PROUD

REAL ESTATE PLC

More Than Just Living

Annual Report 2564

56-1 One Report

Proud Real Estate Public Company Limited

InterContinental Residences Hua Hin

A Luxury condominium located on the last beachfront in the heart of Hua Hin with impressive interiors, world-class facilities. Originally made for ultimate experience managed by InterContinental® Hotel Group (IHG) . Spacious Green space and impressive facilities on 7 rai land only 238 units.

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MESSAGE FROM THE CHAIRMAN

In 2021.Thailand and the worldwide still face economic and social problems, mainly due to the spread of the COVID-19 virus that have many infected and dead. In addition, the real estate market in 2021 is sluggish with slow down demand and the construction sector affected by the outbreak. While the government has announced a temporary relaxation of LTV measures for loan agreements signed from 20 October 2021 to December 31, 2022, that is expected to have a positive effect to customers to buy and transfer ownership of more housings, especially in the coming year 2022.

The company is still determined to grow continuously. In 2021, total sales of “InterContinental Residences Hua Hin” project that launched in February 2020 was able to sell up to 80% at the end of 2021, while the average cash received from customers could collect to 20% of the sales value, which was considered a success in terms of sales. Currently, the company and employees are preparing for the transfer of ownership that will start in 2022, which will be a great year of growth.

On behalf of the Board of Directors and the management of Proud Real Estate Public Company Limited, we would like to thank our executives, and employees for their determination and dedication in diligently performing their roles and duties. We also would like to thank our supporters and patrons namely our shareholders, customers, financial institutions, business counterparties, and stakeholders for always providing support .We, hereby, would like to assure you of the Company’s commitment to perform our duties under good corporate governance financial discipline and continuous growth to create the best value for customers and shareholders in the long run growth.

(Mr. Anuwat Maytheewibulwut)
Chairman of the Board of Directors

(Mr. Pumipat Sinacharoen)
Chief Executive Officer

BOARD OF DIRECTORS



Mr. Anuwat Maytheewibulwut
Chairman and Independent Director



Mr. Verapong Chaiperm
Vice Chairman of Directors



Mr. Pasu Liptapanlop
Director



Ms. Proudputh Liptapanlop
Director



Mr Anucha Sihanatkathakul
Director



Mr. Pumipat Sinacharoen
Director



Ms. Anchalee Bunsongsikul
Independent Director



Mr. Dan Sornmani
Independent Director

AWARDS

CG SCORE

AWARDS Excellence CG Score 2021

from Thai Institute of Directors Association (IOD)

REPORT OF THE EXECUTIVE COMMITTEE

Dear Shareholders,

In 2021,The Executive Committee consists of 4 members as follows:

1.	Mr. Verapong Chaiperm	Chairman of the Executive Committee
2.	Mr. Pasu Liptapanlop	Executive Director
3.	Ms. Proudputh Liptapanlop	Executive Director
4.	Mr. Pumipat Sinacharoen	Executive Director

In 2021, there were 22 Executive Committee meetings. The following are details of meeting attendance of each Executive Committee member:

1.	Mr. Verapong Chaiperm	Attended 19 meetings
2.	Mr. Pasu Liptapanlop	Attended 21 meetings
3.	Ms. Proudputh Liptapanlop	Attended 22 meetings
4.	Mr. Pumipat Sinacharoen	Attended 22 meetings

In 2021, the Executive Committee has considered and followed up on the progress of various important projects to achieve success by being aware of the condition of the world economy and the country's economy affected by the epidemic of the coronavirus disease 2019 (COVID-19) that as a result, the real estate business slowed down. In 2021, the Executive Committee's key performance can be summarized as follows:

1. Determine policies, goals, strategies, action plans, annual budget of 2021 and various administrative powers of the Company to propose to the Board of Directors for approval. In 2021, the Executive Committee presented the Board of Directors to consider and approve the Company's real estate development projects, both high-rise and low-rise projects. The projects consist of InterContinental Residences Hua Hin, VEHHA Hua Hin, VI Ari and Luxury Condominium: Convent.

2. To control and supervise the business operations of the Group in accordance with the policies, goals, strategies, operating plans and annual budgets approved by the Board of Directors with efficiency and in accordance with the changing business conditions during each period and including consulting and management advice to senior management,

3. Board of Directors has assigned the Executive Committee to help monitor the progress of major construction projects and consider the investment criteria to be clear in the Company's investment budget as a whole, as well as to monitor the progress of important investment projects to ensure that the investment is in accordance with the goals.

The Executive Committee has performed its duties as assigned by the Board of Directors and the Company’s Charter. The meeting emphasizes on questioning, independent opinions and recommendations, and performing duties with prudence, upholding the interests of the Company and shareholders are important. They performed complying with legal requirements and related regulations under the principles of good governance for business operations stable and sustainable.

Mr. Pasu Liptapanlop
Vice Chairman of the Executive Committee

REPORT OF THE NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee consisting of 3 members as follows:

1. Mr. Anuwat Maytheewibulwut Chairman
2. Mr. Anucha Sihanatkathakul Member
3. Mr. Pasu Liptapanlop Member

In 2021, the Nomination and Remuneration Committee performed its duties in full compliance with its Charter. The Committee held a total of 1 meeting to deliberate over various matters before further submission thereof to the Board of Directors for consideration and approval. The highlights of the Committee's work were as follows:

1. To nominate qualified candidates according to criteria and processes specified by supervisory bodies to replace the directors retiring by rotation or vacant positions. The board skills matrix was used as a reference in terms of qualifications, skills and experiences of directors. The Committee also nominated and proposed subcommittee member candidates to the Board of Directors.

2. To consider payments of remuneration to the directors before proposing the matter to the shareholders' meeting for consideration and approval. The rates of remuneration were compared with those as per the Thai Institute of Directors Association (IOD)'s Thai Directors Compensation Survey and those offered by similar businesses in order to motivate and retain quality directors.

3. To determine corporate key performance indicators (KPIs) for 2021 and 2022, monitor and evaluate performances against the corporate KPIs, and propose recommendations and improvement guidelines for operational efficiency in order to achieve specific objectives and goals and align with the corporate vision and missions for present to the Board approval.

4. To set out and submit the President and CEO's KPIs to the Board of Directors for consideration and approval; to monitor and report his performance against the KPIs to the Board for consideration and approval; and to use such information for wage, compensation, and bonus payments.

5. To consider and screen payment criteria for wages, compensation, and bonuses of the Group's employees to be appropriate, aligned with the operating results, and competitive against similar businesses so as to foster a target-oriented work environment

6. To review the Committee's Charter to ensure that it was up-to-date and in line with the current situation

The Committee performed its duties by taking into consideration the interests of the Company and its stakeholders and the corporate performance while ensuring that the Company recruited a high caliber workforce with appropriate and fair rates of payments as incentives for achievement of business goals as specified by the Board of Directors and for sustainable business growth.



Mr. Anuwat Maytheewibulwut

Chairman of the Nomination and Remuneration Committee

POLICY AND BUSINESS OVERVIEW

MORE THAN

Vision

“Transcend the expected”

We aspire to craft ‘living solutions’ that are disruptively unique, yet authentic to the surroundings, so that we can simultaneously surpass the norm of ‘living’ and enrich the society at large while commemorating the beauty of nature and local heritage.



JUST LIVING

Mission

“Challenge the boundary of ‘living’ ”

Our projects must be more than just a house or a home; but ‘living solutions’ that would better people’s lives and the society. With a strong determination to challenge the extent of people’s imagination and the boundary of ‘living’, all of Proud Real Estate’s projects aim to establish new standards of how people can live through flawless delivery, limit pushing concept and harmony with the surroundings.

Corporate Strategy

In 2022, Proud Real Estate Public Company Limited focus on run business under the concept of " More than just living " key success factors for strategies as follows:

1. Diversify to Low rise
2. Moving to Bangkok

History

Proud Real Estate Public Company Limited is a property developer in Thailand Which is listed on the Market for Alternative Investment (mai) under the Stock Exchange of Thailand (SET) Our company has significantly progressed over a period of time as followed.

Year 1989 : Established on March 30 th,1989 under the name of PhasuPhuth company limited as a contractor company for government and private sectors

Year 2002: November 4th, 2002 the company was converted into a public limited

Year 2003: November 21st, 2003 we changed the company's name to Focus Engineering and Construction Public Company Limited

Year 2004: October 5th, 2004 listed in the Stock Exchange of Thailand

Year 2008: November 19th, 2008 we changed the company's name to Focus Development and Construction Public Company Limited

Year 2019: May 13rd, 2019 we took over "FOCUS" ,increased share capital and changed the Company 's name to Proud Real Estate Public Company Limited

Changes in the shareholding structure

Proud Real Estate Public Company Limited took over Focus Development and Construction Public Company Limited by backdoor listing. The Board of Directors from Focus Development and Construction Public Co., Ltd. passed the first resolution on February 20th, 2019 and reached the conclusion by closer and offered common stock for sales by adding new capital 451,388,889 shares 1.44 baht per share together with purchasing 2 lands 12 Rai 3 Ngan 57.85 Square Wah located in Hua Hin, Prachuap Khiri Khan total assets 1,325 Million Baht from Proud Real Estate Public Company Limited (7 Rai 2 Ngan 48.8 Wah) and Vana Nava Company Limited (5 Rai 1 Ngan 9.05 Wah) so investment in that area have a potential location of real estate development business for living and have a reduce the price risk to increases in the future therefore our company can operate business to success, our company will make profit and return for shareholder appropriately which have a conditions for payment of land as follows

1. Paid in common stock increase value 650 Million Baht for Mr. Pasu Liptapanlop and Miss Proudputh Liptapanlop
2. Paid in money (financing from bank amount 650 Million Baht)
3. Paid in cash flow/promissory note amount 25 Million Baht

According to condition 1 (paid in common stock), Mr. Pasu Liptapanlop and Miss Proudputh Liptapanlop are major shareholders of Focus Development and Construction Public Company Limited, more than 70% that changing the name to Proud Real estate Public Company Limited and call name is "PROUD"



1.2 Milestone

Formerly Focus Development and Construction Public Co., Ltd. was mainly a building construction company that ran a business for government sectors, state-owned enterprises, and private sectors through main contractors or subcontractors. At present, after the fund increase and change of name to Proud Real estate Public Company Limited. has focused on real estate development business under the concept of "More than just living" as the key.

Milestone of the Group

Year 2021

April

- Proud Horseshoe Co.,Ltd. was established which Proud Real estate Public Company Limited is holding 99.99 percent of the shares, with a registered capital of 20,000,000 baht.The company's objective is development real estate.

August

- Convent Beta Co.,Ltd. was established which Proud Real estate Public Company Limited is holding 99.97 percent of the shares, with a registered capital of 1,000,000 baht.The company's objective is development real estate.

September

- Hua Hin Alpha 71 Company Limited,a subsidiary company which Proud Real estate Public Company Limited is holding 99.99 percent of the shares, has resolved to increase the registered capital of 750,000,000 baht (Common shares: 1,500,000 shares and Preferred shares : 6,000,000 shares, par value 100 baht per share) from 50,000,000 baht(Common shares: 500,000 shares, par value 100 baht per share) to 800,000,000 baht (Common shares: 2,000,000 shares and Preferred shares : 6,000,000 shares, par value 100 baht per share)

2020

Year 2020

February

◆ Proud Real Estate Public Company Limited launched the VIP event of “InterContinental Residences Hua Hin” to the public for the first time. This was the Company’s first complete project. The event was held at Gaysorn Urban Resort.

May

◆ Proud Real Estate Public Company Limited laid the foundation stone and the main pillar of the “InterContinental Residences Hua Hin” Project on Petchkasem Road at Soi Hua Hin 71.

July

◆ Proud Real Estate Public Company Limited issued and allocated the warrants to purchase ordinary shares of the Company No. 2 (“Proud-W2 warrants”) amount 31,679,999 units to the existing shareholders in proportion to their shareholding on 1st July, 2017, with a term of 3 years. The first exercise date was on 29th September, 2017, and the last exercise date was on 6th July, 2020. However, the last exercise date of Proud-W2 was on 3rd July, 2020, as 6th July, 2020, was a holiday of the Stock Exchange of Thailand. On 25th June, 2020, there was 1 shareholder with 88 shares at an exercise price of 1.533 baht per share or equal to 134.90 baht.

August

◆ Proud Real Estate Public Company Limited signed and appointed Pre-Built Public Company Limited as the contractor for the main construction and architectural works. In addition, A Build Management Co., Ltd. was appointed as the project for the construction management and Control of “InterContinental Residences Hua Hin”.

September

◆ Proud Real Estate Public Company Limited was 2 awards in the event of “Dot Property Thailand Award 2020” including the Best Luxury Condominium Hua Hin and the Best Branded Residence Hua Hin from the project of “InterContinental Residences Hua Hin”.

◆ The condominium asset was transferred under the project of “Focus Ploenchit” for the last unit. Such project was acquired from the acquisition of Focus Development and Construction Public Company Limited.

November

◆ Proud Real Estate Public Company Limited was awarded in the event of Property Guru Thailand Property Awards of the “InterContinental Residences Hua Hin” project as follows:

1. DEVELOPMENT AWARDS
   Being awarded as the WINNER: Best Luxury Condo Development (Hua Hin), WINNER: Best Branded Residence
2. DESIGN AWARDS
   Being awarded as the WINNER: Best Condo Landscape Architectural Design
3. BEST OF THAILAND AWARDS
   Being awarded as the WINNER: Best Condo Development (Thailand)

2019

Year 2019

April

- Hua Hin Alpha 71 Company Limited was established which Proud Real estate Public Company Limited is holding 99.99 percent of the shares, with a registered capital of 1,000,000 baht.The company's objective is development real estate.

- Hua Hin Sky living Company Limited was established which Proud Real estate Public Company Limited is holding 99.97 percent of the shares, with a registered capital of 1,000,000 baht.The company's objective is development real estate.

- Resolutions of the Annual General Meeting of Shareholders No.1/2019 at 26 April 2019 approved a decrease of the Company's registered capital from Baht 227,760,073 to Baht 221,760,062 by cancelling 6,000,011 registered but unissued ordinary shares with a par value of Baht 1 per share, and the amendment to Clause 4 of the Memorandum

- Resolutions of the Annual General Meeting of Shareholders No.1/2019 at 26 April 2019 approved an increase of the Company's registered capital from Baht 221,760,062 to Baht 673,148,951 by issuing 451,388,889 new ordinary shares, with a par value of Baht 1 per share, and the amendment to Clause 4 of the Memorandum

- Resolutions of the Annual General Meeting of Shareholders No.1/2019 at 26 April 2019 approved the allocation of 451,388,889 newly issued ordinary shares of the Company at the par value of 1 Baht to be allocated under Private Placement scheme in reliance upon the general meeting's resolution specifying the offering price of Baht 1.44 per share

- Resolutions of the Annual General Meeting of Shareholders No.1/2019 at 26 April 2019 approved the sale of all shares in Focus Wheig Corporation Limited, which is considered the disposition of all investment of the Company in Focus Wheig resulting in Focus Wheig ceased to be the subsidiary of the Company, to Mr. Anucha Sihanatkathakul,the director of the Company, or the person and/or juristic person designated by himself

May

- Our company has changed the Company 's name to Proud Real Estate Public Company Limited

November

- Our company launched the project "InterContinental Residences Hua Hin",a luxury residential project managed by the world-class hotel chain "IHG", the first in Thailand on 7 Rai 2 Ngan 48.8 Wah land near the beach, Heart of Hua Hin On Petchkasem Road In the area of Soi Hua Hin 71

- Hua Hin Alpha 71 Company Limited,a subsidiary company which Proud Real estate Public Company Limited is holding 99.99 percent of the shares, has resolved to ncrease the registered capital of 25,000,000 baht from 1,000,000 baht to 26,000,000 baht.

December

- Hua Hin Alpha 71 Company Limited,a subsidiary company which Proud Real estate Public Company Limited is holding 99.99 percent of the shares, has resolved to increase the registered capital of 24,000,000 baht from 26,000,000 baht to 50,000,000 baht.

Year 2018

April

- The Annual General Meeting 2018 approved the cancellation of the issuance and offering of warrants to purchase ordinary shares of the Company to directors, management and staff of the Company (ESOP Warrants) in the amount of 6,000,000 units since the Announcement of the Capital Supervisory Board No. Thor.Jor. 32/2551 regarding the offer for sale of newly issued securities to directors or staff dated 15 December 2008 specifies that the Company must complete the offer for sale of the ESOP Warrants to directors and staff within one year from the date of the Annual General Meeting of Shareholders for year 2017, held on 28 April 2017. The Nomination and Remuneration Committee and the Audit and Corporate Governance Committee have the same opinion as proposed by the management of the Company to cancel the issuance and offer for sale of the said ESOP Warrants because of the unfavorable market situation and the exercise price of 1.80 Baht per share is not attractive enough. It is, therefore, not appropriate to offer for sale of the ESOP Warrants to directors, management and staff during this time.

July

- The Company entered into the contract for the building of waste management factory for Focus Wheig Bangna Limited which is situated in Amphur Plangyao, Changwad Chachoengsao with the total work value of 50 Million Baht

2017

Year 2017

April

◆ 28 April 2017 The Annual General Meeting of Shareholders 2017 has resolved to increase the Company's registered capital from 126,720,042 Baht to 227,760,073 Baht, by issuing 101,040,031 new ordinary shares with the par value of 1.00 Baht each, as follows

1. To be allocated to the existing shareholders
   (Rights Offering) for not exceeding 63,360,021 shares
   at the ratio of 2 existing shares per 1 new share at the price of 1.20 Baht per share

2. 2.To accommodate the exercise of FOCUS-W2
   for not exceeding 31,680,010 shares
   at the ratio of 1 new share per 1 warrant with the exercise price of 1.80 Baht per share

3. 3.To accommodate the exercise of ESOP Warrants
   for not exceeding 6,000,000 shares
   at the ratio of new share per 1 warrant with the exercise price of 1.80 Baht per share

Totally 101,040,031 shares

May

◆ 19 May 2017 The Company has registered the capital increase at the Department of Business Development, Ministry of Commerce from 126,720,042 Baht to 227,760,073 Baht by issuing 101,040,031 new ordinary shares with the par value of 1.00 Baht each

◆ 25 May 2017 The Company has notified the terms and conditions concerning the sale and allocation of capital increase ordinary shares to the existing shareholders of the Company according to their proportion ratio (Rights Offering) and has determined the issue date and the exercise date under the warrants to purchase the said ordinary shares of the Company No. 2 (FOCUS-W2) as follows:

1. Subscription period and payment for the capital increase ordinary shares : during 12-16 June 2017

2. Issue date and exercise date under the warrants to purchase the ordinary shares of the Company No. 2(FOCUS-W2)

   - • Issue date of the warrants : 8 July 2017
   - • First exercise date : 29 September 2017
   - • Last exercise date : 30 June 2020

June

◆ 26 June 2017 The Company has registered its paid-up capital with the Department of Business Development, Ministry of Commerce from 126,720,042 Baht to 190,080,063 Baht as per details concerning the registered capital and the paid-up capital of the Company as follows:

- Registered Capital 227,760,073 Baht, divided into 227,760,073 ordinary shares with the par value of 1.00 Baht each
- Paid-Up Capital 190,080,063 Baht, divided into 190,080,063 ordinary shares with the par value of 1.00 Baht each

August

◆ 15 August 2017 The Company has notified the transfer of shares in Focus Wheig Corporation Limited (holding company) as follows:

Transferor	Transferee	No.of Shares
Shareholding Ratio	Wheig S.A.S., France	Wheign Asia Ltd., Hong Kong
599,999	39.99%	

Remarks:

(1) Wheig Asia Limited, Hong Kong is a subsidiary of Wheig Group of Companies with Wheig S.A.S., France as the major sharehold

(2) The reason of the said transfer of shares is due to the fact that Wheig Group of Companies would like to have Wheig Asia Ltd., Hong Kong which is its subsidiary in the Asian Region as the investor in Thailand in place of Wheig SAS, France which is in Europe Region

2017

◆ 5 August 2017 The Board of Directors Meeting No. 3/2017 of the Company has resolved to invest in the waste management project of Focus Wheig Bangna Limited which is a subsidiary of Focus Wheig Corporation Limited which is a “holding company” with the project value of approximately 180 Million Baht. The project will be situated on the land with the area of 23 Rai 16 Square Wa in the industrial and warehouse zone (purple zone), High Way No. 331-Baan Nong Rua, Tambon Plangyao, Amphur Plangyao, Changwad Chachoengsao.

◆ August and September 2017 The Company entered into the contract for the building of quality of life improvement building for Thai Navy officers, Amphur Sattahee, Changwad Chonburi with the total work value of 79 Million Baht.

November

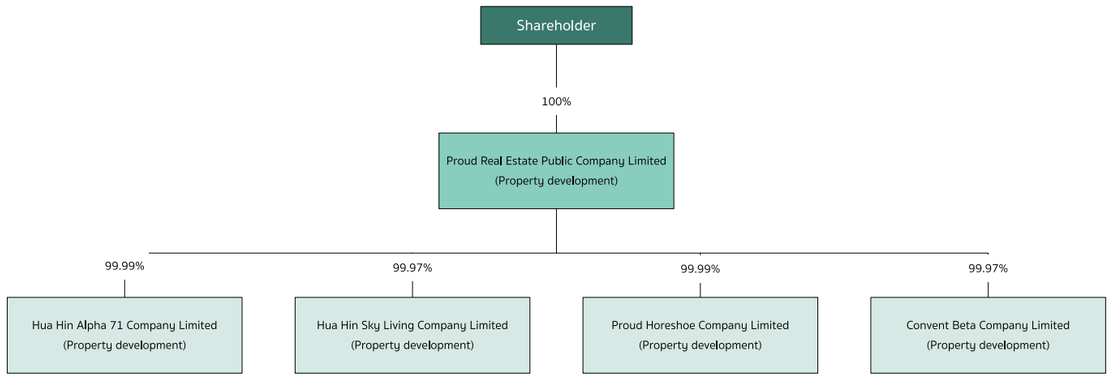
◆ 15 November 2017 Focus Wheig Bangna Limited (subsidiary of Focus Wheig Corporation Limited) has received the land ownership for the waste management project with the area of 23 Rai 16 Square Wa in the industrial and warehouse zone (purple zone), High Way No. 331-Baan Nong Rua, Tambon Plangyao, Amphur Plangyao, Changwad Chachoengsao. Presently, the project is under construction of the plant which is expected to be completed to start the operations of the waste management business within the 2nd quarter of 2018.

1.3 shareholding structure of group company

Overview of the business and management policy of the Group

Proud Real estate Public Company Limited is a Real estate development company in Thailand. We focuses on designing residential projects creatively to lift up the quality of life into a living experience under the concept of "More than just living " which combines relaxation and resort service that will make you enjoy the nature and luxury of modern life every day.

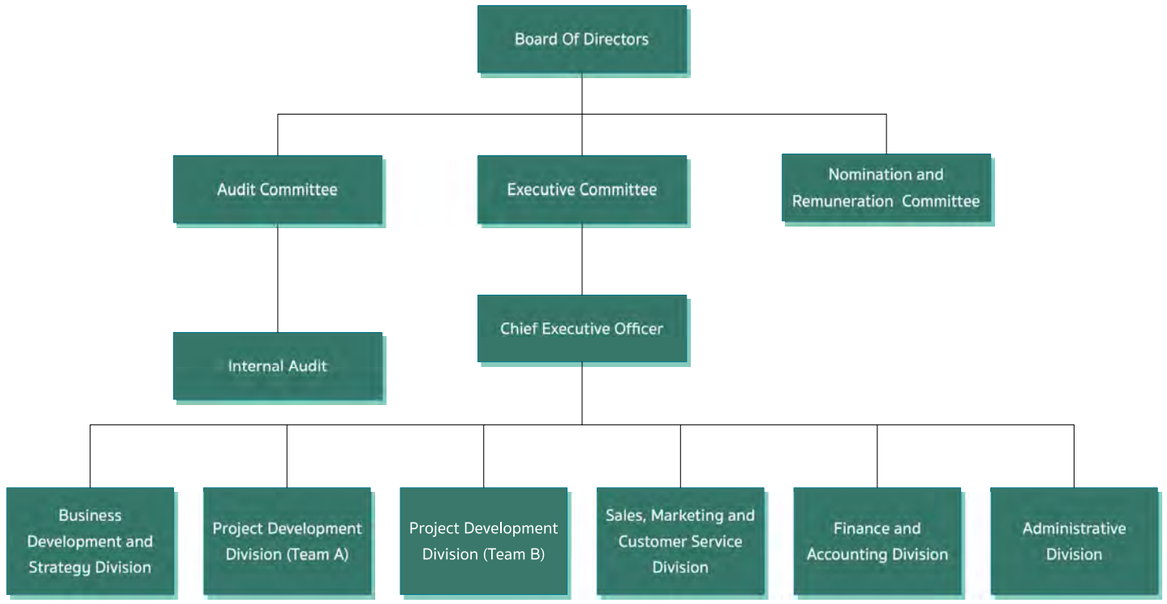
Investment structure of the group company



Organization Structure

Currently,that provide main support services in the following areas:

- Providing support for business development and strategies consisting of Business Development and Strategy Department.
- Providing support for project development and project management consisting of Product Design and Development Department, Project and Construction Department, Project Operation Department.
- Providing support for financial and accounting consisting of Accounting Department, Financial Department and Investor Relations Department.
- Providing support for marketing and sales consisting of Marketing Department and Sales Department
- Providing support for administrative consisting of Legal and Compliance Department, Information Technology Department, Human Resources Department, Purchasing and Administration Department and 111 Social Club



NATURE OF BUSINESS

Income structure

The company has an income structure classified by business types which are:

Income classified by business types

Discription	2021		2020		2019	
	Milion Baht	%	Milion Baht	%	Milion Baht	%
Revenues from sale of real estate	-	-	181.65	91.65	53.82	48.50
Revenues from contact work	-	-	-	-	31.43	28.32
Finance income	0.47	12.98	0.37	0.19	1.26	1.14
Other income	3.15	87.02	16.18	8.16	24.46	22.04
Total Revenue	**3.62**	**100.00**	**198.20**	**100.00**	**110.97**	**100.00**

1. Overviews of products and services

Proud Real Estate Public Company Limited which mainly focuses on real estate development business currently has developing projects in major areas in Bangkok and Coastline City. At the beginning of the business, the company only had products or services in condominiums which have details as follows:

Real estate for sale

Project	Project	Type	Ownership	Area	Numerof units	Project value (Million baht)	Timline	Sales progress (Percentage of project value)
Land development project								
Intercontinental Residences Project	Soi 71, Hua Hin District, Prachuap Khiri Khan Province	Condominium	Hua Hin Alpha 71 Co.,Ltd.	7-2-48.8	238	3,778	Q 3/2563 - Q 2/2565	About 80%
Land Bank project								
Land of Vana Nava Water Park and Hotel Holiday Inn Hua Hin area	Hua Hin District, Prachuap Khiri Khan Province	Study	Hua Hin Sky Living Co.,Ltd.	5-1-9.05	Under studying	Under studying	Under studying	Under studying
Land in the area of Soi Aree ,Bangkok	Phaya Thai District, Bangkok	Study	Proud Horseshoe Co.,Ltd.	1-0-2.2	Under studying	Under studying	Under studying	Under studying
Land in the area of Soi Convent ,Bangkok	Bang Rak District, Bangkok	Study	Convent Beta Co.,Ltd.	1-2-38.5	Under studying	Under studying	Under studying	Under studying





1.1 Current Project

InterContinental Residences Hua Hin Project

Since the company had vacant land for development because Focus Development and Construction Public Company Limited acquired two plots in Amphoe Hua Hin, Prachuap Khiri Khan Province by starting to develop a large land first which was approximately 7 rai closed to the beach and was the last remaining land in the middle of Mueang Hua Hin District, Petchkasem Road, Soi Hua Hin 71 (opposite Market Village).From this location, the land prices in this area reached the highest in Hua Hin at more than 150 million baht per rai. In this regard, the company designed this project to be ‘Luxury’ by using the brand InterContinental under the project named "InterContinental Residences" The objective is to meet the needs of high-end customers in order to share a luxury and grand living experience with services and facilities. The hotel is fully integrated with international standards in the style of InterContinental

As the first residential project in Thailand under the international brand InterContinental Hotels and Resorts, is the only exclusive brand in the world. It is also a prototype of a residential development project under the concept of 'More Than Just Living ’, therefore, it is clear that the success of the InterContinental Residences Hua Hin project is a collection of best components to fulfill a living experience and an extraordinary service that is equivalent to enjoying a luxury hotel but more with privacy. The interior design of the project also combines the contemporary and unique colonial-style architecture, laying the building in the position so that the sea view can be certainly seen. It as well as provides a private pool and other facilities.

The project of InterContinental Residences Hua Hin has key features as follows:

1. It is a luxury residential project under the brand InterContinental. The first and the only place in Thailand is located in the best location of Hua Hin which is in the price of New High level since it is the last piece of beach land in the middle of Hua Hin district

2. InterContinental Hotel Group (IHG) entered into a contract with Proud Real Estate company which makes the project qualified and supports various services such as the concierge desks in the lobby, luggage rooms with porters, Golf carts shuttling in the project area including other services such as Beach pavilion that can be used as a banquet hall with services from the hotel.

3. Support living together among family members with rooms by building spacious area and common areas to support joint activities such as Chess field, maze, etc.

4. Green and the central area of the project, about 4 rai by allocating approximately 70% or approximately 7,000 square meters was a large garden, private beach with common facilities such as 7 swimming pools for children, families, the elderly and those who want to do exercise, including a beach pool, exercise room hidden under the swimming pool (Hidden Gym) and other facilities.

5. Privilege to use the service from 5,900 affiliated hotels in InterContinental Hotel Group worldwide and exclusive "Proud Privileges" membership from businesses in the Proud Group and alliances as well as the right to use the service 111 Social Club which is a beachfront colonial style cafe located next to the project. InterContinental Residences Hua Hin

6. The unit is approximately 6 meters wide with a full-height glass door. 80 percent of the project is a room with a sea view and the penthouse provides approximately 9 meters in front of the sea with a 270-degree sea view.

7. InterContinental provides 7 day and 24-hour services for the residents in the project with international standard services. We received international standard hotel services such as Butler service, concierge services, special meal preparation services delivered directly to the room, chef preparation service for parties, housekeeping service, laundry, bedding set, residential repair services, free internet service in common areas as well as a shuttle service to main locations near the project.

8. All 9 buildings are allocated into seven groups to suit various needs, consisting of a building with seven stories and eight buildings with four-stories in which all units are fully-furnished by the standards of InterContinental.

9. The balcony is nearly 10 square meter with Daybed in order to see a sea view the most

1.2. Future project

Land Bank for development

Our company aims to study the vacant land located in Bangkok and main tourist cities by pointing out the feasibility of projects that can make a difference in competition. Under the unique lifestyle, we focus on the customers who like being different, exceptional and have the ability to afford both Thai and foreigners which corresponds to the company's concept of "More than just living".

1.3. Privileges for project customers

Most of the projects that the company is currently developing and in the future still create privileges for the residents in terms of living that covers every lifestyle through the benefits of "Proud Privilege" which are InterContinental Hua Hin Resort Hotel, InterContinental Phuket Resort Hotel, Holiday Inn Resort Vana Nava Hua Hin Hotel, True Arena Hua Hin, Vana Nava water park, Vana Nava Sky, Bluport HuaHin, 111 Social Club (Colonial classic style houses close to InterContinental Residences Hua-Hin which is now modified to Club House close to the beach).





2. Market and Competition

Year 2021 will continue to be a challenging year due to the ongoing Covid-19 epidemic situation. The overall housing market in Bangkok and its vicinity showed a significant slowdown in the supply of newly launched units. However, Proud Real Estate Public Company Limited has operated its business cautiously, stably, and closely assesses the situation. We formulate marketing strategies in accordance with market conditions in each period.

Characteristics of Customers and Target Market

The main target customers of the company are middle-class customers(B + and above) because the InterContinental Residences Hua Hin project is a luxury condominium, the selling price range between 7.89 - 116 million baht.

In 2021, the Company has continuously expanded its customer base and created a new database by collaborating with business alliances and products in similar segments, including allowing existing customers to recommend their friends to purchase the project by issuing the campaign " Friends get friends", which has been well received by old customers.

In terms of the international market, due to the increasing number of foreign investors who are interested in investing in real estate in Thailand at present. The company has expanded the base of foreign customers and our project has been well received by foreign customers, especially in Europe and Russia. In 2021, the company has developed various media channels, especially online media in order to build brand awareness for the InterContinental Residences Hua Hin in the international market.

Sale and Distribution Channel

The Company has strategized distribution channel to be in line with product type:

(1) Sale by sales team under Proud Real Estate PLC. Salesperson, under training and service development standard of the Company, will promote marketing and selling activities in sales office of each project and outside of the project e.g. setting up booths in road shows in various locations or in housing expos.

(2) Sale by professional real estate agent is the sole agent with experience selling some of the country's leading real estate projects and has a target customer base.

(3) Establishing Agent & International Sales team to increase distribution channels and create distribution channel partnerships through real estate agents, both domestically and internationally.





Organizing campaigns and promotional activities

Agent Day

Agent Day activities, the company invited More than 20 International business partners take a tour of the InterContinental Residences Hua Hin. The event also showcases details of the project and its world-class services by InterContinental Hotels Group (IHG.)

Real Estate Industry Overview

From the overview of the country's economy during the 4th quarter of 2021, which expanded by 1.9 percent from a slowdown of -0.2 percent in the third quarter of 2021, as a result of import-export products have increase in expansion. In addition, the government has relaxed measures to control the spread of COVID-19. And the Bank of Thailand (BOT) has announced a temporary easing of LTV measures from October 20, 2021 to December 31, 2022 to help support the Thai economy that is still affected by the Covid-19 outbreak.

The epidemic of COVID-19, which has been protracted for more than two years, has affected both the supply and demand of the housing market in the fourth quarter of 2021, which has continued to decline compared to the same period of the previous year. Especially the condominium market, which is affected by the purchasing power of foreigners who cannot enter the country and those who buy for investment, slow down their purchases.

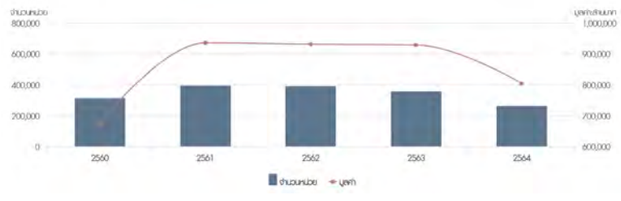
The outlook for the Thai economy in 2022, the Office of the National Economic and Social Development Council is expected to grow from 3.5 to 4.5 percent, up from 1.6 percent in 2021, driven by an improvement in domestic demand, revival of the tourism sector and the continuous expansion of exports and driven by government investment. For the real estate sector, the government has extended measures to reduce the transfer of ownership and mortgage fees for the housing prices not exceeding 3 million baht and extending to second-hand houses until December 31, 2022. And the Bank of Thailand (BOT) has announced a temporary relaxation of LTV measures for loan agreements signed from 20 October 2021 to December 31, 2022, too.

However, in 2022, the negative factors that will cause the economy, including the real estate sector to slow down. The situation of the conflict between Russia and Ukraine that caused the prices of oil and building materials to increase, the labor shortage in the construction sector rising household debt and the increase in the loan interest rate due to the positive and negative factors. The Real Estate Information Center has forecast that trends in 2022, the supply and demand situation of the housing market will improve when compared to 2021.

Summary of Residential Market in 2021

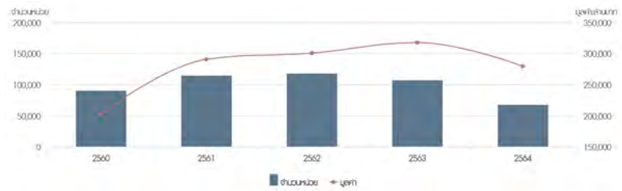
For 2021, transfer of ownership from residential juristic person in Thailand was at 802,720 million baht decreased from 2020 by 13.5% (Please see Chart no.1). The highest value was from detached house transfer of 548,813 million baht decreased by 11% YoY (Please see Chart no.2 and 3) and housing transfer was at 253,907 million baht increased by 18.5% YoY (Please see Chart no.4).

Chart no.1: Units and Value of Ownership Transfer of Residence in Thailand during 2017 – 2021



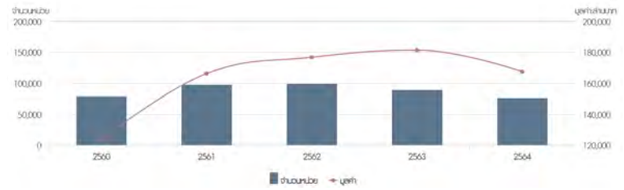
Source : Real Estate Information Center of Government Housing Bank (REIC-GHB)

Chart no.2 : Units and Value of Ownership Transfer of Detached House in Thailand during 2017 – 2021



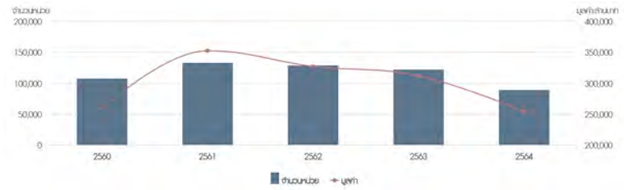
Source : Real Estate Information Center of Government Housing Bank (REIC-GHB)

Chart no.3 : Units and Value of Ownership Transfer of Townhouse in Thailand during 2017 - 2021



Source : Real Estate Information Center of Government Housing Bank (REIC-GHB)

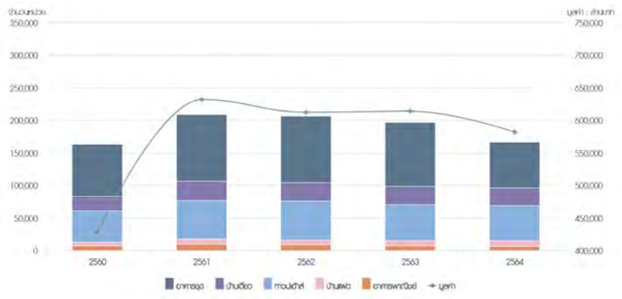
Chart no. 4 : Units and Value of Ownership Transfer of Condominium in Thailand during 2017 - 2021



Source : Real Estate Information Center of Government Housing Bank (REIC-GHB)

For 2021, transfer of ownership from residential juristic person in Bangkok and vicinity was at 581,659 million baht decreased slightly from 2020 by 5.2% (Please see Chart no.5).

Chart no. 5 : Units and Value of Ownership Transfer of Residence in Bangkok and Vicinity during 2017 – 2021 (By Product Type)



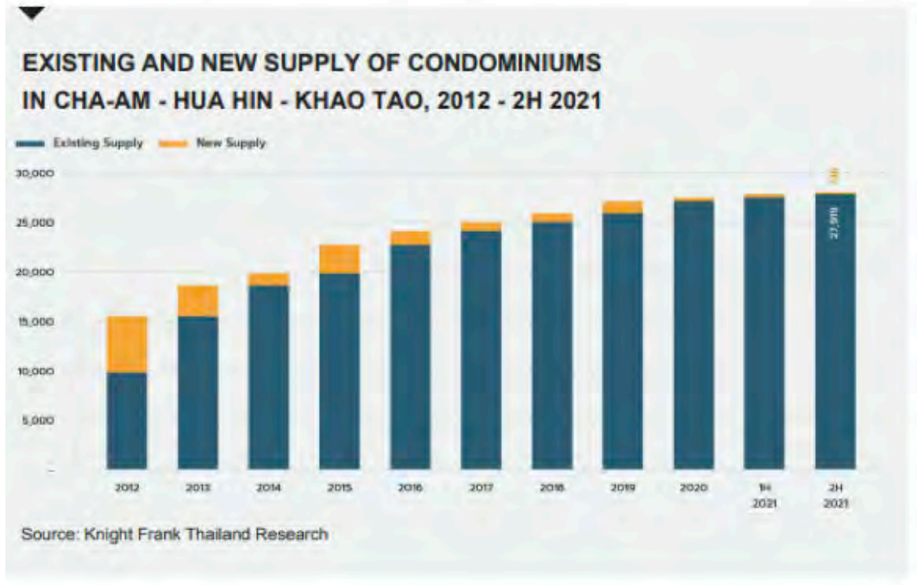
Source : Real Estate Information Center of Government Housing Bank (REIC-GHB)

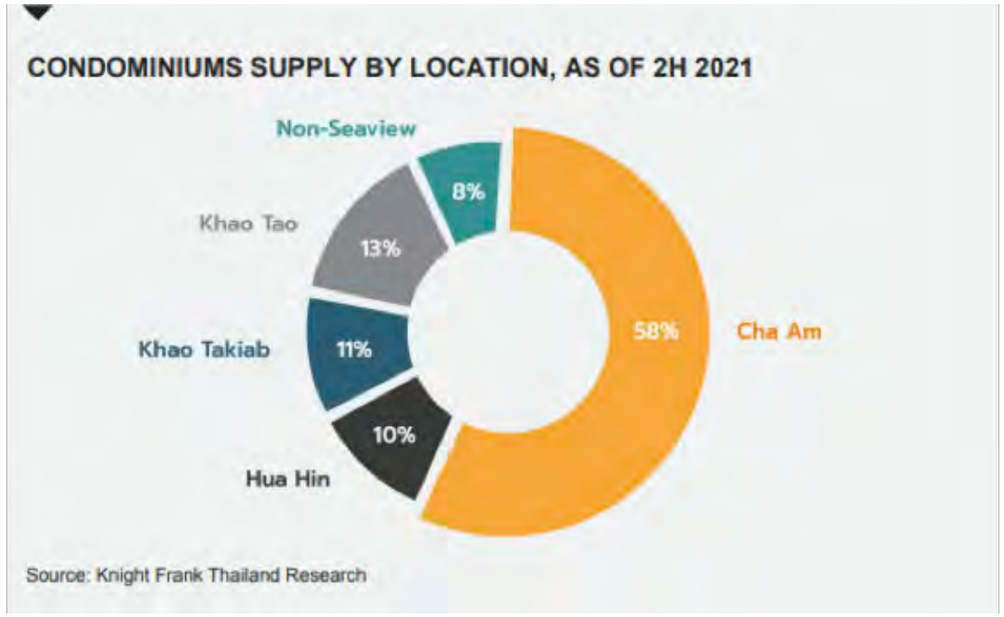
Residencial Market in Cha-am, Hua Hin and Pranburi

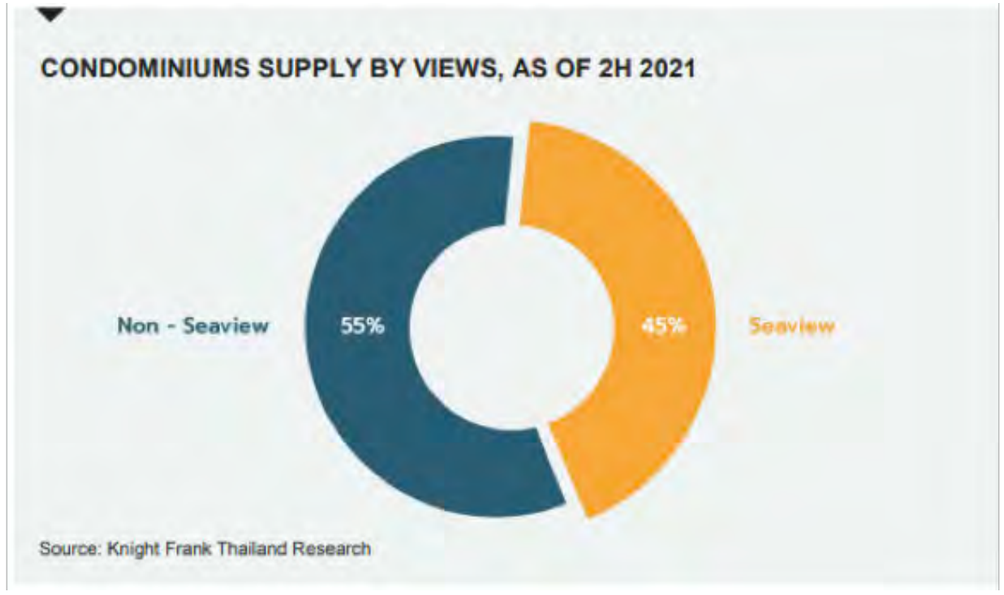
The cumulative supply of condominiums in the Cha-am Hua-Hin Khao-Tao area before 2008 to the second half of 2021 totalled 28,055 units. In the second half of 2021, the supply of new condominiums launched for sale was from one project, with approximately 136 units, located in Hua Hin Soi 94. Most of the condominiums

are in the Cha-am area, accounting for 58 percent, followed by Khao Tao and Khao Takiab at 13 and 11 percent, respectively. The supply of condominiums in Hua Hin accounted for 10 percent of the total supply,

while condominiums located in the in-land mountainous accounted for 8 percent. Of the total supply, most of the condominiums, at 55 percent, are those without sea views while sea view condominiums accounted for 45 percent.



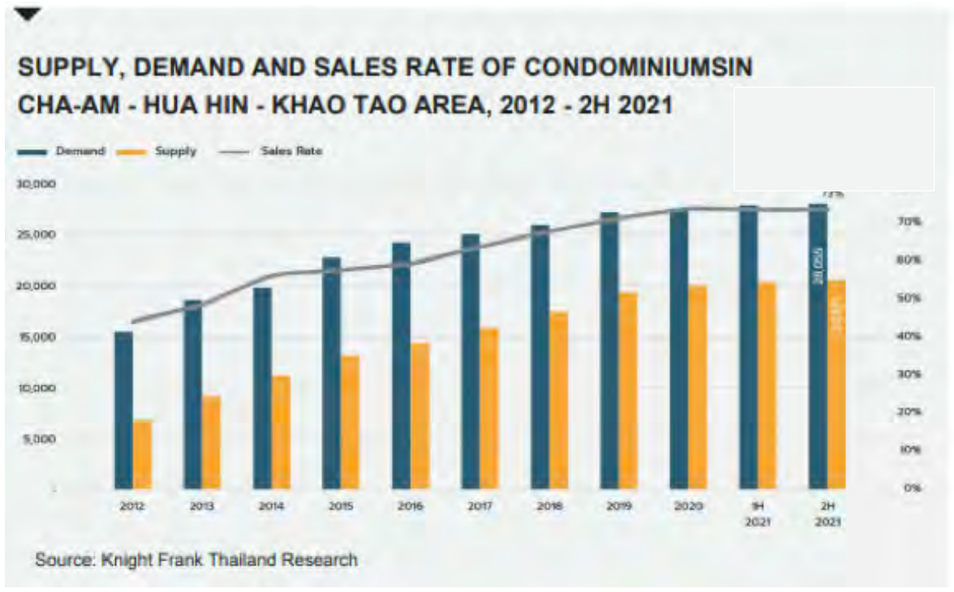




Demand Trend

In the second half of 2021, a total of 20,571 condominiums in the Cha-am Hua-Hin Khao-Tao area have been sold out of a total supply of 28,055 units, representing a sales rate of 73 percent. The sales rate is relatively stable compared to 2020. In the second half of 2021, only 154 units were sold, taking the total number of units sold throughout the year to 380 units. Overall, the number of units left for sale, as of December 2021, is approximately 7,484 units. In projects that have been launched over five years ago, there are approximately 3,200 units left for sale or 50 percent of the remaining supply.

At present, 90 percent of the main buyers are Thais living in Bangkok while 5 percent are Thais from provincial areas. Another 5 percent are retired expats from Scandinavia, Norway, the Netherlands, and France; most foreigners living in Hua Hin prefer to buy a house or a villa because they are relatively tranquil and private, and suitable for long term occupancy.



Outlook

The overall Hua Hin condominium market in 2022 is expected to be relatively stable. This is because developers of condominium projects in the area are still assessing the situation and slowing down launches or the development of new projects. However, condos in the seafront area have relatively few units for sale and their selling prices tend to increase. Meanwhile, it may take some time to move the unsold units in the Cha-am area; some projects may experience a price drop given the age of the condominiums. Although the Covid-19 epidemic has had a negative impact on the condominium market in the Cha-am HuaHin Khao-Tao area, it also generated more interest in the area's condominiums among the people in Bangkok. Such potential buyers would like to avoid epidemic situations like that which occurred in the past. This group of buyers see the area as a place where they prefer to ride out the epidemic rather than in being Bangkok. This results in more demand in the Cha-am Hua-Hin Khao-Tao condominium market, which is likely to expand further once the Covid-19 epidemic has passed.

SECURITIES AND SHAREHOLDERS INFORMATION

1 Registered and Paid-Up Capital as of 31 December 2021

Registered Capital : 673,148,951 Baht divided into

- 673,148,951 ordinary shares with a par value of 1 Baht each.
- Paid-Up Capital: 641,469,040 Baht
  divided into 641,469,040 ordinary shares with a par value of 1 Baht each.

The Company has no other type of share apast from ordinary shares, every shareholder then has and equality in voting , i.e. one share on vote.

2 SHAREHOLDERS

(1) The name list of top 10 shareholders as of 9 March 2022 is as follows:

No.	Name	Number of shares (shares)	Percentage of Shareholdings (%)
1	MR. PASU LIPTAPANLOP[1]	226,046,445	35.24
2	MISS PROUDPUTH LIPTAPANLOP[1]	226,046,444	35.24
3	RAMKHAMHAENG 191 COMPANY LIMITED	62,000,000	9.67
4	MISS NUNNARIN PAIBOONPREDEE	9,789,200	1.53
5	MR. THANINCHOT TANTIPHANRAK	9,500,000	1.48
5	MR. VUTHICHAI PIRIYOTHAISAKUL	7,977,700	1.24
7	MR.SINCHOK PIRIYOTAISAKUL	7,692,300	1.20
8	MRS. NAPHARAT SIHANATKATHAKUL	4,525,800	0.71
9	MISS ORACHORN JAROENPONGANAN	4,476,600	0.70
10	MR. PUMIPAT SINACHAROEN	3,177,500	0.50

Remark: 1 Mr. Pasu Liptapanlop and Miss Proudputh Liptapanlop are directors and executive directors of the Company

(2) Agreement between major shareholders

-None-

DIVIDEND PAYMENT POLICY



The Company has a policy to pay dividends to its shareholders at the dividend payout rate of no less than 40% of its net profit after corporate income taxes and to allocate a certain amount of the net profit thereof for

legal reserve purpose. However, the dividend payment may be changed due to the Company's operational results, business expansion plan, liquidity, necessity, and other appropriateness that may arise in the future.

Dividend Payment Information

Dividend payment details	2019	2020	2021
1. Net profit (loss)	(40.09)	(44.82)	(97.23)
2. The number of paid up shares	641.47 million shares	641.47 million shares	641.47 million shares
3. Dividend payment per share	No dividend payment	No dividend payment	No dividend payment
4. Total is the dividend payment	No dividend payment	No dividend payment	No dividend payment
5. Dividend payout ratio	No dividend payment	No dividend payment	No dividend payment

Remarks: (1) Dividend per Share (Baht) was made at the rate approved by the Company's Board of Directors in its board meeting on 23 February 2022 and shall be submitted for the shareholders' approval during the Annual General Shareholders Meeting for 2022.

RISK FACTOR

1. Business Risks

1.1 Risk from Regulatory Changes Affecting Real Estate Business

The Company develops residential real estate projects under the laws and related regulations. At present, there are many related laws and regulations which are different for each area, adaptive to economic conditions, and affected by government's policy e.g. the Land Allocation Act, the Town Planning Act, traffic planning, and controlled area, etc. Thus, risk may arise from operations not comply with the laws and regulations.

The Company is aware of such risk and thus performs all relevant laws and regulation check, in all areas with the Company's projects, to be in compliance and ensure timely schedule of operations.

1.2 Risk from Real Estate Competition

The real estate business has many competitors resulting in high competition whether the competition is from small unlisted developers or large listed developers whom are considered direct competitor to the Company. The Company track record is limited which may result in less credibility when compared against well-known developers. At present, many competitors have various development plans to capture customers' demand. And many developers deploy various stimulating strategy to boost sale and increase customer base and reduce outstanding inventory.

The company has a risk management approach by finding its own niche market to make it known. e.g. capture top-tier customers for the InterContinental Residences Hua Hin. Moreover, the Company develops strategy to address customers demand with considerations of location, transportation, and various innovations to be used in future projects. The Company aims to be a leading real estate developer within 1 – 2 years from now.

1.3 Risk from Reliance of Key Shareholder

The Company operates business with major shareholders from the Liptapanlop family consisting of Mr. Pasu Liptapanlop, and Ms. Proudputh Liptapanlop holding total 70.48% of registered and paid-up capital (as of 9 March 2022). Thus, the Company has risk from major shareholders holding deciding votes in shareholders meeting. This includes appointment of directors and approval of various agenda, with the exception of matters requiring 3 out of 4 shareholders' approval per related laws and regulations. In addition, the remaining shareholders do not have enough vote to check or audit the decision.

However, the Company has Audit Committee and independent directors responsible for auditing and assessing business appropriateness to prevent transactions with conflict of interests. By doing so, this increases transparency in the Company's business operation and builds confidence of other shareholders that the Company operates with good governance.

1.4 Risks from the outbreak of COVID-19 infection

The current situation of the COVID-19 epidemic causes the business operations to be careful. It is needed to modify the operating plan from the original planned for the performance of employees within the Company. The new operating model is needed in order to comply with the preventive measures to avoid the spread of COVID-19. Marketing planning which was originally planned for both short term and long term. Impact to the change in the form of new marketing plan to respond the needs of customers more. This includes the sales from the original sales planning to foreign customers. At present, the target has not yet been met by the Company. However, the base of purchasing power of Thai customers helps us to achieve the overall sales target.

The Company has set up a new management guideline focusing on the prevention of COVID-19 infection by allowing employees to work from home in order not to access other people, to facilitate the equipment to employees for performing their work continuously. This includes marketing and sales planning mainly focusing on the domestic customers but still paying attention to foreign customers by providing information on projects to foreign sales representatives to know the details so that interested people from abroad can trade altogether.

2. Risk from Main Business Operation

2.1 Risk from Land Acquisition

The several times the potential land require the use of financial resources in high amount, while a limited supply of resources at the starting periods, the Company can not collect many lands that will support the future in the medium and long term.

The Company has studied additional approaches for investment in new projects which is defined as a business plan for both short-term and long-term for further development of new projects both in terms of condominiums and low-rise projects at the right time in order not to depend on just any part.

2.2 Risk from Labor and Hiring of Contractors

At present, the real estate business faces challenges in hiring qualified and high potential labors and contractors as there are many developers with intensifying competition. In addition, the Company has been known as a developer for short period of time; this could hinder contractors' confidence to work with the Company when compared to other well-known long-standing developers. Moreover, the Company's project is mainly outside of Bangkok which resulted in long commuting time -- further reducing interests of labors and contractors in the project. Furthermore, the Company's project is limited, contractors might be unsure about continuity for future projects. These reasons have made it challenging for the Company to select contractors. Consequently, the Company may face construction delay and lack of efficiency to meet the Company's standards.

The Company is mindful of such problem and has been increasing the Company's reliability and confidence for contractors to work with the Company. The Company ensures continuity of future projects to attract contractors to work with the Company.

2.3 Risk from Reliance of Success from Future Project

The Company has been known as a real estate developer for short period of time; excluding existing project after the acquisition of Focus Development and Construction Public Company Limited. Thus, there are high expectations on the InterContinental Residences Hua Hin project to build public confidence in project development standard and ability to further develop other projects.

Currently, the Company will have more new projects in the year 2021 both low-rise projects and high-rise projects as well as has explored various methods in new project development and formulated business plan in both short-term and long-term for future projects. The business plan also covers both condominium and horizontal residences at appropriate timeline to prevent concentration risk.

3. Financial Risks

3.1 Risk from Economic Fluctuations

In 2021, the economy negatively affected the real estate sector. There were competitions from on-going real estate projects, economic slowdown resulting in increasing concern over spending of Thai customers, and the global economic slowdown leading to reduction in foreign buyers contribution. Thus, there is risk that the inventory will face selling challenges and affects the real estate business.

The Company considered feasibility to develop project during this economic condition by analyzing economic conditions which would affect the long-term business and ability to respond to customers' demand. To prepare for such conditions, the Company placed high importance in strategizing various business developments. The Company is trusted by the Intercontinental Hotel Group (IGH), the world class real estate development brand, to develop the InterContinental Residences Hua Hin project. The project will boost public confidence in the Company to weather the current economic conditions.

3.2 Risk from Tightening Conditions from Financial Institutions

The economic condition for the past years were in shrinkage trend. Financial institutions become stricter in approving mortgage loans for home buyers to filter customers without repayment ability. Moreover, the preventive mortgage lending loan-to-value (LTV) measure, to maintain economic stability from the Bank of Thailand (BOT), has resulted in lower purchase power of home buyers. This directly affects the Company's main revenue; and securing source of fund for operations from financial institutions become more challenging.

The Company placed high importance to the situation. The Company has ensured financial institutions that the Company has adequate repayment ability by formulating appropriate and careful business plan, the caution of funding from borrowing and the good cashflow management . Moreover, the Company has formed business alliance with various financial institutions to increase offerings to customers during the process of applying for mortgage lending and increase convenience of customers in contacting financial institutions to apply for mortgage lending.

DRIVING BUSINESS SUSTAINABILITY



1. SUSTAINABILITY POLICY AND GOALS

Following Corporate Governance Policy and Ethics Manual for Directors, Management, and Employees revised in 2019 approved by the Board of Directors Meeting no. 9/2019 on 14 August 2019, the Company recognized the importance of corporate social responsibility and remained driven to developing human resource and growing sustainably with trade partners, customers, shareholders, alliances, employees, and the society. The Company upholds and instills employees with such concept and translated into CSR activities namely:

2. IMPACT MANAGEMENT TO STAKEHOLDERS IN THE BUSINESS VALUE CHAIN

2.1 Value chain management

The Company's business processes from upstream to downstream involve with the various stakeholders, starting from;

◆ The purchasing potential land for project development contains with process; the study of feasibility project, the analysis of targeted customers and competitor and the risk analysis about legal and regulatory issues.

◆ Project design and development preparation by designing concepts and developing designs for used with the various purposes, selecting materials used in the project, requesting the permission from relevant government agencies and providing funding for project development.

◆ Planning of sales and marketing activities by selecting sales tools and marketing materials, design and construction of a show unit.

◆ The construction of the project starts from the selection of contractors and construction management of the project, construction of public utilities, construction of a housing or condominium, cost management and the control and inspection of construction quality.

◆ Delivery of housing / condominiums to customers. facilitating the bank loan request to the customers, housing / condominiums inspection, modify defects and transfer of ownership

◆ After sale services, in this process, the company has to manage customer relations, guarantee of the quality of the house / unit, facilitation when the customer informs the repairment and a establishment of a juristic person for the property management.

2.2 The analysis of stakeholder in the business value chain

The engagement with both internal and external stakeholders is a key element in setting the direction of our operations towards sustainability. The Company has analyzed the operations to identify the stakeholder related to the Company's business operations and summarize the expectations of the each stakeholder as follows:

Stakeholders	Response to Stakeholder	Expectations
Investor and Shareholder	○ Annual General Meeting and Extraordinary General Meeting	○ Business operation results
Management and Employee	○ Organizing meetings to clarify and answer inquiries with employees such as Town Hall.	○ Direction and policies in work ○ Career path ○ Compensation and benefits ○ The potential employee development
Customer	○ Always survey customer satisfaction throughout the operation process before and after unit delivery. ○ Call Center	○ The quality of products and services
Community and Society	○ The Company assess and analyze Environment Impact Assessment (EIA) ○ The Company visits and talks with the surrounding communities during the construction period.	○ Do not operate the negatively affect to the well-being of the community.
Partners and Contractor	○ Partner meetings	○ Business operation results ○ Fair Trade Competition ○ Transparency and Accountability
Government Agency	○ Delivery the Environment Impact Assessment (EIA) to Office of Natural Resources and Environmental Policy and Planning before the construction start ○ Applying for various permits to agencies related to the business	○ Compliance with the law. ○ Transparency and Accountability ○ Accuracy and completeness of information.
Competitor	○ Competition in real estate business.	○ Fair trade competition.

3. SUSTAINABLE MANAGEMENT IN ENVIRONMENTAL DIMENSION

The Company strives to operate business while caring for the environment by strictly following environmental regulations, focusing on efficient use of resources, developing business operation to protect and mitigate environmental impact, and promoting employees' knowledge and awareness in the environment and social responsibility leading to entity-wide treatment and continuous improvement.

Policy of effective utilization of resources

The company expects employees to consume resources efficiently, for instance, using reuse papers, and saving energy and water by displaying campaign on boards inside the office building.

Participation in Community or Social Development

The social responsibility polices of the Company in the past year were all CSR in process incorporated with the Company's operation. Having expertise in developing quality residence, the Company foresaw that quality residence can lead to the improvement of quality of life. With experiences in operating business, the Company has the capability and communication channel to provide knowledge and experience to internal personnel for their own individual development, as well as the betterment of the society. In addition, the Company strives to develop personnel with knowledge to develop quality residence from construction, management, to social responsibility aspects. These people with knowledge and social responsibility will collectively generate products and buildings with qualified standards which will be the key foundation for society with long-term sustainability.

Corporate Social Responsibility (CSR) activities in 2021

Because the company has focused on the safety and cleanliness of the neighbors near the project InterContinental Residences Hua Hin is so important that cleaning activities are organized on a monthly basis

4. SUSTAINABLE MANAGEMENT IN SOCIAL DIMENSION

The Company has a policy to treat employees equally and fairly, promoting the employment of local workers, disadvantaged people and people with disabilities without discrimination, although there are differences in race, religion, sex, age, education, etc. The Company provide welfare, safety, occupational health and working environment, as well as focus on developing potential and expertise in the field, including raising awareness and encouraging personnel, contribute to creating good work effective for the organization, society and environment. The Company listen to the opinions of customers to create satisfaction in service as well as take care of the community and society.







FINANCIAL INFORMATION

FINANCIAL INFORMATION

Summary of Auditor's Report in the last 3 years

- **Auditor's Report for the year ended 31 December 2021**

The financial statements for the year ended 31 December 2021 was audited by Miss Siriwan Suratepin Certified Public Accountant (Thailand) No. 4604 from EY Office Limited.

The auditor commented "Unqualified opinion with an emphasis of matter". The emphasis of matters is "compliance with loan covenants in loan agreements". However, that matters did not affect the opinion of the auditor.

- **Auditor's Report for the year ended 31 December 2020**

The financial statements for the year ended 31 December 2020 was audited by Miss Siriwan Suratepin Certified Public Accountant (Thailand) No. 4604 from EY Office Limited.

The auditor commented "Unqualified opinion with an emphasis of matter". The emphasis of matters are "recognition of revenue from sale of real estate" and "compliance with loan covenants in loan agreements". However, that matters did not affect the opinion of the auditor.

- **Auditor's Report for the year ended 31 December 2019**

The financial statements for the year ended 31 December 2019 was audited by Miss Wannisa Ngambuathong Certified Public Accountant (Thailand) No. 6838 from Dharmniti Auditing Co.,Ltd.

The auditor commented "Unqualified opinion with an emphasis of matter". The emphasis of matters are "revenue recognition for construction services" and "valuation of deferred tax". However, that matters did not affect the opinion of the auditor.

Financial Highlights

Financial Highlights	2564	2563	2562
Financial Position (Unit: Million Baht)			
Total Assets	3,988.16	2,001.41	1,715.07
Total Liabilities	3,392.24	1,308.05	977.06
Total Shareholders' Equity	595.92	693.36	738.01
Paid-up Share Capital	641.47	641.47	641.47
Performance (Unit: Million Baht)			
Total Revenues	3.62	198.20	110.97
Revenues from sale of real estate	-	181.65	53.82
Revenues from contract work	-	-	31.43
Net Loss for the year	(97.23)	(44.82)	(40.09)
Share Value (Baht per Share)			
Loss per Share	(0.152)	(0.070)	(0.084)
Book Value per Share	0.93	1.08	1.15
Financial Ratio			
Current Ratio (times)	1.86	3.61	10.14
Return on Equity (ROE) (%)	(15.08)	(6.26)	(9.29)
Return on Assets (ROA) (%)	(2.44)	(2.24)	(2.34)
Debt to Equity Ratio (times)	5.69	1.89	1.32
Total Assets Turnover (times)	0.00	0.10	0.06
Gross Profit Margin (%)	N/A	19.47	38.39
Net Profit (Loss) Margin (%)	(2,685.91)	(22.61)	(36.13)

Summary of Statement of Financial Position, Statement of Comprehensive Income, Statement of Cash Flows, and Financial Ratio; comparative for a period of 3 years

Statement of Financial Position

Description	2021		2020		2019	
	Million Baht	%	Million Baht	%	Million Baht	%
Cash and cash equivalents	288.63	7.24	161.53	8.07	101.90	5.94
Trade and other receivables	0.26	0.01	0.22	0.01	0.66	0.04
Inventories	0.20	0.01	0.68	0.03	0.04	-
Real estate development costs	3,344.65	83.86	1,593.42	79.61	1,538.39	89.70
Current tax assets	1.90	0.05	3.03	0.15	1.85	0.11
Other current assets	280.27	7.03	184.76	9.23	43.91	2.56
Total current assets	**3,915.91**	**98.19**	**1,943.64**	**97.11**	**1,686.75**	**98.35**
Restricted bank deposits	0.19	-	0.19	0.01	0.19	0.01
Buildings and equipment	9.83	0.25	9.14	0.46	8.76	0.51
Right-of-use assets	11.11	0.28	15.31	0.76	-	-
Intangible assets	4.60	0.12	4.99	0.25	3.68	0.21
Deferred tax assets	45.20	1.13	26.88	1.34	11.27	0.66
Other non-current financial assets	1.32	0.03	1.26	0.06	-	-
Other non-current assets	-	-	-	-	4.42	0.26
Total non-current assets	**72.25**	**1.81**	**57.77**	**2.89**	**28.32**	**1.65**
Total assets	**3,988.16**	**100.00**	**2,001.41**	**100.00**	**1,715.07**	**100.00**
Bank overdrafts	19.68	0.49	14.10	0.70	14.53	0.85
Trade and other payables	673.89	16.90	47.42	2.37	41.61	2.43
Short-term loans from related companies	-	-	-	-	50.00	2.92
Current portion of long-term loans from financial institutions	101.94	2.56	99.82	4.99	15.25	0.89
Current portion of lease liabilities	5.99	0.15	7.22	0.36	0.57	0.03
Deferred revenue from sale of real estate	657.39	16.48	358.52	17.91	7.61	0.44
Deferred revenue from contract work	-	-	1.38	0.07	1.38	0.08
Accrued expenses related to the projects	1.73	0.04	6.23	0.31	15.92	0.93
Cumulative and redeemable preference shares	611.40	15.33	-	-	-	-
Retention payables	25.92	0.65	-	-	18.05	1.05
Other current liabilities	2.92	0.07	3.20	0.16	1.36	0.08
Total current liabilities	**2,100.86**	**52.68**	**537.89**	**26.88**	**166.28**	**9.70**

งบแสดงฐานะการเงิน (ต่อ)

Description	2021		2020		2019	
	Million Baht	%	Million Baht	%	Million Baht	%
Long-term loans from financial institutions, net of current portion	1,258.91	31.57	738.88	36.92	808.35	47.13
Lease liabilities, net of current portion	3.27	0.08	6.24	0.31	1.71	0.10
Provision for long-term employee benefits	2.05	0.05	1.14	0.06	0.72	0.04
Provision for decommissioning costs	8.04	0.20	3.01	0.15	-	-
Retention payables	19.11	0.48	20.89	1.04	-	-
Total non-current liabilities	**1,291.38**	**32.38**	**770.16**	**38.48**	**810.78**	**47.27**
Total liabilities	**3,392.24**	**85.06**	**1,308.05**	**65.36**	**977.06**	**56.97**
Registered share capital	673.15		673.15		673.15	
Issued and fully paid-up share capital	641.47	16.08	641.47	32.05	641.47	37.40
Share premium	263.63	6.61	263.63	13.17	263.63	15.37
Deficits	(309.18)	(7.75)	(211.74)	(10.58)	(167.09)	(9.74)
Total shareholders' equity	**595.92**	**14.94**	**693.36**	**34.64**	**738.01**	**43.03**
	3,988.16	**100.00**	**2,001.41**	**100.00**	**1,715.07**	**100.00**

Statement of Comprehensive Income

Description	2021		2020		2019	
	Million Baht	%	Million Baht	%	Million Baht	%
Revenues from sale of real estate	-	-	181.65	91.65	53.82	48.50
Revenues from contract work	-	-	-	-	31.43	28.32
Finance income	0.47	12.98	0.37	0.19	1.26	1.14
Other income	3.15	87.02	16.18	8.16	24.46	22.04
Total revenues	**3.62**	**100.00**	**198.20**	**100.00**	**110.97**	**100.00**
Cost of real estate sold	-	-	146.29	73.81	29.87	26.92
Cost of contract work	-	-	-	-	22.65	20.41
Selling and distribution expenses	0.29	8.01	15.32	7.73	10.04	9.05
Administrative expenses	101.68	2,808.84	93.02	46.93	57.41	51.73
Severance pay	-	-	-	-	21.65	19.51
Finance cost	17.15	473.76	4.04	2.04	5.52	4.97
Share of loss from investment in joint venture	-	-	-	-	5.43	4.89
Total expenses	**119.12**	**3,290.61**	**258.67**	**130.51**	**152.57**	**137.49**
Loss before income tax	(115.50)	(3,190.61)	(60.47)	(30.51)	(41.60)	(37.49)
Income tax income (expenses)	18.27	504.70	15.65	7.90	1.51	1.36
Loss for the year	(97.23)	(2,685.91)	(44.82)	(22.61)	(40.09)	(36.13)
Other comprehensive income for the year - net of income tax	(0.21)	(5.80)	0.17	0.09	6.56	5.91
Total comprehensive income for the year	**(97.44)**	**(2,691.71)**	**(44.65)**	**(22.53)**	**(33.53)**	**(30.22)**

Statement of Cash Flows

รายการ	2564	2563	2562
Net cash flows from (used in) operating activities	(974.81)	114.38	(1,423.74)
Net cash flows from (used in) investing activities	(0.77)	(7.27)	64.57
Net cash flows from (used in) financing activities	1,102.68	(47.48)	1,453.76
Net increase in cash and cash equivalents	127.10	59.63	94.59
Cash and cash equivalents at beginning of the year	161.53	101.90	7.31
Cash and cash equivalents at end of the year	288.63	161.53	101.90

MANAGEMENT DISCUSSION AND ANALYSIS

1 Analysis of operating results and financial position

Overall Previous Operations

Proud Real Estate Public Company Limited straighten to focus on only property development business. In 2019, It invested in 2 new established subsidiaries, Hua Hin Alpha 71 Co.,Ltd. and Hua Hin Sky Living Co.,Ltd. which will operate as developers of the residential real estate. At present, Hua Hin Alpha 71 Co.,Ltd. is developing the project “InterContinental Residences Hua Hin”, the first luxury project in Thailand which would be managed by the world-class brand “IHG”. The project is located on the last beachfront land 7-2-48.8 Rai in the center of Hua Hin on Phet Kasem Road next to Soi Hua Hin 71. Hua Hin Sky Living Co.,Ltd. is initially developing residential condominium project on land 5-1-9.5 Rai which is located between Vana Nava Water Jungle and Holiday Inn Resort Vana Nava Hua Hin.

In 2021, The Company invested in 2 new established subsidiaries, Proud Horseshoe Co., Ltd. and Convent Beta Co., Ltd. which will operate as developers of the residential real estate. At present, Proud Horseshoe Co., Ltd. is initially developing low-rise residential project on land 1-0-22.2 Rai which is located on Soi Ari 3, Bangkok. Convent Beta Co., Ltd. is initially developing residential condominium project on land 638.5 square wah which is located on Convent Road, Silom, central business district(CBD) of Bangkok.

Regarding the Company has invested in Hua Hin Alpha 71 Co.,Ltd. , Hua Hin Sky Living Co.,Ltd. , Proud Horseshoe Co., Ltd. , and Convent Beta Co., Ltd. The Company has controlling power. Therefore, the Company includes the financial statements of such companies in the consolidated financial statements. The consolidated financial statements are prepared by using uniform accounting policies. So that the transactions and the others event which are the same or the similar circumstances have been used the identical policies to record those transactions.

1.1 Operating Results

Revenues

The Company’s core business is property development which revenue are as follows:

Table of Source of Revenues (Unit: Million Baht)

Description	2021		2020		Change	
Property Development Business	-	0%	181.65	92%	(181.65)	(100%)
Finance income	0.47	13%	0.37	0%	0.10	27%
Other Revenues	3.15	87%	16.18	8%	(13.03)	(81%)
Total	**3.62**	**100%**	**198.20**	**100%**	**(194.58)**	**(98%)**

Remark: Other income, which are income from sales of "111 Social Club", and reversal of estimated cost, etc.

Property Development Business

In 2021, the Company did not have the revenue from property development business. At present, the new projects are under the construction. While in 2020, the Company transferred the ownership of 32 units in “Focus Ploenchit” condominium to customers totaling a value of Baht 181.65 million. So, the revenue decreased 100% as compared to the previous year. The proportion of revenue form the property development business per total revenue in 2020 was 92%.

As of 31 December 2021, the Company had a trading value for sales agreements for 131 units of Baht 770 million and sales and purchase agreements for 1 unit of Baht 9 million that customers would transfer ownership in 2022. The value according to the sales/sales and purchase agreements as follows:

Project	Number of Units of the project	Total Sales of the project (Million Baht)	Value of Sales/ Sales and Purchase Agreements (Million Baht)	Percentage of Agreements value per Total Sales
Focus Ploenchit	132	779	779	100

Moreover, As of 31 December 2021, Hua Hin Alpha 71 Co.,Ltd., a subsidiary of the Company had a trading value for sales and purchase agreements for 172 units of Baht 2,890 million that the customers would transfer ownership in future. The value according to the sales and purchase agreements as follows:

Project	Number of Units of the project	Total Sales of the project (Million Baht)	Value of Sales/ Sales and Purchase Agreements (Million Baht)	Percentage of Agreements value per Total Sales
InterContinental Residences Hua Hin	238	3,778	2,890	76

Finance income

Finance income were interest income from deposit at banks. In 2021, the Company had finance income in the amount of Baht 0.47 million which increased by Baht 0.10 million or 27% as compare to the prior year which was Baht 0.37 million. The increment was according to increasing in deposit at banks.

Other Revenues

In 2021, the Company had other revenues in the amount of Baht 3.15 million which decreased by Baht 13.03 million or 81% as compare to the previous year, which was Baht 16.18 million. The main decreasing was due to other incomes from reversal of estimated cost for maintenance expense decreased by Baht 7.23 million, revenue from "111 Social Club" decreased by Baht 2.04 million, and no gain on compensation received from insurance Baht 2.25 million which was in 2020.

Expenses

The Company's expenses consisted of cost of sales and expenses in selling of real estate, administrative expenses, finance cost, and income tax expenses.

In 2021 and 2020, the Company had costs from property development business as follows:

(Unit: Million Baht)

Description	2021		2020		Increase (Decrease)	
Revenues	-	N/A	181.65	100%	(181.65)	(100%)
Cost	-	N/A	146.29	81%	(146.29)	(100%)
Gross Profit	**-**	**N/A**	**35.36**	**19%**	**(35.36)**	**(100%)**
Selling Expenses	0.29	N/A	15.32	8%	(15.03)	(98%)
Profit after selling expenses	**(0.29)**	**N/A**	**20.04**	**11%**	**(20.33)**	**(101%)**

Cost of Property Development Business

In 2021, the Company did not have the revenue from property development business. Therefore, the cost was decreased by Baht 146.29 million or 100% as compared to the previous year. The cost of sales in 2020 was equal to 81% of revenue and gross profit margin was 19%.

Selling Expenses

In 2021, the Company had selling expenses in the amount of 0.29 million which decreased by Baht 15.03 million or 98% as compared to the previous year. The significant decrease was due to the decreasing in selling expenses (main expenses was ownership transfer fee) and also decreasing in sales and promotion expenses for support sales of project the "Focus Ploenchit" condominium which was sold out.

Description	2021	2020	(Unit: Million Baht) Change	
Administrative expenses	101.68	93.02	8.66	9%
Finance cost	17.15	4.04	13.11	325%
Income tax income (expenses)	18.27	15.65	2.62	17%
Other comprehensive income for the year - net of income tax	(0.21)	0.17	(0.38)	(224%)

Administrative expenses

In 2021, The Company's administrative expenses was Baht 101.68 million, which increased by Baht 8.66 million or 9% as compared to the prior year, which was Baht 93.02 million. Main increase was due to depreciation and amortization expenses increased by Baht 4.28 million from increasing in fixed assets, staff costs and management's benefits increased by Baht 2.89 million from increasing in staff number, the specific business tax increased by Baht 2.34 million from interest received from a subsidiary. While operating expenses at "111 Social Club" and sales gallery decreased by Baht 1.53 million due to it closed since quarter 3 of 2021.

Finance cost

In 2021, The Company's finance cost was Baht 17.15 million, which increased by Baht 13.11 million or 325% as compared to the previous years, which was Baht 4.04 million. Main increase was due to recognition of the return on cumulative and redeemable preference shares amount Baht 15.25 million according to adoption of TFRS 9: Financial Instruments. While interest of loan from financial institution decreased by Baht 2.22 million due to repayment of entire loan according to ownership transferred at the "Focus Ploenchit" condominium in 2020.

Income tax income (expenses)

In 2021, the Company had income tax revenue in the amount of 18.27 million, which increased by Baht 2.62 million or 17% as compared to the prior year, which was Baht 15.65 million. The increment was due to adjustments of deferred tax assets of a subsidiary according to increasing in deficit.

Other comprehensive income for the year - net of income tax

In 2021, the Company had other comprehensive loss for the year - net of income tax in the amount of 0.21 million, consisted of actuarial loss Baht 0.26 million and related income tax Baht 0.05 million. Net other comprehensive income decreased by Baht 0.38 million or 224% as compared to the prior year, which was Baht 0.17 million, consisted of actuarial gains 0.21 million and related income tax Baht 0.04 million. It came from adjustment of employee benefit obligations due to adjust information and changes in financial assumptions.

1.2 Financial Position

The Company's financial position in 2021, when compared to 2020, had significant changes as follows:

Assets			(Unit: Million Baht)	
Description	2021	2020	Change	
Cash and cash equivalents	288.63	161.53	127.10	79%
Other receivables	0.26	0.22	0.04	18%
Inventories	0.20	0.68	(0.48)	(71%)
Real estate development costs	3,344.65	1,593.42	1,751.23	110%
Current tax assets	1.90	3.03	(1.13)	(37%)
Other current assets	280.27	184.76	95.51	52%
Total current assets	**3,915.91**	**1,943.64**	**1,972.27**	**101%**
Restricted bank deposits	0.19	0.19	-	0%
Buildings and equipment	9.83	9.14	0.69	8%
Right-of-use assets	11.11	15.31	(4.20)	(27%)
Intangible assets	4.60	4.99	(0.39)	(8%)
Deferred tax assets	45.20	26.88	18.32	68%
Other non-current financial assets	1.32	1.26	0.06	5%
Total non-current assets	**72.25**	**57.77**	**14.48**	25%
Total assets	**3,988.16**	**2,001.41**	**1,986.75**	**99%**

The Company had total assets as of 31 December 2021 in the amount of Baht 3,988.16 million, which increased by Baht 1,986.75 million or 99% as compare to the total assets as of the end of 2020, which was Baht 2,001.41 million. It was categorized into current assets in the amount of Baht 3,915.91 million and non-current assets in the amount of Baht 72.25 million. The significant changes were:

1. Real estate development costs as of 31 December 2021 consisted of:

				(Unit: Million Baht)	
Details	**Focus Ploenchit**	**InterContinental Residences Hua Hin**	**VEHHA**	**Other Projects**	**Total**
Land	1.64	1,128.09	200.82	1,294.48	2,625.03
Construction costs	2.04	593.63	23.49	5.99	625.15
Capitalized borrowing costs	0.10	78.72	11.35	4.30	94.47
Total	**3.78**	**1,800.44**	**235.66**	**1,304.77**	**3,344.65**

Real estate development costs increased from 2020 because of new land for development of subsidiaries. Moreover, the 2 residential projects of subsidiaries have more project progress than the previous year.

2. Current tax assets was withholding income tax during the year, which decreased by Baht 1.13 million due to in 2021, there was not withholding income tax from transferred the ownership of "Focus Ploenchit" condominium.

3. Other current assets increased by Baht 95.51 million. Main increase was due to prepaid sales and marketing management fees of subsidiaries increased by Baht 64.99 million. Moreover, there were increase in advance for purchase inventories and services by Baht 21.50 million and advance for finance cost increased by Baht 9.37 million.

4. Right-of-use assets consisted of sales gallery space rental for project "VEHHA" in the amount of Baht 7.60 million, head office space rental in the amount of Baht 2.41 million, and vehicles lease in the amount of 1.10 million, totaling decreased by Bath 4.20 million. Main decrease was due to write-off of land lease for sales gallery and "111 Social Club" in the amount of Baht 2.98 million because the lease agreement was terminated, and sold leased vehicle in the amount of Baht 0.94 million.

5. Deferred tax assets increased by Baht 18.32 million due to adjustments of accumulated tax loss of subsidiaries that expected to be utilized in the future.

Assets			(Unit: Million Baht)	
Description	2021	2020	Change	
Bank overdrafts	19.68	14.10	5.58	40%
Trade and other payables	673.89	47.42	626.47	1,321%
Current portion of long-term loans from financial institutions	101.94	99.82	2.12	2%
Current portion of lease liabilities	5.99	7.22	(1.23)	(17%)
Deferred revenue from sale of real estate	657.39	358.52	298.87	83%
Deferred revenue from contract work	-	1.38	(1.38)	(100%)
Accrued expenses related to the projects	1.73	6.23	(4.50)	(72%)
Cumulative and redeemable preference shares	611.40	-	611.40	100%
Retention payables	25.92	-	25.92	100%
Other current liabilities	2.92	3.20	(0.28)	(9%)
Total current liabilities	**2,100.86**	**537.89**	**1,562.97**	**291%**
Long-term loans from financial institutions, net of current portion	1,258.91	738.88	520.03	70%
Lease liabilities, net of current portion	3.27	6.24	(2.97)	(48%)
Provision for long-term employee benefits	2.05	1.14	0.91	80%
Provision for decommissioning costs	8.04	3.01	5.03	167%
Retention payables	19.11	20.89	(1.78)	(9%)
Total non-current liabilities	**1,291.38**	**770.16**	**521.22**	**68%**
Total liabilities	**3,392.24**	**1,308.05**	**2,084.19**	**159%**

As of 31 December 2021, the Company had total liabilities in the amount of Baht 3,392.24 million, which increased by Baht 2,084.19 million or 159% as compare to the total liabilities as of the end of 2020, which was Baht 1,308.05 million. It was categorized into current liabilities in the amount of Baht 2,100.86 million and non-current liabilities in the amount of Baht 1,291.38 million. The significant changes were:

1. Bank overdrafts increased by Baht 5.58 million due to there were more progress of subsidiaries' project that made more relevant payments.

2. Trade and other payables increased by Baht 626.47 million. Main increase was due to accrued cost of land amount Baht 550 million. Moreover, there were more progress of subsidiaries' project that made more transactions and outstanding balances at the end of the year.

3. Deferred revenue from sale of real estate increased by Baht 298.87 million. It was from advance received of the project "InterContinental Residences Hun Hin" increased in Baht 297.80 million and advance received from 1 unit of "Focus Ploenchit" condominium that the ownership was not transferred to customer, increased by Baht 1.07 million.

4. Deferred revenue from contract work decreased in whole amount due to the adjustment of transactions that the Company did not have to perform the remaining contract work. However, the Company was not required to refund the said amount to the counterparty because there has a consent to deduct it with retentions that the counterparty had already deducted.

5. Accrued expenses related to the projects decreased by Baht 4.50 million. Main decreased was due to the estimated cost for sales price guarantee of "Focus Ploenchit" condominium decreased in Baht 2.23 million due to the Company paid the guarantee to customers during the year. Moreover, there was rectification of condominium units according to the guarantee in the amount of Baht 0.84 million, the reversal of estimated cost for rectification and maintenance expense due to out of warranty period in the amount of Baht 1.43 million.

6. Cumulative and redeemable preference shares increased by Baht 611.40 million because a subsidiary issued preference shares in the amount of Baht 600 million. Its deficit was Baht 3.85 million, and the recognition of return on preference shares was Baht 15.25 million.

7. Long-term loans from financial institutions was in the amount of Baht 1,360.85 million. It was categorized into current portion, due date within one year in the amount of Baht 101.94 and the loans net of current portion in the amount of Baht 1,258.91 million, which were form credit facility for land purchase and develop the project "InterContinental Residences Hun Hin" of Hua Hin Alpha 71 Co.,Ltd., credit facility for land purchase of the project "VEHHA" of Hua Hin Sky Living Co.,Ltd., credit facility for land purchase of Proud Horseshoe Co., Ltd., and credit facility for land purchase and develop the project of Convent Beta Co., Ltd. The subsidiaries mortgaged land of the projects with constructions to secure the loans and the Company guaranteed the debt for such subsidiaries. Moreover, the Company has soft loan for the operation. The details of the long-term loans from financial institutions as follows:

Project	Credit Facilities (Million Baht)	Balance as of 31/12/21 (Million Baht)	Period	Interest Rate per annum	Repayment
Soft loan	2.90	2.90	within Apr. 2023	2.0	Paid in 12 monthly installments, the first installment will be paid in May 2022.
InterContinental Residences Hua Hin	1,320.00	939.43	within Dec. 2023	MLR-1.5	When transfer right of residential condominium unit.
VEHHA	100.00	100.00	within May 2022	MLR-1.5	Paid in full amount within the time period.
Project of Proud Horseshoe Co.,Ltd.	172.70	100.00	within Nov. 2023	MLR-2.0	When transfer right of title deed of each property unit.
Project of Convent Beta Co.,Ltd.	1,385.00	220.00	Within Sep. 2026	MLR-1.5	When transfer right of residential condominium unit.
Total	**2,980.60**	**1,362.33**			

Note: The loan balance before deducting the financing fee.

During the year, the Company and its subsidiaries had additional borrowings Baht 522.33 million and did not repay its loan.

8. Lease liabilities was in the amount of Baht 9.26 million. It was categorized into current portion, due date within one year in the amount of Baht 5.99 million and the after one year but within five years in the amount of Baht 3.27 million. It decreased totaling by Baht 4.20 million. Main decrease was due to write-off land lease for sales gallery and "111 Social Club" in the amount of Baht 3.10 million because the lease agreement was terminated. Further, there was lease liabilities for space rental for sales gallery of project "VEHHA" in the amount of Baht 6.49 million

9. Provision for decommissioning costs was estimated demolition cost for leasehold improvement of head office space and estimated demolition cost for right-of-use sales gallery space of project "VEHHA". The increment amount Baht 5.03 million came from the project "VEHHA".

10. Retention payables in the amount of Baht 45.03 million. It was categorized into current portion, due date within one year in the amount of Baht 25.92 million and the after one year but within five years in the amount of Baht 19.11 million. It increased by Baht 24.14 million from prior year. Main increase was due to retention payables from construction of "InterContinental Residences Hua Hin"

Shareholders' Equity

As of 31 December 2021 and 2020, the Company had a shareholders' equity as follows:

(Unit: Million Baht)

Description	2021	2020	Change	
Registered share capital	673.15	673.15	-	-
Issued and fully paid-up share capital	641.47	641.47	-	-
Share premium	263.63	263.63	-	-
Deficits	(309.18)	(211.74)	(97.44)	46%
Total shareholders' equity	**595.92**	**693.36**	**(97.44)**	**(14%)**

As of 31 December 2021, the Company had a shareholders' equity of Baht 595.92 million, which decreased by Baht 97.44 million or 14% as compared to the shareholders' equity as of the end of 2020, which was Baht 693.36 million. It was due to loss for the year 2021 Baht 97.23 million and other comprehensive loss Baht 0.21 million. Therefore, deficits increased by Baht 97.44 million from Baht 211.74 million to Baht 309.18 million.

1.3 Cash flow and liquidity

	(Unit: Million Baht)	
Description	**2021**	**2020**
Net cash flows from (used in) operating activities	(974.81)	114.38
Net cash flows used in investing activities	(0.77)	(7.27)
Net cash flows from (used in) financing activities	1,102.68	(47.48)
Net increase in cash and cash equivalents	**127.10**	**59.63**
Cash and cash equivalents at beginning of the year	161.53	101.90
Cash and cash equivalents at end of the year	**288.63**	**161.53**

As of 31 December 2021, the Company had a cash and cash equivalents balance in the amount of Baht 288.63 million with an increase in net cash flows in the amount of Baht 127.10 million, which consisted of:

1. Net cash used in operating activities was in the amount of Baht 974.81 million. The main transactions came from the increase in real estate development costs (exclude capitalized borrowing costs) in the amount of Baht 1,166.71 million, increase in other current assets in the amount of Baht 84.12 million, and cash paid for interest expenses Baht 35.20 million. While cash flows increased from increase in deferred revenue from sale of real estate of a subsidiary's project in the amount of Baht 298.86 million.

2. Net cash used in investing activities was in the amount of Baht 0.77 million. The main transactions came from cash paid for acquisition of equipment and intangible assets.

3. Net cash from financing activities was in the amount of Baht 1,102.68 million. The main transactions came from cash received from issuance of preference shares of a subsidiary in the amount of Baht 600 million and cash received from long-term loans from financial institutions in the amount of 522.33 million. Further, there was cash paid for front-end fee and transaction cost for issuance of preference shares in the amount of Baht 17.15 million,

The Company's liquidity ratio in 2021 was equal 1.86 times, which decreased by 1.75 times when compared with 2020, which was equal to 3.61 times. The decrease of the ratio partly came from the increase in trade and other payables, deferred revenue from sale of real estate, and cumulative and redeemable preference shares which were classified as current liabilities. That cause current liabilities was in higher proportion than current assets. Main funding source of the Company came from long-term loans and capital from shareholders. Therefore, the debt-to-equity ratio as of 31 December 2021 was equal to 5.69 timed, which increased as compared to the previous year, which was equal to 1.89 times.

Commitments and contingent liabilities

As at 31 December 2021, the Company and its subsidiary had commitments and contingent liabilities as follows:

1. Commitments in respect of service agreements payable in the future
The Group had commitments in respect of service agreements payable in the future, which the terms of the agreements are generally between 1 and 3 years of approximately Baht 6 million (2020: Baht 19 million).

2. Commitments with respect to project development and related services
The Group had commitments in respect of property development cost and related services totaling Baht 601 million (2020: Baht 480 million).

3. Guarantees

3.1. The Company has guaranteed bank credit facilities of its subsidiaries amounting to Baht 3,833 million (2020: Baht 1,450 million)

3.2. As at 31 December 2021, there were outstanding bank guarantees of approximately Baht 0.3 million (2020: Baht 4 million) issued by banks on behalf of the Company to guarantee contractual performance.

4. Other commitment

On 22 November 2019, a subsidiary company entered into a sales and marketing license agreement with Intercontinental Hotel Group (Asia Pacific) Pte. Ltd. The subsidiary company is obligated to comply with the conditions stipulated in the agreement whereby it shall pay 3% of revenue generated by sales of condominium units

2. Main factors and influences that might affect the operations or financial status in the future

The Property development business is a business with a good rate of return even though there are factors that affect the operation in terms of finding potential land at a suitable price, location, design, and price, which must respond with the demands of the target customer. Hence, the Company sees a trend in the real estate market for customers who want to have a residence in town scenery with a distance that is not too far from Bangkok. Therefore, the Company has the policy to expand investment in the vertical property development, especially in the area of Hua Hin District, Prachuap Khiri Khan Province. The Company had invested in subsidiaries in order to develop residential condominium projects in such area, which focus on target customers that have high purchasing power.

During 2021, there still was the Coronavirus disease 2019 pandemic that is adversely impacting most businesses and industries. This situation may bring uncertainties and have an impact on the environment in which the Company operates. The Company's management has continuously monitored ongoing developments and assessed the financial impact in respect of the valuation of assets, provisions and contingent liabilities, and has used suitable estimates and judgement in respect of various issues as the situation has evolved.

Disclosure of Auditors' Remuneration

Auditors' Remuneration

1. Audit Fee
The Company and its subsidiaries paid the audit fee to the office, EY Office Limited during the previous accounting period for the total amount of Baht 2,350,000.

2. Non-Audit Fee
-None-

GENERAL INFORMATION AND OTHER SIGNIFICANT INFORMATION

Company Information

Securities Issuer Company	:	Proud Real Estate Public Company Limited
Symbol	:	PROUD
Type of Business	:	Property development
Registration Number	:	0107545000331
Registered Capital	:	673,148,951 shares as of 31 December 2021
Paid-Up Capital	:	Baht 641,468,952 as of 31 December 2021
Type of Shares	:	Common
Par Value Per Share	:	Baht 1 per share
Head Office	:	900 Tonson Tower Building Floor 6, Ploenchit Road, Lumpini, Patumwan, Bangkok 10330
Tel	:	0-2035-0999
Fax	:	0-2035-0998
Website	:	www.proudrealestate.co.th
Listed on the MAI	:	5 October 2004

As of December 31, 2021, the Company held over 10 percent of the issued shares of the following companies:

1)

Company Name	:	Hua Hin Alpha 71 Company Limited
Type of Business	:	Property development
Registration Number	:	0105562068876
Registered Capital	:	6,000,000 preferred shares and 2,000,000 common shares as of 31 December 2021
Paid-Up Capital	:	Baht 800,000,000 as of 31 December 2021
Type of Shares	:	Preferred and Common
Par Value Per Share	:	Baht 100 per share
Head Office	:	900 Tonson Tower Building Floor 6, Ploenchit Road, Lumpini, Patumwan, Bangkok 10330
Percentage of Shareholding	:	99.99%

2)

Company Name	:	Hua Hin Sky Living Company Limited
Type of Business	:	Property development
Registration Number	:	0105562068957
Registered Capital	:	10,000 shares as of 31 December 2021
Paid-Up Capital	:	Baht 250,000 as of 31 December 2021
Type of Shares	:	Common
Par Value Per Share	:	Baht 100 per share
Head Office	:	900 Tonson Tower Building Floor 6, Ploenchit Road, Lumpini, Patumwan, Bangkok 10330
Percentage of Shareholding	:	99.97%

3) Company Name : Proud Horeshoe Company Limited
Type of Business : Property development
Registration Number : 0105564071882
Registered Capital : 200,000 shares as of 31 December 2021
Paid-Up Capital : Baht 20,000,000 as of 31 December 2021
Type of Shares : Common
Par Value Per Share : Baht 100 per share
Head Office : 900 Tonson Tower Building Floor 6, Ploenchit Road, Lumpini, Patumwan, Bangkok 10330
Percentage of Shareholding : 99.99%

4) Company Name : Convent Beta Company Limited
Type of Business : Property development
Registration Number : 0105564122312
Registered Capital : 10,000 shares as of 31 December 2021
Paid-Up Capital : Baht 1,000,000 as of 31 December 2021
Type of Shares : Common
Par Value Per Share : Baht 100 per share
Head Office : 900 Tonson Tower Building Floor 6, Ploenchit Road, Lumpini, Patumwan, Bangkok 10330
Percentage of Shareholding : 99.97%

Other Reference Persons

Securities Registrar : Thailand Security Depository Company Limited.
93 Ratchadaphisek Road, Dindaeng, Bangkok 10400
Tel. (662) 009-9000 Fax (662) 009-9991

Auditor : Auditor for the Fiscal Year Ended 31 December 2020
Miss Siriwan Suratepin
Certified Public Account Registration No. 4604

EY Office Limited
193/136-137, 33rd Floor, Lake Rachada Office Complex,

New Rachadapisek Road, Klongtoey, Bangkok 10110

Tel: (66 2) 264 0777, Fax: (66 2) 264 0790

THE COMPANY'S CORPORATE GOVERNANCE POLICY

Proud Real Estate Public Company Limited is an organization that is managed efficiently in business operations, good corporate governance, and excellent management by conducting business with responsibility, ethics, transparency, and accountability. The company determined to benefit for shareholders and taking into account all stakeholders in order to build trust and sustainable growth together.

Corporate Governance Policies

The Company has established Good Corporate Governance policies in writing and reviewed the aforementioned policies on a regular basis. The good corporate governance policies have been conducted based on the Stock Exchange of Thailand Principles of Good Corporate Governance for Listed Companies 2012 (CG Principles) and the Securities and Exchange Commission Code of Good Corporate Governance for Listed Companies 2017 (CG Code) with the purpose of creating benefits for the business sustainably to meet the aims of business sectors, investors, including capital market and overall society

In addition, the Company has also prepared code of conduct and business ethics for directors, the management, and employees of the Company, and monitored the compliance with Good Corporate Governance policies, code of conduct and business ethics for directors, the management, and employees of the Company, as well as best practices regularly. Moreover, the Company has also used public relations to inform all employees throughout the organization.

1 Overview of Good Corporate Governance Principles

The Company has established the principles of good corporate governance of the Group. It consists of 15 sections as follows:

Section 1 Policy and Code of Conduct on Shareholders' Rights and Equitable Treatment to Shareholders

The Company realizes an importance to treat shareholders equally. The Company has set up a process and channel for minority shareholders to participate in the selection and election of directors before the general meeting of shareholders by allowing shareholders to propose meeting agenda, nominate a person to be elected as a director and ask questions in advance before the meeting date and disclosed such criteria to shareholders in advance. and published on the company's website as well.

In addition, on the day of the shareholders' meeting ,the Board of Directors has ensured that the meeting was conducted in an orderly, transparent, efficient manner and allowed shareholders to exercise their rights to the fullest extent, for example, ensuring that the notice of the shareholders' meeting contained accurate, complete and sufficient information, do not add unnecessarily unannounced agendas and disclose the resolutions of the shareholders' meeting together with the voting results within the next business day via the information system of the Stock Exchange of Thailand. and the Company's website.

Section 2 Policy and Code of Conduct on the Roles of Stakeholders

The Company conducts business with ethics, responsibility for society and the environment and does not violate the rights of stakeholders. It is a guideline for every part of the organization to be able to achieve the main objectives and goals that are sustainable. The Company's policy covers all stakeholders, i.e. responsibility to shareholders, customers, trading partners, creditors, competitors, employees, and to communities, society and the environment.

Section 3 Policy and Code of Conduct on Disclosure of Information and Transparency

This policy is consistent with Principle 7 on Maintaining Financial Credibility and Disclosure of the Good Corporate Governance Principles for Listed Companies 2017 (CG Code). The Company's Financial reports and disclosures of important information are accurate, adequate, timely and in accordance with relevant rules, standards and practices.

Section 4 Policy and Code of Conduct on the Responsibilities of the Board of Directors, Chairman of the Board,

Managing Director and Sub-Committees

The Board of Directors understands and recognizes the responsibility as a leader to oversee the organization's good management and is responsible for ensuring that all directors perform their duties with responsibility, caution and integrity to the organization. And they supervise the operation in accordance with the law Articles of Association and Resolutions of the Shareholders' Meeting

This section of the policy defines the responsibilities of the Board of Directors, Chairman of the Board,

Managing Director and Sub-Committees. It covers the nomination and remuneration of directors and executives, independence of the Board of Directors from the management, director development and evaluating the performance of the directors including supervision of subsidiaries and associated companies.

Section 5 Policy and Code of Conduct on Human Resource Management and Development

The Company realizes that employees are the most important human resource to the Company. The key drive to future further success. The Company has set specific guidelines for human resource management and development, such as managing employees' compensation for fairness and equality, promoting and supporting employees to receive internal and external training, etc.

Section 6 Policy and Code of Conduct on Accounting and Finance

The Company realizes that accounting and financial records must be accurate, complete, truthful and can be audited.

Section 7 Policy and Code of Conduct on Internal Control

The Company has a risk management and internal control system to effectively achieve its objectives and comply with relevant laws and standards.

Section 8 Policy and Code of Conduct on Related Party Transactions

The Company will consider the proceedings relating to connected transactions accurately and transparently and disclose information completely. The Company has established a practice guideline for directors, executives and employees to perform properly.

Section 9 Policy and Code of Conduct on Anti-Fraud and Corruption

The company has a policy against all forms of corruption, whereby all directors, executives and employees will not get involved or participate in any corruption. They will not bribe or accept bribes or seek any unlawful benefit and good morals in any form, whether directly or indirectly. And the Company regularly review the compliance with the Anti-Corruption Policy.

Section 10 Policy and Code of Conduct on Non-Violation of Intellectual Property

The Company has a policy and code of ethics not to support any actions that are infringement of intellectual property rights. Therefore, it has been established as a guideline. For example, resulting from the performance of duties of executives and employees will be the Company's intellectual property. The Company does not allow the use of the work or any software or computer program that infringes intellectual property rights in the Company's work.

Section 11 Policy and Code of Conduct on Non-Violation of Human Rights

The Company has a policy and code of conduct that does not violate human rights. The Company will not act in any way that discriminates or discriminates against a person on the basis of a person's gender, race, religion, status. economic or social status, etc. The Company will apply policies and codes of conduct in employment assignment promotion and compensation for working as well.

Section 12 Policy and Code of Conduct on Whistle Blowing

The Company ensures that there is a mechanism for receiving complaints and taking action in case of whistleblowing when employees see actions that may be considered corruption related to the Company.

Section 13 Policy and Code of Conduct on the Safety, Health and Environment

The company is aware of safety Occupational Health and Work Environment of Employees. The accident and occupational illnesses are preventable by setting a policy for all employees to follow.

Section 14 Policy on Management Succession Plan

In order to operate the business continuously The Board of Directors has established a succession plan to prepare for the succession of senior executives in the event that the position becomes vacant or unable to perform duties.

In addition, the Company has a job rotation plan for employees in key positions of the Company to have the opportunity to learn jobs in other departments, attend the Board of Directors' meetings or sub-committees in order to, prepare the successor as the Company deems appropriate.

Section 15 Policy on the Board Meetings

The Company arranges for meetings and agendas of the Board of Directors in advance so that the directors can manage their time and attend the meetings. The number of meetings will consider appropriate with the duties and responsibilities of the Board of Directors and the nature of the Company's business.

2 Code of conduct (if any)

The Company has prepared a business ethics and code of conduct manual for directors, executives and employees of the Company. The Company monitor the compliance with the good corporate governance policy, business ethics and code of conduct for directors, executives and employees of the Company on a regular basis , as well as publicizing all employees throughout the organization.

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

The Company reviews the good corporate governance principles and the code of conduct annually in order to increase the efficiency of governance and be in line with the Good Corporate Governance Principles for Listed Companies 2017 (CG Code) in accordance with the guidelines set by the Office of the Securities and Exchange Commission.

Other practices in accordance with good corporate governance principles

Section 1 Rights of Shareholders

The Company realizes and recognizes the importance and rights of all shareholders, and to ensure the basic equal legitimate rights of shareholders such as the right to attend shareholders' meetings and the right to receive sufficient, accurate, complete, and timely information. The Company supports the rights of shareholders as follows:

1. The 2021 Annual General Meeting of Shareholders, the Company has promoted and supported all groups of shareholders including institutional investors to attend the meeting by proceeding as follows:

Procedures before the Date of Shareholders' Meeting

The Company gives shareholders the opportunity to propose the meeting agenda, nominate a person to be elected as a director and send questions in advance of the 2019 Annual General Meeting of Shareholders, in which the Company has announced the criteria on the Company's website and also notify through information disclosure system of the Stock Exchange of Thailand to shareholders.

The Company published the Notice of Annual General Meeting of Shareholders and related documents in both Thai and English in advance more than 14 days before the meeting on the Company's website and send Notice of Annual General Meeting of Shareholders which clearly specifies the date, time, venue and agenda together with proxy form and supplementary documents for each agenda including the Company's Articles of Association relating to the Shareholders' Meeting in both Thai and English more than 14 days prior to the meeting, with

sufficient information of each meeting agenda and also provided the opinion of the Board of Directors for shareholders to make a decision in exercising voting rights. In addition, the Company has notified the details, documents and evidence that shareholders or proxies have to present in order to protect their rights to attend the shareholders' meeting. In the event that the shareholders were unable to attend the shareholders' meeting, share- holders were able to appoint an independent director of the Company or any persons to attend the meeting and votes through the proxy form in which shareholders could specify the voting direction

Procedures on the Date of Shareholders' Meeting

- The Company determined the date, time and location of the meeting that was appropriate so that shareholders could easily to attend the meeting.

- The Company has provided sufficient and appropriate officers to facilitate the shareholders for inspection the meeting documents including providing stamp duties as well.

- The Company provided a barcode system registration to ensure the accuracy, convenience, and speed, and to notify the number and proportion of shareholders attending the meeting in person and by proxy. Clear voting methods and vote counting in which voting and vote counting were conducted openly. The company has provided a barcode system for vote counting and display the results which help the meeting conducted efficiently and rapidly.

- The Company has appointed external legal advisors to oversee the meeting to be transparent and in accordance with the laws, regulations, and Article of Association of the Company.

- The Company conducted the meeting in accordance with the agenda specified in the notice of the shareholders' meeting and did not add any agendas to the meeting.

- The Company allocated sufficient time and allowed the shareholders to express opinions and ask questions. The directors and executives of the Company have completely explained and provided various information to shareholders.

- The Company using voting ballots in every agenda. In accordance with the best practice in holding a shareholders' meeting, the Company requested all shareholders and proxies who attending the meeting return all remaining voting ballots to the Company as evidence and could be rechecked.

- The Company provided the video recording of the meeting.

- Procedures after the Date of Shareholders' Meeting

- The Company notified the meeting resolution and voting results for each agenda through the information disclosure system of the Stock Exchange of Thailand and on the Company's website on the date of the shareholders' meeting.

- The Company has recorded the minutes of the meeting correctly and completely and has sent to the Stock Exchange of Thailand within 14 days after the meeting date, published on the Company website as well.

2. Providing important and necessary information to shareholders by dis-closing information on the Company's website and through the information disclosure system of the Stock Exchange of Thailand in order for the shareholders to be informed of the information thoroughly.

Section 2 Equitable Treatment of Shareholders

1. The Company realized an importance to treat shareholders equally. The Company has set up a process and channel for minority shareholders to participate in the selection and election of directors before the general meeting of shareholders by allowing shareholders to propose meeting agenda, nominate a person to be elected as a director and ask questions in advance before the meeting date as per the Company's criteria during the period of 27 January 2019 – 29 February 2020. There were no shareholders proposed any matters to be included in the meeting agenda or nominated a person to be elected as a director.

2. The Company has a written policy to prevent the use of inside information as a guideline for keeping and preventing the use of internal information of the Company. The Company notified the employees, executives, and directors for acknowledgement and must strictly comply with the policy. In the year 2019, there were no directors, executives, and employees using the company's inside information to seek benefits for themselves.

3. The Company has clearly set out the connected transactions policy. The connect transaction was a transaction between the Company and the person who may have conflict of interest. The Audit Committee provided opinions on the necessity of entering into the transaction and will proceed in accordance with the notification of the Capital Market Supervisory Board and the notification of the Stock Exchange of Thailand which must be approved by the management or the Board of Directors or shareholders, as the case may be. The connected transactions were done fairly, market price and in accordance with the normal course of business. In the case that there is no comparison market price, the said connected transaction must have reasonable price for the maximum benefits of the Company and shareholders.

   The company does not have a policy to provide financial assistance to companies that are not subsidiaries. Except in the case of granting loans or guarantee loans in proportion to the shareholding in accordance with the joint venture agreement

4. The Company has set out the conflict of interest policy, by disclosing the interest of directors and executives in order to provide the information to the Company to perform according to the requirements regarding connected transactions, which may cause conflicts of interest and may lead to the transfer of benefits.

Section 3 Roles of Stakeholders

The Company recognizes the rights of all stakeholders disclosed to the "Code of Business Conduct" handbook as practice guidelines in conjunction with the corporate rules and regulations, ethics, morality and integrity in a constructive manner. Details are as follows:

Treatment of Stakeholders

1. Treatment of and Responsibility to Shareholders

The Company aware that the shareholders are owners of the business and the Company has a duty to bring value addition to them in the long term, the Company requires its employees to comply with the following guidelines:

1.1. To perform their duties with integrity, and carefully and prudently make decisions that are fair to every shareholder for the benefit of shareholders as a whole.

1.2. To oversee the operations to ensure that the Company has good financial status and operating performance, and that the reports on corporate position, operating results, financial and accounting status along with other matters are prepared and presented regularly and accurately.

1.3. To report to all shareholders on future trends, both positive and negative, of the Company based on feasibility projections supported by sufficient and rational information.

1.4. Not to use non-public information for personal or other persons' gain, or to perform any acts in a manner that may lead to conflicts of interest.

1.5. The Company shall treat every shareholder equally at a shareholders' meeting.

2. Treatment of and Responsibility to Government Sector

The Company places significance on compliance with the laws, rules and regulations of the government sector, particularly in undertaking its business transactions. The Company avoids any acts that may induce improper conduct of the government authorities or officials. Instead, it shall focus on developing mutually good relationships with them in an appropriate and permitted manner, such as meetings in public places and greetings on customary or festive occasions. Practices are as follows:

2.1. To act properly when contacting government officials or authorities.

2.2. To always be aware that the laws, rules or regulations of different government authorities may vary in conditions, processes or procedures, and the Company shall strictly comply with them.

3. Treatment of and Responsibility to Employees

The Company realizes at all times that all employees are the most valuable resources and crucial to the achievement of corporate goals, the Company establishes a policy toward fair treatment in terms of job opportunities, remuneration, appointment, transfer and capacity development, based on the following practices

3.1. To treat all employees with respect for their honor, dignity and personal rights.

3.2. To keep the work environment safe for the lives and properties of its employees.

3.3. The appointment, transfer, reward and punishment of employees shall be done in good faith, based on the knowledge, competency and qualifications of such employees.

3.4. To put emphasis on the enhancement of employees' knowledge and capacity by arranging regular seminars and trainings and also giving them equal opportunities.

3.5. To set employee remuneration fairly based on market conditions, business competition, nature of duty, operating performance, and the Company's financial capacity.

3.6. To avoid any unfair acts that may affect job security of employees.

3.7. To give employees an opportunity to make recommendations or complaints regarding their work, and to seek pertinent solutions in order to bring benefits to all parties and develop good relationships among colleagues

4. Treatment of and Responsibility to Customers

The Company earnestly undertakes the real estate development business with an aim to present to its customers creative products and services managed based on high standards alongside ethical conduct. To achieve this, the Company has laid down the following practices;

4.1. To supply and develop products and services that fulfill customer needs.

4.2. To deliver high quality products and services under fair conditions.

4.3. To provide correct and sufficient information of its products and services so that customers can make informed decisions; and not to make an overstatement either in advertisements or other communications with customers that may mislead them over the quality, quantity or any conditions of the products and services.

4.4. To put in place a feedback and complaint procedure for customers, so that the Company can address and resolve the said problems promptly and also use the information to improve or develop its products and services.

4.5. information

5. Treatment of and Responsibility to Suppliers and Contractual Parties

The Company treats suppliers and contractual parties as important business partners and success factors, the Company has a policy to treat them on the basis of fairness and mutual benefits, under the following practices:

5.1. The Company intends to attain an efficient supply of products and services under the following principles:

- To compete based on equal information provided.
- To set criteria for assessment and selection of suppliers and contractual parties.
- To prepare contracts with proper and fair terms to both parties.
- To set a management and monitoring system to ensure full compliance with the contractual terms and to prevent corruptive actions throughout the procurement process.
- To make punctual payments to suppliers and contractual parties in accordance with the agreed terms of payment.

5.1. The Company is intent on developing and maintaining sustainable relationships with the suppliers and contractual parties who have a clear objective of attaining price worthy quality of their products and services in tandem with mutual trust.

5.2. All executives and employees avoid accepting directly or indirectly gifts or rewards having the value of more than 3,000 Baht.

5.3. Not to use the information obtained in the course of procurement for personal or another persons' interest.

The Company has criteria for selecting suppliers with the following qualifications:

- Meet the criteria that the Company determines both quality, price, delivery schedule and service
- Compliance with laws, having ethical standards of society and pay attention to human rights, society and environment
- Having good business conditions, stable financial status and can be checked. The suppliers have a reliable business history and have not banning trade due to corruption or in the list of banned companies of government and private sectors
- Comply with the policies and rules set by the Company

6. Treatment of and Responsibility to Creditors

The Company is committed to operating its business in accordance with principles and discipline in order to build trust for creditors by adhering to the following principles:

6.1. To strictly comply with the conditions stipulated under contracts or as mutually agreed.

6.2. In case that the agreed conditions cannot be complied with, the Company will inform its creditors in advance to jointly consider solutions.

The Company will treat creditors with responsibility and fairness by adhering to best practices according to the terms and conditions of the contract, guarantee conditions, capital management and debt repayment, timeline, as well as financial obligations strictly. Moreover, the Company will not conceal information or facts that will result in damage to creditors and will report financial status to creditors in accordance with the terms and conditions of the loan contract correctly, completely, without distorting the facts.

7. Treatment of and Responsibility to Competitors

The Company is intent on undertaking its business toward sustainable success and business leadership, while competing in the industry fairly and ethically under the following practices:

7.1. To engage in fair competition.

7.2. Not to seek confidential information of its competitors by dishonest or improper means to benefit the Company's business operations.

7.3. Not to make a malicious accusation against or bring discredit on its competitors.

7.4. Not to perform any acts that infringe intellectual property rights of other persons or competitors.

8. Treatment of and Responsibility to Society

The Company pays attention to community and society, the Company values the importance of sustainable development of its neighboring communities, the society and environment. It has therefore carried out social and community activities continually alongside socially responsible business operations, as follows:

8.1. To adopt a policy on eco-conscious business operations and to strictly comply with applicable environmental laws and rules.

8.2. To adopt a clear corporate social responsibility (CSR) policy, which is implemented across-the- board.

8.3. To promote among employees the awareness of and responsibility to the environment and society.

8.4. To have respect for the tradition, custom and culture of each locality in which the Company operates.

8.5. To regularly carry out social, community and environmental activities, either organized on its own or in cooperation with the government, private and community sector organizations, in order to help improve the quality of life in the communities in which the Company's operations are located.

8.6. To cooperate, as appropriate, with activities of neighboring communities in the areas in which the Company operates.

8.7. To respond promptly and efficiently to incidents, arisen from the Company's operations, that affect the environment, communities, lives and properties of the locals, by cooperating fully with relevant government authorities and agencies.

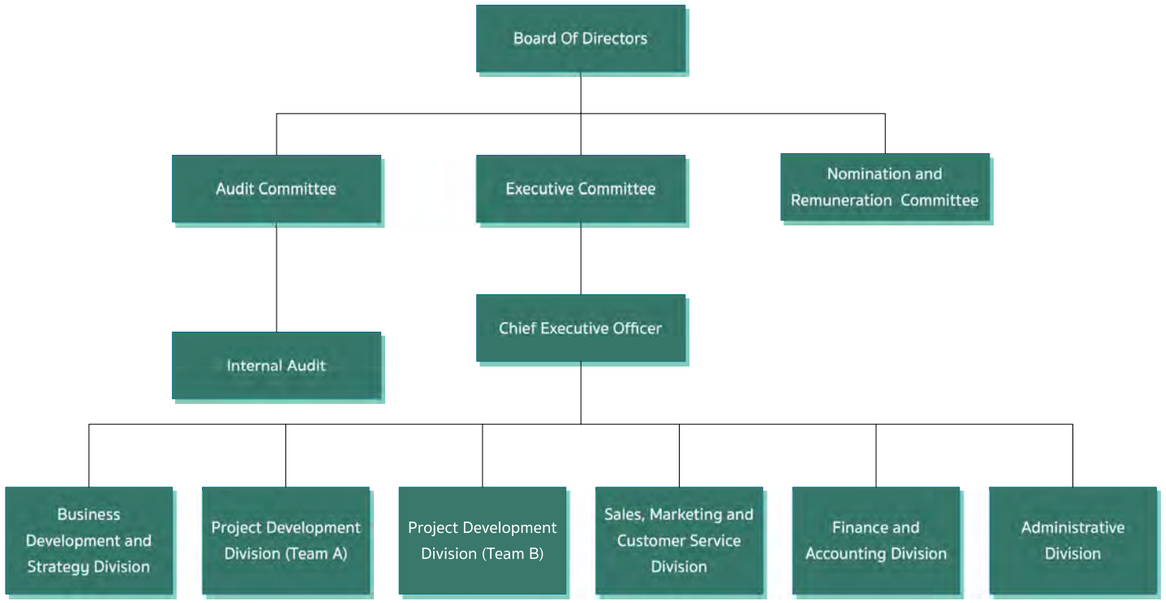
8.8. To adopt an anti-corruption policy, which prohibits the Company's personnel from engaging in all forms of bribery, either directly or indirectly, by offering, promising, soliciting, demanding, giving or accepting bribes or exhibiting any behaviors indicative of misconduct or corruption, in an attempt to gain or retain any other improper business benefits either for the Company's personnel or a third party. Particularly in the giving of gifts, assets or other benefits to government officials in Thailand and other countries, it must be ensured that such giving is not against the laws and local traditions.

CORPORATE GOVERNANCE STRUCTURE

Corporate Governance Structure and important information about the Boards of Directors, Sub-committees, Management, employees and others

1. Corporate Governance Structure

As of December 31, 2021, the Company's corporate governance structure is clear, balanced and accountable. The structure of company consists of the Board of Directors and 3 sub-committees namely, the Audit Committee, the Executive Committee and the Nomination and Remuneration Committee as follows;



2. Board of Directors Information

2.1 The Board of Directors Structure

At present, the Board of Directors of the Company consists of 8 persons, consisting of;

- 7 non-executive directors, representing 87.5% of the total number of directors.
- 3 independent directors, representing 37.5% of the total number of directors.
- 1 Executive Director
- Two female directors representing 25% of the total number of directors.

According to the Company's Articles of Association and principles of good corporate governance of the Group, the Board of Directors Consisting of at least 5 directors and not more than 12 directors appointed and removed by the shareholders' meeting. The Board should ensure that the Board is made up of directors with diverse qualifications, both in terms of skills, experiences, abilities and specific characteristics as well as gender and age that necessary to achieve the objectives and the main goals of the organization by preparing the skills matrix of the directors to ensure that they will get a qualified overall committee can understand and meet the needs of the stakeholders. And at least one non-executive director with experience in business or main industries in which the company operate. The Details are as follows;

Director	Real Estate Development	Accounting/Finace/Auditing	Administration and Management	Engineering/Construction	Economics	Legal	Political/Social Science	Marketing/Sale	Information
1. Mr. Anuwat Maytheewibulwut	✓		✓			✓			
2. Mr. Verapong Chaiperm			✓	✓			✓		
3. Mr.Anucha Sihanatkathakul	✓	✓	✓	✓					
4. Ms. Anchalee Bunsongsikul		✓	✓						
5. Mr. Pumipat Sinacharoen	✓	✓	✓		✓				
6. Mr. Pasu Liptapanlop	✓	✓	✓						
7. Ms. Proudputh Liptapanlop	✓		✓		✓				
8. Mr. Dan Sornmani			✓					✓	✓

2.2 The Board of Directors

As of 31 December 2021, the Company's Board of Directors consists of 8 directors as follows:

No.	Name	Position	Date of appointment as a director
1.	Mr. Anuwat Maytheewibulwut	Chairman of the Board of Directors, Chairman of Audit Committee and Chairman of Nomination and Remuneration Committee (Independent Director)	13 May 2020
2.	Mr. Verapong Chaiperm	Vice Chairman of the Board of Directors and Chairman of Executive Committee	13 May 2020
3.	Mr. Pasu Liptapanlop	Director ,Executive Committee and Nomination and Remuneration Committee	13 May 2020
4.	Ms. Proudputh Liptapanlop	Director and Executive Committee	13 May 2020
5.	Mr.Anucha Sihanatkathakul	Director and Nomination and Remuneration Committee	2015
6.	Ms. Anchalee Bunsongsikul	Director and Audit Committee (Independent Director)	13 May 2020
7.	Mr. Dan Sornmani	Director and Audit Committee (Independent Director))	23 February 2021
8.	Mr. Pumipat Sinacharoen	Director ,Executive Committee and Chief Executive Officer	13 May 2020

Authorized Signatory Directors

The authorized signatory directors are Mr. Verapong Chaiperm or Mr. Pasu Liptapanlop or Ms. Proudputh Liptapanlop or Mr. Pumipat Sinacharoen, two of these four jointly sign and affix the Company's seal.

Directors' Qualifications and Term of Office

Directors shall exhibit proper qualifications, not possessing prohibited characteristics as per the requirements of the Board of Directors, the securities and exchange law, the public limited companies law, the anti-corruption law, and other concerned laws. The term of office of a director shall be as follows

1. At every annual general meeting of shareholders, at least one-third of the directors shall retire. If the number of the directors is not a multiple of three, the number nearest to one-third shall retire from office. A retiring director may be re-elected for another term.

2. If there is a vacancy on the Board of Directors for any reason other than a retirement by rotation,the Board of Directors shall select a person with characteristics according to law as a substitute director for the next Board of Directors' meetings, unless the remaining term of office of the vacating director is less than two months. The newly appointed director shall hold office only for the remaining term of office of the director whom he or she replaces. Such appointment must be approved by a resolution of the Board of Directors with a vote of not less than three-fourths of the number of the subsisting directors. suitable qualifications and without prohibited.

Any director wishing to resign from office shall submit a resignation letter to the Company. The resignation

shall be effective from the date on which the resignation letter reaches the Company.

The shareholders' meeting may pass a resolution to remove a particular director from

office prior to him/her retiring by rotation with at least three-fourths of the total votes of the shareholders present at the meeting and having the right to vote, provided that the combined number of the shares shall not be less than one-half of the total shares held by the shareholders present at the meeting and having the right to vote.

2.3 The Board of Directors' Role and Duties

The duties of the Board of Directors and the management are clearly separated from each other. In order to comply with the law, objectives, articles of association and resolutions of the shareholders' meeting, the principles of good corporate governance of the Group have stipulated the roles, duties and responsibilities of the Board of Directors. The key points can be summarized as follows:

The roles and responsibilities of the Board of Directors as stipulated in the Group Corporate Governance Principles are as follows:

1. The Board of Directors' Scope of Authority and Duties

◆ To determine and review the structure of the Board of Directors regarding the number of directors. Independent Director Ratio including a variety of features to suit the company's business operations

◆ To identify main objectives and goals in support of business sustainability

◆ To consider the operating master plan, budget, business goals and policies, as well as develop the company's capabilities.

◆ To monitor and supervise the implementation of the Company's strategy. and follow up on the company's performance measurement by requiring that operating results be reported regularly .

◆ To manage the company in accordance with the law, objectives, and regulations of the company. Board resolution and resolutions of the shareholders' meeting

◆ To determine risk management policies and supervise risk management. as well as regularly review and evaluate the risk management system.

◆ To supervise and develop the Company's corporate governance in accordance with the guidelines of the SEC and the Stock Exchange of Thailand.

◆ To encourage employees at all levels to have awareness of ethics and morality. and follow the principles of good corporate governance and the Company's anti-corruption policy as well as supervise to have an internal control system and appropriate internal audits to reduce the risks of fraud and abuse of power. including preventing illegal acts

◆ Take care of the interests of both major and minor shareholders. as well as to encourage shareholders to exercise their rights to protect their interests and to supervise the Company to disclose important information accurately, completely, transparently, verifiable and timely.

◆ To supervise that there is an effective process and channel for receiving and dealing with complaints of those who wish to report whistleblowers or all stakeholders. and giving opportunities for all stakeholders to contact Complain about matters that may cause problems directly to the Board of Directors.

◆ To consider the senior management development plan and the CEO succession plan. and supervise to have an annual performance appraisal of senior management. and has a prudent, transparent, and transparent system of remuneration for senior management in line with their responsibilities and performance in order to create incentives for both short-term and long-term.

◆ To evaluate the performance of the Board of Directors annually. and regularly review the performance appraisal form of directors and sub-committees.

◆ To supervise the process of nomination and election of persons to be directors with transparency. and the remuneration of directors and sub-committees is set appropriately.

◆ Attending board meetings and shareholders' meetings Unless there is a force majeure event whereby the director is unable to attend the meeting, he or she must inform the chairman of the board or the company secretary at a reasonable time in advance of the meeting.

◆ To develop knowledge and ability to work continuously. attend training or participate in courses related to The performance of duties as a director or seminar activities that continuously increase the knowledge of the operation.

2. Roles and Responsibilities of Chairman of Board of Directors

◆ To supervise, monitor, and ensure that the performance of duties of the Board of Directors is efficient and meets the Company's main objectives and goals

◆ To convene and chair meetings of the Board of Directors; to determine meeting agenda items through discussions with the President and CEO; to have measures to ensure that important matters are incorporated into the meeting agenda

◆ To allocate enough time for the management to conduct presentations and for the directors to discuss key issues in a prudent and comprehensive manner; and to encouragethe directors to exercise discretion prudently and express opinions independently

◆ To promote good relationships between the executive and the non-executive directors, and between the Board of Directors and the management

3. Roles and Responsibilities of the Chief Executive Officer

◆ To monitor and supervise the management of the Company and its subsidiaries to be in line with the vision, mission, value and policies, board resolutions, shareholders resolutions, regulations and objectives of the Company for the highest efficiency and legitimacy of the business operations of the Company and its subsidiaries.

◆ To manage and supervise the Company and its subsidiaries general administration and ensure that it is in line with the objectives, policies, rules and regulations of the Company as well as to monitor the performance of the management to report the overall operations of the Company and its subsidiaries and performance to the Board of Directors on a regular basis.

◆ To determine the human resource management policy and encourage the operations of all functions to be in line with the guidelines of the Board of Directors.

◆ To give advice and hand down the experience in business operations to the management and staff for the benefits of the business operations of the Company and its subsidiaries.

◆ To manage the financial matters and the spending of the budget for the highest benefits and efficiency of the Company and its subsidiaries.

◆ To perform any other tasks as assigned by the Board of Directors of the Company and/ or the shareholders' meeting of the Company according to the objectives, rules and related laws.

3. Sub-Committees

As of 31 December 2021, the management structure of Proud Real Estate Public Company Limited consist of 3 sub-committees, namely, (1) Nomination and Remuneration Committee (2) Audit Committee (3) Executive Committee

Audit Committee consists of 3 independent directors with independence, knowledge, and abilities and experiences in reviewing financial reports, internal control systems, audits, and laws. They also have insights into the Company's business, and possess qualifications according to the Capital Market Supervisory Board's Notification and the Stock Exchange of Thailand (SET)'s Notification Re: Qualifications and Scope of Operations of the Audit Committee B.E. 2558 (A.D. 2015).

The list of the committee members and their meeting attendance in 2021 were as follows:

No.	Name-Surname	Position	Attended Meetings / Total Meetings (Times)	As a percentage
1.	Mr.Anuwat Maytheewibulwut	Chairman of the Audit Committee (Independent)	5/5	100.0
2.	Ms. Anchalee Bunsongsikul	Audit Committee Member (Independent)	5/5	100.0
3.	Mr. Dan Sornmani[1]	Audit Committee Member (Independent)	4/4	100.0

Remark: 1. The Board of Directors at the meeting No. 1/2021, dated February 22, 2021, resolved to appoint Mr. Dan Sornmani as the Company's director and member of the Audit Committee, effective from February 23, 2021 onwards

Duties and Responsibilities of the Audit Committee

The Audit Committee shall review the Company's financial reports to ensure correctness and sufficient disclosure, and shall conduct reviews and provide opinions in an assessment form of adequacy of internal control and risk management systems, compliance with laws, rules, regulations, and procedures relating to securities and exchange, as well as related party transactions or transactions that may involve a conflict of interest to ensure correctness, completeness, and transparency. Furthermore, the Audit Committee shall review the Company's anti-corruption process to ensure alignment with guidelines of relevant supervisory bodies; the internal processes regarding receiving and supervising the receiving of whistleblowing reports, and handling of complaints; and consideration and selection of auditors and fixing of audit fees. Further details are as shown in the Audit

Committee's Charter in the 2021 Report of the Audit Committee.

The Nomination and Remuneration Committee consists of 3 directors with knowledge, capabilities, and experiences in nomination and consideration of appropriate candidates for directors.

The list of the committee members and their meeting attendance in 2021 were as follows:

No.	Name-Surname	Position	Attended Meetings / Total Meetings (Times)	As a percentage
1.	Mr. Anuwat Maytheewibulwut	Chairman of the Nomination and Remuneration Committee	1/1	100.0
2.	Mr. Anucha Sihanatkathakul	Nomination and Remuneration Committee member	1/1	100.0
3.	Mr. Pasu Liptapanlop	Nomination and Remuneration Committee member	1/1	100.0

Duties and Responsibilities of the Nomination and Remuneration

There are 2 main duties as follows:

1) **Nomination:** The Committee shall consider structures and compositions of the boards of directors of the business group, and consider qualifications of directors with a mix of qualities unique to the Company. The Committee shall prepare the Board Skills Matrix, and determine criteria and methods for nominating candidates for directors of the business group, subcommittee members of the Company, advisors to the Board of Directors and the subcommittees, the President and CEO, and the top executives of the business group and across the Company's functions. Also, the Committee shall supervise and ensure preparations and reviews of individual development plans of the high-level executives of the business group for continued succession planning.

2) **Remuneration:** The Committee shall determine forms and criteria for remuneration payments of the Board of Directors, the respective subcommittees, and advisors to the Board of Directors and the subcommittees; consider policy frameworks for remuneration and other benefits in financial and non-financial forms; and consider limits of bonus rates and annual salary increase rates of the group-wide employees. Further details are as shown in the 2021 Report of the Nomination and Remuneration Committee .

The Executive Committee consists of 4 directors who are knowledgeable, capable and experienced in investment, real estate development management, Economics and Finance.

As at 31 December 2021, the Executive Committee consists of the following 4 members

No.	Name-Surname	Position	Attended Meetings / Total Meetings (Times)	As a percentage
1.	Mr. Verapong Chaiperm	Chairman of the Executive committee	19/22	86.4
2.	Mr. Pasu Liptapanlop	Executive committee member	21/22	95.5
3.	Ms. Proudputh Liptapanlop	Executive committee member	22/22	100.0
4.	Mr. Pumipat Sinacharoen	Executive committee member	22/22	100.0

Duties and Responsibilities of the Executive Committee

Responsible for formulating policies, goals, strategies, operational plans annual budget and the powers of various administrations of the Company to propose to the Board of Directors for approval. They control and supervise the business operations of the Group to be in accordance with the policies, goals, strategies, as well as provide management advice to senior executives, Further details are as shown in the 2021 Report of the the Executive Committee.

Time table of the Board of Directors Meetings in 2022

	Date	Audit Committee	Board of Directors
No. 1/2022	Wednesday 23 February 2022	08.30 – 10.00 u.	10.00 – 12.00 u.
AGM 2022	Thursday 21 April 2022	10.00 – 12.00 u.	
No. 2/2022	Monday 9 May 2022	08.30 – 10.00 u.	10.00 – 12.00 u.
No. 3/2022	Monday 8 August 2022	08.30 – 10.00 u.	10.00 – 12.00 u.
No. 4/2022	Monday 7 November 2022	08.30 – 10.00 u.	10.00 – 12.00 u.

4 Executive Information

4.1 Names and positions of executives as of December 31, 2021

As at 31 December 2021, the Company had a total of 5 executives according to the definition in the Notification of the Capital Market Supervisory Board No. TorChor.23/2551.

	Name	Position
1.	Mr. Pumipat Sinacharoen	Chief Executive Officer
2.	Mr.Chuntorn Chuntratip	Executive Vice President of Project Development Division (Team A)
3.	Ms. Natarin Paramawes	Executive Vice President of Sales and Marketing Division
4.	Ms. Budsabong Pansawadi	Senior Vice President of Finance and Accounting Division
5.	Ms. Anotai Worasunthararom	Senior Vice President of Business Development and Strategy Division

4.2 Remuneration for Executives and Employees

According to the Company's remuneration policy, short- and long-term forms of remuneration shall be paid to employees at all levels based on each year's business performance and remuneration rates aligned with those of industry peers. The Company conducted surveys on wages and remuneration paid to employees of outside organizations to ensure that its own remuneration structure was appropriate and competitive. Consumer price indexes (CPIs) of government agencies such as the Ministry of Commerce and the Bank of Thailand were used as benchmark to support the Company's payments of wages and remuneration to its executives and employees.

The Company focused on performance-based remuneration, using key performance indicators (KPIs) to support performance evaluations of its employees all levels. KPIs at organizational, functional, and individual levels were aligned to ensure that work goals were consistent with the corporate vision and missions. Thus, executive remuneration was based directly on the performance of duties and the achievement of the Company's strategic goals.

4.3 Total Remuneration for Top Executives

For the year 2021, the Board of Director approved total remuneration comprising of monetary remuneration and other non-monetary benefits, paid to 5 executives consisting of the Chief Executive Officer and the first four executive, details are as follows:

Monetary Remuneration

Remuneration	2021
	Amount
Salary and Bonus	25.25 Million Baht

Other remuneration for executives

Remuneration	2021
	Amount
Provident fund	0.53 Million Baht

5. Personnel

As of December 31, 2021, the company has a total number of employees of 43 people. In 2021, the company has recorded compensation for employees such as salary, bonuses, provident fund contributions and other income, totaling 45.8 million baht.

The number of employees in each main line of work is as follows.

1.	Management Department	2 Persons
2.	Business Development and strategy Division	4 Persons
3.	Project Development Division Team A	5 Persons
4.	Project Development Division Team B	1 Persons
5.	Finance and Accounting Division	7 Persons
6.	Investor Relations Department	1 Persons
7.	Sales and Marketing Division	13 Persons
8.	Legal and Compliance Department	1 Persons
9.	Information Technology Department	2 Persons
10.	Human Resources Department	2 Persons
11.	Procurement Department	4 Persons
12.	Business Process Improvement Department	1 Persons

Indeed, there has no material change in the number of the Company's employees during the past 3 years.

Policy on Employee Remuneration and Benefits

The Company recognizes that personnel is one of the key factors in driving the Company towards business excellence, therefore it focuses on recruiting, developing, and taking care of all employees equally and treating them fairly. The Company prioritizes the welfare and welfare of employees, emphasis is placed on the care of employees' benefits so that they receive appropriate compensation in accordance with their employment in the labor market.

The performance of duties and responsibilities incentives to work effectively boost morale. And it enhances the well-being of the employees' families, the company therefore determines to assess the remuneration and welfare of the employees annually. The Company determine the appropriate compensation and benefits schedule by covering all ages of employees in accordance with the situation economic situation. And they can compete with the market in the real estate sector. In addition, in 2021, the company has started to conduct a survey on employee engagement with the organization to use the survey results to develop compensation and benefits that are consistent and closest to the needs and satisfaction of employees.

In order to, the payment of remuneration to be transparent and fair, the Company has established a policy of payment of remuneration in accordance with the Company's operating results and yearly profitability. The Performance Index (KPI) is also used as a tool for managing employee performance-based compensation for the rewards that employees will receive. It can be divided into 2 types, namely monetary remuneration and non-monetary remuneration or welfare benefit, details as follows:

Monetary Remuneration

1. **Salary** The Company's policy is to fairly offer its employees' remunerations which are higher than the legal requirement, based on the Company's short-term and long-term performances. The Company applies salary payment system based on individual responsibilities in order to motivate a continual development of its employees' operational competency. The Company appropriately adjusts their salary levels to be in line with the Company's business targets and growth direction, as well as its individual work achievements based on its KPI approach.

2. **Bonus** In 2021, the Company will begin to set clear work goals for employees through the Performance Management System, which consists of performance indicators (KPIs) from the organizational level to the individual level to enable employees to understand the goals and be able to work effectively and use it in determining the annual bonus for employees.

3. **Provident Funds** The Company has established a provident fund in accordance with the Provident Fund Act 1987 with the objectives to promote savings, create security for employees and their families and for employees to receive tax benefits. The amount of the provident fund and the employee's contribution amount depends on the employee's will. Employees can choose an investment plan according to their needs and can accumulate at rates ranging from 3 to 15% of their salary, with contributions made to each employee.

4. **Social Security Fund**

5. **Other benefits** such as allowances, food and travel expenses, etc.

Welfare benefit

1. **Life and Health Insurances** The Company has arranged life and health insurances for its employees. The employees can benefit from these insurances when they are sick. The policy covers both in and out patient, accident, and death. The sum insured depends on the job grade of each employee.

2. **Annual health check** Because the health of employees is something that the Company has given great importance to therefore, an annual health check has been arranged. The purpose is to encourage employees to take care of their physical health to be complete and healthy always. as well as knowing the risks of various diseases and conditions including understanding and being able to prevent diseases that may occur in the future

3. **Social Security Fund** It is available in the event of illness and accident not related to work. The contributions to the fund are

compulsory and made by employees, the Company, and the government.

4. **Provident fund** The part of the company makes all contributions to the fund to be used in the event of an illness/accident due to work.

5. **Grants and benefits that cover families** Childbirth, funeral assistance support for funeral wreaths and funeral expenses which covers employees, employee's parents, spouse and children of employees, etc.

6. **Extra Activities** The company places importance on employee engagement and happiness at work, therefore, activities are organized to promote and build good relationships, relieve stress from work, increase the opportunity for employees to get to know employees from different departments both between employees and between management and employees which will lead to a strong culture, a good working atmosphere and the strength of the organization such as New Year's activities Company Outing Trip, Chinese New Year, Songkran Festival, etc.

Policy on People Development

The Company has its people development policy which is intended to regularly promote competency, skills, knowledge, and proficiency in all its employee. It continues to organize both in-house and external training sessions to enhance work efficiency, and encourages the application of training knowledge for work improvement, as well as enable its employees to have creativity and innovative thinking. All of these shall increase the overall competitiveness for the Company. Its people development guidelines include:

1. Selection and Recruitment

The company realizes that the image of the organization is one of the key factors for the success of the organization that can help attract new employees and retain existing ones to stay with the organization. Therefore, the information is publicized, present a good image of the organization including human resource management policies such as corporate culture working atmosphere. So the target audience can know and understand the correct information and ready to be a part of the company.

In 2021, the Company has started to organize the PROUD Onboarding Program, starting from the orientation to educate about organization culture, organizational overview, and business overview from construction to sales and transfers. The Company provide on-the-job training by supervisors or mentors to work and help new employees to adapt to the corporate culture more quickly.

2. Performance Management, Rewarding and Recognition

- In 2021, the Company initiated the development and application of the Performance Management System (PMS) to the organization starting from the determination of Key Performance Indicators (KPI) together with each employee. The Company define the goals and services of each employee and to ensure fair performance evaluation results be transparent clear and acceptable. In addition to the performance management through the performance appraisal according to the indicators mentioned above. Employee Behavior Assessment is a matter that the company see and attach importance to the same. Therefore, activities and projects have been carried out and promote performance management such as

- Mid-Year Performance Review : Employees can understand their strengths and weaknesses and can improve their performance before the annual assessment.

- Feedback between supervisors and operators. So that employees know the point that they need to develop in order to move to a higher position in the future. This will help motivate employees to continue.

- Creating a Way of Working: Employees are proud to be employees of the Company, realize the quality of products and services see the importance of customers and taking into account the results of the operation in every step new initiative to reach bigger goals including to promote honesty with oneself to work and to the company as well.

3. People Development

The Company has its people development policy which is intended to regularly promote competency,

skills, knowledge, and proficiency in all its employee. It continues to organize both in-house and external

training sessions to enhance work efficiency, and encourages the application of training knowledge for work

improvement, as well as enable its employees to have creativity and innovative thinking. All of these shall

increase the overall competitiveness for the Company.

In 2021, the Company has organized the following actions:

- Project PROUD Onboarding Program organized to take care of new employees for a period of 4 months from the start of work until the end of the probationary period . The new employees will be taken care of by mentors and staff both in terms of work and other matters in order for employees to gain the necessary knowledge to work, enhance skills for new employees and enabling them to adapt more quickly to the corporate culture.

- Leadership Development Program to ensure that the organization can grow sustainably. In 2021, the company has set up a program to develop executives at each level with an emphasis on planning, formulate strategy and team management to prepare executives in the organization both in business and personnel management

- Corporate and product branding : It is a project to educate and raise awareness of the importance of the brand among employees. The program also brings together expert speakers from outside to provide knowledge so that employees can create products and communicate brands correctly and appropriately.

- Project Management and Knowledge Training in the organization (In-House Training) is a project that promotes and supports the learning of employees in various fields. To provide employees with knowledge, understanding and ability to perform tasks properly and appropriately in each position focusing on adjusting the concept Attitudes and working methods of employees to be able to cope with the uncertain environment to ensure that the company will remain competitive and able to grow stably.

Under the rapidly changing business and technology world Including the challenges in the digital era, the new normal, forcing organizations to adapt Recognizing a variety of learning styles, responding to both the life style of the new generation and responding to the epidemic of the corona virus (COVID-19). In 2021, the company has focused on personnel development through online training courses which can reduce the constraints on time and place courses at the company have organized such as

- Financial Feasibility Study of Cash Flow Real Estate Project (RE121) for Business Development and Strategy Division
- Company Secretary Program (CSP) for Legal and Compliance Department
- ADMD Product Knowledge Training for Sales and Marketing Division
- ADOBE AFTER EFFECTS for Sales and Marketing Division
- Principles of basic construction appraisal for Business Development and strategy Division and Business Process Improvement Department
- TLCA PacRim L&D HR Scholarship for Human Resources Department
- Getting to Yes
- Carelessness.. Check at least once a day
- PDPA : Guidelines and application of the personal data protection policy in the organization

4. Employee Engagement

Employee Engagement to the Organization and happiness in the work of employees bring good results in many aspects whether it is a matter of reducing the turnover rate of employees Creating Higher Quality and Higher Efficiency Dedication to work and customer service, the company has organized activities to strengthen relationships between employees. The Company encourage employees to meet and get to know each other. An Employee Engagement Survey was also conducted as a channel for hearing opinions, Employee feedback and utilized in the formulation of corporate and human resource management strategies in both the short and long term.

5. Use of technology To increase efficiency in human resource management (Digital HR)

Today's world is constantly changing and rapidly as a result of the leaping development of technology. For this reason, the Company's human resource management aware of the change therefore initiated the introduction of technology into the work to provide convenience to employees able to respond and provide information to employees at all levels quickly and thoroughly Including reducing the work process and reducing the use of organizational resources such as paper or document storage, etc. In the past year, the following actions have been taken:

- ESS system development to enable employees to access necessary information conveniently and quickly, starting from the use of technology to help with time management. Managing paperwork related to Human Resources by the system that the company developed taking into account the ease of use of users of all levels (User-Friendly) applications that can be used anywhere, anytime via the internet and smartphones. It is the reducing the use of the company's resources such as the process of paperless, including the highest cost savings.

6. Other Important Information

The list of the persons assigned to be directly responsible for supervising accounting practices and

to hold positions of head of internal audit, corporate secretary, and head of compliance are as follows:

1. **Ms. Budsabong Pansawadi** , Senior Vice President of Finance and Accounting Division was appointed as the top executive of the finance and accounting function, responsible for controlling and supervising accounting activities. The details are as per the profile in attachment.

2. **P&L Internal Audit Company Limited** is responsible for the Company's internal audit, which was appointed by the Audit Committee in the meeting No. 5/2021 on November 5, 2021 with the opinion that it is an audit service provider and internal control system as detailed appears in the attachment.

3. **Ms.Nittaya Maetineewattanavong** , Legal and Company Secretary was appointed as company secretary by the Board of Director at its meeting No.9/2021 held on 8 November 2021, responsible for holding the Board of Directors' meetings and the shareholders' meetings, providing advice regarding regulatory compliance to the Board of Directors, and following up on and coordinating the implementation of the Board of Directors' resolutions. Her responsibilities also cover the retention of important documents of the Company according to legal requirements such as directors' registers, annual reports, holding by directors or executives. She is also responsible for supporting the Board of Directors' activities to ensure efficient and effective performance of duties; and disclosing data and information to relevant supervisory bodies within specific time periods. Furthermore, she serves as head of compliance, supervising the compliance with regulatory bodies' rules and regulations

governing the Company's business. stakeholders' reports, and reports of securities. The details are as per the profile in the attachment .

The Company's Financial Analyst and Investor Relations Manager is Ms. Budsabong Pansawadi, Senior Vice President of Finance and Accounting Division. She is responsible for disseminating corporate information, both financial and non-financial, to the shareholders, investors, securities analysts, and investment credit rating organizations, through the Company's website, in the topic of "Investor Relations Information", for ease of access by interested persons. For any inquires, shareholders, investors, and relevant parties can contact the Investor Relations Division at Tel. 02-035-0999 or Email: ir@proudrealestate.co.th ,or the Company's website.

REPORT OF IMPORTANT ACTIONS ON CORPORATE GOVERNANCE

1 Summary of the Board of Directors' Work Results in 2021

In 2021, the Board of Directors has held a workshop with the management team on Monday, November 15, 2021 to jointly determine the direction and guidelines for business operations over 3-5 years, as well as to consider new business plans and budgets to develop new projects of the company.

1.1 Nomination, Development, and Performance Evaluation of the Board of Directors

Nomination and Appointment of Directors

In selecting and nominating appropriate candidates for the business group's directors, the Nomination and Remuneration Committee shall consider and screen those with appropriate qualifications according to the Company's Articles of Association, details of which can be summarized as follows:

1. To consider the candidates' qualifications, expertise, professionalism, leadership, forward-looking vision, morals and ethics, transparent career record, and ability to express independent opinions.

2. To consider the board skills matrix in terms of skills, experience, ability, and diversified fields of expertise significant to the business, regardless of gender, race, or other differences to secure the most comprehensive and productive board of directors.

3. To check the proposed candidates' qualifications with the Securities and Exchange Commission (SEC) and verify their possible conflicts of interest with the Company.

4. To select independent directors based on criteria and qualifications for independent directors.The Company set out the definition of an independent director based on the SEC's 9 requirements as follows:

   1). Holding no more than 1% of the total voting shares of the Company, including shares held by persons related to that independent director.

   2). Neither being nor having been an executive director, worker, employee, advisor earning regular monthly salary, or controlling person of the Company, unless the foregoing status has ended for at least 2 years prior.

   3). Not being a person who is related by blood or legal registration of another director, executive, major shareholder, controlling person or person to be nominated as director, executive, or controlling person of the Company or its subsidiaries.

   4). Neither having nor having had a business relationship with the Company that may interfere with independent discretion, which includes not being or having been a significant shareholder or controlling person of any person having a business relationship with the Company, unless such foregoing relationships have ended for at least 2 years prior.

   5). Neither being nor having been an auditor of the Company; and not being a significant shareholder, controlling person, or partner of the audit firm which employs the auditor of the Company, unless the foregoing relationship has ended for at least 2 years prior

   6). Neither being nor having been a provider of professional services, which includes serving as a legal or financial advisor being paid a service fee of more than Baht 2 million per year by the Company; and not being a significant shareholder, controlling person, or partner of such provider of professional services, unless the foregoing relationship has ended for at least 2 years prior

   7). Not being a director who is appointed as a representative of the Company's directors, major shareholder, or shareholder who is a connected person of a major shareholder

   8). Not undertaking any business of the same nature and in significant competition with the Company's or its subsidiaries' business; not being a significant partner in a partnership, or an executive director, worker, employee or advisor earning regular monthly salary; or not holding more than 1% of the total voting shares of another company that undertakes a business of the same nature and in significant competition with the Company's or its subsidiaries' business

   9). Not having any other characteristics that impede the freedom of expression of opinions about the Company's business operations

5. In case of any vacancies in the Board of Directors due to the directors retiring by rotation, the Company shall allow its minority shareholders to submit a list of nominated candidates to the respective annual general meeting of shareholders in advance from October to December of each year. At the shareholders' meeting, the election of each director shall be voted separately. Each shareholder shall have the right to elect the nominated candidates as directors, but not exceeding the number of directors to be elected at that particular meeting. Vote splitting is not allowed. The

shareholders shall exercise all their votes for each nominated candidate for director separately. The candidate with the highest number of votes shall be elected. However, the number of elected candidates must not exceed the number of directors to be elected at that particular meeting. In the case where the 2 lower ranking candidates get a tie vote, causing the number of the elected candidates to exceed the number of directors to be elected at that particular meeting; the chairman of the meeting shall cast an additional vote to break the tie.

6. In the case where a director resigns or there is a vacancy in the Board of Directors for other reason than retiring by rotation, the Nomination and Remuneration Committee shall nominate a new candidate with appropriate qualifications mentioned above to the Board of Directors' meeting for consideration and approval. A resolution for this matter shall be passed by votes of no less than three-fourths of the remaining directors.

Nomination of Top Executives

The Nomination and Remuneration Committee stipulated criteria for nominating candidates for the Company's President and Chief Executive Officer. The Company can select and appoint a person, either from inside or outside of the organization, as the top executive. The Committee shall consider qualifications, knowledge, abilities, skills, and experiences beneficial to the Company's operations, and endorse these qualities in principle before submission thereof to the Board of Directors for consideration and approval. In addition, the Committee shall nominate candidates for the top executives of the business group companies based on the Company's pool of executives who have knowledge, capabilities, and experiences beneficial to the business group's operations before proposing the matter to the Company's and the business group's boards of directors for consideration and approval.

Director Development

Newly hired directors shall attend orientation programs organized by the Company to understand the business nature, directions, and relevant information including the shareholding structure, management structure, past performance records, key construction projects, as well as good corporate governance guidelines, laws, and regulations concerned. This will benefit their performance of duties. The CEO shall provide a summary of such information, while the corporate secretary shall prepare relevant documents including the Company's Articles of Association, rules, group-wide good corporate governance principles, subcommittee charters, past minutes of meetings of the Company's Board of Directors, and annual reports.

Company also realized the importance of the directors' constant participation in the trainings necessary to the Board of Directors' performance of duties, and other trainings to promote the directors' knowledge and capability. These trainings also helped the directors understand the nature of business, and perform duties and supervise the business with efficiency. The training topics included corporate governance, risk management, internal control, and laws concerning the Company's businesses. The majority of the directors passed the trainings offered by the Thai Institute of Directors (IOD) as shown in the directors' profiles.

Performance Evaluation of the Board of Directors/Subcommittees

The Company conducts performance evaluation for the entire Board of Directors and for individual directors once per year. In this regard, the directors will jointly consider their achievements, problems, and challenges they experienced throughout the year. There are 4 different performance evaluation forms:

1. Self-evaluation form for the Board of Directors,
2. Self-evaluation form for each respective subcommittee,
3. Self-evaluation form for each individual director.
4. Evaluation Form for the Chief Executive Officer

The Board of Directors shall analyze the performance evaluation results summarized for analysis and improvement of operational efficiency to ensure appropriateness and alignment with the good corporate governance principles.

The self-evaluation form for the Board of Directors contains the following 4 questions.

1. Board of Directors' structure and qualifications
2. Board of Directors' meetings
3. Board of Directors' role, duties, and responsibilities
4. Others such as relationships with management and Directors' and management's self-development etc.

In conclusion, the average performance rating of the Board of Directors was **3.72 (Full score 4 points)**

The self-evaluation form for each respective subcommittee contains the following 3 questions.

1. Subcommittee's structure and qualifications
2. 2) Subcommittee's meetings
3. 3) Compliance with the scope of authority, duties, and responsibilities

The performance ratings of the respective subcommittees can be summarized as follows:

No.	Subcommittees	Ratings (%) Full score 4 points
1.	Audit Committee	**3.91**
2.	Nomination and Remuneration Committee	**3.53**

The self-evaluation form for each individual director contains the following 3 questions.

1) Board of Directors' structure and qualifications
2) Board of Directors' meetings
3) Board of Directors' role, duties, and responsibilities

In conclusion, the average performance rating of all individual directors was **3.76 (Full score 4 points).**

Evaluation Form for the Chief Executive Officer contains the following 10 questions.

1) Leadership
2) Strategy Formulation
3) Strategy implementation
4) Financial, investment and expenses management
5) Relationship with the Board of Directors
6) Relationship with the outside
7) Management and employee relations
8) Succession plan
9) Product and service knowledge
10) Personality

In conclusion, the average performance rating of all individual directors was **3.76 (Full score 4 points).**

1.2 Directors' Meeting Attendance and Remuneration

Directors' meeting attendance as at 31 December 2021 can be summarized as follows:

List of directors	Positions	Meetings	
		Board's Meeting	Shareholders' Meeting
Mr. Anuwat Maytheewibulwut	Independent Director, Chairman, Chairman of the Audit Committee and Chairman of the Nomination and Remuneration Committee	11/11	1/1
Mr. Verapong Chaiperm	Director ,Vice Chairman of the Board of Directors, Chairman of the Executive Committee	10/11	1/1
Mr. Pasu Liptapanlop	Director, Executive Director and Nomination and Remuneration Committee	11/11	1/1
Ms. Proudputh Liptapanlop	Director and Executive Director	11/11	1/1
Mr Anucha Sihanatkathakul	Director and Nomination and Remuneration Committee	11/11	1/1
Ms. Anchalee Bunsongsikul	Independent Director, Audit Committee	11/11	1/1
Mr. Dan Sornmani (1)	Independent Director, Audit Committee	9/10	1/1
Mr. Pumipat Sinacharoen	Director, Executive Director and Chief Executive Officer	11/11	1/1

Remark

(1) The Board of Directors at the meeting No. 1/2021, dated February 22, 2021, resolved to appoint Mr. Dan Sornmani as the Company's director and member of the Audit Committee, effective from February 23, 2021 onwards, replacing Mr. Paisit Kaenchan, who resigned with effect from January 1, 2021 onwards.

Directors' Remuneration

The Nomination and Remuneration Committee shall be responsible for considering remuneration for the Board of Directors, subcommittees, advisors to the Board of Directors, and advisors to the subcommittees before submission thereof to the Board of Directors for consideration and endorsement and to the shareholders' meeting for consideration approval.

The Company specified rates of remuneration for directors and respective subcommittee members in monetary forms, including monthly remuneration, meeting allowance, and corporate performance-based remuneration, such as bonuses which were linked to the values created for the shareholders. However, the Company had no other non-monetary forms of remuneration.

In determining criteria for paying remuneration, other appropriate considerations and factors were also considered, i.e. 1) Industrial practice, 2) Operating results and business size, 3) Directors' knowledge, capabilities, and experiences, 4) Directors' role, duties, and responsibilities, and 5) Directors' individual performances. The directors' remuneration rates were appropriate, fair, and able to motivate and retain directors with required qualities. In addition, bonus payments to the directors had to be aligned with dividend payments to the shareholders,

Furthermore, the Nomination and Remuneration Committee shall be responsible for considering and determining a form of remuneration for the President and CEO before submission thereof to the Board of Directors for approval. The Committee shall also consider ranges of bonus rates and annual salary increment rates for the employees by considering the corporate performance, economic situation, and competitiveness.

The 2021 AGM held on 19 April 2021 passed a resolution to approve directors' remuneration at unchanged rates as follows:

1. Board of Directors' meeting allowance and sub-committees are paid according to the number of meeting times as follows:

	Meeting allowance of the year 2021	
	Chairman	Board/Committee Member
Board of Directors Meeting	15,000 Baht	12,000 Baht
Audit Committee Meeting	15,000 Baht	12,000 Baht
Nomination and Remuneration Committee Meeting	15,000 Baht	12,000 Baht

2. There is no payment of bonuses to directors due to the company's operating loss.

Details of the Board of Directors' and the subcommittees' remuneration for 2021 can be summarized as follows:

List of directors	Meeting allowance				Bonus paid from 2020 business performance	Total
	Board of Directors	Audit Committee	Executive Committee	Nomination and Remuneration Committee		
Mr. Anuwat Maytheewibulwut	165,000.00	75,000.00	-	15,000.00	-	255,000.00
Mr. Verapong Chaiperm	120,000.00	-	-	-	-	120,000.00
Mr. Pasu Liptapanlop	132,000.00	-	-	12,000.00	-	144,000.00
Ms. Proudputh Liptapanlop	132,000.00	-	-	-	-	132,000.00
Mr Anucha Sihanatkathakul	132,000.00	-	-	12,000.00	-	144,000.00
Ms. Anchalee Bunsongsikul	132,000.00	60,000.00	-	-	-	192,000.00
Mr. Dan Sornmani (1)	108,000.00	48,000.00	-	-	-	156,000.00
Mr. Pumipat Sinacharoen	132,000.00	-	-	-	-	132,000.00

Remark:

(1) The Board of Directors at the meeting No. 1/2021, dated February 22, 2021, resolved to appoint Mr. Dan Sornmani as the Company's director and member of the Audit Committee, effective from February 23, 2021 onwards, replacing Mr. Paisit Kaenchan, who resigned with effect from January 1, 2021 onwards.

Remuneration for Directors Leaving the Board of Directors in 2021

- None -

1.3 Supervision of Operations of Subsidiaries and Associates

The Board of Directors has a mechanism to supervise, manage, and take charge of operations of the subsidiaries so as to safeguard the Company's investment interests. In so doing, the Company's high-level executives were appointed as directors or executives in the subsidiaries to co-manage the business both at policy-making and operational levels. Appointments of the Company's high-level executives must be endorsed as per resolutions of the Company's Board of Directors' meetings.

In addition, the person appointed by the Company must ensure that the subsidiary has regulations on connected transactions, acquisition or disposition of assets or any other important transactions of such companies in completeness and accuracy and use the rules relating to the disclosure of information and the above transactions in the same manner as the Company's guidelines including to supervise the collection of data and recording the accounts of the subsidiaries for the company to inspect and gathered to prepare consolidated financial statements on time as well.

The Company neither had any shareholders' agreements to manage its subsidiaries nor operated a holding company business.

1.4 Monitoring compliance with corporate governance policies and guidelines

Realizing the importance of good corporate governance principles and the business group's code of conduct, the Company stipulated relevant policies and practices and promoted implementation thereof by setting a common key performance indicator (KPI) requiring all employees to do COC and anticorruption tests and use the test scores for improving communications, understanding, and awareness of duties and responsibilities.

Moreover, the Company monitored the implementation of the good corporate governance principles covering the following 4 issues.

1. Prevention of conflict of interest

The Company has a policy on conflicts of interest stipulating that in the event that

directors, executives and employees must inform the Company of their relationship or connected transactions in businesses that may cause conflicts of interest with the Company.

In addition, in the Board of Directors meeting or every sub-committee, the committee shall report their interests at least before considering the meeting agenda and record it in the minutes of the meeting. Directors who have such interests are unable to express their opinions independently and shall refrain from participating in the meeting to consider that agenda.

2. Supervision of internal information use

The Company has a policy and code of conduct for directors, executives and employees of the Company to maintain the security and confidentiality of information and to prohibit the use of material inside information of the Company that has not been disclosed to the public for the benefit of themselves or others. including trading in the Company's securities with the following guidelines:

1) The Company requires directors and executives to report the securities holdings of the Company held in their names, spouses, and minor children to the Office of the Securities and Exchange Commission ("SEC") in accordance with Section 59 of the Securities and Exchange Act B.E. 2535 and related notifications and send a copy of the report to the company

2) The Company requires directors, executives and employees to report changes in their securities holdings to the Office of the SEC in accordance with Section 59 of the Securities and Exchange Act B.E. 2535 within 3 days from the date of the change and inform the company secretary to prepare a memorandum of change and summarize the number of securities of directors and executives individually for presentation to the Board of Directors in the next meeting.

3) Directors, executives and employees are prohibited from disclosing financial statements or other information that affects the company's securities prices to outsiders or those who are not involved and prohibiting trading in securities during one month before the financial statements or other information that affect the Company's share price will be published to the public. And they must not trade securities until a period of 24 hours has elapsed since the disclosure of such information to the public.

4) The Company will disclose material results and information which affects the change in securities prices and affects the Company's financial statements within 45 days of the end of the quarter and 60 days from the end of the period account.

3. Combating corruption

The company has a policy against all forms of corruption, whereby all directors, executives and employees will not get involved or participate in any corruption. They will not bribe or accept bribe or seek any benefit unlawful and unlawful in all its forms, directly or indirectly and has regularly reviewed the implementation of the Anti-Corruption Policy. Therefore, the Company has the following guidelines for the policy and code of conduct:

1. Directors, executives and employees at all levels must comply with the anti-corruption policy without being involved in corruption, whether directly or indirectly.
2. Employees of the Company at all levels must be aware that corruption is unacceptable in the Company's corporate culture.
3. Employees involved in corruption are subject to disciplinary and legal penalties.
4. If any employee sees an act that may be considered corruption related to the company, the employee must notify the company without delay and cooperate in the investigation of the relevant facts.

The Company will keep the whistleblower's name and detail confidential for the safety of the whistleblower's life and property.

4. Whistleblowing

The Company has a policy and code of conduct regarding whistleblowing, that is, if any employee sees an act that may be considered corruption related to the Company. Employees must notify the Company without delay and cooperate in the investigation of any relevant facts.

The Company will keep the whistleblower's name and detail confidential for the safety of the whistleblower's life and property.

Directors' ownership of PROUD shares as at 31 December 2021

No.	Name-surname	Position	Number of PROUD shares		
			31 December 2020	31 December 2021	Change during the year
1.	Mr. Anuwat Maytheewibulwut	Independent Director, Chairman, Chairman of the Audit Committee and Chairman of the Nomination and Remuneration Committee	-	-	-
	Spouse and minor children		-	-	-
2.	Mr. Verapong Chaiperm	Director ,Vice Chairman of the Board of Directors, Chairman of the Executive Committee	-	-	-
	Spouse and minor children		-	-	-
3.	Mr. Pasu Liptapanlop	Director, Executive Director and Nomination and Remuneration Committee	226,046,445	226,046,445	-
	Spouse and minor children		-	-	-
4.	Ms. Proudputh Liptapanlop	Director and Executive Director	226,046,444	226,046,444	-
	Spouse and minor children		-	-	-
5.	Mr. Anucha Sihanatkathakul	Director and Nomination and Remuneration Committee	-	-	-
	Spouse and minor children		-	-	-
6.	Ms. Anchalee Bunsongsikul	Independent Director, Audit Committee	-	-	-
	Spouse and minor children		-	-	-
7.	Mr. Dan Sornmani (1)	Independent Director, Audit Committee	N/A	-	-
	Spouse and minor children		N/A	-	-
8.	Mr. Pumipat Sinacharoen	Director, Executive Director and Chief Executive Officer	-	3,222,900	3,222,900
	Spouse and minor children		-	-	-

Remark: N/A means no information because the director has been appointed to the position during the year 2021.

(1) The Board of Directors at the meeting No. 1/2021, dated February 22, 2021, resolved to appoint Mr. Dan Sornmani as the Company's director and member of the Audit Committee, effective from February 23, 2021 onwards, replacing Mr. Paisit Kaenchan, who resigned with effect from January 1, 2021 onwards.

Directors' ownership of PROUD shares who leaving during the year 2021

- None –

Executives' ownership of PROUD shares as at 31 December 2021

No.	Name-surname	Position	Number of PROUD shares		
			31 December 2020	31 December 2021	Change during the year
1.	Mr.Chuntorn Chuntratip	Executive Vice President of Project Development Division (Team A)	100,000	100,000	-
	Spouse and minor children		-	-	-
2.	Ms. Natarin Paramawes	Executive Vice President of Sales and Marketing Division	N/A	-	-
	Spouse and minor children		-	-	-
3.	Ms. Budsabong Pansawadi	Senior Vice President of Finance and Accounting Division	-	-	-
	Spouse and minor children		-	-	-
4.	Ms. Anotai Worasunthararom	Senior Vice President of Business Development and Strategy Division	-	-	-
	Spouse and minor children		-	-	-

Remark: N/A means no information because the executive has been appointed to the position during the year 2021.

Internal Control and Risk Management

Proud Real Estate Public Company Limited recognizes the importance of internal control and risk management. To efficiently supervise operations, the Company has assigned the Audit Committee to be responsible for independently reviewing internal control without interference from other personnel. The Audit Committee will ensure that the Company's internal control is appropriate and adequate for the purposes of safeguarding the Company's assets, protecting interests of the Company, subsidiaries, and shareholders, and preventing fraud, corruption or risks affecting operation arisen from conflict of interests. In addition, information shall be adequately disclosed for transparency and auditable in accordance with good corporate governance.

Board of Directors' and Audit Committee's Opinion on Internal Control

In the Audit Committee meeting no. 1/2022 on 23 February 2022, the Audit Committee assessed sufficiency and appropriateness of internal control from the assessment report covering various aspects. To ensure that the Company recognizes the importance of sufficient internal control and adequate risk management, internal standards covering 8 aspects of internal control is used:

1. Internal Environment
2. Objective Setting
3. Event Identification
4. Risk Assessment
5. Risk Response
6. Control Activities
7. Information and Communication
8. Monitoring

1. Internal Environment

The Company recognizes the importance of internal management in order to operate business with capability and foster culture of good internal control. To prevent conflict of interests or interference from the Board of Directors, management, and all employees, the Audit Committee role and responsibility is separated from the Executive Committee. Policies and business ethics e.g. Conflict of Interest Policy, Anti-corruption Policy, etc. have been written for all employees' acknowledgement. In addition, follow-up and assessment processes are in place to ensure compliance of the defined business ethics.

The Board of Directors has set up Internal Audit department. The Internal Audit department is responsible for independently perform audit, assess, and follow-up to manage internal risk and other aspects relevant to the business in order to ensure confidence to the entity. For assurance that the internal control is sufficient, the Internal Audit department can directly report internal audit results to the Audit Committee whom are knowledgeable, competent, experts in the business of the Company. Moreover, the Internal Audit department can operate independently from the Executive Committee and the management. With the independence, the efficiency and effectiveness of internal audit can be achieved.

The Board of Directors has clearly defined management structure by designating head of business units with defined role and responsibility along with approval authority in order to ensure accountability. Head of business units are knowledgeable and capable. Furthermore, head of business units will help employees to efficiently develop for the future.

2. Objective Setting

The Company has defined objective setting in risk management from both internally and externally by assigning the Internal Audit department to perform risk assessment and report to the Executive Committee and the Audit Committee of the potential risks. The potential risks are then addressed by appropriate responses to maintain risk level within the Company's risk appetite.

3. Event Identification

The Company places high importance to event that may affect entity's operation. To prevent such risk from affecting entity's operation, analysis is performed to identify risk factors affecting the entity both internally and externally as well as current business operation. The combined risks are reported to the Executive Committee to consider appropriate policy responding to the risks.

4. Risk Assessment

The Company is aware of risks and impacts that may arise as assessed from business and internal operation of the Company. The Executive Committee has set out measures to manage arising risks by defining preventive audit target to prevent the incident from affecting the entity. The Internal Audit department performs risk assessment for both internal and external factors in accordance with the business operation of the Company in every operational level, unit, and position. The risk assessment also covers operation, compliance, and external risks that may affect the business to ensure thorough assessment. The risk assessment is considered by the Audit Committee and has set out measure to prevent and respond to both negative and positive risks to ensure appropriate risk management from the person responsible for such risk. The risk assessment is constantly performed in order to timely adjust audit strategy in response to risks.

5. Risk Response

The Company responds to risks both internally arisen from audit of the Internal Audit department, and externally e.g. business impacting risk, economic risk, etc. The Executive Committee is responsible for handling entity-level risks as well as risk management by various approaches. Sequentially, person with the highest authority in the business unit is assigned to consider and respond to the risks within the risk appetite of the entity.

6. Control Activities

The Board of Directors have defined limits, approval authority, role and responsibility in accordance with the entity's scope of operations, including clear segregation of duties for management and all employees to comply. Furthermore, the Board of Directors have assigned the preparation of written operational guideline to manage risks e.g. setting up of operational standard for all units in the entity. In addition, various control activities have been set such as Anti-Corruption Policy, and control activities for regulation compliance. The guideline set forth is deployed to manage internal and external risks. Moreover, the Board of Directors have interests in developing information technology system to be utilized for suitable organizational structure and security purposes. The Company has set operational measures for subsidiaries to comply to ensure same standard. The set-out measures are regularly reviewed to timely address risks that may change with time.

7. Information and Communication

The Company recognizes the importance of developing information system and communication to be in line with business characteristics and keeping up with the changing technology. The devices and operating systems should be readily accessible without sacrificing security purposes. The up-to-date and accurate information can maximize benefits of the Executive Committee and the entity in operation and decision making processes. In addition, the communication channel is clearly defined with the purposes of external and internal disclosures of information, submission of petition or complaints, whistle-blowing leads, unlawful actions from stakeholders. Such communicated information shall be verified and utilized to improve appropriate responses for fair treatment of all related parties.

8. Monitoring Activities

The Company places high importance to the monitoring and evaluation of whether operational target, business ethics, and operation of management and employees are in line with what have been defined. The evaluation is performed to identify if any adjustment or improvement is needed. Definitive schedule has been set to comply with this procedure. This procedure covers self-assessment of employees and assessment from the Internal Audit department which have audit procedures in accordance with internal audit standards and report to responsible person, and reporting to the Audit Committee or the Board of Directors for decision making. After the evaluation, the Company can timely and appropriately respond to risk arisen from each incident.

Opinion can be summarized that the Company has sufficient and appropriate internal control system suitable for business operation without material weakness in the internal control system. The internal control system can protect misappropriation of assets by the management. The financial report of the Company is prepared in accordance with generally accepted accounting standard. The disclosure of information in the financial report is accurate and reliable. And the business operation of the Company is in compliance with the Securities Exchange Act and relevant laws.

Head of Internal Audit of the Company

At present, the internal audit department of the Company is P&L International Audit Company Limited , an external company (Outsourcing), which has been engaged to perform audits for the year 2021 and 2022 (annual contract) . The Audit Committee considered this company to be sufficiently knowledgeable and capable suitable for this position. Normally, the consideration and approval of appointment, removal, transfer of the head of Internal Audit department of the Company must be approved by the Audit Committee.

RELATED TRANSACTIONS

In 2021 and 2020, the Company and its subsidiaries have significant related transactions with 6 parties that may have conflicts of interest as follows:

(Please consider in the additional notes to the financial statements)

Related Party	Relation/Type of Relation	Transaction	Transaction value (Million Baht)		Necessity/Description	Rationale
			2020	2019		
1. Ms. Proudputh Liptapanlop	**Director**	**A Subsidiary**				
		- buy preference shares	5.00	-	During 2021, Hua Hin Alpha 71 Co.,Ltd. (a subsidiary) increase in the registered capital from the existing registered capital of Baht 50 million (0.5 million ordinary shares of Baht 100 each) to the new registered capital of Baht 800 million (2 million ordinary shares of Baht 100 each and 6 million preference shares of Baht 100 each). The issuance and allocation of the newly issued preference shares to specific investors which are related persons in an amount of 0.18 million shares and to unrelated parties in an amount of 5.82 million shares.	The director subscribed for the preference shares in the subsidiary in the same way as general investors, not having any other special rights.
2. Mr. Pasu Liptapanlop	**Director**	**A Subsidiary**				
		- buy preference shares	6.00	-	During 2021, Hua Hin Alpha 71 Co.,Ltd. (a subsidiary) increase in the registered capital from the existing registered capital of Baht 50 million (0.5 million ordinary shares of Baht 100 each) to the new registered capital of Baht 800 million (2 million ordinary shares of Baht 100 each and 6 million preference shares of Baht 100 each). The issuance and allocation of the newly issued preference shares to specific investors which are related persons in an amount of 0.18 million shares and to unrelated parties in an amount of 5.82 million shares.	The director subscribed for the preference shares in the subsidiary in the same way as general investors, not having any other special rights.

Related Party	Relation/Type of Relation	Transaction	Transaction value (Million Baht)		Necessity/Description	Rationale
			2020	2019		
3. Lieutenant General Poonpirom Liptapanlop	**Close relatives of directors**	**A Subsidiary**				
		- buy preference shares	7.00	-	During 2021, Hua Hin Alpha 71 Co.,Ltd. (a subsidiary) increase in the registered capital from the existing registered capital of Baht 50 million (0.5 million ordinary shares of Baht 100 each) to the new registered capital of Baht 800 million (2 million ordinary shares of Baht 100 each and 6 million preference shares of Baht 100 each). The issuance and allocation of the newly issued preference shares to specific investors which are related persons in an amount of 0.18 million shares and to unrelated parties in an amount of 5.82 million shares.	The director subscribed for the preference shares in the subsidiary in the same way as general investors, not having any other special rights.
4. Proud Resort Hua Hin Co.,Ltd.	**Related company**	**A Subsidiary**				
Operates the hotel,fitness center, and providing stadium services and sports activities.	- Common director; Mr. Pasu Liptapanlop and Ms. Proudputh Liptapanlop are authorized directors of Proud Resort Hua Hin Co.,Ltd.	- Rental of land	4.20	4.20	Hua Hin Alpha 71 Co.,Ltd. (a subsidiary) has rent 2 plots of land total 1-0-31.8 Rai in Soi Hua Hin 71 from Proud Resort Hua Hin Co.,Ltd. in order to locate sales gallery of "InterContinental Residences Hua Hin" and "111 Social Club". The rental fee is Baht 350,000 per month. Contract period is 3 years started from 1 October 2019 to 30 September 2022. However, during 2021, there was an amendment to terminate the contract on 31 December 2021.	As stipulate in the agreement which is in the same way as general contracting parties in the same situation.
		- Accrued rental fee	-	0.70	Land rental at Soi Hua Hin 71 in order to locate sales gallery of "InterContinental Residences Hua Hin" and "111 Social Club". The rental fee is Baht 350,000 per month.	According to land rental agreement.
		- Marketing management and Other expenses	1.13	13.31	Accommodation, food and beverage, room/dining Vouchers that provided to customers or other parties that relevant to marketing promotion.	Market price or contractual agreed price which is in the same way as general contracting parties in the same situation.

Related Party	Relation/Type of Relation	Transaction	Transaction value (Million Baht)		Necessity/Description	Rationale
			2020	2019		
4. Proud Resort Hua Hin Co.,Ltd. (continued)	**Related company**	**A Subsidiary**				
		- Operating expenses at “111 Social Club”	0.47	1.59	Management fee, wages, cost of food and beverage which sold in "111 Social Club"	As stipulate in the agreement which is in the same way as general contracting parties in the same situation.
		- Other payables	0.36	3.04	Payables for goods and services	Market price or contractual agreed price, as a result of purchase goods or services as normal business practice.
		- Revenue from “111 Social Club”	0.10	-	Goods sold at “111 Social Club”	Market price
5. Vana Nava Co.,Ltd.	**Related company**	**A Subsidiary**				
Operates the water jungle, theme park, hotel	- Common director; Mr. Pasu Liptapanlop and Ms. Proudputh Liptapanlop are authorized directors of Vana Nava Co.,Ltd.	- Marketing management and Other expenses	1.58	1.34	Accommodation, food and beverage, water jungle pass tickets that provided to customers or other parties that relevant to marketing promotion.	Market price or contractual agreed price which is in the same way as general contracting parties in the same situation.
		- Other payables	1.48	-	Payables for services	Market price or contractual agreed price, as a result of purchase services as normal business practice.
		- Lease liability	6.49	-	Hua Hin Sky Living Co.,Ltd. (a subsidiary) has rent a space on floor 25th Holiday Inn Vana Nava Hua Hin to locate sales gallery and mockup room of "VEHHA”. The rental fee is Baht 288,609 per month. Contract period is 35 months started from 15 February 2021 to 31 December 2023. When the contract expires, the subsidiary has to pay restoration cost to the hotel in the amount of Baht 5 million.	As stipulate in the agreement which is in the same way as general contracting parties in the same situation.

Related Party	Relation/Type of Relation	Transaction	Transaction value (Million Baht)		Necessity/Description	Rationale
			2020	2019		
6. Proud Resort Phuket Co.,Ltd.	**Related company**	**A Subsidiary**				
Operates the hotel	- Common director; Mr. Pasu Liptapanlop and Ms. Proudputh Liptapanlop are authorized directors of a parent company of Proud Resort Phuket Co.,Ltd.	- Marketing management and Other expenses	-	1.79	Accommodation, room/spa vouchers that provided to customers or other parties that relevant to marketing promotion.	Market price

Necessity and reasonability of related transactions

The Company and its subsidiaries related transactions are based on normal business practice or normal business support. All the related transactions will incur as necessary and for business operation effectiveness within the group. Pricing policies are determined based on the appropriate and fair price and conditions by considering of the company's benefits or according to the criteria approved by the Board of Directors or the agreed price which is a normal business practice. The transactions must be in accordance with the related transaction policy as specified by the resolution of the Board of Directors' meeting.

Policies or trends of related transactions in the future

The Company and its subsidiaries expect that in the future related transactions will remain based on normal business practice such as space rental. In addition, the Company and its subsidiaries would purchase land from related companies and may have other transactions. However, the future related transactions will be based on the Company's necessity and the Company's benefits and in accordance with the policies or approval procedures as mentioned.

FINANCIAL STATEMENTS AND NOTES TO FINANCIAL STATEMENTS



Report of the Board of Directors' Responsibilities for the Financial Statements

To the Shareholders of Proud Real Estate Public Company Limited

The Board of Directors are responsible for the separate financial statements and the consolidated financial statements of the Company and its subsidiaries, including financial information in the Annual Report. The financial statements for the year ended 31 December 2021 have been prepared in accordance with Thai Financial Reporting Standards with appropriate accounting policies applied on a consistent basis. In addition, judgment and estimates were made with careful and reasonable consideration, and adequate disclosures have been made in the notes to the financial statements. The financial statements fairly and transparently reflect financial positions, performance, and cash flows for the benefits of shareholders and investors. The financial statements have been audited by independent certified auditors whom have given their unqualified opinions. The Company supported the auditors with information and documents for the auditors to audit and express opinion in accordance with the auditing standards.

The Board of Directors have set up and maintained sufficient and efficient internal control systems, internal audit, and compliance; with the purpose that the accounting information is materially accurate, complete, and sufficient to safeguard the Company's assets, manage risks, and prevent corruption or unlawful actions.

The Board of Directors have appointed the Audit Committee comprising of independent directors responsible for reviewing accounting policies, ensuring quality of financial statements, reviewing internal control system and internal audit, reviewing the accuracy, sufficiency and appropriateness disclosures of connected transactions. The Audit Committee's opinion has been disclosed in the Report of the Audit Committee in the Annual Report.

The Board of Directors have viewed that the overall internal control system of the Company was sufficient and appropriate. The internal control system could provide reasonable assurance that the separate financial statements and the consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2021 were reliable and in accordance with financial reporting standards and relevant laws and regulations.

Mr. Anuwat Maytheewibulwut
Chairman of the Board of Directors
Proud Real Estate Public Company Limited

Financial Statement

Independent Auditor's Report
To the Shareholders of Proud Real Estate Public Company Limited

Opinion

I have audited the accompanying consolidated financial statements of Proud Real Estate Public Company Limited and its subsidiaries (the Group), which comprise the consolidated statement of financial position as at 31 December 2021, and the related consolidated statements of comprehensive income, changes in shareholders' equity and cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies, and have also audited the separate financial statements of Proud Real Estate Public Company Limited for the same period.

In my opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Proud Real Estate Public Company Limited and its subsidiaries and of Proud Real Estate Public Company Limited as at 31 December 2021, their financial performance and cash flows for the year then ended in accordance with Thai Financial Reporting Standards.

Basis for Opinion

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

Key Audit Matter

Key audit matter is the matter that, in my professional judgment, was of most significance in my audit of the financial statements of the current period. This matter was addressed in the context of my audit of the financial statements as a whole, and in forming my opinion thereon, and I do not provide a separate opinion on this matter.

I have fulfilled the responsibilities described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of my report, including in relation to this matter. Accordingly, my audit included the performance of procedures designed to respond to my assessment of the risks of material misstatement of the financial statements. The results of my audit procedures, including the procedures performed to address the matter below, provide the basis for my audit opinion on the accompanying financial statements as a whole.

Key audit matter and how audit procedures respond to this matter are described below.

Compliance with loan covenants in loan agreements

Compliance with loan covenants in loan agreements is a key audit matter as the Group has significant loan balances, which are the biggest liability items of the Group. Each loan agreement specifies loan covenants which the Group must comply, such as debt to equity ratios. If the Group is unable to comply with the financial covenants, it may result in the lenders calling the loans and the reclassification of the liabilities from non-current liabilities to current liabilities, which could affect the going concern of the Group.

I have gained an understanding of the process of monitoring compliance with the various covenants by management and testing for compliance with both non-financial and financial covenants, including whether financial ratios are in line with those stipulated in the borrowing agreements. In addition, we have assessed the disclosures made with respect to covenants in the notes to the financial statements.

Other Information

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

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

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

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

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

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

In preparing the financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for my opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

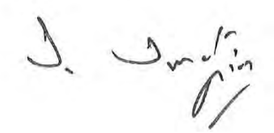
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If I conclude that a material uncertainty exists, I am required to draw attention in my auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. I am responsible for the direction, supervision and performance of the group audit. I remain solely responsible for my audit opinion.

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

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

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

I am responsible for the audit resulting in this independent auditor's report.



Siriwan Suratepin
Certified Public Accountant (Thailand) No. 4604

EY Office Limited
Bangkok: 23 February 2022

Proud Real Estate Public Company Limited and its subsidiaries

Statement of financial position

As at 31 December 2021

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2021	2020	2021	2020
Assets					
Current assets					
Cash and cash equivalents	*7*	288,630,819	161,535,102	9,463,165	47,940,442
Other receivables	*8*	258,171	219,787	30,607,562	62,964,552
Short-term loans to related parties	*6*	-	-	462,065,400	16,967,000
Inventories		195,358	677,276	-	-
Real estate development costs	*9*	3,344,655,181	1,593,425,165	3,782,770	3,782,770
Current tax assets		1,898,114	3,028,146	1,896,847	3,026,930
Other current assets	*10*	280,264,504	184,758,289	7,307,934	9,637,465
Total current assets		3,915,902,147	1,943,643,765	515,123,678	144,319,159
Non-current assets					
Restricted bank deposits	*7, 11*	191,890	191,416	191,890	191,416
Investments in subsidiaries	*12*	-	-	221,249,025	50,249,625
Long-term loans to related parties	*6*	-	-	100,000,000	641,500,000
Equipment	*13*	9,829,021	9,138,940	4,078,201	4,956,263
Right-of-use assets	*18*	11,112,021	15,314,674	3,510,894	8,366,778
Intangible assets	*14*	4,604,021	4,987,146	4,604,021	4,987,146
Deferred tax assets	*27*	45,202,092	26,878,144	2,389,125	2,365,656
Other non-current financial assets		1,315,615	1,256,427	1,198,005	1,198,818
Total non-current assets		72,254,660	57,766,747	337,221,161	713,815,702
Total assets		3,988,156,807	2,001,410,512	852,344,839	858,134,861

The accompanying notes are an integral part of the financial statements.

Proud Real Estate Public Company Limited and its subsidiaries

Statement of financial position (continued)

As at 31 December 2021

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2021	2020	2021	2020
Liabilities and shareholders' equity					
Current liabilities					
Bank overdrafts	*15*	19,678,365	14,097,657	14,725,197	14,097,657
Trade and other payables	*16*	673,889,814	47,421,390	8,173,360	9,628,442
Current portion of long-term loans from financial institutions	*17*	101,936,000	99,818,058	1,936,000	-
Current portion of lease liabilities	*18*	5,990,042	7,218,638	2,276,040	3,230,802
Deferred revenue from sale of real estate	*19*	657,385,323	358,525,970	8,303,932	7,238,038
Deferred revenue from contract work		-	1,383,541	-	1,383,541
Accrued expenses related to the projects		1,734,647	6,234,858	1,734,647	6,234,858
Cumulative and redeemable preference shares	*20*	611,404,406	-	-	-
Retention payable		25,918,359	-	14,023,745	-
Other current liabilities		2,919,063	3,195,521	3,822,241	547,842
Total current liabilities		2,100,856,019	537,895,633	54,995,162	42,361,180
Non-current liabilities					
Long-term loans from financial institutions, net of current portion	*17*	1,258,910,144	738,877,342	964,000	-
Lease liabilities, net of current portion	*18*	3,273,382	6,240,400	500,353	3,142,585
Provision for long-term employee benefits	*21*	2,051,392	1,137,861	2,051,392	1,137,861
Provision for decommissioning costs		8,038,796	3,008,544	3,173,508	3,008,544
Retention payable		19,113,129	20,893,740	-	15,368,381
Total non-current liabilities		1,291,386,843	770,157,887	6,689,253	22,657,371
Total liabilities		3,392,242,862	1,308,053,520	61,684,415	65,018,551

The accompanying notes are an integral part of the financial statements.

Proud Real Estate Public Company Limited and its subsidiaries

Statement of financial position (continued)

As at 31 December 2021

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2021	2020	2021	2020
Liabilities and shareholders' equity (continued)					
Shareholders' equity					
Share capital	*22*				
Registered					
673,148,951 ordinary shares of Baht 1 each		673,148,951	673,148,951	673,148,951	673,148,951
Issued and fully paid-up					
641,469,040 ordinary shares of Baht 1 each		641,469,415	641,469,415	641,469,040	641,469,040
Share premium	*23*	263,629,186	263,629,186	263,629,186	263,629,186
Deficits		(309,184,656)	(211,741,609)	(114,437,802)	(111,981,916)
Equity attributable to owners of the Company		595,913,945	693,356,992	790,660,424	793,116,310
Total shareholders' equity		595,913,945	693,356,992	790,660,424	793,116,310
Total liabilities and shareholders' equity		3,988,156,807	2,001,410,512	852,344,839	858,134,861

The accompanying notes are an integral part of the financial statements.

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Directors

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Proud Real Estate Public Company Limited and its subsidiaries

Statement of comprehensive income

For the year ended 31 December 2021

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2021	2020	2021	2020
Profit or loss:					
Revenues					
Revenues from sale of real estate		-	181,654,644	-	181,654,644
Other income		3,146,720	16,175,992	42,571,991	44,869,833
Total revenues		3,146,720	197,830,636	42,571,991	226,524,477
Expenses					
Cost of real estate sold		-	146,288,545	-	146,288,545
Selling and distribution expenses		287,850	15,317,804	-	15,316,303
Administrative expenses		101,685,542	93,020,671	75,625,167	68,802,264
Total expenses		101,973,392	254,627,020	75,625,167	230,407,112
Operating loss		(98,826,672)	(56,796,384)	(33,053,176)	(3,882,635)
Finance income		471,137	373,301	32,112,169	34,876,261
Finance cost	*25*	(17,154,169)	(4,042,711)	(1,281,057)	(3,693,018)
Profit (loss) before income tax income (expenses)		(115,509,704)	(60,465,794)	(2,222,064)	27,300,608
Income tax income (expenses)	*27*	18,272,490	15,648,118	(27,989)	(8,864,370)
Profit (loss) for the year		(97,237,214)	(44,817,676)	(2,250,053)	18,436,238
Other comprehensive income:					
Item not to be reclassified to profit or loss in subsequent periods:					
Actuarial gain (loss)		(257,291)	213,443	(257,291)	213,443
Income tax effect	*27*	51,458	(42,689)	51,458	(42,689)
Item not to be reclassified to profit or loss in subsequent periods:					
- net of income tax		(205,833)	170,754	(205,833)	170,754
Other comprehensive income (loss) for the year		(205,833)	170,754	(205,833)	170,754
Total comprehensive income (loss) for the year		(97,443,047)	(44,646,922)	(2,455,886)	18,606,992
Earnings per share	*28*				
Basic earnings (loss) per share					
Profit (loss)		(0.152)	(0.070)	(0.004)	0.029

The accompanying notes are an integral part of the financial statements.

Proud Real Estate Public Company Limited and its subsidiaries

Statement of changes in shareholders' equity

For the year ended 31 December 2021

(Unit: Baht)

		Consolidated financial statements			
	Note	Issued and paid-up share capital	Share premium	Deficits	Total shareholders' equity
Balance as at 1 January 2020		641,469,327	263,629,139	(167,094,687)	738,003,779
Loss for the year		-	-	(44,817,676)	(44,817,676)
Other comprehensive income for the year		-	-	170,754	170,754
Total comprehensive loss for the year		-	-	(44,646,922)	(44,646,922)
Increase share capital	*22*	88	47	-	135
Balance as at 31 December 2020		641,469,415	263,629,186	(211,741,609)	693,356,992
Balance as at 1 January 2021		641,469,415	263,629,186	(211,741,609)	693,356,992
Loss for the year		-	-	(97,237,214)	(97,237,214)
Other comprehensive loss for the year		-	-	(205,833)	(205,833)
Total comprehensive loss for the year		-	-	(97,443,047)	(97,443,047)
Balance as at 31 December 2021		641,469,415	263,629,186	(309,184,656)	595,913,945

(Unit: Baht)

		Separate financial statements			
		Issued and paid-up share capital	Share premium	Deficits	Total shareholders' equity
Balance as at 1 January 2020		641,468,952	263,629,139	(130,588,908)	774,509,183
Profit for the year		-	-	18,436,238	18,436,238
Other comprehensive income for the year		-	-	170,754	170,754
Total comprehensive income for the year		-	-	18,606,992	18,606,992
Increase share capital	*22*	88	47	-	135
Balance as at 31 December 2020		641,469,040	263,629,186	(111,981,916)	793,116,310
Balance as at 1 January 2021		641,469,040	263,629,186	(111,981,916)	793,116,310
Loss for the year		-	-	(2,250,053)	(2,250,053)
Other comprehensive loss for the year		-	-	(205,833)	(205,833)
Total comprehensive loss for the year		-	-	(2,455,886)	(2,455,886)
Balance as at 31 December 2021		641,469,040	263,629,186	(114,437,802)	790,660,424

The accompanying notes are an integral part of the financial statements.

Proud Real Estate Public Company Limited and its subsidiaries

Statement of cash flows

For the year ended 31 December 2021

(Unit: Baht)

		Consolidated financial statements		Separate financial statements	
	Note	2021	2020	2021	2020
Cash flows from operating activities					
Profit (loss) before tax		(115,509,704)	(60,465,794)	(2,222,064)	27,300,608
Adjustments to reconcile profit (loss) before tax to					
net cash provided by (paid from) operating activities:					
Depreciation and amortisation		15,700,040	11,418,149	6,666,544	6,315,927
Loss on sales/write-off of equipment		946,702	14,252	223,984	14,252
Provision for expected credit loss		253	-	253	-
Reversal of estimated cost for rectification and					
maintenance expense		(624,776)	(7,859,672)	(624,776)	(7,859,672)
Reversal of impairment loss on other current financial assets		-	(1,059,989)	-	(1,059,989)
Gain on compensation received from insurance		-	(2,253,012)	-	(2,253,012)
Accrued income for guarantee fee		-	-	(4,050,000)	-
Amortisation of deferred interest expenses					
under lease liabilities	*18*	686,382	763,510	279,380	395,981
Amortisation of front end fee		-	1,023,212	-	1,023,212
Provision for long-term employee benefits		656,240	631,423	656,240	631,423
Finance income		(471,137)	(373,301)	(32,112,169)	(34,876,261)
Finance cost		16,467,786	3,279,201	1,001,676	3,297,037
Loss from operating activities before					
changes in operating assets and liabilities		(82,148,214)	(54,882,021)	(30,180,932)	(7,070,494)

The accompanying notes are an integral part of the financial statements.

Proud Real Estate Public Company Limited and its subsidiaries

Statement of cash flows (continued)

For the year ended 31 December 2021

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Operating assets (increase) decrease				
Other receivables	8,124	1,276,791	(434,028)	7,136,014
Inventories	481,918	(633,815)	-	-
Real estate development costs	(1,166,709,027)	(23,789,948)	-	143,172,965
Other current financial assets	-	5,066,055	-	5,066,055
Other current assets	(84,120,752)	(142,512,104)	4,343,577	2,164,721
Other non-current financial assets	(59,186)	145,984	813	188,592
Other non-current assets	-	10,500	-	-
Operating liabilities increase (decrease)				
Trade and other payables	75,936,828	6,449,002	(1,468,872)	316,546
Deferred revenue from sale of real estate	298,859,353	350,918,705	1,065,894	1,830,773
Deferred revenue from contract work	(1,383,541)	-	(1,383,541)	-
Accrued expenses related to the projects	(3,875,435)	(1,824,284)	(3,875,435)	(1,824,284)
Other current liabilities	(229,941)	1,793,809	3,320,916	(456,179)
Retention payable	24,137,748	2,839,408	(1,344,636)	(1,852,204)
Cash flows from (used in) operating activities	(939,102,125)	144,858,082	(29,956,244)	148,672,505
Cash received from interest income	378,113	466,595	68,906,670	373,112
Cash paid for interest expenses	(35,201,232)	(31,801,373)	(832,423)	(3,540,681)
Cash paid for corporate income tax	(1,898,114)	(3,028,146)	(1,896,847)	(3,026,930)
Cash received from withholding tax refundable	1,012,630	1,631,901	1,012,630	1,631,901
Cash received from compensation received from insurance	-	2,253,012	-	2,253,012
Net cash flows from (used in) operating activities	(974,810,728)	114,380,071	37,233,786	146,362,919

The accompanying notes are an integral part of the financial statements.

Proud Real Estate Public Company Limited and its subsidiaries

Statement of cash flows (continued)

For the year ended 31 December 2021

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2021	2020	2021	2020
Cash flows from investing activities					
Cash paid to provide short-term loans to related parties	*6*	-	-	(445,098,400)	(12,857,000)
Cash received from repayment of long-term loans to related parties	*6*	-	-	541,500,000	-
Cash paid for purchase of investments in subsidiaries		-	-	(170,999,400)	-
Increase in restricted bank deposits		(474)	(760)	(474)	(760)
Cash received from sales of equipment		714,954	150,000	714,954	150,000
Cash paid for acquisition of equipment		(1,189,464)	(5,768,189)	(1,179,428)	(1,452,255)
Cash paid for acquisition of intangible assets	*14*	(299,480)	(1,646,500)	(299,480)	(1,646,500)
Net cash flows used in investing activities		(774,464)	(7,265,449)	(75,362,228)	(15,806,515)
Cash flows from financing activities					
Increase (decrease) in bank overdrafts		5,580,708	(431,949)	627,539	(431,949)
Proceeds from short-term loans from related parties		-	-	-	9,000,000
Repayment of short-term loans from related parties		-	(50,000,000)	-	(9,000,000)
Cash received from long-term loans from financial institutions	*17*	522,326,349	110,000,000	2,900,000	20,000,000
Repayment of long-term loans from financial institutions	*17*	-	(99,097,320)	-	(99,097,320)
Cash paid for front end fee	*17*	(2,508,979)	(50,000)	-	(50,000)
Cash advance for finance cost		(10,786,644)	-	-	-
Cash received from issuance of cumulative and redeemable preference shares	*20*	600,000,000	-	-	-
Cash paid for transaction cost for issuance of cumulative and redeemable preference shares	*20*	(3,854,151)	-	-	-
Cash paid for settle lease liabilities	*18*	(8,076,374)	(7,898,612)	(3,876,374)	(3,698,612)
Cash received from issuance of ordinary shares		-	135	-	135
Net cash flows from (used in) financing activities		1,102,680,909	(47,477,746)	(348,835)	(83,277,746)
Net increase (decrease) in cash and cash equivalents		127,095,717	59,636,876	(38,477,277)	47,278,658
Cash and cash equivalents at beginning of the year		161,535,102	101,898,226	47,940,442	661,784
Cash and cash equivalents at end of the year		288,630,819	161,535,102	9,463,165	47,940,442
Supplement disclosures of cash flows information					
Non-cash items					
Recorded the interest expense as real estate project under development		38,573,785	28,036,954	-	-
Increase in accrued cost of land	*16*	550,000,000	-	-	-
Increase in payables for equipment		9,500	4,439	9,500	4,439
Increase in liabilities under lease agreements	*18*	6,292,193	1,142,999	-	1,142,999

The accompanying notes are an integral part of the financial statements.

Proud Real Estate Public Company Limited and its subsidiaries
Notes to consolidated financial statements
For the year ended 31 December 2021

1. General information

1.1 General information of the Company2

Proud Real Estate Public Company Limited ("the Company") is a public company incorporated and domiciled in Thailand. The Company is principally engaged in real estate development. The registered office of the Company is at 900, Tonson Tower Building, 6th Floor, Ploenchit Road, Lumpini, Patumwan, Bangkok.

1.2 Coronavirus disease 2019 Pandemic

The Coronavirus disease 2019 pandemic is adversely impacting most businesses and industries. This situation may bring uncertainties and have an impact on the environment in which the group operates. The Group's management has continuously monitored ongoing developments and assessed the financial impact in respect of the valuation of assets, provisions and contingent liabilities, and has used estimates and judgement in respect of various issues as the situation has evolved.

2. Basis of preparation

2.1 The financial statements have been prepared in accordance with Thai Financial Reporting Standards enunciated under the Accounting Professions Act B.E. 2547 and their presentation has been made in compliance with the stipulations of the Notification of the Department of Business Development, issued under the Accounting Act B.E. 2543.

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

The financial statements have been prepared on a historical cost basis except where otherwise disclosed in the accounting policies.

2.2 Basis of consolidation

a) The consolidated financial statements include the financial statements of Proud Real Estate Public Company Limited ("the Company") and the following subsidiary companies ("the subsidiaries") (collectively as "the Group"):

Company's name	Nature of business	Country of incorporation	Percentage of shareholding	
			2021	2020
			Percent	Percent
Hua Hin Alpha 71 Co., Ltd.	Real estate development	Thailand	99.99	99.99
Hua Hin Sky Living Co., Ltd.	Real estate development	Thailand	99.97	99.97
Proud Horseshoe Co., Ltd.	Real estate development	Thailand	99.99	-
Convent Beta Co., Ltd.	Real estate development	Thailand	99.97	-

b) The Company is deemed to have control over an investee or subsidiaries if it has rights, or is exposed, to variable returns from its involvement with the investee, and it has the ability to direct the activities that affect the amount of its returns.

c) Subsidiaries are fully consolidated, being the date on which the Company obtains control, and continue to be consolidated until the date when such control ceases.

d) The financial statements of the subsidiaries are prepared using the same significant accounting policies as the Company.

e) Material balances and transactions between the Group have been eliminated from the consolidated financial statements.

2.3 The separate financial statements present investments in subsidiaries under the cost method.

3. New financial reporting standards

3.1 Financial reporting standards that became effective in the current year

During the year, the Group has adopted the revised financial reporting standards and interpretations which are effective for fiscal years beginning on or after 1 January 2021. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards with most of the changes directed towards clarifying accounting treatment and providing accounting guidance for users of the standards.

The adoption of these financial reporting standards does not have any significant impact on the Group's financial statements.

3.2 Financial reporting standards that will become effective for fiscal years beginning on or after 1 January 2022

The Federation of Accounting Professions issued a number of revised financial reporting standards, which are effective for fiscal years beginning on or after 1 January 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, for some standards, providing temporary reliefs or temporary exemptions for users.

The management of the Group believes that adoption of these amendments will not have any significant impact on the Group's financial statements.

4. Significant accounting policies

4.1 Revenue and expense recognition

Revenue from sale of real estate

Revenue from sale of land and houses and sale of residential condominium units is recognised at the point in time when control of the asset is transferred to the customer by generally upon transfer of the legal ownership of the properties. Revenue from sale of real estate is measured at the amount of the consideration received after deducting discounts and consideration payable to the customers. The payment condition depends on the payment terms which is stipulated in the contract with customers. Payment in advance from customers, which made before transferring of control of the asset, has been presented under the caption of “Deferred revenue from sale of real estate” in the statement of financial position.

Interest income

Interest income is calculated using the effective interest method and recognised on an accrual basis. The effective interest rate is applied to the gross carrying amount of a financial asset, unless the financial assets subsequently become credit-impaired when it is applied to the net carrying amount of the financial asset (net of the expected credit loss allowance).

Finance cost

Interest expense from financial liabilities at amortised cost is calculated using the effective interest method and recognised on an accrual basis.

4.2 Cost of sale of real estate

Cost of sale of land and houses/residential condominium units is determined based on the anticipated total development costs (after considering the actual costs incurred to date) attributed to land and houses/residential condominium units already sold on the basis of the salable area, and is recognised as cost of sale in accordance with the revenue recognition.

Cost of sale of real estate includes cost of other goods, such as furniture and fixtures, that are considered part of the residential condominium unit and transferred to a customer in accordance with the contract.

Selling expenses directly associated with projects, such as specific business tax and transfer fees, are recognised as expenses when the sale occurs.

4.3 Cash and cash equivalents

Cash and cash equivalents consist cash in hand and at banks and all highly liquid investments with an original maturity of three months or less and not subject to withdrawal restrictions.

4.4 Inventories

Inventories are valued at the lower of average cost and net realisable value.

4.5 Real estate development costs

Real estate development costs are valued at the lower of cost and net realisable value. Cost of real estate development is calculated as detailed below.

Land

Land is valued at cost on a weighted average method (calculated separately for each projects) and is recognised as cost in accordance with the revenue recognition.

Deferred interest

Interest expenses relating to project development are recorded as deferred interest, with capitalisation ceasing when the ownership is transferred to buyer. Such deferred interest is recorded as a part of real estate development costs and is recognised as cost of sale in accordance with the average revenue recognition (calculated separately for each project).

Infrastructure

The costs of construction for infrastructure like road, electricity system, water supply system and others are recorded as a part of real estate development costs and are recognised as cost of sale in accordance with the revenue recognition.

Deferred project development costs

Preparation costs and project development costs before sales are recorded as a part of real estate development costs and are recognised as cost of sale in accordance with the revenue recognition.

The Group recognises loss on diminution in value of projects (if any) in profit or loss.

4.6 Cost to obtain a contract

The Group recognises commission paid to obtain a customer contract as an asset and amortised to expenses on a systematic basis that is consistent with the pattern of revenue recognition. An impairment loss is recognised to the extent that the carrying amount of an asset recognised exceeds the remaining amount of consideration that the entity expects to receive less direct costs. Provided that the amortisation period of the asset that the Group otherwise would have used is one year or less, costs to obtain a contract are immediately recognised as expenses.

4.7 Investments in subsidiaries

Investments in subsidiaries are accounted for in the separate financial statements using the cost method.

4.8 Equipment and depreciation

Equipment are stated at cost less accumulated depreciation and allowance for loss on impairment of assets (if any).

Depreciation of equipment is calculated by reference to their costs on the straight-line basis over the following estimated useful lives.

Equipment	-	5 - 10 years
Furniture and office equipment	-	3 - 5 years
Vehicles	-	4 - 5 years

Depreciation is included in determining income.

No depreciation is provided on assets under installation.

An item of equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on disposal of an asset is included in profit or loss when the asset is derecognised.

4.9 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset or development of the projects that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the costs of the respective assets. All other borrowing costs are expensed in the period they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

To the extent that funds are borrowed specifically for the development of projects, interest costs are presented as 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, the interest costs are determined by applying a capitalisation rate to the expenditures on that project. The capitalisation rate is the weighted average of the borrowing costs applicable to the borrowings of the entity that are outstanding during the year, other than borrowings made for specific purposes.

4.10 Intangible assets

Intangible assets are initially recognised at cost. Following the initial recognition, the intangible assets are carried at cost less any accumulated amortisation and any accumulated impairment losses (if any).

Intangible assets with finite lives are amortised on the straight-line basis over the economic useful life and tested for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method of such intangible assets are reviewed at least at each financial year end. The amortisation expense is charged to the profit or loss.

A summary of the intangible assets with finite useful lives is as follows:

	Useful lives
Computer software	3 - 10 years

4.11 Leases

At inception of contract, the Group assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The Group as a lessee

The Group applied a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. At the commencement date of the lease (i.e. the date the underlying asset is available for use), the Group recognises right-of-use assets representing the right to use underlying assets and lease liabilities based on lease payments.

Right-of-use assets

Right-of-use assets are measured at cost, less accumulated depreciation, any accumulated impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities initially recognised, initial direct costs incurred, lease payments made at or before the commencement date of the lease, and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located less any lease incentives received.

Depreciation of right-of-use assets are calculated by reference to their costs, on the straight-line basis over the shorter of their estimated useful lives and the lease term.

Buildings	3 years
Motor vehicles	4 - 5 years

If ownership of the leased asset is transferred to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

Lease liabilities

Lease liabilities are measured at the present value of the lease payments to be made over the lease term. The lease payments include fixed payments less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be payable under residual value guarantees. Moreover, the lease payments include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising an option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses in the period in which the event or condition that triggers the payment occurs.

The Group discounted the present value of the lease payments by the interest rate implicit in the lease or the Group's incremental borrowing rate. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a change in the lease term, a change in the lease payments or a change in the assessment of an option to purchase the underlying asset.

Short-term leases and leases of low-value assets

A lease that has a lease term less than or equal to 12 months from commencement date or a lease of low-value assets is recognised as expenses on a straight-line basis over the lease term.

4.12 Related party transactions

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

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

4.13 Impairment of non-financial assets

At the end of each reporting period, the Group performs impairment reviews in respect of the buildings and equipment, right-of-use assets and other intangible assets whenever events or changes in circumstances indicate that an asset may be impaired. The Group also carries out annual impairment reviews in respect of goodwill. An impairment loss is recognised when the recoverable amount of an asset, which is the higher of the asset's fair value less costs to sell and its value in use, is less than the carrying amount.

An impairment loss is recognised in profit or loss.

4.14 Employee benefits

Short-term employee benefits

Salaries, wages, bonuses and contributions to the social security fund and provident fund are recognised as expenses when incurred.

Post-employment benefits

Defined contribution plans

The Group and employees have jointly established a provident fund. The fund is monthly contributed by employees and by the Group. The fund's assets are held in a separate trust fund and the Group's contributions are recognised as expenses when incurred.

Defined benefit plans

The Group has obligations in respect of the severance payments they must make to employees upon retirement under labor law. The Group treats these severance payment obligations as a defined benefit plan.

The obligation under the defined benefit plan is determined by a professionally qualified independent actuary based on actuarial techniques, using the projected unit credit method.

Actuarial gains and losses arising from defined benefits plans are recognised immediately in other comprehensive income.

4.15 Provisions

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

4.16 Income tax

Income tax expense represents the sum of corporate income tax currently payable and deferred tax.

Current tax

Current income tax is provided in the accounts at the amount expected to be paid to the taxation authorities, based on taxable profits determined in accordance with tax legislation.

Deferred tax

Deferred income tax is provided on temporary differences between the tax bases of assets and liabilities and their carrying amounts at the end of each reporting period, using the tax rates enacted at the end of the reporting period.

The Group recognises deferred tax liabilities for all taxable temporary differences while they recognise deferred tax assets for all deductible temporary differences and tax losses carried forward to the extent that it is probable that future taxable profit will be available against which such deductible temporary differences and tax losses carried forward can be utilised.

At each reporting date, the Group reviews and reduces the carrying amount of deferred tax assets to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised.

The Group records deferred tax directly to shareholders' equity if the tax relates to items that are recorded directly to shareholders' equity.

4.17 Financial instruments

The Group initially measures financial assets at its fair value plus, in the case of financial assets that are not measured at fair value through profit or loss, transaction costs. However, trade receivables, that do not contain a significant financing component are measured at the transaction price as disclosed in the accounting policy relating to revenue recognition.

Classification and measurement of financial assets

Financial assets are classified, at initial recognition, as to be subsequently measured at amortised cost, fair value through other comprehensive income ("FVOCI"), or fair value through profit or loss ("FVTPL"). The classification of financial assets at initial recognition is driven by the Group's business model for managing the financial assets and the contractual cash flows characteristics of the financial assets.

Financial assets at amortised cost

The Group measures financial assets at amortised cost if the financial asset is held in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at amortised cost are subsequently measured using the effective interest rate ("EIR") method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired.

Classification and measurement of financial liabilities

Except for derivative liabilities, at initial recognition the Group's financial liabilities are recognised at fair value net of transaction costs and classified as liabilities to be subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process. In determining amortised cost, the Group takes into account any discounts or premiums on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance costs in profit or loss.

Cumulative and redeemable preference shares

Cumulative and redeemable preference shares are separated into financial liability and equity components based on the terms of the contract.

On issuance date of the cumulative and redeemable preference shares, the Group initially recognised the value of the liability component and redemption option at fair value using a market rate and classified as a financial liability. The remainder of the proceeds is allocated to the equity component.

Cumulative and redeemable preference shares - liability component are measured at amortised cost (net of transaction costs) until they are redeemed or due to repayment. The value of the cumulative and redeemable preference shares - equity component determined upon the issuance of the preference shares do not change in subsequent periods. The redemption option are subsequently measured at fair value at the end of each reporting period. Changes in the fair value of the redemption option are recognised in profit or loss.

Transaction costs that relate to the issuance of cumulative and redeemable preference shares are apportioned to the liability and equity components of the cumulative and redeemable preference shares in proportion to the allocation of proceeds to the liability and equity components when the instruments are initially recognised.

Derecognition of financial instruments

A financial asset is primarily derecognised when the rights to receive cash flows from the asset have expired or have been transferred and either the Group has transferred substantially all the risks and rewards of the asset, or the Group has transferred control of the asset.

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in profit or loss.

Impairment of financial assets

The Group recognises an allowance for expected credit losses ("ECLs") for all debt instruments not held at FVTPL. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate.

For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure (a lifetime ECL).

The Group considers a significant increase in credit risk to have occurred when contractual payments are more than 30 days past due, and considers a financial asset as credit impaired or default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to have a significant increase in credit risk and to be in default using other internal or external information, such as credit rating of issuers.

For trade receivables and contract assets, the Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date.

ECLs are calculated It is based on its historical credit loss experience and adjusted for forward-looking factors specific to the debtors and the economic environment.

A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

4.18 Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between buyer and seller (market participants) at the measurement date. The Group applies a quoted market price in an active market to measure their assets and liabilities that are required to be measured at fair value by relevant financial reporting standards. Except in case of no active market of an identical asset or liability or when a quoted market price is not available, the Group measures fair value using valuation technique that are appropriate in the circumstances and maximises the use of relevant observable inputs related to assets and liabilities that are required to be measured at fair value.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy into three levels based on categorise of input to be used in fair value measurement as follows:

Level 1 - Use of quoted market prices in an active market for such assets or liabilities

Level 2 - Use of other observable inputs for such assets or liabilities, whether directly or indirectly

Level 3 - Use of unobservable inputs such as estimates of future cash flows

At the end of each reporting period, the Group determines whether transfers have occurred between levels within the fair value hierarchy for assets and liabilities held at the end of the reporting period that are measured at fair value on a recurring basis.

5. Significant accounting judgements and estimates

The preparation of financial statements in conformity with financial reporting standards at times requires management to make subjective judgements and estimates regarding matters that are inherently uncertain. These judgements and estimates affect reported amounts and disclosures; and actual results could differ from these estimates. Significant judgements and estimates are as follows:

Leases

The Group as a lessee

Determining the lease term with extension and termination options

In determining the lease term, the management is required to exercise judgement in assessing whether the Group is reasonably certain to exercise the option to extend or terminate the lease considering all relevant facts and circumstances that create an economic incentive for the Group to exercise either the extension or termination option.

Estimating the incremental borrowing rate

The Group cannot readily determine the interest rate implicit in the lease, therefore, the management is required to exercise judgement in estimating its incremental borrowing rate to discount lease liabilities. The incremental borrowing rate is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment.

Deferred tax assets

Deferred tax assets are recognised 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 utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of estimate future taxable profits.

6. Related party transactions

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

(Unit: Million Baht)

	Consolidated financial statements		Separate financial statements		
	2021	2020	2021	2020	Transfer pricing policy
Transactions with subsidiary companies (eliminated from the consolidated financial statements)					
Management income	-	-	34	34	Contractual agreed price
Interest income	-	-	32	35	MLR - 0.5% per annum
Other income	-	-	8	-	Contractual agreed price

(Unit: Million Baht)

	Consolidated financial statements		Separate financial statements		
	2021	2020	2021	2020	Transfer pricing policy
Transactions with related parties					
Cost of food and beverage	-	1	-	-	Contractual agreed price
Rental fee	4	4	-	-	Contractual agreed price
Other expenses	2	-	-	-	Contractual agreed price
Transactions with related persons					
Return on cumulative and redeemable preference shares	1	-	-	-	Contractual agreed price

As at 31 December 2021 and 2020, the balances of the accounts between the Group and those related parties are as follows:

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Amount due from and advance to related parties (Note 8)				
Subsidiaries	-	-	7,618,345	3,131,949
Total amount due from and advance to related parties	-	-	7,618,345	3,131,949
Interest receivables - related parties (Note 8)				
Subsidiaries	-	-	22,744,120	59,631,645
Total interest receivables - related parties	-	-	22,744,120	59,631,645
Other payables - related parties (Note 16)				
Related persons	312,000	-	312,000	-
Related parties	1,839,337	3,828,585	-	109,090
Total other payables - related parties	2,151,337	3,828,585	312,000	109,090
Redeemable preference shares - related persons (Note 20)				
Related persons	18,000,000	-	-	-
Total redeemable preference shares - related persons	18,000,000	-	-	-

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Other current liabilities - related party				
Subsidiary	-	-	2,812,188	-
Total other current liabilities - related party	-	-	2,812,188	-
Lease liabilities - related party				
Related party	6,487,031	7,085,651	-	-
Total lease liabilities - related party	6,487,031	7,085,651	-	-

Loans to related parties

As at 31 December 2021 and 2020, the balances of loans between the Company and those related parties and the movements in loans were as follows:

Loans to subsidiary companies

(Unit: Baht)

	Separate financial statements		
Short-term loans to subsidiary companies	Balance as at 31 December 2020	Increase during the year	Balance as at 31 December 2021
Convent Beta Co., Ltd.	-	367,000,000	367,000,000
Proud Horseshoe Co., Ltd.	-	52,712,400	52,712,400
Hua Hin Sky Living Co., Ltd.	16,967,000	25,386,000	42,353,000
Total	16,967,000	445,098,400	462,065,400

Short-term loans to subsidiary companies are due at call, carrying interest at the rate of MLR-0.5% per annum.

(Unit: Baht)

	Separate financial statements		
Long-term loans to subsidiary companies	Balance as at 31 December 2020	Decrease during the year	Balance as at 31 December 2021
Hua Hin Sky Living Co., Ltd.	100,000,000	-	100,000,000
Hua Hin Alpha 71 Co., Ltd.	541,500,000	(541,500,000)	-
Total	641,500,000	(541,500,000)	100,000,000

Long-term loans to subsidiary companies bear interest at the rate of MLR-0.5% per annum. The payment schedules of principal and interests are due within 31 December 2023.

As described in Note 20 to the financial statements, on 3 September 2021, the Company, Hua Hin Alpha 71 Co., Ltd., which is a subsidiary, and investors entered into an agreement of the shareholders of Hua Hin Alpha 71 Co., Ltd. Under the agreement, the subsidiary shall settle the shareholder loan, such as loans and accrued interest, to the Company when received the payment for the preference shares at the subscription price from the investors. At present, the subsidiary has already repaid such loan to the Company.

Directors and management's benefits

During the years ended 31 December 2021 and 2020, the Group had employee benefit expenses payable to their directors and management as below.

(Unit: Baht)

	Consolidated/Separate financial statements	
	For the year ended 31 December	
	2021	2020
Short-term employee benefits	25,251,037	19,079,358
Post-employment benefits	526,278	575,000
Total	25,777,315	19,654,358

7. Cash and cash equivalents

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Cash	98,461	208,120	73,690	126,298
Deposits at banks	288,724,248	161,518,398	9,581,365	48,005,560
Less: Restricted bank deposits (Note 11)	(191,890)	(191,416)	(191,890)	(191,416)
Total cash and cash equivalents	288,630,819	161,535,102	9,463,165	47,940,442

As at 31 December 2021, bank deposits in savings accounts and fixed account carried interests between 0.05 and 0.25 percent per annum (2020: between 0.03 and 0.25 percent per annum).

8. Other receivables

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Amount due from and advance to related parties (Note 6)	-	-	7,618,345	3,131,949
Other receivables - unrelated parties	258,171	219,787	245,097	200,958
Interest receivables - related parties (Note 6)	-	-	22,744,120	59,631,645
Total	258,171	219,787	30,607,562	62,964,552

9. Real estate development costs

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Land	2,625,032,470	1,329,610,805	1,641,624	1,641,624
Construction in progress and design expenses	624,956,466	207,721,900	1,843,573	1,843,573
Promotion costs	193,595	193,595	193,595	193,595
Capitalised borrowing costs	94,472,650	55,898,865	103,978	103,978
Total	3,344,655,181	1,593,425,165	3,782,770	3,782,770

During the years ended 31 December 2021 and 2020, the subsidiaries capitalised borrowing costs to be included in the cost of land and construction in progress which were calculated from capitalisation rate from weighted average rate of loans as follows:

	Consolidated financial statements	
	2021	2020
Borrowing costs included in the cost of land and construction in progress (Million Baht)	39	30
Capitalisation rate (%)	3.25 - 5.08	3.78 - 6.10

As at 31 December 2021 and 2020, the subsidiaries have pledged some land and construction thereon as collateral for credit facilities of the subsidiaries which have net book value as follows:

(Unit: Million Baht)

	Consolidated financial statements	
	2021	2020
Net book value of land and construction that has been pledged as collateral	2,623	1,328

10. Other current assets

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Advance payment for project management fee	190,228,045	124,659,593	-	-
Prepaid expenses	4,046,391	4,261,963	2,091,667	2,683,778
Advance for purchase of inventories	70,551,911	49,048,270	165,306	165,306
Others	15,438,157	6,788,463	5,050,961	6,788,381
Total	280,264,504	184,758,289	7,307,934	9,637,465

11. Restricted bank deposits

These represent fixed deposits pledged by the Company with the banks to secure credit facilities and letter of guarantees obtained from the banks.

12. Investments in subsidiaries

Company's name	Paid-up capital		Shareholding percentage		Cost	
	2021 (Thousand Baht)	2020 (Thousand Baht)	2021 (Percent)	2020 (Percent)	2021 (Thousand Baht)	2020 (Thousand Baht)
Ordinary shares						
Hua Hin Alpha 71 Co., Ltd.	200,000	50,000	99.99	99.99	200,000	50,000
Hua Hin Sky Living Co., Ltd.	250	250	99.97	99.97	250	250
Proud Horseshoe Co., Ltd.	20,000	-	99.99	-	19,999	-
Convent Beta Co., Ltd.	1,000	-	99.97	-	1,000	-
Total investments in subsidiaries					221,249	50,250

The establishment of new subsidiaries

a. On 27 April 2021, a meeting of the Company's Board of Directors passed a resolution to approve the establishment a new subsidiary under the name "Proud Horseshoe Co., Ltd.", which engages in real estate development and has registered share capital of 200,000 ordinary shares of Baht 100 each, totaling Baht 20 million. The shares are 99.99 percent held by the Company. The establishment of the new company was registered with the Ministry of Commerce on 28 April 2021 and 100 percent of which have been called up. On 27 April 2021, the Company paid for such share capital of Baht 20 million.

b. On 9 August 2021, a meeting of the Company's Board of Directors passed a resolution to approve the establishment a new subsidiary under the name "Convent Beta Co., Ltd.", which engages in real estate development and has registered share capital of 10,000 ordinary shares of Baht 100 each, totaling Baht 1 million. The shares are 99.97 percent held by the Company. The establishment of the new company was registered with the Ministry of Commerce on 16 August 2021 and 100 percent of which have been called up. On 10 August 2021, the Company paid for such share capital of Baht 1 million.

Increase in share capital of subsidiary

On 6 September 2021, the Extraordinary General Meeting of Shareholders of Hua Hin Alpha 71 Co., Ltd., which is a subsidiary, passed a resolution approving the increase in the registered capital in the amount of Baht 750 million (1.5 million ordinary shares of Baht 100 each and 6 million preference shares of Baht 100 each) from the existing registered capital of Baht 50 million (0.5 million ordinary shares of Baht 100 each) to the new registered capital of Baht 800 million (2 million ordinary shares of Baht 100 each and 6 million preference shares of Baht 100 each). The said company registered the capital increase with the Ministry of Commerce on 9 September 2021.

The issuance and allocation of newly issued shares are as follows:

1. The issuance and allocation of 1.5 million newly issued ordinary shares with a par value of Baht 100 each to the Company.
2. The issuance and allocation of 6 million newly issued preference shares with a par value of Baht 100 each to specific investors which are related persons in an amount of 0.18 million shares and to unrelated parties in an amount of 5.82 million shares.

As at 31 December 2021, the Company presents the newly issued ordinary shares as investments in subsidiaries in the separate financial statements and presents the newly issued preference shares as cumulative and redeemable preference shares which are recognised as financial liabilities in the consolidated financial statements as described in Note 20 to the financial statements.

13. Equipment

Movements of equipment for the years ended 31 December 2021 and 2020 were summarised below.

(Unit: Baht)

	Consolidated financial statements			
	Equipment	Furniture and office equipment	Vehicles	Total
Cost				
1 January 2020	2,400,000	6,645,326	-	9,045,326
Additions	-	5,772,628	-	5,772,628
Disposals/write-off	(2,400,000)	(190,468)	-	(2,590,468)
31 December 2020	-	12,227,486	-	12,227,486
Additions	-	4,429,331	822,431	5,251,762
Disposals/write-off	-	(2,132,957)	-	(2,132,957)
31 December 2021	-	14,523,860	822,431	15,346,291
Accumulated depreciation				
1 January 2020	2,399,999	213,404	-	2,613,403
Depreciation for the year	-	2,901,359	-	2,901,359
Accumulated depreciation on disposals/ write-off	(2,399,999)	(26,217)	-	(2,426,216)
31 December 2020	-	3,088,546	-	3,088,546
Depreciation for the year	-	3,562,581	156,237	3,718,818
Accumulated depreciation on disposals/ write-off	-	(1,290,094)	-	(1,290,094)
31 December 2021	-	5,361,033	156,237	5,517,270
Net book value				
31 December 2020	-	9,138,940	-	9,138,940
31 December 2021	-	9,162,827	666,194	9,829,021
Depreciation for the year				
2020 (included in the administrative expenses)				2,901,359
2021 (included in the administrative expenses)				3,718,818

(Unit: Baht)

	Separate financial statements			
	Equipment	Furniture and office equipment	Vehicles	Total
Cost				
1 January 2020	2,400,000	5,644,343	-	8,044,343
Additions	-	1,456,694	-	1,456,694
Disposals/write-off	(2,400,000)	(190,468)	-	(2,590,468)
31 December 2020	-	6,910,569	-	6,910,569
Additions	-	366,500	822,431	1,188,931
31 December 2021	-	7,277,069	822,431	8,099,500
Accumulated depreciation				
1 January 2020	2,399,999	211,160	-	2,611,159
Depreciation for the year	-	1,769,363	-	1,769,363
Accumulated depreciation on disposals/ write-off	(2,399,999)	(26,217)	-	(2,426,216)
31 December 2020	-	1,954,306	-	1,954,306
Depreciation for the year	-	1,910,756	156,237	2,066,993
31 December 2021	-	3,865,062	156,237	4,021,299
Net book value				
31 December 2020	-	4,956,263	-	4,956,263
31 December 2021	-	3,412,007	666,194	4,078,201
Depreciation for the year				
2020 (included in the administrative expenses)				1,769,363
2021 (included in the administrative expenses)				2,066,993

14. Intangible assets

The net book value of intangible assets representing computer software, as at 31 December 2021 and 2020 was presented below.

(Unit: Baht)

	Consolidated/ Separate financial statements
Cost	
1 January 2020	5,105,890
Additions	1,646,500
31 December 2020	6,752,390
Additions	299,480
31 December 2021	7,051,870
Accumulated amortisation	
1 January 2020	1,427,416
Amortisation for the year	337,828
31 December 2020	1,765,244
Amortisation for the year	682,605
31 December 2021	2,447,849
Net book value	
31 December 2020	4,987,146
31 December 2021	4,604,021
Amortisation for the year	
2020 (included in the administrative expenses)	337,828
2021 (included in the administrative expenses)	682,605

15. Bank overdrafts

Bank overdrafts of the Company are subject to interest at the rate of MOR. The bank overdrafts are guaranteed by a person without demanding consideration for the guarantee.

Bank overdrafts of the subsidiaries are subject to interest at the highest rate for normal loans. The bank overdrafts of the subsidiaries are guaranteed by the Company.

16. Trade and other payables

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Trade payables - unrelated parties	95,249,882	25,524,768	1,311,361	2,287,325
Other payables - related parties (Note 6)	2,151,337	3,828,585	312,000	109,090
Other payables - unrelated parties	15,039,604	7,341,589	1,021,588	2,375,567
Accrued cost of land	550,000,000	-	-	-
Accrued expenses	11,448,991	10,726,448	5,528,411	4,856,460
Total	673,889,814	47,421,390	8,173,360	9,628,442

17. Long-term loans from financial institutions

The details of long-term loans from financial institutions as at 31 December 2021 and 2020 were summarised below.

(Unit: Baht)

No.	Credit facilities	Significant terms and conditions of loan agreements			Consolidated financial statements		Separate financial statements	
		Repayment term	Collateral	Interest rate	2021	2020	2021	2020
	(Thousand Baht)			(percent per annum)				
	The Company							
1.	2,900	The principal is to be repaid in 12 monthly installments. The first installment will be paid in the 13th month from the loan receipt date.	Unrelated party	2%	2,900,000	-	2,900,000	-
	Subsidiaries							
	Hua Hin Alpha 71 Co., Ltd.							
2.	1,320,000	Repayment of principal upon redemption of residential condominium unit sold at the rate of 75% of the selling price and not less than amount as stated in the agreement and within 2023	The mortgage of land and construction thereon	Year 1: MLR-2.00 and thereafter MLR-1.50	939,426,349	740,000,000	-	-
	Hua Hin Sky Living Co., Ltd.							
3.	100,000	Repayment of principal within 2022	The mortgage of land and construction thereon	MLR-1.50	100,000,000	100,000,000	-	-
	Proud Horseshoe Co., Ltd.							
4.	172,700	Repayment of principal upon redemption of each unit of property to be sold and title deed of each project at the rate of 75% of the selling price and not less than amount as stated in the agreement and within 2023	The mortgage of land and construction thereon	Year 1 - 2: MLR-2.00 and thereafter MLR-1.50	100,000,000	-	-	-

(Unit: Baht)

No.	Credit facilities	Significant terms and conditions of loan agreements			Consolidated financial statements		Separate financial statements	
		Repayment term	Collateral	Interest rate	2021	2020	2021	2020
	(Thousand Baht)			(percent per annum)				
	Convent Beta Co., Ltd.							
5.	1,385,000	Repayment of principal upon redemption of residential condominium unit sold at the rate of 70% of the selling price and not less than amount as stated in the agreement and within 2026	The mortgage of land and construction thereon	MLR-1.50	220,000,000	-	-	-
Total					1,362,326,349	840,000,000	2,900,000	-
Less: Deferred front end fee					(3,638,173)	(3,054,290)	-	-
Add: Finance cost - Interest expenses on borrowings					2,157,968	1,749,690	-	-
Net					1,360,846,144	838,695,400	2,900,000	-
Less: Current portion					(101,936,000)	(99,818,058)	(1,936,000)	-
Long-term loans - net of current portion					1,258,910,144	738,877,342	964,000	-

Movements of the long-term loans account during the years ended 31 December 2021 and 2020 were summarised below.

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Beginning balance	838,695,400	823,604,658	-	78,124,108
Additional borrowings	522,326,349	110,000,000	2,900,000	20,000,000
Amortisation of front end fee	1,925,096	2,488,372	-	1,023,212
Finance cost - Interest expenses on borrowings	408,278	1,749,690	-	-
Repayments	-	(99,097,320)	-	(99,097,320)
Front end fee	(2,508,979)	(50,000)	-	(50,000)
Ending balance	1,360,846,144	838,695,400	2,900,000	-

Under loan agreements, the Group must comply with the conditions stipulated in the agreements such as the maintenance of net debt to equity ratio.

According to the financial statements for the year ended 31 December 2021, the Group was unable to maintain a certain financial ratio stipulated in the loan agreement with the aforementioned financial institution. However, the management of the Group has negotiated with the financial institution. On 5 November 2021, the Group obtained a waiver letter for the condition to maintain certain financial ratios for the year ended 31 December 2021.

As at 31 December 2021, the loan facilities of the subsidiaries which have not yet been drawn down amounted to Baht 1,068 million (2020: Baht 580 million).

18. Leases

The Group as a lessee

The Group has lease contracts for used in its operations. Leases generally have lease terms between 2 - 5 years.

a) Right-of-use assets

Movement of right-of-use assets for the years ended 31 December 2021 and 2020 are summarised below:

(Unit: Baht)

	Consolidated financial statements		
	Buildings	Motor vehicles	Total
1 January 2020	20,024,608	2,326,029	22,350,637
Additions	-	1,142,999	1,142,999
Depreciation for the year	(7,389,823)	(789,139)	(8,178,962)
31 December 2020	12,634,785	2,679,889	15,314,674
Additions	11,012,572	-	11,012,572
Disposals	(10,918,122)	(1,142,999)	(12,061,121)
Depreciation for the year	(10,656,368)	(642,249)	(11,298,617)
Depreciation on disposal/write-off	7,940,452	204,061	8,144,513
31 December 2021	10,013,319	1,098,702	11,112,021

(Unit: Baht)

	Separate financial statements		
	Buildings	Motor vehicles	Total
1 January 2020	9,106,486	2,326,029	11,432,515
Additions	-	1,142,999	1,142,999
Depreciation for the year	(3,419,597)	(789,139)	(4,208,736)
31 December 2020	5,686,889	2,679,889	8,366,778
Disposals	-	(1,142,999)	(1,142,999)
Depreciation for the year	(3,274,697)	(642,249)	(3,916,946)
Depreciation on disposal/write-off	-	204,061	204,061
31 December 2021	2,412,192	1,098,702	3,510,894

b) Lease liabilities

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Lease payments	9,558,247	14,095,058	2,868,684	6,745,058
Less: Deferred interest expenses	(294,823)	(636,020)	(92,291)	(371,671)
Total	9,263,424	13,459,038	2,776,393	6,373,387
Less: Portion due within one year	(5,990,042)	(7,218,638)	(2,276,040)	(3,230,802)
Lease liabilities - net of current portion	3,273,382	6,240,400	500,353	3,142,585

Movements of the lease liability account during the years ended 31 December 2021 and 2020 are summarised below.

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Balance at beginning of year	13,459,038	19,451,141	6,373,387	8,533,019
Additions	6,292,193	1,142,999	-	1,142,999
Decrease	(3,097,815)	-	-	-
Accretion of interest	686,382	763,510	279,380	395,981
Repayment	(8,076,374)	(7,898,612)	(3,876,374)	(3,698,612)
Balance at end of year	9,263,424	13,459,038	2,776,393	6,373,387

A maturity analysis of lease payments is disclosed in Note 32.1 under the liquidity risk.

c) Expenses relating to leases that are recognised in profit or loss

(Unit: Baht)

	Consolidated financial statements	Separate financial statements
Depreciation expense of right-of-use assets	11,298,617	3,916,946
Interest expense on lease liabilities	686,382	279,380
Expense relating to short-term leases	627,911	208,105
Expense relating to leases of low-value assets	96,000	96,000

d) Others

The Group had total cash outflows for leases for the year ended 31 December 2021 of Baht 8 million (2020: Baht 8 million) (Separate financial statements: Baht 4 million (2020: Baht 4 million)), including the cash outflow related to short-term lease, leases of low-value assets and variable lease payments that do not depend on an index or a rate.

19. Deferred revenue from sale of real estate

Deferred revenue from sale of real estate comprises cash received in advance from customers which can be classified by entity as follows:

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Proud Real Estate Public Co., Ltd.	8,303,932	7,238,038	8,303,932	7,238,038
Hua Hin Alpha 71 Co., Ltd.	649,081,391	351,287,932	-	-
Total	657,385,323	358,525,970	8,303,932	7,238,038

20. Cumulative and redeemable preference shares

On 3 September 2021, the Company, Hua Hin Alpha 71 Co., Ltd., which is a subsidiary, and investors entered into an agreement of the shareholders of Hua Hin Alpha 71 Co., Ltd. The subsidiary agrees to offer 1.5 million newly issued ordinary shares to the Company at the price of Baht 100 per share, totaling Baht 150 million and to offer 6 million preference shares to related persons in an amount of 0.18 million shares and to unrelated parties in an amount of 5.82 million shares at the price of Baht 100 per share, totaling Baht 600 million.

The rights attached to the preference shares shall be as follows:

Voting right	50 shares per 1 vote
Right to receive dividends	Within 1 year from the completion of the transaction: Preference shares are entitled to receive dividends at the rate of Baht 7.5 per share. After 1 year from the completion of the transaction: Preference shares are entitled to a dividend of 10% per annum of the par value of the preference shares. Preference shareholders have the right to accumulate accrued dividends of the preference shares. Preference shares are not entitled to receive dividends other than dividends at the rates as specified above.

The right to receive a return of capital	In the event of company dissolution and liquidation, preference shareholders have the right to receive capital return of preference shares and accrued dividend payable of preference shares (if any) at their residual value prior to liquidation before ordinary shareholders.
Redemption of preference shares	<u>Redemption of preference shares within 1 year</u> The Company and Hua Hin Alpha 71 Co., Ltd. shall redeem the preference shares, either partially or entirely, within 1 year from the date of completion of the transaction. The investors will receive a return on the preference shares at the rate of Baht 7.5 per share. (excluding the tax payable of the investors). <u>Redemption of preference shares after the maturity of 1 year but less than 3 years</u> (a) In case Hua Hin Alpha 71 Co., Ltd. has sufficient retained earnings. (1) Hua Hin Alpha 71 Co., Ltd. will pay dividends and accumulated accrued dividends of preference shares (if any) to investors (net of withholding tax). (2) Then on the same day, the Company will exercise its right to purchase, either partially or entirely, the preference shares from investors at a price equal to the par value of the shares plus a portion of the legal reserve. (b) In case Hua Hin Alpha 71 Co., Ltd. has insufficient retained earnings (1) Hua Hin Alpha 71 Co., Ltd. will pay dividends and accumulated accrued dividends of preference shares (if any) to the investors in the amount that can be afforded (net of withholding tax). (2) Then on the same day, the Company will exercises its right to purchase, either partially or entirely, the preference shares from investors in the same proportions at the price equal to the sum of (1) the par value of the shares (2) the legal reserve (3) the amount of unpaid dividends and accumulated accrued dividends of preference shares and (4) the net of the capital gains tax minus withholding tax at the rate of 10%, as the investors are obligated on tax payable for the accumulated dividend of the preference shares.

<u>Redemption of preference shares at maturity of 3 years</u>

The investors have the put option to request the Company to purchase entirely preference shares from the investors. The Company guarantees to act according to the rights of the investors as follows:

(a) In case Hua Hin Alpha 71 Co., Ltd. has sufficient retained earnings.
   (1) Hua Hin Alpha 71 Co., Ltd. will pay dividends and accumulated accrued dividends of preference shares (if any) to investors (net of withholding tax).
   (2) Then on the same day, the Company will exercise its right to purchase, either partially or entirely, the preference shares from investors at a price equal to the par value of the shares plus a portion of the legal reserve.

(b) In case Hua Hin Alpha 71 Co., Ltd. has insufficient retained earnings
   (1) Hua Hin Alpha 71 Co., Ltd. will pay dividends and accumulated accrued dividends of preference shares (if any) to the investors in the amount that can be afforded (net of withholding tax).
   (2) Then on the same day, the Company will exercises its right to purchase, either partially or entirely, the preference shares from investors in the same proportions at the price equal to the sum of (1) the par value of the shares (2) the legal reserve (3) the amount of unpaid dividends and accumulated accrued dividends of preference shares and (4) the net of the capital gains tax minus withholding tax at the rate of 10%, as the investors are obligated on tax payable for the accumulated dividend of the preference shares.

The subsidiary presents the preference shares as a financial liability component in “Cumulative and redeemable preference shares” account at amortised cost until maturity within one year in the consolidated statement of financial position. The subsidiary is confident that preference shares will be redeemed within 1 year due to the transfer of ownership of condominium within 2022.

Movements of cumulative and redeemable preference shares net from the transaction cost for issuance of the cumulative and redeemable preference shares for the year ended 31 December 2021 were summarised below.

(Unit: Baht)

	Consolidated financial statements
Balance as at 1 January 2021	-
Add: Issuing during the year	
Related persons (Note 6)	18,000,000
Unrelated parties	582,000,000
Total	600,000,000
Amortisation of transaction cost for issuance of cumulative and redeemable preference shares	1,203,761
Financial cost - Return on cumulative and redeemable preference shares	14,054,796
Less: Transaction cost for issuance of cumulative and redeemable preference shares	(3,854,151)
Balance as at 31 December 2021	611,404,406

21. Provision for long-term employee benefits

Provision for long-term employee benefits, which represents compensation payable to employees after they retire, was as follows:

(Unit: Baht)

	Consolidated/Separate financial statements	
	2021	2020
Provision for long-term employee benefits at beginning of year	1,137,861	719,881
Included in profit or loss:		
Current service cost	639,286	612,274
Interest cost	16,954	19,149
Included in other comprehensive income:		
Actuarial gain (loss) arising from		
Financial assumptions changes	(96,923)	100,366
Experience adjustments	354,214	(313,809)
Provision for long-term employee benefits at end of year	2,051,392	1,137,861

As at 31 December 2021, the weighted average duration of the liabilities for long-term employee benefit is 12 years (2020: 14 years) (Separate financial statements: 12 years (2020: 14 years)).

Significant actuarial assumptions are summarised as follows:

(Unit: % per annum)

	Consolidated/Separate financial statements	
	2021	2020
Discount rate	2.22	1.49
Salary increase rate	5.00	5.00
Staff turnover rate	5.73 - 68.76	5.73 - 68.76

The result of sensitivity analysis for significant assumptions that affect the present value of the long-term employee benefit obligation as at 31 December 2021 and 2020 are summarised below.

(Unit: Baht)

	Consolidated/Separate financial statements			
	2021		2020	
	Increase 0.5%	Decrease 0.5%	Increase 0.5%	Decrease 0.5%
Discount rate	(86,848)	92,681	(60,492)	65,415
	Increase 1.0%	Decrease 1.0%	Increase 1.0%	Decrease 1.0%
Salary increase rate	178,215	(159,727)	126,151	(110,265)
	Increase 20.0%	Decrease 20.0%	Increase 20.0%	Decrease 20.0%
Staff turnover rate	(266,588)	352,199	(202,542)	290,439

22. Share capital and warrant

22.1 Registered share capital

The increase in share capital of the Company during the year 2020 resulting from exercising of warrants are summarised below.

Date of exercised	Type of warrant	Number of exercised warrants (Unit)	Ordinary shares issued for exercised warrants (Shares)	Exercise price (Baht per share)	Date of registration of share capital with the Ministry of Commerce
3 July 2020 (a final exercise date)	PROUD-W2	75	88	1.533	14 July 2020

22.2 Warrants

Warrants	Exercise price (Baht per unit)	Exercise ratio (Warrants: ordinary shares)	Warrants as at 1 January 2020 (units)	Warrants exercised during the year (units)	Warrants expired during the year (units)	Warrants as at 31 December 2020 (units)
PROUD-W2	1.533	1:1.174	31,679,999	(75)	(31,679,924)	-

On 3 July 2020 (a final exercise date), PROUD-W2 warrant holder exercised 75 warrants to purchase 88 newly issued ordinary shares with per value of Baht 1 at an exercise price of Baht 1.533 per share. The Company received the cash of Baht 135 from the exercise of the warrants, and the Company registered the corresponding increase in its paid-up capital with the Ministry of Commerce on 14 July 2020.

23. Share premium

Pursuant to Section 51 of the Public Limited Companies Act B.E. 2535, in case the Company intends to offer share for sale at a price higher than the registered per value, the Company is required to appropriate the amount in excess of the par value to the surplus reserve fund. Share premium is not available for dividend distribution.

24. Revenue from contracts with customers

Revenue to be recognised for the remaining performance obligations

As at 31 December 2021, expected revenue to be recognition in the future relating to performance obligations that are unsatisfied (or partially unsatisfied) of contracts with customers are as follows:

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Nature of business:				
Real estate development	2,961,709,811	2,240,627,411	8,588,000	8,588,000

The Group expects to satisfy the performance obligations within 2 years.

However, the revenue recognised in the future are subject to several internal and external factors including ability to make installment payments by customers and getting approved credit facilities from banks, the progression of projects construction of the Group and also economic and political conditions.

25. Finance cost

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Interest expenses on borrowings	899,358	3,122,813	836,713	3,140,649
Interest expenses on lease liabilities	686,382	763,510	279,380	395,981
Return on cumulative and redeemable preference shares	15,258,557	-	-	-
Others	309,872	156,388	164,964	156,388
Total	17,154,169	4,042,711	1,281,057	3,693,018

26. Expenses by nature

Significant expenses by nature are as follows:

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Construction infrastructure and design expenses	-	68,381,222	-	68,381,222
Land cost	-	60,890,568	-	60,890,568
Salaries, wages and other employee benefits	49,811,429	46,922,628	49,811,429	46,922,628
Transfer and commission fee	-	9,001,282	-	9,001,282
Promotion and advertising expenses	1,828,725	6,316,522	1,685,702	6,315,022
Rental and service expenses	2,874,500	1,857,619	1,503,707	1,857,619
Depreciation and amortisation expenses	15,700,040	11,418,149	6,666,544	6,315,927

27. Income tax

Income tax expenses (income) for the years ended 31 December 2021 and 2020 are made up as follows:

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Current income tax				
Current income tax charge	-	-	-	-
Deferred tax				
Relating to origination and reversal of temporary differences	(18,272,490)	(15,648,118)	27,989	8,864,370
Income tax expenses (income) reported in profit or loss	(18,272,490)	(15,648,118)	27,989	8,864,370

The amounts of income tax relating to each component of other comprehensive income for the years ended 31 December 2021 and 2020 are as follows:

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Deferred tax on actuarial gains and losses	(51,458)	42,689	(51,458)	42,689

The reconciliation between accounting profit (loss) and income tax expenses (income) was shown below.

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Accounting profit (loss) before tax	(115,509,704)	(60,465,794)	(2,222,064)	27,300,608
Applicable tax rate	20%	20%	20%	20%
Accounting profit (loss) before tax multiplied by income tax rate	(23,101,941)	(12,093,159)	(444,413)	5,460,122
Effects of:				
Non-deductible expenses	4,544,727	188,732	981,703	88,879
Additional expense deductions allowed	-	(8,222)	-	(8,222)
Total	4,544,727	180,510	981,703	80,657
Deferred tax assets not recognised	(967,786)	(2,016,162)	(967,786)	(2,229,624)
Decrease (increase) in recognition of deferred tax assets	461,153	5,553,215	438,098	5,553,215
Decrease in deferred tax assets not recognised	-	(7,272,522)	-	-
Unused tax loss	791,357	-	20,387	-
Income tax expenses (income) reported in profit or loss	(18,272,490)	(15,648,118)	27,989	8,864,370

The components of deferred tax assets are as follows:

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Deferred tax assets				
Allowance for expected credit losses - retention	1,596,928	1,596,928	1,596,928	1,596,928
The difference between book and tax accounting net revenue	322,865	323,226	(101,682)	295,675
Provision for long-term employee benefits	410,278	227,572	410,278	227,572
Provision for decommissioning costs	809,292	245,481	483,601	245,481
Unused tax loss	23,997,038	12,495,083	-	-
Interest on loan from parent company capitalised as project costs	18,065,691	11,989,854	-	-
Total	45,202,092	26,878,144	2,389,125	2,365,656

As at 31 December 2021, the Group has deductible temporary differences Baht 5 million (2020: Baht 5 million) (Separate financial statements: Baht 5 million (2020: Baht 5 million)) and unused tax losses which will expire in 2022 - 2026 totaling Baht 53 million (2020: Baht 49 million) (Separate financial statements: Baht 48 million (2020: Baht 48 million)), on which deferred tax assets have not been recognised as the Group believes that the future taxable profits may not be sufficient to allow utilisation of the temporary differences and unused tax losses.

28. Earnings per share

Basic earnings (loss) per share is calculated by dividing profit (loss) for the year attributable to equity holders of the Company (excluding other comprehensive income) by the weighted average number of ordinary shares in issue during the year.

Basic earnings (loss) per share for the years ended 31 December 2021 and 2020 are as follows:

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Profit (loss) for the year (Baht)	(97,237,214)	(44,817,676)	(2,250,053)	18,436,238
Weighted average number of ordinary shares (shares)	641,469,040	641,468,993	641,469,040	641,468,993
Basic earnings (loss) per share (Baht/share)	(0.152)	(0.070)	(0.004)	0.029

29. 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 Group is principally engaged in the development of real estate segment. Its operations are carried on only in Thailand. Segment performance is measured based on operating profit or loss, on a basis consistent with that used to measure operating profit or loss in the financial statements. As a result, all of the revenues, operating profits and assets as reflected in these financial statements pertain exclusively to the aforementioned reportable operating segment and geographical area.

The chief operating decision maker monitors the operating results of the business units separately for the purpose of making decisions about resource allocation and assessing performance. Segment performance is measured based on operating profit or loss and total assets and on a basis consistent with that used to measure operating profit or loss and total assets in the financial statements.

The basis of accounting for any transactions between reportable segments is consistent with that for third party transactions.

Geographic information

The Group operates in Thailand only. As a result, all the revenues and assets as reflected in these financial statements pertain exclusively to this geographical reportable segment.

Main customers

For the years 2021 and 2020, the Group has no major customer with revenue of 10 percent or more of an entity's revenues.

30. Provident fund

The Company and its employees have jointly established a provident fund in accordance with the Provident Fund Act B.E. 2530. The Company contributed to the fund monthly at the rate of 5 percent of basic salary and its employees contributed to the fund monthly at the rate of 3 percent to 15 percent of basic salary. The fund, which is managed by Kasikorn Asset Management Co., Ltd., will be paid to the employees upon termination in accordance with the fund rules. The contributions for the year 2021 amounting to approximately Baht 1 million (2020: Baht 1 million) were recognised as expenses.

31. Commitments and contingent liabilities

31.1 As at 31 December 2021, the Group had commitments in respect of service agreements payable in the future, which the terms of the agreements are generally between 1 and 3 years, of approximately Baht 6 million (2020: Baht 19 million) (Separate financial statements: Baht 1 million (2020: Baht 2 million)).

31.2 Commitments with respect to project development and related services

The Group had commitments in respect of property development cost and related services totaling Baht 601 million (2020: Baht 480 million) (Separate financial statements: Baht 0.2 million (2020: Baht 3 million)).

31.3 Guarantees

(1) The Company has guaranteed bank credit facilities of its subsidiaries amounting to Baht 3,833 million (2020: Baht 1,450 million).

(2) As at 31 December 2021, there were outstanding bank guarantees of approximately Baht 0.3 million (2020: Baht 4 million) issued by banks on behalf of the Company to guarantee contractual performance.

31.4 Other commitment

On 22 November 2019, a subsidiary company entered into a sales and marketing license agreement with Intercontinental Hotel Group (Asia Pacific) Pte. Ltd. The subsidiary company is obligated to comply with the conditions stipulated in the agreement whereby it shall pay 3% of revenue generated by sales of condominium units.

32. Financial instruments

32.1 Financial risk management objectives and policies

The Group's financial instruments principally comprise cash and cash equivalents, short-term loans, cumulative and redeemable preference shares and long-term loans. The financial risks associated with these financial instruments and how they are managed is described below.

Credit risk

Credit risk primarily with respect to loans, deposits with banks and financial institutions and other financial instruments. The maximum exposure to credit risk is limited to the carrying amounts as stated in the statement of financial position.

Financial instruments and cash deposits

The Group manages the credit risk from balances with banks and financial institutions by making investments only with approved counterparties and within credit limits assigned to each counterparty. Counterparty credit limits are reviewed by the Company's Board of Directors, and may be updated throughout the year subject to approval of the Company's Board of Directors. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through a counterparty's potential failure to make payments.

Market risk

Interest rate risk

The Group's exposure to interest rate risk relates primarily to its deposits with banks, overdrafts, loans and borrowings. Most of the Group's financial assets and liabilities bear floating interest rates or fixed interest rates which are close to the market rate.

As at 31 December 2021 and 2020, significant financial assets and liabilities classified by type of interest rate are summarised in the table below, with those financial assets and liabilities that carry fixed interest rates further classified based on the maturity date, or the repricing date if this occurs before the maturity date.

(Unit: Baht)

	Consolidated financial statements					
	31 December 2021					
	Fixed interest rate		Floating	Non-interest		Effective
	Within 1 year	1 - 5 years	interest rate	bearing	Total	interest rate
						(% per annum)
Financial assets						
Cash and cash equivalents	-	-	287,888,502	742,317	288,630,819	0.05 to 0.25
Other receivables	-	-	-	258,171	258,171	-
Restricted bank deposits	-	-	191,890	-	191,890	0.25 to 0.75
Other financial assets	-	-	-	1,315,615	1,315,615	-
	-	-	288,080,392	2,316,103	290,396,495	
Financial liabilities						
Bank overdrafts	-	-	19,678,365	-	19,678,365	MOR
Trade and other payables	-	-	-	673,889,814	673,889,814	-
Long-term loans	-	2,900,000	1,357,946,144	-	1,360,846,144	2 and MLR-2.00 to MLR-1.50
Cumulative and redeemable preference shares	611,404,406	-	-	-	611,404,406	8.14
Retention payable	-	-	-	45,031,488	45,031,488	-
	611,404,406	2,900,000	1,377,624,509	718,921,302	2,710,850,217	

(Unit: Baht)

	Consolidated financial statements			
	31 December 2020			
	Floating	Non-interest		Effective
	interest rate	bearing	Total	interest rate
				(% per annum)
Financial assets				
Cash and cash equivalents	152,821,403	8,713,699	161,535,102	0.03 to 0.25
Other receivables	-	219,787	219,787	-
Restricted bank deposits	191,416	-	191,416	0.25 to 0.75
Other financial assets	-	1,256,427	1,256,427	-
	153,012,819	10,189,913	163,202,732	
Financial liabilities				
Bank overdrafts	14,097,657	-	14,097,657	MOR
Trade and other payables	-	43,615,595	43,615,595	-
Long-term loans	838,695,400	-	838,695,400	MLR-2.00 to MLR-1.50
Retention payable	-	20,893,740	20,893,740	-
	852,793,057	64,509,335	917,302,392	

(Unit: Baht)

	Separate financial statements				
	31 December 2021				
	Fixed interest	Floating	Non-interest		Effective
	rate 1 - 5 years	interest rate	bearing	Total	interest rate
					(% per annum)
Financial assets					
Cash and cash equivalents	-	9,356,393	106,772	9,463,165	0.05 to 0.25
Other receivables	-	-	30,607,562	30,607,562	-
Short-term loans to related parties	-	462,065,400	-	462,065,400	MLR - 0.50
Long-term loans to related parties	-	100,000,000	-	100,000,000	MLR - 0.50
Restricted bank deposits	-	191,890	-	191,890	0.25 to 0.75
Other financial assets	-	-	1,198,005	1,198,005	-
	-	571,613,683	31,912,339	603,526,022	
Financial liabilities					
Bank overdrafts	-	14,725,197	-	14,725,197	MOR
Trade and other payables	-	-	8,173,360	8,173,360	-
Long-term loan	2,900,000	-	-	2,900,000	2
Retention payable	-	-	14,023,745	14,023,745	-
	2,900,000	14,725,197	22,197,105	39,822,302	

(Unit: Baht)

	Separate financial statements			
	31 December 2020			
	Floating interest rate	Non-interest bearing	Total	Effective interest rate
				(% per annum)
Financial assets				
Cash and cash equivalents	47,811,062	129,380	47,940,442	0.03 to 0.25
Other receivables	-	62,964,552	62,964,552	-
Short-term loans to related parties	16,967,000	-	16,967,000	MLR - 0.50
Long-term loans to related parties	641,500,000	-	641,500,000	MLR - 0.50
Restricted bank deposits	191,416	-	191,416	0.25 to 0.75
Other financial assets	-	1,198,818	1,198,818	-
	706,469,478	64,292,750	770,762,228	
Financial liabilities				
Bank overdrafts	14,097,657	-	14,097,657	MOR
Trade and other payables	-	9,628,442	9,628,442	-
Retention payable	-	15,368,381	15,368,381	-
	14,097,657	24,996,823	39,094,480	

Interest rate sensitivity

The following table demonstrates the sensitivity of the Group's loss before tax to a reasonably possible change in interest rates on that portion of overdrafts and long-term loans affected as at 31 December 2021 and 2020.

	2021		2020	
Currency	Increase (decrease)	Effect to loss before tax (increase) decrease	Increase (decrease)	Effect to loss before tax (increase) decrease
	(%)	(Baht)	(%)	(Baht)
Baht	0.5	(6,888,123)	0.5	(4,263,965)
	(0.5)	6,888,123	(0.5)	4,263,965

Liquidity risk

The Group need liquidity to meet its obligations and is responsible for its own cash balances and the raising of internal and external credit lines to cover the liquidity needs. The Group monitors the risk of a shortage of liquidity position by recurring liquidity planning an adequate level of cash and cash equivalent, unused committed and uncommitted credit lines with various banks to meet its liquidity requirements.

The table below summarises the maturity profile of the Group's non-derivative financial liabilities as at 31 December 2021 and 2020 based on contractual undiscounted cash flows:

(Unit: Baht)

	Consolidated financial statements			
	31 December 2021			
	On demand	Less than 1 year	1 to 5 years	Total
Non-derivatives				
Bank overdraft	19,678,365	-	-	19,678,365
Trade and other payables	-	673,889,814	-	673,889,814
Lease liabilities	-	6,214,520	3,343,727	9,558,247
Long-term loans	-	152,318,454	1,309,627,708	1,461,946,162
Cumulative and redeemable preference shares	-	645,000,000	-	645,000,000
Retention payable	-	25,918,359	19,113,129	45,031,488
Total non-derivatives	19,678,365	1,503,341,147	1,332,084,564	2,855,104,076

(Unit: Baht)

	Consolidated financial statements			
	31 December 2020			
	On demand	Less than 1 year	1 to 5 years	Total
Non-derivatives				
Bank overdraft	14,097,657	-	-	14,097,657
Trade and other payables	-	47,421,390	-	47,421,390
Lease liabilities	-	7,696,986	6,398,072	14,095,058
Long-term loans	-	127,467,776	774,162,432	901,630,208
Retention payable	-	-	20,893,740	20,893,740
Total non-derivatives	14,097,657	182,586,152	801,454,244	998,138,053

(Unit: Baht)

	Separate financial statements			
	31 December 2021			
	On demand	Less than 1 year	1 to 5 years	Total
Non-derivatives				
Bank overdraft	14,725,197	-	-	14,725,197
Trade and other payables	-	8,173,360	-	8,173,360
Lease liabilities	-	2,356,584	512,100	2,868,684
Long-term loan	-	1,993,842	983,809	2,977,651
Retention payable	-	14,023,745	-	14,023,745
Total non-derivatives	14,725,197	26,547,531	1,495,909	42,768,637

(Unit: Baht)

	Separate financial statements			
	31 December 2020			
	On demand	Less than 1 year	1 to 5 years	Total
Non-derivatives				
Bank overdraft	14,097,657	-	-	14,097,657
Trade and other payables	-	9,628,442	-	9,628,442
Lease liabilities	-	3,496,986	3,248,072	6,745,058
Retention payable	-	-	15,368,381	15,368,381
Total non-derivatives	14,097,657	13,125,428	18,616,453	45,839,538

32.2 Fair values of financial instruments

Since the majority of the Group's financial instruments are short-term in nature or carrying interest at rates close to the market interest rates, their fair value is not expected to be materially different from the amounts presented in the statement of financial position.

33. Capital management

The primary objective of the Group's capital management is to ensure that it has appropriate capital structure in order to support its business and maximise shareholder value.

The Group manages its capital position with reference to its net debt-to-equity ratio in order to comply with a condition in loan agreement, which requires the Group to maintain the net debt to equity ratio not exceeding 2:1 (2020: 2:1).

The Group's net debt used to calculate the above financial ratio is the net value of interest bearing liabilities minus with cash and/or cash equivalent in the consolidated financial statements.

The Group's equity used to calculate the above financial ratio is the shareholders' equity in the consolidated financial statements.

No changes were made in the objectives, policies or processes during the years ended 31 December 2021 and 2020.

34. Reclassifications

The Group has reclassified certain amounts in the financial statements to conform to the current year's classification. The reclassifications are as follows:

(Unit: Baht)

	Consolidated statement of financial position as at 31 December 2020		
	As previously reported	Reclassified	As reclassified
Other current financial assets	2,646,694	(2,646,694)	-
Other current assets	182,111,595	2,646,694	184,758,289

(Unit: Baht)

	Separate statement of financial position as at 31 December 2020		
	As previously reported	Reclassified	As reclassified
Other current financial assets	2,646,694	(2,646,694)	-
Other current assets	6,990,771	2,646,694	9,637,465

The reclassifications had no effect to previously reported profit (loss) or shareholders' equity.

35. Approval of financial statements

These financial statements were authorised for issue by the Company's Board of Directors on 23 February 2022.

ATTACHMENT

Mr. Anuwat Maytheewibulwut (Age 71)

Date of Appointment: 13 May 2019

Positions: Chairman, Independent Director, Chairman of the Audit Committee and Chairman of the Nomination and Remuneration Committee

Shareholding proportion: Director None

Spouse / lived together as spouse None

Minor None

Family relationship with other directors, executive None

Education

- Master of Public Administration Program in Public Administration, Chulalongkorn University
- 2nd Hons in Bachelor of Laws, Chulalongkorn University

Training

- Training Course for DAP Directors, Class 104/2013
- Training course for senior judicial process administrators, class 15/2011 - 2012
- Training Course, National Defense College of Thailand, Class 45/ 2002 - 2003
- Training Course for Senior Administrators, Class 36
- Training Course for Senior Land Administrators, Class 7

Work Experience

Position in Other Listed Company - The Stock Exchange of Thailand				
2012	-	Present	Independent Director and Chairman of the Audit Committee	Rojana Industrial Park Public Company Limited
Position in Other Non-Litsted Company				
2019	-	Present	Qualified Committee on Land	Ministry of Finance
2015	-	Present	Council of State	Office of the Council of State
2014	-	Present	Member	The National Legislative Assembly
2012	-	Present	Executive Vice President	Charoen Pokphand Group
2018	-	2022	กรรมการผู้ทรงคุณวุฒิด้านกฎหมาย	อ.ก.พ.สำนักงานปลัดกระทรวงมหาดไทย
2022	-	Present	กรรมการผู้ทรงคุณวุฒิด้านการบริหารและการจัดการ	อ.ก.พ.กระทรวงมหาดไทย
Work Experience during 5 years				
2014	-	2018	Chairman of the board	JSP.Property Public company Limited

Mr. Verapong Chaiperm (Age 56)

Date of Appointment: 13 May 2019

Position: Vice Chairman of the Board of Directors, Chairman of the Executive Committee

Shareholding proportion: Director None

Spouse / lived together as spouse None

Minor None

Family relationship with other directors, executive None

Education

- PhD.Eng. In Environmental Engineering (Water and Wastewater Engineering) Asian Institute of Technology (AIT)
- M.S. in Civil Engineering (Environmental Engineering), University of Missouri-Rolla, U.S.A.
- B.Eng. (Civil Engineering), Chulalongkorn University

Training

- Director Accreditation Program (DAP) 163/2019
- Top Executive in Industrial Development and Investment, class 1, Institute of Business and Industrial Development (IBID)
- Certificate, Executive Program on Energy Literacy for a Sustainble Future (TEA), Class 3, Thailand Energy Academy
- Executive Program, Poompalungpadin Program (Batch 1)
- Director Certification program, Thai Institute of Directors 161/2012
- Advanced Certificate course in Politics and Governance in Democratic Systems for Executives Class 15, The College of Politics and Governance, King Prajadhipok's
- Advanced Senior Executive Program, Northwestern University (USA)
- Management Development Program, Sasin Graduate Institute of Business Administration of Chulalongkorn University

Work Experience

Position in Other Listed Company - The Stock Exchange of Thailand				
2564	-	Present	Independent Director and Member of the Audit Committee	Star Petroleum Refining Public Company Limited
2562	-	Present	Independent Director and Member of the Audit Committee	Industrial and Commercial Bank of China (Thai) Public Company Limited
Position in Other Non-Litsted Company				
2561	-	Present	Chief Expert in Targeted Industries	Industries Eastern Economic Corridor (EEC) Office
Work Experience during 5 years				
2560	-	2561	Director and Assistant Secretary	Eastern Economic Corridor Development Executive Board
2555	-	2561	Governor	Industrial Estate Authority of Thailand

Mr. Pasu Liptapanlop (Age 35)

Date of Appointment: 13 May 2019

Position: Director, Executive Director and Nomination and Remuneration Committee

Shareholding proportion: Director 226,046,445 shares (35.24%)

Spouse / lived together as spouse None

Minor None

Family relationship with other directors, executive Ms. Proudputh Liptapanlop's brother

Education

- MSc in Real Estate Investment, Cass Business School, United Kingdom
- BA Business Management (Finance), Second Class Honors, University of Westminster, United Kingdom

Training

- Director Accreditation Program (DAP) 138/2017, Thai Institute of Directors

Work Experience

Position in Other Listed Company - The Stock Exchange of Thailand				
2015	-	Present	Executive Director	Elite Securities Company Limted
Position in Other Non-Litsted Company				
2015	-	Present	Director	Hua Hin Alpha 71 Co.,Ltd.,
2019	-	Present	Director	Hua Hin Sky Living Co.,Ltd
2017	-	2019	Director	Origin Property Public Company Limited.
2016	-	Present	Director & Co-Founder	Robowealth Mutual Fund Brokerage Securities Co., Ltd.
2016	-	Present	Director	Whitewater west SEA Ltd.
2015	-	Present	Director	VANA NAVA Co., Ltd.
2015	-	Present	Director	Proud Group Holding Co., Ltd.
2015	-	Present	Director	Proud Hospitality Co., Ltd.
2015	-	Present	Director	Proud Resort Hua Hin Co., Ltd.
Work Experience during 5 years				
2558	-	2561	Vice President FICC Sales	The Royal Bank of Scotland Plc (Singapore & Hong Kong)
2556	-	2558	Director Financial Market Sales	Standard Chartered Bank Plc, Singapore

Ms. Proudputh Liptapanlop (Age 34)

Date of Appointment: 13 May 2019

Position: Director and Executive Director

Shareholding proportion: Director 226,046,444 shares (35.24%)

Spouse / lived together as spouse None

Minor None

Family relationship with other directors, executive Mr. Pasu Liptapanlop's sister

Education

- London Business School, United Kingdom - MSc (Distinction) in Management
- University of Oxford, United Kingdom - BA (Hons) in Economics and Management

Training

- Director Accreditation Program (DAP) 138/2017, Thai Institute of Directors

Work Experience

Position in Other Listed Company - The Stock Exchange of Thailand				
-None -				
Position in Other Non-Litsted Company				
2019	-	Present	Director	Hua Hin Alpha 71 Co.,Ltd.,
2019	-	Present	Director	Hua Hin Sky Living Co.,Ltd
2016	-	Present	Director	Whitewater west SEA Ltd.
2013	-	Present	Director	VANA NAVA Co., Ltd.
2012	-	Present	Director	Proud Group Holding Co., Ltd.
2012	-	Present	Director	Proud Hospitality Co., Ltd.
2012	-	Present	Director	Proud Resort Hua Hin Co., Ltd.
2012	-	Present	Director	Hua Hin Asset Co., Ltd.
Work Experience during 5 years				
-None -				

Mr Anucha Sihanatkathakul (Age 62)

Date of Appointment: 2015

Position: Director and Nomination and Remuneration Committee

Shareholding proportion: Director None

Spouse / lived together as spouse None

Minor None

Family relationship with other directors, executive None

Education

- M.B.A (Finance), University of Houston, Texas, U.S.A.
- B.A. (Accounting & Management), Houston Baptist University, Texas, U.S.A.

Training

- (Fellow Member), Thai Institute of Directors (IOD) 2/2001
- Directors Certification Program (DCP), Thai Institute of Directors (IOD) 4/2000
- Director Compensation 2003
- Non-Executive Director 2004
- Board Failure and How to Fix it 2004
- CEO Performance Evaluation 2004
- Raising the Awareness of Corporate Fraud in Thailand ปี 2005

Work Experience

Position in Other Listed Company - The Stock Exchange of Thailand				
2007	-	ปัจจุบัน	Director and Chairman of the Audit Committee	Amata Corporation Plc.
Position in Other Non-Litsted Company				
Present			Director	Moon Dance Bistro Co.,Ltd.
Present			Director	New Leaf Solutions Limited
Present			Director	Planet Blue Corporation Co.,Ltd.
2017	-	Present	Director	Thai Chinese Rayong Industrial estate development Co.,Ltd.
2016	-	Present	Chairman	Focus Wheig Corporation Limited
2016	-	Present	Director	Vana Nava Co.,Ltd. Amata B. Grimm Power (Rayong) 5 Co.,Ltd.
2015	-	Present	Director	Amata B. Grimm Power (Rayong) 4 Co.,Ltd. Amata B. Grimm Power (Rayong) 3 Co.,Ltd.
2013	-	Present	Director	Rai Arthit Co.,Ltd
2010	-	Present	Chairman	Data In Motion Co.,Ltd.
2010	-	Present	Director	Amata B. Grimm Power Co.,Ltd. Amata B. Grimm Power 1 Co.,Ltd. Amata B. Grimm Power 2 Co.,Ltd. Amata B. Grimm Power 4 Co.,Ltd. Amata B. Grimm Power 5 Co.,Ltd. Amata Power (Rayong) Co.,Ltd.
2010	-	Present	Director	Amata B. Grimm Power (Rayong) 1 Co.,Ltd. Amata B. Grimm Power (Rayong) 2 Co.,Ltd.
2008	-	Present	Vice Chaiman	Amata Water Co.,Ltd.
2008	-	Present	Director	Amata Asia Ltd. Amata Summit Reay Built Co.,Ltd. 888 Property Co.,Ltd.
2002	-	Present	Director	Focus Environmental Co.,Ltd.
1998	-	Present	Director	Capital Focus Co.,Ltd.
1989	-	Present	Director	Moon dance Development Co.,Ltd.
Work Experience during 5 years				
2003	-	2019	Chairman of the Board and Executive Chairman	Focus Development and Construction Pcl.

Mr. Pumipat Sinacharoen (Age 52)

Date of Appointment: 13 May 2019

Position: Director, Executive Director and Chief Executive Officer

Shareholding proportion: Director 3,222,900 shares

Spouse / lived together as spouse None

Minor None

Family relationship with other directors, executive None

Education

- MBA, Thunderbird School of Global Management, USA
- BA in Economics, Thammasat University, Thailand

Training

- Director Accreditation Program (DAP) 36/2005, Thai Institute of Directors
- Company Secretary Program (CSP) 27/2008, Thai Institute of Directors
- Leading in Disruptive World (Innovation), Stanford University, USA
- Design Thinking, Stanford University
- Strategic Board Master Class (SBM) 10/2020, Thai Institute of Directors

Work Experience

Position in Other Listed Company - The Stock Exchange of Thailand				
2005	-	Present	Director and Audit Committee	Fortune Parts Industry Public Company Limited. (FPI)
2021	-	Present	Director	Kang Yong Electric Public Company Limited
2018	-	Present	Director	JSP.Property Public company Limited
Position in Other Non-Litsted Company				
2017	-	Present	Director	The Forest Industry Organization, Ministry of Natural Resources and environment
2017	-	Present	Director	Organization's Alcohol
Work Experience during 5 years				
2017	-	2020	Executive Vice President	PTG Energy Public Company Limited
2002	-	2017	Chief People Officer and Director of AP Academy/ Chief Finance Officer (CFO) and Investor Relations	AP (Thailand) Public Company Limited

Ms. Anchalee Bunsongsikul (Age 52)

Date of Appointment: 13 May 2019

Position: Director, Audit Committee (Independent Director)

Shareholding proportion: Director None

Spouse / lived together as spouse None

Minor None

Family relationship with other directors, executive None

Education

- Master of Science in Finance, Saint Louis University
- Bachelor of Business Administration, Major in Finance, Chulalongkorn University

Training

- Academy of Business Creativity # 6/2517, Sri Pratum University
- Capital Market Leader Program # 25, Capital Market Academy
- The Executive Program in Energy Literacy for a Sustainable Future # 12, Thailand Energy Academy
- The National Defence Course Class. # 63, National Defence College
- Senior Justice Administration Program # 24, Institute of Civil Service Development for Judiciary Affairs, Office of the Courts of Justice
- Director Accreditation Program (DAP) 163, Thai Institute of Directors

Work Experience

Position in Other Listed Company - The Stock Exchange of Thailand				
2017	-	Present	MD & Head, Global Banking, Thailand	I-Tail Corporation Public Company Limited
2017	-	Present	MD & Head, Global Banking, Thailand	Standard Chartered Bank (Thai) PCL
Position in Other Non-Litsted Company				
-None -				
Work Experience during 5 years				
2015	-	2017	MD & Head, Financial Markets, Thailand	Standard Chartered Bank (Thai) PCL
2012	-	2015	MD & Head, Corporates, Thailand	Standard Chartered Bank (Thai) PCL

Mr. Dan Sornmani (Age 58)

Date of Appointment: 23 February 2021

Position: Director, Audit Committee (Independent Director)

Shareholding proportion: Director None

Spouse / lived together as spouse None

Minor None

Family relationship with other directors, executive None

Education

- Bachelor of Management science – International marketing, Canberra University

Work Experience

Position in Other Listed Company - The Stock Exchange of Thailand				
-None -				
Position in Other Non-Litsted Company				
2021	-	Present	Managing Director	ADA Digital (Thailand) Co.,Ltd.
2018	-	Present	Board member	CREATIVE ECONOMY AGENCY (CEA)
Work Experience during 5 years				
			Global Brand Lead	LINE Corporation and LINE Thailand
			Director of Content Business	Line Thailand
			First Executive Vice President on Business innovation	SIAMPIWAT COMPANY LIMITED
			Chief Executive Officer	MullenLowe Thailand
			Managing Director	FAR EAST DDB (Plc)
			Country Manager	WORLD GOLD COUNCIL
			Group Account Director	BBDO Bangkok Co., Ltd.
			Key Account Sales Manager / Brand Manager	SEAGRAM Thailand Co., Ltd.

Mr.Chuntorn Chuntratip (Age 55)

Position: Executive Vice President of Project Development Division (Team A)

Shareholding proportion: Management 100,000 shares

Spouse / lived together as spouse None

Minor None

Family relationship with other directors, executive None

Education

- Master of Business Administration, Kasetsart University
- Bacherlor Degree of Engineering, Kasetsart University

Work Experience				
2019	-	Present	Executive Vice President of Project Development Division (Team A)	Proud Real Estate Public Company Limited
2019	-	Present	Director	Hua Hin Alpha 71 Co.,Ltd
2019	-	Present	Director	Hua Hin Sky Living Co.,Ltd
2017	-	2019	Managing Director	Park Origin Co.,Ltd
2013	-	2017	Vice President – Project Development	Proud Residence Co.,Ltd
2009	-	2013	Assistant Vice President – Project Management	Narai Property Co.,Ltd
2002	-	2009	Vice President – Project Development	Plus Property Co.,Ltd

Ms. Budsabong Pansawadi (Age 36)

Position: Senior Vice President of Finance and Accounting Division

Shareholding proportion: Management None

Spouse / lived together as spouse None

Minor None

Family relationship with other directors, executive None

Certified Public Accountant

Education

- Bachelor of Commerce and Accountancy, Thammasat University

Work Experience				
2021	-	Present	Senior Vice President of Finance and Accounting Division	Proud Real Estate Public Company Limited
2019	-	2020	Chief Financial Officer	Proud Real Estate Public Company Limited
2018	-	2019	Deputy Managing Director of Accounting and Finance	Seven Utilities and Power Public Company
2017	-	2018	Vice President - Accounting Department	Seven Utilities and Power Public Company
2014	-	2017	Assistant Group Corporate Controller	Central Plaza Hotel Public Company Limited
2007	-	2014	Audit Manager II	PricewaterhouseCoopers ABAS Ltd.

Ms. Natarin Paramawes (Age 48)

Position: Executive Vice President of Sales and Marketing Division

Shareholding proportion: Management None

Spouse / lived together as spouse None

Minor None

Family relationship with other directors, executive None

Education

- Master of Commerce and Accountancy, Chulalongkorn University
- Bachelor of Economics, Chulalongkorn University

Work Experience				
2021	-	Present	Executive Vice President of Sales and Marketing Division	Proud Real Estate Public Company Limited
2018	-	2021	SVP - Customer Experience	Major Development Public Company Limited
2555	-	2561	Strategic CRM Director	Ananda Development Public Company Limited
2546	-	2555	Senior CRM Manager	Hutchison CAT Wireless Multimedia Co.,Ltd.

Ms. Anotai Worasunthararom (Age 40)

Position: Senior Vice President of Business Development and Strategy Division

Shareholding proportion: Management None

Spouse / lived together as spouse None

Minor None

Family relationship with other directors, executive None

Education

- Master of Science, Faculty of Commerce and Accountancy, Thammasat University
- Bachelor of Engineering, Faculty of Engineering, Kasetsart University

Work Experience				
2021	-	Present	SVP of Business and strategy Division	Proud Real Estate Public Company Limited
2019	-	2020	SVP of Business and strategy Department	Proud Real Estate Public Company Limited
2016	-	2019	Vice President of Business Development Group	Fragrant Property Public Company Limited
2012	-	2016	Senior Manager (Business Development and Product Development - Condo BU)	Pruksa Real Estate Public Company Limited
2007	-	2011	Executive Cost Engineer	K.P.K. Quantity Surveyors (Thailand) Co.,Ltd
2003	-	2007	Senior Office Engineer	D.K.J. Construction Co.,Ltd

Attachment 2 Information of Subsidiaries' Directors

As at 31 December 2021

Directors	Subsidiaries				
	Proud Real Estate PLC.	Hua Hin Alpha 71 Co.,Ltd.	Hua Hin Sky Living Co.,Ltd.	Convent Beta Co.,Ltd.	Proud Horeshoe Co.,Ltd.
1. Mr. Anuwat Maytheewibulwut	✗				
2. Mr. Verapong Chaiperm	✓,✓✓				
3. Mr. Pasu Liptapanlop	✓,✓✓	✓	✓	✓	✓
4. Ms. Proudputh Liptapanlop	✓,✓✓	✓	✓	✓	✓
5. Mr.Anucha Sihanatkathakul	✓				
6. Ms. Anchalee Bunsongsikul	✓				
7. Mr. Dan Sornmani	✓				
8. Mr. Pumipat Sinacharoen	✓,✓✓	✓	✓	✓	✓
9. Mr.Chuntorn Chuntratip		✓	✓	✓	✓

Note

1. ✓ = Director ✗ = Chairman of the Board of Directors ✓✓ = Executive Director

Attachment 3 : Details of Head of Internal Audit and Head of Compliance Department

Head of Internal Audit

The Company uses outsource service from P&L Internal Audit Company Limited as an internal auditor. The head of the internal audit team's qualifications, education, and work experience, are as follows:

Name-surname

Mr.Thanabhat Wongwit

Position

Assistant Vice President

Family relationship with other directors, executive

– None –

Shareholding proportion (%)

– None –

Education

Bachelor of Accounting (B.A.A.) Dhurakij Pundit University

Work Experience

Internal Audit P&L Internal Audit Company Limited (2009 – Present)

Diploma

Certified Professional Internal Audit of Thailand : CPIAT#21

Head of Compliance Department

Name-surname

Ms.Nittaya Maetineewattanavong

Position

Lawyer and Company Secretary

Education

- Master of Laws (Business Law), Thammasat University
- Bachelor of Laws, Thammasat University

Roles and Responsibilities of Company Secretary

1. Organize the meeting of the Board of Directors in accordance with the Company's regulations
2. Inform relevant executive directors about resolutions and policies of the Board of Directors so they acknowledge them and perform accordingly.
3. Give initial advice and recommendations to the Board of Directors on issues regarding the law, regulations of the Company's articles of association and always practice good governance. Follow up on implementation and ensure people are following through correctly and with continuity. This includes a report on significant changes to the Board of Directors.
4. Record the Board of Directors meeting and follow up on the implementation in accordance with the resolutions of the meeting of the Board of Directors.
5. Prepare and keep the following important documents:

5.1. Registration of the Company's Directors

5.2. Minutes of the Meeting of the Board of Directors

5.3. Minutes of the Shareholder's Meeting

5.4. Company's Annual Report

5.5. Stakeholder's Report relating to the directors and executive directors

6. Supervise the activities of the Board of Directors and carry out other matters as provided by law or assigned by the Board of Directors.

Remark: Ms.Nittaya Maetineewattanavong has been appointed as the Company Secretary effective on 8 November 2022 onwards. (She passed the Company Secretary Program (CSP) from the Thai Institute of Directors Association (IOD) Class 70/2016.)

ATTACHMENT 4 REVIEW OF BUSINESS ASSETS

Main Assets for Business Operations

The Company and its subsidiaries' main assets for business operations are as follow:

1. Cost of Property Development

Cost of property development are land and constructions for sales in various projects which has book value in consolidated financial statements as at 31 December 2021 is baht 3,344.65 million. The subsidiaries have mortgaged the land and buildings amounting to 2,623.39 million baht with banks as collateral for loans from banks. The detail as per the following details:

Description	Unit: Million Baht
	Total
Land	2,625.03
Construction cost	625.15
Financial costs	94.47
Total	**3,344.65**

As at 31 December 2021, the Company and its subsidiaries have property development costs on book basis in projects for sale as follows:

No.	Project Name	Book value (Net) at 31 Dec'21 (Million Baht)	Obligation
1	Focus Ploenchit	3.78	None
2	InterContinental Residences Hua Hin	1,800.44	Mortgage as collateral for loans from financial institutions
3	VEHHA	235.66	
4	Future projects	1,304.77	
	Total	**3,344.65**	

2. Building and Equipment

As at 31 December 2021, The Company and its subsidiaries have building and equipment for business operations as follow:

Details	Cost Price	Accumulated	Book Value	Obligation
Furnitures and office equipment	14.52	5.36	9.16	None
Vehicles	0.83	0.16	0.67	None
Total	**15.35**	**5.52**	**9.83**	

3. Right-of-use assets

As at 31 December 2021, The Company and its subsidiaries have right-of-use assets การ for business operations as follow:

Details	Cost Price	Accumulated	Book Value	Obligation
Buildings	20.12	10.11	10.01	None
Vehicles	2.45	1.35	1.10	None
Total	**22.57**	**11.46**	**11.11**	

4. Intangible Assets

As at 31 December 2021, The Company and its subsidiaries' intangible assets for business operations are software which has book value in consolidated financial statements Baht 4.60 million.

Investment Policy in Subsidiaries, Associated Companies and Joint Ventures

The company has a policy to invest in real estate development business or if there is any interesting business with good returns. The company may consider investing by investing must be considered and approved by the Board of Directors. The subsidiary management policy is to invest in holding shares in the long term by sending directors who are representatives of the company to join the management in the subsidiary in proportion to the company's shareholding. To set important policies and control the business operations of the subsidiaries to be in the right direction and to create profits for the company.

As for the investment in subsidiaries as of December 31, 2021, it is 25.96% of total assets in the Company's financial statements. In the future, the Company will invest in other businesses in addition to the existing ones based on the risks that may arise. as well as having a good return for the company.

DETAILS OF PROPERTY APPRAISALS

- None -

บริษัท พราว เรียล เอสเตท จำกัด (มหาชน)

นโยบายการกำกับดูแลกิจการที่ดี

และคู่มือจรรยาบรรณสำหรับกรรมการ ผู้บริหาร และพนักงานของบริษัท

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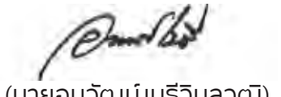
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ส่วนที่ 1 บทนำ

หมวดที่ 1 สารจากประธานกรรมการ

ตามที่ บริษัท พราว เรียล เอสเตท จำกัด (มหาชน) ได้มีการเปลี่ยนแปลงที่มีนัยสำคัญ เช่น โครงสร้างการถือหุ้น ชื่อบริษัท กรรมการ ผู้บริหาร รวมถึงนโยบายที่จะมุ่งเน้นการดำเนินธุรกิจพัฒนาอสังหาริมทรัพย์เป็นหลัก บริษัทได้ตระหนักถึงความสำคัญของการกำกับดูแลกิจการที่ดี ดังนั้นที่ประชุมคณะกรรมการ ครั้งที่ 9/2562 ซึ่งประชุมเมื่อวันที่ 14 สิงหาคม 2562 จึงได้มีมติเห็นชอบให้กำหนดวิสัยทัศน์ พันธกิจ และค่านิยมของบริษัทขึ้นใหม่ และได้มีมติเห็นชอบนโยบายการกำกับดูแลกิจการที่ดีฉบับปรับปรุงใหม่ เพื่อให้สอดคล้องกับโครงสร้างการบริหารกิจการ ในปัจจุบันและสอดคล้องกับหลักการกำกับดูแล กิจการที่ดีสำหรับบริษัทจดทะเบียนปี 2560 ของสำนักงานคณะกรรมการกำกับหลักทรัพย์และตลาดหลักทรัพย์ (CG Code 2017)

ทั้งนี้ คณะกรรมการได้มอบหมายให้ฝ่ายจัดการดำเนินการเกี่ยวกับแนวทางปฏิบัติและรายละเอียดต่าง ๆ เพื่อให้เป็นไปตามนโยบายการกำกับดูแลกิจการที่ดีและจรรยาบรรณของบริษัทดังกล่าว บริษัทจึงหวังเป็นอย่างยิ่งว่านโยบายการกำกับดูแลกิจการที่ดีและจรรยาบรรณสำหรับกรรมการ ผู้บริหาร และพนักงานของบริษัทฉบับปรับปรุงใหม่ในปี 2562 นี้จะเป็นกลไกที่สำคัญในการพัฒนาบริษัทให้เติบโตอย่างยั่งยืน ด้วยความรับผิดชอบต่อชุมชน สังคมและสิ่งแวดล้อมต่อไป



(นายอนุวัฒน์ เมธีวิบูลวุฒิ)
ประธานกรรมการ
14 สิงหาคม 2562

หมวดที่ 2 วิสัยทัศน์ พันธกิจและค่านิยมของบริษัท

วิสัยทัศน์

มุ่งมั่นที่จะสร้าง “รูปแบบการใช้ชีวิต” ที่สร้างความแตกต่าง แต่ยังคงไว้ซึ่งการผสมผสานความสมัยใหม่เข้าไปกับสิ่งแวดล้อมและธรรมชาติ เพื่อให้สามารถก้าวข้ามรูปแบบทั่วไปของ “การใช้ชีวิต” และสร้างคุณค่าให้กับสังคมในภาพรวม

พันธกิจ

โครงการของบริษัทจะเป็นมากกว่าแค่ที่อยู่อาศัยหรือบ้าน บริษัทต้องการมอบ “รูปแบบการใช้ชีวิต” ที่จะทำให้ชีวิตของผู้คนและสังคมดีขึ้น ด้วยความมุ่งมั่นที่จะท้าทายขอบเขตจินตนาการของผู้คน และขอบเขต “การใช้ชีวิต” ทุกโครงการของบริษัท พราว เรียล เอสเตท จำกัด (มหาชน) จึงมีเป้าหมาย ที่จะสร้างมาตรฐานใหม่ที่จะทำให้ผู้คนสามารถใช้ชีวิตผ่านการบริการที่ไร้ที่ติ ก้าวผ่านข้อจำกัด และเพลิดเพลินไปกับสภาพแวดล้อม

ค่านิยม

P = Purpose

มีจุดประสงค์ และเป้าหมายที่มุ่งมั่น

R = Responsibility

มีความรับผิดชอบทั้งต่อส่วนตัว ต่อเพื่อนร่วมงาน ต่อองค์กร ต่อสังคม ต่อสิ่งแวดล้อม

O = Openness

พร้อมที่จะเรียนรู้ และสร้างความเข้าใจ จากความคิด และประสบการณ์ที่ต่างกัน และช่วยเหลือซึ่งกันและกัน

U = Uniqueness

การทำงานที่ไม่จำเป็นต้องเหมือนที่อื่น ที่ทำให้เรามีประสิทธิภาพมากกว่า มีความคิด ความสามารถ สร้างสรรค์โครงการที่มีเอกลักษณ์เฉพาะตัว

D = Diligence

ความตั้งใจ มุมานะ ที่มีให้กับทุก ๆ รายละเอียดของงาน แม้แต่รายละเอียดเล็ก ๆ คือสิ่งที่จะทำให้โครงการของเราประสบความสำเร็จ

ส่วนที่ 2 นโยบายการกำกับดูแลกิจการที่ดี และจรรยาบรรณสำหรับกรรมการ ผู้บริหาร และพนักงานของบริษัท

หมวดที่ 1 นโยบายและจรรยาบรรณเกี่ยวกับสิทธิของผู้ถือหุ้นและการปฏิบัติต่อผู้ถือหุ้นอย่างเท่าเทียมกัน

ผู้ถือหุ้นมีสิทธิในความเป็นเจ้าของโดยการควบคุมบริษัทผ่านการแต่งตั้งคณะกรรมการให้ทำหน้าที่แทนตน และมีสิทธิในการตัดสินใจเกี่ยวกับการเปลี่ยนแปลงที่สำคัญของบริษัท คณะกรรมการตระหนักและคำนึงถึงสิทธิของผู้ถือหุ้นในการดำเนินการใด ๆ ของบริษัท รวมถึงส่งเสริมและสนับสนุนให้ผู้ถือหุ้นได้ใช้สิทธิของตนได้อย่างเต็มที่ และไม่ดำเนินการใด ๆ อันเป็นการละเมิดหรือลิดรอนสิทธิของผู้ถือหุ้น คณะกรรมการจะกำกับดูแลให้การจัดประชุมผู้ถือหุ้นเป็นไปตามกฎหมาย ข้อบังคับ และระเบียบที่เกี่ยวข้อง โดยเคร่งครัด โดยคำนึงถึงสิทธิของผู้ถือหุ้นเป็นสำคัญและละเว้นการกระทำใด ๆ อันเป็นการจำกัดการใช้สิทธิของผู้ถือหุ้น รวมทั้ง ผู้ถือหุ้นรายย่อย และผู้ถือหุ้นสถาบัน ทั้งในประเทศและต่างประเทศ ดังนั้น บริษัทจึงมีแนวทางปฏิบัติสำหรับนโยบายและจรรยาบรรณดังต่อไปนี้

1.1 การประชุมผู้ถือหุ้น

1.1.1 ก่อนวันประชุมผู้ถือหุ้น

(1) ผู้ถือหุ้นจะได้รับหนังสือเชิญประชุมผู้ถือหุ้นพร้อมเอกสารประกอบการประชุมล่วงหน้าอย่างน้อย 14-21 วัน (หรือตามระยะเวลาอื่นใดตามที่กฎหมายกำหนด) เพื่อให้ผู้ถือหุ้นมีเวลาเพียงพอในการศึกษาข้อมูลล่วงหน้าก่อนการประชุม รวมทั้ง บริษัทจะนำหนังสือเชิญประชุมผู้ถือหุ้นเผยแพร่บนเว็บไซต์ของบริษัทด้วย

(2) หนังสือเชิญประชุมผู้ถือหุ้นพร้อมเอกสารประกอบการประชุมจะจัดทำเป็นภาษาไทยและภาษาอังกฤษที่มีข้อมูล และรายละเอียดที่ถูกต้องครบถ้วนเกี่ยวกับวัน เวลา สถานที่จัดประชุมผู้ถือหุ้น ระเบียบวาระการประชุม และความเห็นของคณะกรรมการ

(3) ผู้ถือหุ้นทุกรายสามารถเข้าถึงข้อมูลข่าวสารอย่างเท่าเทียมกัน โดยเฉพาะอย่างยิ่งข้อมูลข่าวสารเกี่ยวกับ การประชุมผู้ถือหุ้นและเอกสารประกอบการประชุมที่บริษัทเผยแพร่ผ่านข่าวออนไลน์ของตลาดหลักทรัพย์แห่งประเทศไทย และเว็บไซต์ของบริษัทที่ www.proudrealestate.co.th ล่วงหน้าก่อนวันประชุมผู้ถือหุ้น

(4) บริษัทเปิดโอกาสให้ผู้ถือหุ้นมีสิทธิเสนอเรื่องเข้าสู่ระเบียบวาระการประชุมเพื่อให้ที่ประชุมผู้ถือหุ้นพิจารณาได้ ตามหลักเกณฑ์และวิธีการที่บริษัทเผยแพร่ผ่านข่าวออนไลน์ของตลาดหลักทรัพย์ฯ และเว็บไซต์ของบริษัทที่ www.proudrealestate.co.th

(5) บริษัทเปิดโอกาสให้ผู้ถือหุ้นมีสิทธิเสนอชื่อกรรมการใหม่ให้ที่ประชุมผู้ถือหุ้นพิจารณาได้ตามหลักเกณฑ์ และวิธีการที่บริษัทเผยแพร่ผ่านข่าวออนไลน์ของตลาดหลักทรัพย์ฯ และเว็บไซต์ของบริษัท ที่ www.proudrealestate.co.th

(6) ผู้ถือหุ้นที่ไม่สามารถเข้าร่วมประชุมด้วยตนเองสามารถมอบฉันทะให้แก่บุคคลใดบุคคลหนึ่งหรือกรรมการอิสระของบริษัทก็ได้

(7) ผู้ถือหุ้นสามารถส่งคำถามล่วงหน้ามายังบริษัทได้ก่อนวันประชุมผู้ถือหุ้นตามหลักเกณฑ์และวิธีการ ที่บริษัทเผยแพร่ผ่านข่าวออนไลน์ของตลาดหลักทรัพย์ฯ และเว็บไซต์ของบริษัทที่ www.proudrealestate.co.th

1.1.2 วันประชุมผู้ถือหุ้น

(1) บริษัทจะนำคอมพิวเตอร์หรือเทคโนโลยีที่ทันสมัยมาใช้ในการลงทะเบียนผู้ถือหุ้นที่เข้าร่วมประชุม และนับคะแนนเสียงเพื่อความสะดวกรวดเร็วและความถูกต้องของข้อมูล

(2) บริษัทจะจัดทำบัตรลงคะแนนให้แก่ผู้ถือหุ้นเพื่อใช้สิทธิในการลงคะแนนเสียงทุกวาระ

(3) ก่อนดำเนินการประชุมเพื่อพิจารณาเรื่องต่าง ๆ ตามระเบียบวาระการประชุม ผู้ถือหุ้นจะได้รับคำชี้แจงเกี่ยวกับหลักเกณฑ์และวิธีการในการออกเสียงลงคะแนนและการนับคะแนน

(4) บริษัทจะไม่เพิ่มหรือสลับสับเปลี่ยนวาระการประชุมนอกจากที่กำหนดไว้ในหนังสือเชิญประชุมผู้ถือหุ้น และจะไม่เปลี่ยนแปลงข้อมูลที่สำคัญโดยไม่แจ้งให้ผู้ถือหุ้นทราบล่วงหน้า

(5) คณะกรรมการและผู้บริหารของบริษัทจะเข้าร่วมประชุมผู้ถือหุ้นทุกครั้ง และจะเปิดโอกาสให้ผู้ถือหุ้นซักถาม แสดงความคิดเห็นและได้รับคำชี้แจงจากกรรมการและผู้บริหารในวาระที่เกี่ยวข้อง

(6) บริษัทส่งเสริมและสนับสนุนให้มีบุคคลที่มีความเป็นอิสระมาเป็นผู้สังเกตการณ์ในการตรวจนับคะแนนเสียง ในการประชุมผู้ถือหุ้น และจะเปิดเผยชื่อของบุคคลดังกล่าวให้ที่ประชุมทราบพร้อมบันทึกไว้ในรายงานการประชุมด้วย

(7) ตรวจนับคะแนนเสียงและเปิดเผยผลการลงคะแนนเสียงในแต่ละวาระให้ที่ประชุมผู้ถือหุ้นทราบจะกระทำด้วยความโปร่งใสและตรวจสอบได้

1.1.3 หลังการประชุมผู้ถือหุ้น

(1) บริษัทจะแจ้งมติที่ประชุมผู้ถือหุ้นและผลการลงคะแนนในแต่ละวาระผ่านข่าวออนไลน์ของตลาดหลักทรัพย์ฯ ไม่เกินเวลา 9.00 น. ของวันทำการถัดจากวันประชุมผู้ถือหุ้น

(2) รายงานการประชุมผู้ถือหุ้นจะบันทึกคำชี้แจงในเรื่องกฎเกณฑ์และวิธีการลงคะแนน คำถามของผู้ถือหุ้น พร้อมคำชี้แจงของกรรมการหรือผู้บริหาร และผลการลงคะแนนในแต่ละวาระของผู้ที่เห็นด้วย คัดค้าน และงดออกเสียง รวมทั้งจะบันทึกรายชื่อกรรมการและผู้บริหารที่ลาประชุม

(3) บริษัทจะเผยแพร่รายงานการประชุมผู้ถือหุ้นบนเว็บไซต์ของบริษัทที่ www.proudrealestate.co.th ภายใน 14 วันนับจากวันประชุมผู้ถือหุ้นโดยแจ้งให้ผู้ถือหุ้นทราบผ่านข่าวออนไลน์ของตลาดหลักทรัพย์ฯ

1.2 การรักษาความปลอดภัยและความลับของข้อมูล และการป้องกันการใช้ข้อมูลภายในของบริษัท

บริษัทมีนโยบายและจรรยาบรรณให้กรรมการ ผู้บริหาร และบุคลากรของบริษัทรักษาความปลอดภัยและความลับของข้อมูล และห้ามใช้ข้อมูลภายในที่มีสาระสำคัญของบริษัทซึ่งยังไม่ได้เปิดเผย ต่อสาธารณชน เพื่อประโยชน์ต่อตนเองหรือผู้อื่น รวมทั้ง การซื้อขายหลักทรัพย์ของบริษัทโดยมีแนวทางปฏิบัติดังนี้

1.2.1 บริษัทกำหนดให้กรรมการและผู้บริหารมีหน้าที่รายงานการถือหลักทรัพย์ของบริษัทที่ถืออยู่ในนามตนเอง คู่สมรส และบุตรที่ยังไม่บรรลุนิติภาวะต่อสำนักงานคณะกรรมการกำกับหลักทรัพย์และตลาดหลักทรัพย์ (“สำนักงาน ก.ล.ต.”) ตามมาตรา 59 แห่งพระราชบัญญัติหลักทรัพย์และตลาดหลักทรัพย์ พ.ศ. 2535 และประกาศที่เกี่ยวข้อง และส่งสำเนารายงานให้แก่บริษัท

1.2.2 บริษัทกำหนดให้กรรมการและผู้บริหารมีหน้าที่รายงานการเปลี่ยนแปลงการถือหลักทรัพย์ของบริษัทที่ถืออยู่ในนามตนเอง คู่สมรส และบุตรที่ยังไม่บรรลุนิติภาวะต่อสำนักงาน ก.ล.ต. ตามมาตรา 59 แห่งพระราชบัญญัติหลักทรัพย์และ ตลาดหลักทรัพย์ พ.ศ. 2535 และประกาศที่เกี่ยวข้อง และส่งสำเนารายงานให้แก่บริษัท

1.2.3 บริษัทห้ามกรรมการ ผู้บริหาร และพนักงานของบริษัทที่ทราบข้อมูลภายในเปิดเผยข้อมูลต่อบุคคลภายนอก หรือบุคคลที่ไม่มีหน้าที่เกี่ยวข้อง และให้งดการซื้อขายหลักทรัพย์ของบริษัทในช่วงเวลาหนึ่งเดือนก่อนที่บริษัทจะเผยแพร่งบการเงินหรือข้อมูลที่มีนัยสำคัญเกี่ยวกับกิจการของบริษัทต่อสาธารณชน

1.2.4 บริษัทจะเปิดเผยผลการดำเนินงานและข้อมูลข่าวสารที่เป็นสาระสาคัญซึ่งมีผล ต่อการเปลี่ยนแปลงราคา ของหลักทรัพย์และมีผลกระทบต่องบการเงินของบริษัทภายใน 45 วันนับจากวันสิ้นไตรมาสและ 60 วันนับจากวันสิ้นงวดบัญชี

หมวดที่ 2 นโยบายและจรรยาบรรณเกี่ยวกับบทบาทของผู้มีส่วนได้เสีย

ผู้มีส่วนได้เสียที่มีส่วนเกี่ยวข้องกับการดำเนินกิจการของบริษัท หมายถึง ผู้ถือหุ้น ลูกค้า คู่ค้า เจ้าหนี้ คู่แข่งทางการค้า ชุมชน สังคมและสิ่งแวดล้อม พนักงาน

บริษัทมีนโยบายและจรรยาบรรณในการปฏิบัติต่อผู้มีส่วนได้เสียทุกฝ่ายตามสิทธิของบุคคลเหล่านั้นตามที่กำหนดไว้ในกฎหมายและข้อตกลง บริษัทจะส่งเสริมและสนับสนุนการมีส่วนร่วมของผู้มีส่วนได้เสียทุกฝ่ายเพื่อพัฒนาบริษัทให้เติบโตอย่างยั่งยืนและจะเปิดเผยข้อมูลข่าวสารที่สำคัญให้ผู้มีส่วนได้เสียทราบอย่างเพียงพอ ดังนั้น บริษัทจึงมีแนวทางปฏิบัติสำหรับนโยบายและจรรยาบรรณดังต่อไปนี้

2.1 ความรับผิดชอบต่อผู้ถือหุ้น

2.1.1 บริษัทจะปฏิบัติหน้าที่ให้เป็นไปตามกฎหมาย วัตถุประสงค์ ข้อบังคับ และมติที่ประชุมผู้ถือหุ้นและที่ประชุมคณะกรรมการ

2.1.2 บริษัทจะดำเนินธุรกิจด้วยความซื่อสัตย์สุจริต โปร่งใส เป็นธรรม การตัดสินใจดำเนินการใด ๆ ความกระทำด้วยความรอบคอบ ระมัดระวัง โดยคำนึงถึงผลประโยชน์สูงสุดของผู้ถือหุ้น

2.1.3 บริษัทมุ่งมั่นที่จะสร้างความเจริญเติบโตอย่างยั่งยืนให้แก่กิจการของบริษัทอย่างมีคุณภาพและมั่นคงเพื่อผลประกอบการที่ดีในระยะยาว

2.1.4 บริษัทจะเคารพสิทธิของผู้ถือหุ้นเพื่อให้ได้รับข้อมูลข่าวสารอย่างเท่าเทียมกัน และเปิดเผยข้อมูลสำคัญ ของบริษัท ทั้งข้อมูลทางการเงิน และข้อมูลที่ไม่ใช่ข้อมูลทางการเงินอย่างถูกต้อง ครบถ้วน ทันเวลา โปร่งใส ผ่านข่าวออนไลน์ของตลาดหลักทรัพย์ และ/หรือเว็บไซต์ของบริษัทที่ www.proudrealestate.co.th

2.2 ความรับผิดชอบต่อลูกค้า

2.2.1 บริษัทมุ่งมั่นที่จะพัฒนาและให้บริการที่มีคุณภาพเพื่อตอบสนองความต้องการของลูกค้าด้วยความปลอดภัยและเป็นไปตามมาตรฐานที่กำหนดไว้ในราคาที่เหมาะสม และจะส่งมอบสินค้าให้แก่ลูกค้าภายในระยะเวลาที่กำหนดเพื่อความพึงพอใจของลูกค้า

2.2.2 บริษัทจะปฏิบัติตามข้อกำหนดและเงื่อนไขของสัญญาโดยเคร่งครัด หากไม่สามารถปฏิบัติตามข้อสัญญาใดได้ คู่สัญญาจะปรึกษาหารือร่วมกันเพื่อป้องกันความเสียหายที่อาจจะเกิดขึ้น

2.2.3 บริษัทจะไม่เอารัดเอาเปรียบลูกค้า หรือค้ากำไรเกินควร รวมทั้งจะกำหนดเงื่อนไข ทางการค้าอย่างเป็นธรรม

2.2.4 บริษัทจะติดต่อกับลูกค้าด้วยความสุภาพ ด้วยการทำงานที่รวดเร็วและมีประสิทธิภาพ และเป็นที่วางใจได้ของลูกค้า และจัดให้มีระบบรับเรื่องร้องเรียนจากลูกค้าเพื่อแก้ไขปัญหาให้แก่ลูกค้า และปรับปรุงคุณภาพการให้บริการให้ดียิ่งขึ้น

2.2.5 บริษัทจะรับฟังข้อคิดเห็น หรือข้อเสนอแนะของลูกค้าเป็นประจำเพื่อนำมาปรับปรุงแก้ไขการให้บริการ

2.2.6 บริษัทจะให้การรับประกันการให้บริการตามเงื่อนไขที่กำหนดไว้

2.2.7 บริษัทจะรักษาข้อมูลความลับของลูกค้าตามข้อกำหนดและเงื่อนไขของสัญญา และจะไม่เปิดเผยข้อมูลความลับ ของลูกค้าโดยปราศจากความยินยอมเป็นลายลักษณ์จากลูกค้าก่อน

2.3 ความรับผิดชอบต่อคู่ค้า

2.3.1 ปฏิบัติตามสัญญาและแนวทางปฏิบัติในการจัดซื้อจัดจ้างของบริษัทโดยเคร่งครัด หากไม่สามารถปฏิบัติตามข้อสัญญาหรือแนวทางปฏิบัติในเรื่องใดได้ คู่สัญญาจะปรึกษาหารือร่วมกันเพื่อป้องกันความเสียหายที่อาจจะเกิดขึ้น

2.3.2 การเจรจาต่อรองในการจัดซื้อจัดจ้างจะต้องเป็นไปอย่างโปร่งใสและตรวจสอบได้โดยการเปรียบเทียบคุณภาพ และราคา

2.3.3 ไม่เรียกไม่รับ และไม่จ่ายผลประโยชน์ตอบแทนใด ๆ โดยไม่สุจริต หรือนอกเหนือจากการค้าตามปกติ

2.4 ความรับผิดชอบต่อเจ้าหนี้

2.4.1 บริษัทจะปฏิบัติตามเงื่อนไขของสัญญาที่ได้ทำไว้กับเจ้าหนี้อย่างเคร่งครัด โปร่งใสและเท่าเทียมกัน หากไม่สามารถปฏิบัติตามข้อสัญญาใดได้ คู่สัญญาจะปรึกษาหารือร่วมกันเพื่อป้องกัน ความเสียหายที่อาจจะเกิดขึ้น

2.4.2 บริษัทจะเปิดเผยฐานะทางการเงินที่ถูกต้องครบถ้วนให้แก่เจ้าหนี้ของบริษัทด้วยความซื่อสัตย์สุจริต

2.5 ความรับผิดชอบต่อคู่แข่งทางการค้า

2.5.1 บริษัทจะสนับสนุนการแข่งขันทางการค้าเพื่อผลประโยชน์ของลูกค้า และปฏิบัติตามกฎหมายว่าด้วยการแข่งขันทางการค้าที่เสรีและเป็นธรรม

2.5.2 บริษัทจะไม่แสวงหาข้อมูลที่เป็นความลับของคู่แข่งทางการค้าด้วยวิธีการที่ไม่สุจริต หรือไม่เหมาะสม

2.5.3 บริษัทจะไม่ทำลายชื่อเสียงของคู่แข่งทางการค้าด้วยการแข่งขันทางการค้าที่ไม่เป็นธรรม

2.5.4 บริษัทจะไม่กลั่นแกล้ง หรือทำให้คู่แข่งทางการค้าเสียโอกาสทางการค้าอย่างไม่เป็นธรรม

2.6 ความรับผิดชอบต่อชุมชน สังคมและสิ่งแวดล้อม

2.6.1 บริษัทจะดำเนินธุรกิจด้วยความรับผิดชอบต่อชุมชน สังคมและสิ่งแวดล้อม

2.6.2 บริษัทจะส่งเสริมและสนับสนุนการอนุรักษ์และการใช้ทรัพยากรธรรมชาติและพลังงานในการกระบวนการทำงานอย่างรู้คุณค่า

2.6.3 บริษัทจะส่งเสริมและสนับสนุนให้พนักงานทุกระดับร่วมกันสร้างสรรค์ และร่วมกิจกรรมหรือโครงการ เพื่อพัฒนาชุมชน สังคมและสิ่งแวดล้อม

2.6.4 บริษัทจะปฏิบัติตามกฎหมายว่าด้วยทรัพยากรธรรมชาติและสิ่งแวดล้อมและกฎหมายอื่น ๆ ที่เกี่ยวข้อง อย่างเคร่งครัด

2.7 ความรับผิดชอบต่อพนักงาน

2.7.1 บริษัทจะให้พนักงานได้รับค่าตอบแทนที่เหมาะสมและเป็นธรรมโดยคำนึงถึงความรู้ ความสามารถ ประสบการณ์ ความรับผิดชอบและผลการปฏิบัติงานของพนักงานเป็นสำคัญ

2.7.2 บริษัทจะดูแลรักษาสภาพแวดล้อมในการทำงานให้มีความปลอดภัยต่อชีวิต และทรัพย์สินของพนักงาน

2.7.3 บริษัทจะแต่งตั้งโยกย้าย ให้รางวัลหรือกระทำการใด ๆ ต่อพนักงาน ด้วยความสุจริตใจ โดยคำนึงถึงความรู้ ความสามารถ ประสบการณ์ ความรับผิดชอบและผลการปฏิบัติงาน ของพนักงานเป็นสำคัญ

2.7.4 บริษัทจะส่งเสริมและสนับสนุนให้พนักงานศึกษาหาความรู้เพิ่มเติมอยู่เสมอเพื่อพัฒนาศักยภาพให้มีความรู้ความสามารถและประสบการณ์ในการทำงานมากยิ่งขึ้นเพื่อการปฏิบัติงานที่มีประสิทธิภาพและประสิทธิผลที่ดียิ่งขึ้น

2.7.5 บริษัทจะปฏิบัติตามกฎหมายและข้อบังคับเกี่ยวกับด้านแรงงาน และกฎหมายอื่น ๆ ที่เกี่ยวข้องอย่างเคร่งครัด

2.7.6 บริษัทจะรับฟังข้อคิดเห็น ข้อเสนอแนะจากพนักงานทุกระดับชั้นอย่างเสมอภาคและเท่าเทียมกัน

2.7.7 บริษัทจะปฏิบัติต่อพนักงานด้วยความสุภาพและจะเคารพศักดิ์ศรีของความเป็นมนุษย์

2.7.8 บริษัทจะจัดให้มีระบบการรับเรื่องร้องเรียนจากพนักงานเพื่อให้พนักงานทุกฝ่าย ได้รับความเป็นธรรม

หมวดที่ 3 นโยบายและจรรยาบรรณเกี่ยวกับการเปิดเผยข้อมูลและความโปร่งใส

บริษัทจะเปิดเผยข้อมูลงบการเงินและข้อมูลที่สำคัญเกี่ยวกับการดำเนินกิจการอย่างถูกต้องครบถ้วนและทันเวลาตามมาตรฐานการบัญชีที่รับรองโดยทั่วไปผ่านข่าวออนไลน์ของตลาดหลักทรัพย์ฯ และเว็บไซต์ของบริษัทที่ www.proudrealestate.co.th โดยมีแนวทางปฏิบัติดังนี้

3.1 ข้อมูลที่เปิดเผยต่อนักลงทุนจะต้องมีความถูกต้องและไม่ทำให้เกิดการสำคัญผิดและเพียงพอต่อการตัดสินใจของนักลงทุน

3.2 บริษัทจะรายงานนโยบายการกำกับดูแลกิจการที่ดี การบริหารความเสี่ยงและประเด็นที่สำคัญในการดำเนินกิจการของบริษัทพร้อมทั้งการปฏิบัติตามนโยบายดังกล่าวไว้ในรายงานประจำปี (แบบ 56-2) ซึ่งจะเผยแพร่ไว้บนเว็บไซต์ของบริษัทที่ www.proudrealestate.co.th

3.3 บริษัทจะจัดทำคำอธิบายและการวิเคราะห์ของฝ่ายจัดการ (Management Discussion and Analysis หรือ MD&A) เพื่อประกอบการเปิดเผยงบการเงินทุกไตรมาสเพื่อให้นักลงทุนทราบข้อมูล และเข้าใจการเปลี่ยนแปลง ที่เกิดขึ้นกับฐานะการเงินและผลการดำเนินงานของบริษัทในแต่ละไตรมาสได้ดียิ่งขึ้น

3.4 บริษัทจะเปิดเผยค่าตอบแทนกรรมการและผู้สอบบัญชีไว้ในแบบแสดงรายการข้อมูลประจำปี (แบบ 56-1) และรายงานประจำปี (แบบ 56-2) ซึ่งเผยแพร่ผ่านข่าวออนไลน์ของตลาดหลักทรัพย์ฯ และเว็บไซต์ของบริษัทที่ www.proudrealestate.co.th

3.5 บริษัทจะเปิดเผยบทบาทหน้าที่ของคณะกรรมการและคณะกรรมการชุดย่อย จำนวนครั้งของการประชุม และจำนวนครั้งที่กรรมการแต่ละท่านเข้าร่วมประชุมในปีที่ผ่านมา และความเห็นของคณะกรรมการจากการทำหน้าที่ไว้ในแบบแสดงรายการข้อมูลประจำปี (แบบ 56-1) และรายงานประจำปี (แบบ 56-2) ซึ่งเผยแพร่ผ่านข่าวออนไลน์ของตลาดหลักทรัพย์ฯ และเว็บไซต์ของบริษัทที่ www.proudrealestate.co.th

หมวดที่ 4 นโยบายและจรรยาบรรณเกี่ยวกับบทบาท หน้าที่และความรับผิดชอบของคณะกรรมการ ประธานกรรมการ กรรมการผู้จัดการใหญ่ และคณะกรรมการชุดย่อย

คณะกรรมการมีความเป็นอิสระในการตัดสินใจเพื่อประโยชน์สูงสุดของบริษัทและผู้ถือหุ้น มีการแบ่งแยกบทบาทหน้าที่ความรับผิดชอบระหว่างคณะกรรมการและฝ่ายจัดการที่ชัดเจน เพื่อให้มีการปฏิบัติให้เป็นไปตามกฎหมายและจริยธรรม คณะกรรมการประกอบด้วยบุคคลที่มีความหลากหลาย ในด้านประสบการณ์ ความรู้ความสามารถ ที่เป็นประโยชน์กับบริษัท รวมทั้ง การอุทิศเวลาและความอุตสาหะในการปฏิบัติหน้าที่เพื่อเสริมสร้างให้บริษัทมีคณะกรรมการที่เข้มแข็ง

กรรมการทุกคนเข้าใจเป็นอย่างดีถึงหน้าที่ความรับผิดชอบของกรรมการและลักษณะการดำเนินธุรกิจของบริษัท พร้อมที่จะแสดงความคิดเห็นของตนอย่างเป็นอิสระและพัฒนาตัวเองอยู่ตลอดเวลา กรรมการจะปฏิบัติหน้าที่ด้วยความซื่อสัตย์สุจริต ระมัดระวังและรอบคอบ โดยคำนึงถึงประโยชน์สูงสุดของบริษัทและเป็นธรรมต่อผู้ถือหุ้นทุกราย

บทบาทหน้าที่ของประธานกรรมการ

(1) กำกับ ติดตาม และดูแลให้มั่นใจได้ว่า การปฏิบัติหน้าที่ของคณะกรรมการ เป็นไปอย่างมีประสิทธิภาพ และบรรลุตามวัตถุประสงค์และเป้าหมายหลักขององค์กร

(2) การดูแลให้มั่นใจว่า กรรมการทุกคนมีส่วนร่วมในการส่งเสริมให้เกิดวัฒนธรรมองค์กรที่มีจริยธรรม และการกำกับดูแลกิจการที่ดี

(3) กำหนดวาระการประชุมคณะกรรมการโดยหารือร่วมกับกรรมการผู้จัดการใหญ่ และมีมาตรการที่ดูแลให้เรื่องสำคัญได้รับการบรรจุเป็นวาระการประชุม ทั้งนี้ ในกรณีที่ประธานกรรมการมีตำแหน่งเป็นผู้บริหารระดับสูงด้วย การกำหนดวาระการประชุมคณะกรรมการจะต้องหารือร่วมกับ ประธานกรรมการตรวจสอบ และ/หรือกรรมการอิสระด้วยตามความเหมาะสม

(4) จัดสรรเวลาไว้อย่างเพียงพอที่ฝ่ายจัดการจะเสนอเรื่องและมากพอที่กรรมการจะ อภิปรายประเด็นสำคัญกัน อย่างรอบคอบโดยทั่วกัน รวมทั้ง ส่งเสริมให้กรรมการมีการใช้ดุลยพินิจที่รอบคอบให้ความเห็นได้อย่างเป็นอิสระ

(5) เสริมสร้างความสัมพันธ์อันดีระหว่างกรรมการที่เป็นผู้บริหารและกรรมการที่ไม่เป็นผู้บริหาร และระหว่างคณะกรรมการและฝ่ายจัดการ

บทบาทหน้าที่ของกรรมการผู้จัดการใหญ่

(1) กำกับดูแลการบริหารงานของบริษัทและบริษัทย่อยให้สอดคล้องกับวิสัยทัศน์ พันธกิจ ค่านิยม นโยบายของคณะกรรมการ มติของผู้ถือหุ้น ข้อบังคับและวัตถุประสงค์ของบริษัทเพื่อให้การดำเนินงานของบริษัทและบริษัทย่อยเกิดประสิทธิภาพสูงสุดและชอบด้วยกฎหมาย

(2) บริหารจัดการและควบคุมดูแลการบริหารงานทั่วไปของบริษัทและบริษัทย่อยเพื่อให้เป็นไปตามวัตถุประสงค์นโยบาย ระเบียบ ข้อบังคับของบริษัท ตลอดจนติดตามการดำเนินงาน ของฝ่ายจัดการเพื่อรายงานความก้าวหน้าของผลประกอบการดำเนินงานของฝ่ายจัดการเพื่อรายงานความก้าวหน้าของผลการดำเนินงานและผลประกอบการของบริษัทและบริษัทย่อยต่อคณะกรรมการอย่างสม่ำเสมอ

(3) กำหนดนโยบายในการบริหารทรัพยากรบุคคลและสนับสนุนการดำเนินงานในทุกหน่วยงานให้เป็นไปตามแนวทางที่คณะกรรมการกำหนดเพื่อให้สามารถพัฒนาและใช้ศักยภาพที่มีอยู่ได้อย่างเต็มที่และมีประสิทธิภาพ

(4) ให้คำแนะนำและถ่ายทอดประสบการณ์ในการดำเนินธุรกิจให้แก่ผู้บริหารและพนักงานเพื่อให้เกิดประโยชน์ต่อการดำเนินงานของบริษัทและบริษัทย่อย

(5) บริหารจัดการด้านการเงินและใช้จ่ายงบประมาณของบริษัทและบริษัทย่อยให้เกิดประโยชน์และมีประสิทธิภาพสูงสุด

(6) ปฏิบัติงานอื่นใดที่ได้รับมอบหมายตามมติที่ประชุมคณะกรรมการ และ/หรือมติของที่ประชุมผู้ถือหุ้น ของบริษัทและบริษัทย่อย ทั้งนี้ ภายใต้วัตถุประสงค์ ข้อบังคับของบริษัท และกฎหมายที่เกี่ยวข้อง

ทั้งนี้ บริษัทได้กำหนดหน้าที่และความรับผิดชอบของกรรมการไว้ดังนี้

4.1 หน้าที่และความรับผิดชอบของคณะกรรมการ

4.1.1 บริหารกิจการให้เป็นไปเพื่อประโยชน์ที่ดีที่สุดแก่ผู้ถือหุ้น (Fiduciary Duty) โดยยึดถือแนวปฏิบัติสำคัญ 4 ประการคือ

(1) การปฏิบัติหน้าที่ด้วยความรับผิดชอบระมัดระวังและรอบคอบ (Duty of Care)

(2) การปฏิบัติหน้าที่ด้วยความซื่อสัตย์สุจริต (Duty of Loyalty)

(3) การปฏิบัติตามกฎหมาย วัตถุประสงค์ ข้อบังคับของบริษัท มติคณะกรรมการ และมติที่ประชุมผู้ถือหุ้น (Duty of Obedience)

(4) การเปิดเผยข้อมูลต่อผู้ถือหุ้นอย่างถูกต้อง ครบถ้วน โปร่งใส ตรวจสอบได้ และทันเวลา (Duty of Disclosure)

4.1.2 กำหนดและทบทวนโครงสร้างคณะกรรมการในเรื่องจำนวนกรรมการ สัดส่วนกรรมการอิสระ รวมทั้งคุณสมบัติที่หลากหลายเพื่อให้เหมาะสมกับการดำเนินธุรกิจของบริษัท

4.1.3 กำหนดวิสัยทัศน์ พันธกิจ และกลยุทธ์ในการดำเนินธุรกิจของบริษัท โดยมีการทบทวนและอนุมัติอย่างสม่ำเสมอ

4.1.4 พิจารณาแผนหลักในการดำเนินงาน งบประมาณ เป้าหมายและนโยบายในการดำเนินธุรกิจตลอดจนพัฒนาขีดความสามารถของบริษัท

4.1.5 ติดตามดูแลให้มีการนำกลยุทธ์ของบริษัทไปปฏิบัติ และติดตามการวัดผลการดำเนินงานของบริษัท โดยกำหนด ให้มีการรายงานผลการดำเนินงานอย่างสม่ำเสมอ รวมทั้งให้นโยบาย เพื่อการพัฒนาและปรับปรุงการดำเนินงานของธุรกิจ โดยคำนึงถึงความปลอดภัยและสุขอนามัย ความรับผิดชอบต่อสังคมและสิ่งแวดล้อม ตลอดจนการพัฒนาบุคลากรของบริษัท

4.1.6 อุทิศเวลาโดยไม่แสวงหาผลประโยชน์แก่กรรมการหรือบุคคลอื่นและไม่ดำเนินการใด ๆ อันเป็นการขัดแย้งกับผลประโยชน์ของบริษัท

4.1.7 บริหารจัดการบริษัทให้เป็นไปตามกฎหมาย วัตถุประสงค์ ข้อบังคับของบริษัท มติคณะกรรมการและมติของที่ประชุมผู้ถือหุ้น ด้วยความรับผิดชอบ ระมัดระวังและรอบคอบ และความซื่อสัตย์สุจริตเพื่อประโยชน์สูงสุดของบริษัทและเป็นธรรมต่อผู้ที่เกี่ยวข้อง

4.1.8 กำหนดนโยบายบริหารความเสี่ยงและกำกับดูแลให้มีการบริหารความเสี่ยงที่มีประสิทธิผล รวมทั้งมีการทบทวนและประเมินระบบการจัดการความเสี่ยงอย่างสม่ำเสมอ

4.1.9 กำกับดูแลและพัฒนาบรรษัทภิบาลของบริษัทให้สอดคล้องกับแนวทางของสำนักงาน ก.ล.ต. และตลาดหลักทรัพย์ฯ เพื่อเป็นแนวทางในการดำเนินธุรกิจ ติดตามให้มีการปฏิบัติ และเป็นแบบอย่างในการปฏิบัติตามหลัก บรรษัทภิบาลและจรรยาบรรณ

4.1.10 ส่งเสริมให้พนักงานทุกระดับมีจิตสำนึกในจริยธรรมและคุณธรรม และปฏิบัติตามหลักบรรษัทภิบาลจรรยาบรรณ และนโยบายต่อต้านคอร์รัปชั่นของบริษัท พร้อมทั้งกำกับดูแลให้มีระบบการควบคุมภายในและการตรวจสอบภายในที่เหมาะสมเพื่อลดความเสี่ยงด้านการทุจริตและการใช้อำนาจโดยไม่ชอบ รวมทั้งป้องกันการกระทำผิดกฎหมาย

4.1.11 ดูแลผลประโยชน์ของผู้ถือหุ้นทั้งรายใหญ่และรายย่อยตามสิทธิอย่างเป็นธรรม ตลอดจนส่งเสริมให้ผู้ถือหุ้นสามารถใช้สิทธิในการดูแลรักษาผลประโยชน์ของตนและกำกับดูแลให้บริษัทเปิดเผยข้อมูลสำคัญอย่างถูกต้อง ครบถ้วน โปร่งใส ตรวจสอบได้ และทันเวลา

4.1.12 ตระหนักถึงบทบาทหน้าที่ความรับผิดชอบของคณะกรรมการ เคารพสิทธิและปฏิบัติต่อผู้ถือหุ้นและผู้มีส่วนได้เสียทุกฝ่ายอย่างเป็นธรรมและโปร่งใส กำกับดูแล ให้มีกระบวนการและช่องทางในการรับและจัดการกับข้อร้องเรียนของผู้ที่ประสงค์จะแจ้งเบาะแสหรือผู้มีส่วนได้เสียทุกฝ่ายอย่างมีประสิทธิผล และเปิดโอกาสให้ผู้มีส่วนได้เสียทุกฝ่ายสามารถติดต่อ ร้องเรียนในเรื่อง ที่อาจเป็นปัญหากับคณะกรรมการได้โดยตรง

4.1.13 พิจารณาแผนพัฒนาผู้บริหารระดับสูงและแผนสืบทอดกรรมการผู้จัดการใหญ่ และกำกับดูแลให้มีการประเมินผลการปฏิบัติงานของผู้บริหารระดับสูงที่มีประสิทธิผลเป็นประจำทุกปี และมีระบบการพิจารณากำหนดค่าตอบแทนแก่ผู้บริหารระดับสูงที่รอบคอบ โปร่งใส สอดคล้องกับความรับผิดชอบและผลการดำเนินงาน เพื่อก่อให้เกิดแรงจูงใจทั้งในระยะสั้นและระยะยาว

4.1.14 ประเมินผลการปฏิบัติหน้าที่ของคณะกรรมการเป็นประจำทุกปี โดยให้มีการประเมินผลการปฏิบัติงานเป็น 3 แบบ คือ ประเมินการปฏิบัติงานของคณะกรรมการโดยรวม (Entire Board) ประเมินตนเองเป็นรายบุคคล (Self-Assessment) และประเมินผลการปฏิบัติงานของประธานกรรมการ รวมทั้งติดตามผลการประเมินของคณะกรรมการ และคณะกรรมการชุดย่อยเพื่อพิจารณาร่วมกันในคณะกรรมการ และทบทวนแบบประเมินผลการปฏิบัติหน้าที่ของกรรมการ และกรรมการชุดย่อย เป็นประจำสม่ำเสมอ

4.1.15 กำกับดูแลให้มีกระบวนการสรรหาและเลือกตั้งบุคคลเป็นกรรมการอย่างโปร่งใส และมีการกำหนดค่าตอบแทนกรรมการและกรรมการชุดย่อยอย่างเหมาะสม

4.1.16 เข้าร่วมประชุมคณะกรรมการและการประชุมผู้ถือหุ้น เว้นแต่ในกรณีที่มีเหตุสุดวิสัย โดยกรรมการที่ไม่สามารถเข้าร่วมประชุมจะต้องแจ้งให้ประธานกรรมการหรือเลขานุการบริษัททราบล่วงหน้าก่อนการประชุมเป็นเวลาอันสมควร

4.1.17 พัฒนาความรู้ความสามารถในการปฏิบัติงานอย่างต่อเนื่อง เข้าอบรม หรือเข้าร่วมในหลักสูตรที่เกี่ยวข้องกับ การปฏิบัติหน้าที่กรรมการหรือกิจกรรมสัมมนาที่เป็นการเพิ่มพูนความรู้ในการปฏิบัติงานอย่างต่อเนื่อง

คณะกรรมการชุดย่อย (Sub-Committee)

คณะกรรมการจะจัดให้มีคณะกรรมการชุดย่อยต่าง ๆ เพื่อช่วยศึกษาและกลั่นกรองงานตามความจำเป็น โดยเฉพาะในกรณีที่ต้องอาศัยความเป็นกลางในการวินิจฉัย และกำหนดนโยบาย บทบาท หน้าที่รับผิดชอบ กระบวนการทำงาน เช่น การดำเนินการประชุมและการรายงานต่อคณะกรรมการไว้อย่างชัดเจน ซึ่งปัจจุบันนี้คณะกรรมการได้แต่งตั้งคณะกรรมการชุดย่อยไว้ทั้งหมด 3 ชุดด้วยกันดังนี้

(1) คณะกรรมการตรวจสอบ

(2) คณะกรรมการบริหาร

(3) คณะกรรมการสรรหาและพิจารณาค่าตอบแทน

4.2 ขอบเขตอำนาจหน้าที่ของคณะกรรมการตรวจสอบ

4.2.1 สอบทานให้บริษัทมีรายงานทางการเงินอย่างถูกต้องและเพียงพอ

4.2.2 สอบทานให้บริษัทมีระบบควบคุมภายใน (Internal Control) และระบบการตรวจสอบภายใน (Internal Audit) ที่เหมาะสมและมีประสิทธิผล

4.2.3 พิจารณาความเป็นอิสระของหน่วยงานตรวจสอบภายใน ตลอดจนให้ความเห็นชอบในการพิจารณาแต่งตั้งโยกย้าย เลิกจ้างหัวหน้าหน่วยงานตรวจสอบภายใน หรือหน่วยงานอื่นใดที่รับผิดชอบเกี่ยวกับการตรวจสอบภายใน

4.2.4 สอบทานให้บริษัทปฏิบัติตามกฎหมายว่าด้วยหลักทรัพย์และตลาดหลักทรัพย์ ข้อกำหนดของตลาดหลักทรัพย์แห่งประเทศไทย และกฎหมายที่เกี่ยวข้องกับธุรกิจของบริษัท

4.2.5 พิจารณาคัดเลือกเสนอแต่งตั้งบุคคลซึ่งมีความเป็นอิสระเพื่อทำหน้าที่เป็นผู้สอบบัญชีของบริษัท และเสนอค่าตอบแทนของบุคคลดังกล่าว รวมทั้ง เข้าร่วมประชุมกับผู้สอบบัญชี โดยไม่มีฝ่ายจัดการเข้าร่วมประชุมด้วยอย่างน้อยปีละ 1 ครั้ง

4.2.6 พิจารณารายการที่เกี่ยวโยงกัน หรือรายการที่อาจมีความขัดแย้งทางผลประโยชน์ให้เป็นไปตามกฎหมายและข้อกำหนดของตลาดหลักทรัพย์แห่งประเทศไทย ทั้งนี้ เพื่อให้มั่นใจว่ารายการดังกล่าวสมเหตุสมผลและเป็นประโยชน์สูงสุดต่อบริษัท

4.2.7 จัดทำรายงานของคณะกรรมการตรวจสอบ โดยเปิดเผยไว้ในรายงานประจำปีของบริษัท ซึ่งรายงานดังกล่าวต้องลงนามโดยประธานกรรมการตรวจสอบและต้องประกอบด้วยข้อมูลอย่างน้อย ดังต่อไปนี้

(ก) ความเห็นเกี่ยวกับความถูกต้อง ครบถ้วน เป็นที่เชื่อถือได้ของรายงานทางการเงินของบริษัท

(ข) ความเห็นเกี่ยวกับความเพียงพอของระบบควบคุมภายในของบริษัท

(ค) ความเห็นเกี่ยวกับการปฏิบัติตามกฎหมายว่าด้วยหลักทรัพย์และตลาดหลักทรัพย์ ข้อกำหนดของตลาดหลักทรัพย์หรือกฎหมายที่เกี่ยวข้องกับธุรกิจของบริษัท

(ง) ความเห็นเกี่ยวกับความเหมาะสมของผู้สอบบัญชี

(จ) ความเห็นเกี่ยวกับรายการที่อาจมีความขัดแย้งทางผลประโยชน์

(ฉ) จำนวนการประชุมคณะกรรมการตรวจสอบและการเข้าร่วมประชุมของกรรมการตรวจสอบแต่ละคน

(ช) ความเห็นหรือข้อสังเกตโดยรวมที่คณะกรรมการตรวจสอบได้รับจากการปฏิบัติหน้าที่ตามกฎบัตร (charter)

(ซ) รายการอื่นที่เห็นว่าผู้ถือหุ้นและผู้ลงทุนทั่วไปควรทราบ ภายใต้ขอบเขตหน้าที่และความรับผิดชอบที่ได้รับมอบหมาย จากคณะกรรมการ

4.2.8 ในการปฏิบัติหน้าที่ของคณะกรรมการตรวจสอบ หากพบหรือมีข้อสงสัยว่ามีรายการหรือการกระทำดังต่อไปนี้ ซึ่งอาจมีผลกระทบอย่างมีนัยสำคัญต่อฐานะการเงิน และผลการดำเนินงานของบริษัทให้ คณะกรรมการตรวจสอบรายงานต่อคณะกรรมการเพื่อดำเนินการปรับปรุงแก้ไขภายในเวลาที่คณะกรรมการตรวจสอบเห็นสมควร

(ก) รายการที่เกิดความขัดแย้งทางผลประโยชน์

(ข) การทุจริตหรือสิ่งผิดปกติหรือมีความบกพร่องที่สำคัญในระบบควบคุมภายใน

(ค) การฝ่าฝืนกฎหมายว่าด้วยหลักทรัพย์และตลาดหลักทรัพย์ ข้อกำหนด ของตลาดหลักทรัพย์แห่งประเทศไทยหรือกฎหมายที่เกี่ยวข้องกับธุรกิจของบริษัท หากคณะกรรมการหรือผู้บริหาร ไม่ดำเนินการให้มีการปรับปรุง แก้ไขภายในเวลาที่กำหนด กรรมการตรวจสอบรายใดรายหนึ่งอาจรายงานว่ามีรายการหรือการกระทำดังกล่าวต่อสำนักงาน ก.ล.ต. หรือ ตลาดหลักทรัพย์แห่งประเทศไทย

4.2.9 สนับสนุนและติดตามให้บริษัทมีระบบการบริหารความเสี่ยงอย่างมีประสิทธิภาพ

4.2.10 ปรับปรุงและแก้ไขกฎบัตรคณะกรรมการตรวจสอบ และนำเสนอต่อคณะกรรมการเพื่อพิจารณาอนุมัติ

4.2.11 เสนอและทบทวนนโยบายการกำกับดูแลกิจการของบริษัทประจำปีและให้คำแนะนำ เพื่อให้คณะกรรมการ พิจารณา

4.2.12 ให้คำแนะนำเกี่ยวกับแนวทางปฏิบัติที่ดีในการกำกับดูแลกิจการเพื่อให้คณะกรรมการพิจารณา

4.2.13 กำกับดูแลการปฏิบัติตามกฎหมายและระเบียบของบริษัท และ

4.2.14 ปฏิบัติการอื่นใดตามที่คณะกรรมการของบริษัทมอบหมาย ด้วยความเห็นชอบ จากคณะกรรมการ ตรวจสอบ โดยอาศัยอำนาจตามข้อบังคับของบริษัทและกฎหมาย

4.3 ขอบเขตอำนาจหน้าที่ของคณะกรรมการบริหาร

4.3.1 กำหนดนโยบาย เป้าหมาย กลยุทธ์ แผนการดำเนินงาน งบประมาณประจำปี และอำนาจการบริหารงานต่าง ๆ ของบริษัท เพื่อเสนอให้คณะกรรมการอนุมัติ

4.3.2 ควบคุม ดูแลการดำเนินธุรกิจของกลุ่มบริษัทให้เป็นไปตามนโยบาย เป้าหมาย กลยุทธ์ แผนการดำเนินงาน และงบประมาณประจำปีที่ได้รับอนุมัติจากคณะกรรมการอย่างมีประสิทธิภาพ และสอดคล้องกับ สภาพธุรกิจที่เปลี่ยนแปลงไปในแต่ละช่วงเวลา รวมถึงให้คำปรึกษาและคำแนะนำการบริหารจัดการแก่ผู้บริหารระดับสูง

4.3.3 พิจารณาอนุมัติการใช้จ่ายเงินเพื่อการลงทุน การจัดทำธุรกรรมทางการเงินกับสถาบันการเงิน เพื่อการเปิดบัญชีกู้ยืม จำนำ จำนอง ค้ำประกันและธุรกรรมอื่นใด รวมถึงการซื้อขาย จดทะเบียนกรรมสิทธิ์ที่ดิน จดทะเบียนอื่นใดที่เกี่ยวข้องเพื่อการทำธุรกรรมตามปกติของบริษัท ภายใต้อำนาจวงเงินที่ได้กำหนดไว้

4.3.4 กำหนดโครงสร้างองค์กรและการบริหารจัดการที่มีประสิทธิภาพ โดยครอบคลุมทั้งเรื่องการคัดเลือก การฝึกอบรม การว่าจ้าง และการเลิกจ้างพนักงานบริษัทที่เป็นคณะผู้บริหารหรือผู้บริหารระดับสูง โดยอาจมอบหมายให้กรรมการผู้จัดการใหญ่ของบริษัท หรือกรรมการผู้จัดการของบริษัทย่อย เป็นผู้มีอำนาจแทนบริษัทที่จะลงนามในสัญญาจ้างแรงงาน

4.3.5 กำกับดูแลและอนุมัติเรื่องที่เกี่ยวกับการดำเนินงานของบริษัท และอาจแต่งตั้งหรือมอบหมายให้บุคคลใดบุคคลหนึ่ง หรือหลายคนกระทำการอย่างหนึ่งอย่างใดแทนคณะกรรมการบริหาร ตามที่เห็นสมควรได้ โดยคณะกรรมการบริหารสามารถยกเลิก เปลี่ยนแปลง หรือแก้ไขอำนาจนั้น ๆ ได้

ทั้งนี้ การมอบหมายอำนาจหน้าที่และความรับผิดชอบของคณะกรรมการบริหารนั้น จะไม่มีลักษณะเป็นการมอบอำนาจหรือมอบอำนาจช่วง ที่ทำให้คณะกรรมการบริหาร หรือผู้รับมอบอำนาจจากคณะกรรมการบริหาร สามารถอนุมัติรายการที่ตนหรือบุคคลที่อาจมีความขัดแย้ง มีส่วนได้เสีย หรืออาจมีความขัดแย้งทางผลประโยชน์อื่นใดกับบริษัทหรือบริษัทย่อยของบริษัท ตามที่นิยามไว้ในประกาศคณะกรรมการกำกับหลักทรัพย์และตลาดหลักทรัพย์ ซึ่งการอนุมัติรายการในลักษณะดังกล่าวจะต้องเสนอต่อที่ประชุมคณะกรรมการ และ/หรือที่ประชุมผู้ถือหุ้น (แล้วแต่กรณี) เพื่อพิจารณาอนุมัติรายการดังกล่าว ตามที่ข้อบังคับของบริษัทและบริษัทย่อยของบริษัท หรือกฎหมายที่เกี่ยวข้องกำหนด ยกเว้นเป็นการอนุมัติรายการที่มีเงื่อนไขปกติทางธุรกิจที่มีการกำหนดขอบเขตที่ชัดเจน

4.3.6 พิจารณากลั่นกรองงานทุกประเภทที่เสนอต่อคณะกรรมการ ยกเว้นงานที่อยู่ภายใต้อำนาจหน้าที่ความรับผิดชอบ และ/หรือเป็นอำนาจของคณะกรรมการชุดย่อยอื่นของบริษัทที่จะเป็นผู้พิจารณากลั่นกรองเพื่อนำเสนอ คณะกรรมการโดยตรง

4.3.7 ปฏิบัติหน้าที่อื่นใดตามที่คณะกรรมการมอบหมาย

4.4 ขอบเขตอำนาจหน้าที่ของคณะกรรมการสรรหาและพิจารณาค่าตอบแทน

ด้านการสรรหา

4.4.1 กำหนดนโยบายและหลักเกณฑ์ในการสรรหาคณะกรรมการและคณะกรรมการชุดย่อย

4.4.2 พิจารณาโครงสร้าง ขนาด และองค์ประกอบของคณะกรรมการและคณะกรรมการชุดย่อย ให้มีความเหมาะสมกับธุรกิจของบริษัท

4.4.3 พิจารณากำหนดคุณสมบัติของผู้ที่ดำรงตำแหน่งกรรมการ โดยคำนึงถึงความหลากหลายทางด้านความรู้ ความเชี่ยวชาญ ทักษะ และประสบการณ์ที่เป็นประโยชน์ต่อการดำเนินธุรกิจของบริษัท

4.4.4 พิจารณาคัดเลือกกรรมการที่มีคุณสมบัติเหมาะสมเป็นกรรมการในคณะกรรมการ และคณะกรรมการชุดย่อย เพื่อเสนอคณะกรรมการพิจารณาแต่งตั้งตามความเหมาะสมหรือเมื่อมีตำแหน่งว่างลง

4.4.5 พิจารณาทบทวนแผนการสืบทอดตำแหน่ง (Succession Plan) ในตำแหน่ง กรรมการผู้จัดการใหญ่และผู้บริหารระดับสูงของบริษัท พร้อมทั้งรายชื่อผู้ที่เหมาะสมที่จะได้รับ การพิจารณาสืบทอดตำแหน่ง อย่างสม่ำเสมอ เพื่อเตรียมความพร้อมให้มีผู้สืบทอดงาน เพื่อให้การบริหารงานของบริษัทดำเนินไปอย่างต่อเนื่อง

4.4.6 ปฏิบัติหน้าที่อื่นใดตามที่คณะกรรมการมอบหมาย

ด้านการพิจารณาค่าตอบแทน

4.4.7 เสนอความเห็นต่อคณะกรรมการเกี่ยวกับโครงสร้างและองค์ประกอบค่าตอบแทน สำหรับกรรมการเป็นประจำทุกปี

4.4.8 เสนอหลักเกณฑ์การพิจารณาค่าตอบแทนอย่างเหมาะสมกับหน้าที่ความรับผิดชอบของกรรมการ โดยเชื่อมโยงค่าตอบแทนกับผลการประเมิน แผนธุรกิจ และผลการดำเนินงานของบริษัทโดยรวม นำเสนอให้คณะกรรมการเป็นผู้พิจารณาเพื่อให้ความเห็นชอบ ก่อนนำเสนอ ต่อที่ประชุมสามัญผู้ถือหุ้นเพื่อพิจารณาอนุมัติ

4.4.9 พิจารณาค่าตอบแทนพิเศษให้กับกรรมการตามความเหมาะสม ภายในวงเงินที่ได้รับอนุมัติจากที่ประชุมผู้ถือหุ้น

4.4.10 เสนอหลักเกณฑ์การจ่ายโบนัส การปรับอัตราเงินเดือน ของผู้บริหารระดับสูง ผู้บริหาร และพนักงานให้คณะกรรมการพิจารณาอนุมัติ

4.4.11 ปฏิบัติหน้าที่อื่นใดตามที่คณะกรรมการมอบหมาย

หมวดที่ 5 นโยบายและจรรยาบรรณเกี่ยวกับการบริหารและพัฒนาทรัพยากรบุคคล

กรรมการและผู้บริหารตระหนักดีว่าพนักงานเป็นทรัพยากรที่มีค่ามากที่สุดของบริษัทและเป็นปัจจัยสำคัญที่จะนำความสำเร็จและการเติบโตอย่างยั่งยืนมาสู่บริษัท กรรมการและผู้บริหารจึงมีแนวทางปฏิบัติดังนี้

(1) กรรมการและผู้บริหารจะบริหารค่าตอบแทนพนักงานให้เกิดความเป็นธรรมและเสมอภาคโดยคำนึงถึง ความรู้ความสามารถ ประสบการณ์ ความรับผิดชอบและผลการปฏิบัติงานของพนักงานแต่ละคน

(2) กรรมการและผู้บริหารจะจัดวางระบบการบริหารงานบุคคลเพื่อให้มีความสะดวกรวดเร็วและคล่องตัวในการทำงาน

(3) กรรมการและผู้บริหารจะส่งเสริมและสนับสนุนให้พนักงานหมั่นศึกษาหาความรู้ใหม่ ๆ เพิ่มเติม รวมทั้ง ให้พนักงานได้รับการอบรมทั้งภายในและภายนอกเพื่อพัฒนาตนเองอยู่เป็นประจำเพื่อเสริมสร้างประสิทธิภาพและประสิทธิผลในการทำงาน

(4) กรรมการและผู้บริหารจะส่งเสริมและสนับสนุนให้พนักงานมีคุณภาพชีวิตในการทำงานที่ดี มีความปลอดภัย และมีสุขอนามัยที่ดี

(5) กรรมการและผู้บริหารจะส่งเสริมและสนับสนุนในการรักษาบุคลากรที่มีศักยภาพไว้กับบริษัท พนักงาน ที่มีความสามารถและมีศักยภาพสูงในการทำงานจะได้รับโอกาสที่ดีและความก้าวหน้าในสายอาชีพ หรือ Career Path

หมวดที่ 6 นโยบายและจรรยาบรรณเกี่ยวกับรายการทางบัญชีและการเงิน

(1) การบันทึกรายการทางบัญชีและการเงินจะต้องถูกต้องครบถ้วนตามความเป็นจริงและตรวจสอบได้

(2) การบันทึกรายการทางบัญชีและการเงินจะต้องมีเอกสารหลักฐานที่เพียงพอเพื่อประกอบการบันทึกรายการให้ถูกต้องครบถ้วนตามความเป็นจริง

(3) บุคลากรด้านบัญชีจะต้องปฏิบัติตามกฎหมายและข้อบังคับที่เกี่ยวข้องเพื่อให้การจัดทำบัญชีและการบันทึกรายการทางบัญชีและการเงินเป็นไปอย่างถูกต้องครบถ้วน

หมวดที่ 7 นโยบายและจรรยาบรรณเกี่ยวกับการควบคุมภายใน

บริษัทกำหนดให้มีระบบการควบคุมภายในที่ดีมีประสิทธิภาพ อยู่ในระดับความเสี่ยงที่ยอมรับได้ และเหมาะสมกับสถานการณ์ต่าง ๆ ที่เกิดขึ้น โดยมีการติดตามประเมินผลเป็นระยะ ๆ เพื่อปรับปรุงให้มาตรการควบคุมต่าง ๆ มีความเหมาะสมกับสถานการณ์และสภาพแวดล้อมที่แปรเปลี่ยนไป ดังนั้น บริษัทจึงมีแนวทางปฏิบัติสำหรับนโยบายและจรรยาบรรณดังต่อไปนี้

(1) ให้ผู้บริหารและพนักงานตระหนักถึงความสำคัญของการควบคุมภายใน

(2) กำหนดมาตรฐาน รูปแบบ และวิธีการควบคุมภายในที่เหมาะสมกับสถานการณ์ต่าง ๆ ที่เกิดขึ้น

(3) ให้ผู้บริหารและพนักงานจัดการให้เกิดความสมดุลระหว่างความคล่องตัวในการปฏิบัติงานกับระดับความเพียงพอของการควบคุมภายในที่มีประสิทธิภาพ และได้รับประโยชน์คุ้มค่า กับค่าใช้จ่ายในการควบคุมภายใน

(4) บุคลากรทุกระดับต้องให้ความสำคัญกับการปฏิบัติตามมาตรการควบคุมภายในทุกมาตรการที่บริษัทจัดให้มีขึ้น

หมวดที่ 8 นโยบายและจรรยาบรรณเกี่ยวกับการทำรายการที่เกี่ยวโยงกัน

บริษัทจะพิจารณาการดำเนินการเกี่ยวกับรายการที่เกี่ยวโยงกันอย่างถูกต้องและโปร่งใส และจะเปิดเผยข้อมูลเรื่องดังกล่าวอย่างเพียงพอ บริษัทจึงแนวทางปฏิบัติดังนี้

(1) กรรมการ ผู้บริหาร และพนักงานต้องแจ้งให้บริษัททราบถึงความสัมพันธ์หรือรายการที่เกี่ยวโยงกันในกิจการที่อาจก่อให้เกิดความขัดแย้งทางผลประโยชน์กับบริษัท

(2) กรรมการ ผู้บริหาร และพนักงานจะทำรายการที่เกี่ยวโยงกันได้ก็ต่อเมื่อได้รับอนุมัติจากที่ประชุมคณะกรรมการ ซึ่งจะต้องไม่มีกรรมการหรือผู้บริหารที่มีผลประโยชน์เกี่ยวข้อง เข้าร่วมพิจารณาอนุมัติรายการนั้นด้วย และต้องไม่มีข้อกำหนดและเงื่อนไขเป็นกรณีพิเศษที่ผิดไปจากกรณีปกติทั่วไป

(3) ในกรณีที่มีรายการเกี่ยวโยงกันที่อยู่ภายใต้การอนุมัติของฝ่ายจัดการ หน่วยงานที่เกี่ยวข้องจะต้องนำเสนอเรื่องดังกล่าวให้คณะกรรมการตรวจสอบสอบทานความสมเหตุสมผลของรายการดังกล่าว

(4) ในกรณีที่มีรายการเกี่ยวโยงกันที่อยู่ภายใต้การอนุมัติของคณะกรรมการหรือผู้ถือหุ้น หน่วยงานที่เกี่ยวข้องจะต้องนำเสนอเรื่องดังกล่าวให้คณะกรรมการตรวจสอบทำการสอบทานความสมเหตุสมผลของรายการดังกล่าว และเสนอให้คณะกรรมการ หรือที่ประชุมผู้ถือหุ้นพิจารณาอนุมัติ แล้วแต่กรณี

(5) บริษัทจะเปิดเผยรายการเกี่ยวโยงกันไว้ในแบบแสดงรายการข้อมูลประจำปี (แบบ 56-1) และรายงานประจำปี(แบบ 56-2) หรือแบบรายงานอื่น แล้วแต่กรณี

(6) กำหนดให้มีการสอบทานรายการที่เกี่ยวโยงกันตามแผนงานตรวจสอบโดยหน่วยงานตรวจสอบภายใน ซึ่งต้องรายงานต่อคณะกรรมการตรวจสอบ และมีมาตรการควบคุม ตรวจสอบดูแลให้มีการสุ่มสอบทานว่ามีการทำรายการจริง ถูกต้องตรงตามสัญญาหรือนโยบายหรือเงื่อนไขที่กำหนดไว้

หมวดที่ 9 นโยบายและจรรยาบรรณเกี่ยวกับการต่อต้านการทุจริตคอร์รัปชั่น

บริษัทมีนโยบายต่อต้านการทุจริตคอร์รัปชั่นทุกรูปแบบ โดยกรรมการ ผู้บริหาร และพนักงานทุกคนจะไม่เข้ามีส่วนเกี่ยวข้อง หรือมีส่วนร่วมในการทุจริตคอร์รัปชั่นใด ๆ จะไม่ติดสินบนหรือรับสินบนหรือแสวงหาประโยชน์ใด ๆ โดยไม่ชอบด้วยกฎหมายและศีลธรรมอันดีในทุกรูปแบบไม่ว่าโดยทางตรงหรือทางอ้อม และจัดให้มีการสอบทานการปฏิบัติตามนโยบายต่อต้านคอร์รัปชั่นอยู่เป็นประจำ ดังนั้น บริษัทจึงมีแนวทางปฏิบัติสำหรับนโยบายและจรรยาบรรณดังต่อไปนี้

(1) กรรมการ ผู้บริหาร และพนักงานทุกระดับต้องปฏิบัติตามนโยบายการต่อต้านคอร์รัปชั่น โดยจะไม่มีส่วนเกี่ยวข้องหรือมีส่วนร่วมกับการทุจริตคอร์รัปชั่นไม่ว่าโดยทางตรงหรือทางอ้อม

(2) พนักงานของบริษัททุกระดับจะต้องตระหนักว่าการทุจริตคอร์รัปชั่นเป็นสิ่งที่ยอมรับไม่ได้ในวัฒนธรรมองค์กรของบริษัท

(3) พนักงานผู้มีส่วนเกี่ยวข้องหรือมีส่วนร่วมกับการทุจริตคอร์รัปชั่นจะต้องได้รับโทษทางวินัยและตามกฎหมาย

(4) หากพนักงานคนใดพบเห็นการกระทำที่อาจเข้าข่ายทุจริตคอร์รัปชั่นที่เกี่ยวข้องกับบริษัท พนักงานจะต้องแจ้งให้บริษัททราบโดยไม่ชักช้าและให้ความร่วมมือในการตรวจสอบข้อเท็จจริงต่าง ๆ ที่เกี่ยวข้อง

ทั้งนี้ บริษัทจะเก็บเรื่องการแจ้งเบาะแสและชื่อของผู้แจ้งไว้เป็นความลับเพื่อความปลอดภัยในชีวิตและทรัพย์สินของผู้แจ้งเบาะแส

หมวดที่ 10 นโยบายและจรรยาบรรณเกี่ยวกับการไม่ละเมิดทรัพย์สินทางปัญญา

บริษัทมีนโยบายและจรรยาบรรณไม่สนับสนุนการดำเนินการใด ๆ อันมีลักษณะเป็นการละเมิดทรัพย์สินทางปัญญาตามแนวทางปฏิบัติดังนี้

(1) ผลงานที่เกิดจากการปฏิบัติงานตามหน้าที่ของผู้บริหารและพนักงานจะเป็น ทรัพย์สินทางปัญญาของบริษัท

(2) บริษัทไม่อนุญาตให้พนักงานนำผลงานหรือซอฟต์แวร์หรือโปรแกรมคอมพิวเตอร์ใด ๆ ที่ละเมิดทรัพย์สิน ทางปัญญามาใช้ในงานของบริษัท

หมวดที่ 11 นโยบายและจรรยาบรรณเกี่ยวกับการไม่ละเมิดสิทธิมนุษยชน

บริษัทมีนโยบายและจรรยาบรรณไม่ละเมิดสิทธิมนุษยชนโดยบริษัทจะไม่กระทำการใด ๆ อันเป็นการกีดกันหรือเลือกปฏิบัติกับบุคคลอันเนื่องมาจากเพศ เชื้อชาติ ศาสนา สถานะของบุคคล ฐานะทางเศรษฐกิจหรือสังคม ฯลฯ และจะนำนโยบายและจรรยาบรรณดังกล่าวมาใช้ในการจ้างงาน การมอบหมายงาน การเลื่อนตำแหน่ง และการให้ค่าตอบแทนในการทำงาน

บริษัทต่อต้านการกระทำใดอันเป็นการแสวงหาผลประโยชน์จากการค้ามนุษย์ การใช้แรงงานเด็ก ซึ่งมีอายุต่ำกว่าเกณฑ์ที่กฎหมายแรงงานกำหนดไว้ และจะไม่ทำธุรกรรม กับบุคคลใดที่ละเมิดสิทธิมนุษยชนดังกล่าว

หมวดที่ 12 นโยบายและจรรยาบรรณเกี่ยวกับการแจ้งเบาะแส

หากพนักงานคนใดพบเห็นการกระทำที่อาจเข้าข่ายทุจริตคอร์รัปชั่นที่เกี่ยวข้องกับบริษัท พนักงานจะต้องแจ้งให้บริษัททราบโดยไม่ชักช้าและให้ความร่วมมือในการตรวจสอบข้อเท็จจริงต่าง ๆ ที่เกี่ยวข้อง

ทั้งนี้ บริษัทจะเก็บเรื่องการแจ้งเบาะแสและชื่อของผู้แจ้งไว้เป็นความลับเพื่อความปลอดภัยในชีวิตและทรัพย์สินของผู้แจ้งเบาะแส

หมวดที่ 13 นโยบายและจรรยาบรรณเกี่ยวกับความปลอดภัย อาชีวอนามัยและสภาพแวดล้อมในการทำงาน

บริษัทมีความห่วงใยต่อความปลอดภัยในชีวิต และสุขอนามัยของพนักงานทุกคน บริษัทจึงแสดงเจตนารมณ์ อย่างแน่วแน่ที่จะส่งเสริม และสร้างสรรค์ให้มีการทำงานอย่างปลอดภัย โดยถือว่าความปลอดภัยในการทำงานเป็นความปรารถนาอย่างยิ่งของบริษัท ดังนั้น บริษัทจึงเห็นสมควรให้มีการดำเนินงานด้านความปลอดภัย อาชีวอนามัยและสภาพแวดล้อมในการทำงาน ควบคู่ไปกับหน้าที่ประจำของพนักงาน โดยมีความเชื่อมั่นว่าอุบัติเหตุ และการเจ็บป่วยที่เกิดขึ้นในการทำงานเป็นสิ่งที่สามารถป้องกันได้ บริษัทจึงมีนโยบายดังนี้

(1) บริษัทถือว่าความปลอดภัยในการทำงานเป็นหน้าที่รับผิดชอบของพนักงานทุกคน

(2) บริษัทจะให้การสนับสนุนทุกวิถีทางที่จะก่อให้เกิดความปลอดภัยในการทำงาน

(3) บริษัทกำหนดให้ผู้บังคับบัญชาทุกคนต้องมีหน้าที่รับผิดชอบในความปลอดภัยของผู้ใต้บังคับบัญชา และควบคุมให้ปฏิบัติตามกฎระเบียบและข้อบังคับด้านความปลอดภัยในการทำงานอย่างเคร่งครัด

(4) บริษัทจะส่งเสริมให้พนักงานได้รับการอบรม เพิ่มทักษะความรู้ในการทำงานเพื่อนำไปปฏิบัติงานได้อย่างปลอดภัย

(5) บริษัทจะถือปฏิบัติตามกฎหมาย และมาตรฐานความปลอดภัยในการทำงานเป็นสำคัญ

(6) บริษัทกำหนดให้ผู้รับเหมาหรือผู้มีหน้าที่รับผิดชอบงานก่อสร้างต้องปฏิบัติหน้าที่ของตนให้เกิดความปลอดภัยตามกฎระเบียบ และข้อบังคับด้านความปลอดภัยในการทำงานที่บริษัทกำหนดขึ้นโดยเคร่งครัด

(7) บริษัทจะดำเนินงานด้านความปลอดภัยในการทำงาน การปรับปรุงแก้ไขสถานการณ์การทำงานให้มีความปลอดภัย และการติดตามผลการดำเนินงานอย่างต่อเนื่อง

(8) บริษัทจะดำเนินการเพิ่มช่องทางในการสื่อสารด้านความปลอดภัยให้กับพนักงานทุกระดับ

หมวดที่ 14 นโยบายและแผนการสืบทอดตำแหน่งของผู้บริหาร

บริษัทมีแผนการคัดเลือกบุคลากรที่จะเข้ามารับผิดชอบในตำแหน่งงานบริหารที่สำคัญทุกระดับให้เป็นไปอย่างเหมาะสม และโปร่งใส เพื่อให้มั่นใจว่าบริษัทได้ผู้บริหารที่มีความเป็นมืออาชีพ โดยมีคณะกรรมการสรรหาและพิจารณาค่าตอบแทนเป็นผู้จัดทำแผนสืบทอดตำแหน่งกรรมการผู้จัดการใหญ่ และผู้ช่วยกรรมการผู้จัดการใหญ่ ของบริษัทเพื่อเสนอให้คณะกรรมการเป็นผู้พิจารณาดังนี้

1. การรักษาการตำแหน่งที่สาคัญระหว่างการสรรหาผู้สืบทอดตำแหน่ง

เมื่อตำแหน่งผู้บริหารระดับกรรมการผู้จัดการใหญ่ หรือผู้ช่วยกรรมการผู้จัดการใหญ่ว่างลง หรือผู้ที่ดำรงตำแหน่ง ดังกล่าวไม่สามารถปฏิบัติหน้าที่ได้ไม่ว่าด้วยเหตุใด ๆ บริษัทมีระบบให้ผู้บริหารในระดับใกล้เคียงหรือระดับรองหรือผู้ช่วยของบุคคลในตำแหน่งดังกล่าวเป็นผู้รักษาการในตำแหน่งในระหว่างการสรรหาและคัดเลือกบุคคลที่มีคุณสมบัติตามหลักเกณฑ์ที่บริษัทกำหนด โดยจะต้องเป็นผู้มีวิสัยทัศน์ ความรู้ความสามารถและประสบการณ์ ความเหมาะสมกับตำแหน่งดังกล่าว

2. แผนการสืบทอดตำแหน่ง

บริษัทจะวิเคราะห์สถานการณ์การประกอบธุรกิจของบริษัทในด้านกลยุทธ์ของบริษัท นโยบาย แผนการลงทุน แผนงานขยายธุรกิจ ประเมินความพร้อมของกำลังคนให้สอดคล้องกับกลยุทธ์ของบริษัท ทั้งในระยะสั้นและระยะยาว กำหนดแผนสร้างความพร้อมของกำลังคน โดยจะพัฒนาพนักงานหรือสรรหาพนักงานเพื่อเตรียมทดแทนผู้ที่พ้นจากตำแหน่ง จัดทำแผนสรรหาพนักงาน (Recruitment Plan) และแผนฝึกอบรมและพัฒนาพนักงาน (Employee Training and Development) ไว้ล่วงหน้าก่อนพนักงานจะเกษียณอายุงาน หรือลาออกจากตำแหน่ง กำหนดความสามารถ (Competencies) หมายถึง ความรู้ ทักษะ บุคลิกภาพ และทัศนคติที่พึงปรารถนาของพนักงานในตำแหน่งนั้น ๆ และจัดทำแผนพัฒนาเป็นรายบุคคล (Individual Development Plan) คัดเลือก ประเมินผลงาน และประเมินศักยภาพของพนักงานเพื่อพิจารณาตามความเหมาะสม มีการทดสอบ และประเมินผล เพื่อวิเคราะห์ศักยภาพของบุคลากร ระบุผู้สืบทอดตำแหน่ง จากการประเมินและวิเคราะห์ศักยภาพ ผลงาน ของพนักงาน โดยมีการแจ้งให้พนักงานทราบล่วงหน้า เพื่อเตรียมรับมอบและเรียนรู้งาน และกำหนดผู้สืบทอดสำรอง พัฒนาและประเมินพนักงานที่คาดว่า จะเป็นผู้สืบทอดตำแหน่ง ว่าจะสามารถมีพัฒนาการ และสร้างผลงาน ตามที่คาดหวังได้จริง ซึ่งหากไม่เป็นไปตามที่คาดหมายแล้วยังสามารถเปลี่ยนผู้สืบทอดตำแหน่งได้

นอกจากนั้น บริษัทยังมีแผนการหมุนเวียนการทำงาน (Job Rotation) สำหรับให้พนักงานในตำแหน่งสำคัญของบริษัทให้ได้มีโอกาสเรียนรู้งานในฝ่ายอื่น รวมทั้งอาจจะให้เข้าร่วม ประชุมคณะกรรมการหรือคณะกรรมการชุดย่อย แล้วแต่กรณีเพื่อเป็นการเตรียมความพร้อม ให้แก่ผู้ที่จะสืบทอดตำแหน่งตามที่บริษัทพิจารณาเห็นสมควร

หมวด 15 นโยบายเกี่ยวกับการประชุมคณะกรรมการ

(1) บริษัทจะจัดให้มีการประชุมคณะกรรมการอย่างน้อย 4 ครั้งต่อปี ซึ่งที่ประชุมคณะกรรมการอย่างน้อยหนึ่งครั้ง จะหารือกันในระหว่างกรรมการอิสระ (Independent Directors) และกรรมการที่ไม่ได้เป็นผู้บริหาร (Non-Executive Directors) โดยไม่มีฝ่ายจัดการเข้าร่วมประชุมด้วย

(2) คณะกรรมการจะได้รับหนังสือเชิญประชุมคณะกรรมการเป็นการล่วงหน้าอย่างน้อย 7 วัน เว้นแต่ในกรณีที่มีเหตุจำเป็นเร่งด่วนเพื่อสิทธิและประโยชน์ของบริษัท หนังสือเชิญประชุมดังกล่าวอาจจะสั้นกว่า 7 วันได้

(3) ประธานกรรมการ และกรรมการผู้จัดการใหญ่จะร่วมกันพิจารณากำหนดระเบียบวาระการประชุม ในขณะที่กรรมการแต่ละคนมีสิทธิเสนอเรื่องใด ๆ เพื่อให้ที่ประชุมคณะกรรมการพิจารณาได้ ในกรณีที่ประธานกรรมการ เป็นผู้บริหารระดับสูงของบริษัทด้วย ประธานกรรมการจะหารือเรื่องระเบียบวาระการประชุมคณะกรรมการกับประธานกรรมการตรวจสอบ หรือกรรมการอิสระตามความเหมาะสมด้วย

หมวด 16 นโยบายและขั้นตอนเกี่ยวกับการประเมินคณะกรรมการ

นโยบาย

เพื่อปฏิบัติให้เป็นไปตามแนวทางของสำนักงาน ก.ล.ต. และตลาดหลักทรัพย์ของประเทศไทย ในเรื่องเกี่ยวกับการกำกับดูแลกิจการ และเพื่อประสิทธิภาพของคณะกรรมการ จึงเป็นการสมควรสำหรับบริษัทที่จะกำหนดนโยบาย และขั้นตอนเพื่อการประเมินคณะกรรมการ คณะกรรมการชุดย่อย และกรรมการแต่ละคน เพื่อดำเนินการประเมินเป็นรายปี

ขั้นตอน

ขั้นตอนที่ 1 เลขานุการบริษัทส่งแบบฟอร์มประเมินให้แก่กรรมการทุกคน

ขั้นตอนที่ 2 กรรมการกรอกแบบฟอร์มประเมิน

ขั้นตอนที่ 3 กรรมการส่งคืนแบบฟอร์มประเมินให้แก่เลขานุการบริษัท

ขั้นตอนที่ 4 เลขานุการบริษัทจะสรุปย่อแบบฟอร์มประเมิน และให้จัดทำรายงานและส่งแบบฟอร์มให้แก่ประธานกรรมการ

ขั้นตอนที่ 5 ประธานกรรมการแจ้งผลการประเมินไปยังประธานกรรมการตรวจสอบ ประธานกรรมการบริหาร และประธานกรรมการสรรหาและพิจารณาค่าตอบแทน กรรมการ และคณะกรรมการชุดย่อยอื่น (ถ้ามี)

Attachment 6 :Report of the Audit Committee

The Audit Committee consists of 3 members who are independent directors and exercise duties with independence, knowledge, abilities, and experiences in auditing financial reports, internal control systems, and relevant reviews. They also possess business knowledge and insights, and qualities as specified in the Notification of the Capital Market Supervisory Board and the Notification of the Stock Exchange of Thailand Re: Qualifications and Scope of Work of the Audit Committee B.E. 2558 (A.D. 2015).The Audit Committee's composition is as follows:

1. Mr. Anuwat Maytheewibulwut Chairman of the Audit Committee

2. Ms. Anchalee Bunsongsikul Audit Committee

3. Mr. Dan Sornmani Audit Committee

In 2021, there were 5 Audit Committee meetings. The following are details of meeting attendance of each Audit Committee member:

1. Mr. Anuwat Maytheewibulwut Attended 5 meetings

2. Ms. Anchalee Bunsongsikul Attended 5 meetings

3. Mr. Dan Sornmani Attended 4 meetings

(The Board of Directors at the meeting No. 1/2021, dated February 22, 2021, resolved to appoint Mr. Dan Sornmani as the Company's director and member of the Audit Committee, effective from February 23, 2021 onwards.)

The material duties of the Audit Committee can be summarized as followed:

1. Review of Quarterly and Annually Financial Statements

The Audit Committee reviewed accuracy of quarterly and annually financial statements and disclosures in the notes to the financial statements as audited by the auditor. The Audit Committee inquired the auditor for opinion to ensure that the financial statements were materially accurate and complete in accordance with accounting standards and can be disclosed to the public or related parties.

2. Review of Internal Control System

The Audit Committee placed importance on the principles of good corporate governance, risk management, and internal control by promoting a corporate culture with a focus on a good internal control. The Committee also reviewed the Internal Audit Office's assessment results of the internal control system efficiency and effectiveness for the group-wide work processes based on international standards on a quarterly basis. The Committee provided

additional recommendations to enhance the Company's operational efficiency and effectiveness.

Furthermore, the Committee consistently monitored the management to ensure that corrective

actions were undertaken as recommended and consistent improvements were made to ensure that the operations were in line and appropriate with the current business circumstance.

3. Review of Compliance with Laws, Regulations, and Others Requirements Relevant to the Business

The Audit Committee reviewed the Company's compliance with laws relating to the business operations, the Securities and Exchange (SEC) Act, and the Stock Exchange of Thailand (SET)'s requirements.

4. Supervision of the internal audit .

The Audit Committee considered the annual risk based internal audit plan and scope of audit, taking into consideration the existing controls implemented internally, past audit results, corporate risk assessment results, and management interviews to identify any needs or concerns by providing recommendations and following up on remedial action on significant issues to achieve good governance and adequate internal control.

5. Review of related party transactions or transactions that may have conflicts of interest

The Audit Committee reviewed a number of related party transactions across the Group to ensure that the transactions met the SET's and the SEC's requirements based on justification and the Company's ultimate interest, and were approved by those free of a conflict of interest. The Company's policies regarding a conflict of interest and management of subsidiaries' operations were in place.

6. Review the performance of the auditors, selection and proposal for appointment of the Company's external auditors

The Audit Committee considered the requirements for hiring auditors to select and nominate the auditors for 2022. In so doing, the Committee reviewed the auditors' qualifications and found them to be correct and complete. Thus, the Committee resolved to propose the matter to the Board of Directors for consideration and endorsement before further submission thereof to the 2022 Annual General Meeting of Shareholders for approval.

Based on due consideration of the nature of non audit services performed by the auditors hired by the internal functions of the Company and its subsidiaries, the Committee opined that such services did not affect the auditors' independence in auditing the Company's financial reports.

7. Self-Assessment and Review of Audit Committee's Charter and Manual

The Audit Committee conducted an annual performance assessment by using a self-assessment form according to the principles of good corporate governance to ensure that they performed duties completely as assigned and in line with the SET's best practice, and reported the results to the Board of Directors for consideration. The self-assessment rating was "very good." The Committee reviewed and revised its Charter and Manual to keep up with the changing situation and presented the matter to the Board of Directors' meeting for approval.

In conclusion, the Audit Committee performed its duties in full compliance with the Charter's requirements as approved by the Board of Directors and in line with the SEC's and the SET's requirements. The Committee agreed with the auditors that the Company's financial reports were presented fairly in all material respects in accordance with Thailand's generally accepted accounting standards; and that the Company provided appropriate and effective internal controls and audits while strictly complying with applicable laws, rules, regulations, and directives. Throughout 2021, there were no material problems or weaknesses found in the operations. In addition, the Company constantly improved its operations to ensure alignment and appropriateness with the current business environment.



Mr. Anuwat Maytheewibulwut
Chairman of the Audit Committee

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