the 2022 annual audit plan approved by the Board of Directors and report the audit results directly to the Audit Committee.

The Audit Committee reviewed the internal control system assessed by the Audit and System Development Department and found no material flaws consistent with the opinion of the Company's auditors. The Audit Committee has resolved that the Company's internal control system is sufficient, efficient, and effective, and has been revised according to the recommendations of the internal audit consulting company for the benefit of the Company's management.

1. Internal Control

1.1 Organizational Structure: The Company attaches great importance to establishing an organizational structure that supports internal control systems and is in line with the principles of good corporate governance, whether it is the structure of the Board of Directors, the Audit Committee, the Board of Directors, the Nomination, Remuneration and Corporate Governance Sub-Committees as well as the Audit and System Development.

The Board of Directors considered appointing the Executive Committee and appointing 4 independent directors as the Audit Committee. The Board of Directors meets at least once a quarter. The Audit Committee meets independently with the Audit and System Development Department and the Company's auditors at least once a quarter, and the Executive Committee meets at least once a month.

1.2 The Company has set up a corporate strategic plan, business goals, and annual plan which has been considered by the Board of Directors and the Key Performance Index (KPI) goals of each department/project annually. The KPI Committee has been appointed to review the KPIs of all departments to ensure they are suitable for the current situation and in accordance with the Company's policy. In addition, the management policy shall be communicated as a guideline for the performance of executives and employees at all levels.

1.3 The Company has prepared the Code of Conduct for the Board of Directors, executives, and employees in performing their duties in accordance with the Company's mission with honesty, integrity and morality, by treating the Company, all groups of stakeholders, as well as the public and society. It has determined that the implementation of social activities is one of the main strategies in the administration as well as having a policy to pay employee compensation that is consistent with the Company's performance. Also, the Company has policies to support training and education in developing knowledge and abilities, and create morale for employees to achieve the overall goals of the organization.

1.4 The Company has established operating procedures for finance, procurement, and general management and has an ISO quality management system to control the quality of operations in accordance with international standards.

2. Risk Assessments

The Company has established risk management policy and risk management working group to consider the annual risk management action plan and set it as a key agenda in the Board of Directors' meetings quarterly to ensure that the risk management measures are adequate and at an appropriate level.

Risk Management Policy:

1. The Risk Management Working Group is responsible for formulating overall risk management policies that cover critical risks and establishing a risk assessment schedule, determining risk indicators, and preparing a report on risks in accordance with the risk management process.
2. The risk management plan must be consistent with the policies and strategies set by the company, which can assess, monitor, and control the company's risk to be at an appropriate level.
3. Review whether the risk management plan is sufficient as well as the effectiveness of the system and the implementation of the established policies.
4. The implementation of this risk management policy must be strictly and continuously performed under the supervision of the Board of Directors and the Company's management.

3. Operation Control

3.1 The Company has clearly defined the scope of approval authority of various levels of management and organize operations structure to allow inter-operation review.

3.2 There is a system for planning and reporting on KPI performance regularly every month, as well as reviewing the annual strategic plan every 6 months.

3.3 The Company's operational measures are in accordance with the Securities and Exchange Act of Thailand and other related laws such as the Housing Act, Consumer Protection Act, Environment Act, Document Control Act, Town Planning Act, etc. The Company has determined that the consideration of connected transactions is the main agenda in every quarterly Board of Directors meeting to ensure that the Company has properly considered such transactions for the best interests of the Company, shareholders, and all stakeholders.

4. Information and Communication Systems

4.1 The Company has developed an information reporting system with an internal core program system (ERP) to make the process of reporting information to support executives' decision-making with accuracy, speed, and cost reduction and increase operational efficiency and create greater customer satisfaction.

4.2 The Company has organized an organizational structure with a unit responsible for communicating information both internally and externally with the content that is accurate, complete, up to date, and searchable, namely investor relations department and public relations department, including the preparation of public relations boards and notice boards of the Company that will be displayed at the workplace so that information can be clearly received.

4.3 The Company has established policies and guidelines regarding non-infringement, intellectual property and use of information and communication Technology in written form as a guideline for effective control of the organization's information systems and communication.

4.4 The Company requires that the meeting notice and supporting documents be delivered on average 7 days before the meeting.

4.5 The senior executives are the supervisors of the organization's information technology system.

5. Follow-up System

5.1 The Company has established a follow-up measure during the operation by requiring that there will be an executive meeting at least once a month and regular meetings of committees/working groups in various fields, as well as small group meetings to consider problems and acknowledge progress of various projects as assigned.

5.2 The Company has established measures for monitoring and evaluating the performance from independent assessments by the Quality Management System Department, the Internal Audit Consultants, and the Audit and System Development Department according to the annual audit plan.

5.3 The Company has established channels for filing complaints if events or actions that are suspected of violating or failing are seen to comply with the Code of Conduct. (Details appear under the Corporate Governance section)

Related Party Transactions

1. Related Transactions Year 2020-2022

During the years 2020-2022, the Company and its subsidiaries had related transactions with persons who may have conflicts of interest which the auditor stated in the notes to the financial statements with details as follows:

Persons who may have conflicts	Relationship	Item	Value of the Related Party Transaction (million baht)			Necessity / Reason
			2020	2021	2022	
1. NCH 2555 Holding Company Limited	• Directors and major shareholders of the Company are: 1. Mr.Somchao Tanthathoedtham 2. Mr.Somnuek Tanthathoedtham and persons in the Tathathoedtham group	The Company borrowed money from NCH 2012 Holding Co., Ltd by paying interest at the rate of 5.75% per annum, details as follows:				• The Company borrowed money from NCH 2012 Holding Co., Ltd to be used as working capital and liquidity in the Company's operations. The interest rate for such borrowing is lower than the MLR rate of commercial banks.
		- Loan amount brought forward	219.00	179.00	0.00	
		- Loan amount during the year	0.00	0.00	0.00	
		- Repayment during the year	(40.00)	(179.00)	0.00	
		- Outstanding balance at the end of the year	179.00	0.00	0.00	
		- Accrued interest	2.02	0.00	0.00	
2. Namchai Asset Development Company Limited	• Directors and major shareholders of the Company are: 1. Mr.Somchao Tanthathoedtham 2. Mr.Somnuek Tanthathoedtham and the major shareholders of NCH 2012 Holding Co., Ltd, and persons in the Tanthathoedtham group, holding shares in Namchai Asset Development Co., Ltd. totaling 100.00%. • The Company and Namchai Asset Development Co., Ltd. have 2 common directors, namely Mr.Somchao Tanthathoedtham and Mr.Somnuek Tanthathoedtham.	The Company rent the land from Namchai Asset Development Co., Ltd. at the rental rate of 55,000 baht per month.				• The Company rent the land from Namchai Asset Development Co., Ltd, which is the location of the sales office, the model house, and the parking lot of the Baan Fah Piyarom project, with an area of 11 rai, a 3-year lease from January 1, 2019, to December 31, 2021 (The rent for Jan to Dec 31, 2024, was equal to 660,000 baht).
		- Total value	0.66	0.66	0.66	
		- Outstanding Balance	0.00	0.00	0.00	

Persons who may have conflicts	Relationship	Item	Value of the Related Party Transaction (million baht)			Necessity / Reason
			2020	2021	2022	
3. Namchai Golf Management Company Limited / operates golf course management and management services	• Directors and major shareholders of the Company are: Mr.Somchao Tanthathoedtham Mr.Somnuek Tanthathoedtham and the major shareholder, NCH 2012 Holding Co., Ltd., and persons in the Tanthathoedtham group, holding 100.00% shares in Namchai Golf Management Co., Ltd. • The Company and Namchai Golf Management Co., Ltd. have 2 common directors, namely Mr.Somchao Tanthathoedtham and Mr.Somnuek Tanthathoedtham.	• The Company purchased golf membership cards for marketing promotions. The prices are based on general business operations at the market prices. - Total value - Outstanding balance	0.20 0.07	0.01 0.00	2.49 0.13	• The Company bought golf membership cards for marketing promotions. The prices are based on general business operations at the market prices.
4. S.C. Construction and Decoration Company Limited (SC) / operates the business of distributing construction materials.	• Directors and major shareholders of the Company are: Mr.Somchao Tanthathoedtham Mr.Somnuek Tanthathoedtham and major shareholders, Mrs.Nongluck Tanthathoedtham, holding 94.98% shares in SC • The Company and SC have 2 common directors, namely Mr.Somchao Tanthathoedtham and Mr.Somnuek Tanthathoedtham.	• The Company purchased construction materials from S.C. Construction and Decoration Co., Ltd. - Total value - Outstanding balance	0.33 0.03	0.48 0.06	0.48 0.17	• The Company and its subsidiaries provide contractors with certain construction materials that affect quality and standards and are difficult to control by purchasing them at a market price equivalent to the purchase price from a third party, which is a normal business practice. • Purchasing construction materials from related companies allow the company to control the quality and standards of the products and the delivery time, also, provide convenience in using the service in a timely manner.

Persons who may have conflicts	Relationship	Item	Value of the Related Party Transaction (million baht)			Necessity / Reason
			2020	2021	2022	
5. Sathaponwattana Construction Materials Trading Company Limited. / operates the business of distributing construction materials	• The Company's major shareholders are NCH 2012 Holding Co., Ltd., Mr. Somnuk Tanthathoedtham, and persons in the Tanthathoedtham group, holding shares 100.00% in Sathaponwattana Construction Materials Trading Company Limited.	• The Company purchased construction materials from Sathaponwattana Construction Materials Trading Co., Ltd - Total value - Outstanding Balance	 46.09 11.29	 57.57 13.22	 69.08 17.76	• The Company and its subsidiaries provide contractors with certain construction materials that affect quality and standards and are difficult to control by purchasing them at a market price equivalent to the purchase price from a third party, which is a normal business practice. • Purchasing construction materials from related companies allow the company to control the quality and standards of the products and the delivery time, also, provide convenience in using the service in a timely manner.
6. Precast Station Company Limited/ operates the business of producing precast concrete panels (Precast)	• Mr. Passakorn Jesadavrangkul, who is a director of Precast Station Co., Ltd, is a relative of a shareholder named Mr.Somchao Tanthathoedtham, who is a director, Nomination and Remuneration and CG Committee, Chairman of Executive Committee, Chief Executive Officer, and major shareholder of the Company, holding shares in the proportion of 1.88% (as of December 30, 2021)	• The Company allowed Precast Station Co., Ltd. to rent the space for the office at the monthly rental rate of 20,000 - 40,000 baht. - Total value	0.75	0.21	0.00	• The Company allowed Precast Station Co., Ltd. to rent the space for the office in the production of precast panels by contracting from: - July 1, 2019 to July 31, 2021 equal to 20,000 baht (TNDW) - January 1, 2020 to September 30, 2020 equal to 40,000 baht (K.6) - October 1, 2020 to December 31, 2021 equal to 50,000 baht (K.6)
		• The company hired Precast Station Co., Ltd. to build a house at a mutually agreed price. - Total value - Outstanding Balance	130.78 29.53	52.40 13.90	0.00 7.75	• The Company hired Precast Station Co., Ltd. to build a house at a mutually agreed price.

Persons who may have conflicts	Relationship	Item	Value of the Related Party Transaction (million baht)			Necessity / Reason
			2020	2021	2022	
7. N.C. Property Management Company Limited	• N.C. Housing Co., Ltd. holds a large share of the company. N.C. Property Management Co., Ltd. 99.99% and have common directors and executives.	• The Company allowed Precast N.C. Property Management Co., Ltd. to rent the space for the office at the monthly rental rate of 20,000 - 40,000 baht. - Total value - Outstanding Balance	 0.00 0.00	 0.92 44.59	 2.41 31.82	• The Company allowed N.C. Property Management Co., Ltd. to rent the space for the office in the production of precast panels by making a continuous contract starting from 1/4/2021 onwards.
8. Quality Living Management Company Limited	• N.C. Housing Co., Ltd. holds a large share of the company. N.C. Property Management Co., Ltd. 99.99% and have common directors and executives.	• The Company allowed Precast N.C. Property Management Co., Ltd. to rent the space for the office at the monthly rental rate of 5,000 baht/month - Total value - Outstanding Balance	 0.06 0.31	 0.06 0.02	 0.06 0.10	• The Company, Quality Living Management Co., Ltd. to rent the space for the office by renting 1 room on the 1st floor of the head office building of N.C. Housing Public Company Limited.
9. Siri Arun Wellness Company Limited	• N.C. Housing Co., Ltd. holds a large share of the company. N.C. Property Management Co., Ltd. 99.99% • N.C. Property Management Company Limited holds 60% of the shares of Siriarun Wellness Company Limited and has 3 common directors, namely: Mr.Somchao Tanthathoedtham Mr.Somchao Tanthathoedtham and Mr.Nongluck Tanthathoedtham, holding 1 share per person	• The Company allowed Siriarun Wellness Co., Ltd. to rent the space for the office at the rental rate of 297, 160 baht per month. - Total value • The company allowed Siri Arun Wellness Co., Ltd. to rent furniture at 24,149.53 baht per month. - Total value - Outstanding Balance	 3.12 0.29 0.32	 7.43 1.78 0.43	 7.13 2.55 0.00	• The Company let Siri Arun Wellness Co., Ltd. rent the space for its office by renting it at Arun House 39, Floor 4-5, and Floor 6 building, Siri Arun Building and rooms open in the name of Siri Arun • The Company gave Siriarun Wellness Co., Ltd. to rent furniture, moreover, there is a cost of water-electricity calculated according to the actual meter.

Remark: 1. Items 1, 2 and 3 are occasionally done on an as-needed basis.

2. Items 4-9 and 7 are continuous transactions.

* Mr. Namchai Tanthathoedtham passed away on October 2, 2007. The estate manager Mr. Namchai Tanthathoedtham consisted of:
- Mr. Somchao Tanthathoedtham, Mr. Prasit Tanthathoedtham, Mr. Somnuek Tanthathoedtham and Mr. Sujin Tanthathoedtham

2. The necessity/Reasonability of the Transaction and the Opinion of the Audit Committee

The Audit Committee has considered the related party transactions for the year ended December 31, 2022, and has the opinion that such related party transactions are necessary and reasonable for the best interest of the Company and its shareholders in accordance with the general business practices. Pricing and other conditions are in accordance with market prices, similar to pricing for other unrelated parties or businesses. There is no transfer of benefits between the Company, subsidiaries and persons who may have conflicts of interest.

Measures or Procedures for Approval of Related Party Transactions

The Board of Directors considered and unanimously resolved that if a related transaction with a person who may have conflicts of interest in the future, it must be presented to the Board of Directors' meeting to consider and approve, and there must be an Audit Committee attending the meeting to consider and oversee that the related transactions are fair, reasonable and have an appropriate pricing policy by taking into account the best interests of the Company. The stakeholder directors have no voting rights to enter such transaction, and however, the Company does not have a loan policy for persons with conflicts of interest. In addition, the Company shall comply with the law on securities and exchange, regulations, announcements, orders, or requirements of the Stock Exchange of Thailand, including compliance with the regulations on disclosure of related transactions of the Stock Exchange of Thailand.

Policy or Guideline for Making Related Party Transactions in the Future

According to the Notification of the Stock Exchange of Thailand No. 47/2547 dated July 21, 2004, regarding the revision of the rules on connected transactions of listed companies, the Company defines the types of connected transactions that may occur in the future into 5 types as follows:

(1) Normal business transactions of the Company

The normal business transactions of the Company are purchase of construction materials, sale of houses in the project, and land purchase. The Company has established rules and guidelines for doing business in accordance with general trading practices with reference to market conditions that are appropriate, fair, reasonable, verifiable, considering the best interests of the Company and its subsidiaries and presenting them to the Audit Committee for approval in such rules and guidelines.

(2) Normal Business Support Items

Normal business support items include hiring a subsidiary to manage the community in the Company's projects and hiring for the construction of only the pre-built houses in the project.

(3) Rentals or short-term real estate rentals

Rentals or short-term real estate rentals include renting the property by the Company as the location of the sales office of the Baan Fah Piyarom project.

(4) Items related to property or services

Transactions related to assets or services, such as hiring a subsidiary to take care of the garden in the project.

(5) Items related to financial assistance

Financial assistance items are loans from subsidiaries, requesting a commercial bank to issue a letter of guarantee to a government agency for a subsidiary, and borrowing money from connected persons. The Company will assign the Audit Committee to give opinions on the reasonableness of the transaction and under the appropriate price conditions. If the Audit Committee does not have expertise in considering related party transactions, the Company will arrange for independent experts or the Company's auditors to examine such transactions. The opinions of the Audit Committee or independent experts will be used to consider and approve the transactions of the Board of Directors or shareholders according to the relevant regulations.

In this regard, the company has restructured the ownership of land in both current and future projects of the company for clarity and transparency in business operations. As for the Company's land purchase policy in the future, the company will purchase land for project development directly from the seller, and there is no policy for related persons to be brokers to hold the ownership before transferring the ownership to the company.

However, if it is the purchase of land of related persons, it must be considered by the Audit Committee, the Board of Directors, and the shareholders' meeting by complying with the regulations on connected transactions of the Stock Exchange of Thailand, considering the maximum benefit that the company will receive.

The Board requires related party transactions that will occur in the future of Directors to comply with the Securities and Exchange Act and regulations, notifications, orders, or requirements of the Stock Exchange of Thailand. However, the Company's internal audit department will randomly check the transactions and present them to the Audit Committee at the annual meeting for consideration. In addition, the Company will disclose related party transactions in the notes to the financial statements audited by the Company's auditors under s with generally accepted accounting standards and the 2022 annual report (Form 56-1 One Report)

15%
15%
15%
35%

Financial Statements

- Independent Auditor's Report
- Financial Statements
- Note to Financial Position

Independent Auditor's Report

To The Shareholders and Board of Directors of
N.C. Housing Public Company Limited

Opinion

I have audited the consolidated financial statements of N.C. Housing Public Company Limited and its subsidiaries (the Group), which comprise the consolidated statement of financial position as at December 31, 2022, and the consolidated statement of comprehensive income, consolidated statement of changes in shareholders' equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies, and I have audited the separate financial statements of N.C. Housing Public Company Limited (the Company), which comprise the statement of financial position as at December 31, 2022, and the statement of comprehensive income, statement of changes in shareholders' equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In my opinion, the accompanying financial statements present fairly, in all material respects, the consolidated financial position of N.C. Housing Public Company Limited and its subsidiaries as at December 31, 2022, and its consolidated financial performance and its consolidated cash flows for the year then ended and the separate financial position of N.C. Housing Public Company Limited as at December 31, 2022, and its financial performance and its cash flows for the year then ended in accordance with Financial Reporting Standards.

Basis for Opinion

I conducted my audit in accordance with Thai Standards on Auditing. My responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of my report. I am independent of the Group in accordance with the Federation of Accounting Professions 'Code of Ethics for Professional Accountants together with the ethical requirements that are relevant to my audit of the financial statements, and I have fulfilled my other ethical responsibilities in accordance with these requirements. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my opinion.

Key Audit Matters

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

Project cost estimate

- Risk

The Company is engaged in real estate business with projects in Bangkok and other provinces. It sells detached house, twin house, townhouse and condominium. The Company has to prepare the project cost estimate which consists of land cost, cost of construction, cost of borrowing, and cost of public utility to prepare individual land plot cost estimate, calculate inventory and recognize cost of sale for the transferred plot. Such estimate is complicated and requires significant judgment in estimating the cost of borrowing and cost of public utility. These require the assumptions is estimating the cash flow receipt and payment throughout the project as well as experience in building the public utility in the past. I paid special attention in the preparation and review of the project cost estimate in accordance with the requirements of the financial reporting standards because it is significant to the financial statements as at December 31, 2022. According to the consolidated financial statements, the Company's inventory amounted to Baht 157 million (see Note 8) and cost of land development Baht 2,845 million (see Note 9) totaling Baht 3,002 million 58.76 percent of total assets. For the year ended December 31, 2022, the Company recognises cost of sale in the amount of Baht 1,632 million or 74.49 percent of total expense.

- Risk response

Regarding my audit approach on such matter, I have considered the reasonableness of the assumption and the method used by the management in calculating the project cost estimate and reviewing the estimate regularly by auditing the supporting evidence which represents the best estimates of the management, especially the forecast of cash flow receipt and payment estimates throughout the project period in order to prepare the borrowing cost estimate and utilities construction information to prepare the central utilities cost estimate. In addition, I have compared the actual cost with such estimates. I have given importance to the adequacy of the information disclosure of the accounting policy regarding the use of judgment and significant accounting estimates in Note 4.18 in the notes to the financial statements. I have found that the real estate project values under development are state in accordance with accounting policy and financial reporting standards and disclosed information completely. I have found that the project cost estimate is reasonable and in accordance with financial reporting standards.

Revenue from sale of real estate

- Risk

The Group has revenue from the sale of real estate, prefabricated houses, condominium, land held for development for the year 2022, totaling Baht 2,590.91 million, or 97.84 percent of total revenue. The Company has a large number of real estate development projects for sale and real estate sales agreements, including providing discounts, a variety of sales promotions. Therefore, I pay attention to the actual existence of the revenue, revenue recognition from the sale of real estate and the expenses related to the sales promotion whether they are comply with the financial reporting standards. Therefore, I determine to audit the revenue from the sale of real estate as the significant in auditing. The Group has disclosed the accounting policy for revenue recognition from the sale of real estate in the note to financial statements No. 4.1.

- Risk response

My audit approach on such matter by inquiring the responsible staff and obtaining the understanding in the income and sales promotion systems of various projects of the Group and testing the internal control system by selecting random sampling items to test whether the controls are comply with the specified controls, selecting to check sales agreement, approving of relevant discount or sales promotion, ownership transfer document and receiving payment to verify the actual existence, the accuracy of the revenue recognition in accordance with the terms of the agreement entering with the customers are consistent with accounting policies and checking the sales revenue during the year and near the end of the year, including the comparative analysis of each project to check for the irregularities that occur. It has included the record of income in the journal and other relevant adjustments in order to assess whether the unrealized revenue has been recorded. I have found that the revenue recognition from the sale of real estate complied with the accounting policy and the financial reporting standards.

Other Information

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

My opinion on the financial statements does not cover the other information and I will not express any form of assurance conclusion thereon.

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

When I read the annual report, if I conclude that there is a material misstatement therein, I am required to communicate the matter to those charged with governance in order for those charged with governance to correct the misstatement.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

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

In preparing the consolidated financial statements and separate financial statements, management is responsible for assessing the Group's and the Company's ability to continue as a going concern, disclosing, 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 Financial Statements

My objectives are to obtain reasonable assurance about whether the consolidated financial statements and separate financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes my opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements and separate financial statements.

As part of an audit in accordance with Thai Standards on Auditing, I exercise professional judgment and maintain professional skepticism throughout the audit. I also:

- Identify and assess the risks of material misstatement of the consolidated financial statements and separate financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for my opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's and the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's and the Company's ability to continue as a going concern. If I conclude that a material uncertainty exists, I am required to draw attention in my auditor's report to the related disclosures in the consolidated financial statements and separate financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my auditor's report. However, future events or conditions may cause the Group and the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements and separate financial statements, including the disclosures, and whether the consolidated financial statements and separate financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. I am responsible for the direction, supervision and performance of the group audit. I remain solely responsible for my audit opinion.

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

I also provide those charged with governance with a statement that 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 my independence, and where applicable, related safeguards.

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

The engagement partner responsible for the audit resulting in this independent auditor's report is Miss Nitinee Kittikunapong.

Nitinee Kittikunapong

(Miss Nitinee Kittikunapong)

Certified Public Accountant

Registration No. 8843

Dharmniti Auditing Company Limited

Bangkok, Thailand

February 23, 2023

The Statements of Financial Position

N.C. HOUSING PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
AS AT DECEMBER 31, 2022

ASSETS

	Note	In Baht			
		Consolidated Financial Statements		Separate Financial Statements	
		2022	2021	2022	2021
CURRENT ASSETS					
Cash and cash equivalents	6	101,758,461.91	94,055,313.64	89,159,403.92	87,094,281.28
Trade and other current receivables	5, 7	15,412,859.52	11,869,980.39	16,910,363.05	10,053,791.24
Short-term to related parties	5	-	-	60,806,268.87	38,500,000.00
Inventories	8	157,111,746.91	113,324,180.44	147,254,698.01	105,579,593.39
Property development costs	9	2,845,113,619.94	2,028,605,834.07	2,859,905,379.35	2,050,374,115.45
Land held for development	10	622,772,948.28	853,307,125.44	622,772,948.28	853,307,125.44
Deposits for land		17,360,000.00	35,459,650.00	17,360,000.00	35,459,650.00
Other current financial assets	11	831,350.87	834,597.26	586,769.40	590,378.59
Other current assets	12	1,073,123.61	3,073,557.14	700,429.88	1,514,212.06
Total current assets		3,761,434,111.04	3,140,530,238.38	3,815,456,260.76	3,182,473,147.45
NON-CURRENT ASSETS					
Other non-current financial assets	13	32,436,966.94	24,394,920.60	32,436,966.94	24,394,920.60
Investment in subsidiaries	14	-	-	86,864,497.95	86,864,497.95
Investment property	15	160,336,705.71	167,227,916.23	207,481,798.74	216,603,464.31
Property, plant and equipment	16	159,551,637.17	124,308,876.90	59,086,466.56	43,071,111.73
Right-of-use assets	17	12,891,337.77	8,891,269.06	11,734,128.51	8,891,269.06
Intangible assets	18	3,261,320.50	3,668,197.78	2,746,773.69	3,344,366.02
Land held for development	10	961,858,804.48	846,596,516.40	889,277,570.40	774,015,282.32
Deferred tax assets	19	7,271,827.58	12,848,145.16	3,908,875.19	10,155,433.98
Other non-current assets	20	10,139,258.11	3,822,606.03	4,087,561.22	3,329,959.51
Total non-current assets		1,347,747,858.26	1,191,758,448.16	1,297,624,639.20	1,170,670,305.48
TOTAL ASSETS		5,109,181,969.30	4,332,288,686.54	5,113,080,899.96	4,353,143,452.93

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

LIABILITIES AND SHAREHOLDERS' EQUITY

	Note	In Baht			
		Consolidated Financial Statements		Separate Financial Statements	
		2022	2021	2022	2021
CURRENT LIABILITIES					
Bank overdrafts and short-term loans from the financial institutions	21	199,714,139.60	42,974,155.60	199,714,139.60	42,974,155.60
Trade and other current payables	5, 22	625,147,985.12	495,458,449.21	587,750,120.06	492,425,081.72
Accrued income tax		32,137,386.62	18,484,230.42	32,137,386.62	18,252,699.46
Current portion of long-term loan from the financial institutions	23	664,991,071.88	480,304,986.56	664,991,071.88	480,304,986.56
Current portion of lease liabilities	25	5,728,569.83	5,621,196.05	4,374,748.21	3,542,477.96
Short-term loan from related parties	5	5,000,000.00	5,000,000.00	-	-
Other current liabilities		382,616.86	1,089,734.25	-	-
Total current liabilities		1,533,101,769.91	1,048,932,752.09	1,488,967,466.37	1,037,499,401.30
NON-CURRENT LIABILITIES					
Long-term loans from the financial institutions	23	156,876,109.69	105,344,979.96	156,876,109.69	105,344,979.96
Debenture	24	149,844,864.69	149,744,998.00	149,844,864.69	149,744,998.00
Lease liabilities	25	13,407,391.16	6,229,167.17	7,901,663.31	6,003,885.33
Provision for employee benefit obligations	26	52,095,463.05	53,873,713.77	49,419,050.64	51,512,175.67
Provision for compensation for housing estate juristic persons	27	26,562,730.20	21,126,914.64	26,562,730.20	21,126,914.64
Provision from purchasing the real estate project	28	31,931,040.00	53,303,040.00	30,067,950.00	51,439,950.00
Other non-current liabilities		24,947,768.23	16,937,063.22	25,380,768.22	17,370,063.22
Total non-current liabilities		455,665,367.02	406,559,876.76	446,053,136.75	402,542,966.82
TOTAL LIABILITIES		1,988,767,136.93	1,455,492,628.85	1,935,020,603.12	1,440,042,368.12

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

LIABILITIES AND SHAREHOLDERS' EQUITY (CONT.)

	Note	In Baht			
		Consolidated Financial Statements		Separate Financial Statements	
		2022	2021	2022	2021
SHAREHOLDER'S EQUITY					
Share capital					
Authorized share capital					
1,245,284,305 ordinary shares					
of Baht 1.00 each		1,245,284,305.00	1,245,284,305.00	1,245,284,305.00	1,245,284,305.00
Issued and paid-up share capital					
1,245,283,691 ordinary shares					
of Baht 1.00 each		1,245,283,691.00	1,245,283,691.00	1,245,283,691.00	1,245,283,691.00
Premium on share capital		577,530,000.00	577,530,000.00	577,530,000.00	577,530,000.00
Retained earnings					
Appropriated - legal reserve	29	113,200,000.00	95,060,000.00	113,200,000.00	95,060,000.00
Unappropriated		1,202,869,997.87	968,326,584.06	1,242,046,605.84	995,227,393.81
Other components of equity		-	-	-	-
Total equity attributable to company's shareholders		3,138,883,688.87	2,886,200,275.06	3,178,060,296.84	2,913,101,084.81
Non-controlling interests		(18,468,856.50)	(9,404,217.37)	-	-
TOTAL SHAREHOLDER'S EQUITY		3,120,414,832.37	2,876,796,057.69	3,178,060,296.84	2,913,101,084.81
TOTAL LIABILITIES AND SHAREHOLDER'S EQUITY		5,109,181,969.30	4,332,288,686.54	5,113,080,899.96	4,353,143,452.93

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

Statements of Comprehensive Income

N.C. HOUSING PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
AS AT DECEMBER 31, 2022

STATEMENTS OF COMPREHENSIVE INCOME

	Note	In Baht			
		Consolidated Financial Statements		Separate Financial Statements	
		2022	2021	2022	2021
REVENUES	5				
Sales		2,590,911,316.38	2,503,647,878.66	2,594,391,223.02	2,503,647,878.66
Rental income and service		46,307,980.88	27,214,796.83	18,452,038.92	15,231,085.18
Other income		10,928,457.49	9,607,155.88	15,512,538.14	9,497,307.91
Total Revenues		2,648,147,754.75	2,540,469,831.37	2,628,355,800.08	2,528,376,271.75
EXPENSES	5				
Cost of sales		1,631,963,363.85	1,698,928,386.76	1,647,238,877.03	1,703,442,909.04
Cost for rent and service		59,563,880.74	46,592,611.32	19,148,551.89	19,984,720.68
Distribution costs		213,615,667.46	217,443,911.93	217,095,574.10	217,623,911.93
Administrative expenses		285,827,388.24	238,379,383.86	263,627,857.67	223,013,243.72
Total Expenses		2,190,970,300.29	2,201,344,293.87	2,147,110,860.69	2,164,064,785.37
Profit (loss) from operating activties		457,177,454.46	339,125,537.50	481,244,939.39	364,311,486.38
Finance costs	35	15,431,229.88	16,363,405.62	14,857,496.90	15,789,115.14
Profit (loss) before income tax		441,746,224.58	322,762,131.88	466,387,442.49	348,522,371.24
Income tax expenses (income)	33	103,928,803.55	82,506,579.73	104,624,008.16	79,150,619.83
Profit (loss) for the year		337,817,421.03	240,255,552.15	361,763,434.33	269,371,751.41
Other comprehensive income					
Items that will not be reclassified to profit or loss					
Actuarial gains (loss) from post-employee benefit,					
net of income tax		2,921,373.92	(600,833.54)	2,815,872.98	(636,869.59)
Items that may be reclassified subsequently					
to profit or loss		-	-	-	-
Other comprehensive income for the year		2,921,373.92	(600,833.54)	2,815,872.98	(636,869.59)
Total comprehensive income for the year		340,738,794.95	239,654,718.61	364,579,307.31	268,734,881.82

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

STATEMENTS OF COMPREHENSIVE INCOME (CONT.)

	Note	In Baht			
		Consolidated Financial Statements		Separate Financial Statements	
		2022	2021	2022	2021
Profit (loss) attributable to					
Shareholders' equity of the parent company		349,382,135.18	251,931,929.04	361,763,434.33	269,371,751.41
Non-controlling interests		(11,564,714.14)	(11,676,376.89)	-	-
		337,817,421.04	240,255,552.15	361,763,434.33	269,371,751.41
Total comprehensive income attributable to					
Shareholders' equity of the parent company		352,303,509.10	251,331,095.50	364,579,307.31	268,734,881.82
Non-controlling interests		(11,564,714.14)	(11,676,376.89)	-	-
		340,738,794.96	239,654,718.61	364,579,307.31	268,734,881.82
BASIC EARNINGS PER SHARE OF	36				
THE PARENT COMPANY					
Profit (loss) for the year (Baht per share)		0.281	0.202	0.291	0.216

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

The Statements of Changes in Shareholders' Equity

N.C. HOUSING PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
AS AT DECEMBER 31, 2022

In Baht

	Note	Consolidated Financial Statements							
		Shareholders' equity of the parent company						Non-controlling interests	Total
		Share capital issued and paid-up	Premium on share capital	Retained earnings		Other components of equity	Total		
				Appropriated legal reserve	Unappropriated				
Beginning balance as at January 1, 2021		1,245,283,691.00	577,530,000.00	81,560,000.00	780,306,836.20	-	2,684,680,527.20	2,272,159.52	2,686,952,686.72
Appropriated - legal reserve	29	-	-	13,500,000.00	(13,500,000.00)	-	-	-	-
Dividend paid	30	-	-	-	(49,811,347.64)	-	(49,811,347.64)	-	(49,811,347.64)
Comprehensive income									
Profit for the year		-	-	-	251,931,929.04	-	251,931,929.04	(11,676,376.89)	240,255,552.15
Other comprehensive income for the year		-	-	-	(600,833.54)	-	(600,833.54)	-	(600,833.54)
Total comprehensive income for the year		-	-	-	251,331,095.50	-	251,331,095.50	(11,676,376.89)	239,654,718.61
Ending balance As at December 31, 2021		1,245,283,691.00	577,530,000.00	95,060,000.00	968,326,584.06	-	2,886,200,275.06	(9,404,217.37)	2,876,796,057.69
Appropriated - legal reserve	29	-	-	18,140,000.00	(18,140,000.00)	-	-	2,500,075.00	2,500,075.00
Dividend paid	30	-	-	-	(99,620,095.28)	-	(99,620,095.28)	-	(99,620,095.28)
Comprehensive income									
Profit for the period		-	-	-	349,382,135.18	-	349,382,135.18	(11,564,714.14)	337,817,421.04
Other comprehensive income for the year		-	-	-	2,921,373.92	-	2,921,373.92	-	2,921,373.92
Total comprehensive income for the year		-	-	-	352,303,509.10	-	352,303,509.10	(11,564,714.14)	340,738,794.96
Ending balance as at December 31, 2022		1,245,283,691.00	577,530,000.00	113,200,000.00	1,202,869,997.88	-	3,138,883,688.88	(18,468,856.51)	3,120,414,832.37

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

The Statements of Changes in Shareholders' Equity

N.C. HOUSING PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
AS AT DECEMBER 31, 2022

In Baht

	Note	Separate Financial Statements					
		Share capital issued and paid-up	Premium on share capital	Retained earning		Other components of equity	Total
				Appropriated legal reserve	Unappropriated		
Beginning balance as at January 1, 2021		1,245,283,691.00	577,530,000.00	81,560,000.00	789,803,859.63	-	2,694,177,550.63
Appropriated - legal reserve	29	-	-	13,500,000.00	(13,500,000.00)	-	-
Dividend paid	30	-	-	-	(49,811,347.64)	-	(49,811,347.64)
Comprehensive income							
Profit for the year		-	-	-	269,371,751.41	-	269,371,751.41
Other comprehensive income for the year		-	-	-	(636,869.59)	-	(636,869.59)
Total comprehensive income for the year		-	-	-	268,734,881.82	-	268,734,881.82
Ending balance As at December 31, 2021		1,245,283,691.00	577,530,000.00	95,060,000.00	995,227,393.81	-	2,913,101,084.81
Appropriated - legal reserve	29	-	-	18,140,000.00	(18,140,000.00)	-	-
Dividend paid	30	-	-	-	(99,620,095.28)	-	(99,620,095.28)
Comprehensive income							
Profit for the period		-	-	-	361,763,434.33	-	361,763,434.33
Other comprehensive income for the year		-	-	-	2,815,872.98	-	2,815,872.98
Total comprehensive income for the year		-	-	-	364,579,307.31	-	364,579,307.31
Ending balance As at December 31, 2022		1,245,283,691.00	577,530,000.00	113,200,000.00	1,242,046,605.84	-	3,178,060,296.84

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

The Statements of Cash Flows

N.C. HOUSING PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
AS AT DECEMBER 31, 2022

THE STATEMENTS OF CASH FLOWS

	In Baht			
	Consolidated Financial Statements		Separate Financial Statements	
	2022	2021	2022	2021
CASH FLOWS FROM OPERATING ACTIVITIES				
Profit (loss) for the year	337,817,421.03	240,255,552.15	361,763,434.33	269,371,751.41
Adjust items that profit (loss) is cash received (paid)				
Adjustment on income tax expenses	103,928,803.55	82,506,579.73	104,624,008.16	79,150,619.83
Adjustment on financial cost	15,331,363.19	16,318,807.62	14,757,630.22	15,744,517.13
Adjustment on interest income	(95,250.20)	(435,420.18)	(2,463,349.11)	(1,336,721.62)
Amortisation of deferred debenture issuing cost	99,866.69	44,598.00	99,866.69	44,598.00
Adjusted with the loss from land donation	-	11,398,656.00	-	11,398,656.00
Adjusted with the loss from rental reduction	(800,241.66)	67,906.83	-	-
Adjustment on trade and other current receivables (increase) decrease	(5,501,030.44)	(2,988,167.32)	(8,567,770.57)	(2,575,787.14)
Adjustment on expected credit loss	1,711,198.76	-	2,404,929.89	-
Adjustment on inventory (increase) decrease	(40,678,152.25)	10,982,419.74	(38,565,690.40)	17,757,567.93
Adjustment on real estate project development costs (increase) decrease	(299,541,635.99)	(160,351,988.90)	(292,565,114.02)	(182,298,420.95)
Adjustment on land held for development development (increase) decrease	(360,222,622.99)	(222,884,302.08)	(360,222,622.99)	(223,710,627.00)
Adjustment on loss for declining in value of right-of-use assets (reverse)	5,040,470.22	2,104,941.32	-	-
Adjustment on deposits for land (increase) decrease	18,099,650.00	(27,018,600.00)	18,099,650.00	(27,018,600.00)
Adjustment on other assets (increase) decrease	2,219,455.94	5,804.57	1,222,983.70	1,179,364.29
Adjustment on non-current assets (increase) decrease	(20,542,904.67)	(17,320,848.54)	(15,097,069.66)	(16,137,680.50)
Adjusted with the loss from not claiming the withholding tax	248,383.83	5,123,713.28	-	5,118,178.04
Adjustment on trade and other current payables (increase) decrease	125,863,184.76	77,264,586.20	91,661,349.89	80,304,365.89
Adjustment on other liabilities (increase) decrease	7,782,794.25	8,907,613.61	8,010,705.00	8,149,810.00
Depreciation depletion and amortization charge	33,114,883.56	32,488,806.93	21,899,797.52	24,348,325.28
Adjustment on loss for declining in value of inventories (reverse)	(3,109,414.22)	223,792.63	(3,109,414.22)	223,792.63
Adjustment on provisions for employee benefit (reverse)	3,631,867.86	3,117,138.28	3,243,728.72	2,963,913.07

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

THE STATEMENTS OF CASH FLOWS (CONT.)

	In Baht			
	Consolidated Financial Statements		Separate Financial Statements	
	2022	2021	2022	2021
Adjustment on provisions for compensation for housing estate juristic persons (reverse)	5,436,815.56	3,201,704.67	5,435,815.56	3,201,704.67
Adjuctment on estimate the expected losses	2,000,000.00	-	2,000,000.00	-
Adjustment on Loss (gain) on fair value	(1,390.81)	(492.70)	(1,390.81)	(492.70)
Adjustment on Loss (gain) Sale and disposal of property, plant and equipment	(745,999.00)	(432,668.00)	(832,013.82)	(94,073.24)
Net cash provided by (used in) operating activities	(68,912,483.03)	62,580,133.84	(86,200,535.92)	65,784,761.02
Income tax expense refund (paid)	(71,176,950.37)	(49,508,909.48)	(70,857,262.51)	(45,336,290.51)
Cash received interest income	95,344.54	105,430.98	2,054,147.74	1,234,125.73
Cash received (paid) from other activities				
Provision for employee benefits	(2,793,733.34)	(10,885,466.66)	(2,793,733.34)	(10,885,466.66)
Provision for compensation for housing estate juristic persons	-	(2,369,104.00)	-	(2,369,104.00)
Provision from purchasing the real estate project	(21,372,000.00)	(12,653,700.00)	(21,372,000.00)	(11,208,200.00)
Net cash provided by (used in) operating activities	(164,159,822.20)	(12,731,615.32)	(179,169,384.03)	(2,780,174.42)
CASH FLOWS FROM INVESTING ACTIVITIES				
Increase in other current financial assets	5,000.00	129,734.35	5,000.00	130,458.07
Increase in fixed deposits pledged as collateral	(8,042,046.34)	(13,375,687.34)	(8,042,046.34)	(13,375,687.34)
Cash received from short-term loans to related parties	-	-	-	7,000,000.00
Cash paid from short-term loans to related parties	-	-	(23,000,000.00)	(35,500,000.00)
Cash paid for purchase of property, plant and equipment	(55,817,987.54)	(19,328,527.74)	(23,902,507.69)	(6,537,968.67)
Cash paid for purchase of investment property	(896,446.71)	(5,341,979.29)	(896,446.71)	(5,341,979.29)
Cash received from sale of equipment	800,000.00	558,260.00	800,000.00	558,260.00
Cash paid for purchase of intangible assets	(486,808.40)	(420,951.70)	(149,628.40)	(204,701.70)
Net cash provided by (used in) investing activities	(64,438,288.99)	(37,779,151.72)	(55,185,629.14)	(53,271,618.93)

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

THE STATEMENTS OF CASH FLOWS (CONT.)

	In Baht			
	Consolidated Financial Statements		Separate Financial Statements	
	2022	2021	2022	2021
CASH FLOWS FROM FINANCING ACTIVITIES				
Increase (decrease) in bank overdrafts and short-term loans from the financial institutions	156,739,984.00	39,953,986.26	156,739,984.00	39,953,986.26
Cash paid for liabilities under lease liabilities	(5,854,360.86)	(7,503,644.56)	(4,285,455.87)	(4,047,644.56)
Cash received from the shares fee payment of non-controlling interests	2,500,075.00	-	-	-
Cash paid for short-term loan a related party	-	(179,000,000.00)	-	(179,000,000.00)
Cash paid for short-term loan from the director	-	(2,500,000.00)	-	-
Cash received from long-term loans	1,422,090,023.56	881,628,998.41	1,422,090,023.56	881,628,998.41
Cash paid for long-term loans	(1,185,872,808.51)	(719,291,497.20)	(1,185,872,808.51)	(719,291,497.20)
Net cash received from issuance of debentures	-	150,000,000.00	-	150,000,000.00
Cash paid for transaction cost from issue of debenture	-	(255,002.00)	-	(255,002.00)
Cash paid interest	(53,681,558.45)	(33,463,100.24)	(52,631,512.09)	(33,103,119.64)
Dividend paid	(99,620,095.28)	(49,811,347.64)	(99,620,095.28)	(49,811,347.64)
Net cash provided by (used in) financing activities	236,301,259.46	79,758,393.03	236,420,135.81	86,074,373.63
Net increase (decrease) in cash and cash equivalents	7,703,148.27	29,247,625.99	2,065,122.64	30,022,580.28
Cash and cash equivalents, beginning of year	94,055,313.64	64,807,687.65	87,094,281.28	57,071,701.00
Cash and cash equivalents, end of year	101,758,461.91	94,055,313.64	89,159,403.92	87,094,281.28
Supplemental disclosures of cash flows information				
1) Cash and cash equivalents consisted of :				
Cash on hand	751,013.78	594,000.00	494,000.00	384,000.00
Cash at bank	101,007,448.13	93,461,313.64	88,665,403.92	86,710,281.28
Total	101,758,461.91	94,055,313.64	89,159,403.92	87,094,281.28

2) In year 2022 and 2021, the Company has transferred the land development cost of Baht 25.19 million and Baht 18.33 million into part of land held for development.

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

N.C. HOUSING PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2022

1. GENERAL INFORMATION

1.1 Corporate information

(a) Legal status and address of the Company

The Company was registered to be a limited company on February 2, 1994 and converted to be a public company limited under the Limited Public Company Act with the Ministry of Commerce on November 27, 2003, and the Company name was changed to N.C. Housing Public Company Limited.

The address of its registered office is as follows:

1/765 Moo 17, Soi Amporn Paholyotin Rd. K.M. 26, Tambol Kukod, Aumpur Lumlookka, Patumtanee, 12130, Thailand.

(b) Natuire of the Company's business

The Company and subsidiaries operate its principal business as a real estate developer for trade in various areas such as house for sale including land development, providing construction services, condominium for sale, previding rental space in club house and health rehabilitation and senior care center, etc.

(c) Parent company

The major shareholder company is NCH 2555 Holding Company Limited which has 51% shareholding.

2. BASIS OF CONSOLIDATED FINANCIAL STATEMENT AND OPERATIONS

2.1 The accompanying consolidated financial statements include the accounts of N.C. Housing Public Company Limited and the following subsidiaries which are owned directly and indirectly by the Company :

	Percentage of direct and indirect holding		Nature of Business
	2022	2021	
Subsidiaries			
N.C. Property Management Co., Ltd.	100.00	100.00	Contractor and project management
Quality Living Management Co., Ltd.	100.00	100.00	Property management service
Indirect subsidiary companies - held by			
N.C. Property Management Co., Ltd.			
Siri Arun Wellness Co., Ltd.	60.00	60.00	Intermediate care and wellness

2.2 The percentage of total assets and total revenues of the subsidiaries included in the consolidated financial statements are as follows:

	Percentage of total assets included in consolidated statements of financial position		Percentage of total revenues included in consolidated statements of comprehensive income for the year	
	2022	2021	2022	2021
Subsidiaries				
N.C. Property Management Co., Ltd.	2.60	2.23	0.46	0.14
Quality Living Management Co., Ltd.	0.06	0.06	0.21	0.22
Indirect subsidiary companies - held by N.C. Property Management Co., Ltd.				
Siri Arun Wellness Co., Ltd.	0.51	0.66	0.76	0.56

2.3 The acquisition of subsidiaries are recorded by Purchase Method.

2.4 Significant inter company transactions between the Company and subsidiaries have been eliminated.

2.5 The consolidated financial statements are prepared by using uniform accounting policies for transaction alike and other events in similar circumstances.

2.6 Material balances and transactions between the Company and its subsidiary companies have been eliminated from the consolidated financial statements.

2.7 Non-controlling interests represent the portion of profit or loss and net assets of the subsidiaries that are not held by the Company and are presented separately in the consolidated profit or loss and within equity in the consolidated statement of financial position.

3. PRINCIPLES OF PREPARATION AND PRESENTATIONS OF FINANCIAL STATEMENTS

3.1 Principles of preparation and presentations of financial statements

The financial statements have been prepared in accordance with the accounting standards prescribed by Thai Accounts Act enunciated under the Accounting Profession Act B.E.2547 by complying with the financial reporting standards. The presentation of the financial statements has been made in compliance with the Notification of the Department of Business Development, the Ministry of Commerce, re : the financial statements presentation for public limited company, issued under the Accounting Act B.E.2543.

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

The financial statements have been prepared on a historical cost basis except where otherwise disclosed in the accounting policies.

3.2 Financial reporting standards that became effective in the current year

During the year, the Company and its subsidiaries have adopted the revised financial reporting standards and interpretations 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 clarifying accounting treatment and providing accounting guidance for users of the standards.

The adoption of these financial reporting standards does not have any significant impact on the financial statements in the current year.

3.3 Financial reporting standards that become effective in the future

The Federation of Accounting Professions has issued several revised financial reporting standards and has been published in the Government Gazette, which are effective for fiscal years beginning on or after January 1, 2023. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards with most of the changes directed towards clarifying accounting treatment and for some financial reporting standards, providing temporary reliefs or temporary exemptions for users.

The management of the Company and its subsidiaries have assessed that these revised standards will not have any significant impact on the financial statements in the year when they are adopted.

4. SIGNIFICANT ACCOUNTING POLICIES

4.1 Recognition of revenues and expenses

Revenue from sale of real estate

Revenue from the sale of real estate was recognized when the Company had delivered and transferred ownership of the goods to the customer such as when the house and land or condominium units were delivered, the revenue from the sale of real estate was stated at the value received or expected to be received for houses and land or condominium units that had been delivered after deducting discounts.

Consideration paid to customers

The Company paid registration fee or paid common area fee on behalf of customers when the customers register the transfer of houses or condominium units. The management of the Company have considered that these transactions are consideration paid to customers. Therefore, they are recorded as net offsetting with revenue from property sales, not distribution costs as previously recorded.

The installment payment collected before transferring the significant risks and rewards of ownership to the buyer is recorded as unrealized income.

Cost of sales are based on the estimated cost of real estate project. However, cost of sales will be adjusted to be close to the actual cost in the event that the factors of the actual cost are significantly changed.

In determining the cost of land, land and houses and cost of condominiums, the total development costs are attributed to units sold on the basis of the salable area.

A subsidiary recorded revenue from construction agreement over time based on stategе of completion for the cumulative costs incurred with total costs budget estimation until the completion of project. The related costs are recognized in profit or loss when they are incurred. The annuities collected in excess of the percentage of work completed were recorded as income in advance. The undue billing portion will be recorded as trade accounts receivable.

A subsidiary recognizes property manager services income when service are completed according to the duration of the contract.

A subsidiary recognizes property service and rental income when service are completed according to the duration of the contract.

The Company and subsidiaries are recognized other revenues and expenses on the accrual basis.

4.2 FINANCIAL INSTRUMENTS

Classification and measurement of financial assets

Financial assets are classified, at initial recognition, as to be subsequently measured at amortized cost, fair value through other comprehensive income, or fair value through profit or loss. The classification of financial assets at initial recognition is driven by the Company and its subsidiaries' business model for managing the financial assets and the contractual cash flows characteristics of the financial assets.

Equity instruments can be classified and cannot be changed by two types of measurement which are measuring fair value through profit or loss or measuring fair value through other comprehensive income that without recycling to profit or loss.

The initial recognition of financial assets that are not measured at fair value through profit or loss with fair value plus or deduct transaction cost directly related to the acquisition or issuance. Financial assets that are measured at fair value through profit or loss, transaction costs of financial assets are recognized as expense in profit or loss. However, trade receivables, that do not contain a significant financing component are measured at the transaction price.

Subsequent measurement of debt instruments by 3 methods depends on the classification of debt instruments.

- Financial assets measured at amortized cost when financial assets are held to receive cash flow under the agreement and condition of the agreement of the financial assets that generate cash flow to pay the principal and interest from the principal balance on the specified date only. Such financial assets have to be calculated using the effective rate and are subject to impairment assessment. Profit or loss arising from derecognized, modified or impaired will be recognized in profit or loss.
- Financial assets measured at fair value through other comprehensive income when financial assets are held to receive cash flow under the agreement and to sell financial assets and the agreement condition of financial assets generating cash flow that only pays the principal and interest from the principal balance on the specified date. The change of value of financial assets is recognized through other comprehensive income except loss on impairment and interest income and gain and loss on exchange rate are recognized as profit or loss upon recognized of financial assets. Earning or deficit previously recognized in other comprehensive income has to be reclassified into profit or loss. Such financial asset has to be calculated using the effective interest rate same as financial assets measured at amortized cost.
- Financial assets measured at fair value through profit or loss when financial assets that do not meet the criteria for amortized cost or financial assets measured at fair value through other comprehensive income will be presented in the statement of financial position at fair value by recognizing the net change of fair value in profit or loss.

Subsequent valuation of equity instruments must present equity instruments using the fair value and record profit/loss from change in fair value through profit or loss or other comprehensive income depending on equity instruments classification.

Classification and valuation of financial liabilities

The Company and its subsidiaries are recognized initially of financial liabilities at fair value net of transaction costs and classified as financial liabilities as financial liabilities subsequently measured at amortized cost using the effective rate. The amortized cost is calculated taking into account fees or costs that are an integral part of the effective rate. Amortization by the effective rate is presented as part of financial costs in profit or loss.

Derecognition of financial instruments

Financial assets will be derecognized from the account when the right to receive cash flow of such asset has ended or when the right to receive cash flow of the assets is transferred including upon the transfer of all risk and consideration of that asset or transfer of internal control in that asset although there is no transfer or maintaining of nearly all risk and consideration of such asset.

Financial liabilities will be derecognized from the account when the obligation of such liabilities has been complied, the obligation is cancelled or the obligation has ended. In case existing financial liabilities are changed to new liabilities from one single lender with considerably different requirements or there is a significant amendment in the requirements of existing liabilities, these are considered as recognition old liabilities and recognizing new liabilities by recognizing the difference of such carrying value under profit or loss.

Impairment of financial assets

Expected credit loss for financial assets measured at amortized cost or debt instrument financial asset measured at fair value through other comprehensive income and assets arising from credit facility obligation and financial guarantee agreement are assessed without having to wait for the credit event to occur first. The Company and its subsidiaries use the general approach in considering the allowance for loss on impairment. For trade receivables, the Company and its subsidiaries apply a simplified approach in calculating ECLs. The Company and its subsidiaries recognize a loss based on lifetime ECLs at each reporting date. It is based on its historical credit loss experience and adjusted for forward-looking factors specific to the debtors and the economic environment.

Offset of financial instruments

Financial assets and liabilities will be offset and presented at net balance in the statement of financial position in the case legally enforced in offsetting the recognized amount. The Company and its subsidiaries intend to pay the net balance or intends to receive assets and settle payment of liabilities at the same time.

4.3 Cash and cash equivalents

Cash and cash equivalents consist of cash in hand and at banks and deposits at financial institutions which are promissory notes with original maturity of 3 months or less and excluded deposits which are pledged as collateral.

4.4 Inventories

Inventories are real estate for sale which are stated at the lower of cost or net realizable value. Cost is included land, land developing, construction, borrowing costs and direct expense.

Inventories for service are valued at cost (first-in, first-out method) or net realizable value, whichever is lower.

Construction materials are valued at cost (first-in, first-out method) or net realizable value, whichever is lower.

The net realizable value of inventory is estimated from the selling price in the ordinary course of business less the estimated costs to complete the sale.

4.5 Property development and land held for development

Property development is stated at cost. Cost is included land, land developing, construction, borrowing costs and direct expense.

Land held for development, the Company intends to hold for future benefit. Cost consists of land cost and related expenses for land acquisition including borrowing costs which incurred during the development of projects period.

Property development and land held for development are stated at the lower of cost or net realizable value.

The Company and its subsidiaries records the loss on decline in value (if any) of property development in the statement of comprehensive income.

4.6 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction of the projects that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the costs of the respective assets. Capitalization ceases when the projects are ready for their intended use or sale, when the physical construction of the projects is complete, or when construction is suspended and until active development resumes. All other borrowing costs are expensed in the period they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

To the extent that funds are borrowed specifically for the development of projects, interest costs include the actual borrowing costs less any investment income from the temporary investment of those borrowings. To the extent that funds are borrowed and used for the general purposes, interest costs are calculated by multiplying the capitalization rate to the expenditures on that project. The capitalization rate is the weighted average of the borrowing costs applicable to the borrowings of the entity during the year other than borrowings made for specific purposes.

4.7 Investments in subsidiaries

Subsidiaries are entities over which the Company has the power to control their financial and operating policies generally accompanying a shareholding of more than one-half of the voting rights. The financial statements of the subsidiaries are consolidated from the date the Company exercises control over the subsidiaries until the date that control power ceases.

Investments in subsidiaries are stated at cost net from allowance on impairment (if any) in the separate financial statements.

4.8 Investment property

Investment property, cost is included land, land developing, construction, borrowing costs and direct expense.

Investment property is stated at cost less accumulated depreciation and allowance on impairment (if any).

Land is not depreciated.

Depreciation of investment property under residential building for lease category is calculated by the straight-line method over the estimated useful life :

Residential building for lease	30 years
Utility	10 years
Furniture and fixtures	5 years
Building improvement	10 years

Depreciation of investment property is included in determining income.

4.9 Property, plant and equipment

Land is stated at cost. Plant and equipment are stated at cost less accumulated depreciation and allowance on impairment (if any).

Cost is initially recognized upon acquisition of assets along with other direct costs attributing to acquiring such assets in the condition ready to serve the objectives, including the costs of asset demolition, removal and restoration of the asset location, which are the obligations of the Company (if any).

Depreciation of plant and equipment is calculated by cost less residual value on the straight-line basis over the following estimated useful lives:

Buildings	20 years
Building improvement	20 years
Machineries and equipment	5 years
Sample house and sale office buildings	5 years
Office equipment	5 years
Furniture and fixtures	5 years
Vehicles	5 years

The Company and its subsidiaries have reviewed the residual value and useful life of the assets every year.

The depreciation for each asset component is calculated on the separate components when each component has significant cost compared to the total cost of that asset.

Depreciation is included in determining income.

No depreciation is provided on land, construction in progress and equipment under installation.

Property, plant and equipment are written off at disposal. Gains or losses arising from sale or write-off of assets are recognized in the statement of comprehensive income.

4.10 Intangible assets

Intangible assets that are acquired by the Company with finite useful lives are stated at cost less accumulated amortization and allowance on impairment (if any). Intangible assets are amortized in the statement of comprehensive income on a straight-line basis over their estimated useful lives from the date that they are available for use. The estimated useful lives are as follows:

Software licenses	3 - 10	years

4.11 Impairment of non-financial assets

At each the statements of financial position date, the Company and its subsidiaries will assess the impairment of property, plant, and equipment and other assets whenever events or changes in circumstances indicate that an asset may be impaired. An impairment loss is recognized when the recoverable amount of an assets is less than the carrying amount. The recoverable amount of an assets is the higher of the fair value less costs to sell and its value in use.

In determining value in use, the Company and its subsidiaries estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

In determining fair value less costs to sell, a conservative valuation model is used. These calculations are corroborated by a valuation model that, based on information available, reflects the amount that the Company and its subsidiaries could obtain from the disposal of the asset in an arm's length transaction between knowledgeable, willing parties, after deducting the costs of disposal.

4.12 Leases

At inception of a contract, the Company and its subsidiaries assess whether the contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The Company and its subsidiaries assess the lease term for the non-cancellable period as stipulated in lease contract or the remaining period of active leases at the date of initial application together with any period covered by an option to extend the lease if it is reasonably certain to be exercised or any periods covered by an option to terminate the lease if it is reasonably certain not to be exercise by considering the effect of changes in technology and/or the other circumstance relating to the extension of the lease term.

Right-of-use assets-as a lessee

Right-of-use assets are recognized at the commencement date of the lease. Right-of-use assets are stated at cost, less any accumulated depreciation and impairment losses (if any), and adjusted for any remeasurement of lease liabilities (if any). The cost of right-of-use assets includes the amount of lease liabilities recognized, initial direct costs incurred, and lease payments made at or before the commencement date, less any lease incentives received.

The cost of right-of-use assets also includes an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease.

The depreciation of right-of-use assets are calculated by reference to their costs on a straight-line basis over the shorter of the lease term and the estimated useful lives for each of right-of-use assets.

Lease liabilities

At the commencement date of the lease, lease liabilities are stated at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable (if any) and amount expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and its subsidiaries and payments of penalties for terminating the lease, if the lease term reflects the Company and its subsidiaries exercising the option to terminate.

In calculating the present value of lease payments, the Company and its subsidiaries use its incremental borrowing rate, which is determined by referring to the government bond yield adjusted with risk premium depending on the lease term, at the lease commencement date if the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of the interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments or a change in the assessment of an option to purchase the underlying asset.

Short-term leases and leases of low-value assets

The Company and its subsidiaries apply the short-term lease recognition exemption to its short-term leases (those leases that have a lease term of 12 months or less from the commencement date and not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases that are considered of low value. Lease payments on short-term and leases of low-value assets are recognized as expense in profit and loss on a straight-line basis over the lease term.

4.13 Trade payables and other payables

Trade and other payables (including balances with related parties) are stated at cost.

4.14 Employee benefits

Short-term employment benefits

The Company and its subsidiaries recognizes salary, wage, bonus and contributions to social security fund and provident fund as expenses when incurred.

Post-employment benefits (Defined contribution plans)

The Company and its subsidiaries and its employees have jointly established a provident fund. The fund is monthly contributed by employees and by the Company. The fund's assets are held in a separate trust fund and the Company's contributions are recognized as expenses when incurred.

Post-employment benefits (Defined benefit plans)

The Company and its subsidiaries has obligations in respect of the severance payments it must pay to the employees upon retirement under the labor law and other employee benefit plans. The Company treats these severance payment obligations as a defined benefit plan.

The obligation under the defined benefit plan is calculated based on the actuarial principles by a qualified independent actuary using the projected unit credit method. Such estimates are made based on various assumptions, including discount rate, future salary increase rate, staff turnover rate, mortality rate, and inflation rate.

Actuarial gains and losses for post-employment benefits of the employees are recognized in other comprehensive income.

4.15 Earnings per share

Earnings per share of the Company and its subsidiaries are basis earnings per share which is calculated by dividing the net earnings for the period by the weighted average number of ordinary shares held by outside parties in issue and paid-up during the year.

4.16 Income tax

Income tax comprises current income tax and deferred tax.

Current tax

The Company and two subsidiaries record income tax expense (if any) based on the amount currently payable under the Revenue Code at the income tax rates 20% of profit before income tax, after adding back certain expenses which are non-deductible for income tax computation purposes, and less certain transactions which are exemption or allowable from income tax.

In addition to the Company and its subsidiaries computed corporate income tax based on the revenue and expense recognition principle in accordance with the Revenue Code and Instruction of the Revenue Department regarding the calculation of net profit and net income for real estate business, which differs from the accounting principles selected to apply in certain cases, such as recognition of revenue and cost of sales, capturing of interest expense and depreciation of assets under utilities system development for common facilities.

The one subsidiary records income tax expense (if any) based on the amount currently payable under the Revenue Code. Income tax is calculated at the tax rates from net profit before income tax, after adding back certain expenses which are non-deductible for income tax computation purposes. Income tax is calculated at the rates as follows.

	Tax rate
Net profit before income tax (Baht)	
1 - 300,000	Exempt
300,001 - 3,000,000	15%
More than 3,000,000	20%

Deferred tax

Deferred tax assets and liabilities are provided on the temporary differences between the carrying amount and the tax bases of assets and liabilities at the end of the reporting period. Changes in deferred tax assets and liabilities are recognized as deferred tax income or deferred tax expense which are recognized in the profit or loss except to the extent that it relates to items recognized directly in shareholders' equity or in other comprehensive income.

The deductible temporary differences are recognized as deferred tax assets when it is probable that the Company will have future taxable profit to be available against which the deferred tax assets can be utilized. The taxable temporary differences on all taxable items are recognized as deferred tax liabilities.

Deferred tax assets and liabilities are measured at the tax rates that the Company and its subsidiaries expect to apply to the period when the deferred tax assets are realized or the deferred tax liabilities are settled, based on tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period.

At the end of each reporting period, the carrying amount of deferred tax assets are reviewed and reduced the value when it is probable that the Company will have no longer the future taxable profit that is sufficient to be available against which all or some parts of deferred tax assets are utilized.

Deferred tax assets and deferred tax liabilities are offset when there is the legal right to settle on a net basis and they relate to income taxes levied by the same tax authority on the same taxable entity.

4.17 Related parties

Enterprises and individuals that directly, or indirectly through one or more intermediaries, control, or are controlled by, or are under common control with, the Company, including holding companies, subsidiaries and fellow subsidiaries are related parties of the Company. Associates and individuals owning, directly or indirectly, an interest in the voting power of the Company that gives them significant influence over the enterprise, key management personnel, including directors and officers of the Company and close members of the family of these individuals and companies associated with these individuals also constitute related parties.

In considering each possible related party relationship, attention is directed to the substance of the relationship, and not merely the legal form.

4.18 Significant accounting judgments and estimates

The preparation of financial statements in conformity with generally accepted accounting principles at times requires management to make subjective judgments and estimates regarding matters that are inherently uncertain. These judgments and estimates would affect to the amount relating to incomes, expenses, assets, liabilities and disclosures of data relating to contingent assets and liabilities. The actual results may differ from amounts already estimated. Significant judgments and estimates are as follows:

4.18.1 Estimated cost for house construction project

The Company and its subsidiaries estimate costs of house construction projects based on details of the construction work, taking into account the volume and value of construction materials to be used in the project, labour costs and other miscellaneous costs to be incurred to complete the construction service, overhead expense, borrowing costs and center public utilities taking into account the direction of the movement in these costs. Estimates are reviewed regularly or whenever actual costs differ significantly from the figures used in the original estimates.

4.18.2 Construction contracts

The subsidiary hiring of building house within the parent company as an income by reference to the stage of completion for the cumulative costs incurred with total costs budget estimation until the Completion of the project, when the budget cost can be estimated reliably the project's engineer. The management is required to make judgment and estimates cost based on past experience and information obtained from the project's engineer.

4.18.3 Estimated losses for house construction projects

In determining estimated expenses for house construction projects, the management is required to use judgment and relevant information to estimate losses that may be incurred from warranties and claims on the construction contract works. The estimates are made through a combination of specific reviews of construction projects, analysis of actual claims incurred and historical statistic information, among others. However, the use of different estimates and assumptions could affect the amounts of estimated expenses for construction projects.

4.18.4 Allowance for declining-in value of inventories, property development and land held for development

Allowance for declining in value of inventory

The determination of allowance for declining in the value of inventory, requires management to make judgements and estimates of the loss expected to occur. The allowance for decline in net realizable value is estimated based on the selling price expected in the ordinary course of business less selling expense. The provision for obsolete slow-moving and deteriorated inventory, is estimated based on the approximate useful life of each type of inventory. The allowance for diminution in value of inventory as determined is compared with the original balance in the books of account and the increase or decrease in the allowance for diminution in value of inventory will be recognized as cost of sales and service in profit or loss.

Allowance for declining-in value of property development and land held for development

The Company and its subsidiaries treat property development and land held for development as impaired when the management judges that there has been a significant or prolonged decline in the fair value below their cost. The management determines the devaluation of such property development and land held for development based on net realizable value.

4.18.5 Contribution to the housing estate juristic person

The Company has estimated the contribution to the housing estate juristic persons by using the rate specified by the regulator and the budgeted public utilities costs as a basis for the calculation. It has already recognized the liabilities by the ownership transfer area proportion.

4.18.6 Allowance for impairment of investments

The Company will set the allowance for impairment of investments when the management judges that there has been a significant or prolonged decline in the fair value below their cost or where other objective evidence of impairment exists. The determination of what is “significant” or “prolonged” requires judgment

4.18.7 Investment property / Depreciation

In determining depreciation of investment property, the management is required to make estimates of the useful lives and residual values of the investment property and to review the useful lives and residual values when there are any changes.

In addition, the management is required to review investment property for impairment on a periodical basis and record the impairment loss when it is determined that the recoverable amount is lower than the carrying amount. This requires judgement regarding forecast of future revenues and expenses relating to the assets subject to the review.

4.18.8 Property plant and equipment / Right of Use and Intangible assets / Depreciation

In determining depreciation of land building and equipment, right of use and amortized of intangible assets, the management is required to make estimates of the useful life and residual value and to review estimate useful life and residual value when there are any changes incurred to it.

In addition, the management is required to review land, building and equipment right of use and intangible assets for impairment on a periodical basis and record impairment losses in the period when it is determined that their recoverable amount is lower than the carrying amount. This requires judgments regarding forecast of future revenues and expenses relating to the assets subject to the review.

4.18.9 Deferred tax assets

Deferred tax assets are recognized for deductible temporary differences and unused tax losses to the extent that it is probable that taxable profit will be available against which the temporary differences and losses can be utilized. Significant management judgement is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and level of estimated future taxable profits.

4.18.10 Post-employment benefits under defined benefit plans

The obligation under the defined benefit plan is determined based on actuarial techniques. Such determination is made based on various assumptions, including discount rate, future salary increase rate, mortality rate and staff turnover rate.

4.18.11 Liabilities from purchasing the real estate project

The Company and its subsidiaries have estimated the value of land purchase in real estate project. The management has estimated from the value of land purchase from the existing customers of project in the past.

4.18.12 Determining the lease term of contracts with renewal and termination options

The Company and its subsidiaries determine the lease term as the non-cancellable term of the lease, together with any period covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised. The management is required to use judgment in evaluating whether it is reasonably certain whether or not to exercise the option to renew or terminate the lease, considering all relevant factors that create an economic incentive to exercise either the renewal or termination. After the commencement date, the Company and its subsidiaries reassess the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to renew or to terminate.

4.18.13 Estimating the incremental borrowing rate

The Company and its subsidiaries cannot readily determine the interest rate implicit of the lease. Therefore, the incremental borrowing rate of the Company and its subsidiaries are used to discount lease liabilities. The incremental borrowing rate is the rate of interest that the Company and its subsidiaries would have to pay for necessary borrowing to acquire the assets, or assets with close value to right-of-use assets in similar economic environment, borrowing period and borrowing security.

5. TRANSACTIONS WITH RELATED PARTIES AND COMPANIES

The Company has certain transactions with its related parties and companies. A portion of the Company's assets, liabilities, revenues, cost and expenses arose from the transactions with the related parties and companies which are related through common shareholdings and/or directors. The effects of these transactions, which are in the normal course of business, were reflected in the accompanying interim financial statements on the basis determined by the related parties and companies.

Detail of relation between the Company and its related parties and companies are summarized as follows :

Company's name	Country of incorporation	Type of relation
NCH 2555 Holding Co., Ltd.	Thailand	Parent company
N.C. Property Management Co., Ltd.	Thailand	Subsidiary
Quality Living Management Co., Ltd.	Thailand	Subsidiary
Siri Arun Wellness Co.,Ltd.	Thailand	Subsidiary
S.C. Construction And Decoration Co., Ltd.	Thailand	Co-shareholder and director
Sathaporn Wattana Trading Co., Ltd.	Thailand	Co-shareholder and director
Sathaporn Homemart (1999) Co., Ltd.	Thailand	Co-shareholder and director
Sap Namchai Pattana Co., Ltd.	Thailand	Co-shareholder and director
Namchai Golf Management Co., Ltd.	Thailand	Co-shareholder and director
Namchai Property Development Co., Ltd.	Thailand	Co-shareholder and director
Tanyacart Management Co., Ltd.	Thailand	Co-shareholder and director
Sathaporn Wattana Transport Limited Partnership	Thailand	Co-shareholder and director
I-care Wellmess Limited Partnership	Thailand	Co-shareholder
Precast station Co., Ltd.	Thailand	Director's relative
Mr. Somchao Tanthathoedthan	Thailand	Director
Mr. Somnuek Tanthathoedtham	Thailand	Director
Mr. Trirat Jarutach	Thailand	Director
Mr. Piboon Limpraphat	Thailand	Director
Mr. Vorakan Dhepchalerm	Thailand	Director
Mr. Vikrom Sriprataks	Thailand	Director

The significant transactions between the Company and its related parties and companies for the year ended December 31, 2022 and 2021, are summarized as follows.

In Thousand Baht

	Pricing basis	Consolidated Financial Statements		Separate Financial Statements	
		At as December 31, 2022	At as December 31, 2021	At as December 31, 2022	At as December 31, 2021
Transaction during the year					
Subsidiaries					
Other income - office rental					
N.C. Property Management Co., Ltd.	Baht 70,000 per month	-	-	2,410	915
Quality Living Management Co., Ltd.	Baht 5,000 per month	-	-	60	60
Siri Arun Wellness Co., Ltd.	2022 : Baht 148,500 per month and Baht 495,000 per month (2021 : Baht 297,160 per month)	-	-	7,133	7,429
Other income - utility charges					
Quality Living Management Co., Ltd.	Baht 1,401.87 per month	-	-	17	17
Siri Arun Wellness Co., Ltd.	Electricity : Bath 5 per unit Water : Bath 17 per unit	-	-	1,005	1,048
Furniture rental income					
Siri Arun Wellness Co., Ltd.	2022 : Baht 12,075 per month and Baht 51,402 per month (2021 : Baht 24,150 per month)	-	-	1,546	737
Interest income					
N.C. Property Management Co., Ltd.	At the rate of 4.85 % p.a.	-	-	1,323	151
Quality Living Management Co., Ltd.	At the rate of 4.50 % p.a.	-	-	112	57
Siri Arun Wellness Co., Ltd.	At the rate of 4.50 % p.a.	-	-	954	988
Construction Cost					
N.C. Property Management Co., Ltd.	At per agreement	-	-	154,636	168,272
Management fee					
Quality Living Management Co., Ltd.	Minimum Baht 45,000 per project	-	-	4,385	2,538
Sales - Promotion					
N.C. Property Management Co., Ltd.	At per agreement	-	-	3,480	180
Related parties					
Other income - rental					
Sathaporn Wattana Trading Co., Ltd.	Baht 107,000 per month	621	-	-	-
Other income - office rental					
Precast station Co., Ltd.	Baht 20,000 per month and Baht 40,000 per month	-	210	-	210
i-care Wellness Limited Partnership	Baht 144,000 per month and Baht 192,000 per month	1,728	-	-	-

In Thousand Baht

	Pricing basis	Consolidated Financial Statements		Separate Financial Statements	
		At as December 31, 2022	At as December 31, 2021	At as December 31, 2022	At as December 31, 2021
Utility Charges					
i-care Wellness Limited Partnership	Electricity : Bath 5.3 per unit Water : Bath 18.02 per unit	203	-	-	-
Construction Cost					
Precast station Co., Ltd.	At per agreement	-	52,910	-	52,401
Purchase asset					
Precast station Co., Ltd.	At per agreement	-	1,224	-	-
Sathaporn Wattana Trading Co., Ltd.	At per agreement	11,751	4,317	1,146	-
Purchase construction materials					
Sathaporn Wattana Trading Co., Ltd.	Market price	152,177	150,161	67,930	57,569
S.C. Construction and Decoration Co., Ltd.	Market price	1,521	2,839	438	483
Other costs					
Sathaporn Wattana Trading Co., Ltd.	Market price	257	-	-	-
Precast station Co., Ltd.	At per agreement	707	-	-	-
Land rental expense					
Sap Namchai Pattana Co., Ltd	Baht 55,000 per month	660	660	660	660
Golf club membership					
Namchai Golf Management Co., Ltd.	Market price	2,488	10	2,488	10
Cleaning Service					
i-care Wellness Limited Partnership	Baht 26,000 per month	312	-	-	-
Sales - Promotion					
Sathaporn Wattana Trading Co., Ltd.	Market price	36	-	-	-
Interest expenses					
Mr. Somchao Tanthathoedtham	At the rate of 5.75% p.a.	-	56	-	-
N.C.H. 2555 Holding Co., Ltd	At the rate of MLR less 0.50% - 0.75% p.a.	225	3,104	-	2,879
Interest expenses - debentures					
N.C.H. 2555 Holding Co., Ltd	At the rate of 4.85% p.a.	9,612	2,967	9,612	2,967
Mr. Somchao Tanthathoedtham	At the rate of 4.85% p.a.	351	108	351	108
Mr. Somnuek Tanthathoedtham	At the rate of 4.85% p.a.	70	22	70	22
Mr. Trirat Jarutach	At the rate of 4.85% p.a.	140	43	140	43
Mr. Piboon Limpraphat	At the rate of 4.85% p.a.	70	22	70	22
Mr. Vorakan Dhepchalerm	At the rate of 4.85% p.a.	70	22	70	22
Mr. Vikrom sriprataks	At the rate of 4.85% p.a.	210	65	210	65

The significant outstanding balance as at December 31, 2022 and 2021, are as follows:

In Thousand Baht

	Consolidated Financial Statements		Separate Financial Statements	
	As at December 31, 2022	As at December 31, 2021	As at December 31, 2022	As at December 31, 2021
Short-term loans to related parties				
- N.C. Property Management Co., Ltd.				
Balance, at the beginning of the year	-	-	15,000	-
Addition during the year	-	-	23,000	15,000
Deduction during the year	-	-	-	-
Balance, at the end of the year	-	-	38,000	15,000
- Siri Arun Wellness Co., Ltd.				-
Balance, at the beginning of the year	-	-	21,000	10,000
Addition during the year	-	-	-	18,000
Deduction during the year	-	-	-	(7,000)
Balance, at the end of the year	-	-	21,000	21,000
- Quality living Management Co., Ltd.				
Balance, at the beginning of the year	-	-	2,500	-
Addition during the year	-	-	-	2,500
Deduction during the year	-	-	-	-
Balance, at the end of the year	-	-	2,500	2,500
	-	-	61,500	38,500
Less Expected credit loss	-	-	(694)	-
	-	-	60,806	38,500
Accrued rent income				
- Siri Arun Wellness Co., Ltd.	-	-	2,260	804
	-	-	2,260	804
Accrued electricity, water and services income				
- Siri Arun Wellness Co., Ltd.	-	-	184	154
Accrued interest				
- Siri Arun Wellness Co., Ltd.	-	-	238	80
- N.C. Property Management Co., Ltd.	-	-	313	62
	-	-	551	142
Account payable to related parties				
- Quality living Management Co., Ltd.	-	-	96	24
- N.C. Property Management Co., Ltd.	-	-	15,907	37,528
- S.C. Construction And Decoration Co., Ltd.	463	240	175	60
- Sathaporn Wattana Trading Co., Ltd.	58,269	46,699	17,758	13,214

In Thousand Baht

	Consolidated Financial Statements		Separate Financial Statements	
	As at December 31, 2022	As at December 31, 2021	As at December 31, 2022	As at December 31, 2021
- Precast station Co., Ltd.	3,867	4,585	3,802	4,532
- Namchai Golf management Co., Ltd.	126	-	126	-
- I-care Wellness Limited Partnership	279	49	-	-
- Mr. Somchao Tanthathoedtham	20	37	20	37
- Mr. Somnuek Tanthathoedtham	-	31	-	31
	63,024	51,641	37,884	55,426
Retention from contractors				
- N.C. Property Management Co., Ltd.	-	-	15,916	7,056
- Precast station Co., Ltd.	3,950	9,371	3,950	9,372
	3,950	9,371	19,866	16,428
Short-term loan from related parties				
- N.C.H. 2555 Holding Co., Ltd.				
Balance, at the beginning of the year	5,000	184,000	-	179,000
Addition during the year	-	-	-	-
Deduction during the year	-	(179,000)	-	(179,000)
Balance, at the end of the year	5,000	5,000	-	-
Short-term loans from the director				
- Mr. Somchao Tanthathoedtham				
Balance, at the beginning of the year	-	2,500	-	-
Addition during the year	-	-	-	-
Deduction during the year	-	(2,500)	-	-
Balance, at the end of the year	-	-	-	-
Agreement guarantee				
- Siri Arun Wellness Co.,Ltd.	-	-	433	433
- i-care Wellness Limited Partnership	292	292	-	-
	292	292	433	433
Rental deposit				
- Siri Arun Wellness Co., Ltd.	-	-	14	51
Debentures				
- N.C.H. 2555 Holding Co., Ltd.				
Balance, at the beginning of the year	137,000	-	137,000	-
Addition during the year	-	137,000	-	137,000
Deduction during the year	-	-	-	-
Balance, at the end of the year	137,000	137,000	137,000	137,000

In Thousand Baht

	Consolidated Financial Statements		Separate Financial Statements	
	As at December 31, 2022	As at December 31, 2021	As at December 31, 2022	As at December 31, 2021
- Mr. Somchao Tanthathoedtham				
Balance, at the beginning of the year	5,000	-	5,000	-
Addition during the year	-	5,000	-	5,000
Deduction during the year	-	-	-	-
Balance, at the end of the year	5,000	5,000	5,000	5,000
- Mr. Somnuek Tanthathoedtham				
Balance, at the beginning of the year	1,000	-	1,000	-
Addition during the year	-	1,000	-	1,000
Deduction during the year	-	-	-	-
Balance, at the end of the year	1,000	1,000	1,000	1,000
- Mr. Trirat Jarutach				
Balance, at the beginning of the year	2,000	-	2,000	-
Addition during the year	-	2,000	-	2,000
Deduction during the year	-	-	-	-
Balance, at the end of the year	2,000	2,000	2,000	2,000
- Mr. Piboon Limpraphat				
Balance, at the beginning of the year	1,000	-	1,000	-
Addition during the year	-	1,000	-	1,000
Deduction during the year	-	-	-	-
Balance, at the end of the year	1,000	1,000	1,000	1,000
- Mr. Vorakan Dhepchalerm				
Balance, at the beginning of the year	1,000	-	1,000	-
Addition during the year	-	1,000	-	1,000
Deduction during the year	-	-	-	-
Balance, at the end of the year	1,000	1,000	1,000	1,000
- Mr. Vikrom sriprataks				
Balance, at the beginning of the year	3,000	-	3,000	-
Addition during the year	-	3,000	-	3,000
Deduction during the year	-	-	-	-
Balance, at the end of the year	3,000	3,000	3,000	3,000

In Thousand Baht

	Consolidated Financial Statements		Separate Financial Statements	
	As at December 31, 2022	As at December 31, 2021	As at December 31, 2022	As at December 31, 2021
- Total				
Balance, at the beginning of the year	150,000	-	150,000	-
Addition during the year	-	150,000	-	150,000
Deduction during the year	-	-	-	-
Balance, at the end of the year	150,000	150,000	150,000	150,000
Accrued interest				
- N.C.H. 2555 Holding Co., Ltd.	1,331	1,311	1,274	1,292
- Mr. Somchao Tanthathoedtham	47	47	47	47
- Mr. Somnuek Tanthathoedtham	9	9	9	9
- Mr. Trirat Jarutach	19	19	19	19
- Mr. Piboon Limpraphat	9	9	9	9
- Mr. Vorakan Dhepchalerm	9	9	9	9
- Mr. Vikrom sriprataks	28	28	28	28
	1,452	1,432	1,395	1,413

Loan from the directors and short-term loan from related parties incurred mainly intended to utilize for the Company's working capital and loan repaid.

Loan from the directors and short-term loan from related parties are promissory notes, which will be paid at call.

COLLATERAL WITH RELATED COMPANIES

As at December 31, 2022 and 2021, the Company had contingent liability from letters of guarantee issued by a bank on behalf of the subsidiary for electricity usage amounting to Baht 0.40 million.

MANAGEMENT BENEFIT EXPENSES

Management benefit expense represent the benefits paid to the Company's management, such as salaries and related benefit including the benefit paid by other means. The Company's management is the persons who are defined under the Securities and Exchange Act. The management is comprised of the managing director, deputy managing directors and senior managers.

Management benefit expenses for the year ended December 31, 2022 and 2021, are as follows:

In Thousand Baht

	Consolidated/Separate Financial Statements	
	2022	2021
Management		
Management benefit expenses		
Short-term employee benefits	46,665	47,373
Post-employment benefits	963	858
Total	47,628	48,231

6. CASH AND CASH EQUIVALENTS

In Thousand Baht

	Consolidated Financial Statements		Separate Financial Statements	
	2022	2021	2022	2021
Cash in hand	751	593	494	383
Cash at bank – current accounts	86,528	24,032	80,537	19,029
Cash at bank – saving accounts	14,479	69,430	8,128	67,682
Total	101,758	94,055	89,159	87,094

7. TRADE AND OTHER CURRENT RECEIVABLES

In Thousand Baht

	Consolidated Financial Statements		Separate Financial Statements	
	As at December 31, 2022	As at December 31, 2021	As at December 31, 2022	As at December 31, 2021
Trade receivables	993	-	-	-
Other current receivables				
Account receivables to relate parties	107	-	-	-
Accrued income	155	131	3,150	1,231
The Revenue Department receivable	345	894	98	-
Prepaid expenses	11,197	6,365	10,886	6,319
Advance payment	861	1,601	803	1,505
Other receivables	3,713	4,470	3,684	2,590
Total other current receivables	16,378	13,461	18,621	11,645
Less Expected credit loss	(1,958)	(1,591)	(1,711)	(1,591)
Other current receivables, net	14,420	11,870	16,910	10,054
Total trade and other current receivables	15,413	11,870	16,910	10,054

Changes in the expected credit loss in during the years are as follow :

In Thousand Baht

	Consolidated Financial Statements		Separate Financial Statements	
	As at December 31, 2022	As at December 31, 2021	As at December 31, 2022	As at December 31, 2021
Beginning balance	1,591	1,591	1,591	1,591
Increase	798	-	551	-
Decrease	(431)	-	(431)	-
Ending balance	1,958	1,591	1,711	1,591

8. INVENTORIES

Inventories consist of

In Thousand Baht

	Consolidated Financial Statements		Separate Financial Statements	
	As at December 31, 2022	As at December 31, 2021	As at December 31, 2022	As at December 31, 2021
Cost of houses and condominiums for sales	152,729	114,163	152,729	114,163
Goods for service	116	143	-	-
Construction Materials and Equipment	9,741	7,601	-	-
Total	162,586	121,907	152,729	114,163
Less decrease allowance for declining value of inventories	(5,474)	(8,583)	(5,474)	(8,583)
Inventories, net	157,112	113,324	147,255	105,580

Changes in the allowance for declining value of inventories during the years are as follows :

In Thousand Baht

	Consolidated/Separate Financial Statements	
	2022	2021
Beginning balance	8,583	8,359
Increase	726	224
Decrease	(3,836)	-
Ending balance	5,473	8,583

The Company has commitment under the signed purchase and sale contract as follows:

	Consolidated/Separate Financial Statements			
	2022		2021	
	Unit	In Million Baht	Unit	In Million Baht
House and condominiums for sales	41	152,729	36	114.16
House and condominiums for sales - under signed purchase and sale contract	-	-	-	-
House and condominium for sales - balance carry forward not under signed purchase and sale contract	41	152,729	36	114.16

As at December 31, 2022 and 2021, some inventories of the Company in the amount of Baht 108.81 million and Baht 54.20 million, respectively, are mortgaged as a part of collateral for long-term loans with local commercial bank, as discussed in Note 23.

9. PROPERTY DEVELOPMENT COSTS

9.1 Actual property development costs, consist of :

In Thousand Baht

	Consolidated Financial Statements		Separate Financial Statements	
	As at December 31, 2022	As at December 31, 2021	As at December 31, 2022	As at December 31, 2021
Land and land development costs	3,901,109	3,127,109	3,901,109	3,127,109
Utilities development costs	1,510,166	1,177,988	1,510,166	1,177,988
Construction in progress	6,994,817	5,785,020	7,009,608	5,806,788
Interest capitalization	532,227	495,775	532,227	495,775
Total	12,938,319	10,585,892	12,953,110	10,607,660
Less Transfer to inventory	(152,729)	(114,163)	(152,729)	(114,163)
Transfer to accumulated cost of sale	(9,940,476)	(8,443,123)	(9,940,476)	(8,443,123)
Property development costs, net	2,845,114	2,028,606	2,859,905	2,050,374

As at December 31, 2022 and 2021, most of Company's land and construction in the projects are mortgaged as collateral against credit facilities for loans with local commercial bank, as discussed in Note 21 and 23.

For the years ended December 31, 2022 and 2021, the Company recorded the related interest expense amounting approximately to Baht 40.51 million and Baht 20.14 million, respectively, as part of property development costs. The capitalization rate for calculation of interest is 4.85%.

9.2 Obligation and commitment under real estate projects

	Consolidated/Separate Financial Statements	
	2022	2021
Number of operating projects, at the beginning of the year	21	20
Number of newly open projects	3	3
Number of closing projects	(5)	(2)
Number of project, transfer to land held for development	-	-
Number of operating projects, at the end of the year	19	21
Total current projects value (In million Baht)	16,198.98	15,215.23
Contracted sales value (In million Baht)	11,268.93	12,034.99
As percentage of total current projects value	69.57	79.10

As at December 31, 2022 and 2021, the Company has the obligation to complete the public utility development project for operating projects in the amount of Baht 99.74 million and Baht 78.26 million, respectively.

10. LAND HELD FOR DEVELOPMENT

In Thousand Baht

	Consolidated Financial Statements		Separate Financial Statements	
	2022	2021	2022	2021
Beginning balance	1,699,904	1,636,618	1,627,323	1,563,210
Add - Increase during the year	360,223	252,861	360,223	252,861
- Transfer from property development costs	25,190	1,164	25,190	1,164
- Transfer from property, plant and equipment	-	17,164	-	17,164
Total	2,085,317	1,907,807	2,012,736	1,834,399
Less - decrease during the year	-	(12,226)	-	(11,399)
- Transfer to property development costs	(500,685)	(195,677)	(500,685)	(195,677)
- Transfer from property, plant and equipment	-	-	-	-
Ending balance	1,584,632	1,699,904	1,512,051	1,627,323
Land held for development				
Current	622,773	853,307	622,773	853,307
Non-current	961,859	846,597	889,278	774,016
	1,584,632	1,699,904	1,512,051	1,627,323

As at December 31, 2022 and 2021, most of the Company's land held for development are mortgaged as collateral against the credit facilities for long-term loans with local commercial banks, as discussed in Note 23.

11. OTHER CURRENT FINANCIAL ASSETS

In Thousand Baht

	Consolidated Financial Statements		Separate Financial Statements	
	2022	2021	2022	2021
Fixed deposit for 6 months	245	245	-	-
Fixed deposit for 12 months	-	5	-	5
Investments in securities				
- SCB savings fixed income fund	586	585	587	585
Total	831	835	587	590

12. CURRENT ASSETS

In Thousand Baht

	Consolidated Financial Statements		Separate Financial Statements	
	2022	2021	2022	2021
Deposits	289	2,606	289	1,350
Prepaid Expense	151	-	151	-
Others	633	468	260	164
Total	1,073	3,074	700	1,514

13. OTHER NON CURRENT FINANCIAL ASSETS

Other non-current financial assets is deposit pledged as collateral.

As at December 31, 2022 and 2021, the Company had fixed deposit amounting to Baht 32.44 million and Baht 24.39 million, respectively, which are pledged as collateral for maintenance of public utilities, customer's loan and gasoline, as discussed in Note 42.2

14. INVESTMENTS IN SUBSIDIARIES

In Thousand Baht

In Thousand Baht

	Paid up shares		Ownership (%)		Separate Financial Statements			
					Cost method		Dividend income	
	2022	2021	2022	2021	2022	2021	2022	2021
SUBSIDIARIES								
N.C. Property Management Co., Ltd.	85,000	85,000	100	100	86,864	86,864	-	-
Quality Living Management Co., Ltd.	1,000	1,000	100	100	-	-	-	-
					86,864	86,864	-	-
Subsidiraies held by								
N.C. Property Management Co., Ltd.								
Siri Arun Wellness Co.,Ltd.	15,000	11,250	100	100	15,000	11,250	-	-
Less : Allowance for impairment of investment					(15,000)	(11,250)	-	-
Net					-	-	-	-

On April 12, 2022, the annual general meeting of shareholders for the year 2022 had a resolution to approve paying for the capital increase registered shares of Siri Arun Wellness Co., Ltd. for Baht 3.75 million. The Company paid for such capital increase shares in the full amount.

On February 24, 2021, the Board of Director's Meeting had a resolution to pay for the capital increase registered shares of N.C. Property Management Co., Ltd. in the amount of Baht 3.75 million. The Company paid for such capital increase shares in the full amount.

On May 12, 2021, the Board of Directors' Meeting of the Company had a resolution to approve paying for the capital increase registered shares of N.C. Property Management Co., Ltd. for Baht 3.75 million. The Company paid for such capital increase shares in the full amount.

15. INVESTMENT PROPERTY

Property investment consist of the following :

	Consolidate Financial Statements (In Thousand Baht)				
	Balance as at December 31, 2021	Additions	Deduction	Transfer in (out)	Balance as at December 31, 2022
At cost					
Land	45,360	-	-	-	45,360
Residential building for lease	147,477	-	-	-	147,477
Building improvement	604	861	-	-	1,465
Utility	26,022	-	-	-	26,022
Furniture and fixtures	11,382	36	-	-	11,418
Total	230,845	897	-	-	231,742
Less Accumulated depreciation					
Residential building for lease	(34,417)	(4,911)	-	-	(39,328)
Building improvement	(136)	(104)	-	-	(240)
Utility	(18,234)	(2,603)	-	-	(20,837)
Furniture and fixtures	(10,830)	(171)	-	-	(11,001)
Total	(63,617)	(7,789)	-	-	(71,406)
Property investment-net	167,228				160,336

	Consolidate Financial Statements (In Thousand Baht)				
	Balance as at December 31, 2020	Additions	Deduction	Transfer in (out)	Balance as at December 31, 2021
At cost					
Land	45,360	-	-	-	45,360
Residential building for lease	145,508	1,969	-	-	147,477
Building improvement	604	-	-	-	604
Utility	23,813	2,209	-	-	26,022
Furniture and fixtures	10,218	1,164	-	-	11,382
Total	225,503	5,342	-	-	230,845
Less Accumulated depreciation					
Residential building for lease	(27,984)	(6,433)	-	-	(34,417)
Building improvement	(76)	(60)	-	-	(136)
Utility	(15,158)	(3,076)	-	-	(18,234)
Furniture and fixtures	(10,431)	(399)	-	-	(10,830)
Total	(53,649)	(9,968)	-	-	(63,617)
Property investment-net	171,854				167,228

	Separate Financial Statements (In Thousand Baht)				
	Balance as at December 31, 2021	Additions	Deduction	Transfer in (out)	Balance as at December 31, 2022
At cost					
Land	45,360	-	-	-	45,360
Residential building for lease	193,172	-	-	-	193,172
Building improvement	604	861	-	-	1,465
Utility	30,756	-	-	-	30,756
Furniture and fixtures	12,559	35	-	-	12,594
Total	282,451	896	-	-	283,347
Less Accumulated depreciation					
Residential building for lease	(35,939)	(6,433)	-	-	(42,372)
Building improvement	(136)	(104)	-	-	(240)
Utility	(18,707)	(3,075)	-	-	(21,782)
Furniture and fixtures	(11,066)	(406)	-	-	(11,472)
Total	(65,848)	(10,018)	-	-	(75,866)
Property investment-net	216,603				207,481

	Separate Financial Statements (In Thousand Baht)				
	Balance as at December 31, 2020	Additions	Deduction	Transfer in (out)	Balance as at December 31, 2021
At cost					
Land	45,360	-	-	-	45,360
Residential building for lease	191,203	1,969	-	-	193,172
Building improvement	604	-	-	-	604
Utility	28,547	2,209	-	-	30,756
Furniture and fixtures	11,395	1,164	-	-	12,559
Total	277,109	5,342	-	-	282,451
Less Accumulated depreciation					
Residential building for lease	(29,506)	(6,433)	-	-	(35,939)
Building improvement	(76)	(60)	-	-	(136)
Utility	(15,631)	(3,076)	-	-	(18,707)
Furniture and fixtures	(10,667)	(399)	-	-	(11,066)
Total	(55,880)	(9,968)	-	-	(65,848)
Property investment-net	221,229				216,603

In Thousand Baht

	Consolidated Financial Statements		Separate Financial Statements	
	2022	2021	2022	2021
Depreciation for the year	7,789	9,968	10,018	9,968

Investment property is the residential building for lease and is presented at cost. The fair value of land and building structures (exclude furniture and fixtures) as at December 31, 2022 and 2021 amounting to Baht 249.79 million and Baht 246.56 million respectively (consolidated : Baht 209.42 million and Baht 206.96 million, respectively), which have been determined based on valuations is performed by an accredited independent valuer. The fair value has been determined based on cost approach using level 3 input (see note 40.6)

For the year ended December 31, 2022 and 2021, the Company has the rental revenue from properties amounting to Baht 18.46 million and Baht 15.25 million, respectively, and has the operating expenses and the financial cost amounting for Baht 24.13 million and Baht 24.44 million, respectively which are recognized in the statements of comprehensive income.

As at December 31, 2022 and 2021, total amount of Company's investment property is mortgaged as collateral against facilities for long-term loans with local commercial bank, as discussed in note 23.

16. PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment consist of the following :

	Consolidated Financial Statements (In Thousand Baht)				
	Balance as at December 31, 2021	Additions	Deduction	Transfer in (out)	Balance as at December 31, 2022
At cost					
Land - office	660	-	-	-	660
- clubhouse	11,917	-	-	-	11,917
Building - office	55,898	-	(8,549)	-	47,349
- clubhouse	19,785	-	(341)	-	19,444
Sample house and sale office building	43,924	-	-	-	43,924
Building improvement	28,822	9,032	-	-	37,854
Utilities	4,734	-	-	-	4,734
Medical equipment	4,749	566	-	52	5,367
Exercise equipment - physical therapy	501	6,749	-	-	7,250
Furniture and decorative	10,413	250	-	-	10,663
Machinery and equipment	9,186	9,181	-	-	18,367
Office equipment	12,623	4,315	-	-	16,938
Furniture and fixtures	11,833	6,625	-	-	18,458
Kitchen durable goods	416	41	-	-	457
Other medical durable goods	238	49	-	-	287
Electrical appliance	2,906	1,571	-	-	4,477
Bedding set and service receiver tools and equipment	476	143	-	-	619
Vehicles	21,557	4,727	-	-	26,284
Construction in progress	1,761	12,516	-	(52)	14,225
Total	242,399	55,765	(8,890)	-	289,274
Less Accumulated depreciation					
Building - office	(11,725)	(1,522)	-	-	(13,247)
- clubhouse	(15,468)	-	-	-	(15,468)
Sample house and sale office building	(43,924)	-	7,591	-	(36,333)
Building improvement	(11,467)	(3,120)	341	-	(14,246)
Utilities	(473)	(473)	-	-	(946)
Medical equipment	(1,199)	(1,006)	-	-	(2,205)
Exercise equipment - physical therapy	(100)	(1,089)	-	-	(1,189)
Furniture and decorative	(2,463)	(2,103)	-	-	(4,566)
Machinery and equipment	(1,324)	(2,720)	-	-	(4,044)
Office equipment	(5,913)	(2,730)	-	-	(8,643)
Furniture and fixtures	(4,637)	(2,875)	-	-	(7,512)

	Consolidated Financial Statements (In Thousand Baht)				
	Balance as at December 31, 2021	Additions	Deduction	Transfer in (out)	Balance as at December 31, 2022
Kitchen durable goods	(132)	(98)	-	-	(230)
Other medical durable goods	(52)	(52)	-	-	(104)
Electrical appliance	(610)	(785)	-	-	(1,395)
Bedding set and service receiver tools and equipment	(144)	(102)	-	-	(246)
Vehicles	(16,705)	(888)	-	-	(17,593)
Total	(116,336)	(19,563)	7,932	-	(127,967)
Less Allowance for impairment of :					
- building clubhouse	(1,755)	-	-	-	(1,755)
Total	(1,755)	-	-	-	(1,755)
Property, plant and equipment - net	124,308				159,552

	Consolidated Financial Statements (In Thousand Baht)				
	Balance as at December 31, 2020	Additions	Deduction	Transfer in (out)	Balance as at December 31, 2021
At cost					
Land - office	660	-	-	-	660
- clubhouse	32,492	-	(20,575)	-	11,917
Building - office	55,898	-	-	-	55,898
- clubhouse	91,185	-	(71,400)	-	19,785
Sample house and sale office building	43,924	-	-	-	43,924
Building improvement	27,607	1,215	-	-	28,822
Utilities	4,734	-	-	-	4,734
Medical equipment	3,832	917	-	-	4,749
Exercise equipment - physical therapy	429	72	-	-	501
Furniture and decorative	8,333	2,080	-	-	10,413
Machinery and equipment	9,543	8,522	(8,879)	-	9,186
Office equipment	23,514	3,128	(14,019)	-	12,623
Furniture and fixtures	21,867	2,814	(12,848)	-	11,833
Kitchen durable goods	370	46	-	-	416
Other medical durable goods	215	23	-	-	238
Electrical appliance	1,988	918	-	-	2,906
Bedding set and service receiver tools and equipment	408	68	-	-	476
Vehicles	24,817	11	(3,271)	-	21,557
Construction in progress	-	1,761	-	-	1,761
Total	351,816	21,575	(130,992)	-	242,399

	Consolidated Financial Statements (In Thousand Baht)				
	Balance as at December 31, 2020	Additions	Deduction	Transfer in (out)	Balance as at December 31, 2021
Less Accumulated depreciation					
Building - office	(11,725)	-	-	-	(11,725)
- clubhouse	(74,874)	(3,998)	63,404	-	(15,468)
Sample house and sale office building	(43,924)	-	-	-	(43,924)
Building improvement	(9,044)	(2,423)	-	-	(11,467)
Utilities	(473)	-	-	-	(473)
Medical equipment	(299)	(900)	-	-	(1,199)
Exercise equipment - physical therapy	(9)	(91)	-	-	(100)
Furniture and decorative	(430)	(2,033)	-	-	(2,463)
Machinery and equipment	(8,869)	(1,334)	8,879	-	(1,324)
Office equipment	(18,678)	(2,254)	15,019	-	(5,913)
Furniture and fixtures	(15,456)	(2,028)	12,847	-	(4,637)
Kitchen durable goods	(50)	(82)	-	-	(132)
Other medical durable goods	(7)	(45)	-	-	(52)
Electrical appliance	(120)	(490)	-	-	(610)
Bedding set and service receiver tools and equipment	(52)	(92)	-	-	(144)
Vehicles	(18,743)	(725)	2,763	-	(16,705)
Total	(202,753)	(16,495)	102,912	-	(116,336)
Less Allowance for impairment of :					
- building clubhouse	(1,755)	-	-	-	(1,755)
- machinery and equipment	(281)	-	281	-	-
Total	(2,036)	-	281	-	(1,755)
Property, plant and equipment - net	147,027				124,308

	Separate Financial Statements (In Thousand Baht)				
	Balance as at December 31, 2021	Additions	Deduction	Transfer in (out)	Balance as at December 31, 2022
At cost					
Land - office	660	-	-	-	660
- clubhouse	11,918	-	-	-	11,918
Building - office	10,203	-	-	-	10,203
- clubhouse	19,785	-	(8,890)	-	10,895
Sample house and sale office building	43,924	-	-	-	43,924
Building improvement	21,353	-	-	-	21,353
Machinery and equipment	1,427	555	-	-	1,982
Office equipment	11,317	3,384	-	-	14,701
Furniture and fixtures	7,791	2,821	-	-	10,612
Vehicles	21,240	4,718	-	-	25,958
Construction in progress	1,160	12,424	-	-	13,584
Total	150,778	23,902	(8,890)	-	165,790
Less Accumulated depreciation					
Building - office	(10,203)	-	-	-	(10,203)
- clubhouse	(15,467)	-	7,932	-	(7,535)
Sample house and sale office building	(43,924)	-	-	-	(43,924)
Building improvement	(10,133)	(1,675)	-	-	(11,808)
Machinery and equipment	(466)	(319)	-	-	(785)
Office equipment	(5,578)	(2,388)	-	-	(7,966)
Furniture and fixtures	(3,784)	(1,662)	-	-	(5,446)
Vehicles	(16,397)	(885)	-	-	(17,282)
Total	(105,952)	(6,929)	7,932	-	(104,949)
Less Allowance for impairment of :					
- building clubhouse	(1,755)	-	-	-	(1,755)
Total	(1,755)	-	-	-	(1,755)
Property, plant and equipment - net	43,071				59,086

	Separate Financial Statements (In Thousand Baht)				
	Balance as at December 31, 2020	Additions	Deduction	Transfer in (out)	Balance as at December 31, 2021
At cost					
Land - office	660	-	-	-	660
- clubhouse	32,493	-	(20,575)	-	11,918
Building - office	10,203	-	-	-	10,203
- clubhouse	91,185	-	(71,400)	-	19,785
Sample house and sale office building	43,924	-	-	-	43,924
Building improvement	21,353	-	-	-	21,353
Machinery and equipment	3,173	762	(2,508)	-	1,427
Office equipment	22,075	2,503	(13,261)	-	11,317
Furniture and fixtures	18,361	2,114	(12,684)	-	7,791
Vehicles	24,511	-	(3,271)	-	21,240
Construction in progress	-	1,160	-	-	1,160
Total	267,938	6,539	(123,699)	-	150,778
Less Accumulated depreciation					
Building - office	(10,203)	-	-	-	(10,203)
- clubhouse	(74,874)	(3,997)	63,404	-	(15,467)
Sample house and sale office building	(43,924)	-	-	-	(43,924)
Building improvement	(8,441)	(1,692)	-	-	(10,133)
Machinery and equipment	(2,779)	(195)	2,508	-	(466)
Office equipment	(17,800)	(1,038)	13,260	-	(5,578)
Furniture and fixtures	(14,974)	(1,492)	12,682	-	(3,784)
Vehicles	(18,437)	(724)	2,764	-	(16,397)
Total	(191,432)	(9,138)	94,618	-	(105,952)
Less Allowance for impairment of :					
- building clubhouse	(1,755)	-	-	-	(1,755)
Total	(1,755)	-	-	-	(1,755)
Property, plant and equipment - net	74,751				43,071

	In Thousand Baht			
	Consolidated Financial Statements		Separate Financial Statements	
	2022	2021	2022	2021
Depreciation for the year	19,563	15,495	6,929	9,138

In year 2022 and 2021, the Company had transferred the land and clubhouse building to the housing estate juristic person at cost Baht 0.96 million and 11.41 million respectively. And in year 2022, the Company had transferred to Land held for development amount Baht 17.16 million.

The fixed assets had been fully depreciated but still in use, as follows:

Transaction assets	In Thousand Baht			
	Consolidated Financial Statements		Separate Financial Statements	
	2022	2021	2022	2021
Building - office	10,203	10,203	10,203	10,203
Building - clubhouse	2,537	2,878	2,537	2,878
Sample house and sale office building	30,157	20,763	30,157	20,763
Machinery and equipment	237	40	237	40
Office equipment	2,297	79	2,297	43
Furniture and fixtures	2,726	8	2,726	8
Vehicles	19,768	19,007	19,481	18,988
Total	67,925	52,978	67,638	52,923

17. RIGHT-OF-USE ASSETS

17.1 The net book value of right-of-use assets related to lease contracts and the movement for the year ended December 31, 2022 and 2021 are presented below.

In Thousand Baht

	Consolidated Financial Statements			
	Balance as at December 31, 2021	Transactions during the year		Balance as at December 31, 2022
		Addition/ reassessment lease term	Change in conditions/ written-off	
At cost				
Land	4,783	6,543	(1,127)	10,199
Buildings and structures	14,636	7,062	(6,578)	15,120
Equipment	435	-	-	435
Vehicles	1,658	-	-	1,658
Software	-	848	-	848
Total	21,512	14,453	(7,705)	28,260
Less Accumulated depreciation				
Land	(2,082)	(1,857)	610	(3,329)
Buildings and structures	(7,738)	(2,529)	4,473	(5,794)
Equipment	(229)	(145)	-	(374)
Vehicles	(467)	(332)	-	(799)
Software	-	(33)	-	(33)
Total	(10,516)	(4,896)	5,083	(10,329)
Less Allowance for impairment of :				
- buildings and structures	(2,105)	(5,040)	2,105	(5,040)
Total	(2,105)	(5,040)	2,105	(5,040)
Right-of-use assets - net	8,891			12,891

In Thousand Baht

	Consolidated Financial Statements			
	Balance as at December 31, 2020	Transactions during the year		Balance as at December 31, 2021
		Addition/ reassessment lease term	Change in conditions/ written-off	
At cost				
Land	4,783	-	-	4,783
Buildings and structures	21,272	940	(7,576)	14,636
Equipment	2,938	-	(2,503)	435
Vehicles	1,658	-	-	1,658
Total	30,651	940	(10,079)	21,512
Less Accumulated depreciation				
Land	(1,041)	(1,041)	-	(2,082)
Buildings and structures	(3,641)	(5,031)	934	(7,738)
Equipment	(1,586)	(1,146)	2,503	(229)
Vehicles	(135)	(332)	-	(467)
Total	(6,403)	(7,550)	3,437	(10,516)
Less Allowance for impairment of :				
- buildings and structures	-	(2,105)	-	(2,105)
Total	-	(2,105)	-	(2,105)
Right-of-use assets - net	24,248			8,891

In Thousand Baht

	Separate Financial Statements			
	Balance as at December 31, 2021	Transactions during the year		Balance as at December 31, 2022
		Addition/ reassessment lease term	Change in conditions/ written-off	
At cost				
Land	4,783	6,543	(1,127)	10,199
Buildings and structures	8,058	173	-	8,231
Equipment	433	-	-	433
Vehicles	1,658	-	-	1,658
Software	-	848	-	848
Total	14,932	7,564	(1,127)	21,369
Less Accumulated depreciation				
Land	(2,082)	(1,857)	610	(3,329)
Buildings and structures	(3,264)	(1,837)	-	(5,101)
Equipment	(228)	(145)	-	(373)
Vehicles	(467)	(332)	-	(799)
Software	-	(33)	-	(33)
Total	(6,041)	(4,204)	610	(9,635)
Right-of-use assets - net	8,891			11,734

In Thousand Baht

	Separate Financial Statements			
	Balance as at December 31, 2020	Transactions during the year		Balance as at December 31, 2021
		Addition/ reassessment lease term	Change in conditions/ written-off	
At cost				
Land	4,783	-	-	4,783
Buildings and structures	8,642	940	(1,524)	8,058
Equipment	2,937	-	(2,504)	433
Vehicles	1,658	-	-	1,658
Total	18,020	940	(4,028)	14,932
Less Accumulated depreciation				
Land	(1,041)	(1,041)	-	(2,082)
Buildings and structures	(1,916)	(1,874)	526	(3,264)
Equipment	(1,586)	(1,146)	2,504	(228)
Vehicles	(135)	(332)	-	(467)
Total	(4,678)	(4,393)	3,030	(6,041)
Right-of-use assets - net	13,342			8,891

The Company and its subsidiary lease several assets including land building and equipment of which lease term 4 years, and vehicles of which average lease term 5 years.

18. INTANGIBLE ASSETS

Movements of the intangible assets account for the year ended December 31, 2022 and 2021, are summarized as follows:

In Thousand Baht

	Consolidated Financial Statements	Separate Financial Statements
At cost		
Balance as at December 31, 2020	13,056	12,840
Add Acquisitions during the year	420	205
Less Disposals and write-off during the year	(5,069)	(5,069)
Balance as at December 31, 2021	8,407	7,976
Add Acquisitions during the year	487	149
Less Disposals and write-off during the year	-	-
Balance as at December 31, 2022	8,894	8,125
Less Accumulated amortization		
Balance as at December 31, 2020	(8,886)	(8,851)
Add Amortization for the year	(922)	(849)
Less Disposals and write-off during the year	5,069	5,068
Balance as at December 31, 2021	(4,739)	(4,632)
Add Amortization for the year	(894)	(747)
Less Disposals and write-off during the year	-	-
Balance as at December 31, 2022	(5,633)	(5,379)
Net book value		
Balance as at December 31, 2021	3,668	3,344
Balance as at December 31, 2022	3,261	2,746

In Thousand Baht

	Consolidated Financial Statements		Separate Financial Statements	
	2022	2021	2022	2021
Amortization for the year	894	922	747	849

19. DEFERRED TAX ASSETS AND LIABILITIES

19.1 Deferred tax assets and liabilities, consisted of

In Thousand Baht

	Consolidated Financial Statements		Separate Financial Statements	
	2022	2021	2022	2021
Deferred tax assets	19,181	16,765	18,491	16,744
Deferred tax liabilities	(11,909)	(3,917)	(14,582)	(6,589)
	7,272	12,848	3,909	10,155

19.2 Changes in deferred tax assets and liabilities for the year ended December 31, 2022 and 2021, are summarized as follows:

In Thousand Baht

	Consolidated Financial Statements			
	Balance as at December 31, 2021	Revenue (expenses) during the year		Balance as at December 31, 2022
		In profit or loss	In other comprehensive income	
Deferred tax assets:				
Expected credit loss	-	328	-	328
Allowance for impairment - clubhouse	351	-	-	351
Lease liabilities	1,866	1,006	-	2,872
Provisions for employee benefits obligations	10,323	323	(729)	9,917
Provisions for compensation for housing estate juristic persons	4,225	1,088	-	5,313
Liabilities estimate from the lawsuit	-	400	-	400
Total	16,765	3,145	(729)	19,181
Deferred tax liabilities:				
Property development costs and inventories	(2,139)	(7,586)	-	(9,725)
Right-of-use assets	(1,778)	(406)	-	(2,184)
Total	(3,917)	(7,992)	-	(11,909)
Net	12,848	(4,847)	(729)	7,272

In Thousand Baht

	Consolidated Financial Statements			
	Balance as at December 31, 2020	Revenue (expenses) during the year		Balance as at December 31, 2021
		In profit or loss	In other comprehensive income	
Deferred tax assets:				
Expected credit loss	196	(196)	-	-
Allowance for impairment - clubhouse	351	-	-	351
Lease liabilities	6,660	(4,794)	-	1,866
Provisions for employee benefits obligations	11,599	(1,435)	159	10,323
Provisions for compensation for housing estate juristic persons	4,059	166	-	4,225
Total	22,865	(6,259)	159	16,765
Deferred tax liabilities:				
Unrealized gain on remeasuring available-for-sale Investments	(17)	17	-	-
Property development costs and inventories	2,568	(4,706)	-	(2,138)
Right-of-use assets	(6,485)	4,707	-	(1,778)
Total	(3,934)	18	-	(3,916)
Net	18,931	(6,241)	159	12,849

In Thousand Baht

	Separate Financial Statements			
	Balance as at December 31, 2021	Revenue (expenses) during the year		Balance as at December 31, 2022
		In profit or loss	In other comprehensive income	
Deferred tax assets:				
Expected credit loss	-	255	-	255
Allowance for impairment - clubhouse	351	-	-	351
Lease liabilities	1,866	423	-	2,289
Provisions for employee benefits obligations	10,302	286	(704)	9,884
Provisions for compensation for housing estate juristic persons	4,225	1,087	-	5,312
Liabilities estimate from the lawsuit	-	400	-	400
Total	16,744	2,451	(704)	18,491
Deferred tax liabilities :				
Property development costs and inventories	(4,811)	(7,587)	-	(12,398)
Right-of-use assets	(1,778)	(406)	-	(2,184)
Total	(6,589)	(7,993)	-	(14,582)
Net	10,155	(5,542)	(704)	3,909

In Thousand Baht

	Separate Financial Statements			
	Balance as at December 31, 2020	Revenue (expenses) during the year		Balance as at December 31, 2021
		In profit or loss	In other comprehensive income	
Deferred tax assets:				
Expected credit loss	196	(196)	-	-
Allowance for impairment - clubhouse	351	-	-	351
Lease liabilities	2,273	(407)	-	1,866
Provisions for employee benefits obligations	11,596	(1,453)	159	10,302
Provisions for compensation for housing estate juristic persons	4,059	166	-	4,225
Total	18,475	(1,890)	159	16,744
Deferred tax liabilities				
Unrealized gain on remeasuring available-for-sale Investments	(17)	17	-	-
Property development costs and inventories	845	(5,656)	-	(4,811)
Right-of-use assets	(2,163)	385	-	(1,778)
Total	(1,335)	(5,254)	-	(6,589)
Net	17,140	(7,144)	159	10,155

20. NON CURRENT ASSETS

This account consists of :

In Thousand Baht

	Consolidated Financial Statements		Separate Financial Statements	
	2022	2021	2022	2021
Deposits and guarantee	4,376	3,622	4,088	3,330
Withholding tax	5,763	201	-	-
Total	10,139	3,823	4,088	3,330

21. BANK OVERDRAFTS AND SHORT-TERM LOANS FROM THE FINANCIAL INSTITUTIONS

This account consists of :

In Thousand Baht

	Consolidated/Separate Financial Statements	
	2022	2021
Bank overdrafts from the financial institutions	39,284	6,544
Short-term loans from the financial institutions	160,430	36,430
Total	199,714	42,974

As at December 31, 2022 and 2021, the Company had credit line for bank overdrafts amounting to Baht 80 million, charged the interest rate at MOR and MOR less fixed rate. It had also the short-term loan amounting to Baht 160.43 million and Baht 150.00 million, respectively, charged the interest rate at MLR and MLR less fixed rate. They were guaranteed by land and some part of the Company's club house buildings including the land with buildings in both existing and will be held in the future on the land of the Company's project and that of the directors' relatives.

In addition, the Company has to comply with the terms and conditions as specified in the loan agreement, such as (1) not to sell, dispose, transfer, give rent, pledge, or mortgage the Company's loan collaterals, (2) not to commit any obligation that would result in letting other persons have control or rights in the Company's assets, (3) to maintain debt-to-equity ratio is not over than 1.5:1, (4) not to pay dividend except the lender assess the payment not affect to ability of repayment loan, (5) not to decrease registered capital and (6) to grant beneficiary of the asset protection insurance to the lender, etc.

22. TRADE AND OTHER CURRENT PAYABLES

In Thousand Baht

	Consolidated Financial Statements		Separate Financial Statements	
	2022	2021	2022	2021
Trade payables				
- Related parties	63,537	51,641	37,884	55,426
- Others	19,329	24,445	17,157	23,938
Subcontractor payables	276,352	189,030	270,141	182,392
Total trade payables	359,218	265,116	325,182	261,756
Other current payables				
Trade note payables	38,554	35,678	34,462	35,678
Accrued expenses	35,105	25,466	33,014	23,770
Advance received	40,653	39,587	32,866	37,279
Retention from contractors				
- Related parties	3,950	9,371	19,866	16,428
- Others	123,011	103,848	119,963	101,746
Others payables	24,657	16,392	22,397	15,768
Total other current payables	265,930	230,342	262,568	230,669
Total trade and other current payables	625,148	495,458	587,750	492,425

23. LONG-TERM LOANS FROM THE FINANCIAL INSTITUTIONS

This account consists of :

	In Thousand Baht	
	Consolidated/Separate Financial Statements	
	2022	2021
Long-term loans from local banks		
Total	821,867	585,650
Less Current portion due within one year	(664,991)	(480,305)
Long-term loans from the financial institutions, net	156,876	105,345

Movements in the long-term loans account during the years ended December 31, 2022 and 2021, are summarized below.

	In Thousand Baht	
	Consolidated/Separate Financial Statements	
	2022	2021
Beginning	585,650	423,313
Add Additional borrowings during the year	1,422,090	881,629
Less Repayment during the year	(1,185,873)	(719,292)
Ending	821,867	585,650

As at December 31, 2022 and 2021, the Company had the long-term loan amounting of Baht 4,077.54 million and Baht 2,658.40 million, respectively, carried the interest rate MLR less fixed rate.

Guaranteed by some part of land and buildings in both existing and to be held in the future on the land of the project and by the relative of the director and by investment property.

As at December 31, 2022 and 2021, the Company has the credit limits that have not been withdrawn amounting of 963.45 Baht million and Baht 1,506.98 million, respectively.

In addition, the Company has to comply with the terms and conditions as specified in the loan agreement, such as (1) not to sell, dispose, transfer, give rent, pledge, or mortgage the Company's loan collaterals, (2) not to commit any obligation that would result in letting other persons have control or rights in the Company's assets, (3) to maintain debt-to-equity ratio, (4) not to pay dividend except the lender has assessed that payment does not affect loan repayment ability, (5) not to decrease registered capital and (6) to grant beneficiary of the asset protection of the insurance policy to the lender, etc.

24. DEBENTURES

In Thousand Baht

Series	Issue date	Maturity date	No. of units (Thousand units)	Par value (Baht)	Term of interest payment	Consolidated/ Carrying amount 2022	Consolidated/ Carrying amount 2021
1/2022	On 22 July 2022	On 24 July 2024	150	1,000	Quarterly	150,000	150,000
Less: Deferred debenture issuing costs						(155)	(255)
Debentures, net						149,845	149,745

The Company's bond is long-term loan with registered bond, unsubordinated, unsecured bond and no bond holder representative. The bond period is 3 years and 2 days, fixed interest rate at 4.85% per annum. The interest had paid every three months by offering to related persons. The proceeds from the issuance of bond are used as working capital investments within the entity.

25. LEASE LIABILITIES

The carrying amounts of lease liabilities and the movement for the year, December 31, 2022 and 2021, are presented below.

In Thousand Baht

	Consolidated Financial Statements	Separate Financial Statements
As at December 31, 2021	11,850	9,546
Add Addition	15,078	7,564
Add Accretion of interest	980	701
Less Payments	(6,835)	(4,986)
Less Decrease from contract cancellation	(1,937)	(548)
As at December 31, 2022	19,136	12,277
Less current portion	(5,729)	(4,375)
Lease liabilities net of current portion	13,407	7,902
As at December 31, 2020	24,074	13,037
Add Addition	940	940
Add Accretion of interest	1,102	650
Less Payments	(7,504)	(4,048)
Less Decrease from contract cancellation	(6,762)	(1,033)
As at December 31, 2021	11,850	9,546
Less current portion	(5,621)	(3,542)
Lease liabilities net of current portion	6,229	6,004

In Thousand Baht

	Consolidated Financial Statements		Separate Financial Statements	
	2022	2021	2022	2021
Depreciation - right-of-use assets	4,896	7,550	4,204	4,393
Interest expenses	980	940	701	940
Expense relating to short-term leases	7,478	5,282	7,478	5,282
Expense relating to leases of low value assets	952	766	847	706
	14,306	14,538	13,230	11,321

For the years ended December 31, 2022 and 2021, the Company and its subsidiaries had total cash flows paid for the lease agreement amounted Baht 15.23 million and Baht 13.55 million, respectively (separate: Baht 13.31 million and Baht 10.03 million, respectively) and had the increase of right-of-use assets and non-cash liabilities under lease agreement amounted Baht 15,078 million and Baht 940 million, respectively (separate: Baht 7,564 million and Baht 940 million, respectively).

26. PROVISION FOR EMPLOYEE BENEFIT OBLIGATIONS

26.1 Movement of employee benefit obligations for the years ended December 31, 2022 and 2021, is shown as follows :

In Thousand Baht

	Consolidated Financial Statements		Separate Financial Statements	
	2022	2021	2022	2021
The statements of financial position				
Defined benefit obligations, beginning of the years	53,874	60,002	51,512	57,894
Plus Current service costs and interest	4,665	3,997	4,221	3,707
Less Employee benefit obligations paid during the year	(2,794)	(10,885)	(2,794)	(10,885)
Less Actuarial (gain) loss from post-employee benefit	(3,650)	760	(3,520)	796
Defined benefit obligations, ending of the years	52,095	53,874	49,419	51,512

26.2 Recognized in other comprehensive income for the years ended December 31, 2022 and 2021, is shown as follows :

In Thousand Baht

	Consolidated Financial Statements		Separate Financial Statements	
	2022	2021	2022	2021
Recognized in profit (loss)				
Construction costs	111	37	-	-
Cost of service	91	83	-	-
Selling expenses	1,199	976	1,200	976
Administrative expenses	2,230	2,122	2,044	1,988
Finance costs	1,034	779	977	743
Total	4,665	3,997	4,221	3,707
Recognized in other comprehensive income				
Actuarial (gain) loss from post-employee benefit	(3,650)	760	(3,520)	796
Total	(3,650)	760	(3,520)	796
Total	1,015	4,757	701	4,503

26.3 Gain and loss from the estimate based on actuarial principles recognized in the statement of comprehensive income for the years ended December 31, 2022 and 2021, arise from :

In Thousand Baht

	Consolidated Financial Statements		Separate Financial Statements	
	2022	2021	2022	2021
Recognize in other comprehensive income				
Improvement from experience	604	1,144	766	1,008
Population assumption	-	2,378	-	2,378
Financial assumption	(4,254)	(2,762)	(4,286)	(2,590)
Total	(3,650)	760	(3,520)	796

26.4 The main assumptions in the estimates the financial assumptions for the Group of Company based on actuarial principles.

In Thousand Baht

	Consolidated Financial Statements		Separate Financial Statements	
	2022	2021	2022	2021
Discount rate	3.34 - 4.48	2.22 - 3.12	3.44	2.22
Salary increase rate	5.00	4.00 - 5.00	5.00	5.00
Employee turnover rate	1.43 - 22.92	1.43 - 22.92	1.43 - 17.19	1.43 - 17.19
Mortality rate	100.00 based on the table of death B.E. 2560	100.00 based on the table of death B.E. 2560	100.00 based on the table of death B.E. 2560	100.00 based on the table of death B.E. 2560
Disability rate	5.00 of the mortality rate	5.00 of the mortality rate	5.00 of the mortality rate	5.00 of the mortality rate

Sensitivity analysis

The results of sensitivity analysis for significant assumptions that affect the present value of the long-term employee benefit obligations as at December 31, 2022 and 2021 are summarized below:

In million Baht

	2022			
	Consolidated Financial Statements		Separate Financial Statements	
	1% increase	1% decrease	1% increase	1% decrease
Discount rate	(3.36)	3.83	(3.09)	3.52
Salary increase rate	3.73	(3.34)	3.43	(3.08)
Employee turnover rate	(1.25)	1.34	(1.26)	1.35

In million Baht

	2021			
	Consolidated Financial Statements		Separate Financial Statements	
	1% increase	1% decrease	1% increase	1% decrease
Discount rate	(2.00)	2.14	(1.86)	2.00
Salary increase rate	4.27	(3.80)	3.98	(3.55)
Employee turnover rate	(1.66)	1.80	(1.50)	1.61

As at December 31, 2022, the Company and its subsidiaries have the weighted - average duration of the define benefit obligation was 12 - 29 years (Separate financial statement : 12 years).

As at December 31, 2022, the Company had the amount to be paid to the retirement employees in another one year amounted Baht 9.24 million.

27. PROVISION FOR CONPENSATION FOR HOUSING ESTATE JUSISTIC PERSONS

In Thousand Baht

	Consolidated/Separate Financial Statements	
	2022	2021
Beginning balance	21,127	20,294
Add : increase during the year	5,436	3,202
Less : decrease during the year	-	(2,369)
Ending balance	26,563	21,127

28. PROVISION FROM PURCHASING THE REAL ESTATE PROJECT

The Company had an obligation under the contract to buy and sell land of a real estate project with a company under the buy and sale agreement dated December 16, 2004, and its subsidiary had an obligation under the contract to buy and sell land of a real estate project with a company under the buy and sale agreement dated March 3, 2014. The contract to buy and to sell land requires the Company and its subsidiary to pay for the land, including the debt burden owing to the existing customers of the project.

Movements in the provision from purchasing the real estate project account during the year ended December 31, 2022, and 2021, are summarized below.

In Thousand Baht

	Consolidated Financial Statements		Separate Financial Statements	
	2022	2021	2022	2021
Beginning balance	53,303	36,807	51,440	33,498
Add : increase during the year	-	29,150	-	29,150
Less : decrease during the year	(21,372)	(12,654)	(21,372)	(11,208)
Ending balance	31,931	53,303	30,068	51,440

29. LEGAL RESERVE

Under the provision of the Public Limited Companies Act B.E.2535, the Company must appropriate the reserve at least 5% of its annual net income after deduction of the deficit brought forward (if any) until the reserve reaches 10% of the authorized share capital. The legal reserve is not available for dividend distribution.

A subsidiary had appropriated its legal reserve as reserve fund of which the reserve reaches 10% of the authorized share capital.

According to the resolution on the Board of Directors Meeting No. 1/2023 held on February 23, 2023 the Company had appropriated its legal reserve in the amount of Baht 18.14 million of annual net income in 2022.

According to the resolution on the Board of Directors Meeting No. 1/2022 held on February 24, 2022 the Company had appropriated its legal reserve in the amount of Baht 13.50 million of annual net income in 2021.

30. DIVIDEND

According to the minutes of the shareholders' meeting for the year 2022 held on April 27, 2022, the meeting had a resolution to approve paying the dividend in cash at Baht 0.08 per share in the total amount Baht 99.62 million and paid the dividend on May 17, 2022.

According to the minutes of the shareholders' meeting 2021 held on April 23, 2021, the meeting had a resolution to approve paying the dividend in cash at Baht 0.04 per share in the total amount Baht 49.81 million and paid the dividend on May 17, 2021.

31. CAPITAL MANAGEMENT

The primary objective of the Company and its subsidiaries' capital management are to ensure that it has an appropriate financial structure and preserve the ability to continue its business as a going concern.

According to the statement of financial position as at December 31, 2022 and 2021, the Group's debt-to-equity ratio was 0.63 : 1 and 0.51 : 1, respectively and the Company's was 0.61 : 1 and 0.49 : 1, respectively.

32. PROVIDENT FUND

The Company and its subsidiaries established a contributory registered provident fund covering all permanent employees in accordance with the provident Fund Act B.E.2530.

Under the provident fund plan, employees' and Company's contributions are equivalent to certain percentages of employees' basic salaries. The employees are entitled to the Company's contributions in accordance with the rules and regulations of the fund and on the length of service with the Company. The Company and its subsidiaries appointed a fund manager to manage the fund in accordance with the terms and conditions prescribed in the Provident Fund Act B.E. 2530.

The Company and its subsidiaries's contribution for the years ended December 31, 2022 and 2021 amounted to Baht 3.04 million and Baht 3.52 million, respectively.

The Company's contributions for the years ended December 31, 2022 and 2021 amounted to Baht 3.03 million and Baht 3.43 million, respectively.

33. TAX EXPENSE (INCOME)

33.1 Major components of tax expense (income) for the years ended December 31, 2022 and 2021, consisted of:

In Thousand Baht

	Consolidated Financial Statements		Separate Financial Statements	
	2022	2021	2022	2021
Income tax expense (income) shown in profit or loss :				
Current tax expense:				
Income tax expense for the year	99,082	76,266	99,082	72,007
Deferred tax expense (income):				
Changes in temporary differences relating to the original recognition and reversal	4,847	6,241	5,542	7,144
Total	103,929	82,507	104,624	79,151
Recognized in other comprehensive income :				
Actuarial gain (loss) from post-employee benefit	729	(159)	704	(159)

33.2 A numerical reconciliation between tax expense (income) and the product of accounting profit multiplied by the applicable tax rate for the years ended December 31, 2022 and 2021, which are summarized as follows:

In Thousand Baht

	Consolidated Financial Statements		Separate Financial Statements	
	2022	2021	2022	2021
Accounting profit (loss) for the year	441,867	322,762	468,387	348,522
The applicable tax rate (%)	20%	20%	20%	20%
Tax expense (income) at the applicable tax rate	88,373	64,552	93,677	69,704
Reconciliation items:				
Tax effect of expenses that are not deductible in determining tax profit:				
- Expenses not allowed as expenses in determining taxable profit	15,964	17,955	11,355	9,447
Tax effect of income that are not deductible in determining tax profit:	(408)	-	(408)	-
Total reconciliation items	15,556	17,955	10,947	9,447
Total tax expense (income)	103,929	82,507	104,624	79,151

33.3 A numerical reconciliation between the average effective tax rate and the applicable tax rate For the years ended December 31, 2022 and 2021 are summarized as follows:

Consolidated Financial Statements

	2022		2021	
	Tax amount (Baht)	Tax rate (%)	Tax amount (Baht)	Tax rate (%)
Accounting profit (loss) before tax expense for the year	441,867		322,762	
Tax expense (income) at the applicable tax rate	88,373	20.00	64,552	20.00
Reconciliation items	15,964	3.61	17,955	5.56
Tax expense (income) at the average effective tax rate	103,929	23.61	82,507	25.56

Separate Financial Statements

	2022		2021	
	Tax amount (Baht)	Tax rate (%)	Tax amount (Baht)	Tax rate (%)
Accounting profit (loss) before tax expense for the year	468,387		348,522	
Tax expense (income) at the applicable tax rate	93,677	20.00	69,704	20.00
Reconciliation items	10,947	2.34	9,447	2.71
Tax expense (income) at the average effective tax rate	104,624	22.34	79,151	22.71

As at December 31, 2022 and 2021, a subsidiary has the accumulated tax losses less than 5 years at the amount of 38.62 Baht million and Baht 12.77 million , respectively which the such subsidiary did not record such deferred tax assets from losses because it is not probable that future taxable profit will be available against which the company can utilise the benefit there from.

34. EXPENSES BY NATURE

Significant expenses by nature are as follows:

In Thousand Baht

	Consolidated Financial Statements		Separate Financial Statements	
	2022	2021	2022	2021
Changes in inventories (increase) decrease	43,788	11,206	41,675	17,981
Changes in property development costs (increase) decrease	816,508	386,592	809,531	408,360
Changes in land held for development (increase) decrease	(115,272)	63,087	(115,273)	64,112
Interest capitalization	40,514	20,141	40,514	20,141
Utilities and construction in progress	1,658,320	1,316,436	1,658,320	1,316,436
Employee benefit expenses	184,772	155,568	148,742	133,229
Depreciation and amortization expenses	33,115	33,932	21,899	24,348

35. FINANCE COSTS

Finance costs consists of :

In Thousand Baht

	Consolidated Financial Statements		Separate Financial Statements	
	2022	2021	2022	2021
Interest paid and payable to				
- Financial institutions	53,127	31,269	53,115	31,259
- Related parties	225	3,159	-	2,879
Employee benefit obligations	1,034	779	977	743
Fee for obtaining loans from financial institutions	479	344	479	344
Debenture issuing costs	100	45	100	45
Finance lease interest	980	908	700	660
Total	55,945	36,504	55,371	35,930
Less capitalized as part of property development costs	(40,514)	(20,141)	(40,514)	(20,141)
Net	15,431	16,363	14,857	15,789

36. EARNINGS PER SHARE

Basic earnings per share is calculated by dividing profit (loss) for the year (excluding other comprehensive income) by the weighted average number of ordinary shares which are issued during the period and held by outside party.

		Consolidated Financial Statements		Separate Financial Statements	
		2022	2021	2022	2021
Profit (loss) for the year	(Thousand Baht)	349,382	251,932	361,763	269,372
Weighted average number of ordinary shares	(Thousand Shares)	1,245,284	1,245,284	1,245,284	1,245,284
Basic earning per share	(Baht per share)	0.281	0.202	0.291	0.216

37. SEGMENT INFORMATION

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

The business operation of the Company and its subsidiaries mainly involve real estate, rental and services, contractor property management services and intermediate care and wellness, which has main geographical operation in Thailand. Segment performance is considered by revenue and profit in each unit, and is also measured based on the group operating profit or loss, on a basis consistent, with that used to measure operating profit or loss in the financial statements. The Company and its subsidiaries' information for the year ended December 31, 2022 and 2021 by segments are as follows:

For the year ended December 31, 2022 (In Thousand Baht)

	Real Estate		Rental and services	Contractor	Property management services	Intermediate care and wellness	Total	Elimination		Consolidated
	Low - rise segment	High - rise segment						DR.	CR.	
Revenues										
Sales	2,579,865	14,526	-	-	-	-	2,594,391	(3,480)	-	2,590,911
Income from the construction	-	-	-	154,636	-	-	154,636	(154,636)	-	-
Service income for rent	4,876	-	13,576	12,196	10,082	19,981	60,711	(14,403)	-	46,308
Other income	14,584	917	11	1,327	70	151	17,060	(6,132)	-	10,928
Total revenues	2,599,325	15,443	13,587	168,159	10,152	20,132	2,826,798			2,648,147
Expenses										
Cost of sales	1,635,551	11,688	-	9,708	-	-	1,656,947	-	(24,984)	1,631,963
Construction cost	-	-	-	139,130	-	-	139,130	-	(139,130)	-
Cost service	4,807	-	14,342	12,567	6,926	29,911	68,553	-	(8,989)	59,564
Selling expenses	213,341	3,755	-	-	-	-	217,096	-	(3,480)	213,616
Administrative expenses	255,015	7,102	1,511	9,213	3,370	15,324	291,535	-	(5,708)	285,827
Finance cost	12,422	-	2,435	2,729	165	3,808	21,559	-	(6,128)	15,431
Total expenses	2,121,136	22,545	18,288	173,347	10,461	49,043	2,392,820			2,206,401
Income (loss) by segments	478,189	(7,102)	(4,701)	(5,188)	(309)	(28,911)	431,978			441,746
Tax expenses (income)	104,624	-	-	(695)	-	-	103,929			103,929
Profit (loss) for the year	373,565	(7,102)	(4,701)	(4,493)	(309)	(28,911)	328,049			337,817

For the year ended December 31, 2022 (In Thousand Baht)

	Real Estate		Rental and services	Contractor	Property management services	Intermediate care and wellness	Total	Elimination		Consolidated
	Low - rise segment	High - rise segment						DR.	CR.	
As at December 31, 2022										
Inventories	124,193	23,062	-	9,741	-	116	157,112			157,112
Property development costs	2,808,744	36,370	-	-	-	-	2,845,114			2,845,114
Investment property	-	-	160,337	-	-	-	160,337			160,337
Property, plant and equipment	58,532	68	486	31,440	123	21,758	112,407			159,552

For the year ended December 31, 2021 (In Thousand Baht)

	Real Estate		Rental and services	Contractor	Property management services	Intermediate care and wellness	Total	Elimination		Consolidated
	Low - rise segment	High - rise segment						DR.	CR.	
Revenues										
Sales	2,486,739	16,909	-	-	-	-	2,503,648	-	-	2,503,648
Income from the construction	-	-	-	168,272	-	-	168,272	(168,272)	-	-
Service income for rent	-	-	15,231	2,066	8,018	13,651	38,966	(11,751)	-	27,215
Other income	9,418	65	15	1,872	119	611	12,100	(2,493)	-	9,607
Total revenues	2,496,157	16,974	15,246	172,210	8,137	14,262	2,722,986			2,540,470
Expenses										
Cost of sales	1,692,655	10,788	-	-	-	-	1,703,443	-	(4,515)	1,698,928
Construction cost	-	-	-	143,193	-	-	143,193	-	(143,193)	-
Cost service	-	-	19,985	2,701	5,468	26,961	55,115	-	(8,522)	46,593
Selling expenses	213,309	4,315	-	-	-	-	217,624	-	(180)	217,444
Administrative expenses	210,167	11,591	1,255	2,766	2,084	13,557	241,420	-	(3,040)	238,380
Finance cost	12,586	-	3,203	569	149	2,866	19,373	-	(3,010)	16,363
Total expenses	2,128,717	26,694	24,443	149,229	7,701	43,384	2,380,168			2,217,708

For the year ended December 31, 2021 (In Thousand Baht)

	Real Estate		Rental and services	Contractor	Property management services	Intermediate care and wellness	Total	Elimination		Consolidated
	Low - rise segment	High - rise segment						DR.	CR.	
Income (loss) by segments	367,440	(9,720)	(9,197)	22,981	436	(29,122)	342,818			322,762
Tax expenses (income)	79,151	-	-	3,100	48	69	82,368	139	-	82,507
Profit (loss) for the year	288,289	(9,720)	(9,197)	19,881	388	(29,191)	260,450			240,255
As at December 31, 2021										
Inventories	70,641	34,939	-	7,601	-	143	113,324			113,324
Property development costs	2,022,426	6,180	-	-	-	-	2,028,606			2,028,606
Investment property	-	-	167,228	-	-	-	167,228			167,228
Property, plant and equipment	42,179	211	681	7,716	28	24,118	74,933			124,309

38. TIMING OF REVENUE RECOGNITION

In Thousand Baht

	Consolidated Financial Statements		Separate Financial Statements	
	2022	2021	2022	2021
Revenue recognized at a point in time	2,590,911	2,503,648	2,594,391	2,503,648
Revenue recognized over time	46,308	27,215	18,452	15,231
Total revenue from contracts with customers	2,637,219	2,530,863	2,612,843	2,518,879

39. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

Changes in the liabilities arising from financing activities for the years ended December 31, 2022 and 2021 are as follows:

In Thousand Baht

	Consolidated Financial Statements			
	Balance As at January 1, 2022	Cash flows Increase (decrease) *	Non-cash transaction Increase	Balance As at December 31, 2022
Bank overdrafts and short-term loans from the financial institutions	42,974	156,740	-	199,714
Short-term loan from related parties	5,000	-	-	5,000
Long-term loans from the financial institutions	585,650	236,217	-	821,867
Liabilities under the finance lease agreement	11,850	(5,854)	13,140	19,136
Total	645,474	387,103	13,140	1,045,717

In Thousand Baht

	Consolidated Financial Statements			
	Balance As at January 1, 2021	Cash flows Increase (decrease) *	Non-cash transaction Increase	Balance As at December 31, 2021
Bank overdrafts and short-term loans from the financial institutions	3,020	39,954	-	42,974
Short-term loan from related parties	184,000	(179,000)	-	5,000
Short-term loan from the director	2,500	(2,500)	-	-
Long-term loans from the financial institutions	423,312	162,338	-	585,650
Liabilities under the finance lease agreement	24,074	(14,266)	2,042	11,850
Total	636,906	6,526	2,042	645,474

* Financing cash flows included net proceed and repayment cash transactions in the statements of cash flows.

In Thousand Baht

	Separate Financial Statements			
	Balance As at January 1, 2022	Cash flows Increase (decrease) *	Non-cash transaction Increase	Balance As at December 31, 2022
Bank overdrafts and short-term loans from the financial institutions	42,974	156,740	-	199,714
Long-term loans from the financial institutions	585,650	236,217	-	821,867
Liabilities under the finance lease agreement	9,546	(4,285)	7,016	12,277
Total	638,170	388,672	7,016	1,033,858

In Thousand Baht

	Separate Financial Statements			
	Balance As at January 1, 2021	Cash flows Increase (decrease) *	Non-cash transaction Increase	Balance As at December 31, 2021
Bank overdrafts and short-term loans from the financial institutions	3,020	39,954	-	42,974
Short-term loan from related parties	179,000	(179,000)	-	-
Long-term loans from the financial institutions	423,312	162,338	-	585,650
Liabilities under the finance lease agreement	13,037	(5,081)	1,590	9,546
Total	618,369	18,211	1,590	638,170

* Financing cash flows included net proceed and repayment cash transactions in the statements of cash flows.

40. FINANCIAL INSTRUMENTS

40.1 Accounting policies

Details of significant accounting policies and methods adopted, including criteria for recognition of revenues and expenses relating to financial assets and financial liabilities are disclosed in note 4.2.

40.2 Financial risk management for financial instruments

The Company and its subsidiaries manage theirs financial risk that may arise in the financial assets and financial liabilities in normal course of business by using generally internal management and control system and the Company and its subsidiaries do not hold or issue any derivative instruments. The significant financial assets and financial liabilities of the Company and its subsidiaries comprise cash and cash equivalents, bank overdrafts and short-term loans from the financial institutions, trade account receivable and payable, include notes receivable and notes payable, loans, liabilities under the finance lease agreement.

40.3 Interest Rate Risk

The Company and its subsidiaries have the significant interest rate risks in relation to deposit at the financial institutions, bank overdrafts and short-term loans from the financial institutions, long-term loans from the financial institutions, loan from the director and short-term loan from the related parties and companies. Interest rate risk arises from the interest rate changes, which cause damage to the Company and its subsidiaries in the current period and in the future.

As at December 31, 2022 and 2021, the significant financial assets and financial liabilities classified by types of interest rates were as follows:

In Thousand Baht

	Consolidated Financial Statements			
	Net book value as at December 31, 2022			
	Floating interest rate	Fixed interest rate	Interest - free	Total
Financial assets				
Cash and cash equivalents	81,658	-	20,100	101,758
Trade and other current receivables	-	-	15,413	15,413
Other current financial assets	587	244	-	831
Other non-current financial assets	-	32,437	-	32,437
Financial liabilities				
Bank overdrafts and short-term loans from the financial institutions	39,284	160,430	-	199,714
Trade and other current payables	-	-	625,148	625,148
Short-term loan from related parties	5,000	-	-	5,000
Long-term loans from financial institutions	821,867	-	-	821,867
Debenture	-	149,845	-	149,845
Lease Liabilities	-	19,136	-	19,136

In Thousand Baht

	Consolidated Financial Statements			
	Net book value as at December 31, 2021			
	Floating interest rate	Fixed interest rate	Interest - free	Total
Financial assets				
Cash and cash equivalents	69,430	-	24,625	94,055
Trade and other current receivables	-	-	11,870	11,870
Other current financial assets	585	250	-	835
Other non-current financial assets	-	24,395	-	24,395
Financial liabilities				
Bank overdrafts and short-term loans from the financial institutions	6,544	36,430	-	42,974
Trade and other current payables	-	-	495,458	495,458
Short-term loan from related parties	5,000	-	-	5,000
Long-term loans from financial institutions	585,650	-	-	585,650
Debenture	-	149,745	-	149,745
Lease Liabilities	-	11,850	-	11,850

In Thousand Baht

	Separate Financial Statements			
	Net book value as at December 31, 2022			
	Floating interest rate	Fixed interest rate	Interest – free	Total
Financial assets				
Cash and cash equivalents	80,537	-	8,622	89,159
Other current financial assets	587	-	-	587
Other non-current financial assets	-	32,437	-	32,437
Financial liabilities				
Bank overdrafts and short-term loans from the financial institutions	39,284	160,430	-	199,714
Trade and other payable	-	-	585,750	585,750
Long-term loans from financial institutions	821,867	-	-	821,867
Debenture	-	149,845	-	149,845
Lease Liabilities	-	12,277	-	12,277

In Thousand Baht

	Separate Financial Statements			
	Net book value as at December 31, 2021			
	Floating interest rate	Fixed interest rate	Interest – free	Total
Financial assets				
Cash and cash equivalents	67,682	-	19,412	87,094
Other current financial assets	585	5	-	590
Other non-current financial assets	-	24,395	-	24,395
Financial liabilities				
Bank overdrafts and short-term loans from the financial institutions	6,544	36,430	-	42,974
Trade and other payable	-	-	492,425	492,425
Long-term loans from financial institutions	585,650	-	-	585,650
Debenture	-	149,745	-	149,745
Lease Liabilities	-	9,546	-	9,546

40.4 Foreign currency risk

As at December 31, 2022 and 2021, the Company has no exchange rate risk since it has no trade accounts receivable and accounts payable in foreign currency outstanding on the statement of financial position. The Company did not enter into forward contracts for hedging against exchange rate risk.

40.5 Liquidity risk

The Company manages its liquidity risk by maintaining adequate level of cash and cash equivalents to support the Company's operations as well as securing short-term credit facilities from financial institutions for reserve as necessary and to reduce the impact of fluctuations in cash flow.

40.6 Fair value of financial instruments

The Company uses the market approach to measure and disclosure their assets and liabilities that are required to be measured or disclosure at fair value by relevant financial reporting standards, except that the cost approach or income approach is used when there is no active market or when a quoted market price is not available.

Fair value hierarchy

Level 1 - Use of quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 - Use of inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (e.g. prices) or indirectly (e.g. derived from prices).

Level 3 - Use of unobservable inputs such as estimates of future cash flows.

As at December 31, 2022 and 2021, the Company had the following assets and liabilities that were measured at fair value using different levels of inputs as follows :

In Thousand Baht

	Consolidated/Separate Financial Statements				
		Fair value			
	Cost	Level 1	Level 2	Level 3	Total
As at December 31,2022					
Assets measured at fair value					
Current investments					
Open fund	498	-	587	-	587
Total	498	-	587	-	587
As at December 31,2021					
Assets measured at fair value					
Current investments					
Open fund	498	-	585	-	585
Total	498	-	585	-	585

During the current year, there were no transfers within the fair value hierarchy.

Valuation techniques and inputs to level 2

The fair value of investments in open fund that are not listed on the Stock Exchange of Thailand has been determined by using the net assets value per unit as announced by the fund manager.

As at December 31, 2022 and 2021, the financial assets and liabilities that are not measured at fair value (fair value disclosure) represented by the fair value hierarchy are as follows :

	Consolidateds				
		Fair value (In Thousand Baht)			
	Cost	Level 1	Level 2	Level 3	Total
As at December 31, 2022					
Assets disclosed at fair value					
Investment property	160,336	-	-	209,420	209,420
As at December 31, 2021					
Assets disclosed at fair value					
Investment property	167,228	-	-	206,959	206,959

	Separate				
		Fair value (In Thousand Baht)			
	Cost	Level 1	Level 2	Level 3	Total
As at December 31, 2022					
Assets disclosed at fair value					
Investment property	207,484	-	-	249,790	249,790
As at December 31, 2021					
Assets disclosed at fair value					
Investment property	167,228	-	-	206,959	206,959

Valuation techniques and inputs to level 3

The fair value of investment property is calculated by using the cost approach in determining the asset value. Land is used to compare with the market price and the replacement cost approach is used for building.

41. COMMITMENT AND CONTINGENT LIABILITIES

41.1 Operating lease commitments

As at December 31, 2022 future minimum lease payments under these operating leases contracts were as follows.

Payable within:	Million Baht
1 year	3.86

41.2 As at December 31, 2022, the Company and its subsidiaries had contingent liabilities from letters of guarantee issued by three banks to government agency and third parties, are as follows :

	In Million Baht	
	Consolidated Financial Statements	Separate Financial Statements
- Guarantee for electricity, water and others	5.77	5.37
- Guarantee fund for maintenance of public utilities	748.20	748.20

41.3 As at December 31, 2022, the Company had contingent liabilities to a bank from the guarantee on the customer's loan amounting to Baht 0.65 million and gasoline amounting to Baht 0.20 million (See Note 13).

41.4 As at December 31, 2022, the Company had the obligations to pay from entering into 6 land purchase and sale agreements amounting to Baht 168.98 million. The Company had the cash flows paid for the land deposit amounted Baht 17.36 million.

41.5 As at December 31, 2022, the Company has lawsuit as follows:

41.5.1 As at December 31, 2022, the Company had a lawsuit on the civil case of Pattaya court black case No. Por. 411/2561 with a juristic person Bayview Resort "defendant". The Company sued the defendant on expulsion charges claiming damages with the cost Baht 0.61 million.

On February 15, 2019, the court scheduled the witness investigation between the Company and defendant. The defendant's lawyer announced that defendant has discussed about it and agreed that defendant will end the use and benefit in the 2 plots of the disputed land including removing assets and dependents from the 2 plots of the disputed land. From June 8, 2018, the defendant agreed to follow the judgment of the final court in the civil case red case No. 1435/2561. The defendant agreed to revoke such appeal case and asked the court to order to dismiss the case temporarily to wait for the ultimate decision of such lawsuit.

Later, as the defendant did not dismiss the appeal, the Company also did not intend to dismiss the lawsuit. The court has considered and thinks that the main excuse of the charges in extending the case of the defendant in this case is the same excuse with the one filed to sue the Company by the defendant in the red case No. 1435/2561. On July 7, 2021, the Supreme Court had ordered to dismiss the lawsuit in accordance with 29.5.1. It had the same effect as the defendant in violation of the land dispute and had to be evicted from the land and the defendant renounced possession of the disputed land. The court scheduled an appointment for the witness examination of the Company and the defendant to be completed on April 7, 2022.

The defendant is currently not filed the appeal the judgment of the civil court by the period specified by the law. Therefore, the case had finalized on June 30, 2022.

The court ordered the defendant to pay Baht 0.37 million together with interest at the rate of 7.5% per annum of such principal from the date of filing (filing on April 2, 2018) to April 10, 2021 and reduced to a rate of 5% per annum or the rate changed by the Royal Decree added 2%, but the total must not more than 7.5% per year until the defendant had completed the payment and ordered the defendant to pay the fees for the Company on May 31, 2022.

41.5.2 On January 27 and 28, 2020, the Company was sued for 2 cases of claiming the compensation and delivering the properties related to public utilities and services in the undecided case No. Por Bor 959/2563 and the undecided case No. Por Bor 1118/2563. The total suing capital was Baht 54.83 million but both cases had the related causes, same counterparts and the same set of witnesses. Therefore, it had ordered to merge the litigation cases for convenience and quickness in the trial.

During the proceedings, both parties had agreed to waive the indictment on several issues. Therefore, the total capital of both cases was from Baht 54.83 million remaining amounted Baht 19 million and the court ordered the Pathumthani Provincial Land Office, Thanyaburi Branch to proceed with the survey to make a map of the dispute and set the date for examination of witnesses of the plaintiff and the witnesses of the defendant on September 19 and 26, 2022.

Later on December 13, 2022, the court had appointed to hear the judgment and had sentenced the defendant to pay totaled Baht 6 million including interest. From such sentence of the court, there were several issues that the Company had disagreed whether in the legal and in the factual issues. Therefore, the Company had filed the petition to extend the period of appeal for the appeal the sentence of the Civil Court. The appeal filing will be due on March 2, 2023. As at December 31, 2022, the Company was under the appeal filing and the Company's management had considered to estimate the expected losses amounted Baht 2 million which was stated in trade payables and other current payables and recognized such losses in the income statement for the year 2022.

42. RECLASSIFICATION

The reclassification in the statements of financial position as at December 31, 2021 and the statements of comprehensive income for the year ended December 31, 2021, have been classified differently to conform to the financial statement for the year then ended presentation and classification, with no effect on previously reported net income (loss) and earnings per share or shareholder' equity.

	In Thousand Baht		In Thousand Baht	
	Consolidated Financial Statements		Separate Financial Statements	
	As reclassified	As previously reported	As reclassified	As previously reported
The statements of financial position as at December 31, 2022				
Trade and other current receivables	11,870	11,870	10,054	9,912
Other current assets	3,074	3,074	1,514	1,656
Investment property	167,228	216,603	216,603	216,603
Property, plant and equipment	124,308	74,933	43,071	43,071

43. EVENTS AFTER THE REPORTING PERIOD

43.1 According to the resolution of the Board of Directors Meeting No. 6/2022 held on December 14, 2022, it was resolved to issue the Company's Secured Debentures of N.C. Housing Public Company Limited No. 1/2023 due in 2025 with callable debentures, amount of Bath 300 million (300,000 units at the par value of Baht 1,000 per unit). The type of debenture was callable, secured, and unsubordinated debentures with a debentureholders' representative with name-registered certificate. The debentures were 2 years from the issuance date. The fixed interest rate of 6% per annum was payable every three months which was offered to Institutional investors and/or Ultra High Net Worth investors and/or High Net Worth investors. The proceeds from the issuance of debentures will be used as working capital investments within the business. The subscription period is between February 7 - 9, 2023 and the issuance date of the debentures is February 10, 2023.

43.2 Accord to the minutes of the shareholder's meeting No.1/2023 held on February 23, 2023 the meeting had a resolution to approve paying the dividend in cash of Baht 0.110 per share, total amount 1.25 million share in total amount Baht 136.98 million and paid the dividend on May 18, 2023.

44. AUTHORIZATION FOR ISSUE OF FINANCIAL STATEMENTS

These financial statements were authorized for issue by the Company's directors on February 23, 2023.

Attachments

- **Attachment 1** Details of Directors, Executives, Controlling Persons, the Person Assigned to Take the Highest Responsibility in Accounting and Finance, the Person Assigned to Take Direct Responsibility for Accounting Supervision, the Company's Secretary and the Representative for Contact and Coordination in case of a Foreign Company
- **Attachment 2** Details of the Directors of Subsidiaries
- **Attachment 3** Details of the Heads of Internal Audit and Compliance Units
- **Attachment 4** Assets for Business Undertaking and Details of Asset Appraisal
- **Attachment 5** Unabridged Policy and Guidelines on Corporate Governance and Unabridged Code of Business Conduct prepared by the Company
- **Attachment 6** Report of the Audit Committee

Directors and Executives' Information

MR. TRIRAT JARUTACH , ASST. PROF.

Chairman and Independent Director

Age (s) 60

% of Shareholding* -

Relations -

Education / Training Background

- Master of Housing and Real Estate Development, Faculty of Architecture, Chulalongkorn University
- Bachelor of Architecture, Faculty of Architecture, Chulalongkorn University

Attendance of Thai Institute of Directors Association (IOD) Seminar

- Director Accreditation Program (DAP 157/2019)
- Director Certification Program (DCP 272/2019)

Experience for the past 5 years

Apr. 2019 - Present	Chairman and Independent Director N.C. Housing Plc. / Property Development
2019 - Present	Head of Excellent Center in Universal Design Chulalongkorn University / Educational Institution
1998 - Present	Lecturer, Department of Housing Faculty of Architecture Chulalongkorn University / Educational Institution
2014 - 2020	Director Universal Design Center (Thailand) Co., Ltd / Design of residential building construction.
2005 - 2019	Head of Environment Research Unit that is suitable for the elderly and the disabled Chulalongkorn University / Educational Institution

MR. PIBOON LIMPRAPHAT, PH.D.

Director, Independent Director, Chairman of the Audit Committee, Chairman of the Nomination and Remuneration and Corporate Governance Committee

Age (s) 82

% of Shareholding* -

Relations -

Education / Training Background

- Ph.D. University of Illinois
- M.A. (ECON), University of Philippines
- Bachelor of Economics, Thammasat University

Attendance of Thai Institute of Directors Association (IOD) Seminar

- Audit Committee Program (ACP 1/2004)
- Board & CEO Assessment No. 2/2003
- Director Certification Program (DCP 19/2002)
- The Role of the Chairman Program (RCP 3/2001)

Experience for the past 5 years

2018 - Present	Director, Independent Director, Chairman of the Audit Committee, Chairman of the Nomination and Remuneration and CG Committee N.C. Housing Plc. / Property Development
2004 - Present	Independent Director, Chairman of the Audit Committee, Chairman of the Remuneration Committee and Chairman of the Nomination Committee Ladprao General Hospital Plc. / Medical
2007 - Apr. 2021	Chairman Chu kai Plc. / Sell, repair service for cranes and provide rental service
2007 - 2018	Director, Independent Director, Chairman of the Audit Committee, Chairman of the Nomination Committee and Chairman of the Remuneration Committee N.C. Housing Plc. / Property Development

MR. VICHAN AMORNROJANAVONG

Director,
Independent Director and Member of the Audit Committee,
Member of the Nomination and Remuneration and
Corporate Governance Committee

Age (s) 71

% of Shareholding* -

Relations -

Education / Training Background

- Master Degree of Business Administration, Thammasat University
- Bachelor of Laws Program, Thammasat University
- Bachelor of Accounting, Chulalongkorn University

Attendance of Thai Institute of Directors Association (IOD) Seminar

- Director Certification Program (DCP) 17/2002

Experience for the past 5 years

Oct. 2021 - Present	Director, Member of the Executive Committee, Member of the Corporate Governance and Sustainability Development KCG Corporation Plc. / Import, manufacture and distribution of food products
Apr. 2019 - Present	Director, Independent Director and Member of the Audit Committee, Member of the Nomination and Remuneration and Corporate Governance Committee N.C. Housing Plc. / Property Development
Aug. 2015 - Present	Member of the Executive Committee Bangkok Commercial Asset Management Plc. / Management of non-performing loans (NPLs) and non-performing assets (NPAs)

MR. VORAKAN DHEPCHALERM

Director,
Independent Director and Member of the Audit Committee,
Member of the Nomination and Remuneration and
Corporate Governance Committee

Age (s) 65

% of Shareholding* -

Relations -

Education / Training Background

- Master Degree of Business Administration,
  Major: Finance, University of Scranton, Pennsylvania, U.S.A.
- Bachelor Degree of Business Administration,
  Major: Finance Assumption Business Administration College,
  Bangkok, Thailand

Attendance of Thai Institute of Directors Association (IOD) Seminar

-

Experience for the past 5 years

Apr. 2019 - Present	Director, Independent Director and Member of the Audit Committee, Member of the Nomination and Remuneration and Corporate Governance Committee N.C. Housing Plc. / Property Development

MR. VIKROM SRIPRATAKS

Director,
Independent Director and Member of the Audit Committee,
Member of the Nomination and Remuneration and
Corporate Governance Committee

Age (s) 70

% of Shareholding* -

Relations -

Education / Training Background

- Executive Program,
  The Wharton School of the University of Pennsylvania / USA
- Master of Business Administration, Thammasat University
- Bachelor of Engineering, Chulalongkorn University

Attendance of Thai Institute of Directors Association (IOD) Seminar

- Director Certification Program (DCP 104/2009)

Experience for the past 5 years

Feb. 2022 - Present	Director, Independent Director and Member of the Audit Committee, Member of the Nomination and Remuneration and Corporate Governance Committee N.C. Housing Plc. / Property Development
2014 - Present	Associate Judge (Class 10, 13) Central Intellectual Property and International Trade Court / Court of justice
May. 2021 - Jan. 2022	Director, Independent Director and Member of the Audit Committee N.C. Housing Plc. / Property Development
Jul. 2020 - May. 2021	Director, Independent Director N.C. Housing Plc. / Property Development

MR. SOMCHAO TANTHATHOEDTHAM

Director,
Member of the Nomination and Remuneration and CG Committee Chairman of Executive Committee and Chief Executive Officer (Authorized Director)

Age (s) 69

% of Shareholding* 1.88

Relations The brother of Mr. Somnuek Tanthathoedtham

Education / Training Background

- Graduate Diploma in Management of Public Economy for Executive Course (No.7), King Prajadhipok's Institute
- Graduate Diploma in Public Law and Management (No.6), King Prajadhipok's Institute
- Master of Business Administration (Business Law), Ramkhamhaeng University
- Master of Business Administration Thammasat University
- Bachelor of Medicine, Chulalongkorn University
- Diploma, National Defense College, No. 399
- Wellness & Healthcare Business Opportunity Program for Executives # 1, 2021 (WHB, Class 1)

Attendance of Thai Institute of Directors Association (IOD) Seminar

- Director Certification Program (DCP 128/2010)
- Director Accreditation Program (DAP 8/2004)
- CEO Performance Evaluation, 2004

Experience for the past 5 years

2019 - Present	Director and Managing Director Siri Arun Wellness Co., Ltd. / Intermediate care and wellness
2018 - Present	Director, Member of the Nomination and Remuneration and CG Committee, Chairman of Executive Committee and Chief Executive Officer N.C. Housing Plc. / Property Development
2018 - Present	Director Thailand Real Estate Association / Association
2007 - Present	Director Ladprao General Hospital Plc. / Medical
1998 - Present	Director N.C. Property Management Co., Ltd. / Project Management
1998 - Present	Director Quality Living Management Co., Ltd. / Community Management to housing residential and Condominium
2008 - 2018	Vice Chairman Thailand Real Estate Association / Association
2007 - 2017	Director, Member of the Remuneration Committee, Chairman of Executive Committee and Managing Director N.C. Housing Plc. / Property Development

MR. SOMNUEK TANTHATHOEDTHAM

Director,
Executive Director and Managing Director
(Authorized Director)

Age (s) 54

% of Shareholding* 2.38

Relations The brother of Mr. Somchao Tanthathoedtham

Education / Training Background

- Wellness & Healthcare Business Opportunity Program for Executives # 2, 2022 (WHB, Class 2)
- Master of Management (SASIN), Chulalongkorn University, 2005
- Bachelor of Engineering (Systems), University of Pennsylvania, Philadelphia,1992
- Bachelor of Science (Wharton School), Finance and Management, University of Pennsylvania, Philadelphia, 1992
- Real Estate Management, Chulalongkorn University, 1993
- Regional Planning for Executive (1/2008)
- Professional Development Program for Corporate Manager: Condominium / Project Village (1/2010)
- Thailand and ASEAN Economics Community (AEC) Class 4 of King Prajadhipok's Institute 2014
- Thammasat Leadership Program (TLP) Class 5 of Thammasat University 2014
- RE-CU Hotel Investment and Marketing Class 5 of Chulalongkorn University 2014
- RE-CU CEO Premium in Modern Real-Estate Business Class 2 of Chulalongkorn University 2016
- Executive Integrated Medical Management Program Chulabhorn International College of Medicine, Thammasat University, Class no. 1/2018
- Advanced Security Management Program (ASMP #10) Security Management Foundation, National Defence College of Thailand 2019.
- Thai-Chinese Leadership Studies (TCL) #3, 2020
- National Director Conference 2021 Course: Leadership Behind Closed Door

Attendance of Thai Institute of Directors Association (IOD) Seminar

- Director Certification Program (DCP 90/2007)
- Director Accreditation Program (DAP 8/2004)

Experience for the past 5 years

2020 - Present	Director, Quality Living Management Co., Ltd. / Community Management to housing residential and Condominium
2019 - Present	Director, Siri Arun Wellness Co., Ltd. / Intermediate care and wellness
Apr. 2018 - Present	Director, Executive Director and Managing Director N.C. Housing Plc. / Property Development
1998 - Present	Director and Managing Director, N.C. Property Management Co., Ltd. / Project Management
2017 - 2018	Director, Member of the Nomination Committee, Executive Director and Senior Executive Vice President N.C. Housing Plc. / Property Development
2011 - 2017	Director, Member of the Nomination Committee, Executive Director and Senior Executive Vice President (Operation 2) N.C. Housing Plc. / Property Development

Management's Information

as of December 31, 2022

MR. THAMRONG PLOOKJITRASOM

Assistant Managing Director

Age (s) 54

% of Shareholding* -

Relations -

Education / Training Background

- Master of Business Administration, Rangsit University
- Bachelor of Engineering, Kasetsart University
- REIT LEADER ACADEMY, Class 2/2021, Real Estate Investment Leaders

Attendance of Thai Institute of Directors Association (IOD) Seminar

-

Experience for the past 5 years

Aug. 2021 - Present	Assistant Managing Director N.C. Property Management Co., Ltd./ Project Management
May. 2020 - Present	Assistant Managing Director N.C. Housing Plc. / Property Development
2018 - 2020	Managing Director, Britania Company Limited / Property Development
2014 - 2018	House Project Director, Quality House Public Company Limited / Property Development

MR.RATTAKAI LERTSRIPREEYA

Assistant Managing Director

Age (s) 44

% of Shareholding* -

Relations -

Education / Training Background

- Master of Business Administration, Ramkhamhaeng University
- Bachelor of Civil Engineering, Srinakharinwirot University

Attendance of Thai Institute of Directors Association (IOD) Seminar

-

Experience for the past 5 years

2022 - Present	Assistant Managing Director N.C. Housing Plc. / Property Development
2018 - 2021	Senior Director Asian Property Co., Ltd. / Property Development
2013 - 2017	Head of Business Unit Asian Property Co., Ltd. / Property Development

MR. WALATCHANAT RUJIDASIRISAKUL

Senior Vice President,
Accounting and Financial Department
Act as Chief Financial Officer (CFO)

Age (s) 54

% of Shareholding* 0.03

Relations -

Education / Training Background

- Bachelor of Arts, Economies Finance and Banking, The University of the Thai Chamber of Commerce
- Real Estate Development No.25, Chulalongkorn University

Attendance of Thai Institute of Directors Association (IOD) Seminar

-

Experience for the past 5 years

Jun. 2022 - Present	Senior Vice President, Accounting and Financial Department (Act as Chief Financial Officer (CFO)) N.C. Housing Plc. / Property Development
2021 - Present	Director Quality Living Management Co., Ltd. / Community Management to housing residential and Condominium
Apr. 2020 - Present	Act as Chief Financial Officer (CFO) N.C. Housing Plc. / Property Development
2021 - May. 2022	Vice President, Financial Department N.C. Housing Plc. / Property Development
2002 - 2020	Manager, Financial Department N.C. Housing Plc. / Property Development

MRS. NAMPETCH TANTAWIRIYA

Vice President, Human Resource Department
Vice President, Executive Office Department
Vice President, Legal Department

Age (s) 57

% of Shareholding* -

Relations -

Education / Training Background

- Master of Public Administration, Chulalongkorn University
- Bachelor of Political Science, Chulalongkorn University
- KASET Mini MBA # 27, Kasetsart University
- Business model canvas by Alex Osterwalder's 2019
- Developing and Implementing an Outward Mindset, SEAC 2018

Attendance of Thai Institute of Directors Association (IOD) Seminar

-

Experience for the past 5 years

2021 - Present	Vice President, Human Resource Department Vice President, Executive Office Department Vice President, Legal Department N.C. Housing Plc. / Property Development
2011 - Present	Vice President, Human Resource Department N.C. Housing Plc. / Property Development

MR.PRAPAT VATCHARONURAK

Vice President,
Business Development Department

Age (s) 41

% of Shareholding* -

Relations -

Education / Training Background

- Master Degree in Housing Development [Real Estate], Chulalongkorn University
- Bachelor Degree in Business Administration [Finance], Raja Mangala Institute of Technology Bangkok Commercial Campus

Attendance of Thai Institute of Directors Association (IOD) Seminar

-

Experience for the past 5 years

Jul. 2020 - Present	Vice President, Business Development N.C. Housing Plc. / Property Development
2019 - 2020	Vice President, Business Development Altitude Development Co., Ltd / Property Development
2016 - 2019	Vice President, Business Development Fifth Development Co., Ltd. / Property Development

MR.JESSADA LUKKIPINISKUL

Vice President,
Marketing and Corporate Communications Department

Age (s) 49

% of Shareholding* -

Relations -

Education / Training Background

- Master of Business Administration, Mahanakorn University of Technology
- Bachelor of Communication Arts, Bangkok University

Attendance of Thai Institute of Directors Association (IOD) Seminar

-

Experience for the past 5 years

Sep. 2021 - Present	Vice President, Marketing and Corporate Communications Department N.C. Housing Plc. / Property Development
Jul. 2019 - 2021	Vice President, Marketing N.C. Housing Plc. / Property Development
2005 - 2019	Business Vice President Pruksa Real Estate Plc. / Property Development

MR. BOONCHAI ROJPANICH

Vice President,
Sales and Information Technology Department

Age (s) 53

% of Shareholding* -

Relations -

Education / Training Background

- Master of Business Administration, Marketing, Thammasat University
- Bachelor of Civil Engineering, Chulalongkorn University

Attendance of Thai Institute of Directors Association (IOD) Seminar

-

Experience for the past 5 years

Sep. 2021 - Present	Vice President, Sales and Information Technology Department N.C. Housing Plc. / Property Development
Aug. 2021 - Present	Executive Committee and General Manager N.C. Property Management Co., Ltd. / Project Management
2021 - Present	Director Quality Living Management Co., Ltd. / Community Management to housing residential and Condominium
Jul. 2019 - 2021	Vice President, Sales Management Department N.C. Housing Plc. / Property Development
2011 - 2019	Vice President, Project N.C. Housing Plc. / Property Development

MRS. AJCHARA KINGSAI

Vice President,
Property Ownership Transfer Department

Age (s) 60

% of Shareholding* 0.0002

Relations -

Education / Training Background

- Siam Commercial School, Marketing
- Professional Sale of Real Estate No.21

Attendance of Thai Institute of Directors Association (IOD) Seminar

-

Experience for the past 5 years

Jul. 2019 - Present	Vice President, Property Ownership Transfer Department N.C. Housing Plc. / Property Development
2011- 2019	Vice President, Sale Department N.C. Housing Plc. / Property Development

MR. SANIT LEEJUNTHUEK

Vice President,
Construction Department

Age (s) 51

% of Shareholding* -

Relations -

Education / Training Background

- Master of Business Administration (Management), Ramkhamhaeng University
- Bachelor of Civil Engineering, Mahanakorn University of Technology

Attendance of Thai Institute of Directors Association (IOD) Seminar

-

Experience for the past 5 years

2015 - Present	Vice President, Construction Department N.C. Housing Plc. / Property Development

MRS. NONGLAK TANTHATHERDTHAM

Vice President,
Purchasing Department

Age (s) 59

% of Shareholding* 1.12

Relations The sister of Mr. Somnuek Tanthathoedtham And Mr. Somchao Tanthathoedtham

Education / Training Background

- Bachelor Degree of Economics, Kasetsart University

Attendance of Thai Institute of Directors Association (IOD) Seminar

-

Experience for the past 5 years

Sep. 2021 - Present	Vice President, Purchasing Department N.C. Housing Plc. / Property Development
2021 - Present	Assistant Managing Director N.C. Property Management Co., Ltd. / Project Management
2019 - Present	Deputy Director of General Administration Siri Arun Wellness Co., Ltd. / Intermediate care and wellness
2017 - 2021	Vice President, Office of The President Department N.C. Housing Plc. / Property Development
1994 - 2017	Purchasing Manager N.C. Housing Plc. / Property Development

MS. SUMANEE BOONSARANA

Vice President,
Accounting Department (Assigned to take direct responsibility for accounting supervision)

Age (s) 58

% of Shareholding* -

Relations -

Education / Training Background

- Bachelor of Business Administration, Accounting, Valaya Alongkorn Rajabhat University
- Bachelor of Business Administration, Sukhothai Thammathirat

Attendance of Thai Institute of Directors Association (IOD) Seminar

-

Experience for the past 5 years

2011 - Present	Vice President, Accounting Department N.C. Housing Plc. / Property Development

MR.THARA THUANKLANG

Vice President,
Construction Department

Age (s) 45

% of Shareholding* -

Relations -

Education / Training Background

- Master's Degree Faculty of Engineering in Engineering and Construction Management, King Mongkut's University of Technology Thonburi, Bangkok
- Bachelor's degree in Civil Engineering, Mahanakorn University of Technology, Bangkok

Attendance of Thai Institute of Directors Association (IOD) Seminar

-

Experience for the past 5 years

2021 - Present	Vice President, Construction Department N.C. Housing Plc. / Property Development
2017 - 2020	Manager, Construction Department N.C. Housing Plc. / Property Development

MISS. KAMONWAN SAWADCHAI

Manager,
Accounting Department and Secretary of
The Audit Committee

Age (s) 59

% of Shareholding* -

Relations -

Education / Training Background

- Bachelor of Accounting,
  Valaya Alongkorn Rajabhat University
- Bachelor of Management,
  Sukhothai Thammathirat University

Attendance of Thai Institute of Directors Association (IOD) Seminar

-

Experience for the past 5 years

2010 - Present	Manager, Accounting Department N.C. Housing Plc. / Property Development
2010 - Present	Secretary of the Audit Committee N.C. Housing Plc. / Property Development

MISS. SUREEPORN SANGTHONGPRADIT

Manager,
Accounting Department

Age (s) 49

% of Shareholding* -

Relations -

Education / Training Background

- Bachelor of Managerial Accounting,
  Phranakhon Rajabhat University
- Bachelor of General Management,
  Phranakhon Rajabhat University

Attendance of Thai Institute of Directors Association (IOD) Seminar

-

Experience for the past 5 years

2015 - Present	Manager, Accounting Department N.C. Housing Plc. / Property Development

MISS. PORNTIPPA CHEEWARUANGROJ

Company Secretary**
Secretary of the Board of Directors
Secretary of the Nomination and Remuneration and Corporate Governance Committee
Manager, Investor Relations

Age (s) 46

% of Shareholding* -

Relations -

Education / Training Background

- Bachelor of Linguistic,
  Sukhothai Thammathirat University
- Edith Cowan University,
  Certificate of Accomplishment for the General English Course
- Laws and Rules Courses for Company Secretary,
  Chulalongkorn University

Attendance of Thai Institute of Directors Association (IOD) Seminar

- Company Secretary Program 73/2016
- Effective Minutes Taking 45/2019

Experience for the past 5 years

2017 - Present	Manager, Investor Relations N.C. Housing Plc. / Property Development
2015 - 2017	Senior Compliance Officer, Compliance Department Nippon Pack / Packaging

Remark: 1. * Shareholding information at the latest book closing date on December 30, 2022

2. **Duties and responsibilities of the Company's secretary has described in Form 56-1 One Report on section 7.6 Another important information

3. Directors and Management of the company never having a criminal record

Details of the Directors of Subsidiaries

As of December 31, 2022

Directors	The Company	Subsidiaries			Related Companies								
	NCH	NCPM	QLM	SIRI ARUN	1	2	3	4	5	6	7	8	9
1. Mr. Trirat Jarutach, Asst. Prof.	X												
2. Mr. Piboon Limpraphat, Ph.D.	/												
3. Mr. Vichan Amornrojanavong	/												
4. Mr. Vorakan Dhepchalerm	/												
5. Mr. Vikrom Sriprataks	/												
6. Mr. Somchao Tanthathoedtham	/, //	/	/	/	/	/	/	/	/	/	/	/	/
7. Mr. Somnuek Tanthathoedtham	/, //	/	/	/	/	/		/	/	/	/		/

Notes :

1. NCH = N.C. Housing Plc.
   NCPM = N.C. Property Management Co., Ltd.
   QLM = Quality Living Management Co., Ltd.
   SIRI ARUN = Siri Arun Wellness Co., Ltd.
2. X = Chairman, / = Director, // = Executive Director
3. Related Companies :
   1) S.C. Construction and Decoration Co., Ltd.
   2) Sathaporn Wattana Trading Co., Ltd.
   3) Sathaporn Wattana Transportation Limited Partnership
   4) Sap Namchai Pattana Co., Ltd.
   5) Namchai Property Development Co., Ltd.
   6) NCH 2555 Holding Co., Ltd.
   7) Namchai Golf Management Co., Ltd.
   8) Tanya Cart Management Co., Ltd.
   9) Sathaporn Homemart (1999) Co., Ltd.

Details of the Heads of the Internal Audit and Compliance Units

Kandit Advisory Services Co., Ltd. (KAS)
Mr.Khamnung Sarisara

Educational background:	Bachelor of Business Administration, Accounting, Ramkhamhaeng University Diploma Executives, Mini MBA, Thammasat University Diploma Internal Auditor, The Institute of Internal Auditors of Thailand Tax Auditor, Revenue Department Certificate - Director Accreditation Program Certificate - Advanced Audit Committee Program
Work Experience:	2018: Senior Director of Administration / S.Napa (Thailand) Company Limited 2017: Executive Chairman / Dharmniti Internal Audit Company Limited 1989 - 2016: Executive Committee / Dharmniti Auditing Company Limited
Present:	Chief Executive Officer / Kandit Advisory Services Co., Ltd. Mr. Khamnung has extensive experience of over 30 years in auditing, internal auditing (listed company/unlisted company/government agencies), accounting system setting,due diligence audit, risk assessment, internal control system, etc., and acts as a consultant of accounting/accounting system/tax/ internal control ,and as a special speaker in accounting/accounting system/ internal control/risk management (Dharmniti Seminar and Training Co.,Ltd.), also was a former member of the Accounting Committee (Federation of Accounting Professions), and is a senior executive in private organization. **The masterpiece is setting up an accounting system for the 13th Asian Games.** KAS's Customer: Intercontinental Jewelry Manufacturing Public Company Limited, Index Creative Village Public Company Limited, Cotco Metal Works Co.,Ltd., The Signature Brand Co., Ltd., Abatek (Asia) Public Company Limited, Nara Global Co., Ltd. Sapthip Co., Ltd. Cissa Group, TSB Steel Co., Ltd., Fancy Wood Industries Public Company Limited, etc.
Office location:	Kandit Advisory Services Co., Ltd. 637/1 Promphan 1 Building, 3rd Floor, Lat Phrao Road, Chomphon, Chatuchak, Bangkok 10900 Mobile: 081-1713546 Tell: 02-038-9388 Email: Khamnung@Kasadvisory.com

Assets for Business Undertaking and Details of Asset Appraisal

Assets for business

1 Main asset

1. Property, plant and equipment as of December 31, 2022

Item	Book Value (million baht)	Obligation
Land * Office	0.66	None
Sport Club	11.92	None
Building * Office	31.88	Details in the remarks
Sport Club	3.32	Details in the remarks
Model house and sales office (Baan Fah Piyarom, Lam Luk Ka District, Pathum Thani Province (11-0-0))	0.00	None
Building Renovation • Head Office, Lam Luk Ka District, Pathum Thani Province (4-storey commercial building, width 5 m., length 12 m.) • Baan Fah Piyarom Sales Office	23.61	
Machinery and Equipment	14.32	None
Office Equipment	8.30	
Furniture and Fixtures	10.95	None
Vehicle	8.69	None
Medical Equipment	9.41	None
Other	38.24	None
Total	**161.30**	
Impairment of Sport Club	1.75	
Total	**159.55**	

Remark: * The location of land and building consists of;

- Baan Fah Green Park Club, Ladprao, Bang Kapi District, Bangkok, area 321.50 sq.wa.
- Fah Piyarom Club, Lam Luk Ka District, Pathum Thani, area 3,875 sq.wa.
- Head Office Building, Lam Luk Ka District, Pathum Thani.

The Company collects rental fees as income for the maintenance of the Company's clubhouse building.

2. Project of houses and land for sale of the Company and its subsidiaries (as of December 31, 2022)

	Project Name / Location / Type	Remaining land (Ri)	Value (million baht)		Holder	Obligation
			Cost Estimate	Book Value		
1	Baan Narisa Thonburirom Pracha Uthit 80 Road, Rat Burana District, Bangkok /SH	0-3-28.30	13.13	4.81	NC	None
2	Thanyathani Village 2 Lam Luk Ka Road (Klong 5), Lam Luk Ka District, Pathum Thani /SH	0-3-60.60	44.90	17.20	NC	None
3	Natureza North Pattaya P.1 Naklua Subdistrict, Bang Lamung District, Chonburi /CD	4-0-66.00	20.85	17.24	NC	None
4	Natureza North Pattaya P.2 Naklua Subdistrict, Bang Lamung District, Chonburi /CD	4-2-68.00	17.69	2.74	NC	None
5	Baan Fah Piyarom P.16 Lam Luk Ka Road (Klong 6 East), Lam Luk Ka District, Pathum Thani /SH	21-2-75.00	229.41	121.82	NC	None
6	Baan Fah Piyarom P.17 Lam Luk Ka Road (Klong 6 East), Lam Luk Ka District, Pathum Thani /SH, DH, TH	18-2-64.70	207.76	95.56	NC	None
7	N.C. On Green Charm Classic Lam Luk Ka Road (Klong 5), Lam Luk Ka District, Pathum Thani /SH	24-3-03.70	445.65	231.84	NC	Guarantee for loan amount 32.46 million baht.
8	N.C. on Green Palm Park 2 Lam Luk Ka Road (Klong 5), Lam Luk Ka District, Pathum Thani /DH, TH	24-0-36.10	375.92	211.29	NC	Guarantee for loan amount 23.08 million baht.
9	Baan Fah Greenery Pak Kret-Ratchapruek Bang Phlap Subdistrict, Pak Kret District, Nonthaburi /SH	0-1-43.20	6.70	4.62	NC	None
10	Baan Fah Greenery Theo Petchkasem-Pinklao, Rai Khing Subdistrict, Sampran District, Nakhon Pathom /SH, DH, TH	51-2-04.60	864.54	589.40	NC	Guarantee for loan amount 390.82 million baht.
11	Baan Fah Greenery Theo Chaiyaphruek-Chaengwattana, Rahan Subdistrict, Bang Bua Thong District, Nonthaburi /SH, DH	43-1-59.90	725.17	468.33	NC	Guarantee for loan amount 522.57 million baht.
12	Diamant Condominium Building D Fa Ham Subdistrict, Mueang District, Chiang Mai /CD	1-0-98.70	3.39	2.37	NC	None

Project Name / Location / Type	Remaining land (Ri)	Value (million baht)		Holder	Obligation
		Cost Estimate	Book Value		
13 Baan Fah Greenery Loft Pattaya Nong Prue Subdistrict, Bang Lamung District, Chonburi /DH	11-1-33.70	124.69	91.98	NC	Guarantee for loan amount 638.00 million baht.
14 Baan Fah Green Park Time Lam Luk Ka (Klong 7) Lam Luk Ka Road, Lam Luk Ka District, Pathum Thani /DH,TH	29-0-74.20	234.67	160.43	NC	Guarantee for loan amount 94.32 million baht.
15 Baan Fah Greenery Neola (Klong 2) Khlong Luang Subdistrict, Khlong Luang District, Pathum Thani /SH, DH	39-2-12.80	293.19	311.15	NC	Guarantee for loan amount 374.74 million baht.
16 Baan Fah Greenery Neola (Klong 7) Lam Luk Ka Subdistrict, Lam Luk Ka District, Pathum Thani /SH, DH	19-1-20.00	139.01	174.40	NC	Guarantee for loan amount 198.97 million baht.
17 Baan Fah Townee Srinakarin-Thepharak Phraeksa Subdistrict, Mueang District, Samut Prakan /TH	9-3-92.10	80.40	86.47	NC	Guarantee for loan amount 51.50 million baht.
18 Baan Fah Greenery Tiwa 2 Pinklao-Sai 5 Bang Kratuek Subdistrict, Sampran District, Nakhon Pathom /SH	12-2-34.10	110.75	69.17	NC	Guarantee for loan amount 168.84 million baht.
19 Vacant land In front of Baan Fah Greenery Project Pinklao-Sai 5, Bang Toei Subdistrict, Sampran District, Nakhon Pathom /L	6-2-11.90	49.82	45.74	NC	Guarantee for loan amount 50.00 million baht.
20 Vacant land Naklua Subdistrict, Bang Lamung District, Chonburi /L	3-2-75.00	40.69	30.19	NC	Guarantee for loan amount 20.00 million baht.
21 Vacant land Chaiyaphon Road, Bang Lamung District, Chonburi Province (adjacent to Natureza, North Pattaya, P 1,2) /L	13-3-61.00	220.57	89.53	NC	Guarantee the same amount of loan as Clause 19
22 Vacant land Lam Luk Ka Road (Klong 6 East), Lam Luk Ka District, Pathum Thani /L	17-0-40.00	451.55	264.52	NC	None
23 Vacant land Lam Luk Ka Road (Klong 6 East), Lam Luk Ka District, Pathum Thani /L	177-0-96.80	482.47	290.25	NC	Guarantee for loan amount 25.00 million baht.
24 Vacant land Klong 5 Lam Luk Ka Road (Klong 5), Lam Luk Ka District, Pathum Thani /L	336-0-63.30	838.57	743.95	NC	Guarantee for loan amount 7.20 million baht.

Project Name / Location / Type	Remaining land (Ri)	Value (million baht)		Holder	Obligation
		Cost Estimate	Book Value		
25 Vacant land Bang Lamung Subdistrict, Chonburi /L	14-0-41.20	76.16	41.05	NC	Guarantee for loan amount 10.43 million baht.
26 Vacant land Nong Khon Kwang Subdistrict, Mueang District, Udon Thani /L	67-2-89.50	311.53	287.22	NC	None
27 Vacant land Bang Rathuk Subdistrict, Sampran District, Nakhon Pathom /L	7-3-94.00	55.40	29.42	NC	None
Including vacant land	**644-1-72.70**	**2,526.76**	**1,828.86**		
Total	**962-2-46.60**	**6,469.30**	**4,489.68**		

Remark: 1. SH = Single House, DH = Twin House, TH = Townhouse, CD = Commercial Building, L = Vacant Land
2. Appraisal by Prefer Appraisal Company Limited as of December 2022.
The Market Approach and Depreciated Replacement Cost adjust by project investments.

2 Investment Policy in Subsidiaries

The company has a policy to invest in real estate development business. and businesses that are primarily related to the development of housing estates for sale By taking into account the appropriate rate of return in that business. As of December 31, 2022, the Company has investments in 2 subsidiaries as follows:

Subsidiary	Business Type	Registered Capital (million baht)	Investment Proportion (%)
1. N.C. Property Management Company Limited (NCPM)	Construction and Project management	85.00	99.99
1.1 Siri Arun Wellness Company Limited (Siri Arun is a subsidiary of NCPM)	Intermediate care and Wellness and related businesses	25.00	60.00
2. Quality Living Management Company Limited (QLM)	Village Administration	1.00	99.99

Management policies on the subsidiaries and associated companies

The company will send directors who are representatives of the company to manage the subsidiary in proportion to the company's shareholding in that subsidiary. to set important policies and control the business operations of the subsidiaries in an appropriate direction and create good returns for the company

Details about the property appraisal list

- No attachments -

Unabridged Policy and Guidelines on Corporate Governance and Unabridged Code of Business Conduct prepared by the Company

➢ Code of Conduct

http://investor.ncgroup.co.th/en/code-of-conduct/

➢ Corporate Governance Policy

http://investor.ncgroup.co.th/en/corporate-governance-policy/

➢ Committee and sub-committee charter

Audit Committee charter

1. Composition and appointment

1.1 The company's Board of Directors and/or shareholders (via shareholder meeting) are responsible for appointing the Audit Committee by selecting individuals with full qualifications according to the announcement of the Stock Exchange of Thailand (SET).

1.2 The Audit Committee is composed of 3 directors who are not part of the company's management and considered independent.

2. Qualifications

2.1 A director who does not holds more than 1% of the company's (or its subsidiaries, associated/related companies) paid-up shares including the shares held by persons related to such director.

2.2 A director who is not involved in managing the company, its subsidiaries, associated/related companies or a major shareholder of the company including not an employee, a staff or an advisor who receives regular salary from the company (including its subsidiaries, associated/related companies) or major shareholder of those companies.

2.3 A director who does not benefit financially or has conflict of interest (regardless of whether directly or indirectly) or has a role in managing the company/subsidiaries/associated/related companies or is a major shareholder of the company. A director who is not involved in conflict of interest of the foregoing nature one year before being appointed a director in the Audit Committee unless the company's Board of Director has carefully considered and deemed that such financial benefit or conflict of interest does not affect the director in performing his duty or in giving his independent opinions.

2.4 A director who is not related to (i.e. a relative of) a member of the company's management team including its major shareholder.

2.5 A director who is not appointed as the company's representative in charge of protecting the benefits of the company's Board of Directors, the company's major shareholders or a shareholder who is related to the company's major shareholder.

2.6 A director who can voice opinions or report his performance as assigned by the company's Board of Director and does not come under the control of the company's management or the company's major shareholder including his/her relatives or related persons.

3. Terms of service

3.1 Audit Committee members' terms of service is 3 years starting from the date of appointment. An Audit Committee member whose terms of service has expired is eligible for re-appointment.

3.2 A director ceases to be a member of the Audit Committee due to the expiration of his terms of service. Below are other reasons for leaving the directorship position.

(1) No longer the company's director.

(2) Resigned.

(3) Decease.

(4) The company's Board of Director terminate his employment contract.

3.3 In the event an Audit Committee member wishes to resign before the expiration of his terms of service he should inform the company's Board of Director 1 month in advance together with giving reason to enable the company's Board of Director to consider other person with full qualifications as replacement whilst also inform the Stock Exchange of Thailand as necessary.

4. Scope and duty of the Audit Committee

4.1 To ensure the company reports its financial information correctly and adequately by coordinating with external auditor and the management in charge of preparing quarterly and yearly financial reports. The Audit Committee may suggest the auditor review or audit any item considered necessary and deemed important during the process of auditing the company.

4.2 To ensure the company has put in place an appropriate and effective internal control and audit system, to consider the independence of internal audit unit including giving consent in appointing, transferring, terminating employment of the chief of internal audit or other units with the responsibility of performing internal audit.

4.3 To ensure the company complies with the SET's securities and exchange laws or any relevant laws pertaining to the company's business.

4.4 To consider, select and propose an independent party to act as the company's external auditor and propose its compensation taking into consideration the credibility, resource sufficiency, work volume and the experience of the individual assigned to audit the company's accounting books. The Audit Committee is expected to participate in the meeting with external auditor without the presence of the company's management at least once a year.

4.5 To consider connected transactions or items with potential conflict of interest and ensure compliance with relevant laws and the SET's regulations. Ensure that such items are reasonable and provide the company with the maximum benefits.

4.6 Prepare Audit Committee report to be included in the company's annual report signed by the chairman of the Audit Committee and contain at least the followings:

4.6.1 Opinion on the correctness and completeness of the financial reports.

4.6.2 Opinion on the adequacy of the company's internal control system.

4.6.3 Opinion on compliance with the SET's securities and exchange laws or other relevant laws pertinent to the company's business.

4.6.4 Opinion on the suitability of the external auditor.

4.6.5 Opinion on items with potential elements of conflict of interest.

4.6.6 The number of the Audit Committee meetings and that of each director.

4.6.7 General comments or observation by the Audit Committee on their performance according to the charter.

4.6.8 Other information that the shareholders and investors should be aware of under the scope and responsibility assigned by the company's Board of Director.

4.7 Other duties as assigned by the company's Board of Director and greenlighted by the Audit Committee.

5. Meetings

5.1 The Audit Committee must organize meetings at least 4 times a year and is authorized to call additional meetings as deemed necessary.

5.2 At each Audit Committee meeting, there must be at least half of the Audit Committee members present to form a valid quorum.

5.3 In the event the chairman of the Audit Committee cannot attend the meeting, the attending committee members should select a member to act as the meeting chairman.

5.4 The resolution of the Audit Committee shall be based on the majority vote of the attending members that form valid quorum. Each member is allowed one vote. If the number of votes are equal, the chairman's vote shall be final. Any director involved in conflict of interest shall not vote on that specific matter.

6. Reporting

6.1 The Audit Committee is responsible to the company's Board of Director and reports its performance at each of the company's board meetings.

6.2 If the Audit Committee reports a matter to the company's Board of Director that has significant impact on the company's financial position/results, discussed the matter with the Board together with the management on the necessary remedials to be taken, however, after the agreed timeframe elapses finds that the recommended remedial action has been ignored without any good reason, any member of the Audit Committee may report the incident to the Securities Exchange Commission or the Stock Exchange of Thailand.

6.3 Report the tasks completed during the year to the shareholders via annual report.

7. Maintaining the Audit Committee quality

7.1 The Audit Committee regularly receives trainings relating to the nature of their work such as:

- Financial management and related risk management
- Financial management and related control
- Accounting and related reporting
- Information on industry outlook, business operations and supervision

In addition, the Audit Committee may participate in trainings and seminars conducted by external parties including following up on the development of accounting and auditing guidelines from the external auditor apart from those recommended by the management.

7.2 The Audit Committee should self-evaluate at least once a year to ensure its performance is conducted effectively and achieve the set objectives. The chairman of the Audit Committee must report the outcome of self-evaluation and any obstacles encountered by them that prevented meeting objectives to N.C. Housing PCL's Board of Director for information.

This charter takes effect from 12 November 2018 and approved by the company's Board of Director in the meeting no. 5/2561 on 12 November 2018.

(Associate Professor Trirat Jarutas)

Chairman of the Board
N.C. Housing Plc.

Nomination Committee (duties also include employee compensation / business supervision) charter

1. Composition and appointment

1.1 The company's Board of Director shall consider appointing the Nomination Committee to consider employee compensation and perform business supervision by selecting candidates among the company's directors.

1.2 The Nomination Committee entrusted with the duty of overseeing employee compensation and business supervision is composed of at least 3 directors 2 of whom must be independent directors.

1.3 The chairman of the Nomination Committee must be an independent director in order that he can perform his duty independently.

2. Qualifications

2.1 Must be a company's director.

2.2 Has broad vision, regularly monitor changes in the company performance in order to improve the guidelines on setting compensation and business supervision.

2.3 Has knowledge, capability and experience including knowledge and understanding on the qualifications, duties and responsibilities of his position as a member of Nomination Committee and can devote his time to perform the assigned duty adequately.

2.4 Nomination Committee must be independent similar to the Audit Committee per the SET's announcement on the qualification and scope of duty of Audit Committee.

3. Terms of service

3.1 The Nomination Committee's terms of service is 3 years similar to the terms of service of the company's director. Note that upon the expiration of terms of service, the director can be reappointed.

3.2 A Nomination Committee member not only ceases to be a member of the Nomination Committee after the expiration of his terms of service. Other reasons for leaving his position in the Nomination Committee are as follows.

(1) No longer serving as the company's director.

(2) Resigned.

(3) Decease.

(4) The company's Board of Director terminate his employment contract.

3.3 In the event the position of Nomination Committee becomes vacant for reason other than the expiration of terms of service, the company's Board of Director shall appoint a director with full qualifications as replacement at the next BOD meeting. However, if the remaining tenure of the outgoing director is less than 2 months, the replacing director can remain in the Nomination Committee until the terms of the outgoing director ends.

4. Scope and duty

4.1 Consider the guidelines, process, organization structure and composition including the Committee and Sub-Committee qualifications.

4.2 Recruit candidates that possess appropriate qualifications to fill the position of board member, sub-committee, chairman of the board, chairman of the executive committee, chief executive officer, managing director, company secretary, secretary of the board and sub-committee secretary whenever a position becomes vacant or a new position is created for proposing to the company's Board of Director and/or shareholders for approval.

4.3 Set guidelines and assess performance of the Board of Director, sub-committee, chairman of the executive committee and the managing director.

4.4 Support the company in giving opportunity to minor shareholders to propose candidates for consideration as the company's director.

4.5 Consider the compensation of the directors, sub-committee, Board of Director which shall include monthly compensation, meeting fee, annual bonus and other benefits, both financial and non-financial, for proposing to the Board of Director and shareholders for approval.

4.6 Consider the compensation of the chairman of the executive board and the managing director which shall include monthly compensation, annual bonus, and other benefits, both financial and non-financial, to the company's Board of Director for approval.

4.7 Consider employee compensation, both financial and non-financial, for the Board of Director's approval.

4.8 Prepare appropriate good corporate governance policy under the legal framework, guidelines, rules and regulations of the supervisory units such as the Stock Exchange of Thailand, the Securities Exchange Commission and other concerned units including the international guidelines on good corporate governance for approval by the Board of Director.

4.9 Consider to review and improve the policy on good corporate governance regularly so that it complies with the international practice standards and complies with the local laws, guidelines, rules and regulations that pertains to the company's nature of business.

4.10 Direct, supervise and provide suggestions to the directors, management, employee in performing their duty and responsibility in line with the policy of good corporate governance that is effective and continuing.

4.11 Propose the requirements and guidelines regarding business ethics and code of conducts for director, management and employee.

4.12 Support and promote the parties involved in conflict of interest to comply with the company's good corporate governance policy.

4.13 Lay the framework for supervisory guidelines on anti-corruption practice in the company.

4.14 Report the outcome of good corporate governance practice to the company's Board of Director and, in case of occurrence of important event which may significantly affect the company, report to the company's Board of Director for their information and consideration as soon as possible.

4.15 Perform any other assignment given from the company's Board of Director relating to recruiting, compensation and supervision-related duty.

5. Meetings

5.1 The Nomination Committee must call for meetings as deemed necessary.

5.2 The Nomination Committee meeting must include the presence of not less than half of the committee members to form a valid quorum.

5.3 In the event the chairman of the Nomination Committee cannot attend the meeting, the attending Committee members should select a member to act as the meeting chairman.

5.4 The resolution of the Nomination Committee is decided by the majority vote of attending members that form a valid quorum and each member has one vote. In case of equal number of votes, the chairman's vote is considered final unless there are only two members present at the meeting in which case a unanimous vote is required. Any member with conflict of interest cannot vote on the particular matter.

6. Reporting

6.1 The Nomination Committee is responsible to the company's Board of Director and to report the task completed (if any) at each Board of Director meeting.

6.2 Report the tasks completed during the past year to the shareholders via the annual report.

This charter takes effect from 20 December 2019 and approved by the company's Board of Director in the meeting no. 6/2019 on 20 December 2019.

(Associate Professor Trirat Jarutas)

Chairman of the Board
N.C. Housing Plc.

Report of the Audit Committee

Board of Directors' Duties on Financial Disclosure

To The Shareholders

As a publicly listed company on the Stock Exchange of Thailand (SET), the Company's Board of Directors understands the importance of ensuring integrity in information disclosure and ensuring complete, transparent, sufficient disclosure of the Company's financial statements. Such disclosure observes generally accepted accounting principles with discretion observed on the suitability, appropriateness, and circumspect of accounting principles, which is applied on a consistent basis. Such robust accounting guidelines also serve to protect against fraud or abnormal transactions where due consideration was given in determining the appropriateness and comprehensiveness of guidelines to best reflect the Company's true financial performance.

The Company's Board of Directors appointed the Audit Committee with members including Independent Directors with qualifications as stipulated by the SET and was charged with the responsibility to oversee that the financial and operating information provided by the Company maintains integrity and is sufficient and to report its findings and suggestions to the Company's Board of Directors. The Committee is also responsible for the transparent, correct and complete disclosure of information regarding related party transactions and transactions that may have conflicts of interest. Ensuring a comprehensive risk management system, a robust internal audit process and a comprehensive and appropriate corporate governance policy along with having an effective assessment process on abiding with all applicable legal guidelines and that of the SET are all part of the Audit Committee's responsibility. A report by the Audit Committee has been provided in the Company's annual report.

The Company's Board of Directors believes the Company's overall internal audit process to be sufficient and should provide a level of comfort that the Company's financial statements and the consolidated financial statements for the period ending December 31, 2022 for which the Company's Audit Committee, Company's management and the Company's financial auditors have reviewed and audited to be correct, complete, appropriate and employs generally accepted accounting principles and abides by all applicable laws and related guidelines.

(Mr. Trirat Jarutach, Asst. Prof.)

Chairman

(Mr. Somchao Tanthathoedtham)

Chief Executive Officer

Audit Committee's Good Corporate Governance Report

To The Shareholders

The Company Board of Directors has announced the Corporate Governance Policy since 24 February 2006 and has determined to review and update it regularly every year to be in compatibility with the development of Corporate Governance Principles by the Stock Exchange of Thailand in order to cause the creation of the system that provides the structure and process of the relationships among the Board of Directors, Management and shareholders. The business is overseen to be carried on in an appropriate direction as it should be by having measures on checking and balancing as well as on the use of resources for maximum benefit in order to create competitiveness which will lead to growth and value addition to shareholders in the long-term as well as building confidence in the shareholders, investors and related parties in conducting the business of the enterprise.

The Company's concept of the Corporate Governance Policy is based on the basic principles of good corporate governance in relation to the transparency, honesty responsibility for the performances in accordance with the duty and competitive ability as well as providing care and supports to the Management and employees to carry on their work carefully with the ethics in doing business properly and righteously by dividing it into 5 sections;

Section 1 Board of Directors

Section 2 Shareholders' rights and equality

Section 3 Disclosure of information and Transparency

Section 4 Risk Management and Control

Section 5 Ethics

Audit committee was appointed to be a sub-committee by Board of Directors in their meeting. Sub-committee was an independent mechanic in balancing the power of management. Internal audit department and system development department reported the efficiency of the existing control system to the audit committee. They also supported to make continuously self audit happened in all levels of the company. This would build an audit culture and control environment. Then employee participation followed. Participated employees would keep or improved this audit system. Good audit system impacted directly to human resource development and was important fundamental to company's efficiency and effectiveness improvement.

Mr. Piboon Limpraphat, Ph.D.

Chairman of the Audit Committee

Audit Committee's Report

To The Shareholders

N.C. Housing Public Company Limited's Audit Committee was appointed by the Company's Board of Directors on November 7, 2006 for a period of 3 years. The Audit Committee is made up of 4 Independent Directors possessing qualities as stipulated by the Stock Exchange of Thailand (SET) along with the guidelines relevant to the Audit Committee. Members of the Audit Committee include:

1.	Mr. Piboon	Limpraphat, Ph.D.	Chairman
2.	Mr. Vichan	Amornrojanavong	Member
3.	Mr. Vorakan	Dhepchalerm	Member
4.	Mr. Vikrom	Sriprataks	Member

Activities were undertaken as per the given responsibilities by the Company's Board of Directors and as per the responsibilities stipulated in the Audit Committee's Charter, which parallels the guidelines as stipulated by the SET. In 2022, the Audit Committee meeting total of 4 times which includes four persons who had series of meetings with audit committee group of N.C. Housing Public Company Limited with the attendance of senior management, the internal audit's external consultant, Head of Internal Audit and System Development and the Company's financial auditor as necessary. Key activities undertaken for the year include:

1) Reviewed the Company's quarterly and full year financial statements for fiscal year 2022. To provide a level of confidence that the Company and its consolidated financial statements have been prepared in accordance with generally accepted accounting principles with sufficient and complete disclosure of financial information. The review is also to ensure that the disclosure is with integrity and review transactions between the Company and its subsidiaries and that of related party transactions or conflict with the company benefits according to law and the regulations of the Stock Exchange of Thailand or other laws which are liable to company policies.

2) Reviewed and approved the annual internal audit plan and ensured the adherence to the approved audit plan and make necessary adjustments to better risk control with the changing risk resulting from the change in operating environment. Made recommendations to improve effectiveness of the internal audit process while approval was given to further clarify the guidelines outlining the Department's responsibilities and duties.

3) Reviewed and assessed the effectiveness of the Company's internal control process and sufficiency of the company's internal audit system through the audit reports made by internal audit's external consultant and the Internal Audit Department's reports. The Committee oversaw the ongoing development of the internal control process and assessed the Company internal control process in accordance with the internal control sufficiency form used to minimize the risk of any mishaps. Ensured the compliance with both the Committee's resolutions and also that of the Board of Directors' resolutions.

4) Reviewed the policies and risk management procedures along with the progress of managing such risks as submitted by senior management on a quarterly basis to ensure confidence that the Company's risks have been minimized to an acceptable level.

5) Reviewed the effectiveness of the Company's good corporate governance by ensuring transparent information disclosure and follows the laws as stipulated by the guidelines of the Securities and Exchange Act. which it is announce of SEC, SET and Laws related to business operations.

6) Reviewed and performed a self-assessment in relation to the Audit Committee's Charter and in line with guidelines stipulated by the SET.

7) Considered, selected ,and nominated an independent auditor, and determined appropriate remuneration to be proposed to the Board of Directors, and sought approval from the Company's AGM to appoint Dharmniti Auditing Company Limited as the Company's auditor for the year 2022.

8) To undertake other related activities as assigned by the Company's Board of Directors.

The Company's Audit Committee believes that the Company's internal audit process, Risk Management process and Good corporate governance are sufficient and appropriate, and provides a level of confidence in the integrity of the Company's financial statements in its totality and this report approved by Audit Committee meeting on 22 February, 2023.

(Mr. Piboon Limpraphat, Ph.D.)

Chairman of the Audit Committee

Report of Nomination and Remuneration and CG Committee

To Shareholders

The Board of directors is responsible for the appointment of member of the Nomination and Remuneration and CG Committee, which consists of four Independent Directors and one Executive Director with Mr. Piboon Limpraphat, Ph.D., independent director, serve as the Chairman.

At present, Nomination and Remuneration and CG Committee comprising as follows;

1.	Mr. Piboon	Limpraphat, Ph.D.	Chairman
2.	Mr. Somchao	Tanthathoedtham	Member
3.	Mr. Vichan	Amornrojanavong	Member
4.	Mr. Vorakan	Dhepchalerm	Member
5.	Mr. Vikrom	Sriprataks	Member

In 2022, the Nomination and Remuneration and CG Committee completely carried out its duties and responsibility which be assigned by the Board of Directors and as is stipulated in its Board-approved charter. This year the Nomination and Remuneration and CG Committee held 2 meetings, where all the committees attended, and reported its performance to the Board for acknowledgement, summarized below:

1. Recruited suitable candidates for tabling to the Board for appointment to the director in replace of the resigned director.
2. Considered the criteria for selecting directors, as well as selected and nominated those persons qualified and appropriate to be considered by the Board of Directors before further submission to shareholders' meeting for appointment as directors.
3. Considered to nominate qualified directors to be members of the sub-committee and proposed to the Board of Directors for consideration and appointment as appropriate.
4. Considered a compensation method and standard for directors, member of the sub-committee, as well as that for the CEO & Managing Director before further submission to shareholders' meeting for approval. In this regard, Mr. Somchao Tanthathoedtham has been refraining from voting in this agenda to avoid the conflicts of interest.
5. Considered to appoint one more independent director, totaling of 5 members, equal to 71.43 percent of the total number of 7 directors.
6. Acknowledged the outcomes of the Committee's self – assessment for 2022 which was implemented according to its charter and in line with the principles of Good Corporate Governance for listed companies' practices issued by SET.
7. Prepared a report of Nomination and Remuneration and CG Committee for the year 2022 to the Board of Directors and published in the Company's Annual Report.

In 2022, the Nomination and Remuneration and CG Committee completed its duties with integrity, based on the responsibilities designated in its charter sufficiently and thoroughly with the due competence, care, prudence and independence for all stakeholders' equitable interests.

(Mr. Piboon Limpraphat, Ph.D.)

Chairman of Nomination and Remuneration and CG Committee

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