

ANNUAL REPORT 2021

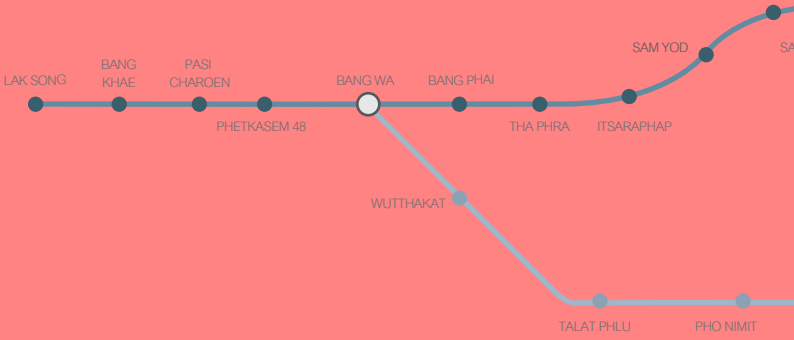
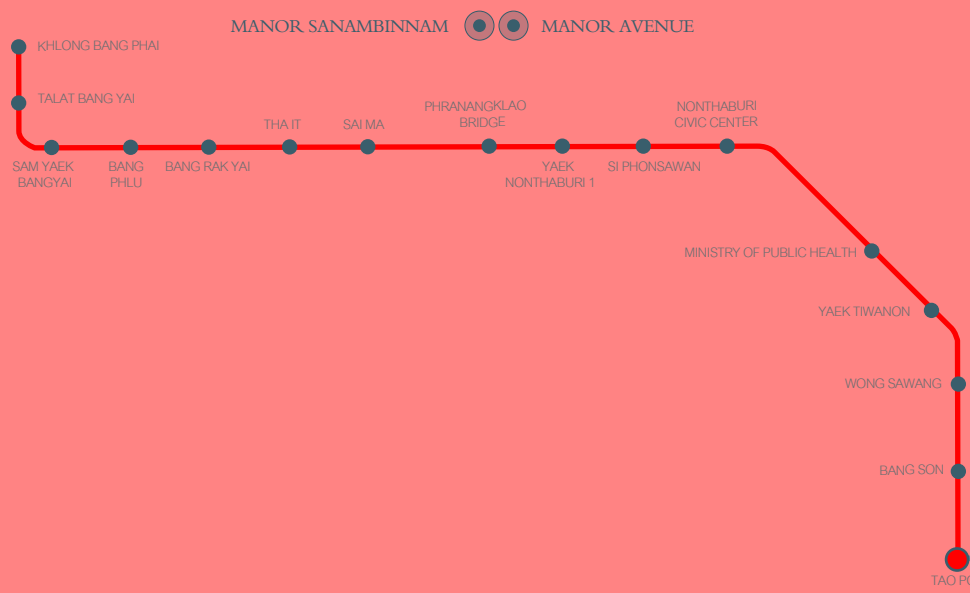
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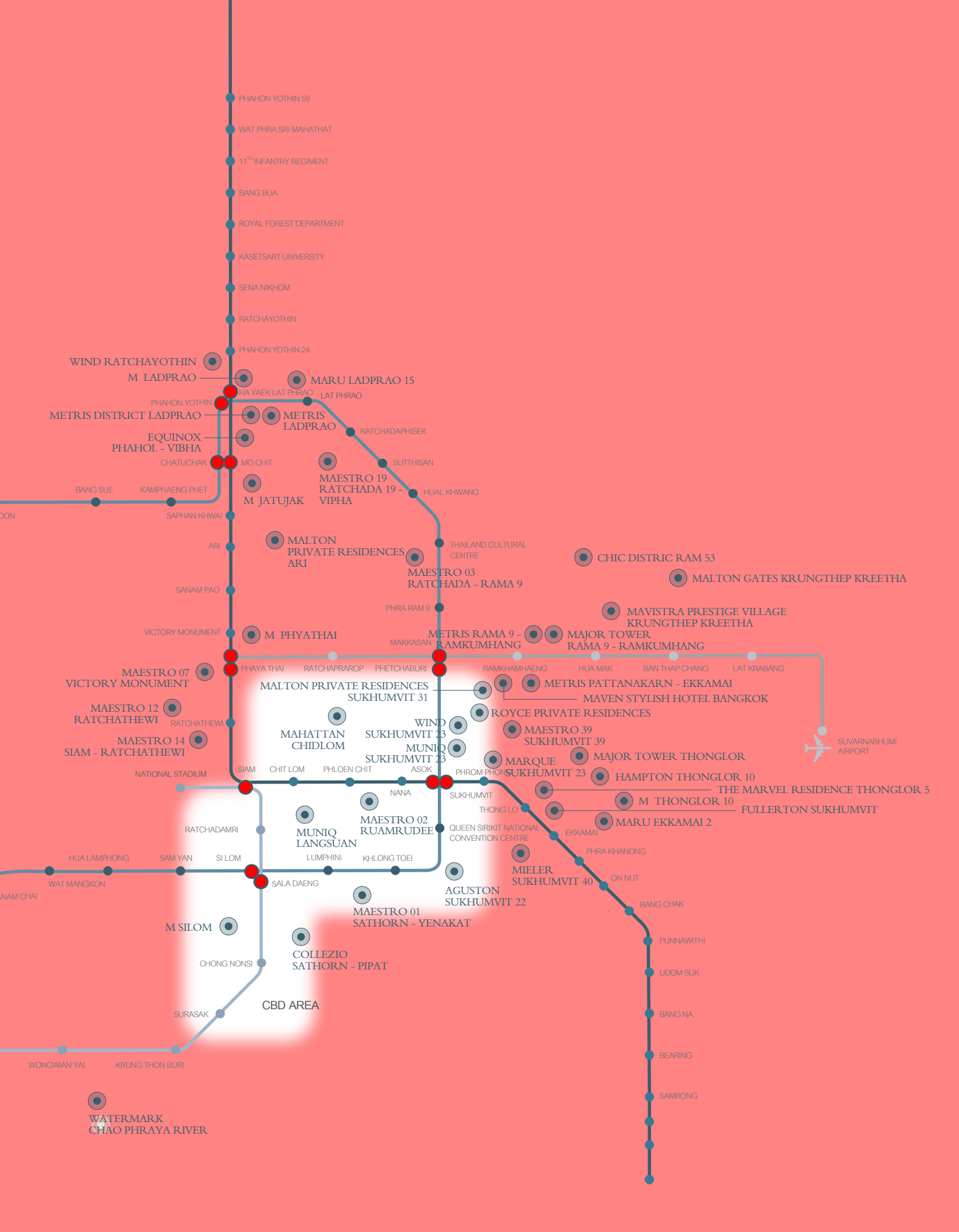
MAJOR
DEVELOPMENT

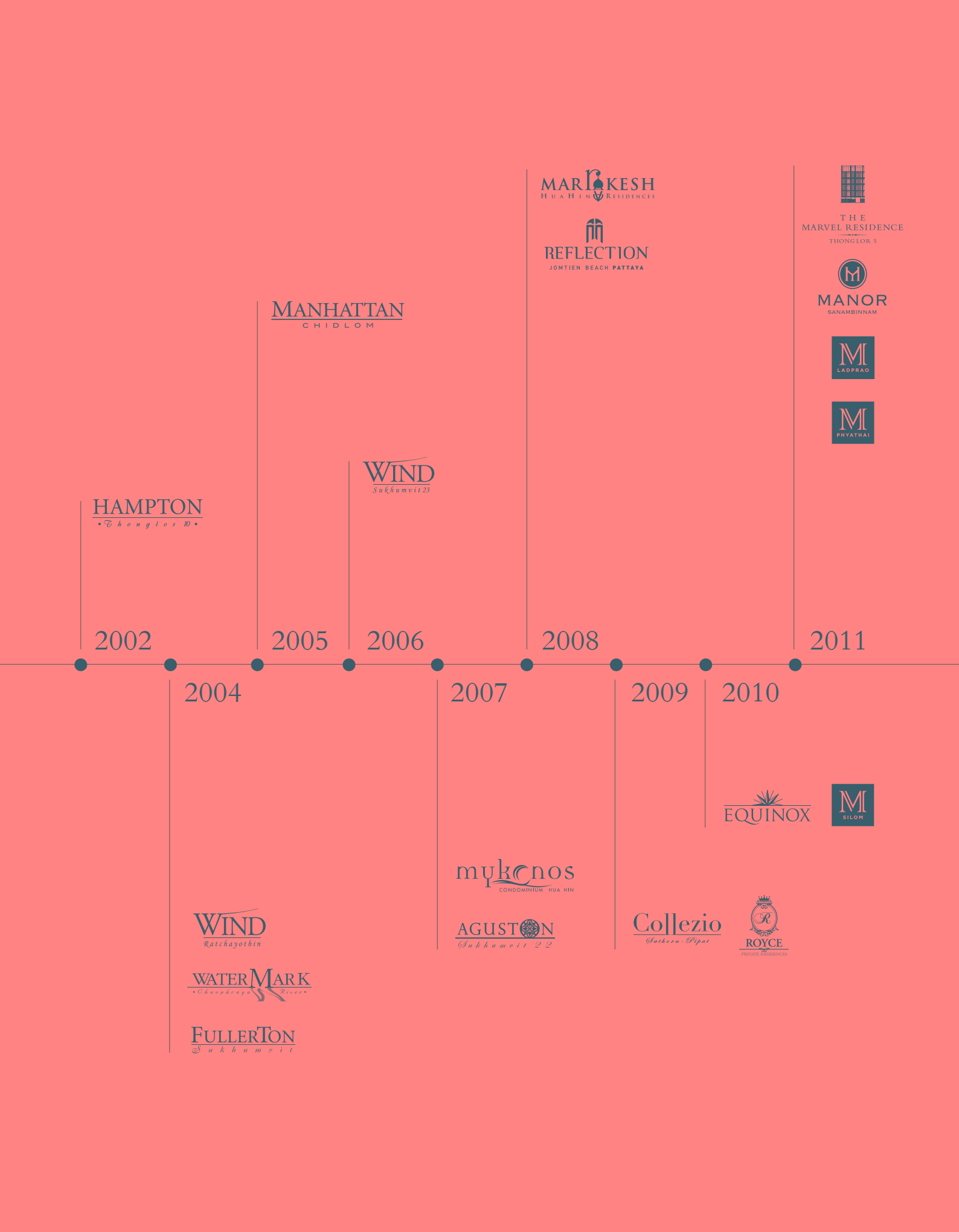
CRAFTING LIFESCAPE
TO EXCELLENCE

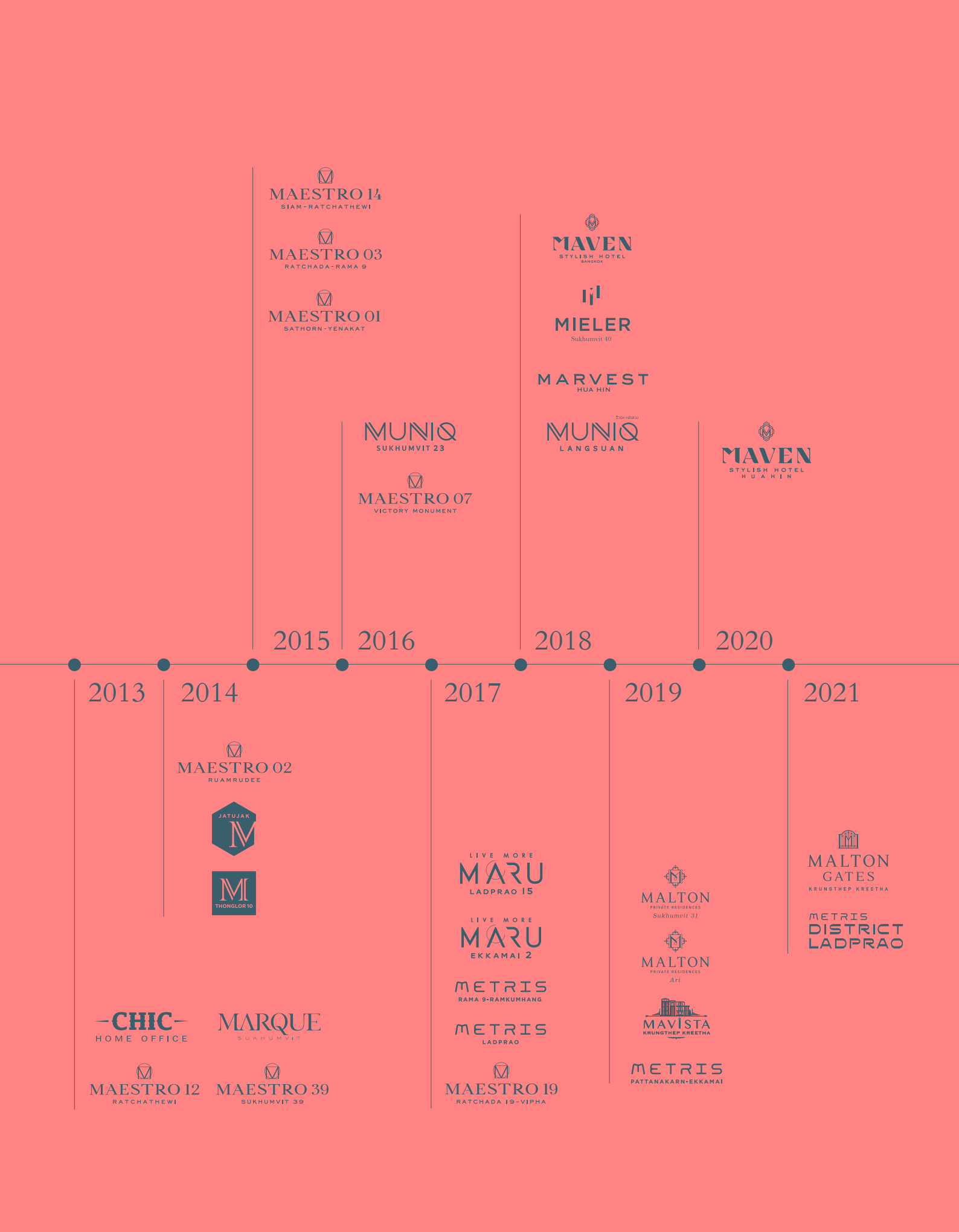
MAJOR LOCALITY OVERVIEW



- ARL AIRPORT RAIL LINK
- BTS SKYTRAIN SUKHUMVIT LINE
- BTS SKYTRAIN SILOM LINE
- MTR BLUE LINE







AWARDS



THAILAND PROPERTY AWARDS 2017

Best Condo Development
(Thailand)

MARQUE Sukhumvit

THAILAND PROPERTY AWARDS 2017

Best Ultra Luxury Condo
Development (Bangkok)

MARQUE Sukhumvit

CHARRIOR GENEVE PRESENTS LIVING AWARD 2008

The winner of Best Designed
Property



**SOUTH EAST ASIA
PROPERTY
AWARDS 2014**

Best Developer (Thailand)

**THINK OF LIVING.COM
PEOPLE'S CHOICE
AWARDS**

THAILAND 2016

Editor's Choice

MUNIQ Sukhumvit 23

**THAILAND PROPERTY
AWARDS 2014**

Best Developer (Thailand)

**THAILAND PROPERTY
AWARDS 2016**

Real Estate Personality
of the year

Dr. Suriya Poolvorarlaks,
Managing Director



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VISION

TOP OF CLASS

Changing the paradigm of high end living to well-designed luxury living with style indulgence. Major Development heightens the design concept to celebrate the aesthetic elements on top of perfect features integrating function with distinctive taste & style

MISSION

TRULY PROFESSIONAL INTEGRATED REAL ESTATE SOLUTIONS

- To construct every property with vision to match your desire and for a timeless value, through the iconic architecture and aesthetically functional design.
- To provide great services aiming to exceed customer satisfaction by managing and maintaining good condition of property facilities which will increase asset value for high capital gain
- To develop and manage hospitality product that serves the business and boutique lifestyle requirement in the strategic locations
- To be an expert that provide exclusive consultancy services regarding various types of asset.



MESSAGE FROM THE CHAIRMAN

In 2021, businesses were affected by the COVID-19 pandemic. Although the lockdown measures have been implemented to control the pandemic which affects the economy as a whole, the situation began to improve when people are adequately and thoroughly vaccinated. The domestic tourism business began to recover and expected to open to foreign tourists. This helps businesses become more confident in expanding the business. As for the real estate business, entrepreneurs started launching more new projects compared to 2020, mainly focusing on low-rise projects which is in demand for the market during the period that people live more at home.

As the trend of housing demand changed, the Company has adjusted business strategy in accordance with the market conditions to develop more low-rise projects by launching a super-luxury detached house project, Malton Gates - Krungthep Kreetha. In addition, the Company has also launched a condominium project, Metris District Ladprao, a fully furnished condominium with functions that meet the needs of New Normal lifestyle and also has a pet-friendly area. Although, both projects were not officially on sale but have already received good feedbacks.

In 2022, the Company still focuses on selling ready-to-move-in projects and expects to launch more projects in both condominium projects, which are the Company's main products, and high-end and luxury low-rise projects by using the Company's strengths, expertise and experience as a long-time luxury real estate developer.

On behalf of the Board of Directors, executives, and all employees of Major Development Public Company Limited and affiliates, we would like to thank everyone who have always supported the business of the Group. The Company remains committed in maintaining the standards and developing quality products to meet the needs of customers in order to be the leader in the luxury housing market.



Mr. Chumroen Poolvorakaks

The Chairman of the Board

Major Development Public Company Limited



CEO MESSAGE

The widespread adverse impacts of the Covid-19 pandemic in the past 2 years which still have yet to bottom-out will continue to be a significant obstacle for all businesses and specifically developers to recover including Major Development.

Fortunately, Major Development's success has stemmed from the fact that we were established in 1999 during which there was a worldwide crisis, and to which we have endured and continue to strive during such hurdles. Our ability to surpass and overcome the trying times have enabled us to install a "warrior mindset" within the organization and become the strong and combatant company it is for over 20 years.

There are 2 key success factors in which Major Development has been able to become successful today and will continue to do so in the future. The first is to provide for "Best in Class" standards for project development and the second is to be a "Future Proof Company". These success factors are implemented through specific strategies which strengthen our core business as well as develop new business opportunities through diversification so that we are able to manage external risk factors that may impact the company in the future.

In regards to business diversification where we have over 20 years of developer experience, we have been able to attain a deep understanding of our customers, their behaviors and needs. Major has therefore evolved ourselves from being a "Property Developer" into a "Lifescape Developer".

In year 2022, as we set ourselves to fully become a Lifescape Developer we would look to be launching two new businesses under subsidiary companies with brands "Healthscape" and "Techscape". We are also planning to launch other future "Scape" companies and brands going forward for the next 5 years to ensure we are diversified and ready to face the changes of consumer behavior and overall complications of outside risk factors.

In regards to our core property development business and due to residential demand changes, we have also adjusted our portfolio mix to increase more landed property in the luxury segments such as single detached homes and private townhomes. The developments of landed property will continue to be created through the "Best in Class" concept which is our core business success strategy.



Ms. Petrada Poolvorakaks

Chief Executive Officer

Major Development Public Company Limited

BOARD OF DIRECTORS



01 Mr. Chumroen Poolvorlaks

- Chairman of the Board of Directors
- Chairman of Executive Committee

03 Ms. Petrada Poolvorlaks

- Director
- Executive Director
- Chief Executive Officer

02 Mrs. Prathin Poolvorlaks

- Vice Chairman of the Board of Directors
- Vice Chairman of Executive Committee

04 Mr. Suriya Poolvorlaks

- Director
- Executive Director
- Managing Director



05 Mr. Chanin Roongsang

- Independent Director
- Chairman of the Audit Committee

07 Mrs. Suparanan Tanviruch

- Independent Director
- Audit Committee



06 Mr. Sanguankiat Lewmanomont

- Independent Director
- Audit Committee

* Mr.Sanguankiat Lewmanomont (Independent Director and the Audit Committee) resigned from the positions with effect from 1 March 2022 onwards.



FINANCIAL HIGHLIGHTS

FINANCIAL RATIO	2021	2020	2019
Total Assets	15,966.70	18,763.40	19,585.85
Total Liabilities	10,656.82	13,109.89	14,129.60
Total Shareholders' equity	5,309.89	5,653.50	5,456.26
Total revenues	4,443.41	7,443.81	6,083.42
Total expenses	4,202.01	6,792.26	5,504.16
Profit (loss) for the year	(353.26)	199.34	320.97
Gross Profit Margin (%)	32.25%	27.88%	38.27%
Operating Profit (Loss) Margin (%)	5.57%	10.53%	12.35%
Net Profit (Loss) Margin (%)	-7.95%	2.68%	5.28%
Return on Equity (%)	4.51%	14.12%	14.25%
Debt to Equity (times) (the provisions on rights and responsibilities of debenture issuer and shareholder)	1.64	1.60	1.88
Current Ratio (times)	1.71	1.56	1.77
Quick Ratio (times)	0.24	0.39	0.28
Interest Coverage Ratio (ICR) (times)	0.68	1.95	2.24
Debt Service Coverage Ratio (DSCR) (times)	0.11	0.19	0.24
Debt to Equity Ratio (D/E) (times)	2.01	2.32	2.59
Interest Bearing Debt to Equity (times)	1.74	1.87	1.95
Interest Bearing Debt to EBITDA ratio (times)	23.04	11.11	11.40
BE Size to Interest Bearing Debt Ratio (times)	0.02	0.02	0.03
Current Portion of IBD to Total IBD Ratio (%)	40.09%	48.05%	37.07%
Loan from Financial Institution to Total IBD Ratio (%)	31.84%	39.86%	43.44%
Loan from Financial Institution to Total Liabilities Ratio (%)	27.59%	32.21%	32.76%
Bond to Total IBD Ratio (%)	67.83%	59.79%	56.41%

MALTON GATES KRUNGTHEP KREETHA

Location: Srinagarindra - Rom Klao Road

Unit: 49 units

Project Value: 2,100 Million Baht



MALTON
GATES
KRUNGTHEP KREETHA

METRIS DISTRICT LADPRAO

Location: Ladprao Road
Unit: 741 units
Project Value: 3,050 Million Baht



METRIS
DISTRICT
LADPRAO



MALTON PRIVATE RESIDENCES ARI

Location: Phahon Yothin 8 (Soi Sai Lom)

Unit: 8 units

Project Value: 699 Million Baht

MALTON PRIVATE RESIDENCES SUKHUMVIT 31

Location: Soi Si-Yak Sawasdee, Sukhumvit 31

Unit: 7 units

Project Value: 408 Million Baht



MALTON
PRIVATE RESIDENCES
Sukhumvit 31



MAVISTA PRESTIGE VILLAGE KRUNGTHEP KREETHA

Location: Krungthep Kreetha Road

Unit: 14 units

Project Value: 1,187 Million Baht



METRIS

METRIS
RAMA 9-RAMKUMHANG

METRIS RAMA 9 - RAMKUMHANG

Location: Ramkumhang Road
Unit: 570 units
Project Value: 2,402 Million Baht

METRIS LADPRAO

Location: Ladprao Road
Unit: 193 units
Project Value: 1,266 Million Baht



METRIS
LADPRAO

METRIS PATTANAKARN - EKKAMAI

Location: Pattanakarn Road
Unit: 341 units
Project Value: 1,204 Million Baht



METRIS
PATTANAKARN-EKKAMAI

MUNIQ LANGSUAN

Location: Soi Langsuan
Unit: 166 units
Project Value: 3,750 Million Baht



MUNIQ
LANGSUAN



THE
MUNIQ
SUKHUMVIT 23

MUNIQ SUKHUMVIT 23

Location: Soi Sukhumvit 23
Unit: 201 units
Project Value: 2,475 Million Baht

MARU EKKAMAI 2

Location: Soi Ekkamai 2
Unit: 333 units
Project Value: 2,568 Million Baht



LIVE MORE
MARU
EKKAMAI 2



MARU LADPRAO 15

Location: Soi Ladprao 15
Unit: 332 units
Project Value: 1,691 Million Baht



MARVEST

MARVEST
HUA HIN

MARVEST HUA HIN

Location: Hua Hin, Prachuap Khiri Khan
Unit: 336 units
Project Value: 900 Million Baht

MIELER SUKHUMVIT 40

Location: Soi Sukhumvit 40
Unit: 24 units
Project Value: 330 Million Baht




THE MIELER
Sukhumvit 40


MIELER
Sukhumvit 40



BHIRAJ

MARQUE
SUKHUMVIT

MARQUE SUKHUMVIT

Location: Sukhumvit Road
Unit: 148 units
Project Value: 7,598 Million Baht

MANOR SANAMBINNAM

Location: Sanambinnam Road
Unit: 1,797 units
Project Value: 4,532 Million Baht



MANOR
SANAMBINNAM

M JATUJAK

Location: Soi Phaholyothin 18
Unit: Tower A, 459 units | Tower B, 405 units
Project Value: 4,436 Million Baht





M THONGLOR 10

Location: Soi Ekkamai 12
Unit: 173 units
Project Value: 1,075 Million Baht

MAESTRO 19 RATCHADA 19 - VIPHA

Location: Soi Ratchada Phisek 19
Unit: 560 units
Project Value: 2,085 Million Baht






MAESTRO 01
SATHORN-YENAKAT


MAESTRO 01
RESIDENCE
MAJOR DEVELOPER

MAESTRO 01 SATHORN - YENAKAT

Location: Yenakat Road
Unit: 88 units
Project Value: 837 Million Baht



MAESTRO 03 RATCHADA - RAMA 9

Location: Soi Ratchada Phisek 3
Unit: 335 units
Project Value: 1,644 Million Baht

CENTRA MARIS RESORT JOMTIEN

Location: Jomtien Beach, Chonburi

Unit: 282 rooms

Project Value: 1,100 Million Baht



centra

MARIS RESORT
JOMTIEN

MARRAKESH HUA HIN RESORT & SPA

Location: Hua Hin, Prachuap Khiri Khan
Unit: 76 rooms
Project Value: 600 Million Baht



MAVEN STYLISH HOTEL HUA HIN

Location: Hua Hin, Prachuap Khiri Khan
Unit: 59 rooms
Project Value: 355 Million Baht



MAVEN
STYLISH HOTEL
HUAHIN



MAJOR TOWER RAMA 9 - RAMKUMHANG

Location: Ramkhamheang Road
Project Value: 1,450 Million Baht

MAJOR TOWER THONGLOR

Location: Soi Thonglor 10
Project Value: 1,000 Million Baht



MAJOR
TOWER
THONGLOR



CHIC DISTRICT RAM 53

Location: Soi Ramkhamheang 53
Project Value: 594 Million Baht

MANOR AVENUE

Location: Sanambinnam Road
Project Value: 100 Million Baht



MANOR AVENUE

BUSINESS OPERATION AND OPERATING RESULTS

STRUCTURE AND OPERATIONS OF THE GROUP

Structure and Operations of the Group

Policies and Overview of Business

Major Development Public Company Limited (the Company) was established on 14 July 1999 by Mr. Chumroen Poolvorakals and Mrs. Prathin Poolvorakals to operate a real estate business with an initial registered capital of 1 million baht. The Company developed the first condominium project in 2002, namely the Hampton Thonglor 10, a 30 floors high-end condominium project with a total of 73 units, with a project value of 950 million baht. In 2005, the Company registered as a public company. In 2007, the Company increased its registered capital to 700 million-baht listed on the Stock Exchange of Thailand and authorized to trade securities.

Policy and business plan in 2022, the Company will continue to focus on the high-end condominium projects development, which is the Company's main product which will adjust the product model to a price level suitable for the current purchasing power of the target customers. In addition, the Company has begun to develop projects into new segments such as middle-end condominiums and low-rise housing such as detached houses, townhomes, and home offices to increase the Company's product portfolio diversification. Adjust according to market demand and expand the base to more new customers.

Vision and Mission in The Company's operations

VISION

TOP OF CLASS

Changing the paradigm of high end living to well-designed luxury living with style indulgence. Major Development heightens the design concept to celebrate the aesthetic elements on top of perfect features integrating function with distinctive taste & style

MISSION

TRULY PROFESSIONAL INTEGRATED REAL ESTATE SOLUTIONS

- To construct every property with vision to match your desire and for a timeless value, through the iconic architecture and aesthetically functional design.
- To provide great services aiming to exceed customer satisfaction by managing and maintaining good condition of property facilities which will increase asset value for high capital gain
- To develop and manage hospitality product that serves the business and boutique lifestyle requirement in the strategic locations
- To be an expert that provide exclusive consultancy services regarding various types of asset.

Key Changes and Development

2019

- Launched Metris Pattanakarn-Ekkamai, a 29-story high-rise condominium project totaling 341 units near Ramintra-At Narong Expressway.
- Launching the Malton Private Residences Sukhumvit 31 project, a 4-story super-luxury detached house project under the concept of "Homage to Harmony" with 7 units with 2 decoration styles which are Modern Classic & Modern Loft.
- Launching the Malton Private Residences Ari project, a 5-story super-luxury detached house project under the concept of "Homage to Harmony" with 8 units with 2 decoration styles which are French Colonial and Tropical Loft.
- Launched the Mavista Prestige Village Krungthep Kreetha project, a 3-story super-luxury detached house project totaling 14 units.

2021

- Established 3 new companies as follows:
 1. Peoplescape Company Limited, a subsidiary that operates a consulting business for organizational development personnel management and organizing training courses.
 2. MJV4 Company Limited, a subsidiary operating a real estate development business.
 3. Healthscape Company Limited, a subsidiary running a health business
- Invested in ordinary shares purchased in Techscape Company Limited, accounting for 51 percent of the registered capital as a joint venture. Operate the business of development and design of applications, and platforms, with the primary objective of investments to support the Group's operations.
- Unofficially launched the Metris District Ladprao project is a 45-story high-rise condominium project totaling 741 units, project value of 3,050 million baht.
- Unofficially launched the Malton Gates - Krungthep Kreetha project, a luxury detached house project totaling 49 units, project value of 2,100 million baht.

2020

- Established 2 new companies, namely MJV2 Company Limited, a subsidiary, and MJV3 Company Limited, a joint venture to expand the company's business in the long term.
- Established a new company, Major SPV One Company Limited, with Major Development Estate Company Limited, a subsidiary holding 99.99 percent, to support real estate development projects in the future.
- Launched Maven Stylish Hotel Hua Hin, a 4-star hotel with 59 rooms, project value of 355 million baht.

Nature of Business Operations

Revenue Structure

Revenue Classification Table from operation of Group of Company in 2019 - 2021

Revenues	2021		2020		2019	
	Million Baht	%	Million Baht	%	Million Baht	%
Sales	4,010.88	90.27%	6,677.50	89.71%	5,439.99	89.42%
Revenues from hotel operations	97.99	2.21%	155.70	2.09%	304.37	5.00%
Management fee income	96.39	2.17%	89.92	1.21%	87.93	1.45%
Rental income	92.68	2.09%	87.95	1.18%	95.72	1.57%
Net gain from change in fair value of investment properties	39.12	0.88%	108.81	1.46%	55.78	0.92%
Other income	106.35	2.39%	323.92	4.35%	99.64	1.64%
Total revenues	4,443.41	100.00%	7,443.81	100.00%	6,083.42	100.00%

Characteristics of Business Operations of Each Product Line

1. Developing Real Estate for Sale Business

1.1 Characteristics of Products and Services

Property development business for sale is the Group's core business. The Company and subsidiaries operate real estate development for sale business in both high rise and low rise residential condominium projects, focusing on project development in Bangkok Metropolis and Vicinity. The potential area near the core transportation sources such as the electric train line or crucial business/residential districts, including condominium projects development in provincial areas that are main tourist attractions such as Prachuap Khiri Khan Province (Hua Hin), Chonburi Province (Pattaya), etc.

Projects under Company Development

Year	Project	Location
2002	HAMPTON THONGLOR 10	Soi Thonglor 10
2004	FULLERTON SUKHUMVIT	Sukhumvit Road
	WATERMARK CHAOPHRAYA RIVER	Between Charoen Nakhon Road, Soi 39 and Soi 41
	WIND RATCHAYOTHIN	Ratchayothin opposite to SCB Headquarter
2005	MANHATTAN CHIDLOM	Petchaburi Road
2006	WIND SUKHUMVIT 23	Soi Sukhumvit 23
2007	AGUSTON SUKHUMVIT 22	Soi Sukhumvit 22
	MYKONOS HUAHIN	Hua Hin

Year	Project	Location
2008	REFLECTION JOMTIEN BEACH PATTAYA	Jomtien Beach, Pattaya
	MARRAKESH HUA HIN RESIDENCES	Hua Hin
2009	ROYCE PRIVATE RESIDENCES	Soi Sukhumvit 31
	COLLEZIO SATHON - PIPAT	Sathon Road, Soi Phiphat 1
2010	M SILOM	Soi Narathiwassratchanakarin 2
	EQUINOX PHAHOL - VIBHA	Phahon Yothin Road – Vibhavadi Rangsit Road
2011	M PHYATHAI	Phaya Thai Road
	M LADPRAO	Phahon Yothin Road, opposite to Central Plaza Ladprao
	THE MARVEL RESIDENCE	Soi Thonglor 5
	MANOR SANAMBINNAM	Sanambinnam Road, Next to Ministry of Commerce
2013	MARQUE SUKHUMVIT	Sukhumvit Road opposite to The Emporium
	MAESTRO 39 SUKHUMVIT 39	Soi Sukhumvit 39
	MAESTRO 12 RATCHATHEWI	Petchaburi 12
	CHIC DISTRICT RAM 53	Ramkhamhaeng 53
2014	MAESTRO 02 RUAMRUDEE	Soi Ruamrudee 2
	M JATUJAK	Soi Phahon Yothin 18
	M THONGLOR 10	Soi Ekkamai 12
2015	MAESTRO 01 SATHORN-YENAKAT	Yenakat Road
	MAESTRO 03 RATCHADA-RAMA9	Soi Ratchada Phisek 3 (Embassy of The People's Republic of China)
	MAESTRO 14 SIAM - RATCHATHEWI	Soi Petchburi 12
2016	MAESTRO 07 VICTORY MONUMENT	Soi Ratchawithi 7
	MUNIQ SUKHUMVIT 23	Soi Sukhumvit 23
2017	MAESTRO 19 RATCHADA19 - VIPHA	Soi Ratchada Phisek 19
	METRIS RAMA 9 - RAMKUMHANG	Ramkhamhaeng Road
	METRIS LADPRAO	Ladprao Road
	MARU EKKAMAI 2	Soi Ekkamai 2
	MARU LADPRAO 15	Soi Ladprao 15

Year	Project	Location
2018	MUNIQ LANGSUAN	Soi Tonson, connect to Sarasin Road
	MIELER SUKHUMVIT 40	Soi Sukhumvit 40
	MARVEST HUA HIN	Hua Hin, Prachuap Khiri Khan
2019	METRIS PATTANAKARN	Pattanakarn Road
	MALTON PRIVATE RESIDENCES SUKHUMVIT 31	Soi Si-Yak Sawasdee (Sukhumvit 31)
	MALTON PRIVATE RESIDENCES ARI	Phahon Yothin 8 (Soi Sai Lom)
	MAVISTA PRESTIGE VILLAGE KRUNGTHAP KREETHA	Krungthep Kreetha Road
2021	METRIS DISTRICT LADPRAO	Ladprao Road
	MALTON GATES – KRUNGTHAP KREETHA	Srinagarindra - Rom Klao Road

As of 31 December 2021, the Group has completed and under construction projects as follows:

Condominium Projects

Project Name	Location	Project Value (Million Baht)	Units	Selling Area (SQ.M.)	Project Status	Expected to be Completed
WATERMARK CHAOPRAYA RIVER TOWER A	Between Charoennakorn 39 and 41	3,890	486	75,702	Sold out	-
AGUSTON SUKHUMVIT 22	Soi Sukhumvit 22	2,345	251	21,713	Ready to move in	-
EQUINOX PAHOL - VIPHA	Viphavadee - Rangsit rd., Ha yaek Ladprao	2,219	490	22,535	Sold out	-
M SILOM	Narathiwatrasathanakarin rd. Between Silom and Surawong rd.	2,030	161	11,266	Sold out	-
REFLECTION JOMTIEN BEACH PATTAYA	Jomtien Beach, Pattaya	4,171	333	43,257	Ready to move in	-
MANOR SANAMBINNAM	Sanambinnam Road, Next to Ministry of Commerce	4,532	1,848	65,554	Ready to move in	-
MAESTRO 12 RATCHATHEWI ¹²	Soi Petchburi 12 New Petchburi Road	652	124	4,913	Sold out	-
MAESTRO 39 ¹²	Soi Sukhumvi 39	693	107	5,501	Sold out	-

Project Name	Location	Project Value (Million Baht)	Units	Selling Area (SQ.M.)	Project Status	Expected to be Completed
MAESTRO 02 RUAMRUDEE ^{/2}	Soi Ruamrudee 2	844	138	5,383	Sold out	-
M JATUJAK ^{/2}	Phaholyothin road near BTS Mo Chit and Saphan Kwai, MRT Kamphaeng Phet and Chatuchak	4,436	864	32,415	Ready to move in	-
M THONGLOR 10 ^{/2}	Soi Ekkamai 12	1,075	173	7,142	Sold out	-
MAESTRO 01 SATHORN - YENAKAT ^{/2}	Soi Yenakat 1 - Sathorn	837	88	5,374	Ready to move in	-
MAESTRO 03 RATCHADA - RAMA 9 ^{/2}	Soi Ratchada Phisek 3 (Chinese Embassy)	1,644	335	12,423	Ready to move in	-
MAESTRO 14 SIAM - RATCHATHEWI ^{/2}	Soi Petchburi 12 New Petchburi road	852	179	5,612	Sold out	-
MAESTRO 07 VICTORY MONUMENT ^{/2}	Soi Ratchawithi 7	779	171	5,311	Sold out	-
MARQUE SUKHUMVIT ^{/3}	Sukhumvit Road, near Emporium Shopping Mall	7,598	148	24,046	Sold out	-
MAESTRO 19 RATCHADA 19 - VIPHA ^{/2}	Soi Ratchada Phisek 19	2,085	560	19,350	Ready to move in	-
MIELER SUKHUMVIT 40 ^{/7}	Soi Sukhumvit 40	330	24	2,946	Sold out	-
MARVEST HUA HIN ^{/8}	Hua Hin, Prachuap Khiri Khan	900	336	11,312	Ready to move in	-
MUNIQ SUKHUMVIT 23 ^{/3}	Soi Sukhumvit 23	2,475	201	11,846	Ready to move in	-
METRIS RAMA 9 - RAMKUMHANG ^{/2}	Ramkhamheang road	2,402	570	21,423	Ready to move in	-
METRIS LADPRAO ^{/2}	Ladprao road	1,266	193	12,881	Ready to move in	-
MARU EKKAMAI 2 ^{/4}	Soi Ekkamai 2	2,568	333	13,762	Ready to move in	-
MARU LADPRAO 15 ^{/4}	Soi Ladprao 15	1,691	332	12,882	Ready to move in	-
METRIS PATTANAKARN - EKKAMAI ^{/2}	Pattanakarn road	1,204	341	12,585	Ready to move in	-
MUNIQ LANGSUAN ^{/5}	Soi Ton Son Connect to Sarasin road	3,750	166	13,177	Ready to move in	-
METRIS DISTRICT LADPRAO	Ladprao Road	3,050	741	24,857	Under construction	Q3/2024

Home Office & Housing Projects

Project Name	Location	Project Value (Million Baht)	Units	Selling Area (Rai)	Project Status	Expected to be Completed
CHIC DISTRICT RAM 53 ^{/1}	Soi Ramkhamhaeng 53	659	80	9-1-88.6	Sold out	-
MALTON PRIVATE RESIDENCES SUKHUMVIT 31 ^{/2}	Soi Si-Yak Sawasdee, Sukhumvit 31	408	7	1-1-98.8	Sold out	-
MALTON PRIVATE RESIDENCES ARI ^{/2}	Phahon Yothin 8 (Soi Sai Lom)	699	8	1-1-97.7	Ready to move in	-
MAVISTA KRUNGTHAP KREETHA ^{/6}	Krungthep Kreetha Road	1,187	14	12-3-4.75	Sold out	-
MALTON GATES – KRUNGTHAP KREETHA ^{/1}	Srinagarindra - Rom Klao Road	2,100	49	1-3-41	Under construction	Q3/2022

หมายเหตุ : /1 Developed by MJR Development Co.,Ltd

/2 Developed by Major Development Estate Co.,Ltd

/3 Developed by Major Residences Co.,Ltd (Joint Venture)

/4 Development by MJD Residences Co.,Ltd

/5 Development by MJD-JV1 Co.,Ltd (Joint Venture)

/6 Development by MJP Property Co.,Ltd

/7 Development by MJ One Co.,Ltd

/8 Development by MJC Development Co.,Ltd

/9 Major SPV One Co.,Ltd

1.2 Marketing, Competitive, Industry Trends and Conditions

a) Industry Conditions and Trends

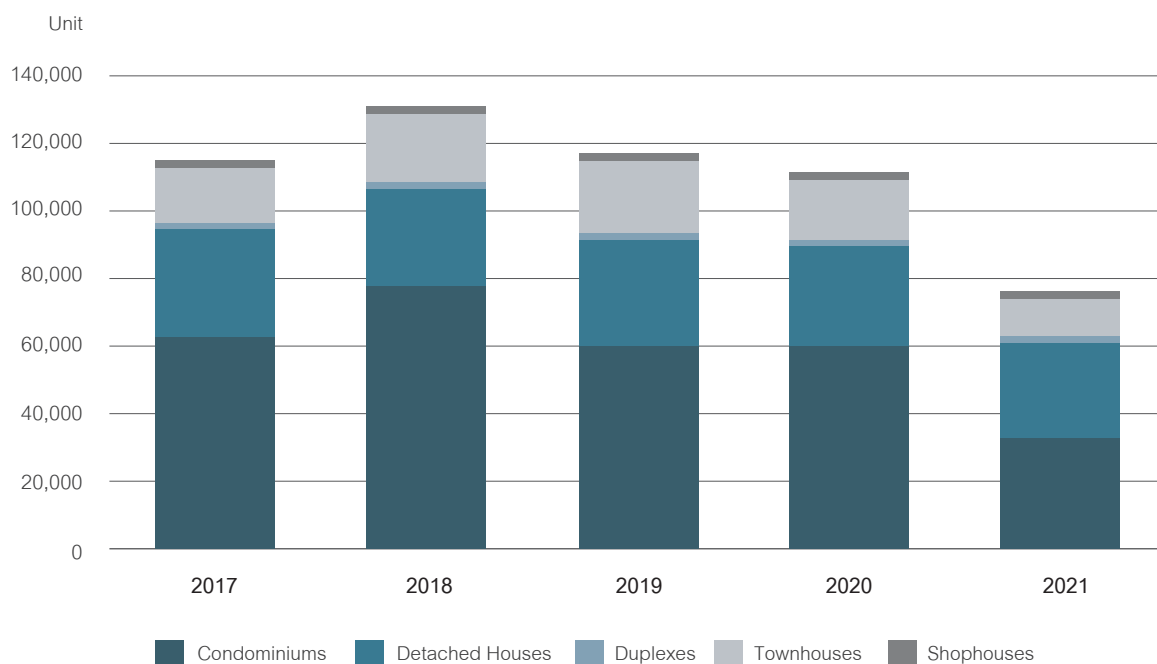
The outbreak of COVID-19 continues to affect the overall real estate sector since 2020, especially the declining demand for condominiums from foreign customers as the result of restrictions on international travel, the economy domestically and internationally has slowed down, and businesses have not recovered. Despite the demand for housing from consumers, there are still some obstacles from fragile economic conditions and high household debt directly affecting financial liquidity, causing most consumers to postpone their plans to buy housing.

In 2021, most residential property developers slowed down the launch of new projects, especially condominium projects, including entrepreneurs adjusting their strategies to focus on the horizontal market because the buyer's market in this group will have a real buying demand for living, has a short construction period, and can easily manage the risks. However, unfavorable market conditions and the accumulated number of homes for sale remained high, causing entrepreneurs to focus on draining the outstanding stock through a price war and various promotions to stimulate consumers' purchasing decisions. The increase in supply is mostly low-rise housing projects in detached houses and townhouses categories with increasing demand in the market. The trend in housing developments is also spreading in locations outside the central business district of Bangkok because it is an area where low-rise housing can be developed at an accessible price as well as the expansion of the electric train network to connect to the downtown more conveniently.

At the end of 2021, the COVID situation has begun to show stable signs as the new daily infections number began to decrease while the market still has some supportive factors such as a measure to reduce the residential real estate transaction fee (price does not exceed 3 million baht). The new housing projects launching in late 2021 are still cautious. Real estate developers still focus on pricing strategies, reducing the cost to the buyer to stimulate the decision to buy a home faster and an incentive to transfer ownership of housing to keep up with real estate measures.

However, when considering the newly registered housing market in 2021 in Bangkok and its vicinity, totaling 77,823 units, a decrease of 30.5 percent compared to 2020, divided into condominiums with 33,593 units, a decrease of 44.9 percent, and detached houses 26,910 units, a decrease of 10.2 percent, twin houses 2,993 units, an increase of 14.3 percent, townhouses 11,996 units, a decrease of 21.8 percent, and commercial buildings 2,331 units, a decrease of 27 percent.

Newly Completed and Registered Housing Units in Bangkok and Vicinities



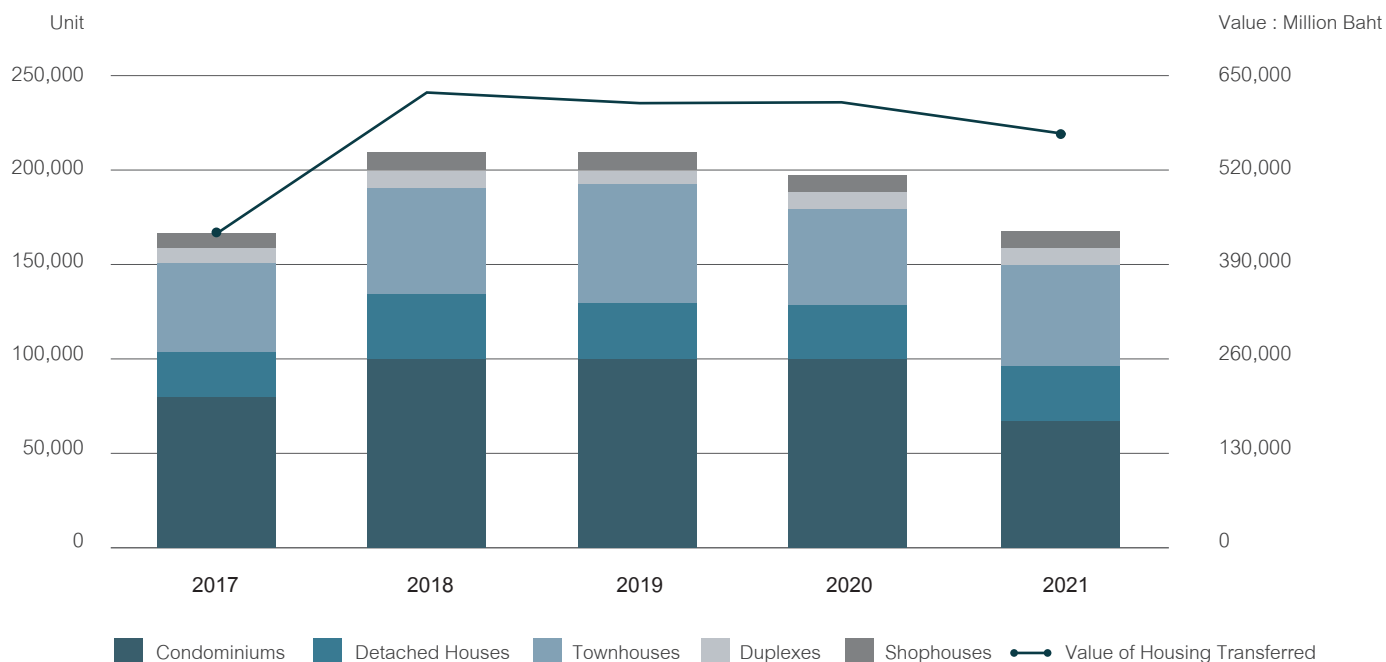
Newly Completed and Registered Housing (Units)	2017	2018	2019	2020	2021	ΔYTD
Condominiums	63,361	75,400	60,707	60,917	33,593	
Detached Houses	30,124	33,070	31,581	29,974	26,910	
Duplexes	2,677	2,208	3,154	2,619	2,993	14.3%
Townhouses	13,931	18,241	20,238	15,337	11,996	
Shophouses	4,803	4,195	3,004	3,193	2,331	
Total	114,896	133,114	118,684	112,040	77,823	

Compiled By : Real Estate Information Center

Remark : ΔYTD refers to percent of total change which comparing 2020 with 2021 at the same period

The transfer of residential ownership in 2021 has a total of 166,402 units, compared to 2020, which has a total of 196,845 units, a decrease of 15.5 percent, divided into 70,126 units, a decrease of 29 percent, detached house of 27,704 units, a decrease of 0.2 percent, townhouses 53,160 units, a decrease of 4.0 percent, twin houses 8,671 units, an increase of 11.2 percent, and commercial buildings 6,741 units, a decrease of 6.8 percent.

Housing Transferred by units, Bangkok and Vicinities



Housing Transferred by units	2017	2018	2019	2020	2021	ΔYTD
Condominiums	80,226	103,234	102,066	98,703	70,126	
Detached Houses	22,274	29,234	27,949	27,762	27,704	
Townhouses	47,813	59,614	60,099	55,347	53,160	
Duplexes	5,958	7,568	7,365	7,799	8,671	11.2%
Shophouses	7,183	9,727	8,811	7,234	6,741	
Total	163,454	209,377	206,290	196,845	166,402	

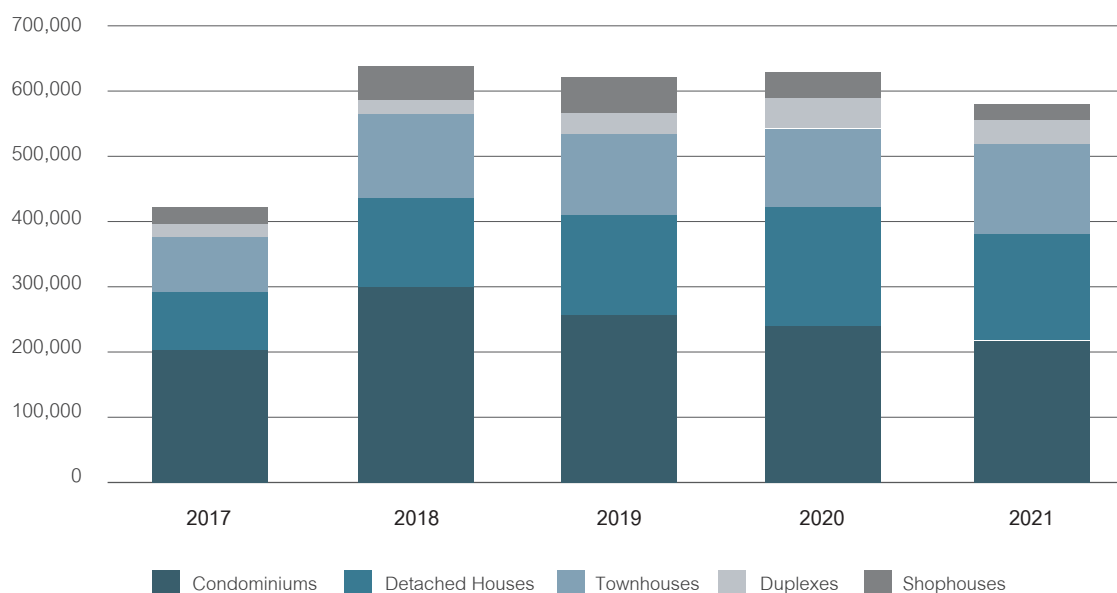
Compiled By : Real Estate Information Center

Remark : ΔYTD refers to percent of total change which comparing 2020 with 2021 at the same period

Considering the transfer value of residential ownership in 2021, the total value is 581,659 million baht, a decrease of 5.24 percent compared to 2020, which is a total value of 613,840 million baht, divided into condominiums with a total value of 210,257 million baht, a decrease of 19.3 percent, single-detached houses totaled valued at 181,902 million baht, an increase of 9.1 percent, townhouses had a total value of 126,140 million baht, decreased by 0.5 percent, twin houses had a total value of 36,593 million baht, an increase of 17.8 percent, and commercial buildings had a total value of 26,769 million baht, a decrease of 7.3 percent.

Value of Housing Transferred, Bangkok and Vicinities

Value: Million Baht



Value of Housing Transferred (Million Baht)	2017	2018	2019	2020	2021	ΔYTD
Condominiums	200,283	288,708	269,974	260,406	210,257	
Detached Houses	97,820	158,744	152,983	166,721	181,902	9.1%
Townhouses	88,118	120,340	124,680	126,787	126,140	
Duplexes	18,503	25,905	27,419	31,059	36,593	17.8%
Shophouses	23,032	38,081	36,962	28,868	26,769	
Total	427,741	631,778	612,018	613,840	581,659	

Compiled By : Real Estate Information Center

Remark : ΔYTD refers to percent of total change which comparing 2020 with 2021 at the same period

The real estate business direction, specifically the housing market, awaited to gradually recover as more people begin to return to their regular lives, including better vaccines distribution that affects economic activities to start to drive back. Therefore, investment in the real estate market foresee the number of new supplies increase from the previous year along with the easing of LTV measures. It also favors buyers and investors to begin to change in response to various behaviors that have changed for consumers during the COVID-19 period, whether the smart homes technology introduction, online marketing was used to reduce exposure and help facilitate buyers' projects development to respond to customers in more diverse forms, such as the development of the mixed-use project, wellness residence, aged society, smart home development by using more modern technology.

However, despite seeing a return of investment from housing developers more than last year, the market still has high challenging factors from trading activities that have not returned regularly. Therefore, investments in 2022 are still cautious, while the market still has a high level of accumulated housing for sale in Bangkok and its surrounding provinces, coupled with intense market competition in all price segments and housing types, including increased costs of land and construction materials, may increase real estate prices, especially low-rise housing such as detached houses and townhouses tend to increase in price from the increasing demand due to changes in living habits that require more usable space. The electric train routes' expansion covering the outskirts of Bangkok Metropolis and Vicinity affects the increase in real estate prices.

In addition, the housing market recovery also depends on crucial factors such as the COVID-19 outbreak in the country, especially the situation of the Omicron species outbreak. If a new wave occurs and covers a long period may affect the economic recovery activities and the people purchasing power for a longer time and affect the decision to buy and invest in housing in a risky and highly volatile environment.

b) Marketing Policies

Marketing Strategy

Selecting Project's Location

The Company attaches great importance when choosing the location of the condominium project. The project location is the most crucial factor in the condominium real estate business success, especially in the high-end building project's area which must be located in the downtown, near the train route, close to the community, or with convenient transportation routes. In addition to the mentioned factors, choosing a project location must also consider the project's zoning and whether it is suitable for the customer group's lifestyle or not.

For condominium projects in the upcountry, the Company focuses on projects development in provinces that are the country's major tourist attractions by choosing the project location, focusing on the project's scenery, and transportation convenience.

Brand Positioning

The Company's vision to be the leading real estate company in the country in the high-end housing market has led to the image and position of the Company's condominium project determination by every project reflects as standing at the High-End level, both meticulous in design, the selection of materials suitable for the price level of each project completeness of utilities and facilities in residence which maintains the standards of various projects of the Company over the past period leading to the perception and recognition of customers that Condominium projects under the brand "Major Development" are high-end projects.

In addition to being a high-end project, the Company is still a leader in being a Pet-Friendly project that pays attention to and focuses on developing projects where all customers groups can live together well.

Unique Design and Suitable with Products

In the Company's each project development, the concept has been defined, taking into account the target customer group. The project's price level will affect the project design to be unique, reflect the target audience combined with the position of being a high-end project, as can be seen from the Company's past project designs such as:

- Aguston Sukhumvit 22 Project "Exotic Spanish Contemporary Living" with Private Bowling Lane and Golf Simulator
- Marrakesh Hua Hin Residences "Super Luxury Contemporary Moroccan Style" with Infinity-Edge Swimming Lagoon 240 meters length
- The MARQUE Sukhumvit project "Super Luxury Metropolitan Luxe Style" is characterized by an architectural design inspired by the "Marquise Diamond Shape".

Maintenance and Project Quality Control

The Company places importance on maintaining and controlling the quality of every project to meet the quality standards set by the Company, starting from the design and planning process of the project that focuses on the benefits of the customer's living, choosing a quality and reliable contractor materials selection for construction and decoration in the project with quality that is suitable for the project's price level. Including meticulous in checking the project construction quality in every step from the external quality control team and within the Company. These are to maintain and control the quality of every project to a good standard.

Marketing communication and public relations targeted toward the target group

The Company is one of the leaders in marketing communications and new sales media usage, for example, creating a Mockup Room for customers to experience the style of the room layout, material selection, and project atmosphere to impress and help customers make a quicker purchase decision.

In advertising and public relations, the Company chooses to use various advertising and public relations channels, both online and offline, such as outdoor billboards, publishing media including newspapers and magazines to provide consumers with information about the project and to create brand awareness to be known more widely, focusing on direct marketing, which can effectively reach upper-class customers, including doing roadshows in the country and overseas which can reach the target customers directly, including doing activities with products that have a similar image as well.

In addition to the marketing communications and public relations above, the Company also arranges for the Company's new project public relations to the Customer Relationship Management database, which are our customers in the project's database, including Potential Customers that interested in the Company's projects, enables them to communicate to the target group effectively.

c) Price and Customers Policy/Target Group

To determine each project's selling price will consider the overview of the project as a project at any level, such as Super luxury, Luxury, etc. Scoping the project's overall selling price will focus on land costs, construction and decoration costs, selling and marketing expenses, other related budgets, and profit margins according to the Company's policy. In addition to such factors, the Company also takes into account competitors' product selling prices that are at the same or comparable level, including substitute products located in nearby locations.

When the overall price is set, the Company will set the price of each unit depending on the location on the floor, the view and the height. Other than the varying price, the Company has a policy to adjust the price of the project according to the period by adjusting the price periodically from the launch to the completion date.

The Company's customers and target groups will be consistent with the Brand Positioning of the project. The target customers will be a group with middle income or more with a demand for condominium-type housing, whether you want to have your first or second residence downtown, close to business and convenient transportation.

1.3 Product Procurement and Service

Product Acquisition for Sale

Land Procurement

To acquire land for the real estate development projects, the Company will consider the suitability and the location potential for the project's development is crucial. Once the preliminary details of the land are obtained, the Company will determine the project layout to suit the location. After initial feasibility studies and examination of various laws, the Company will then determine the purchase price and negotiate for the land purchase, further by the Company's land purchase policy. It will be bought and developed immediately and focuses on the continuity of project development in every 2-3 years project development cycle. The Company will not purchase land to keep waiting because they do not want to bear the unnecessary cost of holding the land and if there is a purchase of land from a person or company that may have conflicts. The Company will comply with the policy on related party transactions.

Construction Management Consultant

When selecting a consulting company to supervise the construction, the Company will consider based on reputation, results, experience, and the team readiness for the construction. The consulting company is mainly responsible for consulting, preparing reports, and also checking the quality, accuracy in details of techniques, procedures, working methods, installation, and testing of all types of work during construction until completion. At present, the Company has used different construction consulting companies for each project.

Service providers/Contractors and Construction Contractors Procurement

When selecting a contractor, the Company has a process as follows:

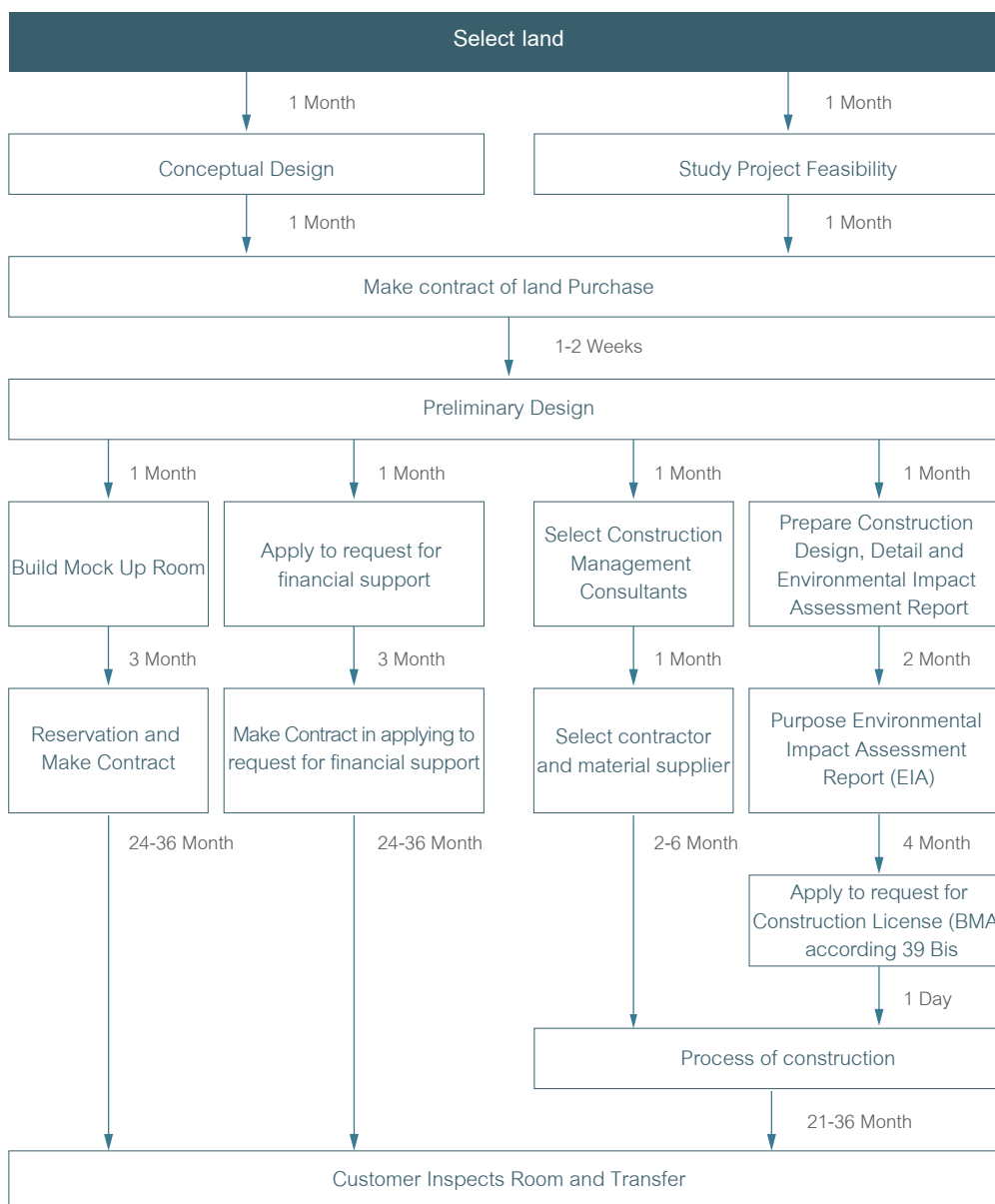
- ☐ Pre-qualification of the contractor - The construction consultant will collect a list of participating names in the bidding, and present it to the Company to select. They will be considered based on expertise, experience, past works, collaboration history and financial status, etc.
- ☐ Determine selection method based on the value of the work, divided into 2 methods as follow:
 - A Competitive Bid is used in cases where the working value is not very high or want the selection to be fast. Price comparisons will make for service providers/contractors for 3 or more contractors.
 - A Sealed Bid is used in cases where the product or work is of high value. The selection must be done carefully and prepared for contractors from 5 or more.
- ☐ For the issue of Purchase Order or a Letter of Intent or Contract Document, will be after the Company concluded service providers selection or contractors for the desired product or service. In the case of price comparison where the working value is not very high, a Purchase Order must be created. In the case of a high-value tendering job, a Letter of Intent and Contract Document will be prepared to inform service providers/contractors for them to acknowledge the procurement confirmation.

Supply and Equipment Providing

The building materials used in the project construction procurement are divided into 2 parts: the core building materials and construction materials that the Company is the supplier of. As for the core building materials, such as brick, stone, cement, sand, and steel, the contractor will be responsible for the purchasing of the core building materials, which are considered as the part of construction cost. As for the construction materials, the Company is the supplier itself, such as certain types of specifically countable construction materials and costly materials per unit, and equipment that is not included in the contractors' work and construction contractors such as lifts, sanitary ware, dynamo, etc.

Construction Procedures and Duration

The Company's project development will have different processing times depending on the size and style, which will have the process and approximate times as follows:



Environmental Impact

All of the construction of the buildings and utilities will be under the Notification of the Ministry of Natural Resources and Environment, subject to prescribing rules, procedures, rules and regulations, and guidelines for preparing environmental impact assessment reports by the condominium project. Buildings with a height of 23 meters or 80 units or more must prepare an Environmental Impact Assessment Report (EIA) to be presented in the legal building permit process.

In addition, the Company has measures to prevent pollution that will affect the environment during construction and after construction, such as having a canvas covering the building during construction to prevent accidents that may occur to nearby residents from scrap materials falling from the site. When the construction completes, the building will have a central wastewater treatment system. The Company gives importance and ensures that every project has strictly adhered to the specified standards. In the past, the Company has had no issue with environmental impact and has no additional cost to prevent any environmental impact, except for the cost of an environmental impact assessment report for the construction of a building permit under the law.

1.4 Undelivered work

As of 31 December 2021, the Company has contracts for residential condominiums as 54,213 million baht divides into the amount that has already been recognized, and Backlog as follows:

Unit: Million Baht

Project	2021		
	Contract Amount	Revenue Recognition (Accumulated)	Expected Revenue to be recognised
High Rise Project	31,943	31,197	745
Low Rise Project	9,057	9,039	18
Housing Project	1,956	1,802	155
Total	42,956	42,038	918
High-Rise Project (Joint Venture)*	11,258	8,869	2,388
Total	54,213	50,907	3,306

*Developed by Major Residence Co.,Ltd and MJD-JV1 Co.,Ltd which are joint ventures held for 51% shares by the Company (not include in consolidated financial statement).

Unit: Million Baht

Project Name	Contract Amount	Revenue Recognition (Accumulated)	Expected Revenue to be recognised
AGUSTON SUKHUMVIT 22	2,345	2,345	-
EQUINOX PAHOL - VIPHA	2,219	2,219	-
WATERMARK CHAOPRAYA RIVER TOWER A	3,890	3,890	-
M SILOM	2,030	2,030	-
M LADPRAO	1,775	1,775	-
MAESTRO 39	693	693	-
MAESTRO 12 RATCHATHEWI	652	652	-
MAESTRO 02 RUAMRUDEE	844	844	-
MAESTRO 01 SATHORN - YENAKAT	399	391	8
MAESTRO 03 RATCHADA – RAMA 9	1,511	1,511	-
MAESTRO 07 VICTORY MONUMENT	779	779	-
REFLECTION JOMTIEN BEACH PATTAYA	4,136	4,136	-
MANOR SANAMBINNAM	4,411	4,398	13
M JATUJAK	4,041	4,041	-
M THONGLOR 10	1,075	1,075	-
MAESTRO 14 SIAM - RATCHATHEWI	852	852	-
MARQUE SUKHUMVIT	7,598	7,598	-
MAESTRO 19 RATCHADA 19 - VIPHA	1,718	1,718	-
MIELER SUKHUMVIT 40	330	330	-
MARVEST HUA HIN	621	611	10
MUNIQ SUKHUMVIT 23	877	823	54
METRIS RAMA 9 - RAMKUMHANG	1,864	1,864	-
METRIS LADPRAO	605	600	5
MARU EKKAMAI 2	1,985	1,612	373
MARU LADPRAO 15	1,260	1,011	249
METRIS PATTANAKARN - EKKAMAI	200	200	-
MUNIQ LANGSUAN	2,782	448	2,334

Project Name	Contract Amount	Revenue Recognition (Accumulated)	Expected Revenue to be recognised
CHIC DISTRICT RAM 53	659	659	-
MALTON PRIVATE RESIDENCES SUKHUMVIT 31	408	408	-
MALTON PRIVATE RESIDENCES ARI	207	207	-
MAVISTA PRESTIGE VILLAGE KRUNGTHAP KREETHA	1,187	1,187	-
METRIS DISTRICT LADPRAO	106	-	106
MALTON GATES - KRUNGTHAP KREETHA	154	-	154
Total	54,213	50,907	3,306

2. Developing Real Estate for Rent Business

2.1 Characteristics of Products and Services

Real estate development business for rent is a business group established according to the Company's policy that wants to create consistent income and spread the risk to other types of real estate businesses besides project development for sale. The current real estate development business for rent of the Group will consist of

- Marrakesh Hua Hin Resort & Spa
- Centra Maris Jomtien Hotel, Pattaya
- Maven Stylish Hotel Hua Hin
- Major Tower Office Building, Thonglor 10
- Major Tower Office Building, Rama 9 - Ramkumhang
- Chic District, Ramkhamhaeng 53, Shop House & Community Mall
- Manor Avenue, Community Mall which is in front of Manor Sanambinnam project.
- Mache Krungthep Kreetha

2.2 Marketing, Competitive, Industry Outlook and Trends (Hotel Business)

a) Industry Conditions and Trends

The tourism industry in 2021 will continue to stagnate resulting in the workers being laid off. The hotel and other tourism-related businesses were closed, especially in provinces that depend mainly on tourism revenue. However, entrepreneurs in the tourism business remained stable are trying to adjust and find a way to allow foreign tourists to continue the business. In July 2021, the government chose Phuket as a pilot area as a province to manage people in and out under the model "Phuket Sandbox" and the Test & Go project in the form of no quarantine for foreign tourists including the ALL x We Travel Together phase 3 project for Thai tourists to stimulate tourism.

Overall, the number of foreign tourists in 2021 is 427,869 people as the COVID-19 outbreak is still not over, and international travel is subject to relaxation measures for certain groups of travelers. Including all travelers may be subject to quarantine according to government policies and situations during each outbreak period. As a result, the number of tourists is much lower than the regular result to the number of foreign tourists in 2021 decreased compared to 2020, when the number of foreign tourists was 6,702,396 people or a decrease of 93.62 percent.

Number and Revenue from Foreign Tourists for Year 2017 – 2021P

Year	Number of Foreign Tourists		Revenue from Foreign Tourists	
	Number (People)	%Change	Number (Million Baht)	%Change
2017	35,591,978	9.41	1,831,105	12.10
2018	38,178,194	7.27	1,876,136	2.46
2019	39,916,251	4.55	1,911,807	1.90
2020	6,702,396	-83.21	332,013	-82.63
2021	427,869	-93.62	N/A	N/A

Remark: P = Primary Information

Source: Department of Tourism, Ministry of Tourism and Sports

b) Marketing Policies

- Marketing Strategy

Brand Positioning and Unique Design

Marrakesh Hua Hin Resort & Spa has defined its image as a Boutique Luxury Hotel that wants to differentiate itself from competitors. Therefore, it is reflected in the decoration under the Concept of Neo Moroccan Style as a strategy used to make a difference. It has a unique identity that is unique and new to attract the attention of customers and make impression during the stay. In addition to the decoration, the facilities within the hotel will be identified in the same direction, such as a Moroccan-style restaurant with a Moroccan food menu or a spa service with Moroccan products and services to enhance the uniqueness of the hotel, make an impression during the stay.

For Centra Maris Hotel Jomtien, Pattaya is outstanding with modern style in an atmosphere of fun, suitable for a family vacation. It has resort-style decoration with a large swimming pool area with a tropical-style garden surrounded by beautiful waterfalls. We offer a variety of room styles. All of them have large living spaces that can provide full comfort suitable for family vacations and has full facilities, whether a wellness zone consisting of "Sense by SPA Cenvaree" or a children's fitness room. The Entertainment zone consists of "E-Zone" the entertainment center for teenagers, and "Kids Club" with the theme of "Hobbit" or "Dwarf" theme, a first in Thailand.

Various Marketing Communication and Public Relations

Marrakesh Hua Hin Resort & Spa and Centra Maris Hotel Jomtien, Pattaya focuses on marketing communication channels to several customer groups through various media such as primary media, and online media such as Facebook and Instagram. The marketing communication strategies used include as follows:

- Publicize news to leading domestic and international travel media that influence tourists' decision-making
- Celebrity marketing is hotels promotion through famous people in society such as actors, singers, and celebrities.
- Marketing activities with various products to help publicize the hotel along with the product's publicity

Using a Variety of Sales Channels

Sales channels for both hotels are through travel agency both online agency and traditional agency covering individual and organizational customers as well as MICE customer group. Other than the complete sales channels, the Company also has regular sales promotion such as attending a tourism event with packages according to the time period or festivals and sales promotion through credit cards/ department stores.

c) Price and Customers/Target Group Policy

When determining the Marrakesh Hua Hin Resort & Spa's and Centra Maris Hotel Jomtien, Pattaya's room rates, the competitors in the same category or similarity are considered first. Each type of room's price will vary according to the room's size, facilities, and views.

From the brand positioning and price levels, this makes target customers of both hotels focus on Thai

and foreign middle class and above. With a calm atmosphere, the hotels have a high level of privacy and various facilities. As a result, Marrakesh Hua Hin Resort & Spa and Centra Maris Hotel Jomtien, Pattaya, are consistently popular with both Thai and foreign tourists as seen from the steadily increasing occupancy rate throughout the operation period, including satisfactory repeat occupancy rates.

3. Business Related to Real Estate Development and Other Business

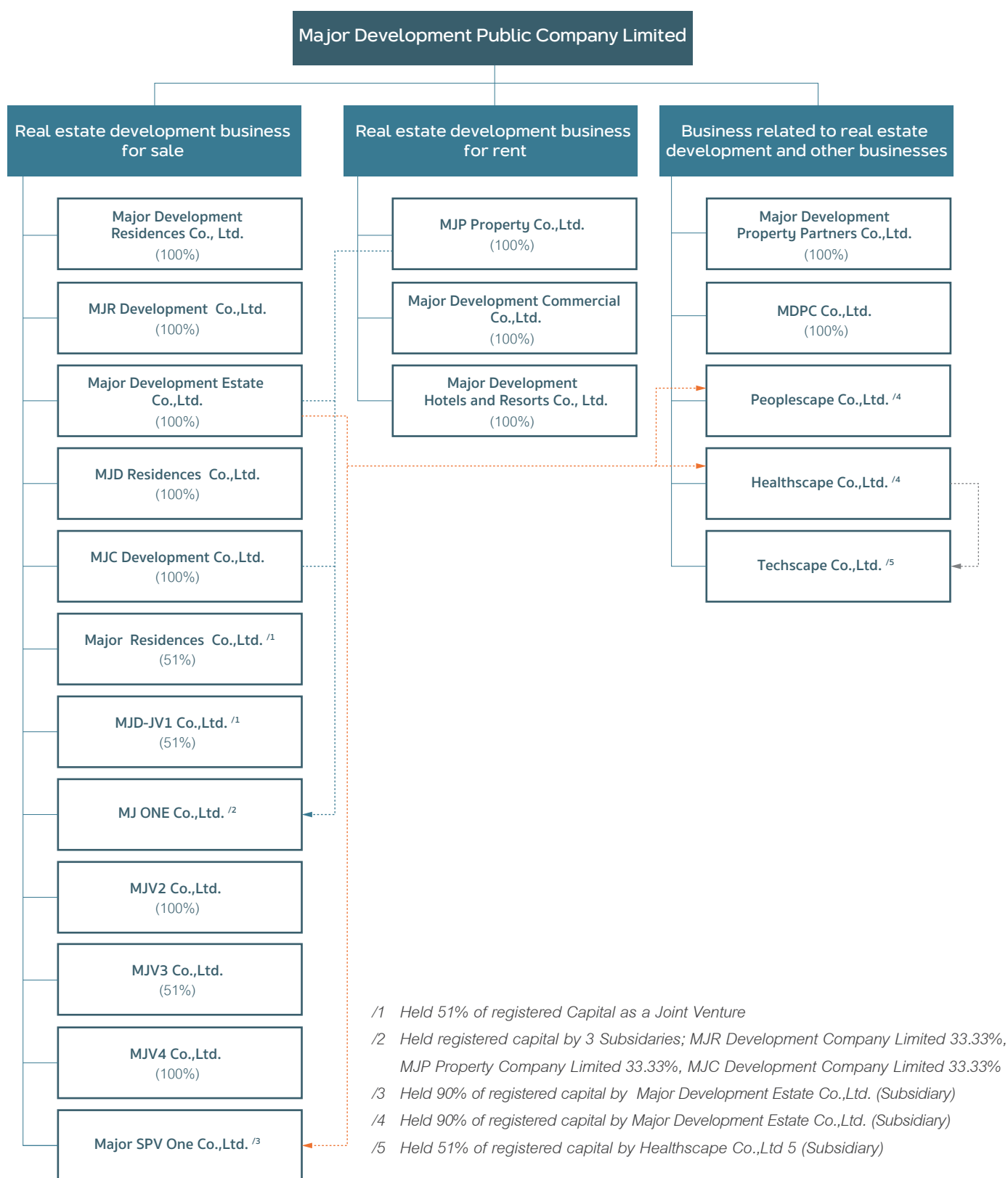
Business group related to real estate development and other business consist of 4 companies as follows:

- MDPC Company Limited operates business as a consultant, management, agent, and other services related to real estates, such as project management, juristic persons in condominium projects management and sales management for external businesses.
- Peoplescape Company Limited operates a consulting business in organization development, personnel management, and organizing training courses.
- Healthscape Company Limited operates a health business
- Techscape Company Limited operates the developing and designing applications and platforms business.

Shareholding Structure and Overall of The Company's Group's Performance

As of 31 December 2021, the Company has a total of 20 direct owned subsidiaries and joint ventures, which are divided into 3 business groups as follows:

1. Real estate development business for sale consists of 12 companies that engage in developing residential projects business for sale in the category of condominiums, detached houses, and townhomes, with an emphasis on projects in Bangkok Metropolis and Vicinity, including provinces that are tourist attractions such as Prachuap Khiri Khan (Hua Hin), Chonburi (Pattaya), etc.
2. Real estate development business for rent, 3 companies operate the developing residential projects business for sale, including rental business and providing services related to hotels, resorts, serviced apartments, office buildings, commercial buildings, and sales areas in Bangkok and provinces that are the main tourist attractions such as Prachuap Khiri Khan (Hua Hin), Chonburi (Pattaya), etc.
3. Business related to real estate development and other businesses, 5 companies engaged in business related to the real estate development business, including the real estate management, real estate management consultants and agents, and other business, including consulting on organizational development, training courses, health business, and application platform development and designing business.



Registered Capital and Paid-up Capital

Company Name : Major Development Public Company Limited
 Nature of Business : Property Development
 Head Office Address : 141 Soi Sukhumvit 63 (Ekkamai), Sukhumvit Rd, Klongton Nua,
 Wattana, Bangkok 10110
 Company Registration No. : 0107548000692
 Registered Capital : 1,050,000,000 Baht (as of 31 December 2021)
 Paid-up Capital : 860,411,939 Baht (as of 31 December 2021)
 Tel : 0-2030-1111
 Fax : 0-2030-1122
 Website : www.mjd.co.th

Subsidiaries which the Company holds more than 10% of total issued shares

Company Name and Address	Type of Business	Registered Capital (Baht)	Shareholding (%)
Subsidiaries			
Major Development Hotels and Resorts Company Limited 141 Soi Sukhumvit 63 (Ekkamai), Sukhumvit Rd, Klongton Nua, Wattana, Bangkok 10110 Tel 0-2030-1111 Fax 0-2030-1122	Hotel Resort & Spa	400,000,000	100
Major Development Residences Company Limited 141 Soi Sukhumvit 63 (Ekkamai), Sukhumvit Rd, Klongton Nua, Wattana, Bangkok 10110 Tel 0-2392-1111 Fax 0-2392-2255	Development of properties for sales	100,000,000	100
MJR Development Company Limited 398 Marche Ram 53, 3rd Fl., Building A, Soi Ramkhamhaeng 53 (Chan Sri Chawala) Phlab Phla, Wangthonglang, Bangkok 10310 Tel 0-2138-8077, 0-2138-8078	Development of properties for sales	600,000,000	100
MJP Property Company Limited 12 Krungthep Kreetha Road, Thap Chang, Saphansung, Bangkok, Thailand 10250 Tel 0-2138-8077, 0-2138-8078	Development of properties for rent	600,000,000	100

Company Name and Address	Type of Business	Registered Capital (Baht)	Shareholding (%)
MJC Development Company Limited 398 Marche Ram 53, 3rd Fl., Building A, Soi Ramkhamhaeng 53 (Chan Sri Chawala) Phlab Phla, Wangthonglang, Bangkok 10310 Tel 0-2138-8077, 0-2138-8078	Development of properties for sales	600,000,000	100
MJD Residences Company Limited 141 Soi Sukhumvit 63 (Ekkamai), Sukhumvit Rd, Klongton Nua, Wattana, Bangkok 10110 Tel 0-2030-1111 Fax 0-2030-1122	Development of properties for sales	750,000,000	100
Major Development Property Partners Company Limited 141 Soi Sukhumvit 63 (Ekkamai), Sukhumvit Rd, Klongton Nua, Wattana, Bangkok 10110 Tel 0-2392-1111 Fax 0-2392-2255	Condominium juristic person management	8,000,000	100
Major Development Estate Company Limited 141 Soi Sukhumvit 63 (Ekkamai), Sukhumvit Rd, Klongton Nua, Wattana, Bangkok 10110 Tel 0-2392-1111 Fax 0-2392-2255	Development of properties for sales	2,500,000,000	100
Major Development Commercial Company Limited 141 Soi Sukhumvit 63 (Ekkamai), Sukhumvit Rd, Klongton Nua, Wattana, Bangkok 10110 Tel 0-2392-1111 Fax 0-2392-2255	Hotel and properties rental	900,000,000	100
MDPC Company Limited 141 Soi Sukhumvit 63 (Ekkamai), Sukhumvit Rd, Klongton Nua, Wattana, Bangkok 10110 Tel 0-2392-1111 Fax 0-2392-2255	Agent, representative and real estate advisor business	10,000,000	100
MJ ONE Company Limited [†] 398 Marche Ram 53, 3rd Fl., Building A, Soi Ramkhamhaeng 53 (Chan Sri Chawala) Phlab Phla, Wangthonglang, Bangkok 10310 Tel 0-2138-8077, 0-2138-8078	Development of properties for sales	60,000,000	100 ^{/1}

Company Name and Address	Type of Business	Registered Capital (Baht)	Shareholding (%)
MJV2 Company Limited 141 Soi Sukhumvit 63 (Ekkamai), Sukhumvit Rd, Klongton Nua, Wattana, Bangkok 10110 Tel 0-2030-1111 Fax 0-2030-1122	Development of properties for sales	50,000,000	100
Major SPV One Company Limited ^{/2} 141 Soi Sukhumvit 63 (Ekkamai), Sukhumvit Rd, Klongton Nua, Wattana, Bangkok 10110 Tel 0-2392-1111 Fax 0-2392-2255	Development of properties for sales	100,000,000	100
Peoplescape Company Limited ^{/3} 141 Soi Sukhumvit 63 (Ekkamai), Sukhumvit Rd, Klongton Nua, Wattana, Bangkok 10110 Tel 0-2392-1111 Fax 0-2392-2255	Consulting business for organizational development personnel management and organizing training courses	1,000,000	90
MJV4 Company Limited 141 Soi Sukhumvit 63 (Ekkamai), Sukhumvit Rd, Klongton Nua, Wattana, Bangkok 10110 Tel 0-2030-1111 Fax 0-2030-1122	Development of properties for sales	2,000,000	100
Healthscape Company Limited ^{/4} 141 Soi Sukhumvit 63 (Ekkamai), Sukhumvit Rd, Klongton Nua, Wattana, Bangkok 10110 Tel 0-2392-1111 Fax 0-2392-2255	Health business	5,000,000	90

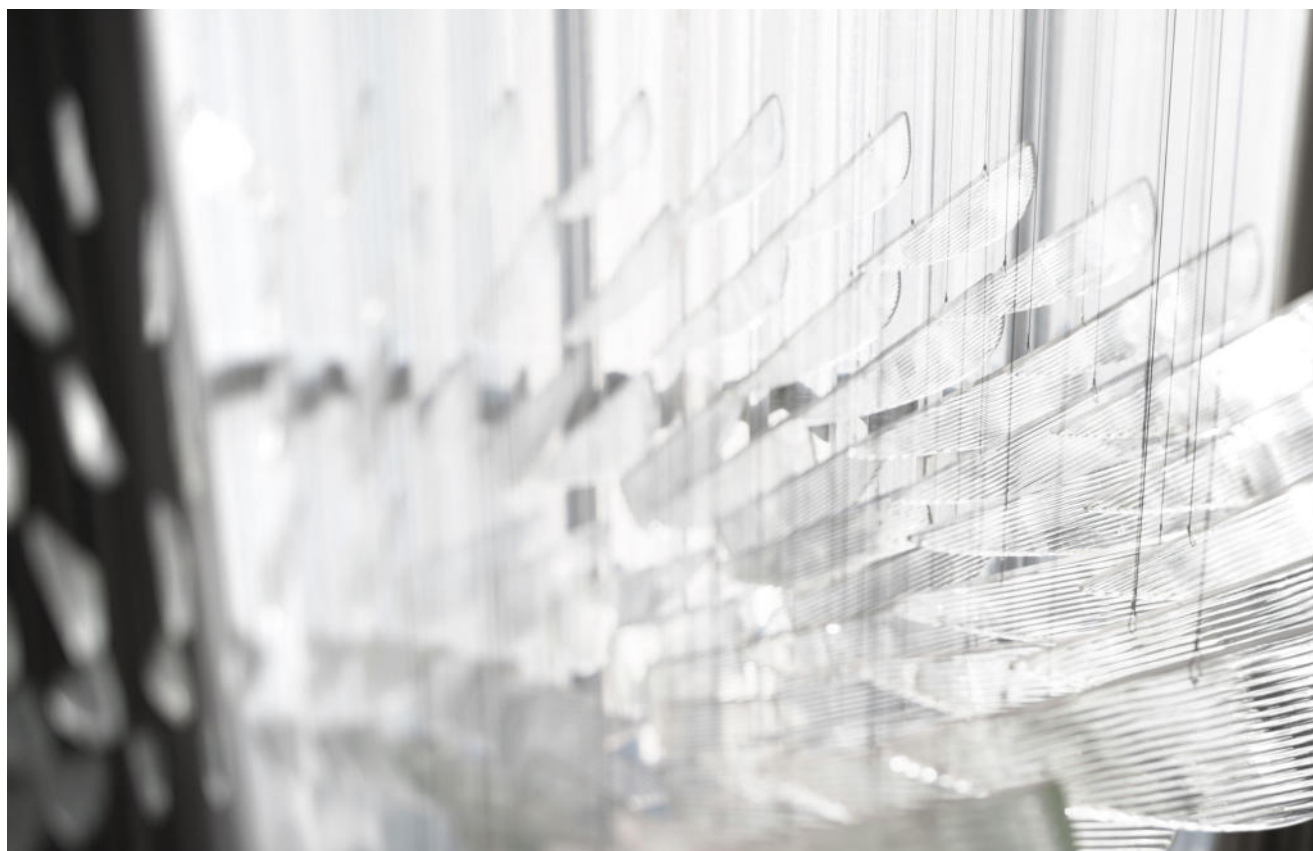
Joint Ventures

Major Residences Company Limited 141 Soi Sukhumvit 63 (Ekkamai), Sukhumvit Rd, Klongton Nua, Wattana, Bangkok 10110 Tel 0-2030-1111 Fax 0-2030-1122	Development of properties for sales	25,000,000	51
MJD-JV1 Company Limited 141 Soi Sukhumvit 63 (Ekkamai), Sukhumvit Rd, Klongton Nua, Wattana, Bangkok 10110 Tel 0-2030-1111 Fax 0-2030-1122	Development of properties for sales	1,000,000	51

Company Name and Address	Type of Business	Registered Capital (Baht)	Shareholding (%)
MJV3 Company Limited 141 Soi Sukhumvit 63 (Ekkamai), Sukhumvit Rd, Klongton Nua, Wattana, Bangkok 10110 Tel 0-2030-1111 Fax 0-2030-1122	Development of properties for sales	10,000,000	51
Techscape Company Limited ^{/5} 141 Soi Lasalle 48, Sukhumvit 105 Rd, Bangna Tai, Bangna, Bangkok 10270 Tel 0-2208-5400-6	Development and design of applications, and platforms	1,000,000	51

Remark :

- /1 MJ ONE Company Limited held by 3 Subsidiaries; MJR Development Company Limited 33.33%, MJP Property Company Limited 33.33%, MJC Development Company Limited 33.33%
- /2 Major SPV One Company Limited held by a Subsidiaries; Major Development Estate Company Limited 99.99%,
- /3 Peoplescape Company Limited holding 90% by Major Development Estate Company Limited (Subsidiary of MJD)
- /4 Healthscape Company Limited holding 90% by Major Development Estate Company Limited (Subsidiary of MJD)
- /5 Techscape Company Limited holding 51% by Healthscape Company Limited (Subsidiary of MJD)



Issuance of other securities

Bill of Exchange

As of 31 December 2021, Bills of Exchange of the Company and its subsidiaries has a total of 182 Million Baht. Details are as follows:

Underwriter	Issued Date	Maturity Date	Period	Issued Size (Million Baht)
KGI Securities (Thailand)	16-04-21	11-01-22	9 months	52,000,000
KGI Securities (Thailand)	15-05-21	08-02-22	9 months	30,000,000
KGI Securities (Thailand)	18-11-21	12-07-22	9 months	100,000,000

Debenture

As of 31 December 2021, Debenture of the Company and its subsidiaries has a total of 6,135.60 Million Baht. Details are as follows:

Symbol	Issued Date	Maturity Date	Int. Rate	Issued Size (Million Baht)
MJD225A	29-11-19	29-05-22	6.80%	700,000,000
MJD22DA	25-03-20	29-12-22	6.80%	738,600,000
MJD-DE-270420	27-04-20	27-04-22	6.80%	350,000,000
MJD22DB	25-06-20	25-12-22	6.80%	400,000,000
MJD234A	01-10-20	01-04-23	6.80%	500,000,000
MJP	13-11-20	13-05-23	6.80%	150,000,000
MJD237A	15-01-21	15-07-23	6.80%	1,323,700,000
MJD23NA	07-05-21	07-11-23	6.80%	450,000,000
MDE22OA	01-04-21	01-10-22	6.40%	600,000,000
MJD242A	05-08-21	05-02-24	6.80%	523,300,000
MJD246A	16-12-21	16-06-24	6.80%	400,000,000

Dividend Payment Policy

The Company has set a dividend payment policy to pay a dividend of not less than 40 percent of the net profit after tax and legal reserve. The Board of Directors will consider the dividend payment by focusing on the benefits to the shareholders, for example, reserving money for future investment, reserving money to pay off loans, or as working capital within the Company.

RISK MANAGEMENT

Risk Management Policies and Plans

Risk Management

Due to the constantly changing present situation, the Company needs to have good management and appropriate corporate risk management, which will assist the corporation's operations to proceed toward the set objectives and goals. The Board of Directors has placed great importance on risk management. As such, it has defined a clear risk management policy framework and operation guidelines as practices for the Company employees. Relevant departments, such as the risk management department, internal audit department, and risk owner department, collaborate with one another to ensure that the risk management systematically proceeds in the same direction throughout the corporation, is efficient and effective, covers all significant risk issues of the Company, and have a system to track and review operational results of risk management to keep a watchful eye on new risks that may happen at all times. This is to reduce the possibility of losses that would happen in the event of a risk to a manageable level and/or create new business opportunities for the Company.

Risk Management Policies and Risk Management Plans

The Company employs the COSO Enterprise Risk Management Framework (COSO ERM) to apply with the Environmental, Social and Governance (ESG) policy of the Stock Exchange of Thailand to consider the risk issues and risk management. This is to ensure that the Company's risk management proceeds systematically and continuously to reduce the effects that may happen to business operations. Additionally, it will assist the Company's operations to develop in the same direction throughout the corporation. The board of directors has defined the risk management and risk management structure as follows:

Risk Management Policies

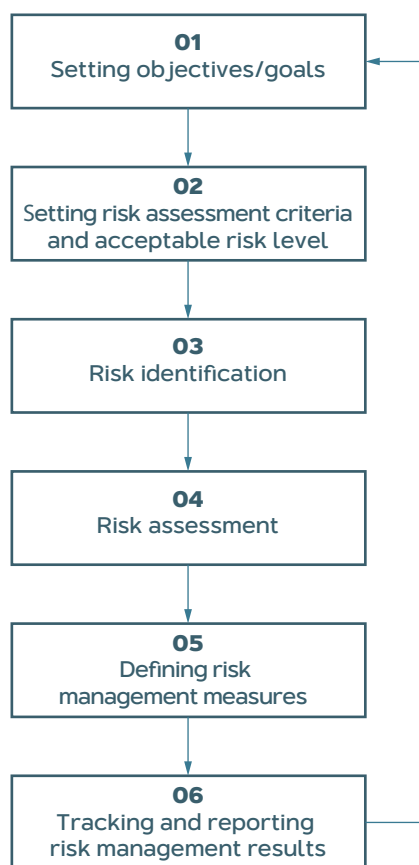
1. The Board of Directors and all executives, employees, and departments are risk owners. They have a responsibility to evaluate, track, and assist in risk management to be efficient.
2. The Company's business unit must have risk management and limitation procedures. The unit must assess and track the procedures systematically and continuously. The procedures must be subject to improvements to be appropriate to business changes regularly at least once a year.
3. Stipulate that risk assessment is a part of an annual plan for all departments. Risk consideration shall cover the entire Company with consideration of external and internal risk factors, as well as ensure that there is risk management and create appropriate warning systems.
4. The Risk Management Committee has a responsibility to track and manage risks and present its suggestions to the Board of Directors.
5. Create a corporate culture that fosters a mutual understanding and consciousness of risks through the creation of a knowledge base. The Company believes that risks can be reduced or acceptable if every executive or employee is prepared for losses that may happen. As such, the Company aims to build a knowledge base both within and

outside of the corporation through IT investment and employs up-to-date technologies for use. This will allow employees at all levels to access data and exchange experiences which will lead to the development and improvement of risk management procedures to be efficient.

Moreover, the Company has established a risk management framework to define risk management procedures, risk management responsibilities, types of risks, and risk assessment criteria. This is to ensure that every department has clear risk management guidelines.

Risk Management Plans

To ensure that risk management is conducted systematically, the Company has employed risk management guidelines per the COSO ERM Framework to be put to practical use.



1. Setting objectives/goals

Setting objectives at a corporate level/related business lines/to be in line with the Company's vision, obligations, policies, and main goals, as well as stipulating risk management plans that are in accordance with and support the objectives.

2. Setting risk assessment criteria and acceptable risk level

Setting risk assessment criteria regarding the likelihood of risks and risk impacts to prioritize risks through using the risk map, as well as stipulating the acceptable risk level and key risk indicators/trigger points (KPIs).

3. Risk identification

To search and identify causes of risks and risk factors by considering various factors, both internally and externally (such as economic situation, society, competition, etc.), which affect the Company's goals.

4. Risk assessment

To analyze various data which correlate with the identified risk factors (in the 3rd process: risk identification) to assess the risks per the defined criteria.

5. Defining risk management measures

Defining procedures for managing risks to an acceptable level through various measures such as canceling high-risk business ventures that the Company cannot manage, hedging, outsourcing, etc.

6. Tracking and reporting risk management results

The Company has assigned the risk owners to track and take action to manage risks to an acceptable level. The department must report the risk management results to the Risk Management Committee and the Board of Directors regularly.

Risk Map – Risk Assessment

Impact

Critical (5)	5 (C)	10 (B)	15 (B)	20 (A)	25 (A)
High (4)	4 (C)	8 (C)	12 (B)	15 (A)	20 (A)
Moderest (3)	3 (D)	6 (C)	9 (C)	12 (B)	15 (B)
Low (2)	2 (D)	4 (C)	6 (C)	8 (C)	10 (BC)
Negligible (1)	1 (D)	2 (D)	3 (D)	4 (D)	5 (D)

Likelihood

Risk prioritization (severity level) of risks and risk management guidelines

Score Level	Priority (severity) of risks	Sign
16 - 20	The severity/priority level is very high and must be managed immediately	A
10 - 16	The severity/priority level is high and must be managed urgently	B
4 – 9	The severity/priority level is medium and must be monitored regularly	C
Lower than 3	The severity/priority level is low, an acceptable risk level for the company	D

Roles, Obligations, and Responsibilities in Risk Management

Board of Directors

The Board of Directors is responsible for stipulating policies and strategic direction of the Company, as well as managing the Company to have an efficient and effective risk management system. This is to ensure that the management has placed importance on risk management and has fostered it until it becomes corporate culture.

Audit Committee

The Audit Committee is responsible for reviewing the financial report and accounting systems, good corporate governance, internal control system, internal audit system, and risk management system, as well as anti-corruption policies and measures, to ensure that they are all up to international standards and comply with the relevant regulations and laws appropriately and sufficiently. The Audit Committee then reports such reviews to the Board of Directors.

Risk Management Committee

The Risk Management Committee is responsible for defining risk management guidelines, considering and approving the risk management framework as a guideline for the company, tracking the risk management results, supporting their dissemination to foster understanding of risk management to employees at all levels, and applying them to practical use throughout the corporation, as well as providing opinions/suggestions/consultation to the management and reporting to the Audit Committee and/or the Board of Directors.

Chief Executive Officer, President, and Executives

The CEO, President, and Executives are responsible for facilitating a risk management system as per policies and guidelines set by the Board of Directors, approving strategies, and monitoring risk management for the whole organization to cover all critical risks including business operations and ESG risks, determining and assigning risk owners to consider and determine acceptable risk levels. The CEO, President, and Executives then propose to the Board of Directors for

further approval, communication, and development of a corporate culture that is aware of risks, as well as review the appropriateness of systems and measures such as anti-corruption measures to suit the change of business rules, regulations, and related legal requirements.

Risk Owners

Risk Owners are responsible for assessing and analyzing risks, setting policies/activities to manage the cost-benefit analyzed risks for each choice, monitoring risk assessment results, and proposing results to the Chief Executive Officer and/or the Risk Management Committee.

Risk Management Department & Sustainability Department

The Risk Management Department & Sustainability Department is responsible for the development of efficient and effective risk management systems; provides suggestions, counseling, and training to foster the understanding of risk management systems; monitors and reports on trends that may affect the business and ESG risks that may affect business operations in the short, medium, and long terms. The Risk Management Department & Sustainability Department is also responsible for coordinating and reviewing risk management from risk owners and related parties to prepare a risk report for management and the Risk Management Committee and/or the Board of Directors. The Risk Management Department & Sustainability Department also supports the efficient operations of the Risk Management Committee.

Internal Audit Department

The Internal Audit is responsible for auditing and reviewing the operation procedures to ensure compliance with policies and rules stipulated by the Company and/or good practice guidelines and relevant public sector rules and regulations to ensure that the Company has an appropriate and sufficient internal control system/risk management. Reports will be made to the Audit Committee and, subsequently, the Board of Directors.

Risk Factors Related to the Company's Business Operations

Risk factors in the real estate development for sale business that may occur and affect future operations are as follows:

External Risks

1. Increased industry competition risks

The condominium real estate development business has gained popularity and has the highest housing market proportion in Bangkok and areas close to the transportation system, especially in densely populated areas such as areas near mass rapid transits. This results in high competition for the condominium housing market, since a large number of operators of this business tend to develop projects in the same area or in close proximity, leading to the land prices rising with demand. Projects open for sale have varying suite styles, environments, locations, and accommodation facilities which provide clients with a wide range of choices in making purchase decisions while each operator has their specific sales strategy to incentivize their clients' purchasing decisions. The majority of the Company's projects, however, are exceptional in terms of location. The Company shall consider prime locations, quality of suite construction materials, as well as place importance on accommodation facilities within the projects. The Company's target market is high-end clients. Although competition in the high-end condominium market is increasing, the Company still holds advantage in terms of image and reputation regarding the quality of projects. As

a leading operator of the high-end condominium business for the past 20 years, the Company is well trusted and accepted by clients. The Company has, in addition, begun to develop low-rise projects to diversify its project portfolio, which are 3 super luxury detached house projects, namely the Mavista Prestige Village Krungthep Kreetha, Malton Private Residences Sukhumvit 31 and Malton Private Residences Ari, all of which have been well received. At present, Mavista Prestige Village Krungthep Kreetha and Malton Private Residences Sukhumvit 31 projects have been sold out. The Company's super luxury detached house projects shall be completed before being put for sale. The horizontal projects at the lower price level will be gradually built and sold on a one-by-one basis, which is a way to reduce investment risks. However, the competition between operators has intensified since 2020 due to the impact of the COVID-19 pandemic that has resulted in the overall economic slowdown and in turn an increased competition in terms of price. The Company has launched various promotions to stimulate sales of condominium units which have been well received by clients.

2. Risk of commercial banks refusing loan approvals to clients

Commercial banks have remained strict in lending home loans to clients, leading to the risk of clients being denied credit and affecting the transfer amount. As the Company's projects are high-end projects, most clients have good financial history and are able to receive loans without any issues. This results in the low risk of clients being rejected for loans and unable to transfer money to purchase projects. In 2021, although

the COVID-19 pandemic persists, the reject rate is at 4% - 5%, a slight change from the pre-pandemic period of 3% - 4%. To further mitigate such risks, the Company shall assess the preliminary qualifications and repayment ability of clients applying for loans from financial institutions from the time of purchase to loan application from financial institutions.

3. Risk of changes to rules, regulations, or laws related to the real estate business

Real estate business operations are at risk of changes to rules, regulations, and related laws, such as limitations in the use of space for the construction

of certain types of buildings, height limits, and building distances from the main road. Risks also include land boundary disputes with neighboring landowners,

complaints during construction, expropriation of land for the construction of public utilities, problems arising from amendments to laws, announcements and regulations of the government that are in effect during the Company's ownership of the land but is in the process of applying for permission from relevant

agencies. However, the Company has methods to reduce the aforementioned risks, where legal restrictions and regulations from related agencies regarding land use are reviewed prior to real estate project construction to determine all restrictions affecting the Company's development projects on such lands.

4. COVID-19 pandemic risks

The spread of the COVID-19 pandemic since the end of 2019 has resulted in the global economic slowdown. Business operations have been obstructed, inevitably affecting the real estate business and the hotel business. This is due to clients slowing down on purchasing or investing in housing as well as the impacts of the closure of international entry and exit routes on tourism, which is a main revenue source of Thailand. The slowdown of the tourism sector may cause the Company's revenue to be unable to achieve the set goals.

Despite the COVID-19 pandemic, the Company has transferred the ownership of the completed Metris Rama 9 - Ramkhamhaeng, Metris Ladprao, Maru Ladprao 15, and Maru Ekamai 2 projects, which have been completed and began the transfer of ownership in 2020 to the present, as well as transferring ownership of other ready-to-move projects. As a result, the Company has a satisfactory amount of revenue from the real estate business under the pandemic situation.

To reduce the aforementioned risks, the Company plans to operate in the second half of the year in terms of the Company's working capital by delaying the launch and development of new projects, as well as continually planning sales promotion strategies to stimulate sales in existing projects that have been well accepted and generated satisfactorily sales for the Company. As for contacted foreign clients who are unable to travel to inspect the condominium units, the Company has kept in touch with clients both directly and through sales representatives through appointed operators who act as representatives of clients to inspect and transfer ownership. The Company has measures to build and maintain trust for domestic clients inspecting the condominium units, including making appointments in advance to reduce crowding, maintaining the cleanliness in projects, placing alcohol

gel at client contact points such as project lobbies and within elevators, as well as supplying face masks for employees, related persons, and visitors, and measuring the temperature of the mentioned persons to reduce the spread of COVID-19.

As for the Company Group's hotel business, the spread of the COVID-19 virus since late December 2020 has once again resulted in the decline of key clients from Bangkok. The key clients of the Company's hotel business remain to be domestic clients, who are Thai clients that prefer to stay during holidays and long weekends. The Company has also gained non-Thais living in Thailand as clients, including embassy clients and Scandinavian clients who prefer to stay during weekdays for over 7 days. Measures to relieve the lockdown and curfew, vaccinations, especially in Bangkok and surrounding areas, as well as the opening of international entry to accept foreign tourists, have improved the situation and resulted in more clients returning to employ the Company's services. The Company complies with the SHA (Amazing Thailand Safety & Health Administration) standard, a sanitary safety standard developed by the Ministry of Tourism and Sports in collaboration with the Ministry of Public Health. The Company has joined government projects such as the "We Travel Together" project, as well as introducing promotions through various agents. As for accommodation, alcohol gel has been placed, the temperature of guests and service staffs have been taken, and face masks have been provided for employees and related persons. The Company expects tourism trends to gradually improve. As hotels of the Company Group are located in areas that a short distance from Bangkok, this will result in more returning clients, especially during Saturday-Sundays and long weekends.

5. Risk from exchange rates

The proportion of foreign clients in the real estate market has been increasing, especially for the Bangkok condominium market. However, the trend of the Thai Baht's continued appreciation will affect the real estate business. This is especially true for the market of foreign clients, resulting in foreign investors having to consider the value of investments. The Thai Baht's continued appreciation will directly affect exports and tourism in Thailand, resulting in reduced purchasing power, affecting economic growth, and may in turn result in increased unemployment. Furthermore, there

is a risk of foreign clients refusing to transfer money as per agreements due to the continued appreciation of the Thai Baht. However, the Company's projects are located in prime locations. In addition, with the Company collecting an approximate 20 - 30% of the product's price as down payment from foreign clients, there is a low risk that clients will forfeit the down payment and refuse to transfer. In the event where clients forfeit their down payment, the Company shall utilize the money for promoting sales of the corresponding unit.

Risks From Business Conducts

1. Risk from having the Poolvaraluk Group as major shareholders

The Poolvaraluk Group, the Company's major shareholder group, holds 48% of the total registered capital (as at 31 December 2021), thus enabling the Poolvaraluk Group to control the majority of the resolutions of the shareholder's meeting, excluding resolutions requiring more than three-fourths of the votes. Other shareholders, therefore, may be unable to combine votes to audit and balance matters proposed

by shareholders. The Company has appointed 3 third parties with experience, knowledge, and a wide range expertise as independent directors and audit committee members. Prior to resolutions being proposed to the general shareholder's meeting, they must be reviewed and considered by the 3 directors for the transparency of the Company's operations.

2. Risk from delays and the quality of construction work

The Company hires external contractors for the construction of condominium projects. This puts the Company at risk of the contractors failing to deliver timely and adequate quality works. The Company has measures to reduce the risk of contractors whom are inexperienced or having issues regarding personnel or financial liquidity by selecting a sufficient number of contractors and material manufacturers whom are experienced and qualified for each construction project. The Company also refrains from the fixation on a single contractor through division of work to enable contractors to have more liquidity. The Company,

additionally, procures some of the materials to reduce the contractors' financial burden. Additionally, the Company has clear policies to create alliances with contractors and manufacturers for a joint development of construction work and materials that is of adequate quality and timely. The Company shall do so by utilizing appropriate technology that has been studied and reviewed before implementation. The Company shall inspect and select contractors and manufacturers with expertise, as well as lay construction guidelines that requires less labor to reduce the risk of labor shortage in the construction industry.

3. Risk of purchasing land for development

Risk from Laws and Regulations

Risks from laws and regulations are risks from project development within a predetermined format without obstructions from requirements, laws, or regulations. The Company has managed this risk via thoroughly

reviewing ordinances related to project development, including ordinances already in effect and those that are to be imposed in the near future. These include city planning ordinances, building construction ordinances, land allocation ordinances, and other regional ordinances

affecting project developments. The Company, additionally, thoroughly inspects ownership and transfers of ownership. Subsequently, the Company shall plan a project with consideration to these matters within such lands to determine whether the results are satisfactory before the Company purchases such lands.

The new city plan, which is to be announced next year, is considered advantageous to the Company, since such a plan reflects city growth. The new city plan decentralizes growth, resulting in an opportunity for the Company to develop land beyond the city center. As for the city center, city planning laws related to the Company's development either remain the same or have been amended beneficially to the Company, such as allowing the Company to develop more building areas in some areas than in the previous city plan.

The land and building tax will mainly impact real estate developers holding accumulated ownership in the land bank. The Company's policy, however, is to procure land for immediate development as assets. The Company has not received much impact from such tax. However, the Company may be affected in terms of tax exemption periods for completed condominium projects, which in turn affects the cost of the project. The Company must then ensure that the construction's duration will not take too long, which may affect large projects with a long construction time due to the need of consideration for increased tax costs.

Risk of Purchasing Land for Commercial Use

Risk of purchasing land for commercial use is a risk of whether the Company has the capacity to sell projects on purchased lands to achieve the targeted payoff within the allotted time. The Company has

managed such risk by analyzing the market demands in each area, analyzing the economic situation, constantly updating the real estate market data and the changing land prices in various areas. This allows the Company to adapt its methods to purchase appropriately-sized lands in good locations to be developed in ways that correctly respond to the market and economic situations in each period. By considering the aforementioned factors, the Company can reduce the risk of purchasing land considerably.

Risk of Purchasing Land for Development

The Company focuses on developing high-end projects, which are projects in good locations such as the city center, near important places or department stores, etc. Lands which fit these qualifications are limited, which causes a risk that the Company cannot find lands that are qualified enough for developing future high-end projects. However, as the city has continuous development, urban dispersion, and prosperity, the Company predicted that the CBD areas, both at present and in the future, will no longer be limited to Silom, Sathorn, Siam, or Central Sukhumvit areas. The urban distribution will lead to more prosperity to other areas, which gives the opportunity for the Company to set up new projects as the Company does not currently limit itself to only high-end projects. Additionally, even though it is harder to find lands for development projects in old CBD areas, the Company has adapted to the current situation. Some lands that did not have the potential for development projects in the past may now have appropriate features and attractive to clients, which allows the Company to develop new projects on such lands.

4. Risk of increased building material costs

Presently, building materials which are crucial resources have fluctuated prices depending on the changing oil prices and the increased minimum wage policy, which affects the cost of development projects of the Company. This may affect the Company's operations and financial status in the future. In order to reduce the risk of fluctuating building material prices, the Company shall manage the building cost from the

design process to contracts regarding wages, building material costs, and contractors. The contractors shall supply building materials and equipment. Such contractors will procure building materials from trading partners or major distributors to get discounted prices, as well as define confirmed prices which allows the Company to control the costs. Furthermore, the contractors shall track price movements and estimate prices in

advance, make advance purchases in large quantities if necessary, which allows price negotiation, control of building costs, management and control of qualities and standards of properties as stipulated. Moreover, the Company has studied alternative choices of materials that can be used as substitutes depending

on each situation, as well as improved the material production and transportation methods in cooperation with manufacturers to ensure efficient cost and delivery, reduce price fluctuations or building material shortages to be less frequent.

5. Risk of business expansion to a new client group

From past to present, the Company has focused on developing high-end condominium projects (150,000 - 200,000 Baht / m²), luxury condominium projects (200,000 - 280,000 Baht / m²), and super luxury condominium projects (>300,000 Baht / m²), which is considered to have achieved the set goals. The Company sees an opportunity to expand the Company Group's property portfolio and as such begins to develop 3 super luxury detachment house projects with few units that are privacy-focused. The projects

are well-received by clients. However, in order to reduce income fluctuations from developing single segment projects, the Company has expanded its client base to other groups through the development of upper-middle condominium projects (90,000 Baht / m²) starting from low-rise condominium projects, which are small projects with low development costs, and horizontal projects such as detached houses and townhouses, which will be gradually constructed through each phase to control the risks of the projects.

6. Liquidity risk from investments in future projects

The real estate business is a business which requires constant investments. The Company needs to invest in new projects to maintain the income level from business operations to be constant aside from developing real estates such as condominiums, hotels, and offices that are owned originally. At present, the Company begins to invest more into horizontal projects as these projects require shorter time to develop than condominium projects, which allows for a faster revenue recognition. However, investments in various projects require credits from various financial institutions as well as other sources of loans, such as

debenture offerings. In financing investments, there is a risk that such investments may be insufficient during the construction process. As such, the Company has formulated a clear investment and financing plan for each project, plans of project development period and revenue recognition to be constant within the Company Group, and jointly consider such plans in the Board of Directors' meeting to be presented to financial institutions to consider approving loans. Additionally, the Company Group's projects have been consistently receiving project credit support from commercial banks.

7. Risk of income inconsistencies

Real estate businesses, especially regarding high-rise condominium projects which require 3-4 years of development time, have a risk of income fluctuation if most of the projects are under construction. The Company has increased the proportion of low-rise projects which require shorter construction time than high-rise projects, as well as horizontal development projects - which are done through the 'gradually build, gradually sell' method, which helps reduce the income fluctuations. Moreover, the Company has plans to expand to other businesses such as health scape

(start learning about the health and hygienic product developments) and tech scape (planning to develop PropTech and HealthTech).

Additionally, as of 31 December 2021, the Company has a total backlog amount of 3,306 million Baht, divided into high-rise condominium projects valuing 745 million Baht, low-rise condominium projects valuing 18 million Baht, horizontal projects valuing 154 million Baht, and high-rise condominium projects (joint venture) valuing 2,388 million Baht. The revenue will be gradually recognized throughout 2022 - 2023.

Financial Risks

1. Maintaining the debt-to-equity ratio

The risk of the debt-to-equity ratio per rights calculated in accordance with the regulations as defined in the provisions on rights and responsibilities of debenture issuer and shareholder as of 31 December 2021, 31 December 2020, and 31 December 2019 are 1.64, 1.60, and 1.88 respectively. It can be observed from these ratios that there is a steadily decreasing pattern. The debenture issuer shall maintain the total amount of net debt per total amount of equity at the end of each

quarterly period or at the end of the accounting period in case that the last quarter does not exceed 3.5.1

Additionally, under some loan agreements, subsidiary companies must operate under some financial conditions, such as maintaining the debt-to-equity ratio to not exceed 3:1 of consolidated financial statements. At present, the debt-to-equity ratio does not exceed such conditions.

2. Interest coverage ratio and encumbrance

The Company has Interest Coverage Ratio (ICR) which is calculated from earnings before interest, taxes, depreciation, and amortization (EBITDA) then divided by interest payable. As of 31 December 2021, 31 December 2020, and 31 December 2019, the Company has ICRs of 0.68, 1.95, and 2.24 respectively (ICRs above 1.00 means EBITDA is able to support interest expenses in such installments). As observed, the ICR as of 31 December 2021 has decreased compared to the ICR as of 31 December 2020 which is due to the decrease of profits before financial expenses and income tax expenses.

The Company has Debt Service Coverage Ratio (DSCR) which is calculated from earnings before interest, taxes, depreciation, and amortization (EBITDA) then divided by short-term interest-bearing debt and long-term interest-bearing debt within 1 year. As of 31 December 2021, 31 December 2020, and 31 December 2019, the Company has DSCRs of 0.11, 0.19, and 0.24 respectively. This means that the

Company has insufficient EBITDA to pay interest-bearing debts which are due within 1 year. Additionally, as of 31 December 2021, the Company has total interest-bearing debts which are due within 1 year of 3,703.27 million Baht. The long-term debts from financial institutions which are due within 1 year - a total of 736.60 million Baht - are credits from investments in real estate development projects with the condition that the debts shall be repaid when ownership is transferred to clients, which may not be strongly affected by repaying debts to financial institutions. However, if the profits from selling these projects didn't reach the target, it will affect the debentures due within 1 year - a total of 2,777.05 million Baht. This is because EBITDA may be insufficient to repay such debentures. As such, the Company has attempted to find new sources of funds which include a new issuance of debentures, commercial bank loans, and cash flow from business operations. At present, the Company has already repaid all debts due in 2021.

3. Liquidity risk

The Company has a Liquidity Ratio which is calculated from current assets divided by current liabilities. As of 31 December 2021, 31 December 2020, and 31 December 2019, the liquidity ratios are at 1.71, 1.56, and 1.77 respectively.

Additionally, most of the Company's current liabilities as of 31 December 2021 - a total of 4,791.19 million Baht - came from long-term loans from financial institutions which are due within 1 year - a total of 736.60 million Baht - and debentures which are due

within 1 year - a total of 2,777.05 million Baht. Long-term loans from financial institutions which are due within 1 year are credits from investment projects with the condition that the debts shall be repaid when projects are transferred and there is no need to prepare cash to repay such loans. The Company has plans to repay debentures that are due within 1 year through the issuance of debentures, bank loans, and cash flow within the Company.

BUSINESS SUSTAINABILITY DEVELOPMENT

1. Sustainability Management Policy and Goal

1.1 Business operations with consideration for both short-term and long-term business growth

To make business grow sustainably, the Company formulates business strategies by considering various risk factors both internal and external affecting the business in the short term and long term. However, the Company has the flexibility to change or adjust if the situation/risk factors changed.

1.2 Business operations with transparency and auditability

The Company does not support and fight against corruption with a policy to operate business with transparency in every step of the operations.

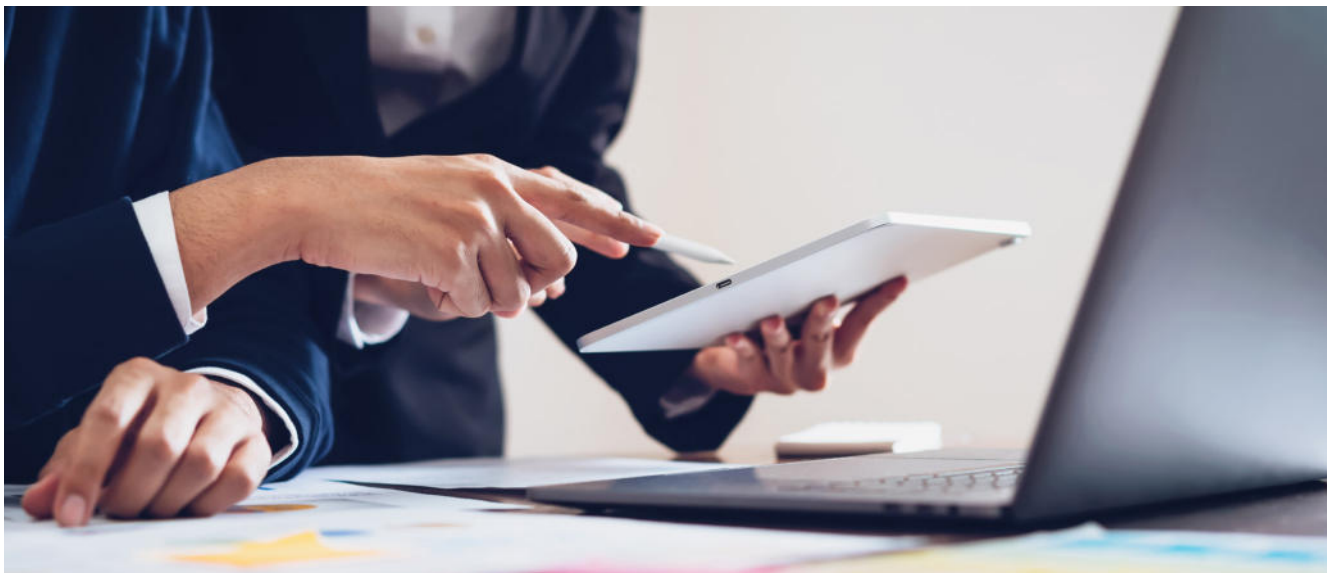
1.3 Business operations with consideration for related stakeholder

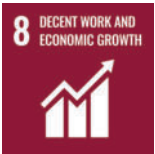
The Company has a policy to operate business with considering the impact of all stakeholders involved in the business operation to minimize the impact as much as possible both short-term and long-term.

1.4 Business operations with consideration for environment and society

The Company has a policy to manage the use of various resources for the utmost benefit, create good awareness of environmental stewardship, and minimize the impact on the environment as much as possible.

According to the sustainability management policy, the Company has adopt the Sustainable Development Goals at the international level to determine the scope of sustainability issues in order to set as a framework for strategic formulation and operational guidelines, develop the organization towards sustainable development in economic, social, and environmental dimensions as follows:



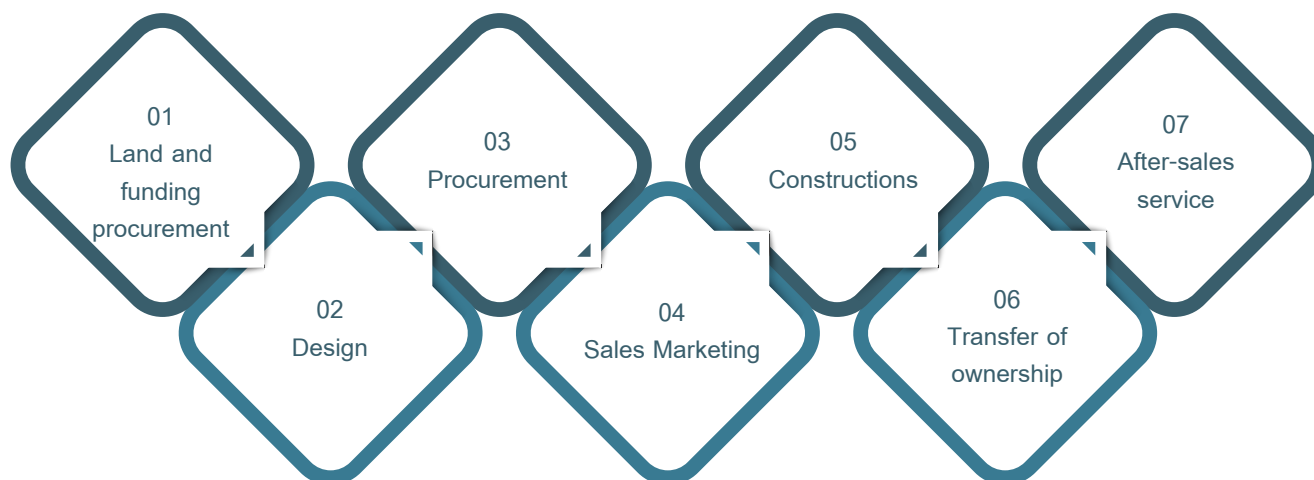
Sustainable Development Goals	Stakeholders	The Sustainable Development Practices		
		Economic Dimension	Social Dimension	Environmental Dimension
 3 GOOD HEALTH AND WELL-BEING Good Health and Well-Being	Employee Customer Partner Community		• Product and Service with Awareness of Life Quality and Safety • Employee Stewardship and Development • Community Management	
 4 QUALITY EDUCATION Quality Education	Employee Customer Partner Community		• Human Resource Development • Educational Support and Opportunity	
 8 DECENT WORK AND ECONOMIC GROWTH Decent Work and Economic Growth	Employee Customer Partner Shareholder	• Business Growth • Proper and Fair Employment	• Human Resource Development	
 9 INDUSTRY, INNOVATION AND INFRASTRUCTURE Industry, Innovation and Infrastructure	Employee Customer Partner		• Product and Service Development	• Eco-Friendly Operation
 11 SUSTAINABLE CITIES AND COMMUNITIES Sustainable Cities and Communities	Employee Customer Partner Community		• Product and Service Development • Value creation for the Community and Society	• Reduction of Resource Usages and Environmental Effects • Greenhouse Gas Management

Sustainable Development Goals	Stakeholders	The Sustainable Development Practices		
		Economic Dimension	Social Dimension	Environmental Dimension
 Responsible Consumption and Production	Employee Customer Partner Community		Product and Service Development	- Reduction of Resource Usages and Environmental Effects - Greenhouse Gas Management
 Partnerships for the Goals	Partner Community Shareholder	Business Growth	Value Creation for the Community and Society	Reduction of Resource Usages and Environmental Effects

2. Management of the Impact on Stakeholders in the Business Value Chain

2.1 Business Value Chain

The Company operates main business in real estate for sale by delivering business value chain from the start of the project to customers as follows:



Value Chain	Processes	Related Persons
01 Land acquisition and capital	• Search for suitable lands and evaluate project feasibility • Raise capital/plan for capital expenditure • Negotiate a land purchase	Employees Land owners Financial institutions
02 Project design	• Design project with regard to the clients' needs and related laws • Determine/choose quality and safe materials	Employee Trade partners Government agencies
03 Procurement	• Compare the quality of materials that are suitable and in line with designs • Screen contractors/sellers who are fair and transparent	Employee Trade partners
04 Sale and marketing	• Communicate accurate and comprehensive information • Organize sales and marketing activities • Protect client confidentiality	Employee Trade partners Clients
05 Construction	• Request permission and abide by the relevant laws and regulations • Ensure construction quality control • Ensure safety and control the effects from construction	Employee Trade partners Government agencies Communities
06 Conveyancing	• Ensure quality assurance before the transfer • Inspect and edit projects • Facilitate credit application and conveyancing	Clients Employee Government agencies
07 After-sales service	• Pick juristic persons • Receive any complaint after conveyancing • Build relations with clients	Clients Employee



2.2 Operations related to stakeholder in the Business Value Chain

The Company has analyzed the expectations of internal and external stakeholders from the operations, established guidelines for responding to the expectations, and for stakeholder engagement as follows:

Stakeholders	Expectation	The guidelines for responding to expectations
Customer	• Products and services quality with reasonable prices • Products and services that correspond to the descriptions • After-sales service satisfaction • Reaction to complaints	• Focusing on product improvement • The Quality delivery inspection process • Focusing on after-sale service • Providing channels for receiving complaints and responding appropriately
Employee	• Reasonable remuneration and benefits • Career advancement • Increasing the knowledge and skills necessary for career advancement	• Adjust wages to be reasonable and fair • Take care of comfort and safety in the workplace • Promote the development of employees' knowledge and skills on a regular basis
Business Partner	• Transparent and fair procurement • Reasonable compensation • Compliance with established commercial terms and conditions • Long-term business cooperation	• Follow the procurement procedures strictly • Comply with the agreement in accordance with the principles of good corporate governance • Sharing business information for future planning
Community	• Preventing and reducing the impact of construction • Social and Environmental Responsibility	• Building a good relationship with the communities surrounding the project • Compliance with measures to reduce the impact on construction • Support activities that improve the quality of life and society
Government Sector	• Compliance with laws, rules, and regulations related to business operations • Disclosure of accurate and complete information	• Giving priority to compliance with relevant laws, rules, and regulations
Shareholder	• Consistent improvement in performance • Return on equity • Management based on good governance	• Business growth and reasonable remuneration • Disclosure of complete and transparent business information

3. Sustainability management in environmental dimensions

The Company considers the environmental impact from the operations either from the construction and project development process which have the most impact, and operations in various offices. The Company has environmental management as follows:

3.1 Environmental management in construction

For environmental management in construction, the Company has divided into 3 phases: pre-construction phase, construction phase, and post-construction phase. The details are as follows:

Pre-construction phase	Construction phase	Post-construction phase
• Designing projects by considering relevant environmental requirements such as sunlight reflection. • Designing by choosing materials which reduce the environmental impact, the use of resources, and increase the efficiency of resource usage for the utmost benefit. • Designing as much green space as possible to create a natural balance. • Designing indoor and outdoor space utilization for the utmost benefit. • Community surveys.	• Control the construction to comply with the measures set in the EIA report. • Control the construction to effectively reduce the waste of resources. • Use technology to assist in construction such as BIM. • Community impact survey.	• Training the use of public utilities to juristic persons. • Promoting waste management in residences. • Community impact survey.



Apart from managing to reduce the environmental impact that occurs during the construction and project development process in accordance with various requirements in the Environmental Impact Assessment Report, the Company also began to raise construction standards by installing “The Cloud Major’s Air Purifier”, a large air purifier with an air flow rate more than 10,000 cubic meters per hour covers the area around the machine about 7,500 square meters or a radius about 5 rai. It is also able to trap various types of dust including the dust as small as 0.3 microns (according to air filter standard EN 779:2012), and reduce PM 2.5 dust in the amount of 700-2,000 micrograms/cubic meter to only 50-60 micrograms/cubic meter.

“The Cloud Major’s Air Purifier” has been installed at the construction sites of the Metris District Ladprao and Malton Gates-Krungthep Kreetha which are pilot projects. The Company will gradually install in every project under construction to reduce the environmental and social impact according to the Company’s vision of becoming a Lifescape Developer.

3.2 Minimizing the environmental impact

The Company emphasizes on reducing the use of resources or using resources efficiently to reduce the environmental impact by carrying out various activities according to the policy as follows:

RECYCLE
ขยะรีไซเคิล

Used Paper
Plastic
Glass / Cans
Milk Package

กระดาษ
พลาสติก
ขวดแก้ว / กระป๋อง
กล่องนม

NON-RECYCLE
ขยะนำกลับมาใช้ไม่ได้

Used Foam / Straw
Used Tissue Paper
Used Plastic Wrap
Used Foil

กล่องโฟม / หลอด
กระดาษทิชชู
ถุงขนม / ฟิล์มพลาสติก
ฟอยด์

ORGANIC
ขยะเศษอาหาร

Kitchen Waste
Vegetable
Fruit
Spoilage

เศษอาหาร
เศษผัก
เศษผลไม้
ของเน่าเสีย

PET WASTE
ขยะจากสัตว์เลี้ยง

Animal Waste
Cat Litter
Dog Diaper
Urine Training Pad

มูลสัตว์
ทรายแมว
ผ้าอ้อมสุนัข
แผ่นฝึกขับถ่าย



- Campaign for waste management and create sustainable values by campaigning for residents and employees to separate the waste before throwing it into the bins. The bins are divided into 4 categories: Recycle, Non-Recycle, Organic, and Pet Waste in order to reduce environmental pollution, and create a good quality of life. This includes bringing separated waste from various projects back to recycle and reuse, reducing the creation of new products creating waste and causing environmental problems.
- The “Re-Use” project promotes the re-use paper in all types of office documents used for internal work in order to reduce resource usage, and hand over the needless calendar to the Foundation for the Blind for Braille production.

For the management to reduce greenhouse gas problems, the Company does not have a policy to prepare greenhouse gas emissions data at current. The Company is considering the preparation of greenhouse gas data to use for further analysis and determination of greenhouse gas reduction guidelines. However, the Company may hire the experts for analyzing data and establishing measures reliably and efficiently.

4. Sustainability Management In Social Dimensions

4.1 Policy and Social Practices

Respect for Human Rights

The Company gives importance and respect to fundamental human rights. There is a policy of not doing anything that would violate fundamental human rights, such as not using and not supporting child labor, equal employment opportunities for all genders set in the “Code of Conduct”. Examples of human rights are:

- Controlling the environment and working system according to the principles of occupational health and safety at work.
- No limitation of nationality, religion, and gender in considering employment, and complying with employment laws for persons with disabilities.
- Establishing confidentiality policy and controlling the access rights to personal information of employees. The Company places the importance to keep the personal information of job applicants and employees, both current employees and retired employees.
- Providing opportunities for employees to express their opinions and having channels for complaints through Care your voice channel.

Fair Labor Treatment

The Company treats the employees equally and fairly with no discrimination against any person. There are rules for considering wages, wage increase, and growth in the line of work which is appropriate, systematic, and consistent with other businesses in the same industry. The Company provides various welfares such as medical treatment, annual health checks, life insurance, including the establishment of a provident fund as a guarantee in the future and also encourages savings for employees. For the learning part, the Company has conducted a survey about the need for training in order to provide employees opportunities to develop their skills, knowledge, and abilities continuously, as well as employee development in accordance with the type of work.

In the past year, the Company operates in relation to employees. Summaries are as follows

- Employee welfare such as booking and purchasing Moderna, alternative vaccines, for employees, health insurance that covers COVID-19, such as a health policy that covers medical treatment for coronavirus infection.
- Welfare and benefits supported by the government, such as a reduction in social security contribution rate for employees and reduction of the contribution rate of the provident fund.
- Providing protective equipment such as masks, alcohol, and ATK testing equipment for the project staff, and weekly cleaning and disinfecting for office buildings.

According to the work standards that promote the utmost benefits, including providing welfare to create a good quality of life for employees, the Group received the Outstanding Establishment Award for Labor Relations and Welfare from the Ministry of Labor for the year 2021 at the national level.



4.2 Social Performance

The Company gives importance to the community and social development in the line with business operations, and promotes the development related to the communities and societies by organizing various projects to develop communities and society for sustainability.



- Co-organize courses and provide academic guidance to promote educational standards on Facility Management together with Department of Management Technology Department of Real Estate and Building Resources Management, Faculty of Industrial Technology, Suan Sunandha Rajabhat University.
- Provide academic guidance and training to students. The Thammasat University Student Union organized the Tutoring & Workjobs the series project 2021 in an online format. This project aims to develop language skills and special skills which are necessary for current work for students who are interested in developing their potential and want to prepare readiness to live in society efficiently in order to lead to future growth. The project was held from 9 October – 14 November 2021.
- Collaborate with the College of Innovation, Thammasat University to organize the "Service & Innovation Design Project" with the objective of applying the principles of Service Design & Innovation to design suitable services, including applying some innovations to solve the Pain Point problems that happened to customers in order to lead to excellent service.
- Co-organize CARE-SHARE-CHANGE project together with the Thai Red Cross Society to hold activities to invite residents of the M Jatujak to donate blood at the M Jatujak project area.
- Organize CARE-SHARE-CHANGE project to help workers affected by the temporary closure of construction camps during the COVID-19 pandemic by delivering rice, dry food, drinking water, and masks to workers in various construction camps.
- Help promote small businesses to residents through MAJOR's online channels.
- As the leader of pet-friendly condominium developer, the Company expressed concern for the pets of the residents by providing dog and cat food for residents who registered pets with the juristic person under the project



MANAGEMENT DISCUSSION AND ANALYSIS

Financial Statement

Independent Auditor's Report

Financial Statement	Auditor	Auditor's Report
2021	Miss Manee Rattanabunnakit Certified Public Accountant (Thailand) No. 5313 EY Office Limited	Auditor's report had an unqualified opinion to the statement of financial position as at 31 December 2021, operating result and cash flows for the year then ended of the company and its subsidiaries and the separate financial statements in accordance with Thai Financial Reporting Standards.
2020	Miss Manee Rattanabunnakit Certified Public Accountant (Thailand) No. 5313 EY Office Limited	Auditor's report had an unqualified opinion to the statement of financial position as at 31 December 2020, operating result and cash flows for the year then ended of the company and its subsidiaries and the separate financial statements in accordance with Thai Financial Reporting Standards.
2019	Ms. Ponnard Paocharoen Certified Public Accountant (Thailand) No. 5238 EY Office Limited	Auditor's report had an unqualified opinion to the statement of financial position as at 31 December 2019, operating result and cash flows for the year then ended of the company and its subsidiaries and the separate financial statements in accordance with Thai Financial Reporting Standards.

Statement of financial position and operating result
Statement of financial position for the year 2019 - 2021

Statement of financial position	31 December 2021		31 December 2020		31 December 2019	
	Million Baht	%	Million Baht	%	Million Baht	%
Assets						
Current assets						
Cash and cash equivalents	539.05	3.38	1,548.13	8.25	388.69	1.98
Trade and other receivables	178.30	1.12	134.96	0.72	110.51	0.56
Current portion of long-term loans to related parties	-	-	244.80	1.30	51.00	0.26
Real estate development cost	7,030.17	44.03	8,444.74	45.01	10,501.95	53.62
Advances for construction	95.62	0.60	151.53	0.81	351.68	1.80
Deposits for purchase of land	96.11	0.60	440.86	2.35	408.46	2.09
Cost to obtain contracts with customers	67.17	0.42	220.43	1.17	473.97	2.42
Other current assets	165.89	1.04	115.67	0.62	196.63	1.00
Total current assets	8,172.30	51.18	11,301.13	60.23	12,482.88	63.73
Non-current assets						
Restricted bank deposits	41.03	0.26	32.53	0.17	61.49	0.31
Prepayment for purchase of shares	546.24	3.42	397.91	2.12	165.27	0.84
Investments in joint ventures	103.93	0.65	108.51	0.58	155.83	0.80
Long-term loans to related parties	790.89	4.95	201.19	1.07	325.87	1.66
Investment properties	3,785.44	23.71	3,743.79	19.95	3,355.04	17.13
Property, plant and equipment	2,222.93	13.92	2,684.84	14.31	2,740.71	13.99
Intangible assets	16.50	0.10	19.64	0.10	23.25	0.12
Deposits for purchase of land	87.50	0.55	87.50	0.47	75.00	0.38
Deferred tax assets	120.26	0.75	164.29	0.88	188.23	0.96
Other non-current assets	79.69	0.50	22.08	0.12	12.28	0.06
Total non-current assets	7,794.40	48.82	7,462.27	39.77	7,102.97	36.27
Total assets	15,966.70	100.00	18,763.40	100.00	19,585.85	100.00
Liabilities and shareholders' equity						
Current liabilities						
Bank overdrafts from financial institutions	-	-	-	-	0.97	-
Short-term bills of exchange	178.31	1.12	239.54	1.28	357.80	1.83
Trade and other payables	324.13	2.03	713.12	3.80	921.82	4.71
Retention payables	178.01	1.11	343.96	1.83	327.89	1.67

Statement of financial position	31 December 2021		31 December 2020		31 December 2019	
	Million Baht	%	Million Baht	%	Million Baht	%
Deposits and advances from customers	341.56	2.14	893.03	4.76	1,572.07	8.03
Current portion of long-term loans from financial institutions	736.60	4.61	1,549.50	8.26	1,891.77	9.66
Current portion of lease liabilities	11.31	0.07	10.09	0.05	5.06	0.03
Current portion of debentures	2,777.05	17.39	3,290.63	17.54	1,694.67	8.65
Income tax payable	0.26	0.00	45.36	0.24	48.81	0.25
Other current liabilities	243.95	1.53	176.32	0.94	242.26	1.24
Total current liabilities	4,791.19	30.01	7,261.55	38.70	7,063.13	36.06
Non-current liabilities						
Long-term loans from financial institutions	2,203.91	13.80	2,672.84	14.24	2,736.09	13.97
Debentures	3,310.10	20.73	2,803.58	14.94	3,958.00	20.21
Lease liabilities	19.24	0.12	26.62	0.14	10.84	0.06
Provision for long-term employee benefits	52.14	0.33	54.94	0.29	50.44	0.26
Deferred tax liabilities	250.34	1.57	266.90	1.42	286.49	1.46
Other non-current liabilities	29.90	0.19	23.47	0.13	24.60	0.13
Total non-current liabilities	5,865.63	36.74	5,848.34	31.17	7,066.46	36.08
Total liabilities	10,656.82	66.74	13,109.89	69.87	14,129.60	72.14
Shareholders' equity						
Registered capital	1,050.00		1,050.00		1,050.00	
Issued and paid-up capital	860.41	5.39	860.41	4.59	860.41	4.39
Premium on ordinary shares	875.27	5.48	875.27	4.66	875.27	4.47
Retained earnings						
Appropriated - statutory reserve	105.00	0.66	105.00	0.56	105.00	0.54
Unappropriated	3,201.25	20.05	3,565.37	19.00	3,371.36	17.21
Other components of shareholders' equity	267.55	1.68	247.46	1.32	244.22	1.25
Total shareholders' equity	5,309.89	33.26	5,653.50	30.13	5,456.26	27.86
Total liabilities and shareholders' equity	15,966.70	100.00	18,763.40	100.00	19,585.85	100.00

Income Statement for the year 2019 - 2021

Statement of financial position	2021		2020		2019	
	Million Baht	%	Million Baht	%	Million Baht	%
Revenues						
Sales	4,010.88	90.27	6,677.50	89.71	5,439.99	89.42
Revenues from hotel operations	97.99	2.21	155.70	2.09	304.37	5.00
Management fee income	96.39	2.17	89.92	1.21	87.93	1.45
Rental income	92.68	2.09	87.95	1.18	95.72	1.57
Net gain from change in fair value of investment properties	39.12	0.88	108.81	1.46	55.78	0.92
Other income	106.35	2.39	323.92	4.35	99.64	1.64
Total revenues	4,443.41	100.00	7,443.81	100.00	6,083.42	100.00
Expenses						
Cost of sales	2,692.04	60.58	4,796.95	64.44	3,348.82	55.05
Cost from hotel operations	118.34	2.66	160.83	2.16	214.27	3.52
Cost of services	70.29	1.58	70.53	0.95	63.45	1.04
Cost of rental	31.27	0.70	28.16	0.38	32.70	0.54
Selling expenses	541.61	12.19	981.55	13.19	872.15	14.34
Administrative expenses	748.46	16.84	754.23	10.13	958.38	15.75
Impairment loss on fixed assets	-	-	-	-	14.40	0.24
Total expenses	4,202.01	94.57	6,792.26	91.25	5,504.16	90.48
Operating profit (loss)	241.41	5.43	651.55	8.75	579.27	9.52
Share of profit from investments in joint ventures	6.08	0.14	132.59	1.78	171.99	2.83
Profit (loss) before Finance cost and Income tax expenses	247.49	5.57	784.14	10.53	751.25	12.35
Finance income	37.84	0.85	21.72	0.29	24.50	0.40
Finance cost	(587.29)	(13.22)	(490.14)	(6.58)	(418.28)	(6.88)
Profit (loss) before income tax expenses	(301.96)	(6.80)	315.73	4.24	357.47	5.88
Income tax expenses	(51.30)	(1.15)	(116.39)	(1.56)	(36.50)	(0.60)
Profit (loss) for the year	(353.26)	(7.95)	199.34	2.68	320.97	5.28

Statement of cash flows 2019 – 2021

Information (Unit : Million Baht)	2021	2020	2019 (Restated)
Cash flows from operating activities			
Profit (loss) before tax	(301.96)	315.73	357.47
Adjustments to reconcile profit (loss) before tax to net cash provided by (paid from) operating activities			
Depreciation and amortisation	122.78	134.86	146.77
Loss (gain) on sale and write-off assets	23.77	14.35	36.92
Provision for impairment on property, plant and equipment	-	-	14.40
Write-off of withholding tax deducted at source and value added tax	6.89	20.26	-
Reversal of provision for deposits for purchase of land	-	(12.50)	-
Reversal of provision for long-term employee benefits	(16.60)	(2.16)	17.96
Share of profit from investments in joint ventures	(6.08)	(132.59)	(171.99)
Net gain from change in fair value of investment properties	(39.12)	(108.81)	(55.78)
Finance income	(37.84)	(21.72)	(24.50)
Finance cost	555.68	458.57	385.58
Profit (loss) from operating activities before changes in operating assets and liabilities	307.82	665.99	706.83
Operating assets (increase) decrease			
Trade and other receivables	(7.57)	(5.43)	(3.25)
Real estate development cost	1,722.96	2,125.95	827.92
Advances for construction	55.91	200.14	277.62
Deposits for purchase of land	124.47	(37.50)	(209.60)
Cost to obtain contracts with customers	153.26	253.54	119.05
Other current assets	(21.23)	14.38	14.18
Other non-current assets	(57.61)	(9.80)	0.71
Operating liabilities increase (decrease)			
Trade and other payables	(378.14)	(274.89)	(412.48)
Retention payables	(165.95)	16.06	(14.93)
Deposits and advances from customers	(551.47)	(679.04)	(231.77)
Other current liabilities	67.64	(65.94)	45.51
Other non-current liabilities	6.43	(1.13)	2.78
Cash flows from operating activities	1,256.53	2,202.33	1,122.57
Interest paid	(676.87)	(617.43)	(723.53)
Cash received from withholding tax deducted at source and value added tax	12.70	75.47	-
Corporate income tax paid	(123.09)	(147.70)	(98.40)
Net cash flows from (used in) operating activities	469.27	1,512.67	300.64

Information (Unit : Million Baht)	2021	2020	2019 (Restated)
Cash flows from investing activities			
Decrease (increase) in restricted bank deposits	(8.50)	28.97	(12.11)
Acquisition of investment properties	(6.48)	(107.58)	(836.11)
Cash received from sales of investment properties	-	8.00	14.00
Acquisition of property, plant and equipment	(19.28)	(97.55)	(106.29)
Cash received from sales of property, plant and equipment	394.78	40.67	1.04
Acquisition of intangible assets	(1.79)	(2.33)	(3.12)
Prepayment for purchase of shares	(148.33)	(232.64)	(165.27)
Cash payment for investment in joint ventures	(5.75)	(5.10)	-
Cash payment for long-term loans to related parties	(328.50)	(83.00)	(30.60)
Interest received	2.07	2.69	3.45
Dividend received	-	198.89	402.89
Net cash flows from (used in) investing activities	(121.78)	(248.96)	(732.10)
Cash flows from financing activities			
Decrease in bank overdrafts from financial institutions	-	(0.97)	(18.46)
Decrease in short-term bills of exchange	(60.00)	(125.00)	367.00
Cash received from short-term loans from related parties	-	50.00	20.00
Repayment of short-term loans from related parties	-	(50.00)	(20.00)
Repayment of long-term loans from related parties	-	-	(50.00)
Repayment of lease liabilities	(12.34)	(11.97)	(7.78)
Cash received from short-term debentures	-	-	450.00
Repayment of short-term debentures	-	-	(1,260.00)
Cash received from debentures	3,297.00	2,138.60	4,000.00
Repayment of debentures	(3,300.00)	(1,699.40)	(3,890.00)
Cash received from long-term loans from financial institutions	2,213.66	3,498.49	4,722.02
Repayment of long-term loans from financial institutions	(3,495.49)	(3,904.02)	(4,309.04)
Proceed in subsidiary's shares from non-controlling interests	0.60	-	-
Net cash flows from (used in) financing activities	(1,356.57)	(104.27)	3.74
Net increase (decrease) in cash and cash equivalents	(1,009.08)	1,159.44	(427.72)
Cash and cash equivalents at beginning of year	1,548.13	388.69	816.41
Cash and cash equivalents at end of year	539.05	1,548.13	388.69

FINANCIAL RATIO	2021	2020	2019
Total Assets	15,966.70	18,763.40	19,585.85
Total Liabilities	10,656.82	13,109.89	14,129.60
Total Shareholders' equity	5,309.89	5,653.50	5,456.26
Total revenues	4,443.41	7,443.81	6,083.42
Total expenses	4,202.01	6,792.26	5,504.16
Profit (loss) for the year	(353.26)	199.34	320.97
Gross Profit Margin ^{1/} (%)	32.25%	27.88%	38.27%
Operating Profit Margin (%)	5.57%	10.53%	12.35%
Net Profit (Loss) Margin (%)	-7.95%	2.68%	5.28%
Return on Equity (%)	4.51%	14.12%	14.25%
Debt to Equity ^{2/} (times) (the provisions on rights and responsibilities of debenture issuer and shareholder)	1.64	1.60	1.88
Current Ratio (times)	1.71	1.56	1.77
Quick Ratio ^{3/} (times)	0.24	0.39	0.28
Interest Coverage Ratio ^{4/} (ICR) (times)	0.68	1.95	2.24
Debt Service Coverage Ratio ^{5/} (DSCR) (times)	0.11	0.19	0.24
Debt to Equity Ratio (D/E) (times)	2.01	2.32	2.59
Interest Bearing Debt to Equity ^{6/} (times)	1.74	1.87	1.95
Interest Bearing Debt to EBITDA ratio ^{7/} (times)	23.04	11.11	11.40
BE Size to Interest Bearing Debt Ratio (times)	0.02	0.02	0.03
Current Portion of IBD to Total IBD Ratio (%)	40.09%	48.05%	37.07%
Loan from Financial Institution to Total IBD Ratio (%)	31.84%	39.86%	43.44%
Loan from Financial Institution to Total Liabilities Ratio (%)	27.59%	32.21%	32.76%
Bond to Total IBD Ratio (%)	67.83%	59.79%	56.41%

Remark :

- 1/ Main income only means revenue from sales of units in real estate projects, revenue from hotel operations, management fee income and rental income
- 2/ Means Liabilities in the consolidated financial statements that are liable to pay interest (but does not include trade debt, advance payments and/or any debt without interest and/or loans from related persons and/or juristic persons), minus cash and/or cash equivalents and/or short-term investments and/or Investments in trading securities. The Company has duties in accordance with the terms and conditions governing the rights and duties of the debenture issuer and bondholder (Terms and Conditions), which must maintain the ratio of Net debt to equity throughout the term of the debentures in the consolidated financial statements of the debenture issuers that have been audited by the issuer's auditor. The ratio is not more than 3.5 : 1 at the end of the fiscal year.
- 3/ Calculation : (Cash and cash equivalents + Trade and other receivables) / Current liabilities
- 4/ Calculation : Profit before interest, tax, Depreciation and amortization / Interest paid
- 5/ Calculation : Profit before interest, tax, Depreciation and amortization / (short-term of interest bearing debt + long-term of interest bearing debt)
- 6/ Calculation : Total liabilities / Shareholders' equity (Loan ratio condition from Bank)
- 7/ Calculation : Interest bearing debt / Profit before interest, tax, Depreciation and amortization

Management Discussion and Analysis

1. Operations Overview, Financial Position, and Significant Changes

In 2021, the Company's total revenue amounted to 4,443.41 million baht, decreasing by 3,000.40 million baht or 40.31 percent from 2020, where the revenue amounted to 7,443.81 million baht. The total revenue reduction in 2021 as compared to 2020 is due to the decrease of revenue from the transfer of ownership in the real estate business as well as the decrease of revenue from the hotel business due to the impacts of the COVID-19 pandemic from the end of 2019 to the present.

The Company's sales revenue in 2021 amounted to 4,010.88 million baht from the transfer of ownership in 18 ongoing projects. The majority of the revenue derives from the transfer of ownership in the Maru Ladprao and Maru Ekkamai projects. The constructions for both projects have been completed and the transfer of ownership has began since 2020 to the present.

The Company earns the following real estate development revenue:

- Revenue from the hotel operations amounted to 97.99 million baht, decreasing from 2020 with a revenue from the hotel business of 155.70 million baht.
- Revenue from management fees amounted to 96.39 million baht, decreasing from 2020 with a revenue from management fees of 89.92 million baht.
- Revenue from rental fees amounted to 92.68 million baht, decreasing from 2020 with a revenue from the hotel business of 87.95 million baht.

In 2020, the Company's total revenue amounted to 7,443.81 million baht, increasing by 1,360.39 million baht or 22.36 percent from 2019 where the revenue amounted to 6,083.42 million baht. The incremental revenue in 2020 is derived from the transfer of ownership in 4 condominium projects completed in 2020, namely the Metris Rama 9 - Ramkumhang, Metris Ladprao, Maru Ekkamai 2 and Maru Ladprao 15 including projects as well as ready-to-move-in projects such as M jatujak, Reflection, Maestro 19, Mieler Sukhumvit 40, Manor Sanambinnam and Marvest Hua Hin, etc. Furthermore, the Company earns revenue through the transfer of ownership in 3 super luxury single-detached house projects, namely the Mavista Prestige Village Krungthep Kreetha, Malton Private Residences Sukhumvit 31, and Malton Private Residences Ari.

The Company's sales revenue in 2020 amounted to 6,677.50 million baht, which may be classified into revenue from ongoing projects amounting to 4,231.50 million baht or 63.37 percent, and revenue from projects completed in 2020 amounting to 2,446.00 million baht or 36.63 percent of sales revenue.

The Company earns the following real estate development revenue:

- Revenue from the hotel business amounted to 115.70 million baht, decreasing from 2019 with a revenue from the hotel business of 304.37 million baht.
- Revenue from management fees amounted to 89.92 million baht, decreasing from 2019 with a revenue from the management fees of 87.93 million baht.
- Revenue from the rental fees amounted to 87.95 million baht, decreasing from 2019 with a revenue from the rental fees of 95.72 million baht.

As at 31 December 2021, the Company has 32 condominium projects, including both completed and ongoing projects. These comprise of 30 ready-to-move-in projects and 2 ongoing projects as follows:

Completed projects

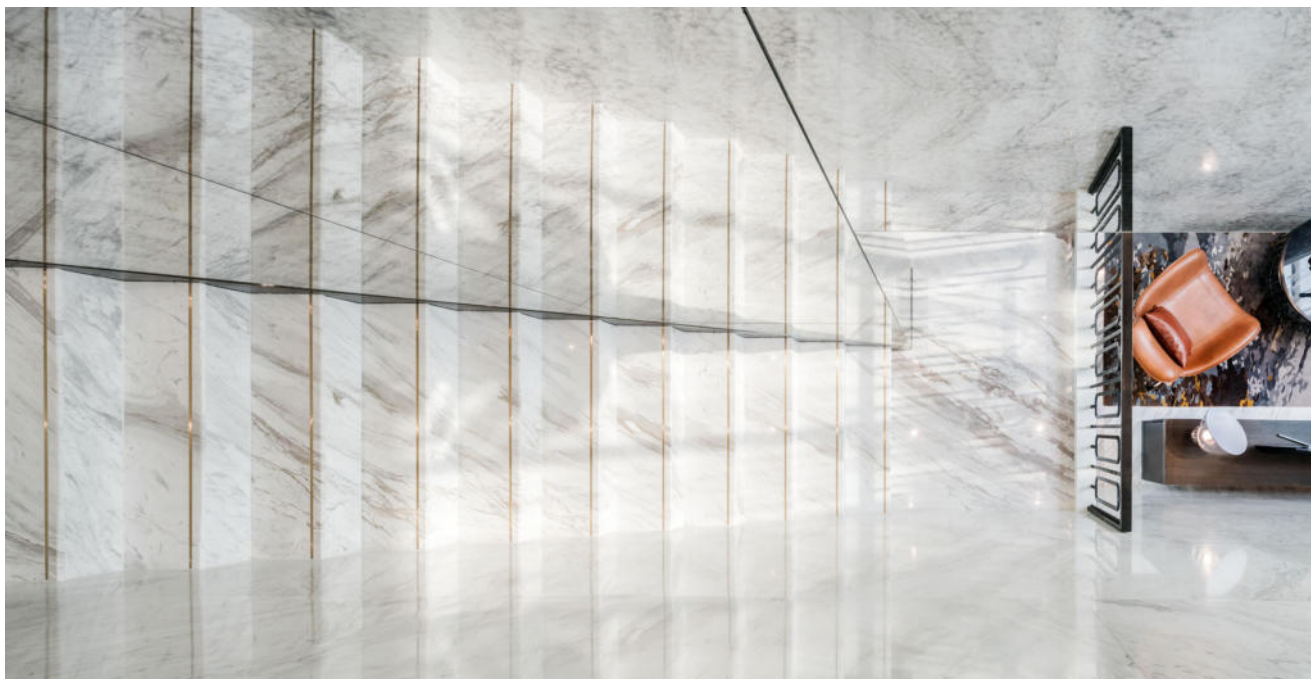
- Watermark Chaopraya River Tower A
- Equinox Pahol - Vipha
- Reflection Jomtien Beach Pattaya
- Manor Sanambinnam
- Maestro 02 Ruamrudee
- M Jatujak
- Maestro 01 Sathorn - Yenakat
- Maestro 14 Siam - Ratchathewi
- Maestro 19 Ratchada19 - Vipha
- Mavista Prestige Village Krunghthep Kreetha
- Malton Private Residences Sukhumvit 31
- Malton Private Residences Ari
- Metris Ladprao
- Maru Ladprao15
- Metris Pattanakarn - Ekkamai
- Aguston Sukhumvit 22
- M Silom
- Chic District Ram 53
- Maestro 39
- Maestro 12 Ratchathewi
- M Thonglor 10
- Marque Sukhumvit *
- Maestro 03 Ratchada - Rama 9
- Maestro 07 Victory Monument
- Mieler Sukhumvit 40
- Marvest Hua Hin
- Metris Rama 9 - Ramkumhang
- Muniq Sukhumvit 23*
- Maru Ekkamai 2
- Muniq Langsuan**

Ongoing projects

- Malton Gates – Krunghthep Kreetha
- Metris District Ladprao

* Developed by Major Residences Co.,Ltd which was the joint venture that MJD invested 51% (not include in consolidated financial statement)

** Developed by MJD-JV1 Co.,Ltd which was the joint venture that MJD invested 51% (not include in consolidated financial statement)



Summary of company's condominium projects as of 31 December 2021

Condominium Projects

Project Name	Location	Project Value (Million Baht)	Units	Selling Area (SQ.M.)	Project Status	Expected to be Completed
Watermark Chaopraya River Tower A	Between Charoennakorn 39 and 41	3,890	486	75,702	Sold Out	-
Aguston Sukhumvit 22	Soi Sukhumvit 22	2,345	251	21,713	Ready to move in	-
Equinox Pahol - Vipha	Viphavadee - Rangsit rd., Ha yaek Ladprao	2,219	490	22,535	Sold Out	-
M Silom	Narathiwassatchanakarin rd. between Silom rd. and Surawong rd.	2,030	161	11,266	Sold Out	-
Reflection Jomtien Beach Pattaya	Jomtien Beach, Pattaya	4,171	333	43,257	Ready to move in	-
Manor Sanambinnam	Sanambinnam Rd., Next to Ministry of Commerce	4,532	1,848	65,554	Ready to move in	-
Maestro 12 Ratchathewi ^{/2}	Soi Petchburi 12 New Petchburi Rd.	652	124	4,913	Sold Out	-
Maestro 39 ^{/2}	Soi Sukhumvi 39	693	107	5,501	Sold Out	-
Maestro 02 Ruamrudee ^{/2}	Soi Ruamrudee 2	844	138	5,383	Sold Out	-
M Jatujak ^{/2}	Phaholyothin rd. near BTS Mo Chit and Saphan Kwai, MRT Kamphaeng Phet and Chatuchak	4,436	864	32,415	Ready to move in	-
M Thonglor 10 ^{/2}	Soi Ekkamai 12	1,075	173	7,142	Sold Out	-
Maestro 01 Sathorn - Yenakat ^{/2}	Soi Yenakat 1 - Sathorn	837	88	5,374	Ready to move in	-
Maestro 03 Ratchada - Rama 9 ^{/2}	Soi Ratchada Phisek 3 (Chinese Embassy)	1,644	335	12,423	Ready to move in	-
Maestro 14 Siam - Ratchathewi ^{/2}	Soi Petchburi 12 New Petchburi rd.	852	179	5,612	Sold Out	-
Maestro 07 Victory Monument ^{/2}	Soi Ratchawithi 7	779	171	5,311	Sold Out	-
Marque Sukhumvit ^{/3}	Sukhumvit rd., near Emporium Shopping Mall	7,598	148	24,046	Sold Out	-
Maestro 19 Ratchada 19 - Vipha ^{/2}	Soi Ratchada Phisek 19	2,085	560	19,350	Ready to move in	-

Project Name	Location	Project Value (Million Baht)	Units	Selling Area (SQ.M.)	Project Status	Expected to be Completed
Mieler Sukhumvit 40 ^{/7}	Soi Sukhumvit 40	330	24	2,946	Sold Out	-
Marvest Hua Hin ^{/8}	Hua Hin, Prachuap Khiri Khan	900	336	11,312	Ready to move in	-
Muniq Sukhumvit 23 ^{/3}	Soi Sukhumvit 23	2,475	201	11,846	Ready to move in	-
Metris Rama 9 - Ramkumhang ^{/2}	Ramkhamhaeng rd.	2,402	570	21,423	Ready to move in	-
Metris Ladprao ^{/2}	Ladprao rd.	1,266	193	12,881	Ready to move in	-
Maru Ekkamai 2 ^{/4}	Soi Ekkamai 2	2,568	333	13,762	Ready to move in	-
Maru Ladprao15 ^{/4}	Soi Ladprao 15	1,691	332	12,882	Ready to move in	-
Metris Pattanakarn - Ekkamai ^{/2}	Pattanakarn rd.	1,204	341	12,585	Ready to move in	-
Muniq Langsuan ^{/5}	Soi Ton Son Connect to Sarasin rd.	3,750	166	13,177	Ready to move in	-
Metris District Ladprao ^{/2}	Ladprao rd.	3,050	741	24,857	Under construction	Q3/2024

Home Office & Housing Projects

Project Name	Location	Project Value (Million Baht)	Units	Selling Area (Rai)	Project Status	Expected to be Completed
Chic District Ram 53 ^{/1}	Soi Ramkhamhaeng 53	659	80	9-1-88.6	Sold Out	-
Malton Private Residences Sukhumvit 31 ^{/2}	Soi Si-Yak Sawasdee, Sukhumvit 31	408	7	1-1-98.8	Sold Out	-
Malton Private Residences Ari ^{/2}	Phahon Yothin 8 (Soi Sai Lom)	699	8	1-1-97.7	Ready to move in	-
Mavista Prestige Village Krungthep Kreetha ^{/6}	Krungthep Kreetha Rd.	1,187	14	12-3-4.75	Sold Out	-
Malton Gates - Krungthep Kreetha ^{/2}	Srinagarindra - Rom Klao Rd.	2,100	49	1-3-41	Under construction	Q3/2022

Remark : ^{/1} Developed by MJR Development Company Limited

^{/2} Developed by Major Development Estate Company Limited

^{/3} Developed by Major Residences Company Limited (Joint Venture)

^{/4} Developed by MJD Residences Company Limited

^{/5} Developed by MJD-JV1 Company Limited (Joint Venture)

^{/6} Developed by MJP Property Company Limited

^{/7} Developed by MJ ONE Company Limited

^{/8} Developed by MJC Development Company Limited

^{/9} Developed by Major SPV One Company Limited

Financial statement as at 31 December 2021 as compared to 31 December 2020

The Company's financial position as at 31 December 2021 consists of a total asset amounting to 15,966.70 million baht, decreases from 31 December 2020 with a total asset of 18,763.40 million baht. The total asset decrease is due to the reduction of current assets including cash and cash equivalents, real estate project development cost, construction advances, deposits for purchase of land, and cost to obtain contracts with customers.

The total liabilities as at 31 December 2021 amounted to 10,656.82 million baht, decreases from 31 December 2020 with total liabilities amounting to 13,109 million baht. The total liabilities reduction is due to the repayment of loans from financial institutions, repayment of short-term bills, and deposits and advances from customers.

The Company's stockholder's equity as at 31 December 2021 amounted to 5,309.48 million baht, a decrease from 31 December 2020 with the shareholder's equity amounted to 5,653.50 million baht. The shareholder's equity has decreased from the performance in 2021.

Financial position as at 31 December 2020 as compared to 31 December 2019

The Company's financial position as of 31 December 2020 consists of a total asset amounting to 18,763.40 million baht, a decrease from 31 December 2019 with a total asset of 19,585.85 million baht. The total asset decrease is due to the real estate project development cost, construction advances, deposits for purchase of land, and cost to obtain contracts with customers.

The total liabilities as at 31 December 2020 amounted to 13,109.89 million baht, a decrease from 31 December 2019 with total liabilities amounted to 14,129.59 million baht. The total liabilities reduction is due to the transfer of ownership of the Company's various condominium projects, resulting in the decrease of deposits and advances from customers as well as the payment of loans from financial institutions.

The Company's stockholder's equity as at 31 December 2020 amounted to 5,653.50 million baht, an increase from 31 December 2019 with the shareholder's equity amounting to 5,456.26 million baht from the increase in retained earnings.

2. Performance

Total Revenue

Comparison of 2021 and 2020

The total revenue in 2021 amounted to 4,443.41 million baht, a decrease of 3,000.40 million baht or 40.31 percent from 2020 with the total revenue amounting to 7,443.81 million baht. The details are as follows:

- Sales revenue amounting to 4,010.88 million baht, a decrease of 2,666.62 million baht or 39.93 percent
- Revenue from the hotel operations amounting to 97.99 million baht, a decrease of 57.71 million baht or 37.06 percent
- Management fee income amounting to 96.39 million baht, an increase of 6.47 million baht or 7.20 percent
- Rental income amounting to 92.68 million baht, an increase of 4.73 million baht or 5.38 percent
- Net profit from the change in the fair value of investment property amounted to 39.12 million baht, a decrease of 69.69 million baht or 64.05 percent
- Other revenues amounting to 106.35 million baht, a decrease of 217.57 million baht or 67.17 percent

Comparison of 2020 and 2019

The total revenue in 2020 amounted to 7,443.81 million baht, an increase of 1,360.39 million baht or 22.36 percent from 2019 with the total revenue amounting to 6,083.42 million baht. The details are as follows:

- Sales revenue amounting to 6,677.50 million baht, an increase of 1,237.51 million baht or 22.75 percent
- Revenue from hotel operations amounting to 155.70 million baht, a decrease of 148.67 million baht or 48.85 percent
- Management fee income amounting to 89.92 million baht, an increase of 1.99 million baht or 2.26 percent
- Rental income amounting to 87.95 million baht, a decrease of 7.77 million baht or 8.12 percent
- Net profit from the change in the fair value of investment property amounting to 108.81 million baht, an increase of 53.03 million baht or 95.07 percent
- Other revenues amounting to 323.92 million baht, an increase of 224.28 million baht or 225.09 percent

The Company's revenue structure between 2019 - 2021 is as follows:

Revenue (Consolidated)	2021		2020		2019	
	Million Baht	%	Million Baht	%	Million Baht	%
Revenue from Sales by projects						
Watermark	-	-	-	-	-	-
Aguston Sukhumvit 22	-	-	-	-	15.55	0.26%
Reflection Jomtien Beach Pattaya	134.00	3.02%	441.83	5.94%	371.60	6.11%
Equinox Phahol - Vibha	32.00	0.72%	-	-	-	-
M Ladprao	-	-	-	-	213.38	3.51%
M Silom	-	-	36.75	0.49%	166.46	2.74%
Chic District Ram 53	-	-	74.00	0.99%	126.50	2.08%
Maestro 39	6.00	0.14%	12.72	0.17%	5.99	0.10%
Manor Sanambinnam	100.88	2.27%	318.29	4.28%	780.22	12.83%
Maestro 02	-	-	37.70	0.51%	56.67	0.93%
Maestro 12	-	-	6.57	0.09%	-	-
M Thonglor 10	-	-	139.20	1.87%	20.16	0.33%
M Jatujak	268.00	6.03%	600.17	8.06%	922.71	15.17%
Maestro 01	123.00	2.77%	53.32	0.72%	32.44	0.53%
Maestro 03	119.00	2.68%	135.48	1.82%	402.20	6.61%
Maestro 14	62.00	1.40%	229.78	3.09%	97.92	1.61%
Maestro 07	-	-	12.98	0.17%	371.04	6.10%
Maestro 19	182.00	4.10%	332.42	4.47%	1,167.47	19.19%
Mavista Krungthep Kreetha	-	-	768.00	10.32%	418.80	6.88%
Marvest Hua Hin	42.00	0.95%	285.76	3.84%	270.88	4.45%
Mieler Sukhumvit 40	-	-	329.47	4.43%	-	-
Metris Rama 9 - Ramkumhang	290.00	6.53%	1,533.25	20.60%	-	-
Malton Private Residences Sukhumvit 31	114.00	2.57%	275.06	3.70%	-	-
Metris Ladprao	211.00	4.75%	377.10	5.07%	-	-
Malton Private Residences Ari	65.00	1.46%	142.00	1.91%	-	-
Maru Ladprao 15	639.00	14.38%	330.09	4.43%	-	-
Maru Ekkamai 2	1,392.00	31.33%	205.56	2.76%	-	-
Metris Pattanakarn - Ekkamai	194.00	4.37%	-	-	-	-
Total revenue from Sales by projects	4,010.88	90.27%	6,677.50	89.71%	5,439.99	89.42%
Revenues from hotel operations	97.99	2.21%	155.71	2.09%	304.37	5.00%
Management fee income	96.39	2.17%	89.92	1.21%	87.93	1.45%
Rental income	92.68	2.09%	87.95	1.18%	95.72	1.57%
Gain on change in fair value of investment properties	39.12	0.88%	108.81	1.46%	55.78	0.92%
Other income	106.35	2.39%	323.92	4.35%	99.64	1.64%
Total revenues	4,443.41	100.00%	7,443.81	100.00%	6,083.43	100.00%

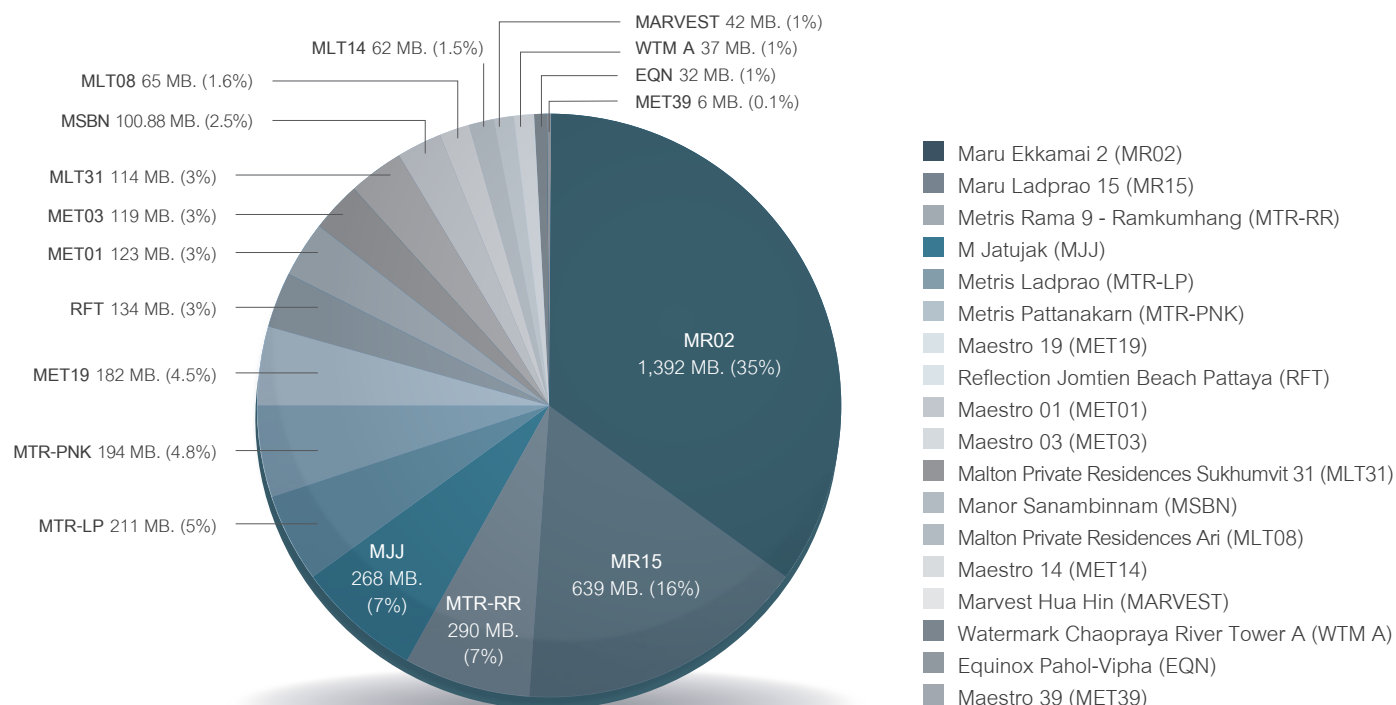
Sales Revenue

The Company's sales revenue in 2021 amounted to 4,010.88 million baht, decreasing by 2,666.62 million baht from 2020, where the sales revenue amounted to 6,677.50 million baht. The Company's transfer of ownership has decreased as compared to the previous year due to the existing projects in 2021 consisting of only Metris Pattanakarn - Ekkamai, which has completed construction and has begun the transfer of ownership in quarter 2/2021. In 2020, the Company earned revenue from the transfer of ownership of 4 completed projects, namely Metris Rama 9 - Ramkumhang, Metris Ladprao, Maru Ladprao 15, and Maru Ekkamai 2. The Company also earned revenue from the transfer of ownership of Mavista Prestige Village Krungthep Kreetha which was the luxury detached house project. In 2021, 18 projects have undergone the transfer of ownership. The majority of sales revenue derives from the transfer of ownership in Maru Ladprao 15 and Maru Ekkamai 2 projects, which have completed construction and have begun the transfer of ownership since the quarters of 3/2020 and 4/2020 respectively. The Company's total revenues from these 2 projects in 2021 amounted to 2,031 million baht, accounting for 51 percent of sales revenue. Furthermore, the Company has income from other ongoing projects totaling 1,979.88 million baht, accounting for 49 percent of sales revenue, such as Metris Rama 9 - Ramkumhang, M Jatujak, Metris Ladprao, Metris Pattanakarn - Ekkamai, Maestro 19 Ratchada 19 – Vipha and Reflection Jomtien Beach, Pattaya etc.

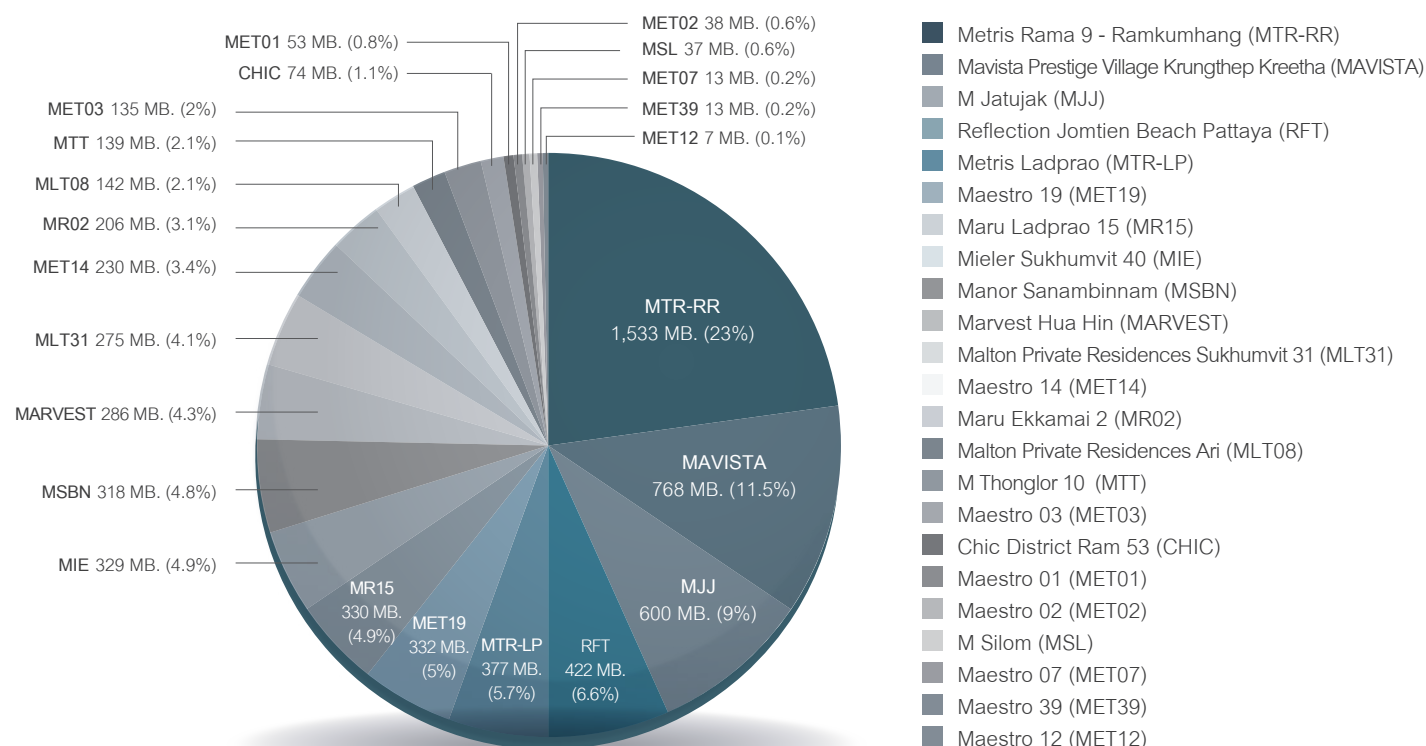
The Company had sales revenue in 2020 amounting to 6,677.50 million baht, an increase from the year 2019 by 1,237.51 million baht from the total number of 23 transfer of ownership projects, increasing from the previous year, as well as more sales promotion. The revenue from the transfer of ownership in 2020 is divided into revenue from ongoing projects of 4,231.50 million baht, accounting for 63.37 percent, mostly from ready-to-move condominium projects including M Jatujak, Reflection Jomtien Beach Pattaya, Maestro 19, Manor Sanambinnam and Marvest Hua Hin. In addition, the Company also has income from 3 projects of super luxury detached houses, which are Mavista Prestige Village Krungthep Kreetha, Malton Private Residences Sukhumvit 31 and Malton Private Residences Ari, and revenue from projects completed in 2020 amounted to 2,446 million baht, accounting for 36.63 percent of the transfer of ownership of 4 projects as follows: Metris Rama 9 - Ramkumhang, Metris Ladprao, Maru Ladprao 15 and Maru Ekkamai 2. While in 2019, the Company had a total of 17 transfer of ownership projects and revenue from the transfer of ownership is divided into revenue from ongoing projects of 3,582.84 million baht, accounting for 65.86 percent of the revenue, mostly from ready-to-move condominium projects including M Jatujak, Manor Sanambinnam, Maestro 03 and Reflection Jomtien Beach, Pattaya etc., and revenue from projects completed in 2019 amounted to 1,857.15 million baht, equivalent to 34.14 percent, which is from the transfer of ownership of 3 projects, namely Maestro 19, Marvest Hua Hin and Mavista Prestige Village Krungthep Kreetha.



Revenues from sales 2021



Revenues from sales 2020



Additional information of the Company's and its subsidiaries' projects are as follows:

(Unit: Million Baht)

	Consolidated financial statements	
	31 December 2021	31 December 2020
Total estimated project value*	67,516	61,678
Sales with signed agreements*	54,213	52,440
The ratio of sales with signed agreements to total estimated project value* (%)	80	85
Total value of contracts signed not yet recognised as income*	3,306	6,430

*Included Joint venture projects

Revenue from hotel operations

In year 2021, the Company had revenue from hotel businesses, such as Marrakesh Hua Hin Resort & Spa Hotel, Centra Maris Resort Jomtien Pattaya and Maven Stylish Hotel Hua Hin, amounting to 97.99 million baht, a decrease of 57.71 million baht, or decreasing by 37.06 percent compared to the year 2020, which had revenue from hotel operations amounting to 155.70 million baht. The decrease in revenue is due to the lower guest occupancy, which was the impact of the COVID-19 situation and had recurred again from the end of December 2020 onwards.

In 2020, the Company earned revenue from hotel operations, such as Marrakesh Hua Hin Resort & Spa Hotel, Centra Maris Resort Jomtien Pattaya, Maven Stylish Hotel Bangkok and Maven Stylish Hotel Hua Hin,

totaling 155.70 million baht, a decrease of 148.67 million baht or 48.85 percent compared to the same period last year by 304.37 million baht due to the impact of the COVID-19 pandemic, which caused the Group's hotel to be closed during April-June 2020, together with the closure of international travel in and out. As a result, the number of guests decreased compared to the same period last year. However, the location of the Group's hotel is not far from Bangkok. As a result, customers began to return to using the service. As well as receiving additional customers from seminars from government agencies and the private sector, the hotel business started earning back again.

* The Company has sold the Maven Stylish Hotel Bangkok and the ownership transfer has been registered on October 25, 2021.

Occupancy rate

Occupancy rate (%)	2021	2520	2019
Marrakesh Hua Hin Resort and Spa	27	34	59
Centra Maris Resort Jomtien	23	35	75
Maven Stylish Hotel Huahin	13	24	-

Management fee income

In year 2021, the Company has management fee income from project management, juristic person management in condominium projects for external businesses and Management of sales to external businesses in the amount of 96.39 million baht, an increase of 6.47 million baht or 7.20 percent compared to with the year 2020 with revenue from management 89.92 million baht

In year 2020, the company has management fee income (the management of the joint venture project and juristic person management in condominium projects for outsiders) in the amount of 89.92 million baht, an increase of 1.99 million baht or 2.26 percent compared to the year 2019.

Rental income

In year 2021, the Company's rental income from office buildings and commercial spaces amounted to 92.68 million baht, an increase of 4.73 million baht or 5.38 percent when compared to the year 2020 with rental income of 87.95 million baht from the opening of the office building, Major Tower Rama 9 - Ramkumhang.

In 2020, the Company's rental income for office buildings and commercial spaces amounted to 87.95 million baht, a decrease of 7.77 million baht or 8.12 percent due to a reduction in rent to help customers affected by the COVID-19 pandemic. Compared to the year 2019 with income equal to 95.72 million baht.

Net profit from changes in the fair value of investment property

Net profit from changes in fair value price of investment properties in 2021 amounted to 39.12 million baht, while in 2020 net profit was 108.81 million baht, a decrease of 69.69 million baht or a 64.05 percent decrease.

Net profit from changes in fair value prices of investment properties in 2020 amounted to 108.81 million baht, while in 2019 net profit was 55.78 million baht, an increase of 53.03 million baht or 95.07 percent.

Other Income

In year 2021, the Company had other revenues totaling 106.35 million baht, a decrease of 217.57

million baht or 67.17 percent when compared to the year 2020 with total other income of 323.92 million baht due to a decrease in revenue from customers who defaulted on payment contracts in various projects of the company.

In year 2020, the Company had other revenues of 323.93 million baht, an increase of 224.28 million baht or 225.09 percent compared to the year 2019 with 99.64 million baht, an increase from customers who defaulted on payment contracts in various projects.

Cost of sales

Year 2021, the company had the cost of sales of 2,692.04 million baht, a decrease of 2,104.91 million baht or 43.88 percent compared to the year 2020 with a cost of sales of 4,796.95 million baht. The company had a rate of cost of sales compared to revenue from sales of 67.12 percent, reducing down compared to the year 2020 with a rate of 71.84 percent

In 2020, the Company had a cost of sales of 4,796.95 million baht, an increase of 1,448.13 million baht or 43.24 percent compared to the year 2019 of 3,348.82 million baht, an increase from the increase in ownership transfers. The proportion of sales in 2020 compared to revenue from sales was 71.84 percent, an increase from the previous year which had a proportion of the cost of sales of 61.56 percent due to price promotions.

Cost from hotel operations and cost of service

In year 2021, the company has cost from hotel operations and cost of service in the amount of 118.34 million baht and 70.29 million baht respectively. Compared to 2020, the cost of hotel operations decreased by 42.49 million baht and the cost of service decreased by 0.24 million baht when considering the cost-to-income ratio in 2021, the proportion of cost from hotel operations and cost of service to revenue from the hotel operations and management fee income, accounted for 120.77 percent and 72.92 percent, respectively, when compared to 2020, where cost from hotel operations and cost of service were 103.29 percent and 78.44 percent.

In 2020, the company has cost from hotel operations and cost of service in the amount of 160.83 million

baht and 70.53 million baht, respectively. Compared to the same period last year, it was found that the cost of hotel operations decreased by 53.44 million baht due to a decrease in hotel operating income from the closure of services during the second quarter and a slight decrease in administrative costs of 7.08 million baht. When considering the cost-to-income ratio in 2020, the ratio of cost from hotel operations to hotel operation revenue and the ratio of cost of services to management fee income was 103.29 percent and 78.44 percent, respectively, an increase compared to the year 2019, where the ratio of cost from hotel operations and cost of services was 70.40 percent and 72.16 percent, respectively (Hotel operating costs and administrative costs have parts of fixed expenses as revenue decreases, resulting in the cost-to-income ratio increasing while income is decreasing).

Rental Cost

In year 2021, the company's cost of renting office buildings and commercial areas amounted to 31.27 million baht, an increase of 3.11 million baht or 11.04 percent compared to the year 2020, when the cost of renting and services was 28.16 million baht.

In year 2020, the company had a cost of renting office buildings and commercial areas of 28.16 million baht, a decrease of 4.54 million baht or 13.88 percent compared to the year 2020 when the cost of renting and services was 24.58 million baht.

Gross profit from the main revenue

In 2021, the Company had a gross profit from major revenue of 1,386 million baht, representing a gross profit margin of 31.19 percent, an increase from 2020 with a gross profit of 1,954.60 million baht, representing a gross profit margin of 26.26 percent (excluding other income). The gross profit margin increased from the real estate business had a better gross profit margin than 2020 due to the price competition in 2020 caused by the COVID-19 epidemic impact and the add various promotions, making the gross profit margin in 2020 slightly low.

In 2020, the Company had a gross profit from the main income of 1,954.60 million baht, representing a gross profit margin of 27.88 percent, a decrease of 314.17 million baht compared to 2019 with a gross profit of 2,268.77. Representing a gross profit margin of 2,268.77, a declining gross margin of 38.27 percent due to price competition and various promotion increases.

Selling and administrative expenses

Selling and administrative expenses mainly consist of marketing expenses, promotional fees, advertising costs, and expenses for various activities, as well as expenses related to condominiums sales, such as commission fees, specific business taxes, transfer fees, employee expenses, depreciation, and office expenses.

In 2021, the Company had total selling and administrative expenses of 1,290.07 million baht, a decrease of 445.71 million baht or 25.68 percent. Compared to the same period in 2020, with a total selling and administrative expenses of 1,735.78 million baht.

- Selling expenses in 2021 were 541.61 million baht, a decrease of 439.94 million baht, a 44.82 percent decrease, compared to 2020, with sales expenses of 981.55 million baht decrease from commissions, advertising costs, and expenses for promotion.
- Administrative expenses in 2021 were 748.46 million baht, a decrease of 5.77 million baht, a 5.77 percent decrease, close to 2020 had administrative expenses of 754.23 million baht.

Considering the selling and administrative expenses in proportion to total revenue (excluding other income) in 2021 was 30.02 percent, compared to 2020, with an increase from 24.76 percent.

- Selling expenses proportion in 2021 amounted to 541.61 million baht, equivalent to 12.60 percent of total revenue (excluding other income), decreased from 2020, which was equal to 14.00 percent.
- Administrative expenses proportion in 2021 amounted to 748.46 million baht, equivalent to 17.41 percent of total revenue (excluding other income) increasing, compared to 2020, which was equal to 10.76 percent.

Cost & Expenses	2021		2020		2019	
	Million Baht	% of Revenue	Million Baht	% of Revenue	Million Baht	% of Revenue
Cost of sales	2,692.04	67.12%	4,796.95	71.84%	3,348.82	61.56%
Cost from hotel operations	118.34	120.77%	160.83	103.29%	214.27	70.40%
Cost of services	70.29	72.92%	70.53	78.44%	63.45	72.16%
Cost of rental	31.27	33.74%	28.16	32.02%	32.70	34.16%
Selling expenses	541.61	12.60%	981.55	14.00%	872.15	14.71%
Administrative expenses	748.46	17.41%	754.23	10.76%	958.38	16.17%

Profit (Loss) Shares from Investments in Joint Ventures

In 2021, the Company had a loss-share from investment in joint ventures amounting to 6.08 million baht, compared to 2020 with a profit share of 132.59 million baht. Because in 2020, there is still income from the Marque Sukhumvit project and the Muniq Sukhumvit 23 project, which began to transfer ownership in Q3/2020, while in 2021, revenue from the Muniq Sukhumvit 23 project has decreased, and the Muniq Langsuan project, which has just started transferring ownership in December 2021.

In 2020, the Company recognizes that sharing profit from investments in joint ventures amounted to 132.59 million baht, a decrease of 39.40 million baht or 22.91 percent. Compared to 2019, it had a sharing profit from investments in joint ventures of 171.99 million baht due to ownership transfers in 2020. Marque Sukhumvit joint venture project has decreased, while the Muniq Sukhumvit 23 joint venture project has just begun to transfer ownership.

Financial Cost

In 2021, the Company had financial costs consisting of interest and fees of 587.29 million baht, an increase of 97.15 million baht or 19.82 percent. Compared to 2020, with financial costs of 490.14 million baht, an increase from the recognition of interest expenses in completed projects.

To consider the ratio of the financial cost to total revenue (excluding other income). In 2021, the proportion was 13.66 percent, compared to 2020, with an increase from 6.99 percent.

In 2020, the Company had financial costs consisting of interest and fees of 490.14 million baht, an increase of 71.86 million baht or 17.18 percent. Compared to 2019, with financial costs of 418.28 million baht, an increase from the recognition of interest expenses in completed projects.

Net Profit

In 2021, the company had a net loss of 353.26 million baht, compared to 2020, with a net profit of 199.34 million baht due to a decrease in income from transfers of ownership and a decrease in revenue from the hotel business affected by the COVID-19 epidemic. As well as an increase in financing costs represents a net loss rate of 7.95 percent, compared to 2020, with a net profit margin of 2.68 percent.

In 2020, the Company had a net profit of 119.34 million baht, a decrease of 121.63 million baht, or a 37.89 percent decrease. Compared to 2019, with a net profit of 320.97 million baht due to financial costs increasing in income tax and share of profit from investment in a joint venture. Consequently, the net profit margin in 2020 was 2.68 percent, down from 5.28 percent in 2019.

Profit and Margin	2021		2020		2019	
	Million Baht	%	Million Baht	%	Million Baht	%
Gross profit*	1,386.00	32.25%	1,954.60	27.88%	2,268.77	38.27%
Operating profit	247.49	5.57%	784.14	10.53%	751.25	12.35%
Net profit(loss)	(353.26)	-7.95%	199.34	2.68%	320.97	5.28%

* Only main revenue

3. Financial Position

Assets

In 2021, the Company had total assets of 15,966.70 million baht decrease. Compared to 2020, with total assets of 18,763.40 million baht, and the major assets details are as follows:

Assets	2021		2020		2019	
	Million Baht	%	Million Baht	%	Million Baht	%
Current assets						
Cash and cash equivalents	539.05	3.38%	1,548.13	8.25%	388.69	1.98%
Trade and other receivables	178.30	1.12%	134.96	0.72%	110.51	0.56%
Current portion of long-term loans to related parties	-	-	244.80	1.30%	51.00	0.26%
Real estate development cost	7,030.17	44.03%	8,444.74	45.01%	10,501.95	53.62%
Advances for construction	95.62	0.60%	151.53	0.81%	351.68	1.80%
Deposits for purchase of land	96.11	0.60%	440.86	2.35%	408.46	2.09%
Cost to obtain contracts with customers	67.17	0.42%	220.43	1.17%	473.97	2.42%
Other current assets	165.89	1.04%	115.67	0.62%	196.63	1.00%
Total current assets	8,172.30	51.18%	11,301.13	60.23%	12,482.88	63.73%
Non-current assets						
Restricted bank deposits	41.03	0.26%	32.53	0.17%	61.49	0.31%
Prepayment for purchase of shares	546.24	3.42%	397.91	2.12%	165.27	0.84%
Investments in joint ventures	103.93	0.65%	108.51	0.58%	155.83	0.80%
Long-term loans to related parties	790.89	4.95%	201.19	1.07%	325.87	1.66%
Investment properties	3,785.44	23.71%	3,743.79	19.95%	3,355.04	17.13%
Property, plant and equipment	2,222.93	13.92%	2,684.84	14.31%	2,740.71	13.99%

Assets	2021		2020		2019	
	Million Baht	%	Million Baht	%	Million Baht	%
Intangible assets	16.50	0.10%	19.64	0.10%	23.25	0.12%
Deposits for purchase of land	87.50	0.55%	87.50	0.47%	75.00	0.38%
Deferred tax assets	120.26	0.75%	164.29	0.88%	188.23	0.96%
Other non-current assets	79.69	0.50%	22.08	0.12%	12.28	0.06%
Total non-current assets	7,794.40	48.82%	7,462.27	39.77%	7,102.97	36.27%
Total assets	15,966.70	100.00%	18,763.40	100.00%	19,585.85	100.00%

Trade Account Receivables and Other Receivables

In 2021, trade accounts receivable and other receivables were 178.30 million baht representing a 1.12 percent of total assets increase. Compared to 2020, which amounted to 134.96 million baht, accounting for 0.72 percent of total assets. The details are separated by overdue age as follows:

(Unit: Thousand Baht)

	Consolidated financial statements	
	31 December 2021	31 December 2020
Trade receivables - unrelated parties		
Aged on the basis of due dates		
Past due		
Up to 3 months	17,883	10,711
3 - 6 months	121	3,298
6 - 12 months	827	997
Over 12 months	1,118	674
Total	19,949	15,680
Less: Allowance for expected credit losses	(794)	(287)
Total trade receivables - unrelated parties, net	19,155	15,393
Other receivables		
Other receivables and advances - related parties	37,606	22,038
Other receivables and advances - unrelated parties	19,776	31,540
Interest receivables - related parties	101,759	65,990
Total other receivables	159,141	119,568
Total trade and other receivables	178,296	134,961

Real estate development cost

In 2021, the Company had a real estate development cost of 7,030.17 million baht accounting for 44.03 percent of total assets decrease. Compared to 2020, which amounted to 8,444.74 million baht, accounting for 45.01 percent of total assets. Real estate development projects cost decreased from various projects ownership transferring. The details are as follows:

(Unit: Thousand Baht)

	Consolidated financial statements	
	31 December 2021	31 December 2020
Land and construction under development	3,415,897	3,048,010
Developed land and construction	3,614,277	5,396,728
Total	7,030,174	8,444,738

Investment properties

In 2021, the Company had investment properties of 3,785.44 million baht, accounting for 23.71 percent of total assets. A slight increase compared to 2020, which was 3,743.79 million baht, accounting for 19.95 percent of total assets due to fair appraisal.

Total Property, Plant, and Equipment (Net)

In 2021, the Company had lands, buildings, and equipments for 2,222.93 million baht, accounting for 13.92 percent of total assets. A decrease from 2020 at 2,684.84 million baht, accounting for 14.31 percent of total assets due to asset sales.

Liabilities

In 2021, the Company had total liabilities of 10,656.82 million baht, a decrease of 2,060.23 million baht. Compared to 2020, with total liabilities of 13,109.89 million baht, a reduction from loan repayment from financial institutions, short-term bills of exchange repayment and deposit, and advance received from customers.

The current liabilities ratio to the Company's total liabilities decreased to 44.96 percent, compared to 2020, which was 55.39 percent with liabilities detailed.

Liabilities	2021		2020		2019	
	Million Baht	%	Million Baht	%	Million Baht	%
Current liabilities						
Bank overdrafts from financial institutions	-	-	-	-	0.97	0.01%
Short-term bills of exchange	178.31	1.67%	239.54	1.83%	357.80	2.53%
Trade and other payables	324.13	3.04%	713.12	5.44%	921.82	6.52%
Retention payables	178.01	1.67%	343.96	2.62%	327.89	2.32%
Deposits and advances from customers	341.56	3.21%	893.03	6.81%	1,572.07	11.13%
Current portion of long-term loans from financial institutions	736.60	6.91%	1,549.50	11.82%	1,891.77	13.39%
Current portion of lease liabilities	11.31	0.11%	10.09	0.08%	5.06	0.04%
Current portion of debentures	2,777.05	26.06%	3,290.63	25.10%	1,694.67	11.99%
Income tax payable	0.26	0.00%	45.36	0.35%	48.81	0.35%
Other current liabilities	243.95	2.29%	176.32	1.34%	242.26	1.71%
Total current liabilities	4,791.19	44.96%	7,261.55	55.39%	7,063.13	49.99%

Liabilities	2021		2020		2019	
	Million Baht	%	Million Baht	%	Million Baht	%
Non-current liabilities						
Long-term loans from financial institutions	2,203.91	20.68%	2,672.84	20.39%	2,736.09	19.36%
Debentures	3,310.10	31.06%	2,803.58	21.39%	3,958.00	28.01%
Lease liabilities	19.24	0.18%	26.62	0.20%	10.84	0.08%
Provision for long-term employee benefits	52.14	0.49%	54.94	0.42%	50.44	0.36%
Deferred tax liabilities	250.34	2.35%	266.90	2.04%	286.49	2.03%
Other non-current liabilities	29.90	0.28%	23.47	0.18%	24.60	0.17%
Total non-current liabilities	5,865.63	55.04%	5,848.34	44.61%	7,066.46	50.01%
Total liabilities	10,656.82	100.00%	13,109.89	100.00%	14,129.60	100.00%

Capital commitments as follows:

In 2021, the subsidiaries had capital commitments as follows:

(Unit: Million Baht)

	31 December 2021	31 December 2020
The purchases of land agreements	746	2,565
To sell and to purchase share agreement	1,284	1,255

Shareholders' equity

In 2021, the Company had a shareholders' equity of 5,309.89 million baht decrease. Compared to 2020, with shareholders' equity of 5,653.50 million baht as shareholders' equity decreased from a net loss in 2021.

Shareholders' equity	2021		2020		2019	
	Million Baht	%	Million Baht	%	Million Baht	%
Shareholders' equity						
Issued and paid-up	860.41	16.20%	860.41	15.22%	860.41	15.77%
Premium on ordinary shares	875.27	16.48%	875.27	15.48%	875.27	16.04%
Retained earnings						
Appropriated - statutory reserve	105	1.98%	105.00	1.86%	105.00	1.92%
Unappropriated	3,201.25	60.29%	3,565.37	63.06%	3,371.36	61.79%
Other components of shareholders' equity	267.55	5.04%	247.46	4.38%	244.22	4.48%

Shareholders' equity	2021		2020		2019	
	Million Baht	%	Million Baht	%	Million Baht	%
Equity attributable to owners of the Company	5,309.48	99.99%	5,653.50	100.00%	5,456.26	100.00%
Non-controlling interests of the subsidiaries	0.41	0.01%	-	-	-	-
Total shareholders' equity	5,309.89	100.00%	5,653.50	100.00%	5,456.26	100.00%

4. Liquidity and Suitability of Capital Structure

As of 31 December 2021, the Company had cash flows from various activities as follows:

- Cash flow from operating activities amounted to 469.27 million baht from ownership transfers in various projects.
- Cash flow from investing activities amounted to -121.78 million baht from advance payments for shares and long-term loans to related parties.
- Cash flow from financing activities amounted to -1,356.57 million from loan payments from financial institutions.

As of 31 December 2021, the Company's liquidity ratio was 1.71 times, an increase when compared to 31 December 2020, which was 1.56 times. The quick-current ratio was 0.24 times, a decrease compared to 31 December 2020, where the ratio was equal to 0.39 times the decrease in cash and cash equivalents.

As of 31 December 2020, the Company's liquidity ratio was 1.61 times, a decrease from the year 2019 which was 1.79 times, while the quick ratio was 0.45 times, an increase from the year 2019 which was 0.30 times. The liquidity ratio declined slightly due to an increase in debentures with maturity in 1 year, while the quick ratio increased as year 2020 had more actively liquid current assets than 2019.

5. Factors affecting financial position or future performance

Factors affecting the financial position or future performance of the company include the economic factors in the country, which have slowed down due to the COVID-19 situation and have affected the income of all business sectors, especially in the tourism sector, the purchasing power of consumers, and the atmosphere in which the decision to buy housing in the short term. The situation is likely to improve after the easing of control measures and the start of opening the country to tourists in November 2021. In addition, more stringent project lending of financial institutions is one of the factors that may affect the implementation of new projects in the future, which the company has been more careful in implementing new projects. However, the government has initiated a policy to stimulate the economy. The real estate sector has loosened the LTV measure, which will give the 2022 home loan an opportunity to grow better, which will benefit the real estate business and increase consumer purchasing potential.

In addition to economic factors, there are also factors related to urban expansion and the increase of the mass transit system in Bangkok and surrounding provinces from the policy of increasing the mass transit system that positively affects the Company's operations. This expansion will encourage demand for housing in the heart of the city and along the metro lines, especially residential condominiums. However, the company has expanded its products to more low-rise housing to reduce risks and to increase product diversification.

6. Debt to Equity Ratio

The Company is obligated under the terms and conditions to maintain a ratio of net debt to equity at the end of the fiscal year throughout the term of the debentures according to the issuer's consolidated financial statements at a ratio of not more than 3.5:1 (three point five to one) for 9 debentures, which are:

1. Debentures of Major Development Company Limited No. 3/2019, due in the year 2022
2. Debentures of Major Development Company Limited No. 1/2020, due in the year 2022
3. Debentures of Major Development Company Limited No. 2/2020, due in the year 2022
4. Debentures of Major Development Company Limited No. 3/2020, due in the year 2022
5. Debentures of Major Development Company Limited No. 4/2020, due in the year 2023
6. Debentures of Major Development Company Limited No. 1/2021, due in the year 2023
7. Debentures of Major Development Company Limited No. 2/2021, due in the year 2023
8. Debentures of Major Development Company Limited No. 3/2021, due in the year 2024
9. Debentures of Major Development Company Limited No. 4/2021, due in the year 2024

As of 31 December 2021, 31 December 2020 and 31 December 2019, the Company maintains a net debt to equity ratio of 1.64 times, 1.60 times, and 1.88 times, respectively.

7. Analysis of Financial Ratios

Liquidity

The Company's liquidity ratio in 2021 compared to 2020 was 1.71 times and 1.56 times, respectively. The Company's liquidity ratio has increased due to the decrease in current liabilities of trade and other payables, deposits and advances received from customers, a decrease in long-term borrowings from financial institutions from the transfer of ownership in various projects and repayment of debentures due in 2021.

Meanwhile, the 2020 and 2019 liquidity ratios were 1.61 times and 1.79 times, respectively, with lower liquidity rates due to higher current liabilities from debentures due within one year and reduced current assets from the cost of real estate development projects.

Profitability

Gross Profit Margin (Only the Core Business)

The company's gross profit margin from the core business in 2021 compared to 2020 was 32.25 percent and 27.88 percent, respectively. The gross profit margin increased from the real estate business, whose gross profit margin was better than in the year 2020. Due to year 2020, there was price competition from the impact of the COVID-19 epidemic and the increase of various promotions, making the gross profit margin in 2020 quite low.

In 2020, the gross profit margin from the core business was 27.88 percent, a decrease compared to the year 2019 with a gross profit margin of 38.27 percent, mainly due to price competition and promotions to accelerate sales of products and release remaining inventories, by reducing the price of some rooms with secondary locations to reserve cash in the situation of the COVID-19 outbreak with economic uncertainty.

Net Profit (Loss) Margin

In 2021, the Company had a net loss of 7.95 percent compared to 2020 with a net profit margin of 2.68 percent due to a decrease in the transfer of ownership, resulting in a net loss rate following a decrease in operating performance.

In year 2020, the net profit margin stood at 2.68 percent decreasing from 5.28 percent in 2019, mainly due to the lower gross profit margin from price competition and promotions to accelerate sales and release remaining inventories for cash reserve in the situation of the COVID-19 outbreak, resulting in a decrease in net profit margins.

Financial Policies

Debt to Equity Ratio

The Company's debt to equity ratio as of 31 December 2021 compared to the same period of 2020 was 2.01 times and 2.32 times, respectively. This was due to a decrease in deposits and advances received from customers and a decrease in loans from financial institutions from the transfer of ownership in various projects of the Company.

As of 31 December 2020, the Company's debt to equity ratio was 2.32 times, a decrease from 2.59 times in 2019, mainly due to an increase in ownership transfers resulting in deposits and advance payments from customers and loans from finance institutions decreased by 697.04 million baht and 405.53 million baht respectively, including an increase in shareholders' equity from retained earnings of 197.24 million baht.

Net debt to equity ratio (according to the terms of the debenture rights)

As of 31 December 2021, the Company's debt-to-equity ratio (Debt/Equity Ratio) is 1.64 times, an increase compared to the same period of the year 2020 which had a debt-to-equity ratio of 1.60 times due to the reduction of trade and other payables, deposits, advances received from customers, and borrowings from financial institutions decreased by 388.99 million baht, 551.47 million baht and 812.90 million baht, respectively.

As of 31 December 2020, due to an increase in ownership transfers, deposits and advances received from customers and loans from financial institutions decreased by 697.04 million baht and 405.53 million baht, respectively, including an increase in shareholders' equity. increased from retained earnings of 197.24 million baht.

Interest and Debt Service Coverage

Interest Coverage Ratio

As of 31 December 2021, the Company's interest coverage ratio was 0.68 times, a decrease compared to the same period of 2020, which had an interest coverage ratio of 1.95 times, due to a decrease in income and an increase in funding costs from the recognition of interest expenses in the completed project.

As of 31 December 2020, the Company's interest coverage ratio was 1.95 times, a decrease from 2.23 times at the end of 2019 due to an increase in finance costs from the recognition of interest expenses in projects completed in 2020.

Commitment coverage

The Company's debt service coverage ratios at 31 December 2021, 31 December 2020, and 31 December 2019 are 0.11 times, 0.19 times, and 0.24 times respectively, but according to the long-term loans from financial institutions due within 1 year which is a liability with conditions to be repaid only when the ownership is transferred to the customer. In case that long-term loans from financial institutions that are due within 1 year are not excluded, the leverage ratio would be higher. For the repayment of the obligation in respect of the debentures due within 1 year, the Company will repay by using the source of funds from the Company's internal cash flows, credit lines with financial institutions, including issuing additional debentures.

GENERAL AND OTHER INFORMATION



Registrar

Thailand Securities Depository Company Limited

93 The Stock Exchange of Thailand Building,
14th floor Ratchadaphisek Road,
Dindaeng, Bangkok 10400
Tel 0-2009-9000 Fax 0-2009-9991

Registrar (Debenture)

Bank of Ayudhya Public Company Limited

1222 Rama 3, Bangphongphang,
Yannawa, Bangkok 10120
Tel 0-2296-5557 Fax 0-2683-1298

Debenture Holders' Representative

Globlex Securities Company Limited

87/2 CRC Tower, All Seasons Place,
12th Floor, Wireless Road, Lumpini,
Pathumwan, Bangkok 10330
Tel 0-2672-5810, 0-2687-7074

Auditor

Miss Sumalee Reewarabandith,
Certified Public Accountant No.3970
and/or Mr. Kritsada Lertwana,
Certified Public Accountant No.4958
and/or Miss Manee Rattanabunnakit,
Certified Public Accountant No.5313
EY Office Limited
193/136-137, 33rd Floor, Lake Rajada
Office Complex, New Rajadapisek Road,
Klongtoey, Bangkok 10110
Tel 0-2264-9090
Fax 0-2264-0789, 0-2264-0790

Financial Institutions

Krung Thai Bank Public Company Limited
Bank of Ayudhya Public Company Limited
Tisco Bank Public Company Limited
Kasikorn Bank Public Company Limited

Legal Disputes

As at 31 December 2021, the following lawsuits have been filed against the Group and joint ventures.

- a) The Group was sued by third parties on ground of seeking refunds of payments for condominiums, payment of construction and other expenses, and a joint defendant with the constructor for damaged properties in 39 cases, claiming damages of Baht 216 million. Currently, the cases are being investigated. However, the Group's management and its legal consultant have determined the possible losses from the litigations and recorded provision amounting to Baht 86 million in its accounts.
- b) A subsidiary filed a lawsuit against a land seller for the repayment of land deposits amounting to Baht 100 million as the seller could not transferred the ownership to the subsidiary. In January 2021, the Court of First Instance ordered the seller to pay the land deposit to the subsidiary with interest at the rate of 7.5% per annum starting from 5 January 2017. Currently, the seller is in the process of filing an appeal with the Appeal Court. However, the Group's management and its legal consultant are of the opinion that the subsidiary is likely to win the case at the Appeal Court. Consequently, the Company's management assessed recoverable amount of such deposit and recorded Baht 13 million allowance for doubtful debts.
- c) A joint venture filed, a notice demanding the portion of construction service fees and claimed for the damages incurred from the termination of contract due to the unfair event with a customer, with the Thai Arbitral Tribunal for the claim amount of Baht 144 million. However, the customer countersued the joint venture on the grounds that the joint venture failed to deliver the work within the agreed deadline and demanded compensatory damages for the work delay of Baht 202 million. In June 2021, the Arbitral Tribunal rendered an award that the customer must pay the total claim of Baht 84 million to the joint venture. Subsequently, in October 2021, the customer filed a plaint with the Civil Court against the award of the Arbitral Tribunal. However, in December 2021, the joint venture filed a plaint with the Civil court, requesting the enforcement of the award that the customer must pay the total claim to the joint venture. The joint venture has not recorded the estimated losses of relevant assets or provision in its accounts.
- d) A joint venture was sued by third party on ground of seeking breach of construction contract and refunds accrued payment of construction claiming damages of Baht 218 million. However, a joint venture countersued on the ground that third party failed to deliver the work within the agreed deadline and demanded compensatory damages for the work delay of Baht 422 million. Currently, the case is considering by the Court of Appeal. The Group's management and its legal consultant are of the opinion that the joint venture has evidence and information according to the contract to defend the issue in this case and considers that the case will probably not result in the joint venture incurring losses. Therefore, the joint venture has not recorded the estimated losses of relevant assets or provision in its accounts.



CORPORATE GOVERNANCE

CORPORATE GOVERNANCE POLICY

Overview of Corporate Governance Policies and Practices

The Company has created the principles of good corporate governance in compliance with the Stock Exchange of Thailand's requirements in order to provide an effective, transparent, and verifiable management and to build the confidence of shareholders, investors, and stakeholders. This principle adds value to the Company and fosters long-term success. The following are vital organizational governance policies:

- Chapter 1 Rights of Shareholders
- Chapter 2 Equitable Treatment of Shareholders
- Chapter 3 Roles of Stakeholders
- Chapter 4 Information Disclosure and Transparency
- Chapter 5 Roles, Duties and Responsibilities of the Board of Directors

The Board of Directors has appointed various sub-committees to act in various fields as assigned. The roles, duties, and responsibilities between the Board of Directors, the sub-committees, and the management are separated by clearly defining the level of financial authorities. The Company has set up 3 sub-committees as follows:

1. The Audit Committee consists of 3 people,
appointed on 12 November 2008 with a term of office of 3 years.
2. The Nomination and Remuneration Committee consists of 5 people,
appointed on 5 May 2008 with a term of office of 3 years.
3. The Risk Management Committee consists of 4 people,
appointed on 5 May 2008 with a term of office of 2 years.

The Board of Directors' meetings are held at least every 3 months, while additional special meetings are held as necessary. The invitation letter will be delivered along with the supporting information of the meeting agenda to the Board of Directors not less than 7 days prior to the meeting date as stipulated in the Company's Articles of Association.

The Company has issued Codes of Conduct for directors and employees for those involved to adhere to them as guidelines for performing duties in accordance with the Company's mission with care, honesty, integrity, and fairness in both the treatment of the Company and all groups of stakeholders by announcing the relevant persons to be informed and follow up on the implementation of the aforementioned guidelines.

The Company provides measures to prevent conflicts of interest. The Company will strictly comply with the Securities and Exchange Act, regulations, notifications, orders, or requirements of the SEC and Stock Exchange of Thailand. If there is any item that any director, executive, shareholder, or any person has a conflict of interest in, such person will not have the right to vote on or approve the transaction. Such transactions must be for the Company's core business operations and have a pricing policy and conditions based on market prices, which must be comparable with the prices generally incurred by third parties. In addition, the Company requires directors and executives to report changes in securities holdings to the Board of Directors and the SEC in accordance with Section 59 of the Securities and Exchange Act B.E. 2535.

The Company provides investor protection measures that can be examined later. The Company will disclose related transactions in the notes to financial statements that have been audited by the auditor and will provide certification by having the Audit Committee give opinions on the necessity and reasonableness of related party transactions in the audited financial statements.

The Nomination and Remuneration Committee has clearly and transparently set the remuneration of directors at levels that are appropriate to the duties and responsibilities of each director without paying undue compensation compared to the same industry level. However, executive directors will receive additional remuneration for their management positions in connection with the Company's performance and that director's performance. The Company requires disclosure

of remuneration paid to directors and executives in accordance with the form prescribed by the Office of the Securities and Exchange Commission.

In addition, the Board of Directors has given importance to the accurate, complete, transparent, reliable, and timely disclosure of information, both financial and other relevant information, for investors and related parties to be informed by disseminating information through various channels of the Stock Exchange of Thailand and the Company's website. In addition, an investor relations unit was established to provide information and news on various activities to investors, analysts, and the general public. Investor relations can be contacted directly at 0-2030-1111 or at www.mjd.co.th.



Sub-committees

The Board of Directors has appointed 4 sub-committees, which are comprised of the Audit Committee, Nomination and Remuneration Committee, Risk Management Committee, and Executive Committee.

Audit Committee

As of 31 December 2021, the Company has 3 Audit Committees members as follows;

No.	Name	Position
1.	Mr. Chanin Roongsang	Chairman of the Audit Committee
2.	Mr. Sanguankiat Lewmanomont	Audit Committee
3.	Mrs. Suparanan Tanviruch	Audit Committee

Miss Kanokwan Nilkumnerd is the Secretary of the Audit Committee.

Scope of Authorities and Duties of the Audit Committee

1. Review the Company's financial reporting to be accurate and sufficient.
2. Review the Company's internal control and audit systems to be appropriate and effective, consider the independence of the internal audit unit, and approve the appointment, transfer, and dismissal of the head of the internal audit unit.
3. Review the Company's compliance with the Securities and Exchange Act, requirements of the Stock Exchange, and laws related to the Company's business.
4. Consider the selection of an independent person to act as the Company's auditor and review the auditor's remuneration and present it to the Board of Directors.
5. Consider connected transactions or transactions that may have conflicts of interest in accordance with the law and the regulations of the Stock Exchange of Thailand to ensure that such transactions are reasonable and for the best benefit of the Company.
6. Prepare the Audit Committee report to be disclosed in the Company's annual report. The report must be signed by the Chairman of the Audit Committee.
7. Perform any other acts as assigned by the Board of Directors with the approval of the Audit Committee.

The Chairman of the Audit Committee and the Audit Committee members have a term of office of 3 years each. The retired Audit Committee members may be re-appointed for another term if the Board of Directors and/or the shareholders' meeting deems it appropriate. The Audit Committee will come to inspect at least once a quarter.

Nomination and Remuneration Committee

As of 31 December 2021, the Company has 5 Nomination and Remuneration Committee members as follows;

No.	Name	Position
1.	Mr. Chanin Roongsang	Chairman of the Selection and Remuneration Committee
2.	Mr. Chumroen Poolvorlaks	Nomination and Remuneration Committee
3.	Mrs. Prathin Poolvorlaks	Nomination and Remuneration Committee
4.	Mr. Sanguankiat Lewmanomont	Nomination and Remuneration Committee
5.	Mrs. Suparanan Tanviruch	Nomination and Remuneration Committee

Mr. Pitak Ponghiruncharoen acts as the Secretary of the Company's Nomination and Remuneration Committee.

Scope of Authorities and Duties of the Nomination and Remuneration Committee

The Nomination and Remuneration Committee is responsible for considering policies relating to the remuneration and benefits of the Company's directors, Audit Committee, Nomination and Remuneration Committee, Risk Management Committees, executives, and employees of the Company to propose to the Board of Directors' meeting and/or the shareholders' meeting to consider and approve the policies and determine the remuneration and benefits, as well as considering and nominating suitably qualified persons to the shareholders to be appointed as the Company's directors and senior management of the Company. The Nomination and Remuneration Committee members shall hold office as necessary to perform their duties and vacate the office when such duties at that time have ended in any case. The Nomination and Remuneration Committee's term of office shall not exceed three (3) years per term. The members of the Nomination and Remuneration Committee who vacate the office can be re-elected to take the position again.

At the Nomination and Remuneration Committee's meetings, the Nomination and Remuneration Committee must be present at the meeting for not less than half (1/2) of the total number of Nomination and Remuneration Committee members in order to constitute a quorum. The decision of the meeting shall be made by a majority of the total number of members of the Nomination and Remuneration Committee who attend the meeting and have the right to vote. Each member of the Nomination and Remuneration Committee has one vote. However, if any Nomination and Remuneration Committee members have a stake in any matter, such members will have no right to vote on that matter. If there are equal votes, the Chairman of the meeting has another vote as a casting vote. The Chairman then proposes the matter to the meeting to consider.

Risk Management Committee

As of 31 December 2021, The Company has 4 Risk Management Committee members as follows;

No.	Name	Position
1.	Ms. Petrada Poolvorlaks	Chairman of the Risk Management Committee
2.	Mr. Suriya Poolvorlaks	Risk Management Committee
3.	Mr. Chanin Roongsang	Risk Management Committee
4.	Mr. Sanguankiat Lewmanomont	Risk Management Committee

Scope of Authorities and Duties of the Risk Management Committee

The Risk Management Committee of the Company is responsible for setting the policy framework, and guidelines and giving recommendations to the Board of Directors for supervision and overseeing risks. The Risk Management Committee is responsible for reporting directly to the Board of Directors. The Risk Management Committee shall have a term of office as necessary to perform their duties and shall vacate the office when such duties at that time have ended. In any case, the term of office of the Risk Management Committee members shall not exceed two (2) years per term. The retired Risk Management Committee members who vacate the office can be re-elected to take the position again.

At the Risk Management Committee's meeting, the Risk Management Committee must be present at the meeting for not less than half (1/2) of the total number of Risk Management Committees in order to constitute a quorum. The decision of the meeting shall be made by a majority of the total number of Risk Management Committee members who attend the meeting and have the right to vote. Each member of the Risk Management Committee has one vote. However, if any Risk Management Committee members have a stake in any matter, such members will have no right to vote on that matter. If the votes are equal, the Chairman of the meeting shall have another vote as a casting vote. The Chairman then proposes the matter to the meeting to consider.

Executive Committee

As of 31 December 2021, The Company has 4 Executive Committee members as follows;

No.	Name	Position
1.	Mr. Chumroen Poolvorakaks	Chairman of the Executive Committee
2.	Mrs. Prathin Poolvorakaks	Vice Chairman of the Executive Committee
3.	Ms. Petrada Poolvorakaks	Executive Committee
4.	Mr. Suriya Poolvorakaks	Executive Committee

Scope of Authorities and Duties of the Executive Committee

1. Prepare and present business policies, goals, action plans, business strategies, and the Company's annual budget for approval to the Board of Directors.
2. Determine the Company's business plan, budget, and various executive authorities for approval by the Board of Directors.
3. Monitor and supervise the Company's business operations to be in accordance with business policies, goals, operational plans, business strategies, and the budget approved by the Board.
4. Have the power to consider and approve the expenditure of money for investments or operations, borrowing, or applying for any credit from financial institutions for normal Company transactions and the benefits of operating in accordance with the objectives of the Company within the limit of no more than 260 (two hundred and sixty) million baht or equivalent. Such actions must be subject to the announcement of the Board of the Stock Exchange of Thailand regarding Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition or Disposition of Assets (B.E. 2547) and Disclosure of Information and Other Acts of Listed Companies in Connected Transactions (B.E. 2546) as well.
5. Determine the organizational structure and management authorities. This covers details of the selection, hiring, transfer, training, and termination of the Company's employees who are in management or senior management by authorizing the Chief

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| <p>Executive Officer of the Company to sign an employment contract on behalf of the Company.</p> <p>6. Supervise and approve matters related to the Company's operations and may appoint or assign one or more persons to perform any action on behalf</p> | <p>of the Executive Committee as appropriate, as well as cancel, change, or amend such authorities.</p> <p>7. Perform any other duties as assigned by the Board of Directors</p> |
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The delegation of powers, duties, and responsibilities of the Executive Committee will not be a power of attorney or delegate powers that make the Executive Committee or a person authorized by the Executive Committee able to approve transactions with oneself or a person who may have conflicts of interest, have a stake, or may have any other conflicts of interest with the Company or a subsidiary of the Company (as defined in the announcement of the Securities and Exchange Commission). The approval of such transactions must be submitted to the Board of Directors' meeting and/or the shareholders' meeting (as the case may be) to consider and approve as required by the subsidiary's regulations or related laws, except for normal trade transactions with general trading conditions defined by the Board of Directors and/or the shareholders' meeting.

Nomination of Directors and Executives

The Company has appointed the Nomination and Remuneration Committee to consider and nominate a qualified person to the shareholders to be appointed as the Company's director and senior management of the Company and has a duty to consider policies related to remuneration and benefits of the Company's directors, Audit Committee, Nomination and Remuneration Committee, Risk Management Committee, executives, and employees of the Company. The Nomination and Remuneration Committee will consider those who have the appropriate qualifications and expertise in each aspect of management by recruiting from both inside and outside the organization. The person being considered must be a person who meets the qualifications of Section 68 of the Public Limited Companies Act (B.E. 2535), regulations of the Securities and Exchange Commission, and related stock exchanges to propose to the Board of Directors' meeting and/or the shareholders' meeting to consider and approve such policy.

The composition, selection, appointment, removal, and retirement of directors of the Company were set in the Company's articles of association, which can be summarized as follows:

The Board of Directors consists of at least 4 members, of which not less than half of the total number of directors must reside in Thailand. The directors of the Company may or may not be the shareholders of the Company.

Selection and appointment of Company directors through the process of the Nomination and Remuneration Committee to propose to the shareholders to elect the Company's directors are in accordance with the following rules and procedures:

- (1) Each shareholder has one vote per share.
- (2) Each shareholder can use all his/her votes under (1) to elect one or more persons to be directors but cannot divide the votes to elect multiple candidates with the different amount.
- (3) The persons with the highest votes in descending order will be elected as directors in an amount equal to the number of directors to have or to be elected at that time. If the persons who are elected in descending order have equal votes and the number of such directors exceeds the number of directors required to have, the Chairman of the meeting shall have all the votes.

At every annual general meeting of shareholders, one-third (1/3) of the total number of directors must retire. If the number of directors cannot be divided exactly into 3 parts, the number closest to one-third (1/3) of the directors must retire. The directors who retired during this term may be re-elected to the positions. In this regard, the directors who must retire in the first and second years after the Company becomes a listed company shall be retired through a drawing lot. After such years, the director who has been in office for the longest period shall be the one who retires.

Any director who desires to retire must submit a letter of resignation to the Company. The resignation will take effect from the date the resignation letter reaches the Company. Directors who resigned as stated in the first paragraph may notify the registrar of their resignation.

The Shareholders' meeting may pass a resolution to remove any director from office prior to the end of their term by a vote of no less than three-fourths (3/4) of the number of shareholders attending the meeting who are eligible to vote and hold shares in aggregate of no less than half of the number of shares held by the shareholders attending the meeting and eligible to vote.

Supervision of Operations of Subsidiaries and Associates

Nomination and voting rights on the appointment of persons as directors in subsidiaries and associated companies are managed by management and must be approved by the Board of Directors; a person appointed as a director in a subsidiary or associated company is responsible for acting in the best interests of the subsidiaries and associated companies.

The Company supervises the subsidiaries regarding disclosure of financial position and operating results, transactions between subsidiaries and related companies, acquisition or disposition of assets, or any other important transactions of such subsidiaries completely with the regulations on connected transactions and disclosure of information in accordance with the Company's rules, including supervising the collection of information, checking accounting records, and collecting information to prepare consolidated financial statements within the deadline accurately and completely.

Supervision of the Use of Inside Information

The Company has provided knowledge and understanding to executives at various levels regarding management's obligations to report securities holdings for themselves, their spouses, and minor children, as well as reports on changes in the Company's securities holdings to the Office of the Securities and Exchange Commission in accordance with Section 59 and penalty provisions under Section 275 of the Securities and Exchange Act B.E. 2535 and the regulations of the Stock Exchange of Thailand.

The Company has set forth regulations regarding the work of employees that prohibit the disclosure or taking advantage of any confidential information about the Company and employees are cautioned to keep information confidential and not use their position or information received during the operation of the Company to seek benefits in the wrong way or reduce the benefits of the Company. The penalties will be applied if violations of such rules or regulations are committed. The Company will take disciplinary action to consider the appropriate punishment in the case, such as verbal warnings, warnings with letters, wage cuts, layoffs, termination of employment without compensation, and prosecute the law.

The Company has the policy to prohibit directors and executives from using the Company's material inside information, which has not yet been disclosed to the public, for the benefit of themselves or others. This includes trading in the Company's securities by directors, executives, and employees in the departments with knowledge of inside information, as well as avoiding or refraining from trading in the Company's securities during the period of one month before the disclosure of the financial statements to the public.

Reporting of Securities Holdings

The Company has established measures to prevent the use of inside information for the benefit of directors and executives by informing them of their roles and obligations to report their securities holdings, their spouses and minor children who hold the Company's securities, acknowledge the preparation of a report on the change of securities holdings every time there is a purchase, sale, transfer, or acceptance of transfer of securities within 3 business days after the date of purchase, sale, transfer, or acceptance of transfer of securities as prescribed by the Office of the Securities and Exchange Commission, and copy the mentioned report to the Company Secretary to collect and propose to the Board of Directors' meeting every time it is on the agenda for the meeting to acknowledge the report of securities holdings.

The Stakeholding Report

The Company has required directors and executives to submit reports on their interests or related persons, which is a stake related to the Company or its subsidiaries' management, within 30 days after being appointed as a director or executive. According to the specified report form, the first report must be submitted, and every time there is a change, the report must be submitted within 30 days of the change in the required report form, archived by the Company Secretary. The Company Secretary will deliver a copy to the Chairman of the Board and the Chairman of the Audit Committee as per the rules of the Securities and Exchange Commission.

Auditors Remuneration

In 2021, the Company had an audit fee of the Company, its subsidiaries, and joint ventures that must be paid to EY Office Company Limited for 7,060,000 baht.

Compliance with Good Corporate Governance Principles

can be divided into 5 categories as follows:

Rights of Shareholders

Before the Meeting

The Company recognizes and values shareholder rights and has attempted to promote and protect shareholders' fundamental rights, including facilitating shareholders' exercise of their rights in various matters held by the shareholders. Shares should be distributed equitably. This includes receiving enough Company news and information to exercise voting rights on important issues such as dividend payment approval, among others. The Company will not do anything that violates or deprives shareholders of their rights. Furthermore, through the coordination of the Company's investor relations unit, the Company encourages shareholders, particularly institutional investors, to attend the shareholders' meeting.

In 2021, the Company held 1 shareholder meeting, namely the 2021 Annual General Meeting via electronic media (E-AGM) on 18 June 2021, from 10.30–12.00. The Company published the invitation letter with supporting documents. The meeting agenda was updated on the Company's website, www.mjd.co.th, with the meeting agenda for each agenda item, at least 30 days before the meeting date, for the shareholders to have enough time to study the information supporting each agenda item before receiving the information in the form of documents from the Company. The information on the website was the same information as the information sent to the shareholders in document form the Company has sent the invitation letter together with supporting documents to shareholders 14 days in advance of the meeting date. The invitation letter contained details of the meeting agenda, supporting documents for each agenda item, and the opinion of the Board of Directors on the method of registration and voting via electronic media (E-AGM). If the shareholders are unable to

attend the meeting, the Company sends the proxy form as specified by the Ministry of Commerce, along with the profile of independent directors as proxies, so that shareholders who were unable to attend the meeting in person were able to choose to appoint independent directors designated by the Company as their proxy in the shareholders' meeting.

The Day of Shareholders' Meeting

The Company held the 2021 Annual General Meeting of shareholders at Maestro Chamber, 17th Floor, Major Tower, Soi Thonglor 10, Sukhumvit 55, Khlong Tan Nuea Sub-district, Watthana District, Bangkok, in the form of electronic meeting.

The Company allowed shareholders who wished to attend the meeting in person or by a proxy who was not a director to attend via electronic media. The registration system for submitting petitions opened from 9 June 2021 and closed on 18 June 2021, until the end of the meeting.

At the shareholders' meeting, the Managing Director acted as the Chairman of the meeting, and the Company's directors attended the meeting before the meeting commenced. The Chairman of the meeting explained the voting method, vote counting, ballot use, and disclosure of vote counting results in each agenda item to create transparency as well as allowed shareholders to express their opinions, and suggestions and asked questions equally. The Chairman answered questions, gave complete information to the shareholders, and allowed enough time for discussion.

Shareholders' Meeting

The 2021 Annual General Meeting of Shareholders via electronic media (E-AGM) consisted of 30 shareholders and proxies attending, counting the number of 496,393,801 shares (57.69 percent), more than one-third of the total of 860,411,939 shares, with Mr. Suriya Poolworlak presided over the meeting. A total of 5 directors attended the meeting, namely:

No.	Name	Position
1	Ms. Petrada Poolvorlaks	Director and Chief Executive Officer
2	Mr. Suriya Poolvorlaks	Director and Managing Director
3	Mr. Chanin Roongsang	Independent Director and Chairman of the Audit Committee
4	Mr. Sanguankiat Lewmanomont	Independent Director and the Audit Committee
5	Mrs. Suparanan Tanviruch	Independent Director and the Audit Committee

Executive and auditor attended the meeting such as Executive of Accounting & Finance are Mr. Nuthapon Luckkanalawan, Mr. Pitak Ponghiruncharoen. The auditor from EY Office Limited is Ms. Manee Rattanabunnakit

As for the minutes of the shareholders' meeting, the Company has recorded the information of the meeting, including the names of directors attending the meeting, questions and clarifications that are important, the resolutions of the meeting in each agenda item in detail, and the holding of shares with voting results within the day following the date of the shareholders' meeting. The shareholders were informed via the SET's electronic media system (SET Portal), the minutes was sent to various agencies within 14 days from the date of the shareholders' meeting, including disseminating the minutes of the meeting in Thai and English via the Company's website (www.mjd.co.th) for shareholders to receive news and information quickly without having to wait for the next meeting, after which it was presented to the shareholders for approval at the next shareholder meeting.

Equitable Treatment of Shareholders

The Company has a policy to support and pay attention to treating all shareholders equally and fairly to protect their fundamental rights. In particular, minority shareholders whose rights have been violated should have the opportunity to receive compensation. Therefore, the Company has decided to take the following actions:

1. The arrangement of the shareholders' meeting will proceed according to the agenda as stated in the invitation letter and will not add any agenda to the meeting without notifying the shareholders in advance; to give shareholders enough time to study the information supporting each agenda before making a decision.
2. Propose a list of all independent directors as an alternative to a proxy and choose to appoint an independent director as long as the proxy form follows the form prescribed by the Ministry of Commerce. There is a format where shareholders can set their voting direction to encourage shareholders to exercise their rights to attend the meeting and vote on each agenda.
3. Encourage shareholders to use ballots for every item on their agenda by creating ballot papers separated by important matters so that the shareholders can vote as they deem appropriate, which will keep the ballots in the meeting room to combine the votes in the calculation with the votes that have been pre-written in the proxy form before the announcement of the resolution of the votes in the meeting room
4. In the appointment of directors to replace those who have retired, the Company allows shareholders to exercise their right to appoint individually.
5. The Company has established measures to prevent the use of inside information for the benefit of directors and executives, whereby directors and executives have roles and obligations to submit reports on their interests or those of related persons reporting on the securities holdings of themselves, their spouses, and underage children, and report any change in securities holdings every time there is a purchase, transfer, or acceptance of a transfer of securities. Details of such measures are described in Supervision of the Use of Insider Information.



Roles of Stakeholders

Rights of Stakeholders

To ensure that the basic rights of stakeholders are respected, the Company prioritizes the rights of all groups of stakeholders, including employees and executives of the Company and its subsidiaries, as well as external parties such as trade partners, government sectors, joint ventures, society, communities, and the environment. These interests are protected and maintained following the requirements of relevant laws and regulations, and the Company has established a framework for ethical behavior and a Code of Conduct that is published on the Company's website and will not do anything that infringes on the rights of stakeholders, which is considered an important part in building the long-term success of the Company. The details are as follows.

Employees

The Company always recognizes that employees are an important component of the Company's success and, therefore, treats employees equally and fairly by providing reasonable and fair compensation and benefits. The Company determines the compensation per the level of duties and responsibilities and according to the labor market price mechanism, considering the principle of motivating employees to enable them to perform their work to the best of their knowledge and competence according to the operating results of the Company.

The Company provides welfare for employees in various fields as follows:

- The Company has established an employee provident fund whereby the employees voluntarily contribute to the fund; the employees contribute 3–10 percent of their salaries, and the Company also contributes at the rate of 3–10 percent of their salaries. This registered capital is managed by a licensed fund manager in compliance with the provisions of the Provident Fund Act, B.E. 2542.
- Group health insurance for employees
- Group life insurance for employees with the insurance fund of 200,000–1,500,000 baht, as per the conditions of the life insurance policy contract.
- Giving privileges to employees in purchasing discounted products. The use of such privileges must comply with the rules and conditions set forth by the Company, which are considered by the personnel department and the administrative department to determine the employee's qualifications and calculate the discount.
- Providing welfare assistance to employees such as:
 - Medical expense reimbursement for outpatients
 - Providing annual health checks for employees
 - Hosting funerals for employees and their families
 - Encouraging annual tour activities within the departments with which they are affiliated
 - Encouraging social gatherings within the departments with which they are affiliated
 - Promoting sports and recreational activities for employees.
 - Distributing uniforms for male and female employees
 - Assisting employees as appropriate in situations such as in the wake of the great floods at the end of 2011, the Company provided temporary housing assistance to more than 200 families, along with loans for housing repairs and interest-free purchases of property damaged by the floods. The loan, which does not exceed 4 times the amount of their salary, has a repayment period of 2 years. The Company also provides parking for more than 200 vehicles and delivers more than 50,000 sandbags to employees to protect their homes from being hit by floods, etc.
 - Providing scholarships to employees and executives to promote and support learning and self-development to reach their full potential, subject to the appropriateness and discretion of the management team.

The Company has set up a welfare committee to represent employees' views and discuss them with the Company to provide welfare to employees as a means to convey employee welfare needs to the Company to discuss and give suggestions as well as supervise the welfare arrangements that the Company provides to employees.

In addition, the Company places importance on maintaining and improving the security system, sanitation system, and working environment to ensure safety for life, health, and property of employees and good hygiene of employees, as well as supporting culture and atmosphere good to work in. The Company is determined to develop human resources to have knowledge and awareness of safety and health issues affecting employees. In the past year, the Company has had no litigation disputes between employees and the Company, and the Company has had no accidents in the level that the Company has to stop working.

Personnel Training and Development Policy

The Company realizes and recognizes the importance of personnel that affects the success of the Company's business and has always remembered that the way to achieve this goal must arise from systematic and continuous employee development training under the responsibility of the Company and all employees. In other words, the Company provides learning and development opportunities for employee growth. At the same time, it is the employee's responsibility to take responsibility for the success that will arise from such training and development opportunities with sincere commitment. This is to ensure that the training and personal development work is carried out in a direction consistent with the management of the Company and achieves the results according to the policy set. Therefore, the Company has set up a "Personal Development Center" that is responsible for various activities necessary for the training and development of personnel and has established the training and development policy guidelines for employees as follows:

- 1) The Company regards human resources as valuable above all other administrative resources. Therefore, all employees are trained and developed to have the knowledge, attitude, and ability to perform the job requirements systematically and continuously for career advancement by considering the readiness of each employee as important.
- 2) The Company considers the cost of human resource training and development as an investment in the person, which is crucial for the operation to achieve its main mission and objectives in an efficient operation and keep up with the changes in modern technology used in operations.
- 3) The Company will focus on various line and function programs both at the operational and management levels, including the special and supporting programs, so that employees can perform the duties and responsibilities of the current position and move up the ladder in the future.
- 4) The Company recognizes the need for human resource training and development as a critical tool for improvement and, therefore, encourages training and seminars to truly solve problems in the operations of departments and project groups
- 5) The Company assumes that supervisors at all levels must play a critical role in training and developing their subordinates through on-the-job training and/or coaching. Assessment of the supervisor's performance also considers the ability to develop subordinates as well.
- 6) The Company will support cooperation with educational institutions and external organizations concerning training and development work, such as cooperation in requesting study visits, accepting internships, and cooperating as a speaker to express social responsibility and create a good corporate image.

For new employees, the Company organizes an orientation on the first day of work to allow new employees to become aware of the policies, regulations, rules, and regulations; the Company's business structure, organizational culture, and welfare and benefits initially; and for new employees entering a year. There is a new

friend seminar for new employees to get to know their colleagues, seniors, employees, and executives, which will enhance good relationships between people in the Company and bond with the organization, including learning how to work together as a team.

In the past year, the Company has continuously supported the development of skills and ability to work by providing training at all levels, including internal training courses, inviting knowledgeable speakers to train in the Company, sending employees for training by various training institutions outside the Company, including training and visiting abroad to increase the potential of employees' knowledge and ability to develop the organization to be a sustainable success.

Partners

The Company has established a Code of Conduct in business to be used as a policy to treat business partners appropriately. The selection of trading partners is based on equal and fair competition between each trading partner. There are criteria for selecting partners and contractual parties by considering qualifications, quality of work, past performance, experience, expertise in the business, stable financial condition, history of abandonment, and the ability to deliver work as scheduled for the best benefit of the Company. The Company has made an agreement or clearly contracted with partners. No unfair conditions are imposed on trading partners when purchasing goods and services from partners. The Company has treated its trading partners under the terms and conditions of the trade agreements, including payments for goods and services under agreed payment terms, which also builds a good relationship for mutual benefit. In addition, the Company has adopted a supply chain system for purchasing products to be more convenient, faster, and reduce the various documents used to communicate, which reduces costs and allows partners to prepare products in advance.

Creditors

The Company has strictly complied with the terms and conditions of the contract. There has never been any practice that violates the agreed terms or conceals information or facts that causes damage to creditors, which has always built confidence for creditors. Most loan agreements contain certain covenants and restrictions, such as the percentage of shareholding of major shareholders, change of directors, guaranteeing debts or aval promissory notes to any person or entity, dividend payment mergers, mergers with other companies, maintenance of certain financial ratios, notification to the lender in writing when there is a lawsuit affecting the ability to repay the loan, etc. In addition, the Company has some assets that are mortgaged as collateral for bank loans.

Customers

The Company is committed to improving the quality of products and services to meet standards, including the establishment of an agency to contact and listen to suggestions or comments from customers to acknowledge the problems and customer demand and make improvements in order to provide customers with the highest confidence and satisfaction.

Competitors

The Company emphasizes behaving in accordance with the rules of competition with good ethics, professionalism, and transparency under the legal framework, not infringing on the confidentiality or knowing the trade secrets of competitors by fraudulent means, and adhering to the policies and treatment of competitors stated in the Business Ethics manual. In addition, the Company views competitors as trading partners by giving trade partners the opportunity to visit and see the work in the Company and Company computer systems to create a good relationship between them. In the past year, the Company has not had any disputes with competitors.

Communities, Society, and Environment

The Company has always been aware of the responsibility towards society, community, and the environment, which is embedded in the business's main work process from product design, proper selection of materials and resources, quality control of products and services, delivery time, and development of products for residents to have a better quality of life. In addition, the guidelines for reducing impacts in the environmental impact report are strictly followed. The Company operates and controls to strictly comply with relevant laws as well as promote the efficient use of resources. Various projects and activities for the social community are held continually. More details can be found on the topic: "Corporate Social Responsibility."

Intellectual Property or Copyright

The Company has the policy to comply with the laws related to non-infringement of intellectual property or copyright, including not encouraging employees to take actions that infringe the intellectual property or copyright of others without permission, which has been announced as a practice for employees to use computer networks for knowledge and communication through the Company's Intranet system.

Measures for whistleblowing and mechanisms to protect informers

The Company has the policy to protect all groups of stakeholders by setting up measures for whistleblowing and mechanisms to protect informers to accept complaints in the event of violations of rights from illegal acts or code of conduct, comments, or suggestions, including behaviors that may imply corruption or misconduct of individuals in the organization, both company employees and other stakeholders. The Company recognizes the importance of keeping such complaints confidential. The information will be recognized only in the work that has been assigned in order to build confidence for the complainant. In this regard, the matter can be directly submitted to the Chairman of the Audit Committee.

Information Disclosure and Transparency

1. The Company realizes the importance of the disclosure of information sufficiently, accurately, completely, quickly, and transparently. Therefore, the Company has published important information about the Company, both financial and non-financial, on the websites of the Stock Exchange of Thailand (www.set.or.th) and the Securities and Exchange Commission (www.sec.or.th) according to the criteria set by the Stock Exchange of Thailand and the Securities and Exchange Commission. In addition, various information that the company has released to the public and stakeholders will be published on the company's website, www.mjd.co.th, with regular updates for users to receive information in a timely and easily accessible manner and get the most benefit.
2. Financial statements disclosed to stakeholders must be approved by the Audit Committee and the Board of Directors first
3. The Board of Directors has provided a report on the Board of Directors' responsibility for the financial reports, along with the auditor's report, in the annual report from the year 2002 onwards.
4. The Company has complied with the principles of Good Corporate Governance and has reported the approved Corporate Governance policies, summarizing the results of the implementation of such policies in the annual report and Company website starting from the 2007 annual report onwards.
5. The Company has disclosed about the roles and duties of the Board of Directors and sub-committees and the number of times each director attended the meeting under the topic: "Management Structure" and "Sub-Committees"

Responsibilities of the Board of Directors

1. Structure of the Board of Directors

The election of the Company's directors is in accordance with the resolutions of the shareholders' meeting, the rules, procedures, laws, and the Company's Articles of Association, with a term of office of 3 years. The 3 directors who have the longest term must retire by rotation in order to recruit new directors every year. On 31 December 2021, the Board of Directors consists of 7 members as follows:

Executive Director: 4 Persons

Independent Director: 3 Persons

Independent directors are independent of the Company's management and major shareholders, and are persons who do not have a business relationship with the Company in such a way as to limit the freedom of expression of opinion, as well as meet the definition of an independent director as mentioned in the topic: "Independent Directors"

Division of Job Responsibilities

The Company has separated the roles and responsibilities between the Board of Directors and the Management. The Board of Directors is responsible for formulating policies and supervising the operations of the management, while the management is responsible for managing various tasks to be in accordance with the specified policies. The person who is the Chairman of the Board is separated from the person who is the Managing Director. The preparation of various reports, which is not the normal operation of the Company will be considered by the Board of Directors with at least one-third of the Board of Directors who are independent directors.

Composition of the Executive Committee

The current structure and composition of the Board of Directors consists of directors who are qualified in a variety of areas of knowledge and expertise, including engineering, accounting, business administration, economics, and law, with a variety of professions and experiences beneficial to the Company's operations and an appropriate balance of directors.

2. Sub-committees

The Board of Directors has established four sub-committees to help monitor and supervise operations more closely and report to the Board of Directors regularly, which consists of the Executive Committee, Audit Committee, Nomination and Remuneration Committee and the Risk Management Committee. The Board of Directors has clearly defined the powers, duties, and responsibilities of each sub-committee.

3. Roles and Duties of Board of Directors

- 3.1 The Board of Directors is knowledgeable, has a wide range of skills and experience, can use independent judgment, and has leadership, which is responsible for formulating strategies, directions, policies, goals, and missions of the Company, as well as following up on the operating results to achieve objectives, comply with policies, rules, laws, and related regulations, and manage risks to an appropriate level under the legal framework, objectives, and resolutions of the shareholders' meeting with honesty and caution, considering the best interests of the Company and being responsible to shareholders and all stakeholders. In addition, to ensure efficiency, effectiveness, transparency, and accountability, the Company has also provided an evaluation of the Board of Directors' performance.
- 3.2 The Board of Directors has provided a written policy on corporate governance of the Company, has approved such policy, and reviews it at least once a year.

3.3 Ethics Promotion Committee

The Company adheres to transparent, honest, and fair business practices and has issued a Code of Conduct for the Board of Directors, management, and staff in order for those involved to adhere to the guidelines for the performance of the Company's mission within the framework of the Company's laws and regulations on the basis of professional ethics. The Company has prepared a Code of Conduct for employees to be published on the website: www.mjd.co.th and the Company's central database system and allows employees to practice The Company organizes activities to encourage compliance with the Code of Conduct, Good Corporate Governance culture, and effective communication of the Code of Conduct to all employees, such as:

- Informing employees to be aware of employee's Code of Conduct
- Providing new employee orientation with a topic on the principles of Good Corporate Governance and the employee's Code of Conduct for understanding and as a guideline.
- Communicating to employees about the Code of Conduct for employees via an electronic mail system.
- Organizing activities through the media in the electronic network system within the organization, especially public relations about the Code of Conduct and Corporate Governance principles on the welcome page.

The Company has annually followed up on the performance of the Code of Conduct. The Company has assigned the Audit Department to develop a system to monitor the practice under the audit work. The Audit Committee acknowledges the report of the results of the audit with recommendations for solutions.

3.4 Conflicts of Interest

The Company operates by adhering to the principles of Good Corporate Governance to eliminate conflicts of interest, which requires all employees to strictly adhere to.

4. Measures to Eliminate Conflicts of Interest

The Board of Directors has considered items that may have conflicts of interest, connected transactions, or appropriate related transactions under the framework of good ethics, through screening by the Audit Committee and ensuring compliance with the regulations of the Stock Exchange of Thailand and the Securities and Exchange Commission, as well as disclosing information about transactions that may have conflicts of interest to the public. The Company has set policy regulations and the process of approving transactions that may have conflicts of interest for executives, employees, and related parties to adhere to the main principles as follows:

- 4.1 If there are any transactions in which directors, employees, or connected persons benefit from the transaction with the Company, such directors or employees are prohibited from participating in the transaction's approval, and the price will be set appropriately as a transaction with any third party.
- 4.2 In pricing, for the prevention of conflicts of interest, the Company will set fair and reasonable prices, which are in accordance with general trading conditions.
- 4.3 In terms of compliance with the rules prescribed by the Stock Exchange of Thailand in making connected transactions, the connected transactions must be presented to the Audit

Committee for consideration and opinion before being submitted for approval to the Board of Directors in accordance with the principles of Good Corporate Governance.

- 4.4 Disclosure of transactions that may have conflicts of interest or connected transactions or related-party transactions is subject to the rules prescribed by the Office of the Securities and Exchange Commission (SET). Such transactions are in the annual registration statement (Form 56-1) and the annual report, including the disclosure of such related party transactions in the financial statements as stipulated by accounting standards.

5. Risk Management Policy

- 5.1 The Board of Directors, executives, all employees, and all units are the owners of the risks and are responsible for conducting assessments, monitoring, and supporting effective risk management processes.
- 5.2 The Company's business unit must have a risk management process in place, as well as systematic and continuous evaluation and follow-up. The processes need to be adjusted to accommodate changes in business at least once a year.
- 5.3 Risk assessment is determined as a part of the annual work plan of all parties by considering all risks covering the entire organization considering both internal and external risk factors, including requiring risk management and creating appropriate warning signs.
- 5.4 The Risk Management Committee is responsible for monitoring risk management and presenting opinions to the Board of Directors.
- 5.5 The Risk Management Committee creates an organizational culture that fosters mutual understanding and awareness of risks by building a knowledge base because the Company believes that the risk can be mitigated or acceptable when executives or officers in all departments are aware of the damage that will follow. Therefore, the Company aims to develop databases both inside and outside the organization by investing in IT and implementing modern technology in order for employees at all levels to have access to information and share experiences, which will lead to the development and improvement of the risk management process to be effective.

6. The Board of Directors Meeting

The Company has announced the Board of Directors' meeting schedule in advance to help directors allocate meeting time by revealing the number of times each director attended the meeting under the topic: "Report on Key Performance in Corporate Governance."

7. The Board of Directors' Performance Appraisal

The Company has the policy to provide the Board of Directors with a performance appraisal at least once a year to help the committee review the work issues and obstacles during the past year and increase the effectiveness of the Board's work. The performance appraisal of the Board of Directors is organized into 2 types as follows:

- 7.1 Performance appraisal of the whole committee: assessed in various aspects, as follows:
 - (1) structure and qualifications of the Board
 - (2) roles, duties, and responsibilities of the Board
 - (3) meeting of the Board of Directors
 - (4) duties of directors
 - (5) relationship with the management
 - (6) director's self-development and executive development
- 7.2 Performance appraisal of individual committees: assessed in various aspects, as follows:
 - (1) the readiness of directors
 - (2) strategy formulation and business planning
 - (3) risk management and internal control
 - (4) prevention of conflicts of interest
 - (5) monitoring of financial and operating reports
 - (6) Board's meetings
 - (7) others

In 2021, the Company Secretary sent the Board of Directors' performance appraisal form to the directors, which summarized the results of the assessment and was presented to the committee for consideration in order to achieve the objectives mentioned above.

8. Performance Appraisal of Sub-committees

The Board of Directors provides an annual performance appraisal of sub-committees such as the Audit Committee to serve as a framework for reviewing operations during the past year in order to be able to modify and increase work efficiency by presenting the results of the assessment to the Board of Directors' meeting for acknowledgment.

9. Remuneration

The Company sets a policy for directors' and managing director's remuneration clearly, which the Nomination and Remuneration Committee considers and screens. The Company's remuneration is at the same level as those of the same industries. The number of times each director attended the meeting is disclosed under the topic: "Management Structure."

10. Orientation for New Directors

The Company realizes the importance of performing the duties of new directors. Therefore, the Company has provided an introduction to the overall operating guidelines of the Company, the structure of subsidiaries, associated companies, and business-related companies to understand both the working method and the connected shareholding structure. In addition, the Company provides information that is important and necessary for the performance of the directors' duties, such as the structure of work within the Company, Articles of Association, Company's objectives, business Code of Conduct of the Board of Directors, director's manual of listed companies, Good Corporate Governance policy, related laws, financial statements, and notes to financial statements, as well as organizes a meeting with the Chairman of the Board of Directors, Board of Directors, the Company's sub-committees to obtain information about the Company's business operations.

Business Code of Conducts

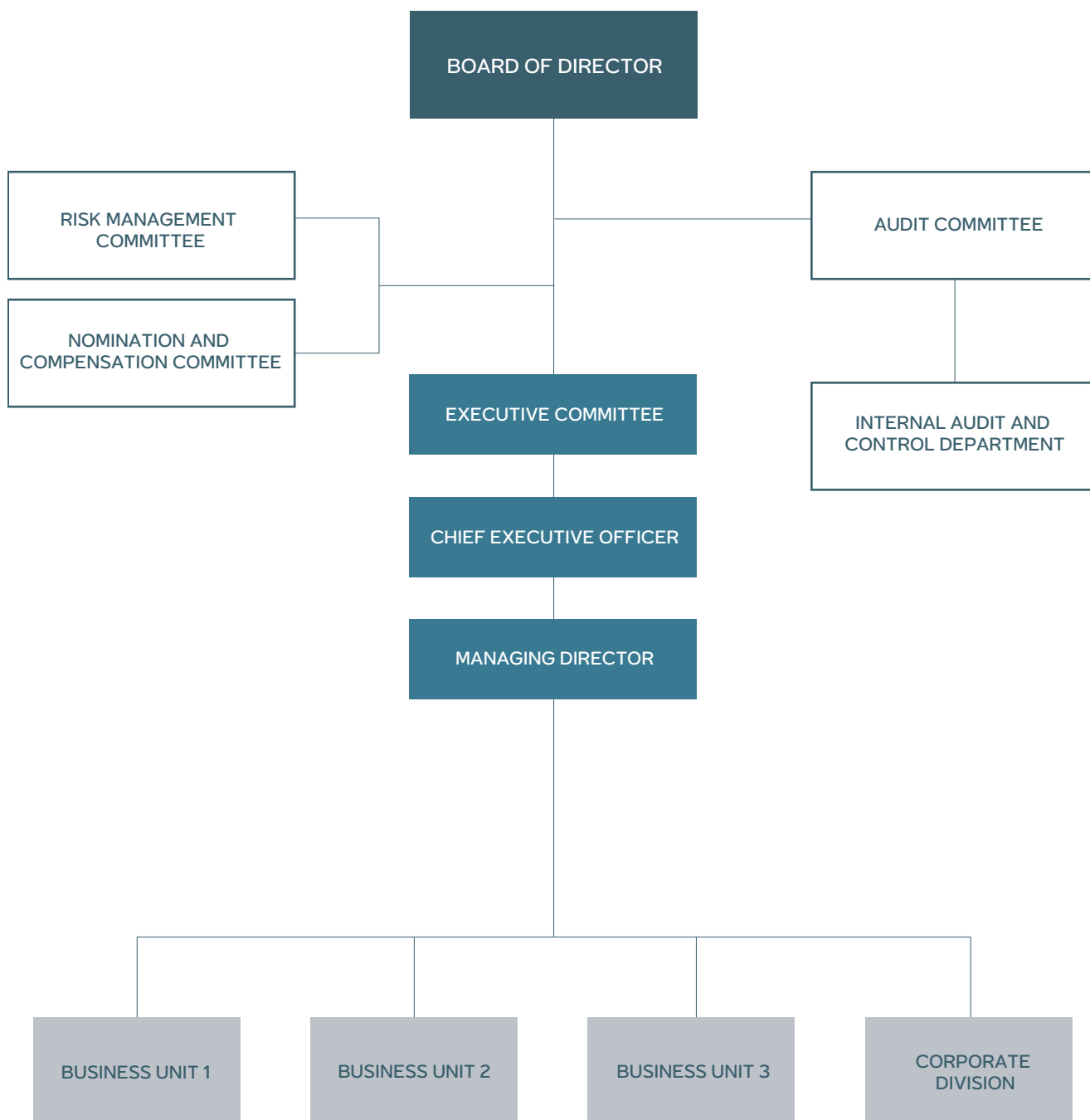
The Company has established a business ideology and a Code of Conduct for the Major Development Group. Company directors, executives, and all employees have a duty to follow the advice of the Code of Conduct and work practices as follows:

1. Understand and follow the contents of the Code of Conduct and work regulations, particularly the sections about their duties and responsibilities.
2. Review the knowledge and understanding of the contents of the Code of Conduct and work practices regularly.
3. Provide knowledge and understanding of the contents of the Code of Conduct and work regulations to others who have to perform duties related to the Company Group or may affect the Company Group.
4. Consult with the supervisor or a person designated by the Company to be responsible for monitoring compliance with the Code of Conduct and work practices when any doubts or questions arise.
5. Notify supervisors or responsible persons when seeing any violations or non-compliance with the Code of Conduct and work practices.
6. Cooperate in the investigation of various facts with agencies or persons that the Company is assigned to.

CORPORATE GOVERNANCE STRUCTURE AND INFORMATION OF THE BOARD OF DIRECTORS, SUB-COMMITTEES, EXECUTIVES, EMPLOYEES AND OTHERS

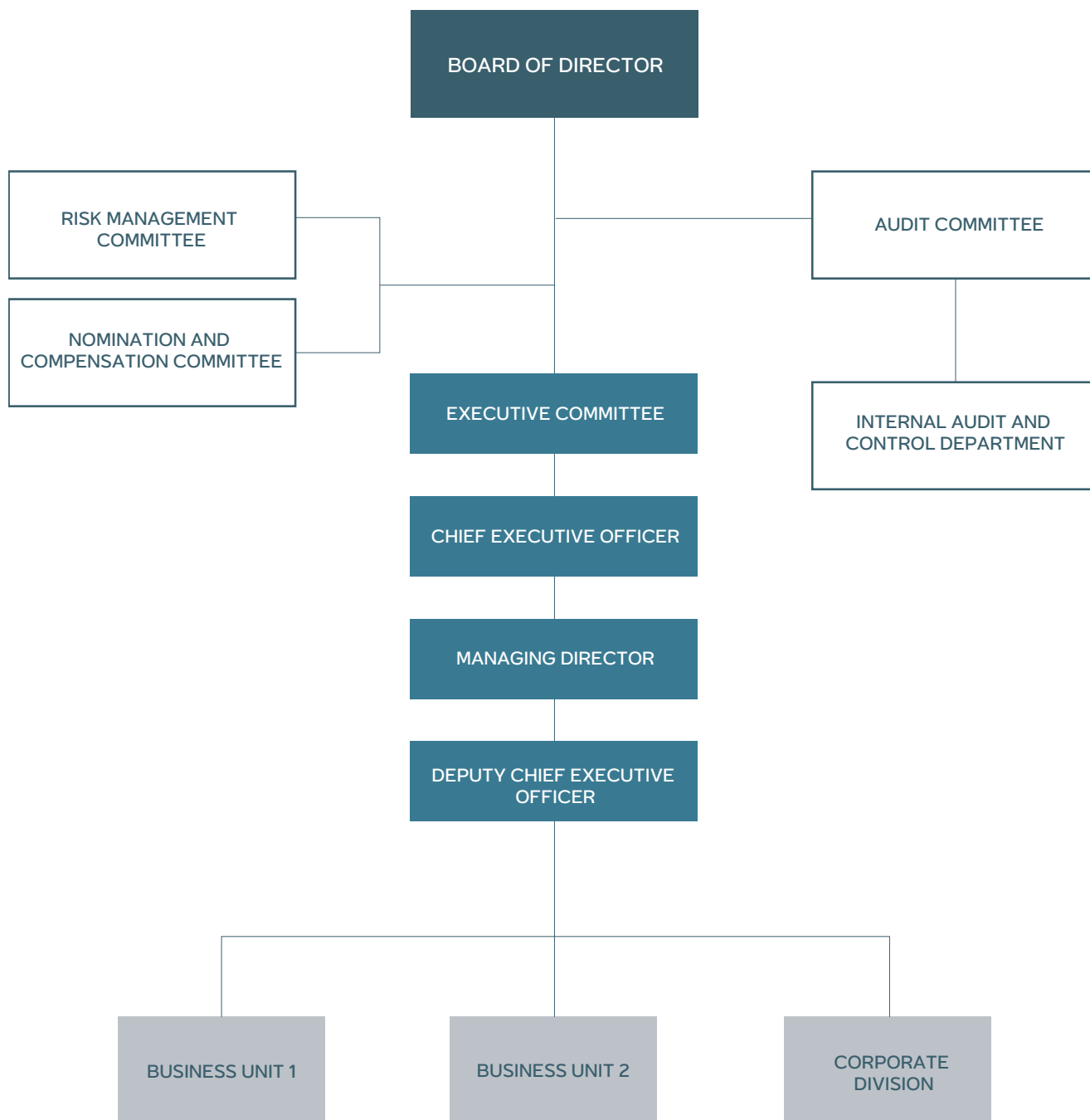
Organizational structure

As of 31 December 2021



Organizational structure

As of 28 February 2022



Information about the Boards of Directors

The management structure of the Company comprises of 5 sets of committees as follows: the Board of Directors, Executive Committee, Audit Committee, Nomination and Remuneration Committee, and Risk Management Committee. The Company's directors and executives consist of qualified persons under Section 68 of the Public Limited Companies Act B.E. 2535 and the Notification of the Securities and Exchange Commission and the Stock Exchange of Thailand No. Kor Jor.12/2000 regarding the request to an offer for sale of the newly issued shares dated 22 March 2000. The details of the Company's directors are as follows:

The Board of Directors

As of 31 December 2021, the Company has 7 company's directors as follows:

No.	Name	Position
1	Mr. Chumroen Poolvorlaks	Chairman of the Board of Directors
2	Mrs. Prathin Poolvorlaks	Vice Chairman of the Board of Directors
3	Ms. Petrada Poolvorlaks	Director
4	Mr. Suriya Poolvorlaks	Director
5	Mr. Chanin Roongsang	Independent Director and Chairman of the Audit Committee
6	Mr. Sanguankiat Lewmanomont	Independent Director and the Audit Committee
7	Mrs. Suparanan Tanviruch	Independent Director and the Audit Committee

Remark : - Mr. Suriyon Poolvorlaks (Director / Chief Executive Officer/Executive of Business Unit 1) and Ms. Jitradee Poolvorlaks (Director / Executive Director) resigned from the positions with effect from 24 March 2021 onwards.
- Mr.Sanguankiat Lewmanomont (Independent Director and the Audit Committee) resigned from the positions with effect from 1 March 2022 onwards.

Mr.Preecha Piriypanyaporn is the secretary of the Board of Directors.

Authorized Directors as follows:

Mrs.Prathin Poolvorlaks or Miss Petrada Poolvorlaks or Mr.Suriya Poolvorlaks, 2 directors sign together with the Company's seal.

Scope of Authorities and Duties of the Board of Directors

1. Perform duties in compliance with laws, objectives, Company's regulations, and the resolutions from the shareholders' meeting, with the exception in the matter that requires approval in from the shareholders' meeting before proceeding, such as matters required by law to be resolved by the shareholders' meeting, connected transactions, and buying or selling important assets according to the rules of the Stock Exchange of Thailand or as specified by other government agencies, etc.
2. Consider an approval for business policies, goals, operation plans, business strategy, and the annual budget of the Company.
3. Consider an approval for appointment of a person with qualifications and without prohibited characteristics as prescribed in the Public Limited Companies Act B.E. 2535 and Securities and Exchange Law including announcements, regulations and/or regulations that are related to holding of the directorship position in the event that the director position becomes vacant for reasons other than retirement by rotation.

4. Consider an appointment of the Executive Committee by selecting from the directors of the Company as well as defining the scope of authorities, duties, and responsibilities of the Executive Committee.
5. Consider an appointment of independent directors in the event that the directorship position becomes vacant for reasons other than retirement by rotation by considering from the qualifications and prohibited characteristics of independent directors as according to the law on securities and exchange including the announcement of regulations and/or related regulations of the Stock Exchange of Thailand or propose to the shareholders' meeting to consider an appointment of the Company's independent directors in the event of the reappointment of the independent director position.
6. Consider an appointment of the Audit Committee with qualifications under the law on securities and exchange as well as the announcements of rules and/or regulations of the Stock Exchange of Thailand.
7. Consider and amending the name of the directors who have the authority to sign on behalf of the Company.
8. Appoint other persons to operate the Company's business under the control of the Board of Directors or may authorize and/or within the period of time as the Board deems appropriate. The Board of Directors may annul, revoke or amend such authorities.
9. Consider an approval of the acquisition or disposition of assets unless such items must be approved by the shareholders' meeting. The approval shall be in accordance with the announcements, regulations, and/or related regulations of Stock Exchange of Thailand.
10. Consider an approval of the connected transactions unless such transaction must be approved by the shareholders' meeting. Consideration of such approval will be in accordance with the announcements, regulations, and/or related regulations of the Stock Exchange of Thailand.
11. Consider an approval for the payment of interim dividends to shareholders when anticipating that the Company is profitable enough to do so and report such dividend payment to the shareholders' meeting in the next shareholders' meeting.

In addition, the delegation of authorities, duties, and responsibilities of the Board of Directors must not be in the manner of the power of attorney or the delegation of power that allows the Board of Directors to approve the transactions that they or persons with possible conflicts of interest have a stake or may have any other conflicts of interest with the Company or its subsidiaries (according to the definition of the Notification of the Capital Market Supervisory Board Securities and Exchange Commission and/or The Stock Exchange of Thailand and/or related agencies). The approval of such transactions must be proposed to the Board of Directors' meeting and/or the shareholders' meeting (as the case may be) to consider and approve such transactions as required by the subsidiary's regulations or related laws, except for normal trading transactions with general trading conditions stipulated by the Board of Directors and/or the shareholders' meeting.

Executive Committee

As of 31 December 2021, the Company has 4 Executive Committees as follows:

No.	Name	Position
1	Mr. Chumroen Poolvorlaks	Chairman of Executive Committee
2	Mrs. Prathin Poolvorlaks	Vice Chairman of Executive Committee
3	Ms. Petrada Poolvorlaks	Executive Committee
4	Mr. Suriya Poolvorlaks	Executive Committee

Remark : Mr. Suriyon Poolvorlaks (Director/Chief Executive Officer/Executive of Business Unit 1) and Ms. Jitradee Poolvorlaks (Director/Executive Director) resigned from the positions with effect from 24 March 2021 onwards.

Mr. Pitak Ponghirancharoen is the company secretary.

Scope of authorities and duties of the Executive Committee

- | | |
|---|---|
| <ol style="list-style-type: none"> 1. Prepare and present business policies, goals, operation plans, business strategies, and the annual budget of the Company for the approval of the Board of Directors. 2. Determine business plan, budget, and administrative authorities of the Company for the approval of the Board of Directors. 3. Monitor and supervise the Company's business operation to be in accordance with business policies, goals, operational plans, business strategies, and the budget approved by the Board of Directors. 4. Have the authority to consider and approve the expenditure for investments, operations, borrowing, or applying for any credit from financial institution for the ordinary transactions of the Company and for the benefit of the implementation of the Company's objectives within the limit not exceeding 260 (two hundred and sixty) million baht or equivalent. Such action shall be subject to the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other | <p>Acts of Listed Companies Concerning the Acquisition or Disposition of Assets B.E. 2547 and Re: Disclosure of Information and Acts of Listed Companies in the Connected Transaction B.E. 2546.</p> <ol style="list-style-type: none"> 5. Determine the organizational structure and management authorities that cover details of selection, hiring, transferring, training, and termination of the Company's employees that are in the Executive Committee or top executives by assigning the Company's Chief Executive Officer to be authorized on behalf of the Company to sign an employment contracts. 6. Supervise and approve matters related to the Company's operations and may appoint or assign person(s) to act on behalf of the Executive Committee as they deem appropriate and the Executive Committee may revoke, amend, or adjust such authorities. 7. Perform any other duties as assigned by the Board of Directors. |
|---|---|

In addition, the delegation of authorities, duties, and responsibilities of the Executive Committee must not be in the manner of the power of attorney or the delegation of power that allows the Executive Committee to approve the transactions that they or persons with possible conflicts of interest have a stake or may have any other conflicts of interest with the Company or its subsidiaries (according to the definition of the Notification of the Capital Market Supervisory Board Securities and Exchange Commission and/or The Stock Exchange of Thailand and/or related agencies). The approval of such transactions must be proposed to the Board of Directors' meeting and/or the shareholders' meeting (as the case may be) to consider and approve such transactions as required by the subsidiary's regulations or related laws, except for normal trading transactions with general trading conditions stipulated by the Board of Directors and/or the shareholders' meeting.

Company Secretary

The Board of Directors has appointed Mr. Preecha Piriyanaporn, who has appropriate qualifications, qualifications and experiences, to served as the Company Secretary with roles and duties to:

- Provide legal advice and regulations that the Board of Directors must recognize and follow
- Prepare and keep meeting notice and report of shareholders' meetings and Board of Directors' meetings, as well as conducting meetings in accordance with the law, Articles of Association, and other practices
- Prepare and keep annual reports and registration of directors
- Keep reports on interests of directors and executives
- Coordinate with various regulatory agencies or relevant agencies as well as ensuring accuracy and completion of the disclosure of various information as required by law

Background and details of the Company Secretary is provided in the Attachment 1 (Details about directors, executives, persons with controlling authority and Company secretary)

Executive Officer

As of 31 December 2021, the Company has 5 Executive Officers as follows;

No.	Name	Position
1	Mr. Chumroen Poolvorlaks	Chairman of Executive Committee
2	Mrs. Prathin Poolvorlaks	Vice Chairman of Executive Committee
3	Miss Petrada Poolvorlaks	Chief Executive Officer/ Executive of Business Unit 2
4	Mr. Suriya Poolvorlaks	Managing Director /Executive of Business Unit 3/ Executive Corporate Division
5	Mr. Pitak Ponghirancharoen	Vice President, Finance & Accounting Division

Remark : Mr. Suriyon Poolvorlaks (Director/Chief Executive Officer/Executive of Business Unit 1) and Ms. Jitradee Poolvorlaks (Director/Executive Director) resigned from the positions with effect from 24 March 2021 onwards.

As of 28 February 2022, the Company has 6 Executive Officers as follows;

No.	Name	Position
1	Mr. Chumroen Poolvorlaks	Chairman of Executive Committee
2	Mrs. Prathin Poolvorlaks	Vice Chairman of Executive Committee
3	Miss Petrada Poolvorlaks	Chief Executive Officer/ Executive of Business Unit 2
4	Mr. Suriya Poolvorlaks	Managing Director /Executive of Business Unit 1/ Executive Corporate Division
5	Miss Natha Kittiakson	Deputy Chief Executive Officer
6	Mr. Pitak Ponghirancharoen	Vice President, Finance & Accounting Division

Scope of authorities and roles of the Chief Executive Officer

- Responsible for overseeing business operations and/or day-to-day management of the Company.
- Coordinate with the internal audit department on accounting matters and disbursement of the Company that do not comply with the policy of the Company.
- Organize an effective organizational structure and management in accordance with the guidelines that the Board of Directors of the Company may require, covering the selection, training, hiring, and termination of employees of the Company that are not in Executive Committee nor Top Executives.
- There will be an authorized person on behalf of the Company to sign an employment contract.
- Has the authority to consider and approve the use of funds for investments or operations, as well as to borrow or apply for credit from financial institutions for routine business transactions and for the purpose of operating in accordance with the Company's objectives, up to a maximum of 78 (seventy-eight) million Baht or equivalent. Such action shall be subject to the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of

Listed Companies Concerning the Acquisition and Disposition of Assets B.E.2547 and Re: Disclosure of Information and Acts of Listed Companies on Connected Transaction B.E.2546.

5. Possess additional authority necessary for the Company's operation as determined by the Board of Directors and/or the Executive Committee of the Company.
6. Contribute to the discussion of the budget with the Board of Directors and/or the Company's Board of Directors of the Company.
7. Negotiate, consider contract documents pertaining to the Company's normal operation, and make suggestions and recommendations on such matters for the Board of Directors and/or the Executive Board responsible for that matter to screen and draw conclusions.
8. Assign one or more individuals to carry out an act on behalf by subcontracting and/or assigning them within the parameters of the provided authorization and/or as provided by the authorization letter and/or in accordance with the regulations or orders of the Board and/or the Executive Committee and/or the Company. The Chief Executive Officer has the authority to revoke, amend, or modify such sub-authorizations and/or assignments.

In addition, the delegation of authorities, duties, and responsibilities of the Chief Executive Officer must not be in the manner of the power of attorney or the delegation of power that allows the Chief Executive Officer to approve the transactions that they or persons with possible conflicts of interest have a stake or may have any other conflicts of interest with the Company or its subsidiaries (according to the definition of the Notification of the Capital Market Supervisory Board Securities and Exchange Commission and/or The Stock Exchange of Thailand and/or related agencies). The approval of such transactions must be proposed to the Board of Directors' meeting and/or the shareholders' meeting (as the case may be) to consider and approve such transactions as required by the subsidiary's regulations or related laws, except for normal trading transactions with general trading conditions stipulated by the Board of Directors and/or the shareholders' meeting.

Personnel

As of 31 December 2021, the Company has a total of 605 employees. The Company paid a total of 513.93 million Baht in remuneration to employees, which included salary, bonus, overtime pay, social security and provident fund contributions, and other benefits.

Group	Number (person)
Executive Employees	38
Managerial Level Employees	100
Operational Level Employees	467
Total employees	605
Compensation (Million Baht)	513.93

KEY PERFORMANCE REPORT OF CORPORATE GOVERNANCE

Performance of the Board of Directors

Assessment of the Performance of the Board of Directors

The Company has the policy to provide the Board of Directors with a performance appraisal at least once a year, by self-assessment method to help the Board of Directors in reviewing the performance, issues, and obstacles during the past year. This is to increase the effectiveness of the Board of Directors by using the assessment form that the Company has adjusted from the example of the Stock Exchange of Thailand. The Company has prepared 3 sets of assessment forms as follows:

- 1) Self-assessment of the Board of Directors as a whole
- 2) Self-assessment of the Audit Committee
- 3) Self-assessment of the Board of Directors individually

The criteria used in the performance assessment of the Board of Directors/Audit Committee/individual committees are as follows:

	The Board of Directors as a whole	The Audit Committee	The Board of Directors individually
Structure and Qualifications of the Board of Directors.	✓	✓	✓
Roles, Duties, and Responsibilities of the Board of Directors	✓	✓	✓
The Board of Directors' Meetings	✓	✓	✓
Responsibilities of Directors	✓	X	X
Relationship with Management.	✓	X	X
Self-Development of the Board of Directors and Executives.	✓	X	X

The performance assessment results of the Board of Directors/Audit Committee/individual committee for 2021 are as follows:

Set 1 The assessment results of the Board of Directors 2021

Average score 84.84 %

Scores by assessment topics

1) Structure and Qualifications of the Board of Directors.	Average score	83.63 %
2) Roles, Duties, and Responsibilities of the Board of Directors	Average score	82.32 %
3) The Board of Directors' Meetings	Average score	83.33 %
4) Responsibilities of Directors	Average score	87.86 %
5) Relationship with Management	Average score	88.57 %
6) Self-Development of the Board of Directors and Executives	Average score	83.33 %

Remark :

Assessment Criteria

Score of 85%

Very good

Score of 75%

but lower than 85%

Good

Score of 65%

but lower than 75%

Moderate

Score of 50%

but lower than 65%

Fair

Lower than 50%

Improvement needed

Set 2 The assessment results of the Audit Committee 2021

Average score 89.49 %

Scores by assessment topics

1) Structure and Qualifications of the Board of Directors.	Average score	91.67 %
2) The Board of Directors' Meetings	Average score	87.50 %
3) Roles, Duties, and Responsibilities of the Committee	Average score	89.29 %

Set 3 The assessment results of individual directors 2021

Average score 86.78 %

Scores by assessment topics

1) Structure and Qualifications of the Board of Directors.	Average score	85.71 %
2) The Board of Directors' Meetings	Average score	87.50 %
3) Roles, Duties, and Responsibilities of the Committee	Average score	87.14 %

Nomination of Directors

Due to the resignation of 2 directors of the Company, which are Mr. Suriyon Poolvorlaks, director and Chief Executive Officer, and Mrs. Jitradee Poolvorlaks, director and executive effective from 24 March 2021. The Board of Directors approved to propose to the shareholders' meeting to consider reducing the number of directors from 9 to 7 persons, according to the remaining 7 directors as they are still sufficient to perform their duties.

In addition, at the Annual General Meeting of Shareholders 2021, there was an approval to nominate 3 former directors who have retired to be re-appointed, which are Mrs. Prathin Poolvorlaks as the Vice-chairman of the Board and Vice-chairman of Executive Officer, Mr. Suriya Poolvorlaks as a director and managing director, and Ms. Petchlada Poolvorlaks as a director and Chief Executive Officer.

Meeting Attendance and Remuneration of the Board of Directors Individually

Attendance of the Shareholders' Meeting

The Company held the 2021 Annual General Meeting of shareholders at Maestro Chamber, 17th Floor, Major Tower, Thonglor, in the form of an electronic meeting. The details of the meeting attendance of the Board of Directors in 2019 - 2021 are as following

No.	Name	Position	Number of Attendance		
			2019	2020	2021
1	Mr. Chumroen Poolvorakaks	Chairman of the Board of Directors	1/1	1/1	0/1
2	Mrs. Prathin Poolvorakaks	Vice Chairman of the Board of Directors	1/1	1/1	0/1
3	Ms. Petrada Poolvorakaks	Director	1/1	1/1	1/1
4	Mr. Suriya Poolvorakaks	Director	1/1	1/1	1/1
5	Mr. Chanin Roongsang	Independent Director and Chairman of the Audit Committee	1/1	1/1	1/1
6	Mr. Sanguankiat Lewmanomont	Independent Director and the Audit Committee	1/1	1/1	1/1
7	Mrs. Suparanan Tanviruch	Independent Director and the Audit Committee	1/1	1/1	1/1
*	Mr. Suriyon Poolvorakaks	Director	1/1	1/1	-
*	Mrs. Jitradee Poolvorakaks	Director	1/1	1/1	-



Attendance of the Board of Directors' Meeting

No.	Name	Position	Number of Attendance		
			2019	2020	2021
1	Mr. Chumroen Poolvorlaks	Chairman of the Board of Directors	11/11	11/11	12/16
2	Mrs. Prathin Poolvorlaks	Vice Chairman of the Board of Directors	11/11	11/11	12/16
3	Ms. Petrada Poolvorlaks	Director	10/11	11/11	16/16
4	Mr. Suriya Poolvorlaks	Director	10/11	11/11	16/16
5	Mr. Chanin Roongsang	Independent Director and Chairman of the Audit Committee	11/11	11/11	15/16
6	Mr. Sanguankiat Lewmanomont	Independent Director and the Audit Committee	9/11	10/11	14/16
7	Mrs. Suparanan Tanviruch	Independent Director and the Audit Committee	8/11	11/11	16/16
*	Mr. Suriyon Poolvorlaks	Director	11/11	11/11	3/16
*	Mrs. Jitradee Poolvorlaks	Director	11/11	11/11	3/16

* Remark : Due to the resignation of 2 directors of the Company, which are Mr. Suriyon Poolvorlaks, director and Chief Executive Officer, and Mrs. Jitradee Poolvorlaks, director and executive effective from 24 March 2021.

Directors and Executives' Remuneration

Director's Remuneration

No.	Name-Surname	Position	Amount (Baht)
1	Mr. Chumroen Poolvorlaks	Chairman of the Board of Directors	240,000
2	Mrs. Prathin Poolvorlaks	Vice Chairman of the Board of Directors	180,000
3	Ms. Petrada Poolvorlaks	Director	180,000
4	Mr. Suriya Poolvorlaks	Director	180,000
5	Mr. Chanin Roongsang	Independent Director and Chairman of the Audit Committee	240,000
6	Mr. Sanguankiat Lewmanomont	Independent Director and Audit Committee	180,000
7	Mrs. Suparanan Tanviruch	Independent Director and Audit Committee	180,000
*	Mr. Suriyon Poolvorlaks	Director	45,000
*	Mrs. Jitradee Poolvorlaks	Director	45,000
Total			1,470,000

Meeting Allowance

No.	Name-Surname	Position	Amount (Baht)
1	Mr. Chumroen Poolvorlaks	Chairman of the Board of Directors	-
2	Mrs. Prathin Poolvorlaks	Vice Chairman of the Board of Directors	-
3	Ms. Petrada Poolvorlaks	Director	-
4	Mr. Suriya Poolvorlaks	Director	-
5	Mr. Chanin Roongsang	Independent Director and Chairman of the Audit Committee	150,000
6	Mr. Sanguankiat Lewmanomont	Independent Director and Audit Committee	140,000
7	Mrs. Suparanan Tanviruch	Independent Director and Audit Committee	160,000
*	Mr. Suriyon Poolvorlaks	Director	-
*	Mrs. Jitradee Poolvorlaks	Director	-
Total			450,000

Other Remunerations

- none -

Executives' Remuneration

Monetary compensation of executives

Remuneration	2019		2020		2021	
	Number of persons	Amount (Million Baht)	Number of persons	Amount (Million Baht)	Number of persons	Amount (Million Baht)
Compensation	7	144.41	7	177.85	7	119.30
Bonus	3	3.94	3	3.49	-	-
Provident Fund	4	2.98	4	2.02	3	2.64
Other	5	0.53	5	0.47	3	0.29
Total	7	151.86	7	183.84	7	122.23

Report on the Performance of the Audit Committee

(The details are in Attachment 6 Audit Committee report)

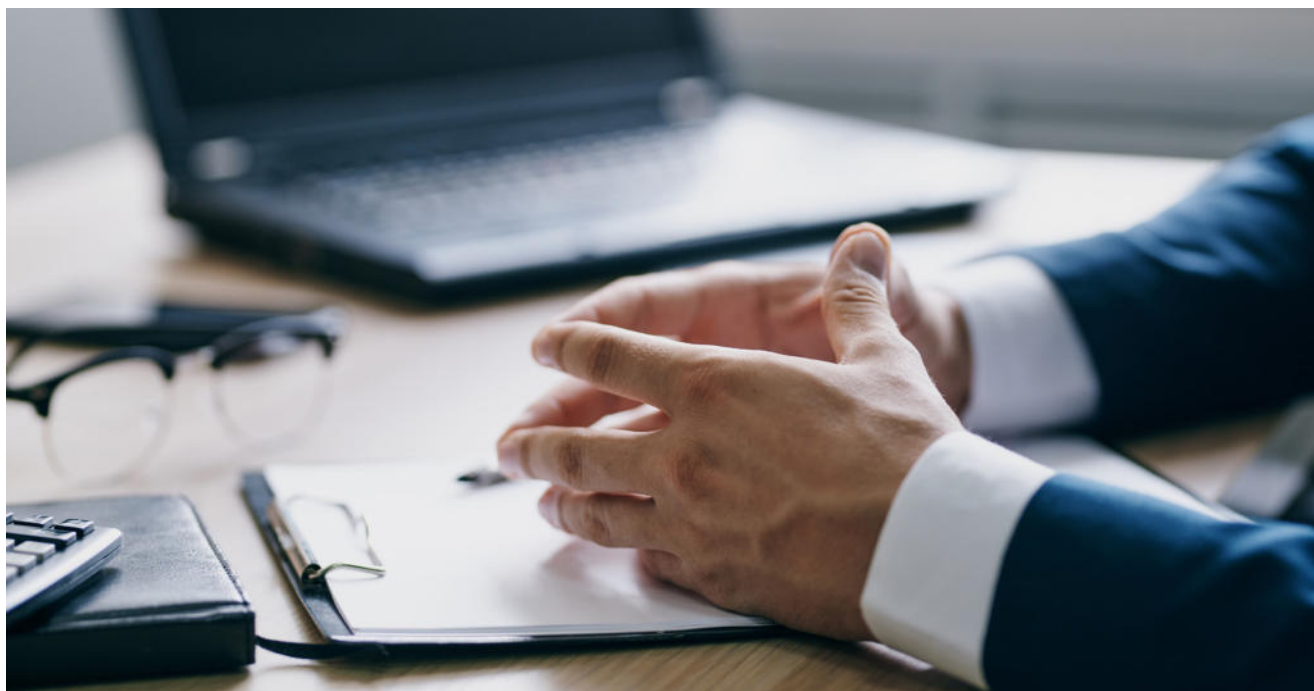
INTERNAL CONTROL AND CONNECTED TRANSACTIONS

Internal Control and Risk Management

The Audit Committee is responsible for reviewing the operations to ensure compliance with the Company's policies and regulations as well as the laws, regulations, and requirements of regulatory agencies; encouraging the development of financial and accounting reporting systems to meet the generally accepted auditing standards; and reviewing the Company's internal control system, internal audit system, and risk management system to ensure they are concise, appropriate, modern, and efficient. The Audit Committee performs its duties and expresses opinions independently, with the Internal Audit and Corporate Governance as the operating unit reporting directly to the Audit Committee.

The Internal Audit and Corporate Governance are responsible for assessing internal controls following the guidelines set by the Audit Committee, incorporating a preventive audit policy that is beneficial to the agency, considering the credibility of the financial reports. This includes sufficient disclosure of information to ensure transparency, auditing according to good corporate governance guidelines, and increasing operational efficiency by adhering to international standard audit guidelines.

From the assessment of the Company's internal control system in 5 areas: organization and environment, risk management, operational control of the management department, information and communication systems, and monitoring systems. The Board of Directors believes that the Company has a competent internal control system for transactions with major shareholders, directors, executives, or those related to such persons. As for internal control in other topics of the internal control system, the Board of Directors also believes that the Company has sufficient internal control. The Company's internal control system can be summarized as follows:



01 Organization and Environment

The Company has an appropriate organizational structure that helps the internal control system operate effectively. It also ensures that policies, action plans, and business goals are clear and measurable, as well as promotes and supports corporate governance policies and business ethics that are clear, transparent, and with sufficient and appropriate internal control systems. The policies, operational plans, and targets are based on fairness to employees, customers, and competitors, as well as the responsibility to shareholders, society,

and the environment, to continuously create unified values and practices for employees in the organization. With restrictions for management and employees to act in a manner that may cause conflicts of interest with the business to drive the Company towards success in the future; Making written policies and procedures in place for financial, purchasing, and administrative transactions that are sufficient and can prevent fraud.

02 Risk Management

The Board of Directors attaches great importance to risk management. Therefore, the Company's risks have been determined and assessed, with measures to prevent and manage them, including those affecting the Company's operations have been established.

The Company's risk management is under the supervision of the Audit Committee, which is approved by the Board of Directors and provides policies for use as principles and guidelines. This will lead to readiness to deal with the changing situations appropriately and promptly through risk management policies and risk management as follows:

- The Management Board is in charge of conducting risk assessments, monitoring, and supporting an effective risk management process.
- The Company has a risk management and management process, as well as systematic evaluation and continuous monitoring, which requires

constant improvement of the process to be suitable for business changes.

- The Audit Committee is responsible for assessing risk management and presenting its opinions to the Board of Directors.

The Company regularly assesses both external and internal risk factors that may affect its business operations by analyzing the causes and formulating management guidelines and measures to reduce risks, as well as overseeing and reviewing the risk management policy to ensure that the Company's risk management is at an appropriate level by informing the relevant employees to comply with the prescribed measures, including monitoring whether various departments have complied with the established risk management plans or not.

03 Control on Management's Operation

The Company has clearly defined the scope of duties and responsibilities, including the approval authority of each level of management, in writing, by clearly separating the responsibility of approving the

recording of accounting entries, information, and assets to achieve balance and check each other appropriately.

The Company has business transactions or transactions with executives and directors under general trading

conditions and according to the rights of the Company's employees. The Company has set up control measures for such transactions, which must be approved by the management, the Board of Directors, or shareholders according to the rules of the Stock Exchange of Thailand, as well as disclosure of information to comply with its rules and regulations. In addition, the approval of the transaction will be done by those who have no interest in it and will take into account the best interests of the Company as a transaction with a third party.

The Company monitors the operations of its subsidiaries and associated companies regularly, as well as determines the direction and operating guidelines for the people appointed by the Company to be directors or executives in such companies to follow. The Company has monitored the operations of the management to operate following the relevant laws, reduce risks in business operations, and maintain the Company's reputation.

04 Information and Communication

The Company provides information and reporting systems that are important to each level of management regularly, in a timely and sufficient manner for the executives to use in decision-making, including providing a link to information. This ensures that employees understand the policies and procedures and can communicate with each other at all levels.

In addition to the management, at the Board of Directors' meeting, directors will receive a meeting invitation letter and meeting documents stating necessary and sufficient information for consideration before the meeting, at least within the minimum period required

by law. Except in the case of an urgent meeting, the minutes of the directors' meetings contain details that shareholders can examine to determine the suitability of the directors' duties.

The Company has a system to keep all documents supporting accounting records and accounts incomplete categories and has never been notified by the auditor that there is a defect in this matter. The Board of Directors has considered that the Company uses accounting policies following generally accepted accounting principles and is appropriate to the nature of the business.

05 Monitoring

The Company monitors and compares its performance to see whether it meets the business goals set forth or not. In the event of discrepancies, the Company will take corrective action within a reasonable period and analyze and investigate the causes of the discrepancies to use them as a means of prevention or further improvement. The Company provides compliance audits. The internal control system is also regularly placed. In the event of deficiencies, progress will be reported to the Board of Directors for improvement, and the Audit Committee has a policy for

the management to report to the Board of Directors. In the event of fraud or suspected fraud, a violation of the law, or other unusual actions that may have a significant impact on the Company's reputation and financial position.

The Audit Committee reviewed the internal control system as assessed by the management and the Internal Audit Department and found that the Company's internal control system was sufficient and effective, without any significant problems or deficiencies.

Connected Transactions

Measures or Procedures Regarding the Approval of the Connected Transactions

The Board of Directors' Meeting No. 6/2006, held on 4 May 2006, resolved to prescribe measures to approve connected transactions as follows:

If there are related transactions between the Company and persons who may have conflicts of interest, the Audit Committee will give opinions on the necessity of entering into the transaction and the appropriateness of the transaction's price by considering various conditions following the normal business practices in the industry and comparing them with third party prices or market prices. If the Audit Committee does not have the expertise to consider related transactions that may occur, the Company will assign an independent expert or the Company's auditor to give opinions on the said connected transactions for use in the Board's decision-making. Whatever the case may be, the directors with conflict of interest will not have the right to vote on such items. In addition, the assignment of authority and responsibility of the Board of Directors, Executive Committee, and Chief Executive Officer will not be in the manner of power of attorney or sub-commitment that allows the Board of Directors/Executive Committee/Chief Executive Officer or the person authorized by the Board of Directors/Executive Committee/Chief Executive Officer to approve any transaction that he or a person who may have a conflict of interest, has a stake in, has an interest in, or may have any other conflicts of interest with the Company or its subsidiaries (as defined in the Notification of the Securities and Exchange Commission), and/or the shareholders' meeting (as the case may be) to consider and approve such transactions in accordance with the Articles of Association of the Subsidiary or the relevant laws, except for normal trading transactions with general trading conditions specified by the Board of Directors and/or the meeting Shareholders will also disclose related party transactions in the notes to the financial statements audited or reviewed by the Company's auditor, as well as disclosed in the annual registration statement (Form 56-1) and annual report.

In addition, after becoming a listed company on the Stock Exchange of Thailand, the Company must strictly comply with the rules, regulations, and procedures of the Stock Exchange of Thailand regarding connected transactions and the acquisition or disposal of listed company assets.

Future Trend or Policy of Connected Transactions

Resolutions of the Board of Directors' Meetings No. 6/2006, held on 4 May 2006, and No. 6/200, on 14 May 2007, resolved to specify measures for approving connected transactions as follows:

In the future, the Company may enter into connected transactions as it deems appropriate. The Company will comply with the law on securities and exchange, regulations, announcements, orders, or requirements of the Stock Exchange of Thailand, including following accounting standards on disclosure of information about related persons or activities, determined by the Association of Certified Accountants and Auditors of Thailand.

If the connected transaction is an ordinary business

In the case of a transaction that is a normal transaction for the Company and is a recurring transaction in the future, the Company has set a framework for such a transaction that must be under the general trading nature regarding the price and general trading conditions that are fair and reasonable, can be examined, do not cause a transfer of benefits, and the framework for such transactions has been presented to the Audit Committee for approval for the management to be able to continue making transactions that are as per the stipulated framework. If the transaction of the Company complies with the above policy, the Company's management can proceed without having to submit such transaction to the Audit Committee for opinion. However, to comply with the principles of

good corporate governance, the Company must bring the transactions that are normal company transactions that the Company has carried out following the specified framework and report them to the Audit Committee for acknowledgment every quarter.

The transaction that is a normal transaction of the Company must be a trade transaction, which must be per the definition of the Stock Exchange of Thailand that the Company normally does for its business. If the Company does not enter into a transaction with a connected person, it must do the same transaction with other people, such as the purchase of materials used in the construction and the hiring of a contractor for the construction. The said transaction must be a transaction with general commercial terms with fair prices and conditions that do not create a transfer of benefits, including trade conditions with prices and conditions as follows:

- 1) The prices and conditions received by the Company are the same as those given to the general public.
- 2) The prices and conditions received by the connected person are the same as those given to the general public.
- 3) The prices and conditions that the Company can show that other business operators are treated the same way as the general public.

If the connected transaction is not an ordinary business

In the case of entering into a related party transaction that is not normal, the Company must propose to the Audit Committee to approve the appropriateness of such a transaction on a case-by-case basis. If the Audit Committee does not have expertise in considering related transactions, the Company will assign a person with special expertise, such as an independent auditor or asset appraiser, to give opinions on related transactions. The opinion of the Audit Committee or persons with special expertise will be considered by the Board of Directors or shareholders, depending on the case, to ensure that entering into such a transaction will not result in the referral or transfer of benefits between the Company and its shareholders. The Company will take into account the best interests of all shareholders.

As for personal guarantees of shareholders and/or directors against past and future loans from financial institutions, the Company will not pay any compensation for personal guarantees for such loans.

In the part where the Company borrows money from directors or shareholders who are people who have had conflicts with the Company in the past and that will occur in the future, the Company must propose to the Audit Committee to approve that such transactions are appropriate and necessary and must be approved by the Board of Directors on the aforementioned list. However, such transactions must be performed under the law on securities and exchange, regulations, announcements, orders, or requirements of the Stock Exchange of Thailand, including accounting standards on disclosure of personal information or related activities determined by the Association of Certified Accountants and Auditors of Thailand. In addition, the interest rate paid to the people with such conflicts must not be higher than the cost of borrowing money from the Company's financial institutions.

Connected Transactions with Persons Who May Have Conflicts of Interest

Connected transactions with Persons who may have conflicts of interest as of 31 December 2021

Connected Transactions

Person/Juristic person* with Possible Conflicts of Interest	Relationship	Item Characteristics	Value at the end of the fiscal year on 31 Dec 2021 (million baht)	Description	Opinion of the Audit Committee on the Necessity and Rationality
MJP Property Co., Ltd. (MJP)	A subsidiary. At present, the Company holds 100 percent of the paid-up capital.	Statement of Financial Position			
		• Cash Advance	212.20	• The Company received a cash advance from MJP for business administration.	Considers the transaction to be appropriate as deemed necessary by the Company
		• Loans	5.68	• The Company gave MJP a loan in the form of promissory notes consisting of 5.68 million baht, due at call, with an interest rate of 6.9% per annum.	
		Statement of Comprehensive Income			
		• Earned Interests	0.06		
MJR Development Co., Ltd. (MJR)	A subsidiary. At present, the Company holds 100 percent of the paid-up capital.	Statement of Financial Position			
		• Cash Advance	626.68	• The Company gave a cash advance to MJR for business administration.	Considers the transaction to be appropriate as deemed necessary by the Company
		• Loans	305.40	• The Company gave MJR a loan in the form of promissory notes consisting of 300 million baht, due in September 2022, and 5.40 million baht, due at call. Interest rates are 6.8% and 6.9% per annum, respectively.	
		Statement of Comprehensive Income			
		• Accrued Interest	15.44		
		• Earned Interests	15.38		

Person/Juristic person* with Possible Conflicts of Interest	Relationship	Item Characteristics	Value at the end of the fiscal year on 31 Dec 2021 (million baht)	Description	Opinion of the Audit Committee on the Necessity and Rationality
MJC Development Co., Ltd. (MJC)	A subsidiary. At present, the Company holds 100 percent of the paid-up capital.	Statement of Financial Position			
		• Cash Advance	99.00	• The Company received a cash advance from MJC for business administration.	Considers the transaction to be appropriate as deemed necessary by the Company
		Statement of Comprehensive Income			
		• Interest Payable	0.48	• The Company borrowed money from MJC in promissory notes, due at call. The interest rate is 6.9% per annum and the loan was repaid in full in the 4th quarter.	
Major Development Estate Co., Ltd. (MDE)	A subsidiary. At present, the Company holds 100 percent of the paid-up capital.	Statement of Financial Position			
		• Cash Advance	25.80	• The Company has hired MDE to manage the project for the Company	Considers the transaction to be appropriate as required by the Company and in accordance with general commercial terms.
		• Short-Term Loans	1,480.00	• The Company gave MDE a loan in the form of promissory notes, due at call, with an interest rate of 7.5% per annum.	
		• Accrued Interest	257.27		
Major Development Commercial Co., Ltd. (MDCM)	A subsidiary. At present, the Company holds 100 percent of the paid-up capital.	• Payables	3.61		
		Statement of Comprehensive Income			
		• Earned Interests	128.95		
		Statement of Financial Position			
Major Development Commercial Co., Ltd. (MDCM)	A subsidiary. At present, the Company holds 100 percent of the paid-up capital.	• Other Receivables	0.31	• The Company gave MDCM a loan in the form of promissory notes, due at call, with an interest rate of 7.5% per annum.	Considers the transaction to be appropriate as required by the Company and in accordance with general commercial terms.
		• Short-Term Loans	679.00		
		• Accrued Interest	56.34		
		Statement of Comprehensive Income			
Major Development Commercial Co., Ltd. (MDCM)	A subsidiary. At present, the Company holds 100 percent of the paid-up capital.	• Earned Interests	31.40		
		• Land Rental Fee	3.67	• The Company has entered into a land lease agreement with MDCM starting 1 October 2021 and ending 30 September 2024 for 306,000 baht per month.	

Person/Juristic person* with Possible Conflicts of Interest	Relationship	Item Characteristics	Value at the end of the fiscal year on 31 Dec 2021 (million baht)	Description	Opinion of the Audit Committee on the Necessity and Rationality
Major Development Residence Co., Ltd. (MDR)	A subsidiary. At present, the Company holds 100 percent of the paid-up capital.	Statement of Financial Position			
		• Short-Term Loans	106.00	• The Company gave MDR a loan in the form of promissory notes, due at call, with an interest rate of 2% per annum.	Considers the transaction to be appropriate as required by the Company and in accordance with general commercial terms.
		• Accrued Interest Statement of Comprehensive Income	2.49		
MDPC Co., Ltd. (MDPC)	A subsidiary. At present, the Company holds 100 percent of the paid-up capital.	• Interest Payable	2.12		
		Statement of Comprehensive Income			
		• Service-Broker Fee	3.76	• The Company hired MDPC to manage the condominium and received compensation in the form of commissions.	Considers the transaction to be appropriate as required by the Company and in accordance with general commercial terms.
MJD Residence Co., Ltd. (MRD)	A subsidiary. At present, the Company holds 100 percent of the paid-up capital.	Statement of Financial Position			
		• Accrued Interest	47.04		
		• Cash Advance	0.18	• The Company leased land to MRD for the Manor Avenue Sanambinnam Project for 100,000 baht per month. The lease agreement begins on 1 January 2017 and ends on 31 December 2041.	Considers the transaction to be appropriate as required by the Company and in accordance with general commercial terms.
		• Loan	37.00	• The Company gave MRD a loan, due at call, with an interest rate of 6.90% per annum. The loan has been paid in full in the fourth quarter of 2021.	
		• Accrued Interest	0.89	• The Company gave MRD a loan, due at call, with an interest rate of 6.90% per annum.	
		Statement of Comprehensive Income			
		• Land Rental Fee	1.20	• The Company rents office space in the Manor Avenue Sanambinnam project from MRD.	
		• Earned Interests	27.54		
		• Interest Payable	0.89		
		• Rental fee	0.04		
		• Utility costs	0.24		

Person/Juristic person* with Possible Conflicts of Interest	Relationship	Item Characteristics	Value at the end of the fiscal year on 31 Dec 2021 (million baht)	Description	Opinion of the Audit Committee on the Necessity and Rationality
Major Development Hotels and Resorts Co., Ltd. (MJHR)	A subsidiary. At present, the Company holds 100 percent of the paid-up capital.	Statement of Financial Position • Loans • Accrued Interest Statement of Comprehensive Income • Earned Interests	135.00 12.85 6.69	The Company gave MJHR a loan in the form of promissory notes, due at call, with an interest rate of 6.90% per annum.	Considers the transaction to be appropriate as required by the Company and in accordance with general commercial terms.
MJV2 Co., Ltd. (MJV2)	A subsidiary. At present, the Company holds 100 percent of the paid-up capital.	Statement of Financial Position • Cash Advance • Loans • Accrued Interest Statement of Comprehensive Income • Earned Interests	0.13 130.20 4.68 4.68	- The Company gave a cash advance to MJV2 for business administration. - The Company gave MJV2 a loan in the form of promissory notes, due at call, with an interest rate of 6.90% per annum.	Considers the transaction to be appropriate as required by the Company and in accordance with general commercial terms.
Major Residence Co., Ltd. (MRC)	A joint venture. At present, the Company holds 51 percent of the paid-up capital.	Statement of Financial Position • Cash Advance • Loans • Accrued Interest Statement of Comprehensive Income • Earned Interests	1.02 270.30 45.28 10.70	- The Company gave a cash advance to MRC for business administration. - The Company gave MRC a loan for developing the Munich Sukhumvit 23 project by averaging the MLR interest rate of 4 major commercial banks minus 0.75, due within 4 years.	Considers the transaction to be appropriate as required by the Company and in accordance with general commercial terms.

Person/Juristic person* with Possible Conflicts of Interest	Relationship	Item Characteristics	Value at the end of the fiscal year on 31 Dec 2021 (million baht)	Description	Opinion of the Audit Committee on the Necessity and Rationality
TMDC Construction Co., Ltd. (TMDC)	A joint venture. At present, the Company holds 51 percent of the paid-up capital.	Statement of Financial Position			
		- Cash Advance - Accrued Interest	18.68 0.09	The Company pays TMDC advances as collateral for bank guarantees.	Considers the transaction to be appropriate as required by the Company and in accordance with general commercial terms.
MJD-JV1 Co., Ltd. (MJD-JV1)	A joint venture. At present, the Company holds 51 percent of the paid-up capital.	Statement of Financial Position			
		- Cash Advance - Loans	0.21 316.20	- The Company gave a cash advance to MJD-JV1 for business administration. - In 2017, the Company gave MJD-JV1 loan to develop the MNQL project by averaging the MLR interest rate of 4 major commercial banks minus 0.75. Repayment is due within 4 years.	Considers the transaction to be appropriate as required by the Company and in accordance with general commercial terms.
		Accrued Interest	42.09		
		Statement of Comprehensive Income			
		- Revenue from Management Fee - Earned Interests	17.10 10.88		

Person/Juristic person* with Possible Conflicts of Interest	Relationship	Item Characteristics	Value at the end of the fiscal year on 31 Dec 2021 (million baht)	Description	Opinion of the Audit Committee on the Necessity and Rationality
MJV3 Co., Ltd. (MJV3)	A joint venture. At present, the Company holds 51 percent of the paid-up capital.	Statement of Financial Position			
		• Cash Advance	2.80	• The Company gave a cash advance to MJV3 for business administration.	Considers the transaction to be appropriate as required by the Company and in accordance with general commercial terms.
		• Loans	243.20	• The Company has provided a loan to MJV3 to develop the MNQ-Prompong project at the interest rate of Tisco Bank MLR plus 0.50. Repayment is due in 4 years.	
		• Accrued Interest Statement of Comprehensive Income	14.30		
Mr. Chumroen Poolvorarlaks	Director	• Earned Interests	14.19		
		Statement of Financial Position			
		• Note payable - Short-term	100.00	• The Company issues promissory notes of 100 million baht with an interest rate of 6.75% due 12/07/2022.	Considers the transaction to be appropriate as required by the Company and the interest rates are the same as those of third parties.
		• Advanced Interest Payable Statement of Comprehensive Income	3.40		
		• Interest Payable	6.62		

FINANCIAL STATEMENT

Major Development Public Company Limited and its subsidiaries
Report and consolidated financial statements
31 December 2021

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Major Development Public Company Limited

Opinion

I have audited the accompanying consolidated financial statements of Major Development 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 income, 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 Major Development 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 Major Development Public Company Limited and its subsidiaries and of Major Development 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.

Emphasis of Matter

I draw attention to Note 1.2 to the consolidated financial statements. The Coronavirus disease 2019 pandemic is continuing to evolve, resulting in an economic slowdown and adversely impacting most businesses and industries. This situation significantly affects the Group's business activities, and this is significantly impacting the Group's financial position, operating results, and cash flows at present, and is expected to do so in the future. The Group's management has continuously monitored the ongoing developments and assessed the financial impact in respect of the valuation of assets, provisions and contingent liabilities, and will record the impact when it is possible to do so. My opinion is not modified in respect of this matter.

Key Audit Matter

Key audit matter is the matter that, in my professional judgement, 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 such matter are described below.

Recognition of revenue from sale of real estate

Revenue from sale of real estate is the most significant amount in the statements of income and it is a key performance indication in the real estate industry on which the financial statements' users focus.

In addition, there is an intense competition in the real estate business. There are therefore risks with respect to the occurrence of revenue from sale of real estate and timing of revenue recognition.

I have examined the recognition of revenue from sale of real estate of the Group by:

- Assessing and testing the Group's internal controls with respect to the cycle of revenue from sale of real estate by making enquiry of responsible executives, gaining an understanding of the controls and selecting representative samples to test the operation of the designed controls.
- Applying a sampling method to select sales agreements to assess whether revenue recognition was consistent with the conditions of the relevant agreements, and whether it was in compliance with the Group's policy.
- On a sampling basis, examining supporting documents for actual sales transactions occurring during the year and near the end of the accounting period.
- Performing analytical procedures on disaggregated data to detect possible irregularities in sales transactions throughout the period, particularly for accounting entries made through journal vouchers including reversal of revenue after the period-end.

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 those matters that were of most significance in the audit of the financial statements of the current period and are 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.



Manee Rattanabunnakit

Certified Public Accountant (Thailand) No. 5313

EY Office Limited

Bangkok: 28 February 2022

Major Development Public Company Limited and its subsidiaries

Statement of financial position

As at 31 December 2021

	Note	Consolidated financial statements		Separate financial statements	
		2021	2020	2021	2020
Assets					
Current assets					
Cash and cash equivalents	7	539,047,745	1,548,127,357	51,864,202	676,542,304
Trade and other receivables	6, 8	178,296,079	134,961,232	1,177,006,246	1,069,078,912
Short-term loans to related parties	6	-	-	2,435,285,416	2,768,800,000
Current portion of long-term loans to related parties	6	-	244,800,000	300,000,000	244,800,000
Real estate development cost	9	7,030,174,030	8,444,737,971	138,069,657	367,209,797
Advances for construction		95,620,881	151,533,927	44,642,424	44,906,884
Deposits for purchase of land		96,105,760	440,861,349	-	37,076,903
Cost to obtain contracts with customers	10	67,170,845	220,432,822	-	-
Other current assets		165,888,302	115,670,807	6,396,993	22,996,374
Total current assets		8,172,303,642	11,301,125,465	4,153,264,938	5,231,411,174
Non-current assets					
Restricted bank deposits	11	41,025,566	32,525,887	761,423	1,866,347
Prepayment for purchase of shares	12	546,236,254	397,905,000	-	-
Investments in subsidiaries	12	-	-	4,931,323,727	4,929,324,027
Investments in joint ventures	13	103,929,896	108,507,644	68,090,538	68,090,538
Long-term loans to related parties	6	790,891,290	201,187,410	829,700,000	556,400,000
Investment properties	14	3,785,439,738	3,743,794,578	819,314,000	802,762,000
Property, plant and equipment	15	2,222,931,014	2,684,844,429	49,802,570	55,260,334
Intangible assets	16	16,495,400	19,635,663	1,664,254	3,033,467
Deposits for purchase of land	32.7	87,500,000	87,500,000	-	-
Deferred tax assets	29	120,263,854	164,289,633	2,287,290	7,544,981
Other non-current assets		79,688,247	22,080,415	22,983,466	7,051,041
Total non-current assets		7,794,401,259	7,462,270,659	6,725,927,268	6,431,332,735
Total assets		15,966,704,901	18,763,396,124	10,879,192,206	11,662,743,909

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

Major Development Public Company Limited and its subsidiaries

Statement of financial position (continued)

As at 31 December 2021

	Note	Consolidated financial statements		Separate financial statements	
		2021	2020	2021	2020
Liabilities and shareholders' equity					
Current liabilities					
Short-term bills of exchange	17	178,306,377	239,544,984	178,306,377	239,544,984
Trade and other payables	18	324,128,967	713,119,332	394,783,522	307,276,196
Retention payables		178,009,448	343,956,409	17,989,848	44,002,839
Deposits and advances from customers		341,558,954	893,031,735	21,599,563	33,156,939
Short-term loans from related parties	6	-	-	143,000,000	106,000,000
Current portion of long-term loans from financial institutions	19	736,601,253	1,549,502,198	-	-
Current portion of lease liabilities	21	11,311,442	10,092,470	703,386	666,526
Current portion of debentures	20	2,777,053,545	3,290,633,648	2,182,153,508	3,290,633,648
Income tax payable		263,189	45,355,500	-	-
Other current liabilities		243,954,854	176,316,055	210,429,767	132,540,076
Total current liabilities		4,791,188,029	7,261,552,331	3,148,965,971	4,153,821,208
Non-current liabilities					
Long-term loans from financial institutions	19	2,203,905,980	2,672,835,316	-	-
Debentures	20	3,310,102,387	2,803,576,068	3,162,103,412	2,657,150,750
Lease liabilities	21	19,240,979	26,622,253	490,401	1,193,786
Provision for long-term employee benefits	22	52,142,466	54,938,769	-	-
Deferred tax liabilities	29	250,339,323	266,900,297	141,612,553	138,302,153
Other non-current liabilities		29,898,906	23,468,850	-	-
Total non-current liabilities		5,865,630,041	5,848,341,553	3,304,206,366	2,796,646,689
Total liabilities		10,656,818,070	13,109,893,884	6,453,172,337	6,950,467,897

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

Major Development Public Company Limited and its subsidiaries

Statement of financial position (continued)

As at 31 December 2021

	Note	Consolidated financial statements		Separate financial statements	
		2021	2020	2021	2020
Shareholders' equity					
Share capital					
Registered					
1,050,000,000 ordinary shares of Baht 1 each		1,050,000,000	1,050,000,000	1,050,000,000	1,050,000,000
Issued and paid-up					
860,411,939 ordinary shares of Baht 1 each		860,411,939	860,411,939	860,411,939	860,411,939
Premium on ordinary shares		875,266,939	875,266,939	875,266,939	875,266,939
Retained earnings					
Appropriated - statutory reserve	23	105,000,000	105,000,000	105,000,000	105,000,000
Unappropriated		3,201,250,113	3,565,367,792	2,585,340,991	2,871,597,134
Other components of shareholders' equity	24	267,548,676	247,455,570	-	-
Equity attributable to owners of the Company		5,309,477,667	5,653,502,240	4,426,019,869	4,712,276,012
Non-controlling interests of the subsidiaries		409,164	-	-	-
Total shareholders' equity		5,309,886,831	5,653,502,240	4,426,019,869	4,712,276,012
Total liabilities and shareholders' equity		15,966,704,901	18,763,396,124	10,879,192,206	11,662,743,909

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

Major Development Public Company Limited and its subsidiaries

Income statement

For the year ended 31 December 2021

(Unit: Baht)

		Consolidated financial statements		Separate financial statements	
	Note	2021	2020	2021	2020
Revenues					
Sales	25	4,010,881,963	6,677,503,358	304,447,343	797,227,465
Revenues from hotel operations		97,989,943	155,704,071	-	-
Management fee income		96,392,382	89,924,644	-	-
Rental income		92,679,939	87,946,642	4,872,000	4,872,000
Net gain from change in fair value					
of investment properties	14	39,117,821	108,810,639	16,552,000	25,550,000
Dividend income	13.2	-	-	-	198,893,760
Other income		106,352,902	323,919,638	14,677,183	12,669,234
Total revenues		4,443,414,950	7,443,808,992	340,548,526	1,039,212,459
Expenses					
Cost of sales		2,692,035,069	4,796,950,014	230,928,818	517,028,331
Cost from hotel operations		118,343,823	160,829,932	-	-
Cost of services		70,288,579	70,533,261	-	-
Cost of rental		31,273,520	28,164,132	-	-
Selling expenses		541,607,063	981,551,779	30,384,384	131,602,171
Administrative expenses		748,460,666	754,230,027	136,710,069	67,605,042
Total expenses		4,202,008,720	6,792,259,145	398,023,271	716,235,544
Operating profit (loss)		241,406,230	651,549,847	(57,474,745)	322,976,915
Share of profit from investments in joint ventures	13.2	6,081,132	132,591,359	-	-
Finance income	26	37,843,207	21,720,264	258,905,639	224,219,041
Finance cost	27	(587,292,082)	(490,135,713)	(479,118,946)	(455,649,860)
Profit (loss) before income tax expenses		(301,961,513)	315,725,757	(277,688,052)	91,546,096
Income tax expenses	29	(51,303,048)	(116,389,761)	(8,568,091)	(25,065,649)
Profit (loss) for the year		(353,264,561)	199,335,996	(286,256,143)	66,480,447
Profit (loss) attributable to:					
Equity holders of the Company		(353,073,625)	199,335,996	(286,256,143)	66,480,447
Non-controlling interests of the subsidiaries		(190,936)	-		
		(353,264,561)	199,335,996		
Earnings (loss) per share					
Basic earnings (loss) per share					
Profit (loss) attributable to equity holders of the Company		-0.41	0.23	-0.33	0.08

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

Major Development Public Company Limited and its subsidiaries

Statement of comprehensive income

For the year ended 31 December 2021

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Profit (loss) for the year	(353,264,561)	199,335,996	(286,256,143)	66,480,447
Other comprehensive income:				
Other comprehensive income not to be reclassified to profit or loss in subsequent periods				
Actuarial gain (loss)	(13,805,068)	(6,658,651)	-	212,463
Less: Income tax effect	2,761,014	1,331,730	-	(42,493)
	(11,044,054)	(5,326,921)	-	169,970
Changes in revaluation of assets	25,116,383	4,042,326	-	-
Less: Income tax effect	(5,023,277)	(808,465)	-	-
	20,093,106	3,233,861	-	-
Other comprehensive income not to be reclassified to profit or loss in subsequent periods - net of income tax	9,049,052	(2,093,060)	-	169,970
Total comprehensive income for the year	(344,215,509)	197,242,936	(286,256,143)	66,650,417
Total comprehensive income attributable to:				
Equity holders of the Company	(344,024,573)	197,242,936	(286,256,143)	66,650,417
Non-controlling interests of the subsidiaries	(190,936)	-	-	-
	(344,215,509)	197,242,936	-	-

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

Major Development Public Company Limited and its subsidiaries

Statement of changes in shareholders' equity

For the year ended 31 December 2021

	Consolidated financial statements							(Unit: Baht)		
	Equity attributable to owners of the Company									
	Issued and paid-up share capital	Premium on ordinary shares	Retained earnings		Other component of equity		Total equity attributable to owners of the Company		Equity attributable to non-controlling interests of the subsidiaries	Total shareholders' equity
			Appropriated - statutory reserve	Unappropriated	Surplus on revaluation of assets	of equity				
Balance as at 1 January 2020	860,411,939	875,266,939	105,000,000	3,371,358,717	244,221,709	5,456,259,304	-	5,456,259,304		
Profit for the year	-	-	-	199,335,996	-	199,335,996	-	199,335,996		
Other comprehensive income for the year	-	-	-	(5,326,921)	3,233,861	(2,093,060)	-	(2,093,060)		
Total comprehensive income for the year	-	-	-	194,009,075	3,233,861	197,242,936	-	197,242,936		
Balance as at 31 December 2020	860,411,939	875,266,939	105,000,000	3,565,367,792	247,455,570	5,653,502,240	-	5,653,502,240		
Balance as at 1 January 2021	860,411,939	875,266,939	105,000,000	3,565,367,792	247,455,570	5,653,502,240	-	5,653,502,240		
Loss for the year	-	-	-	(353,073,625)	-	(353,073,625)	(190,936)	(353,264,561)		
Other comprehensive income for the year	-	-	-	(11,044,054)	20,093,106	9,049,052	-	9,049,052		
Total comprehensive income for the year	-	-	-	(364,117,679)	20,093,106	(344,024,573)	(190,936)	(344,215,509)		
Additional investment in subsidiaries of non-controlling interests of subsidiaries	-	-	-	-	-	-	600,100	600,100		
Balance as at 31 December 2021	860,411,939	875,266,939	105,000,000	3,201,250,113	267,548,676	5,309,477,667	409,164	5,309,886,831		

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

Major Development Public Company Limited and its subsidiaries

Statement of changes in shareholders' equity (continued)

For the year ended 31 December 2021

	Separate financial statements				(Unit: Baht)	
	Issued and paid-up share capital	Premium on ordinary shares	Retained earnings			Total
			Appropriated - statutory reserve	Unappropriated		
Balance as at 1 January 2020	860,411,939	875,266,939	105,000,000	2,804,946,717	4,645,625,595	
Profit for the year	-	-	-	66,480,447	66,480,447	
Other comprehensive income for the year	-	-	-	169,970	169,970	
Total comprehensive income for the year	-	-	-	66,650,417	66,650,417	
Balance as at 31 December 2020	860,411,939	875,266,939	105,000,000	2,871,597,134	4,712,276,012	
Balance as at 1 January 2021	860,411,939	875,266,939	105,000,000	2,871,597,134	4,712,276,012	
Loss for the year	-	-	-	(286,256,143)	(286,256,143)	
Other comprehensive income for the year	-	-	-	-	-	
Total comprehensive income for the year	-	-	-	(286,256,143)	(286,256,143)	
Balance as at 31 December 2021	860,411,939	875,266,939	105,000,000	2,585,340,991	4,426,019,869	

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

Major Development 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	
	2021	2020	2021	2020
Cash flows from operating activities				
Profit (loss) before tax	(301,961,513)	315,725,757	(277,688,052)	91,546,096
Adjustments to reconcile profit (loss) before tax to net cash provided by (paid from) operating activities:				
Depreciation and amortisation	122,776,443	134,860,445	6,853,686	8,586,490
Loss (gain) on sale and write-off assets	23,767,565	14,353,586	(1,460,100)	1,901,994
Write-off of withholding tax deducted at source and value added tax	6,890,762	20,258,665	4,786,977	6,951,413
Reversal of provision for deposits for purchase of land	-	-12,500,000	-	-
Reversal of provision for long-term employee benefits	(16,601,371)	(2,160,231)	-	(7,169,529)
Share of profit from investments in joint ventures	(6,081,132)	(132,591,359)	-	-
Net gain from change in fair value of investment properties	(39,117,821)	(108,810,639)	(16,552,000)	(25,550,000)
Dividend income	-	-	-	(198,893,760)
Finance income	(37,843,207)	(21,720,264)	(258,905,639)	(224,219,041)
Finance cost	555,986,267	458,571,434	452,208,563	424,882,131
Profit (loss) from operating activities before changes in operating assets and liabilities	307,815,993	665,987,394	(90,756,565)	78,035,794
Operating assets (increase) decrease				
Trade and other receivables	(7,565,083)	(5,428,493)	(5,478,211)	18,762,124
Real estate development cost	1,722,964,870	2,125,949,667	229,140,140	516,642,377
Advances for construction	55,913,046	200,141,199	264,460	8,540,154
Deposits for purchase of land	124,473,439	(37,500,000)	37,076,903	-
Cost to obtain contracts with customers	153,261,977	253,539,890	-	1,318,465
Other current assets	(21,233,754)	14,380,422	17,367,649	3,535,040
Other non-current assets	(57,607,832)	(9,800,112)	(15,932,425)	400,712
Operating liabilities increase (decrease)				
Trade and other payables	(378,139,336)	(274,892,519)	95,591,347	29,090,553
Retention payables	(165,946,961)	16,064,071	(26,012,991)	(9,973,886)
Deposits and advances from customers	(551,472,781)	(679,037,888)	(11,557,376)	(125,808,134)
Other current liabilities	67,638,799	(65,942,210)	77,889,691	(37,474,208)
Other non-current liabilities	6,430,056	(1,132,055)	-	-
Cash flows from operating activities	1,256,532,433	2,202,329,366	307,592,622	483,068,991
Interest paid	(676,873,465)	(617,426,477)	(462,058,665)	(416,664,174)
Cash received from withholding tax deducted at source and value added tax	12,700,061	75,471,417	-	18,257,660
Corporate income tax paid	(123,092,381)	(147,700,585)	(5,555,245)	(10,577,181)
Net cash flows from (used in) operating activities	469,266,648	1,512,673,721	(160,021,288)	74,085,296

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

Major Development 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
Cash flows from investing activities				
Decrease (increase) in restricted bank deposits	(8,499,679)	28,965,081	1,104,924	(19,484)
Acquisition of investment properties	(6,481,021)	(107,578,173)	-	-
Cash received from sales of investment properties	-	8,000,000	-	8,000,000
Acquisition of property, plant and equipment	(19,284,453)	(97,547,161)	(60,726)	-
Cash received from sales of property, plant and equipment	394,783,341	40,670,888	1,558,313	36,916
Acquisition of intangible assets	(1,794,154)	(2,326,660)	(64,200)	(532,860)
Prepayment for purchase of shares	(148,331,254)	(232,635,000)	-	-
Cash payment for investments in subsidiaries	-	-	(1,999,700)	(251,999,700)
Cash payment for investment in joint ventures	(5,745,000)	(5,099,701)	-	(5,099,701)
Cash received from short-term loans to related parties	-	-	1,461,300,000	854,475,000
Cash payment for short-term loans to related parties	-	-	(1,127,785,416)	(629,000,000)
Cash payment for long-term loans to related parties	(328,500,000)	(83,000,000)	(328,500,000)	(83,000,000)
Interest received	2,073,443	2,694,789	156,456,516	115,197,730
Dividend received	-	198,893,760	-	198,893,760
Net cash flows from (used in) investing activities	(121,778,777)	(248,962,177)	162,009,711	206,951,661
Cash flows from financing activities				
Decrease in bank overdrafts from financial institutions	-	(967,921)	-	-
Decrease in short-term bills of exchange	(60,000,000)	(125,000,000)	(60,000,000)	(125,000,000)
Cash received from short-term loans from related parties	-	50,000,000	102,000,000	156,000,000
Repayment of short-term loans from related parties	-	(50,000,000)	(65,000,000)	(50,000,000)
Repayment of lease liabilities	(12,337,302)	(11,972,686)	(666,525)	(631,598)
Cash received from debentures	3,297,000,000	2,138,600,000	2,697,000,000	1,988,600,000
Repayment of debentures	(3,300,000,000)	(1,699,400,000)	(3,300,000,000)	(1,699,400,000)
Cash received from long-term loans from financial institutions	2,213,663,367	3,498,492,478	750,000,000	96,725,718
Repayment of long-term loans from financial institutions	(3,495,493,648)	(3,904,021,732)	(750,000,000)	(96,725,718)
Proceed in subsidiary's shares from non-controlling interests	600,100	-	-	-
Net cash flows from (used in) financing activities	(1,356,567,483)	(104,269,861)	(626,666,525)	269,568,402
Net increase (decrease) in cash and cash equivalents	(1,009,079,612)	1,159,441,683	(624,678,102)	550,605,359
Cash and cash equivalents at beginning of year	1,548,127,357	388,685,674	676,542,304	125,936,945
Cash and cash equivalents at end of year	539,047,745	1,548,127,357	51,864,202	676,542,304

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

Major Development 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
Supplemental cash flows information				
Non-cash items				
Acquisition of assets under lease agreement	9,500,000	36,237,446	-	-
Increase in project cost of hotel building				
which no cash has been paid	-	70,201,699	-	-
Transferred real estate development cost to property,				
plant and equipment	-	34,830,710	-	-
Transferred real estate development cost to deposit				
for purchase of land	-	4,900,000	-	-
Transferred property, plant and equipment to				
investment properties	-	117,606,108	-	-
Transferred advance to long-term loans to related party	-	-	-	300,000,000

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

Major Development Public Company Limited and its subsidiaries

Notes to consolidated financial statements

For the year ended 31 December 2021

1. General information

Major Development Public Company Limited (“the Company”) is a public company incorporated and domiciled in Thailand. The Group is principally engaged in the development of properties for sales, hotel business and properties rental and service business. The registered office of the Company is at 141 Soi Sukhumvit 63 (Ekamai), Sukhumvit Road, Klongton Nua, Wattana, Bangkok.

1.2 Coronavirus disease 2019 Pandemic

The Coronavirus disease 2019 pandemic is continuing to evolve, resulting in an economic slowdown and adversely impacting most businesses and industries. This situation significantly affects the Group’s business activities, and this is significantly impacting the Group’s financial position, operating results, and cash flows at present, and is expected to do so in the future. 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 will record the impact when it is possible to do so.

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 Major Development 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
<u>Direct shareholding</u>				
Major Development Hotels and Resorts Company Limited	Hotel	Thailand	100	100
Major Development Residences Company Limited	Development of properties for sales	Thailand	100	100
MJR Development Company Limited	Development of properties for sales and properties rental	Thailand	100	100
MJP Property Company Limited	Development of properties for sales and hotel	Thailand	100	100
MJC Development Company Limited	Development of properties for sales	Thailand	100	100
MJD Residences Company Limited	Development of properties for sales	Thailand	100	100
Major Development Property Partners Company Limited	Condominium juristic person management	Thailand	100	100
Major Development Estate Company Limited	Development of properties for sales	Thailand	100	100
Major Development Commercial Company Limited	Hotel and properties rental	Thailand	100	100
MDPC Company Limited	Agent, representative and real estate advisor business	Thailand	100	100
MJV2 Co., Ltd.	Development of properties for sales	Thailand	100	100
MJV4 Co., Ltd.	Development of properties for sales	Thailand	100	100
<u>Indirectly owned by subsidiaries</u>				
MJ One Company Limited	Development of properties for sales	Thailand	100	100
Major SPV One Co., Ltd.	Development of properties for sales	Thailand	100	100
Peoplescape Co., Ltd.	Provision of organisational development and management consulting services	Thailand	90	-
Healthscape Co., Ltd.	Accommodation of health business	Thailand	90	-

Details of changes in the structure of the Group during the current year are presented in Note 12 to the consolidated financial statements.

- 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.
 - f) Non-controlling interests represent the portion of profit or loss and net assets of the subsidiaries that are not held by the Company and are presented separately in the consolidated profit or loss and within equity in the consolidated statement of financial position.
- 2.3 The separate financial statements present investments in subsidiaries and joint ventures under the cost method.

3. New financial reporting standards

a) 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.

b) 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

a) Revenue from sales of real estate

Revenue from sales of land and houses and residential condominium units is recognised at the point in time when control of the real estate is transferred to the customer, generally upon transfer of the legal ownership/delivery of the goods. Revenue from sales of real estate is measured at the amount of the consideration received after deducting discounts and considerations payable to the customer. The terms of payment are in accordance with the payment schedule specified in the customer contract. Considerations received before transferring control of the real estate to the customer are presented under the caption of “Advances received from customers” in the statement of financial position.

b) Revenue from hotel operations

Revenues from hotel operations comprise room sales, food and beverage sales and other related services, from which income are recognised when services have been rendered and are presented at the invoiced value, excluding value added tax, after deducting discounts.

c) Rendering of services

Service revenue is recognised at a point in time upon completion of the service.

d) Rental income

Rental of area in buildings is recognised on an accrual basis over the period of contract.

e) 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).

f) Cost of real estate sales

In determining the costs of land and house sold, and cost of residential condominium units sold, the anticipated total development costs (taking into account actual costs incurred to date) are attributed to land and houses and residential condominium units on the basis of the selling price and saleable area.

Cost of real estate sales includes cost of other goods, such as furniture and fixtures, that are considered part of the house or 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.

g) Finance cost

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

h) Dividends

Dividends are recognised when the right to receive the dividends is established.

4.2 Cash and cash equivalents

Cash and cash equivalents consist of 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.

4.3 Inventories

Inventories are valued at the lower of cost and net realisable value. Cost is determined by the weighted average method.

4.4 Real estate development costs

Real estate development costs are stated at the lower of cost and net realisable value. Cost consists of the cost of land, land improvement costs, design fees, utilities, construction costs, capitalised borrowing costs and other related expenses, as well as estimated project development costs.

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

4.5 Cost to obtain a contract

The Group recognises a commission paid to obtain a customer contract as an asset and amortises it 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 the consideration that the entity expects to receive less direct costs.

4.6 Investments in subsidiaries and joint ventures

- a) Investments in joint ventures are accounted for in the consolidated financial statements using the equity method.
- b) Investments in subsidiaries and joint ventures are accounted for in the separate financial statements using the cost method.

4.7 Investment properties

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

On disposal of investment properties, the difference between the net disposal proceeds and the carrying amount of the asset is recognised in profit or loss in the period when the asset is derecognised.

4.8 Property, plant and equipment/Depreciation

Land is stated at revalued amount. Buildings and equipment are stated at cost less accumulated depreciation and allowance for loss on impairment of assets (if any).

Land is initially recorded at cost on the acquisition date, and subsequently revalued by an independent professional appraiser to its fair values. Revaluations are made with sufficient regularity to ensure that the carrying amount does not differ materially from fair value at the end of reporting period.

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

- When an asset's carrying amount is increased as a result of a revaluation of the Group's assets, the increase is credited directly to the other comprehensive income and the cumulative increase is recognised in equity under the heading of "Revaluation surplus". However, a revaluation increase is recognised as income to the extent that it reverses a revaluation decrease in respect of the same asset previously recognised as an expense.
- When an asset's carrying amount is decreased as a result of a revaluation of the Group's assets, the decrease is recognised in profit or loss. However, the revaluation decrease is charged to the other comprehensive income to the extent that it does not exceed an amount already held in "Revaluation surplus" in respect of the same asset.

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

Temporary buildings and building improvement	5 and 10 years
System and utilities work	15 years
Hotel building and condominium units	20 - 50 years
Furniture and office equipment	5 years
Vehicles	5 years

Depreciation is included in determining income.

No depreciation is provided on land and construction in progress.

An item of property, plant and 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 that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost 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.

4.10 Intangible assets

Intangible assets are carried at cost less accumulated amortisation and 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 profit or loss.

Amortisation of intangible assets, which are computer software, is calculated by reference to their costs on the straight-line basis over the estimated useful lives of 3, 5 and 10 years.

No amortisation is provided on computer software under installation.

4.11 Lease

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, and lease payments made at or before the commencement date of the lease 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.

Land	20	years
Equipment	5	years
Motor vehicles	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.

Right-of-use assets are presented as part of property, plant and equipment in the statement of financial position.

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.

The Group as a lessor

A lease is classified as an operating lease if it does not transfer substantially all the risks and rewards incidental to ownership of an underlying asset to a lessee. Lease receivables from operating leases is recognised as income in profit or loss on a straight-line basis over the lease term. Initial direct costs incurred in obtaining an operating lease are added to the carrying amount of the underlying assets and recognised as an expense over the lease term on the same basis as the lease income.

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 Foreign currencies

The consolidated and separate financial statements are presented in Baht, which is also the Group's functional currency.

Transactions in foreign currencies are translated into Baht at the exchange rate ruling at the date of the transaction. Monetary asset and liabilities denominated in foreign currencies are translated into Baht at the exchange rate ruling at the end of reporting period.

Gains and losses on exchange are included in determining income.

4.14 Impairment of non-financial assets

At the end of each reporting period, the Group performs impairment reviews in respect of the property, plant and equipment, right-of-use assets, investments and intangible assets whenever events or changes in circumstances indicate that an asset may be impaired. 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. In determining value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs to sell, an appropriate valuation model is used. These calculations are corroborated by a valuation model that, based on information available, reflects the amount that the Group could obtain from the disposal of the asset in an arm's length transaction between knowledgeable, willing parties, after deducting the costs of disposal.

An impairment loss is recognised in profit or loss. However, in cases where land was previously revalued and the revaluation was taken to equity, a part of such impairment is recognised in equity up to the amount of the previous revaluation.

In the assessment of asset impairment except for good will if there is any indication that previously recognised impairment losses may no longer exist or may have decreased, the Group estimates the asset's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The increased carrying amount of the asset attributable to a reversal of an impairment loss shall not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in profit or loss unless the assets is carried at a revalued amount, in which case the reversal, which exceeds the carrying amount that would have been determined, is treated as revaluation increase.

4.15 Employee benefits

Short-term employee benefits

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

Post-employment benefits and other long-term employee benefits

Defined contribution plans

The Group and its 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 and other long-term employee benefits

The Group has obligations in respect of the severance payments it must make to employees upon retirement under labor law and other employee benefit plans. The Group treats these severance payment obligations as a defined benefit plan. In addition, the Group provides other long-term employee benefit plan, namely long service awards.

The obligation under the defined benefit plan and other long-term employee benefit plans 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 benefit plans are recognised immediately in other comprehensive income.

Actuarial gains and losses arising from other long-term benefits are recognised immediately in profit and loss.

Past service costs are recognised in profit or loss on the earlier of the date of the plan amendment or curtailment and the date that the Group recognises restructuring-related costs.

4.16 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.

4.17 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 it recognises 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.

4.18 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.

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 60 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, 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 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.

4.19 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 its 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:

Investment properties

The Group presents investment properties at the fair value estimated by an independent appraiser, and recognises changes in the fair value in profit or loss. The independent appraiser valued some items of the investment properties using the income approach, because there is no market price that could be used to apply a comparative approach. The key assumptions used in estimating the fair value are described in Note 14.

Property plant and equipment/Depreciation

In determining depreciation of plant and equipment, the management is required to make estimates of the useful lives and residual values of the plant and equipment and to review estimate useful lives and residual values when there are any changes.

The Group measures land at revalued amounts. Such amounts are determined by the independent valuer using the market approach for land. The valuation involves certain assumptions and estimates.

In addition, the management is required to review property, plant and equipment for impairment on a periodical basis and record impairment losses when it is determined that their recoverable amount is lower than the carrying amount. This requires judgements regarding forecast of future revenues and expenses relating to the assets subject to the review.

Impairment of investments in subsidiaries

The Company will record impairment loss on investments in subsidiaries when the objective evidence of impairment exists. The determining impairment of investments in subsidiaries require the management judgement with respect to its projections of future performance of the subsidiaries.

Litigations

The Group has contingent liabilities as a result of litigations. The management has used judgement to assess of the results of the litigations and has recorded the contingent liabilities with reasonable loss estimated as at the end of reporting period.

6. Related party transactions

The relationships between the Company, subsidiaries and joint ventures are summarised as described in Notes 12 and 13 to the consolidated financial statements and the relationships between the Company and other related parties and summarised below.

Name of related parties	Relationship
Must International Trading PTE Ltd.	Shareholder of Major Residences Company Limited, MJD-JV1 Company Limited and MJV3 Co., Ltd.
GMM Singapore Real Estate PTE Ltd.	Shareholder of Major Residences Company Limited, MJD-JV1 Company Limited and MJV3 Co., Ltd.
DANYA CEBUS LTD.	Shareholder of TMDC Construction Company Limited
GRG Global Investment Limited	Shareholder of TMDC Construction Company Limited, Major Residences Company Limited, MJD-JV1 Company Limited and MJV3 Co., Ltd.

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		Separate		
	financial statements		financial statements		Transfer pricing policy
	2021	2020	2021	2020	
<u>Transactions with subsidiaries</u>					
(Eliminated from the consolidated financial statements)					
Interest income	-	-	222	204	6.80 % to 7.50% per annum
Land rental income	-	-	5	5	Cost plus margin
Interest expense	-	-	3	-	2.00 to 6.90% per annum (2020: 2.0% per annum)
Commission expenses	-	-	4	14	Percentage of revenue

(Unit: Million Baht)

	Consolidated		Separate		Transfer pricing policy
	financial statements		financial statements		
	2021	2020	2021	2020	
<u>Transactions with joint ventures</u>					
Interest income	36	19	36	19	Rate based on MLR per annum
Management fee income	17	23	-	-	Cost plus margin
Interest expense	-	1	-	1	6.80% per annum
Sales of land and house	-	191	-	191	Close to the prices charged to other customers of the same project

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

(Unit: Thousand Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	2021	2020	2021	2020
<u>Other receivables - related parties (Note 8)</u>				
Subsidiaries	-	-	1,046,600	962,185
Joint ventures	139,365	88,028	124,467	88,028
Total other receivables - related parties	139,365	88,028	1,171,067	1,050,213
<u>Deposit for purchase of condominium unit (presented in other current assets)</u>				
Joint ventures	86,829	-	-	-
Total deposit for purchase of condominium unit	86,829	-	-	-
<u>Other payables - related parties (Note 18)</u>				
Subsidiaries	-	-	319,443	205,000
Joint ventures	1,394	1,392	1,392	1,392
Total other payable - related parties	1,394	1,392	320,835	206,392

Loans to related parties and loans from related parties

As at 31 December 2021 and 2020, the balances of loans between the Group and those related companies and the movements are as follows:

(Unit: Thousand Baht)

Short-term loans to	Interest rate (% per annum)	Separate financial statements			
		Balance as at		Balance as at	
		31 December 2020	Increase	Decrease	31 December 2021
Major Development Estate Company Limited	7.50	1,938,000	160,000	(618,000)	1,480,000
Major Development Commercial Company Limited	7.50	328,500	350,500	-	679,000
Major Development Hotels and Resorts Company Limited	6.90	123,500	62,500	(51,000)	135,000
MJD Residences Company Limited	6.90	378,000	413,500	(792,300)	-
MJV2 Co., Ltd.	6.90	-	130,200	-	130,200
MJR Development Company Limited	6.90	-	5,400	-	5,400
MJP Property Company Limited	6.90	-	5,685	-	5,685
Total		2,768,800	1,127,785	(1,461,300)	2,435,285

(Unit: Thousand Baht)

Long-term loans to	Interest rate (% per annum)	Consolidated financial statements			
		Balance as at		Balance as at	
		31 December 2020	Increase	Decrease	31 December 2021
Major Residences Company Limited	MLR - 0.75	183,600	86,700	-	270,300
MJD-JV1 Co., Ltd.	MLR - 1.25				
	(2020: MLR - 0.75 and 1.25)	234,600	81,600	-	316,200
MJV3 Co., Ltd.	MLR + 0.50	83,000	160,200	-	243,200
Total		501,200	328,500	-	829,700
Less: Allowance for impairment loss from investments in joint venture		(55,213)			(38,809)
Total		445,987			790,891
Less: Current portion		(244,800)			-
Long-term portion		201,187			790,891

(Unit: Thousand Baht)

Long-term loans to	Interest rate (% per annum)	Separate financial statements			
		Balance as at		Balance as at	
		31 December		31 December	
		2020	Increase	Decrease	2021
Major Residences Company Limited	MLR - 0.75	183,600	86,700	-	270,300
MJD-JV1 Co., Ltd.	MLR - 1.25				
	(2020: MLR -				
	0.75 and 1.25)	234,600	81,600	-	316,200
MJV3 Co., Ltd.	MLR + 0.50	83,000	160,200	-	243,200
MJR Development Company Limited	6.80	300,000	-	-	300,000
Total		801,200	328,500	-	1,129,700
Less: Current portion		(244,800)			(300,000)
Long-term portion		556,400			829,700

Loans to related parties is due for payment within September 2022 to November 2025.

(Unit: Thousand Baht)

Short-term loans from	Interest rate (% per annum)	Separate financial statements			
		Balance as at		Balance as at	
		31 December		31 December	
		2020	Increase	Decrease	2021
Major Development Residences Company Limited	2.00	106,000	-	-	106,000
MJC Development Company Limited	6.90	-	25,000	(25,000)	-
MJD Residences Company Limited	6.90	-	77,000	(40,000)	37,000
Total		106,000	102,000	(65,000)	143,000

Directors and management's benefits

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

(Unit: Million Baht)

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Short-term employee benefits	124	186	10	8
Post-employment benefits	2	3	-	-
Total	126	189	10	8

Guarantee obligations with related parties

The Company has obligations in respect of guarantees of related parties obtained from banks and unrelated parties as described in Note 32.5 to the financial statements, for which no guarantee fee has been charged.

7. Cash and cash equivalents

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2021	2020	2021	2020
Cash	7,485	1,033	96	79
Bank deposits	531,563	1,547,094	51,768	676,463
Total	539,048	1,548,127	51,864	676,542

As at 31 December 2021, bank deposits in saving accounts and fixed deposits carried interests between 0.05% and 0.25% per annum (2020: 0.05% and 1.70% per annum).

8. Trade and other receivables

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2021	2020	2021	2020
<u>Trade receivables - unrelated parties</u>				
Aged on the basis of due dates				
Past due				
Up to 3 months	17,883	10,711	-	-
3 - 6 months	121	3,298	-	-
6 - 12 months	827	997	-	-
Over 12 months	1,118	674	-	-
Total	19,949	15,680	-	-
Less: Allowance for expected credit losses	(794)	(287)	-	-
Total trade receivables - unrelated parties, net	19,155	15,393	-	-
<u>Other receivables</u>				
Other receivables and advances - related parties	37,606	22,038	675,629	657,224
Other receivables and advances - unrelated parties	19,776	31,540	5,939	18,866
Interest receivables - related parties	101,759	65,990	495,438	392,989
Total other receivables	159,141	119,568	1,177,006	1,069,079
Total trade and other receivables	178,296	134,961	1,177,006	1,069,079

Set out below is the movements in the allowance for expected credit losses of trade receivables.

	(Unit: Thousand Baht)	
	Consolidated	
	financial statements	
	2021	2020
Beginning balance	287	264
Provision for expected credit losses	507	23
Ending balance	794	287

9. Real estate development cost

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2021	2020	2021	2020
Land and construction under development	3,415,897	3,048,010	-	-
Developed land and construction	3,614,277	5,396,728	138,070	367,210
Total	7,030,174	8,444,738	138,070	367,210

During the year, subsidiaries capitalised interest amounting to Baht 105 million (2020: Baht 98 million) to the land and construction under development. The capitalisation rates of interest are based on the borrowing costs of the specific loans, as described in Note 19 to the financial statements.

As at 31 December 2021 and 2020, the Group has mortgaged some project land and construction thereon as collateral against credit facilities received from banks and guaranteed as collateral against the issuance of the debentures and at the Court. Their net book values are as follows:

	(Unit: Million Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2021	2020	2021	2020
Net book values of land and construction thereon that have been pledged as collateral	5,508	7,829	-	-
Net book values of land and construction thereon that have been guaranteed due to legal cases	52	58	52	58

10. Costs to obtain a contract with a customer

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2021	2020	2021	2020
Net book value at beginning of year	220,433	473,973	-	1,318
Additions	84,913	191,232	11,233	40,900
Amortisation	(238,175)	(444,772)	(11,233)	(42,218)
Net book value at end of year	67,171	220,433	-	-

11. Restricted bank deposits

These represent bank deposits to secure credit facilities from banks and the issuance of bank guarantees in respect of certain performance bonds as required in the normal course of business.

12. Investments in subsidiaries

Details of investments in subsidiaries as presented in the separate financial statements are as follows:

Company's name	Paid-up capital		Shareholding percentage		Cost		Allowance for impairment of investments		Carrying amounts based on cost method-net	
	2021	2020	2021 (%)	2020 (%)	2021	2020	2021	2020	2021	2020
(Unit: Thousand Baht)										
Major Development Hotels and Resorts Company Limited	400,000	400,000	100	100	399,999	399,999	(239,800)	(239,800)	160,199	160,199
Major Development Residences Company Limited	100,000	100,000	100	100	99,999	99,999	-	-	99,999	99,999
MJR Development Company Limited	600,000	600,000	100	100	600,000	600,000	(363,623)	(363,623)	236,377	236,377
MJP Property Company Limited	600,000	600,000	100	100	600,000	600,000	-	-	600,000	600,000
MJC Development Company Limited	600,000	600,000	100	100	600,000	600,000	-	-	600,000	600,000
MJD Residences Company Limited	750,000	750,000	100	100	750,000	750,000	-	-	750,000	750,000
Major Development Property Partners Company Limited	2,750	2,750	100	100	2,750	2,750	-	-	2,750	2,750
Major Development Estate Company Limited	1,520,000	1,520,000	100	100	1,520,000	1,520,000	-	-	1,520,000	1,520,000
Major Development Commercial Company Limited	900,000	900,000	100	100	900,000	900,000	-	-	900,000	900,000
MDPC Company Limited	10,000	10,000	100	100	9,999	9,999	-	-	9,999	9,999
MJV2 Co., Ltd.	50,000	50,000	100	100	50,000	50,000	-	-	50,000	50,000
MJV4 Co., Ltd.	2,000	-	100	-	2,000	-	-	-	2,000	-
Total					5,534,747	5,532,747	(603,423)	(603,423)	4,931,324	4,929,324

Movements of the investments in subsidiaries during the year ended 31 December 2021 are as follows:

Direct investment

MJV4 Co., Ltd.

The Company invested in MJV4 Co., Ltd., a newly incorporated company, to engage in development of properties for sales. The new company has a registered capital of Baht 2 million and was registered with the Ministry of Commerce on 21 April 2021. The Company acquired and paid for 19,997 ordinary shares, accounting for 100% of the total share.

Indirect investments by subsidiaries

MJ One Company Limited (held by MJR Development Company Limited, MJP Property Company Limited and MJC Development Company Limited)

The Extraordinary General Meeting of shareholders of MJ One Company Limited passed a resolution approving a decrease in the registered capital by reducing par value from Baht 100 per share to Baht 25 per share to compensate for the accumulated loss. The company registered the capital reduction with the Ministry of Commerce on 15 March 2021. The capital reduction resulted in the remaining registered capital of Baht 15 million.

Major SPV One Co., Ltd. (held by Major Development Estate Company Limited)

Major Development Estate Company Limited (MDE) invested in Major SPV One Co., Ltd. ("a subsidiary"), a newly incorporated company, to engage in development of properties for sales. The new company has a registered capital of Baht 100 million and was registered with the Ministry of Commerce on 9 December 2020. MDE acquired 999,997 ordinary shares, accounting for 100% of the total share, and made share payment totaling Baht 25 million, or 25% of the registered capital in December 2020, and Baht 75 million for the remaining shares in March 2021. The subsidiary registered the share capital increase with the Ministry of Commerce on 10 May 2021.

Peoplescape Co., Ltd. (held by Major Development Estate Company Limited)

Major Development Estate Company Limited (MDE) invested in Peoplescape Co., Ltd. a newly incorporated company, to engage in the provision of organisational development and management consulting services. The new company has a registered capital of Baht 1 million and was registered with the Ministry of Commerce on 4 March 2021. MDE acquired and paid for 8,999 ordinary shares, accounting for 90% of the total share.

Healthscape Co., Ltd. (held by Major Development Estate Company Limited)

Major Development Estate Company Limited (MDE) invested in Healthscape Co., Ltd., a newly incorporated company, to engage in the accommodation of health business. The new company has a registered capital of Baht 5 million and was registered with the Ministry of Commerce on 4 August 2021. MDE acquired and paid for 45,000 ordinary shares, accounting for 90% of the total share.

Major Development Estate Company Limited (“subsidiary”)

In November 2019, the subsidiary entered into a to sell and to purchase share agreement to acquire 400,000 ordinary shares of a company including any new shares in the future, representing 100% of the shareholding in such company, with a contract value of Baht 1,653 million. The agreement required that such company shall not have any trade payable, liability and responsibility expect when allowed by the subsidiary and the outstanding liability shall be deducted from the purchase price. The subsidiary made advance payment of Baht 165 million to the seller. The share transfer will be registered in July 2020.

Subsequently, in 2020, such company increased its share capital from 400,000 ordinary shares to 2,000,000 ordinary shares at the same purchase price. In March and August 2020, the subsidiary entered into 2 addenda to sell and to purchase share agreement to amend share transfer date to 31 December 2021 and to pay additional compensation due to the postponement at rate MLR of a financial institution calculating from 1 January 2021 until the transfer date.

In 2020 and 2021, the subsidiary made additional advance payments of Baht 233 million and Baht 148 million, respectively, to the seller (cumulative advance payment of Baht 546 million).

13. Investments in joint ventures

13.1 Details of investments in joint ventures

Investments in joint ventures represent investments in entities which are jointly controlled by the Company and other companies. Details of these investments are as follows:

(Unit: Thousand Baht)

Joint ventures	Nature of business	Country of incorporation	Consolidated financial statements					
			Shareholding percentage		Cost		Carrying amounts based on equity method	
			2021 (%)	2020 (%)	2021	2020	2021	2020
Major Residences Company Limited	Development of properties for sales	Thailand	51	51	12,750	12,750	54,215	57,102
TMDC Construction Company Limited	Construction service	Thailand	51	51	81,599	81,599	44,101	46,390
MJD-JV1 Co., Ltd.	Development of properties for sales	Thailand	51	51	510	510	-	-
MJV3 Co., Ltd.	Development of properties for sales	Thailand	51	51	5,100	5,100	-	5,016
Techscape Co., Ltd.	Development and design of application platform	Thailand	51	-	5,745	-	5,614	-
Total					105,704	99,959	103,930	108,508

Movement of the investment in joint venture during the year ended 31 December 2021 is as follows:

Techscape Co., Ltd. (formerly known as “Cubixcode Co., Ltd.”)

Healthscape Co., Ltd. (a subsidiary of Major Development Estate Company Limited) invested in Techscape Co., Ltd., a newly incorporated company, to engage in the development and design of application platform business. The new company was registered with the Ministry of Commerce on 20 February 2020, with a registered and paid-up capital of Baht 1 million and Baht 0.25 million, respectively. Healthscape Co., Ltd. acquired and made share payment totaling Baht 6 million, or 51% of the registered share capital in August and October 2021.

(Unit: Thousand Baht)

Joint ventures	Nature of business	Country of incorporation	Separate financial statements							
			Shareholding percentage		Cost		Allowance for impairment of investments		Carrying amounts based on cost method - net	
			2021	2020	2021	2020	2021	2020	2021	2020
			(%)	(%)						
Major Residences Company Limited	Development of properties for sales	Thailand	51	51	12,750	12,750	-	-	12,750	12,750
TMDC Construction Company Limited	Construction service	Thailand	51	51	81,599	81,599	(31,869)	(31,869)	49,730	49,730
MJD-JV1 Co., Ltd.	Development of properties for sales	Thailand	51	51	510	510	-	-	510	510
MJV3 Co., Ltd.	Development of properties for sales	Thailand	51	51	5,100	5,100	-	-	5,100	5,100
Total					99,959	99,959	(31,869)	(31,869)	68,090	68,090

13.2 Share of comprehensive income and dividend received

During the years, the Company recognised its share of comprehensive income from investments in the joint ventures in the consolidated financial statements and dividend income in separate financial statements as follows:

(Unit: Thousand Baht)

Joint ventures	Consolidated financial statements				Separate financial statements	
	Share of profit (loss) from investments in joint ventures during the year		Share of other comprehensive income from investments in joint ventures during the year		Dividend received during the year	
	2021	2020	2021	2020	2021	2020
Major Residences Company Limited	(2,887)	147,448	-	-	-	198,894
TMDC Construction Company Limited	(2,289)	(895)	-	-	-	-
MJD-JV1 Co., Ltd.	19,337	(13,878)	-	-	-	-
MJV3 Co., Ltd.	(7,949)	(84)	-	-	-	-
Techscape Co., Ltd.	(131)	-	-	-	-	-
Total	6,081	132,591	-	-	-	198,894

13.3 Summarised financial information about material jointly controlled entity

Summarised information about financial position

(Unit: Million Baht)

	Major Residences Company Limited		MJD-JV1 Co., Ltd.	
	2021	2020	2021	2020
Cash and cash equivalents	2	80	107	8
Real estate development cost	1,282	1,445	2,205	1,836
Advances for construction	22	46	25	32
Other current assets	76	56	31	2
Cost to obtain contracts with customers	1	10	36	42
Other non-current assets	29	32	33	53
Total assets	1,412	1,669	2,437	1,973
Current portion of long-term loan	156	1,006	-	61
Deposits and advances from customers	32	210	463	359
Other current liabilities	222	251	286	189
Long-term loans	814	-	1,690	1,420
Total liabilities	1,224	1,467	2,439	2,029
Net assets	188	202	(2)	(56)
Shareholding percentage (%)	51	51	51	51
Net assets in proportion of shareholding percentage	96	103	(1)	(29)
Elimination entries	(42)	(46)	(32)	(26)
Carrying amounts of joint ventures based on equity method	54	57	(33)	(55)

Summarised information about comprehensive income

(Unit: Million Baht)

	For the years ended 31 December			
	Major Residences Company Limited		MJD-JV1 Co., Ltd.	
	2021	2020	2021	2020
Revenue	266	1,267	439	-
Other income	5	14	1	4
Cost of sales	(189)	(781)	(306)	-
Selling and administrative expenses	(38)	(119)	(31)	(21)
Finance cost	(43)	(22)	(3)	-
Income tax expenses	-	(58)	(39)	7
Profit (loss)	1	301	61	(10)
Shareholding percentage (%)	51	51	51	51
Profit (loss) in proportion of shareholding percentage	1	154	31	(5)
Elimination entries	(4)	(7)	(12)	(9)
Share of profit (loss) from investments in joint ventures	(3)	147	19	(14)

14. Investment properties

(Unit: Thousand Baht)

Consolidated financial statements					
	Land awaiting for sale and land for rent project under construction	Land and building for rent	Condominium units for rent	Construction in progress	Total
Net book value as at 1 January 2020	755,364	1,593,957	15,440	990,276	3,355,037
Additions	-	435	-	108,425	108,860
Capitalised interest	-	-	-	64,684	64,684
Transferred to property, plant and equipment	-	117,606	-	-	117,606
Adjust	-	(1,283)	-	-	(1,283)
Disposals	-	-	(9,920)	-	(9,920)
Gain from change in fair value	6,800	102,011	-	-	108,811
Net book value as at 31 December 2020	762,164	1,812,726	5,520	1,163,385	3,743,795
Additions	740	5,741	-	-	6,481
Transferred from (to) property, plant and equipment	-	50	-	(2,727)	(2,677)
Transfers in (out)	(309,408)	1,444,483	-	(1,135,075)	-
Adjust	-	(1,198)	-	-	(1,198)
Disposals	-	(80)	-	-	(80)
Gain from change in fair value	1,304	37,815	-	-	39,119
Net book value as at 31 December 2021	454,800	3,299,537	5,520	25,583	3,785,440

(Unit: Thousand Baht)

Separate financial statements					
	Land awaiting for sale and land for rent project	Land and building for rent projects	Condominium units for rent	Construction in progress	Total
Net book value as at 1 January 2020	771,692	-	15,440	-	787,132
Disposals	-	-	(9,920)	-	(9,920)
Gain from change in fair value	25,550	-	-	-	25,550
Net book value as at 31 December 2020	797,242	-	5,520	-	802,762
Gain from change in fair value	16,552	-	-	-	16,552
Net book value as at 31 December 2021	813,794	-	5,520	-	819,314

During the year 2020, a subsidiary capitalised interest of Baht 65 million to the cost of construction in progress. The weighted average rate used to determine the amount of borrowing costs eligible for capitalisation was MLR.

The fair value of the above investment properties has been determined based on valuation performed by an accredited independent valuer. The fair value of the land awaiting for sale, land for rent project under construction and condominium units for rent have been determined based on market prices, while that of land and building for rent projects has been determined using the income approach.

Key assumptions used in the valuation of land and office building for rent are summarised below:

	Consolidated financial statements	Result to fair value whereas an increase in assumption value
Occupancy rate (%)	11% - 90%	Increase
Discount rate (%)	10%	Decrease
Rental rate (Baht/m ²)	400 - 770	Increase

Amounts recognised in profit or loss for investment properties are as follows:

	Consolidated financial statements		(Unit: Thousand Baht) Separate financial statements	
	2021	2020	2021	2020
Rental income				
Fixed rental income	76,055	73,082	4,872	4,872
Rental income relating to variable lease payments that do not depend on an index or a rate	16,625	14,864	-	-
Direct operating expenses (including repairs and maintenance) of investment property that generated rental income	1,788	1,084	-	-
Direct operating expenses (including repairs and maintenance) of investment property that did not generate rental income	37	885	-	-

The Group has mortgaged investment properties with carrying values as at 31 December 2021 amounting to Baht 3,637 million (Separate financial statements: Baht 814 million) (2020: Baht 3,596 million, Separate financial statements: Baht 797 million) with commercial banks as collateral against credit facilities received from banks and guarantee as collateral at the Court and the issuance of the debentures.

15. Property, plant and equipment

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Net book value				
Property, plant and equipment	2,184,051	2,642,198	47,805	52,492
Right-of-use assets (Note 21)	38,880	42,646	1,998	2,768
Total	2,222,931	2,684,844	49,803	55,260

Movements of property, plant and equipment for the years ended 31 December 2021 and 2020 are summarised below.

(Unit: Thousand Baht)

	Consolidated financial statements						
	Revaluation						
	basis	Cost basis					
		Right-of-use	Buildings,	Furniture,			
		assets	and building	fixtures and	Motor	Construction	
	Land	(Land)	improvements	equipment	vehicles	in progress	Total
Cost/Revalued amount:							
1 January 2020	1,224,501	-	1,652,529	354,864	44,644	101,521	3,378,059
Adjustments of right-of-use							
assets due to TFRS 16 adoption	-	10,847	-	-	-	-	10,847
Additions	133	-	71,583	18,295	25,876	77,370	193,257
Capitalised interest	-	-	-	-	-	780	780
Disposals	(33,631)	-	(13,960)	(855)	(1,859)	-	(50,305)
Write-off	-	-	(5,895)	(57,443)	-	-	(63,338)
Transferred to investment							
properties	(95,750)	-	(24,955)	-	-	-	(120,705)
Transfers in (out)	-	-	170,927	313	-	(171,240)	-
Transferred from real estate							
development cost	26,147	-	4,183	4,500	-	-	34,830
Revaluations	4,043	-	-	-	-	-	4,043
31 December 2020	1,125,443	10,847	1,854,412	319,674	68,661	8,431	3,387,468
Additions	-	-	8,878	6,465	9,500	3,940	28,783
Disposals	(258,000)	-	(155,577)	(30,095)	(14,031)	-	(457,703)
Write-off	-	-	(7,735)	(5,406)	(230)	(632)	(14,003)
Transfers in (out)	-	-	8,269	1,360	-	(9,629)	-
Transferred from investment							
properties	-	-	-	2,677	-	-	2,677
Revaluations	25,116	-	-	-	-	-	25,116
31 December 2021	892,689	10,847	1,708,117	294,675	63,900	2,110	2,972,338

(Unit: Thousand Baht)

Consolidated financial statements							
	Revaluation						
	basis	Cost basis					
		Right-of-use	Buildings,	Furniture,	Motor	Construction	
	Land	assets	and building	fixtures and	vehicles	in progress	Total
	(Land)	improvements	equipment				
Accumulated depreciation:							
1 January 2020	2,366	-	333,167	250,990	35,587	-	622,110
Depreciation for the year	-	502	80,338	41,945	7,174	-	129,959
Depreciation on disposals	-	-	(1,487)	(799)	(1,207)	-	(3,493)
Depreciation on write-off	-	-	(3,636)	(54,452)	-	-	(58,088)
Depreciation for transferred to							
Investment properties	-	-	(3,099)	-	-	-	(3,099)
31 December 2020	2,366	502	405,283	237,684	41,554	-	687,389
Depreciation for the year	-	837	82,911	27,362	6,817	-	117,927
Depreciation on disposals	-	-	(29,518)	(20,131)	(11,267)	-	(60,916)
Depreciation on write-off	-	-	(7,736)	(2,431)	(61)	-	(10,228)
31 December 2021	2,366	1,339	450,940	242,484	37,043	-	734,172
Allowance for impairment loss:							
1 January 2020	-	-	15,235	-	-	-	15,235
31 December 2020	-	-	15,235	-	-	-	15,235
31 December 2021	-	-	15,235	-	-	-	15,235
Net book value:							
31 December 2020	1,123,077	10,345	1,433,894	81,990	27,107	8,431	2,684,844
31 December 2021	890,323	9,508	1,241,942	52,191	26,857	2,110	2,222,931
Depreciation for the year							
2020 (Baht 85 million included in cost from hotel operations, and the balance in administrative expenses)							129,959
2021 (Baht 73 million included in cost from hotel operations, and the balance in administrative expenses)							117,927

(Unit: Thousand Baht)

	Separate financial statements			
	Cost basis			
	Buildings, and building improvements	Furniture, fixtures and office equipment	Motor vehicles	Total
Cost:				
1 January 2020	80,078	77,390	28,281	185,749
Disposals	-	(305)	(245)	(550)
Write-off	(93)	(42,899)	-	(42,992)
31 December 2020	79,985	34,186	28,036	142,207
Additions	-	61	-	61
Disposals	-	(573)	(10,526)	(11,099)
Write-off	-	(128)	-	(128)
31 December 2021	79,985	33,546	17,510	131,041
Accumulated depreciation:				
1 January 2020	23,860	74,107	24,743	122,710
Depreciation for the year	3,988	2,179	770	6,937
Depreciation on disposals	-	(304)	(245)	(549)
Depreciation on write-off	(93)	(42,893)	-	(42,986)
31 December 2020	27,755	33,089	25,268	86,112
Depreciation for the year	3,864	787	770	5,421
Depreciation on disposals	-	(476)	(10,526)	(11,002)
Depreciation on write-off	-	(128)	-	(128)
31 December 2021	31,619	33,272	15,512	80,403
Allowance for impairment loss:				
1 January 2020	835	-	-	835
31 December 2020	835	-	-	835
31 December 2021	835	-	-	835
Net book value:				
31 December 2020	51,395	1,097	2,768	55,260
31 December 2021	47,531	274	1,998	49,803
Depreciation for the year				
2020 (included in administrative expenses)				6,937
2021 (included in administrative expenses)				5,421

In September 2021, a subsidiary entered into a sale and purchase agreement to sell land and hotel construction with a local company ("a purchaser"), amounting to Baht 389 million, net of related selling expenses. The ownership was transferred to the purchaser on 25 October 2021.

The Group arranged for an independent professional valuer to appraise the value of land in 2021 on an asset-by-asset basis using the market approach.

The Group had the lands been carried in the financial statements on a historical cost basis, their net book value as of 31 December 2021 and 2020 would have been approximately Baht 509 million and Baht 738 million, respectively.

During the year 2020, subsidiaries capitalised interest of Baht 1 million to the cost of construction in progress. The capitalisation rates of interest were MLR.

As at 31 December 2021, certain building and equipment items have been fully depreciated but are still in use. The gross carrying amount before deducting accumulated depreciation of those assets amounted to Baht 170 million (2020: Baht 152 million).

Land, buildings and building improvements of the Group with carrying values as at 31 December 2021 amounting to Baht 1,778 million (Separate financial statements: Baht 36 million) (2020: Baht 2,162 million, Separate financial statements: Baht 9 million) have been mortgaged with local commercial banks as collateral against credit facilities received from banks and guarantee at the Court and the issuance of the debentures.

16. Intangible assets

The net book value of intangible assets as at 31 December 2021 and 2020 is presented below.

	Consolidated financial statements			Separate financial statements		
	Computer		Total	Computer		Total
	Computer software	software under installation		Computer software	software under installation	
As at 31 December 2021						
Cost	39,838	597	40,435	7,520	597	8,117
<u>Less</u> Accumulated amortisation	(23,940)	-	(23,940)	(6,453)	-	(6,453)
Net book value	<u>15,898</u>	<u>597</u>	<u>16,495</u>	<u>1,067</u>	<u>597</u>	<u>1,664</u>
As at 31 December 2020						
Cost	37,079	1,753	38,832	7,520	533	8,053
<u>Less</u> Accumulated amortisation	(19,196)	-	(19,196)	(5,020)	-	(5,020)
Net book value	<u>17,883</u>	<u>1,753</u>	<u>19,636</u>	<u>2,500</u>	<u>533</u>	<u>3,033</u>

A reconciliation of the net book value of intangible assets for the years 2021 and 2020 is presented below.

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2021	2020	2021	2020
Net book value at beginning of year	19,636	23,253	3,033	4,162
Acquisition of computer software	1,794	2,327	64	533
Disposals	(86)	(1,042)	-	(13)
Amortisation	(4,849)	(4,902)	(1,433)	(1,649)
Net book value at end of year	16,495	19,636	1,664	3,033

17. Short-term bills of exchange

	(Unit: Thousand Baht)			
	Interest rate		Consolidated/Separate	
	(% per annum)		financial statements	
	2021	2020	2021	2020
Bills of exchange - Face value			182,000	242,000
Less: Prepaid interest expenses	6.75	6.25 - 6.75	(3,694)	(2,455)
Bills of exchange - net			178,306	239,545

18. Trade and other payables

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2021	2020	2021	2020
Trade payables and other payables -				
unrelated parties	234,297	574,860	33,429	46,178
Advances received from related parties	1,394	1,392	316,985	206,026
Advances received from unrelated parties	5,526	5,936	2,643	4,715
Accrued interest expenses - related party	-	-	3,850	366
Accrued interest expenses - unrelated parties	42,844	53,695	37,095	48,662
Accrued expenses - unrelated parties	40,068	77,236	782	1,329
Total	324,129	713,119	394,784	307,276

19. Long-term loans from financial institutions

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2021	2020	2021	2020
Long-term loans from financial institutions	2,940,507	4,222,337	-	-
Less: current portion	(736,601)	(1,549,502)	-	-
Long-term portion	2,203,906	2,672,835	-	-

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

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2021	2020	2021	2020
Balance at beginning of year	4,222,337	4,627,867	-	-
Additional borrowings	2,213,663	3,498,492	750,000	96,726
Repayment	(3,495,493)	(3,904,022)	(750,000)	(96,726)
Balance at end of year	2,940,507	4,222,337	-	-

Long-term loans of the Group have principal repayment conditions with the rates stipulated in the loan agreements when the collaterals mortgaged with the banks are redeemed. Interest is charged at rate based on MLR. Full settlement of these loans is to be made within 2023 to 2029.

The Group has placed deposits at banks and mortgaged the real estate development cost, investment properties and the land and buildings, with banks to secure the long-term loans. In addition, long-term loans of subsidiaries are guaranteed by the Company.

Certain loan agreements contain covenants that, among other things, require the Group to maintain a debt-to-equity ratio. Debt is defined all interest-bearing debt and equity includes shareholder's equity and loan from related parties.

As at 31 December 2021, the subsidiaries had credit facilities which have not drawn down of Baht 5,136 million (2020: Baht 5,013 million).

20. Debentures

The Company issued unsecured and unsubordinated bearer debentures to be offered to institutional investor and/or high net worth investors with the term of interest payment on quarterly basis. The issuance of such debentures is a part of a total issue of Baht 10,000 million which was approved by Annual General Meeting of the shareholders on 27 April 2016 and 27 April 2017, respectively.

The debentures contain term of issue relating to the transfer or disposal of assets, no declaration of dividend if debenture issuer makes default in principal and/or interest repayment and the maintenance of a certain financial covenant that, among other things, require the Company to maintain a debt-to-equity ratio not exceeding 3.5:1 for the consolidated financial statements. Debt is defined as all interest bearing debt and excludes loan from related parties and equity is defined as shareholder's equity.

The outstanding balance of long-term debentures as at 31 December 2021 and 2020 are detailed below.

(Unit: Million Baht)

Year of issuance	Interest rate (% p.a.)		Terms (years)		Consolidated		Separate	
					financial statements		financial statements	
	2021	2020	2021	2020	2021	2020	2021	2020
2019	6.8	6.7 - 7.0	2.5	2 - 2.5	700	4,000	700	4,000
2020	6.8	6.8	2 - 2.8	2 - 2.8	2,139	2,139	1,989	1,989
2021	6.4 - 6.8	-	1.5 - 2.5	-	3,297	-	2,697	-
Total long-term debentures - at face value					6,136	6,139	5,386	5,989
Less: Prepaid interest expenses					(6)	(6)	(6)	(6)
Less: Unamortised costs relating to the issuance of the debentures					(43)	(38)	(36)	(34)
Long-term debentures - net					6,087	6,095	5,344	5,949
Less: Portion due within one year					(2,777)	(3,291)	(2,182)	(3,291)
Portion due over one year					3,310	2,804	3,162	2,658

The debentures of Baht 1,100 million, which were issued in 2020 and 2021, are secured by the mortgage of the subsidiaries' real estate development cost, land and building and investment properties.

21. Leases

21.1 The Group as a lessee

The Group has lease contracts for various items of property, plant, and equipment used in its operations. Leases generally have lease terms between 1 - 14 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: Thousand Baht)

	Consolidated financial statements			
	Land	Office equipment	Motor vehicles	Total
As at 1 January 2020	10,847	9,940	7,625	28,412
Additions	-	-	25,390	25,390
Disposals	-	-	(652)	(652)
Depreciation for the year	(502)	(3,236)	(6,766)	(10,504)
As at 31 December 2020	10,345	6,704	25,597	42,646
Additions	-	-	9,500	9,500
Disposals	-	-	(2,752)	(2,752)
Depreciation for the year	(837)	(3,236)	(6,441)	(10,514)
As at 31 December 2021	9,508	3,468	25,904	38,880

(Unit: Thousand Baht)

	Separate financial statements
	Motor vehicles
As at 1 January 2020	3,538
Depreciation for the year	(770)
As at 31 December 2020	2,768
Depreciation for the year	(770)
As at 31 December 2021	1,998

b) Lease liabilities

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2021	2020	2021	2020
Lease payment	33,123	40,188	1,251	2,002
Less: Deferred interest expenses	(2,571)	(3,474)	(57)	(141)
Total	30,552	36,714	1,194	1,861
Less: Portion due within one year	(11,311)	(10,092)	(703)	(667)
Lease liabilities - net of current portion	19,241	26,622	491	1,194

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

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2021	2020	2021	2020
Balance at beginning of year	36,714	15,901	1,861	2,492
Additions	6,175	32,786	-	-
Disposal	(2,150)	-	-	-
Accretion of interest	1,291	1,513	84	119
Repayments	(11,478)	(13,486)	(751)	(750)
Balance at end of year	30,552	36,714	1,194	1,861

A maturity analysis of lease payments is disclosed in Note 34 under the liquidity risk.

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

	(Unit: Thousand Baht)	
	For the year ended 31 December 2021	
	Consolidated	Separate
	financial statements	financial statements
Depreciation expense of right-of-use assets	10,514	770
Interest expense on lease liabilities	1,291	84

21.2 Group as a lessor

The Group has entered into operating leases for its investment property portfolio consisting of land, office building and community mall (see Note 14) of the lease terms are between 1 - 25 years.

The Group has future minimum rentals receivable under non-cancellable operating leases as at 31 December 2021 and 2020 as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2021	2020	2021	2020
Within 1 year	74	105	5	4
Over 1 and up to 5 years	52	111	11	8
Over 5 years	-	-	18	16
Total	126	216	34	28

22. Provision for long-term employee benefits

Provision for long-term employee benefits, which is compensations on employees' retirement, was as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2021	2020	2021	2020
Provision for long-term employee benefits				
at beginning of year	54,939	50,440	-	7,382
Included in profit or loss:				
Current service cost	7,984	3,544	-	403
Interest cost	639	1,177	-	144
Included in other comprehensive income:				
Actuarial (gain) loss arising from				
Demographic assumptions changes	(86)	823	-	-
Financial assumptions changes	3,728	1,310	-	-
Experience adjustments	10,163	5,584	-	-
Adjustment	(25,225)	(7,939)	-	(7,929)
Provision for long-term employee benefits				
at end of year	52,142	54,939	-	-

As at 31 December 2021, the weighted average duration of the liabilities for long-term employee benefit is 14 - 27 years (2020: 14 - 27 years).

Significant actuarial assumptions are summarised below.

	(Unit: percent per annum)	
	Consolidated	
	financial statements	
	2021	2020
Discount rate	1.49 - 3.07	1.49 - 3.07
Salary increase rate	3 - 7	3 - 7
Staff turnover rate	4.87 - 57.30	4.87 - 57.30

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: Thousand Baht)	
	Consolidated financial statements	
	2021	
	Increase 1.0%	Decrease 1.0%
Discount rate	(4,216)	4,851
Salary increase rate	4,512	(4,023)
Staff turnover rate	(7,238)	9,440

	(Unit: Thousand Baht)	
	Consolidated financial statements	
	2020	
	Increase 1.0%	Decrease 1.0%
Discount rate	(2,213)	2,365
Salary increase rate	2,615	(2,451)
Staff turnover rate	(3,255)	3,811

23. Statutory reserve

Pursuant to Section 116 of the Public Limited Companies Act B.E. 2535, the Company is required to set aside a statutory reserve at least 5% of its net profit after deducting accumulated deficit brought forward (if any), until the reserve reaches 10% of its registered share capital. The statutory reserve is not available for dividend distribution. At present, the statutory reserve has fully been set aside.

According to Section 1202 of the Thai Civil and Commercial Code, a subsidiary (incorporated under Thai Laws) is required to set aside a statutory reserve equal to at least 5% of its profit each time the company pays out a dividend, until such reserve reaches 10% of its registered share capital. The statutory reserve can neither be offset against deficit nor used for dividend payment.

24. Revaluation surplus

This represents surplus arising from revaluation of property. Movements of revaluation surplus account for the years ended 31 December 2021 and 2020 are summarised below.

	(Unit: Thousand Baht)	
	Consolidated	
	financial statements	
	2021	2020
Balance - beginning of year	247,455	244,221
Add: Revaluations	25,116	4,042
Less: Income tax effect	(5,023)	(808)
Balance - end of year	<u>267,548</u>	<u>247,455</u>

The revaluation surplus can neither be offset against deficit nor used for dividend payment.

25. Revenue from contracts with customers

25.1 Disaggregated revenue information

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2021	2020	2021	2020
Type of goods:				
Revenue from land and houses sales	180,000	1,277,500	-	-
Revenue from residential condominium				
units sales	<u>3,830,882</u>	<u>5,400,003</u>	<u>304,447</u>	<u>797,227</u>
Total revenue from contracts with				
customers	<u>4,010,882</u>	<u>6,677,503</u>	<u>304,447</u>	<u>797,227</u>

25.2 Revenue to be recognised for the remaining performance obligations

As at 31 December 2021, revenue totaling Baht 918 million (2020: Baht 2,944 million) is expected to be recognised in the future in respect of performance obligations under contracts with customers that are unsatisfied. The Group expects to satisfy these performance obligations within 1 - 3 years.

26. Finance income

Finance income consists of interest income on debt instruments measured at amortised cost and the majority of finance income is the interest income from related party loans.

27. Finance cost

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2021	2020	2021	2020
Interest expenses on bills of exchange	35,251	17,601	35,251	17,601
Interest expenses on borrowings	76,262	35,545	3,509	3,591
Interest expenses on debentures	443,182	404,913	414,251	403,571
Interest expenses on lease liabilities	1,291	1,513	84	119
Front-end fee	31,306	30,564	26,024	30,768
Total	587,292	490,136	479,119	455,650

28. Expenses by nature

Significant expenses by nature are as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2021	2020	2021	2020
Purchase of land and payment of construction during the year	467,652	2,739,734	1,789	386
Changes in real estate development cost	2,224,383	2,057,216	229,140	516,642
Salary, wages and other employee benefits	497,545	626,419	7,743	8,591
Depreciation and amortisation	122,776	134,861	6,854	8,586
Commission expenses	238,175	444,772	11,233	42,218
Advertising and promotion expenses	106,897	140,002	2,700	14,210
Specific business tax	144,650	242,070	12,481	30,249

29. Income tax

Income tax expenses for the years ended 31 December 2021 and 2020 are made up as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2021	2020	2021	2020
Current income tax:				
Current income tax charge	26,101	111,519	-	-
Deferred tax:				
Relating to origination and reversal of temporary differences	25,202	4,871	8,568	25,066
Income tax expenses reported in profit or loss	51,303	116,390	8,568	25,066

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: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2021	2020	2021	2020
Deferred tax on actuarial gain	(2,761)	(1,332)	-	42
Deferred tax on gain from revaluation of land	5,023	808	-	-
Total	2,262	(524)	-	42

The reconciliation between accounting profit and income tax expense is shown below.

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2021	2020	2021	2020
Accounting profit (loss) before tax	(301,962)	315,726	(277,688)	91,546
Applicable tax rate	20%	20%	20%	20%
Accounting profit (loss) before tax multiplied by income tax rate	(60,392)	63,145	(55,538)	18,309
Previously deductible temporary differences and unrecognised tax losses that is used to reduce current tax expense	(18,378)	(9,612)	(14,645)	-
Unrecognised deferred tax assets (unused tax losses)	110,742	48,065	62,461	22,454
Reversal of previously recognised deferred tax assets	-	34,750	-	24,082
Effects of:				
- Non-deductible income and expenses	22,699	7,389	16,723	(39,779)
- Share of profit from investments in joint ventures	(1,216)	(26,518)	-	-
- Others	(2,152)	(829)	(433)	-
Total	19,331	(19,958)	16,290	(39,779)
Income tax expenses reported in profit or loss	51,303	116,390	8,568	25,066

The components of deferred tax assets and deferred tax liabilities are as follows:

(Unit: Thousand Baht)				
	Statements of financial position			
	Consolidated		Separate	
	financial statements		financial statements	
	2021	2020	2021	2020
Deferred tax assets				
Accrued expenses	6,041	11,404	2,230	3,346
Provision for long-term employee benefits	9,874	10,988	-	-
Unearned income	629	4,620	57	4,199
Unused tax losses	102,460	136,058	-	-
Provision for impairment on investment properties	1,260	1,220	-	-
Total	120,264	164,290	2,287	7,545
Deferred tax liabilities				
Cost to obtain contracts with customers	13,434	44,087	-	-
Gain on change in fair value of investment properties	150,095	135,426	141,613	138,302
Surplus on revaluation of land	86,810	87,387	-	-
Total	250,339	266,900	141,613	138,302

As at 31 December 2021, the Group has deductible temporary differences and unused tax losses totaling Baht 760 million (2020: Baht 338 million), on which deferred tax assets have not been recognised as it believes future taxable profits may not be sufficient to allow utilisation of the temporary differences and unused tax losses. This unused tax losses will expire by 2022 - 2026.

30. 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 about the allocation of resources to the segment and assess its performance.

For management purposes, the Group is organised into business units based on its products and services and has three reportable segments as follows:

- The property development business segment, which engages in the development of land and houses and residential condominium units for sale
- The hotel business segment, which engages in the provision of services relating to rooms, food and beverages and other services related to accommodation and travel

- The rental and service business segment, which engages in the rental of spaces in office buildings

No operating segments have been aggregated to form the above reportable operating segments.

The chief operating decision maker monitors the operating results of its 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 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.

The following tables present revenue, profit and total assets information regarding the Group's operating segments for the years ended 31 December 2021 and 2020, respectively.

	For the years ended 31 December								(Unit: Million Baht)			
	Development of properties for sales				Hotel business		Rental business		Elimination		Consolidated financial statements	
	2021	2020	2021	2020	2021	2020	2021	2020	2021	2020	2021	2020
Revenue from external customers	4,186	7,081	98	156	65	62	-	-	4,349	7,299		
Inter-segment revenue	51	66	-	1	38	35	(89)	(102)	-	-		
Total revenue	4,237	7,147	98	157	103	97	(89)	(102)	4,349	7,299		
Cost of sale and services	(2,802)	(4,923)	(118)	(161)	(33)	(27)	41	55	(2,912)	(5,056)		
Gross profit	1,435	2,224	(20)	(4)	70	70	(48)	(47)	1,437	2,243		
Gain from change in fair value of investment properties	26	112	-	-	13	(3)	-	-	39	109		
Operating expenses	(1,269)	(1,731)	(51)	(64)	(15)	(30)	45	89	(1,290)	(1,736)		
Segment operation profit (loss) before share of profit from investment in joint ventures	192	605	(71)	(68)	68	37	(3)	42	186	616		
Share of profit from investments in joint ventures	6	132	-	-	-	-	-	-	6	132		
Segment operating profit (loss)	198	737	(71)	(68)	68	37	(3)	42	192	748		
Finance income	310	237	-	-	-	-	(272)	(215)	38	22		
Finance cost	(729)	(648)	(39)	(38)	(90)	(18)	271	214	(587)	(490)		
Other income	54	235	2	1	1	3	(2)	(203)	55	36		
Income tax income (expenses)	(43)	(122)	-	-	(11)	1	3	4	(51)	(117)		
Profit (loss) for the year	(210)	439	(108)	(105)	(32)	23	(3)	(158)	(353)	199		
Depreciation and amortisation	(41)	(43)	(74)	(84)	(8)	(7)	-	-	(123)	(134)		

	As at 31 December								(Unit: Million Baht)			
	Development of properties for sales			Hotel business		Rental business		Elimination		Consolidated financial statements		
	2021	2020		2021	2020	2021	2020	2021	2020	2021	2020	
Segment total assets												
Trade and other receivables	1,626	1,343		8	6	231	174	(1,687)	(1,388)	178	135	
Real estate development cost	7,056	8,465		-	-	-	-	(26)	(20)	7,030	8,445	
Investment properties	1,824	1,786		-	-	2,622	2,599	(661)	(641)	3,785	3,744	
Property, plant and equipment	248	264		780	1,192	994	1,038	201	191	2,223	2,685	
Investments in joint ventures accounted by the equity method	104	109		-	-	-	-	-	-	104	109	
Others	10,936	11,813		313	64	18	26	(8,620)	(8,257)	2,647	3,646	
Total	21,794	23,780		1,101	1,262	3,865	3,837	(10,793)	(10,115)	15,967	18,764	

Geographic information

The Group operates in Thailand only. As a result, all of the revenues and assets as reflected in these financial statements pertain exclusively to this geographical reportable segment.

During the years 2021 and 2020, the Group has no major customer which revenue of 10% or more of an entity's revenues.

31. Provident fund

The subsidiaries and its employees have jointly established provident funds in accordance with the Provident Fund Act B.E. 2530. Both employees and the subsidiaries contribute to the fund monthly at rates of 3% to 10% of basic salary. The funds, which are managed by Thai Military Bank Public Company Limited and Tisco Asset Management Company Limited, will be paid to employees upon termination in accordance with the fund rules. During the year 2021, the subsidiaries contributed Baht 6 million (2020: Baht 6 million) to the fund.

32. Commitments and contingent liabilities

32.1 Capital commitments

The subsidiaries had capital commitments as follows.

	(Unit: Million Baht)	
	As at 31 December	
	2021	2020
The purchases of land agreements	746	2,565
To sell and to purchase share agreement	1,284	1,255

32.2 Servitude

As at 31 December 2021, subsidiaries had servitude over land approximately 4 rai (2020: 5 rai). Cost of servitude over land is included in real estate development cost, investment properties, and property, plant and equipment.

32.3 Commitments from construction agreements related to project development, office building for rental and hotel

As at 31 December 2021, subsidiaries had commitments from construction agreements related to projects development and office building for rental of Baht 85 million (2020: Baht 259 million).

32.4 Capital commitments in respect of joint ventures

As at 31 December 2021, joint ventures had commitments from construction agreements related to projects development of Baht 15 million (2020: Baht 514 million).

32.5 Bank guarantees

- (1) As at 31 December 2021, the Company has guaranteed bank credit facilities of related parties amounting to Baht 10,125 million (2020: Baht 13,634 million).
- (2) As at 31 December 2021 and 2020, there were outstanding bank guarantees issued by the banks on behalf of the Group in respect of certain performance bonds as required in the normal course of business as follows.

	(Unit: Million Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2021	2020	2021	2020
Bank guarantees for electricity use	3	3	1	1
Bank guarantees for public utility	64	1	-	-
Bank guarantees for payments due to creditors	3	4	-	-
Total	70	8	1	1

As at 31 December 2021, the Group placed deposits at banks of Baht 5.3 million (Separate financial statements: Baht 0.8 million) (2020: Baht 6.7 million, Separate financial statements: Baht 1.9 million) and mortgaged the land and construction of condominium projects with the banks to secure the issuance of bank guarantees.

32.6 Long-term service commitment

In September 2013, a subsidiary has entered into management agreement with a local company whereby the latter will provide the hotel management services to the subsidiary. The term of the management agreement is 10 years, starting from the hotel renovation is completed. Under the terms of the above agreement, the subsidiary commits to pay a management fee and incentive fee, at the rates indicated in the agreement.

32.7 Litigations

As at 31 December 2021, the following lawsuits have been filed against the Group and joint ventures.

- a) The Group was sued by third parties on ground of seeking refunds of payments for condominiums, payment of construction and other expenses, and a joint defendant with the constructor for damaged properties in 39 cases, claiming damages of Baht 216 million. Currently, the cases are being investigated. However, the Group's management and its legal consultant have determined the possible losses from the litigations and recorded provision amounting to Baht 86 million in its accounts.

- b) A subsidiary filed a lawsuit against a land seller for the repayment of land deposits amounting to Baht 100 million as the seller could not transferred the ownership to the subsidiary. In January 2021, the Court of First Instance ordered the seller to pay the land deposit to the subsidiary with interest at the rate of 7.5% per annum starting from 5 January 2017. Currently, the seller is in the process of filing an appeal with the Appeal Court. However, the Group's management and its legal consultant are of the opinion that the subsidiary is likely to win the case at the Appeal Court. Consequently, the Company's management assessed recoverable amount of such deposit and recorded Baht 13 million allowance for doubtful debts.
- c) A joint venture filed, a notice demanding the portion of construction service fees and claimed for the damages incurred from the termination of contract due to the unfair event with a customer, with the Thai Arbitral Tribunal for the claim amount of Baht 144 million. However, the customer countersued the joint venture on the grounds that the joint venture failed to deliver the work within the agreed deadline and demanded compensatory damages for the work delay of Baht 202 million. In June 2021, the Arbitral Tribunal rendered an award that the customer must pay the total claim of Baht 84 million to the joint venture. Subsequently, in October 2021, the customer filed a plaintiff with the Civil Court against the award of the Arbitral Tribunal. However, in December 2021, the joint venture filed a plaintiff with the Civil court, requesting the enforcement of the award that the customer must pay the total claim to the joint venture. The joint venture has not recorded the estimated losses of relevant assets or provision in its accounts.
- d) A joint venture was sued by third party on ground of seeking breach of construction contract and refunds accrued payment of construction claiming damages of Baht 218 million. However, a joint venture countersued on the ground that third party failed to deliver the work within the agreed deadline and demanded compensatory damages for the work delay of Baht 422 million. Currently, the case is considering by the Court of Appeal. The Group's management and its legal consultant are of the opinion that the joint venture has evidence and information according to the contract to defend the issue in this case and considers that the case will probably not result in the joint venture incurring losses. Therefore, the joint venture has not recorded the estimated losses of relevant assets or provision in its accounts.

33. Fair value hierarchy

As at 31 December 2021 and 2020, the Group had the assets that were measured at fair value and liabilities which fair value was disclosed using different levels of inputs as follows:

	(Unit: Million Baht)			
	Consolidated financial statements			
	As at 31 December 2021			
	Level 1	Level 2	Level 3	Total
Assets measured at fair value				
Land (under property, plant and equipment account)	-	890	-	890
Investment properties	-	1,600	2,185	3,785
Financial liabilities measured at fair value				
Debentures	-	6,414	-	6,414

	(Unit: Million Baht)			
	Consolidated financial statements			
	As at 31 December 2020			
	Level 1	Level 2	Level 3	Total
Assets measured at fair value				
Land (under property, plant and equipment account)	-	1,123	-	1,123
Investment properties	-	3,024	720	3,744
Financial liabilities measured at fair value				
Debentures	-	6,157	-	6,157

	(Unit: Million Baht)			
	Separate financial statements			
	As at 31 December 2021			
	Level 1	Level 2	Level 3	Total
Assets measured at fair value				
Investment properties	-	819	-	819
Financial liabilities measured at fair value				
Debentures	-	5,394	-	5,394

(Unit: Million Baht)

	Separate financial statements			
	As at 31 December 2020			
	Level 1	Level 2	Level 3	Total
Assets measured at fair value				
Investment properties	-	803	-	803
Financial liabilities measured at fair value				
Debentures	-	6,007	-	6,007

34. Financial instruments

34.1 Financial risk management objectives and policies

The Group's financial instruments principally comprise cash and cash equivalents, trade receivables, loans lending, investments, bills of exchange, short-term from related parties, long-term loans from financial institutions, and debentures. The financial risks associated with these financial instruments and how they are managed are described below.

Credit risk

The Group is exposed to credit risk primarily with respect to trade receivables, loans, deposits with banks and financial institutions. The maximum exposure to credit risk is limited to the carrying amounts as stated in the statement of financial position.

Trade receivables

The Group manages the risk by adopting appropriate credit control policies and procedures and therefore does not expect to incur material financial losses. Outstanding trade receivables are regularly monitored and subject to enforcement activity based on cost-benefit subjection.

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 financial management, and may be updated throughout the year subject to approval of the management. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through a counterparty's potential failure to make payments.

The credit risk on debt instruments and derivatives is limited because the counterparties are banks with high credit-ratings assigned by international credit-rating agencies.

Market risk

There are market risks comprising interest rate risk and currency risk.

Interest rate risk

The Group's exposure to interest rate risk relates primarily to its long-term loans to related parties, long-term loans from financial institutions, bills of exchange, and debentures. Most of the Group's financial assets and liabilities bear fixed interest rates which are close to the market rate.

The Group manages its interest rate risk by having a balanced portfolio of fixed and variable rate loans and borrowings.

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: Million Baht)

Consolidated financial statements						
2021						
	Fixed interest rates		Floating interest rate	Non-interest bearing	Total	Interest rate (% p.a.)
	within 1 year	over 1 year to 5 years				
Financial assets						
Cash and cash equivalents	-	-	460	79	539	0.05 - 0.25
Trade and other receivables	-	-	-	178	178	-
Restricted bank deposits	4	-	37	-	41	0.05 - 0.38
Loans to related parties	-	-	791	-	791	MLR
	4	-	1,288	257	1,549	
Financial liabilities						
Bills of exchange	178	-	-	-	178	6.75
Trade and other payables	-	-	-	324	324	-
Debentures	2,777	3,310	-	-	6,087	6.40 - 6.80
Long-term loans from financial institutions	-	-	2,941	-	2,941	MLR
	2,955	3,310	2,941	324	9,530	

(Unit: Million Baht)

Consolidated financial statements						
2020						
	Fixed interest rates		Floating interest rate	Non-interest bearing	Total	Interest rate (% p.a.)
	within 1 year	over 1 year to 5 years				
Financial assets						
Cash and cash equivalents	-	-	1,548	-	1,548	0.05 - 1.70
Trade and other receivables	-	-	-	135	135	-
Restricted bank deposits	7	-	26	-	33	0.10 - 0.25
Loans to related parties	-	-	446	-	446	MLR
	7	-	2,020	135	2,162	
Financial liabilities						
Bills of exchange	240	-	-	-	240	6.25 - 6.75
Trade and other payables	-	-	-	713	713	-
Debentures	3,291	2,804	-	-	6,095	6.70 - 7.00
Long-term loans from financial institutions	-	-	4,222	-	4,222	MLR
	3,531	2,804	4,222	713	11,270	

(Unit: Million Baht)

	Separate financial statements					
	2021					
	Fixed interest rates		Floating	Non-		
	within	over 1 year	interest	interest		
	1 year	to 5 years	rate	bearing	Total	Interest rate
						(% p.a.)
Financial assets						
Cash and cash equivalents	-	-	48	4	52	0.05 - 0.13
Trade and other receivables	-	-	-	1,177	1,177	-
Restricted bank deposits	1	-	-	-	1	0.05 - 0.38
Loans to related parties	2,735	-	830	-	3,565	6.80 and MLR
	2,736	-	878	1,181	4,795	
Financial liabilities						
Bills of exchange	178	-	-	-	178	6.75
Trade and other payables	-	-	-	395	395	-
Debentures	2,182	3,162	-	-	5,344	6.40 - 6.80
	2,360	3,162	-	395	5,917	

(Unit: Million Baht)

	Separate financial statements					
	2020					
	Fixed interest rates		Floating	Non-		
	within	over 1 year	interest	interest		
	1 year	to 5 years	rate	bearing	Total	Interest rate
						(% p.a.)
Financial assets						
Cash and cash equivalents	-	-	677	-	677	0.05 - 1.25
Trade and other receivables	-	-	-	1,069	1,069	-
Restricted bank deposits	2	-	-	-	2	0.15 - 0.25
Loans to related parties	2,769	-	801	-	3,570	6.80 and MLR
	2,771	-	1,478	1,069	5,318	
Financial liabilities						
Bills of exchange	240	-	-	-	240	6.25 - 6.75
Trade and other payables	-	-	-	307	307	-
Debentures	3,291	2,657	-	-	5,948	6.70 - 7.00
	3,531	2,657	-	307	6,495	

Interest rate sensitivity

The following table demonstrates the sensitivity of the Group's profit before tax to a reasonably possible change in interest rates on that portion of floating rate loans affected as at 31 December 2021 and 2020.

2021		2020	
Increase/decrease	Effect on profit before tax	Increase/decrease	Effect on profit before tax
(%)	(Thousand Baht)	(%)	(Thousand Baht)
+0.1	(7,989)	+0.1	(5,821)
-0.1	7,989	-0.1	5,821

The above analysis has been prepared assuming that the amounts of the floating rate loans and all other variables remain constant over one year. Moreover, the floating legs of these loans are assumed to not yet have set interest rates. As a result, a change in interest rates affects interest payable for the full 12-month period of the sensitivity calculation. This information is not a forecast or prediction of future market conditions and should be used with care.

Foreign currency risk

As at 31 December 2021 and 2020, the Group does not consider themselves exposed to foreign currency risk because they have no significant foreign currency transactions.

Liquidity risk

The Group monitors the risk of a shortage of liquidity through the use of bank overdrafts, bills of exchange, debentures, bank loans and lease contracts. The Group's policy is to maintain debt-to-equity ratio was 2.5:1. Approximately 45% of the Group's debt will mature in less than one year at 31 December 2021 (2020: 55%) (the Company only: 49%, 2020: 60%) based on the carrying value of borrowings reflected in the financial statements. The Group has assessed the concentration of risk with respect to refinancing its debt and concluded it to be low. The Group has access to a sufficient variety of sources of funding.

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: Million Baht)			
	Consolidated financial statements			
	2021			
	Less than 1 year	1 to 5 years	> 5 years	Total
Non-derivatives				
Bills of exchange	182	-	-	182
Trade and other payables	324	-	-	324
Debentures	2,777	3,310	-	6,087
Interest on debentures	375	205	-	580
Lease liabilities	12	12	7	31
Long-term loans	737	2,204	-	2,941
Interest on long-term loans	143	351	160	654
Total non-derivatives	4,550	6,082	167	10,799

(Unit: Million Baht)

	Consolidated financial statements			
	2020			
	Less than	1 to 5		
	1 year	years	> 5 years	Total
Non-derivatives				
Bills of exchange	242	-	-	242
Trade and other payables	713	-	-	713
Debentures	3,291	2,804	-	6,095
Interest on debentures	193	254	-	447
Lease liabilities	10	19	7	36
Long-term loans	1,549	1,301	1,372	4,222
Interest on long-term loans	80	69	76	225
Total non-derivatives	6,078	4,447	1,455	11,980

(Unit: Million Baht)

	Separate financial statements				
	2021				
	On	Less than	1 to 5		
	demand	1 year	years	> 5 years	Total
Non-derivatives					
Bills of exchange	-	182	-	-	182
Trade and other payables	-	395	-	-	395
Short-term loan	143	-	-	-	143
Interest on short-term loans	9	-	-	-	9
Debentures	-	2,182	3,162	-	5,344
Interest on debentures	-	327	200	-	527
Lease liabilities	-	1	-	-	1
Total non-derivatives	152	3,087	3,362	-	6,601

(Unit: Million Baht)

	Separate financial statements				
	2020				
	On demand	Less than 1 year	1 to 5 years	> 5 years	Total
Non-derivatives					
Bills of exchange	-	242	-	-	242
Trade and other payables	-	307	-	-	307
Short-term loan	106	-	-	-	106
Interest on short-term loans	2	-	-	-	2
Debentures	-	3,291	2,657	-	5,948
Interest on debentures	-	183	240	-	423
Lease liabilities	-	1	1	-	2
Total non-derivatives	108	4,024	2,898	-	7,030

34.2 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 rate, their fair values are not expected to be materially different from the amounts presented in the statement of financial position.

The estimated fair value of financial instruments, in comparison with the related amounts carried in the statement of financial position, is as follows:

(Unit: Million Baht)

	Consolidated financial statements			
	2021		2020	
	Carrying amount	Fair value	Carrying amount	Fair value
Financial liabilities				
Debentures	6,087	6,144	6,095	6,157

(Unit: Million Baht)

	Separate financial statements			
	2021		2020	
	Carrying amount	Fair value	Carrying amount	Fair value
Financial liabilities				
Debentures	5,345	5,394	5,948	6,007

The methods and assumptions used by the Group in estimating the fair value of financial instruments are as follows:

- For fixed rate debentures, their fair value is estimated by discounting expected future cash flow by the current market interest rate of the loans with similar terms and conditions.

During the year, the Group transferred fair value hierarchy level of investment properties (building for rent) categorised as Level 2 for the year 2020 amounting to Baht 1,447 million to Level 3 for the year 2021. The valuation technique was changed due to the building being in operation.

35. Capital management

The primary objective of the Group's capital management is to ensure that it has an appropriate financial structure in order to support its business and maximise shareholder value and it meets financial covenants attached to the loan agreements. The Group has complied with these covenants throughout the reporting periods.

In managing its capital position, the Group refers to its debt-to-equity ratio, in order to ensure compliance with a condition of long-term loan agreements with financial institutions and also debentures issuance as discussed in Notes 19 and 20. As at 31 December 2021, the Group's debt-to-equity ratio was 1.74:1 (2020: 1.87:1) and the Company's was 1.28:1 (2020: 1.34:1).

36. Approval of financial statements

The financial statements were authorised for issue by the Company's Board of Directors on 28 February 2022.



ATTACHMENTS

Attachment 1

DETAILS OF DIRECTORS, EXECUTIVES, CONTROLLING PERSONS AND THE COMPANY'S SECRETARY

Mr. Chamroen Poolvorlaks (Age 91)

Chairman of the Board of Directors / Chairman of Executive Committee

Date of appointment as Director / Executive

2 December 2005

Graduation / Course of Training

- More than 30 years of real estate business experience
- Director Diploma, Director Accreditation Program 50/2006, (DAP) (IOD)

Work experience in the last 5 years

1999 - Present	Chairman of the Board of Directors Chairman of Executive Committee	Major Development Public Company Limited
2020 - Present	Director	MJV3 Company Limited
2020 - Present	Director	MJV2 Company Limited
2017 - Present	Director	MJ ONE Company Limited
2017 - Present	Director	MJD-JV1 Company Limited
2016 - Present	Director	MDPC Company Limited
2013 - Present	Director	Major Residences Company Limited
2013 - Present	Director	Major Development Commercial Company Limited
2013 - Present	Director	Major Development Estate Company Limited
2013 - Present	Director	Major Development Property Partners Company Limited
2013 - Present	Director	MJD Residences Company Limited
2011 - Present	Director	MJP Property Company Limited
2011 - Present	Director	MJC Development Company Limited
2010 - Present	Director	MJR Development Company Limited
2008 - Present	Director	Major Development Residences Company Limited
2008 - Present	Director	Major Development Hotels and Resorts Company Limited

Shareholding (as of 31 December 2021)

None

Family Relationship with Directors and Executives

Husband of Mrs. Prathin Poolvaralaks

Father of Ms. Petrada Poolvorlaks and Mr. Suriya Poolvorlaks

Illegal record in the last 10 years

None

Mrs. Prathin Poolvaralaks (Age 80)

Vice Chairman of the Board of Directors / Vice Chairman of Executive Committee

Date of appointment as Director / Executive

2 December 2005

Graduation / Course of Training

- More than 15 years of real estate business experience
- Director Diploma, Director Accreditation Program 50/2006, (DAP) (IOD)

Work experience in the last 5 years

1999 - Present	Vice Chairman of the Board of Directors Vice Chairman of Executive Committee	Major Development Public Company Limited
2021 - Present	Director	MJ ONE Company Limited
2020 - Present	Director	Major SPV One Company Limited
2020 - Present	Director	MJV3 Company Limited
2020 - Present	Director	MJV2 Company Limited
2017 - Present	Director	MJD-JV1 Company Limited
2016 - Present	Director	MDPC Company Limited
2013 - Present	Director	Major Residences Company Limited
2013 - Present	Director	Major Development Commercial Company Limited
2013 - Present	Director	Major Development Estate Company Limited
2013 - Present	Director	Major Development Property Partners Company Limited
2013 - Present	Director	MJD Residences Company Limited
2011 - Present	Director	MJP Property Company Limited
2011 - Present	Director	MJC Development Company Limited
2010 - Present	Director	MJR Development Company Limited
2008 - Present	Director	Major Development Residences Company Limited
2008 - Present	Director	Major Development Hotels and Resorts Company Limited

Shareholding (as of 31 December 2021)

170,000,000 shares (19.76 percent)

Family Relationship with Directors and Executives

Wife of Mr. Chamroen Poolvorlaks

Mother of Ms. Petrada Poolvorlaks and Mr. Suriya Poolvorlaks

Illegal record in the last 10 years

None

Ms. Petrada Poolvorlaks (Age 56)

Director / Executive Director / Chief Executive Officer

Date of appointment as Director / Executive

2 December 2005

Graduation / Course of Training

- Master of Business Administration (MBA), Illinois State University
- Bachelor of Marketing, Illinois State University
- Director Diploma, Director Accreditation Program 49/2005, (DAP) (IOD)

Work experience in the last 5 years

2021 - Present	Chief Executive Officer	Major Development Public Company Limited
1999 - Present	Executive Officer	Major Development Public Company Limited
2021 - Present	Director	MJP Property Company Limited
2021 - Present	Director	MJC Development Company Limited
2021 - Present	Director	MJR Development Company Limited
2021 - Present	Director	MJ ONE Company Limited
2020 - Present	Director	Major SPV One Company Limited
2016 - Present	Director	MDPC Company Limited
2013 - Present	Director	Major Residences Company Limited
2013 - Present	Director	Major Development Commercial Company Limited
2013 - Present	Director	Major Development Estate Company Limited
2013 - Present	Director	Major Development Property Partners Company Limited
2013 - Present	Director	MJD Residences Company Limited
2008 - Present	Director	Major Development Residences Company Limited
2008 - Present	Director	Major Development Hotels and Resorts Company Limited

Shareholding (as of 31 December 2021)

111,247,900 shares (12.93 percent)

Family Relationship with Directors and Executives

Daughter of Mr. Chamroen Poolvorlaks and Mrs. Prathin Poolvaralaks

Older sister of Mr. Suriya Poolvorlaks

Illegal record in the last 10 years

None

Mr. Suriya Poolvorlaks (Age 47)

Director / Executive Director / Managing Director

Date of appointment as Director / Executive

19 September 2006

Graduation / Course of Training

- Doctor of Philosophy, Economics, University of Southern California (USC)
- Master of Sciences, Economics, Boston University
- Bachelor of Economics, Faculty of Economics, Chulalongkorn University
- Director Diploma, Director Accreditation Program 59/2006, (DAP) (IOD)

Work experience in the last 5 years

2006 - Present	Managing Director	Major Development Public Company Limited
2021 - Present	Director	MJP Property Company Limited
2021 - Present	Director	MJC Development Company Limited
2021 - Present	Director	MJR Development Company Limited
2021 - Present	Director	MJ ONE Company Limited
2020 - Present	Director	Major SPV One Company Limited
2020 - Present	Director	MJV3 Company Limited
2020 - Present	Director	MJV2 Company Limited
2017 - Present	Director	MJD-JV1 Company Limited
2013 - Present	Director	Major Residences Company Limited
2013 - Present	Director	Major Development Commercial Company Limited
2013 - Present	Director	Major Development Estate Company Limited
2013 - Present	Director	Major Development Property Partners Company Limited
2013 - Present	Director	MJD Residences Company Limited
2008 - Present	Director	Major Development Residences Company Limited
2008 - Present	Director	Major Development Hotels and Resorts Company Limited

Shareholding (as of 31 December 2021)

104,962,000 shares (12.20 percent)

Family Relationship with Directors and Executives

Son of Mr. Chamroen Poolvorlaks and Mrs. Prathin Poolvaralaks

Younger brother of Ms. Petrada Poolvorlaks

Illegal record in the last 10 years

None

Mr. Chanin Roongsang (Age 56)

Chairman of Audit Committee

Date of appointment as Director / Executive

2 December 2005

Graduation / Course of Training

- M.A. (Political Science), Kasetsart University
- B.B.A Bangkok University
- Certificate in Mini MPA, Thammasat University
- Certificate in State Budget Management University of California, Los Angeles (UCLA)
- Diploma, National Defence College, The National Defence Course Class 63
- Director Diploma, Thailand Energy Academy Leadership Program
- Director Diploma, Capital Market Academy Leadership Program, The Stock Exchange of Thailand
- Director Diploma, Chief Executive Course for Urban Development Management, class 1, Urban Green Development Institute Bangkok
- Director Diploma, Executives Program, The King Prajadhipok's Institute
- Director Diploma, Director Accreditation Program 50/2006, (DAP) (IOD)

Work experience in the last 5 years

2005 - Present	Board of Director Chairman of Audit Committee Chairman of Nomination and Remuneration Committee Risk Management Committee	Major Development Public Company Limited
2019	Adviser Committee to the Minister of Agriculture and Cooperatives	Ministry of Agriculture and Cooperatives
2007 - 2013	Members of the House of Representatives	The House of Representatives
2011	Chairperson of the Committee on Economic Development	The House of Representatives
2010	Ad-hoc Committee and Spokesman Ad-hoc Committee of Annual Appropriations Bill Year 2011	The House of Representatives
2006	BMA. Spokesman and Adviser to Governor of Bangkok	The Bangkok Metropolitan
2002 – 2006	Vice-Chairman of the Bangkok Metropolitan Council	The Bangkok Metropolitan Council
1994 – 2006	Members of The Bangkok Metropolitan Council	The Bangkok Metropolitan Council
2000	The Advisor Committee for the Plan Development Bangkok 6 th	The Bangkok Metropolitan
2000	Chairman of the Committee on Monetary Affairs, Finance	The Bangkok Metropolitan Council

Shareholding (as of 31 December 2021)

None

Family Relationship with Directors and Executives

None

Illegal record in the last 10 years

None

Mr. Sanguankiat Lewmanomont (Age 47)

Audit Committee

Date of appointment as Director / Executive

2 December 2005

Graduation / Course of Training

- Master of Science in Computer Information Technology, Boston University USA
- Master of Science in Actuarial Sciences Concentration in Mathematical Finance, Boston University, USA
- Bachelor of Business Administration Finance and Banking, Thammasart University
- Bachelor of Laws, Ramkhamheang University
- Certificate in Internet Law, Harvard Law School University
- Certificate of Participants in Patent Agent Training, Department of Intellectual Property
- Certificate Lawyer in Intellectual Property Rights, The Central Intellectual Property and Internal Trade Court
- Certificate in Arbitration and Mediation of disputes about Property Litigation
- Director Diploma, Director Accreditation Program 50/2006 (DAP) (IOD)

Work experience in the last 5 years

2005 - Present	Board of Director Audit Committee Nomination and Remuneration Committee Risk Management Committee	Major Development Public Company Limited
2020 - Present	Director	Thai Solar Rooftop CP Company Limited
2018 - Present	Director Audit Committee Chairman of Nomination and Remuneration Committee	Y.S.S. (Thailand) Company Limited
2014 - Present	Director	Chow Energy Public Company Limited
2009 - Present	Director	Chow Steel Industries Public Company Limited
2005 - Present	Executive Director	Manomont Real Estate Company Limited
2005 - Present	Subcommittee of Trademark Appeal Board	Ministry of Commerce

Shareholding (as of 31 December 2021)

None

Family Relationship with Directors and Executives

None

Illegal record in the last 10 years

None

Remark

Mr.Sanguankiat Lewmanomon resigned from the Independent Director and Audit Committee, effective from 2 March 2022.

Mrs. Suparanan Tanviruch (Age 56)

Audit Committee

Date of appointment as Director / Executive

20 March 2019

Graduation / Course of Training

- Master of Accounting, Thammasat University
- Bachelor of Accounting, Thammasat University
- Executive Program in Capital Market CMA-26/2018, Capital Market Academy
- Executive Program in Urban Management 2/2017, Navamindradhiraj University
- Director Certificate Program 216/2016, (DCP), Thai IOD
- Academy of Business Creativity (ABC) 3/2015, Sri Pathum University
- TLCA Executive Development Program (EDP) 11/2014, Thai Listed Company Association
- Directors Diploma Examination for graduated member, Thai IOD and Australian Institute of Company Directors (AICD)
- Award of Honor : Quality Persons of the Year 2017, Honored with title of "The role models of the media and publishing sector" Foundation of Science and Technology Council of Thailand (FSTT)

Work experience in the last 5 years

2019 - Present	Board of Director Audit Committee	Major Development Public Company Limited
2019 - Present	Chairman of Audit Committee	Nation International Edutainment Public Company Limited
2018 - Present	Advisor	BTS Group Holding Public Company Limited
2019 - 2021	Chairman of Director	Smart Bus Company Limited
2017- 2018	Director Trainer of Strategic Financial Leadership Curriculum	Thai Listed Company Association
2016 - 2018	Chairman of Executive Board and Chief Executive Officer	Master Ad Public Company Limited
2016 - 2018	Director	Master and more Company Limited
2016 - 2018	Director	Greed Ad Company Limited
2016 - 2018	Director	InkJet Images (Thailand) Company Limited
2016 - 2018	Director	Landy Development Company Limited
2016 - 2018	Director	Open Plays Company Limited
2016 - 2018	Director	MACO Outdoor Sdn.Bhd.
2016 - 2018	Director	Eyeball Channel Sdb.Bhd.
2016 - 2018	Director	VGI Global Media Public Company Limited

Shareholding (as of 31 December 2021)

None

Family Relationship with Directors and Executives

None

Illegal record in the last 10 years

None

Ms. Natha Kittlaksorn (Age 52)

Deputy Chief Executive Officer of Major Development Public Company Limited

Director of Healthscape Company Limited

Director of Techscape Company Limited

Director of Peoplescape Company Limited

Date of appointment as Director / Executive

28 February 2022

Graduation / Course of Training

- Master of Science in Economics (Honors Credited), California State Polytechnic University (CAL POLY). Pomona California USA.
- Bachelor of Arts in Economics, University of California Los Angeles (UCLA). Los Angeles California USA.

Work experience in the last 5 years

Present	Deputy Chief Executive Officer	Major Development Public Company Limited
2021 - present	Director	Healthscape Company Limited
2021 - present	Director	Techscape Company Limited
2021 - present	Director	Peoplescape Company Limited
2019 - present	Deputy Chief Executive Officer	Major Development Estate Company Limited
2007 – 2019	Chief Financial Officer (CFO)	Pace Development Corporation Public Company Limited
2002 – 2007	Chief Financial Officer (CFO)	Major Development Public Company Limited
1996 – 2002	Vice President. ALM/ALCO, Corporate	Bangkok Bank Public Company Limited

Shareholding (as of 31 December 2021)

None

Family Relationship with Directors and Executives

None

Illegal record in the last 10 years

None

Mr. Pitak Ponghiranchaoen (Age 53)

Vice President (Finance&Accounting Division)

Date of appointment as Director / Executive

1 September 2014

Graduation / Course of Training

- Master of Business Administration (MBA), Thammasat University
- Bachelor of Accounting, Thammasat University

Work experience in the last 5 years

2014 - Present	Vice President	Major Development Public Company Limited
Jan - Aug 2014	Chief Financial Officer	CMO Public Company Limited
2011 - 2013	Assistant Managing Director	PM Center Company Limited
2009 - 2011	Assistant Managing Director	Udon Plaza Company Limited

Shareholding (as of 31 December 2021)

1,000 shares (0.0001 percent)

Family Relationship with Directors and Executives

None

Illegal record in the last 10 years

None

Mr. Preecha Piriyapanyaporn (Age 42)

Vice President (Legal & Compliance Department) / Company Secretary

Date of appointment as Director / Executive

4 November 2019

Graduation / Course of Training

- Barrister-at-law, Institute of Legal Education Thai Bar Association
- Bachelor of Law (LLB.), Thammasat University
- Company Secretary Program (CSP), Class 105/2020, During 20-21 January 2020

Work experience in the last 5 years

2562 - present	Vice President (Legal & Compliance Department) and Company Secretary	Major Development Public Company Limited
2562	Vice President (Corporate Support Division) and Company Secretary	Proud Real Estate Public Company Limited
2561 – 2562	Vice President (Legal Department)	Major Development Public Company Limited
2557 – 2561	Vice President (Legal Department)	Pace Development Corporation Public Company Limited

Shareholding (as of 31 December 2021)

None

Family Relationship with Directors and Executives

None

Illegal record in the last 10 years

None



Attachment 2

DETAILS OF THE DIRECTORS OF SUBSIDIARIES

Directors' Name	Company	Subsidiaries							
	MJD	MJHR	MDR	MJR	MJP	MJC	MRD	MDP	MDE
1. Mr. Chamroen Poolvorakaks	X,O	/,///	/,///	/,///	/,///	/,///	/,///	/,///	/,///
2. Mrs. Prathin Poolvaralaks	/,//	/,///	/,///	/,///	/,///	/,///	/,///	/,///	/,///
3. Ms. Petrada Poolvorakaks	/,/,///	/,///	/,///	/,///	/,///	/,///	/,///	/,///	/,///
4. Mr. Suriya Poolvorakaks	/,/,///	/,///	/,///	/,///	/,///	/,///	/,///	/,///	/,///
5. Mr. Chanin Roongsang	/								
6. Mr. Sanguankiat Lewmanomont	/								
7. Mrs. Suparanan Tanviruch	/								
8. Mr. Pitak Ponghirancharoen	///								
9. Mr. Preecha Piriapanyaporn	///								
10. Ms. Natha Kittiakson	///								///
11. Mr. Nuthapon Luckkanalawan									///

>>

X = Chairman of the Board of Directors

O = Chairman of Executive Director

/ = Director

// = Executive Director

/// = Executive Officer

Remark

MJHR Major Development Hotels and Resorts Company Limited

MDR Major Development Residences Company Limited

MJR MJR Development Company Limited

MJP MJP Property Company Limited

MJC MJC Development Company Limited

MRD MJD Residences Company Limited

MDP Major Development Property Partners Company Limited

MDE Major Development Estate Company Limited

MDCM Major Development Commercial Company Limited

MDPC MDPC Company Limited

MJ1 MJ ONE Company Limited

MJV2 MJV2 Company Limited

MSPV Major SPV One Company Limited

MJV4 MJV4 Company Limited

PPS Peoplescape Company Limited

HSC Healthscape Company Limited

MRC Major Residences Company Limited

MJV1 MJD-JV1 Company Limited

MJV3 MJV3 Company Limited

TSC Techscape Company Limited

Subsidiaries (continue)								กิจการร่วมค้า			
MDCM	MDPC	MJ1	MJV2	MSPV	MJV4	PPS	HSC	MRC	MJV1	MJV3	TSC
/,///	/,///	/,///	/,///		/,///			/,///	/,///	/,///	
/,///	/,///	/,///	/,///	/,///	/,///			/,///	/,///	/,///	
/,///	/,///	/,///	/,///	/,///	/,///			/,///			
/,///		/,///	/,///	/,///	/,///			/,///	/,///	/,///	
						/,///	/,///				/,///
						/,///	/,///				/,///

- MJ ONE Company Limited held by 3 Subsidiaries; MJR Development Company Limited 33.33%, MJP Property Company Limited 33.33%, MJC Development Company Limited 33.33%
- Major SPV One Company Limited held by a Subsidiaries; Major Development Estate Company Limited 99.99%,
- Peoplescape Company Limited holding 90% by Major Development Estate Company Limited (Subsidiary of MJD)
- Healthscape Company Limited holding 90% by Major Development Estate Company Limited (Subsidiary of MJD)
- Techscape Company Limited holding 51% by Healthscape Company Limited (Subsidiary of MJD)

Attachment 3

DETAILS OF THE HEADS OF THE INTERNAL AUDIT AND COMPLIANCE UNITS

Miss Kanokwan Nilkumnerd

Internal Audit Manager

Secretary of Audit Committee

Education

- Master of Business Administration Program, Dhurakij Pundit University
- Bachelor of Accounting (2nd Class Honors), Dhurakij Pundit University

Experiences

Dusit Thani Pcl

Business: Hospitality Service and Providing Hotel Management Service

Position : Assistant Internal Audit Manager

Tipco Asphalt Pcl

Business: Manufacture and Distributor of Asphalt Emulsion and Global Container Shipping

Position: Internal Auditor Supervisor

Certificate

Certified Professional Internal Audit of Thailand (CPIAT)

Training

Internal Audit

- COSO 2013
- Information Technology Auditing (IT Audit)
- Risk Management
- Audit Command Language (ACL) Software

Quality Management

- KPIs & Balance Score Card
- Total Quantity Management
- Quality Concept and Business Strategy
- Corporate Social Responsibility

Management

- Positive Thinking for Success
- Problem Solving and Decision Making
- Effective Teamwork Skills
- On the Job Training Skills
- Safety Officer Supervisory Level

Attachment 4

ASSETS FOR BUSINESS UNDERTAKING

Core Asset of the Company

As of 31 December 2021, the Company and Subsidiaries have core assets for Business Undertaking as follows:

Land and construction cost under development

(Unit: Million Baht)

	2021
Land and construction under development	3,415.90
Developed land and construction	3,614.27
Total	7,030.17

Net book value of real estate development cost in projects for sale

Project/Location	Type of Asset	Owner	Book Value (Net) (Million Baht)	Obligation
Aguston Sukhumvit 22	Condominium	MJD	12	No obligation
Reflection Jomtien Beach Pattaya	Condominium	MJD	16	No obligation
Manor Sanambinnam	Condominium	MJD	110	Some are placed as collateral to court case
Marvest Hua Hin	Condominium	MJC	271	Mortgage as collateral with financial institutions
M Jatujak	Condominium	MDE	217	Mortgage as collateral with financial institutions
Maestro 01 Sathorn - Yenakat	Condominium	MDE	244	Mortgage as collateral with financial institutions
Maestro 03 Ratchada - Rama9	Condominium	MDE	74	Mortgage as collateral with financial institutions
Malton Private Residences Ari	Detached House	MDE	277	Mortgage as collateral with financial institutions
Maestro 19 Ratchada 19 - Vipha	Condominium	MDE	192	Mortgage as collateral with financial institutions

Project/Location	Type of Asset	Owner	Book Value (Net) (Million Baht)	Obligation
Metris Rama 9 - Ramkumhang	Condominium	MDE	248	Mortgage as collateral with financial institutions
Metris Ladprao	Condominium	MDE	222	Mortgage as collateral with financial institutions
Maru Ladprao 15	Condominium	MRD	459	Mortgage as collateral with financial institutions
Maru Ekkamai 2	Condominium	MRD	551	Mortgage as collateral with financial institutions
Metris Patthanakarn -Ekkamai	Condominium	MDE	753	Mortgage as collateral with financial institutions
Mayfield Ramintra - Kubon	Land	MJR	750	Mortgage as collateral with financial institutions
Malton Gates - Krungthep Kreetha	Land	MDE	572	Mortgage as collateral with financial institutions
Metris District Ladprao	Land and construction under development	MSPV1	810	Mortgage as collateral with financial institutions
Mayfield Lane Ratchada Ladprao	Land	MJV2	242	Mortgage as collateral with financial institutions
Future Project (Phaholyothin Road-Ari)	Land and construction under development	MDE	1,010	Mortgage as collateral with financial institutions
Future Project (Phyathai)	Construction under development	MDE	18	No obligation
Future Project (Ramkumhang 53)	Land	MJR	7	No obligation
		รวม	7,055	

As of 31 December 2021, the Company and subsidiaries have investment properties as follows:

Project/Location	Type of Asset	Owner	Book Value (Net) (Million Baht)	Obligation
Marrakesh Hua Hin	Apartment for rent	MJD	6	No obligation
Land at Sanambinnam Road	Land	MJD	113	Some are placed as collateral to court case
Land at Sukhumvit Road	Land	MJD	57	Mortgage as collateral with financial institutions
Future Project (Phaholyothin Road-Ari)	Land	MDH	422	Mortgage as collateral with financial institutions
Chic Ramkumhang 53	Commercial building	MJR	863	Guaranteed bonds
Marche Krungthep Kreetha	Commercial building	MJP	122	Guaranteed bonds
Major Tower Thonglor	Office for rent	MDH	724	Mortgage as collateral with financial institutions
Major Tower Rama 9 - Ramkumhang	Office for rent	MDH	1,459	Mortgage as collateral with financial institutions
Manor Avenue Sanambinnam	Commercial building	MRD	19	Some are placed as collateral to court case
Total			3,785	

Book value of land, property and equipment of the company and subsidiaries as of 31 December 2021 as follows:

Categories	Book Value (Million Baht)	Obligation
Land and land improvements	900	Mortgage as collateral with financial institutions
Buildings, condominium unit and building improvements	1,242	Mortgage as collateral with financial institutions
Decorations and equipment	52	No obligation
Vehicle	27	Guarantees for leasing contracts
Work in progress	2	Mortgage as collateral with financial institutions
Total	2,223	

Investment in subsidiaries and joint venture

As of 31 December 2021, the company has investments in subsidiaries and joint ventures total 20 companies as follows:

Subsidiaries	Nature of business	Shareholding	Registered capital
Major Development Hotels and Resorts Company Limited	Hotel Resort & Spa	100%	400,000,000
Major Development Residences Company Limited	Development of properties for sales	100%	100,000,000
MJR Development Company Limited	Development of properties for sales	100%	600,000,000
MJP Property Company Limited	Development of properties for rent	100%	600,000,000
MJC Development Company Limited	Development of properties for sales	100%	600,000,000
MJD Residences Company Limited	Development of properties for sales	100%	750,000,000
Major Development Property Partners Company Limited	Condominium juristic person management	100%	8,000,000
Major Development Estate Company Limited	Development of properties for sales	100%	2,500,000,000
Major Development Commercial Company Limited	Hotel and properties rental	100%	900,000,000
MDPC Company Limited	Agent, representative and real estate advisor business	100%	10,000,000
MJV2 Company Limited	Development of properties for sales	100%	50,000,000
MJ ONE Company Limited ^{/1}	Development of properties for sales	100%	60,000,000
Major SPV One Company Limited ^{/2}	Development of properties for sales	100%	100,000,000
Peoplescape Company Limited ^{/3}	Consulting business for organizational development personnel management	90%	1,000,000
MJV4 Company Limited	Development of properties for sales	100%	2,000,000
Healthscape Company Limited ^{/3}	Health business	90%	5,000,000
Joint ventures			
Major Residences Company Limited	Development of properties for sales	51%	25,000,000
MJD-JV1 Company Limited	Development of properties for sales	51%	1,000,000
MJV3 Company Limited	Development of properties for sales	51%	10,000,000
Techscape Company Limited ^{/4}	Development and design of applications, and platforms	51%	1,000,000

Remark : ^{/1} MJ ONE Company Limited held by 3 Subsidiaries; MJR Development Company Limited 33.33%,

MJP Property Company Limited 33.33%, MJC Development Company Limited 33.33%

^{/2} Major SPV One Company Limited holding 99.99% by Major Development Estate Company Limited (Subsidiary of MJD)

^{/3} Peoplescape Company Limited and Healthscape Company Limited holding 90% by Major Development Estate Company Limited (Subsidiary of MJD)

^{/4} Techscape Company Limited holding 51% by Healthscape Company Limited (Subsidiary of MJD)

Attachment 5

CORPORATE GOVERNANCE AND BUSINESS ETHICS POLICY AND PRACTICE GUIDELINES

Corporate Governance Policy

The Company has created the good corporate governance principles in compliance with the Stock Exchange of Thailand's requirements in order to provide an effective, transparent, and auditability and build the confidence of shareholders, investors, and stakeholders. This principle adds value to the Company and fosters long-term success. The following are vital organizational governance policies:

Chapter

01

The Rights of Shareholders

The Company protects shareholders' rights and encourages shareholders to exercise their fundamental rights in accordance with applicable legislation, such as, having a share in the profits of a business, trading or transferring shares, obtaining sufficient Company news and information, attending the shareholders' meeting to exercise the right to vote at the shareholders' meeting to appoint or remove directors, determining the directors' remuneration, appointing auditors and determining audit fees and matters that affect the Company.

The Company provides a website that contains essential information and news, such as financial report, annual performance, annual report and the shareholders' meeting minutes. The Company arranges for meeting location that are easily accessible and provide for appropriate meeting time. Shareholders are given equal opportunity to express their thoughts and ask questions during the meeting. The Company has recorded shareholder concerns, questions, comments, and suggestions in the meeting's minutes.



Chapter

02

Equitable Treatment of Shareholders

The Company has a policy of treating shareholders equally and facilitating their attendance, receiving information, and exercise of voting rights at shareholders' meetings. When calling for the shareholder's meeting, the Company will send an invitation letter containing the Board of Directors' opinion and supporting information for each agenda to shareholders at least 7 days prior to the meeting date. (or according to the SEC and the Stock Exchange of Thailand) Additionally, the notice of the meeting invitation is published in a newspaper at least 3 days prior to the meeting date without including the agendas that is not notified to shareholders in advance, to allow shareholders sufficient time to consider and study the information necessary to attend and vote at the meeting.

In the event that shareholders are unable to attend the meeting, they may appoint another person as proxy. This provides shareholders with an alternative choice by proposing independent directors to attend the meeting and vote in accordance with the shareholders' wishes. The approved directors' names will be provided on the proxy form attached to the invitation letter to the meeting.

The Company has been able to maintain control over the use of internal information. The Company prohibits the directors, executives, managers, and employees from exploiting non-public knowledge about the Company's stock price for personal gain and for securities trading. If the Company discovers that the shareholders, directors, executives, managers, or employees breach this prohibition, the Company will take legal action and punish violators.

Chapter

03

Roles of Stakeholders

The Company has adopted the following framework for Code of Conduct:

1. Code of Conduct for Conflicts of Interest

The Company urges directors and staff to avoid situations with conflict of interest with the Company. The details can be summarized as follows:

- Conflicts of interest includes an attempt to expose sensitive information of the Company to other parties during or after the employee's employment.
- Directors and employees must avoid having conflict of interests with the Company while engaging with the government, government agencies, trading partners, and other relevant parties.
- Directors and employees are forbidden from utilizing internal information for their personal or other's benefits.
- While employed by the Company and after termination of employment, directors and employees must refrain from disclosing information deemed confidential to the Company for the advantage of any others.
- Directors and employees of the Company shall avoid taking positions as directors or advisors of other companies that could create conflicts of interest and interfere with the Company's activities unless disclosed to the executives or shareholders of the Company (as the case may be)
- Directors and employees must use the Company's resources to the Company's maximum benefit not for their personal gain.
- Directors or employees must report the Company in writing promptly if their family members are participating in another business that could create a conflict of interest.
- Employees serving as directors or advisors in a company, organization, or other business association must not have a direct conflict of interest or execution of tasks and must first receive approval from the Board of Directors.
- Directors and employees must devote their time and attention to the Company's activities to the greatest extent possible, without performing any other work that is personal or unrelated to their duties.

2. Code of Conduct towards Shareholders

Any activities, decisions, and actions taken by the Company's directors and personnel are solely for the benefit of the shareholders.

The Company is committed to respecting shareholders' rights to acquire necessary information. The Company will provide the shareholders with timely and accurate information about the Company's management, financial condition, and performance according to the criteria set by the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand.

At the shareholders' meeting, the Company will treat all shareholders equally.

3. Code of Conduct towards Customers

The Company strives to look for ways to meet customers' demands more efficiently and effectively at all times, and has established the following policies and procedures:

1. Delivering high-quality products and services that fulfill customer needs
2. Providing customers with accurate, sufficient, and timely information about products and services without embellishing facts that contribute to buyers' misperceptions about that product / service.
3. Dealing with consumers in a courteous, efficient, and trustworthy manner and establishing a systematic method. The customers can file complaints about a product, with appropriate time to take action and to response to the customer.
4. Maintaining the confidentiality of the customers and not using it for their personal gain or the benefit of those engaged.
5. Providing recommendations on the Company's products and services to ensure they are as effective and useful to the consumer as possible.

4. Code of Conduct towards Business Partner

The Company's products and services must be procured to the highest standards in order to preserve and establish positive and stable relationships with suppliers, government agencies, and the Company's partners. Directors and employees of the Company are forbidden from taking personal advantages from suppliers, government agencies, and the Company's partners.

5. Code of Conduct towards Trade Competitors

The Company has a policy to compete fairly with determination and tenacity. The Company will not seek competitive advantage through unlawful or immoral method as well as prohibits the steal or utilization sensitive commercial information or trade secrets without authorization. Furthermore, the Company prohibits deceiving or behaving in any way to induce a former or current employee of other companies to provide sensitive information to the Company.

6. Code of Conduct towards receivables

The Company has a policy of strictly adhering to the borrowing conditions set forth in the contract with all receivables.

7. Code of Conduct towards Employees

The Company shall prevent workplace accidents, injuries, and illnesses through the cooperation of all employees. The Company will never cease researching and controlling potential workplace concerns.

The Company will provide tools, equipment, and training to ensure the safety of the employees and property. In the case of an emergency or accident resulting from operations, the Company will respond promptly and effectively.

The Company shall rigorously adhere to applicable laws and regulations as well as design and perform training to ensure that all employees understand and have adequate knowledge about the workplace environment, work processes, and procedures to avoid occupational illness.

8. Code of Conduct towards Environmental Protection

The Company has a policy to conduct business according to the environmental laws and regulations.

Chapter

04

Disclosure and Transparency

The Company has a policy of disclosing material information honestly, completely, and on a timely basis in line with the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand through various channels and Company website in Thai and English so that all users of information have equal access to information. In the past, the Company has disclosed information in the annual registration statement (Form 56-1) and Annual Report (Form 56-2) according to the regulations of the SEC and the Stock Exchange of Thailand.

Chapter

05

Responsibilities of the Board of Directors

The Board of Directors has 7 members, consisting of 4 executive directors and 3 independent directors. The Board of Directors is composed of individuals who possess knowledge, abilities, experiences, and expertise in a variety of professions that are beneficial to the Company's business operations and who are qualified to serve as a director of a listed company in accordance with the Company's Articles of Association and applicable law.

The Board of Directors shall establish policy, review and approve vision, mission, strategy, goals, business plans, and budgets. Furthermore, the Board of Directors shall supervise the management to ensure that the policies are implemented efficiently and effectively.

The Board of Directors is accountable for the Company's critical business activities and corporate governance, including the financial statements and financial information made public in the annual registration statement (56-1) and annual report (56-2). Such financial statements shall be prepared in accordance with Thailand's accepted accounting principles and shall be audited by a certified accountant recognized by the SEC Office, with an emphasis on selecting an appropriate accounting policy, implementing it consistently, and exercising prudent discretion. Additionally, the notes to the financial statements contain sufficient disclosure of material information.

The Board of Directors has established an effective internal control system to ensure the accuracy and completeness of accounting records and to prevent fraud or material irregularities. The Audit Committee, comprising sufficient independent and non-executive directors, is responsible for the quality of financial reports and internal control systems. Additionally, there is a supervisory and internal audit that monitors and audits the Company's various business operations to ensure compliance with official regulations and Company specifications, as well as to enable such agencies to be self-sufficient and capable of performing full checks and balances. The Internal Audit shall report directly to the Audit Committee, have effective risk management procedures in place, and conduct frequent follow-up on such problems.

Business Code of Conducts

Definition of Business Code of Conduct

Code of Conduct for Major Development Group means

Best business practices that comply to the Major Group Development's ideology, referred to as the "Code of Conduct" hereinafter.

Code of Conduct and Practices

Directors, executives and employees of Major Development Group must comply with the code of conduct and practices.

Code of Conduct

Directors, executives and employees should practice with regard to the Company, customers and consumers, business competitors, business partners, government agencies, society, environment, health, safety, anti-corruption, and Company's property and information. It is classified into 13 categories as follows,

Section 1	Code of Conduct for the Company
Section 2	Code of Conduct of the Board of Directors
Section 3	Code of Conduct for the Board of Directors, Executives and Investor Relations
Section 4	Code of Conduct for Executives
Section 5	Code of Conduct for Supervisors, Subordinate and Co-workers
Section 6	Code of Conduct for Employees
Section 7	Code of Conduct for Customers and Consumers
Section 8	Code of Conduct for Competitors
Section 9	Code of Conduct for Business Partners
Section 10	Code of Conduct for Government Agencies
Section 11	Code of Conduct for Society, Environment, Health and Safety
Section 12	Code of Conduct for Anti-Corruption and Corruption
Section 13	Code of Conduct for Company Information and Assets

Section

01

Code of Conduct for the Company

1. Carrying out responsibilities responsibly to the utmost extent possible, with due consideration for truth, honesty, and the Company's interest.
2. Carrying out responsibilities by utilizing knowledge, abilities, experiences, and capabilities including the developing and improving work expertise in order to increase efficiency in terms of time and business movement.
3. Upholding the values of justice and equity, refraining from engaging in transactions that could result in a conflict of interest with the Company or its subsidiaries, and strictly adhering to the Company's applicable transactional measures and procedures.
4. Adhering strictly to the rules governing the usage of internal information and not using the opportunity or information obtained as a director, executive, or employee for personal gain, and/or for competing enterprises or businesses affiliated to the Company and its subsidiaries.
5. Avoiding working or engaging in any personal business, whether directly or indirectly, that interferes with the Company's benefits and results in damage and disadvantage.

Directors, executives, or employees with conflict of interest must abstain from examining and approving the aforementioned connected transactions.

6. Directors, executives, and employees who engage in activities or hold positions such as directors, executives, consultants, or employees in other organizations, must ensure that their activities do not create conflicts of interest with the company or its subsidiaries, either directly or indirectly, and should not impair their ability to perform their duties.
7. Maintaining the confidentiality of the Company's information, supervising the documents containing confidential information about the Company not to be published to outsiders, either directly or indirectly, which may cause damage or tarnish the reputation of the Company.
8. Shall not disclosing salary information to others, which the Company regards as sensitive information as it may affect the management.
9. Adhering strictly to the Company's rules, regulations, and policies.

Section

02

Code of Conduct of the Board of Directors

1. Carrying out responsibilities with honesty and integrity and refraining from obtaining benefits that conflict with the Company's and society's interests.
2. Treating employees equally, respecting employees' rights and freedoms and not discriminating on the basis of age, disability, national origin, sex, race, political beliefs, sexual orientation and religion.
3. Encouraging employees to improve their skills and abilities in order to grow their careers.
4. Encouraging and promoting employee to be role models for the benefit of society and the nation.
5. Committed to safety, occupational hygiene and working environment for the benefit of all employees in the Company.

Section

03

Code of Conduct for the Board of Directors, Executives and Investor Relations

1. Performing duties with integrity and professionalism
2. Disclosing required information completely and equality between shareholders and stakeholders
3. Providing access and inquiry channels for stakeholders
4. Maintaining the confidentiality of the Company and refraining from using inside information for personal advantage
5. Shall not held meeting with investors or analysts 21 (calendar) days before the performance announcement date
6. The Board of Directors, management, and investor relations are forbidden from purchasing or selling the Company's shares 21 (calendar) days before and 1 (calendar) day after the performance announcement date

Section

04

Code of Conduct for Executives

1. Adhering to the principles regarding to responsibility towards the public with transparency, fair and auditability.
2. Being responsible for the stakeholders from business operations
3. Being professional in operations and emphasizing the important on efficiency on their work output.
4. Building confidence to all stakeholders
5. Managing internal and external risks that may be from internal and external factors that are controllable or uncontrollable effectively.

Section

05

Code of Conduct for Supervisors, Subordinate and Co-workers

1. Supervisors should conduct human resource management according to moral standards and listen to the opinions of subordinates and co-workers.
2. Supervisors should develop their subordinates by encouraging them to participate in training to acquire information, skills, and expertise that will enable them to work more efficiently and improve their careers.
3. Supervisors are responsible for establishing and maintaining a safe work environment and the comfort of life and property.
4. Supervisors should exercise kindness and foster a positive work environment. Supervisors should look out for their employees' wellbeing, quality of life with equality and fairness.
5. Supervisors should consider fairness when appointing, transferring, and rewarding employees who act in good faith and on the basis of their knowledge, competence, and suitability.
6. Supervisors should conduct themselves with dignity and serve as a good role model.
7. Subordinates should show respect to their supervisors and adhere strictly to their instructions and suggestions, avoiding any behaviors that might be considered disrespectful.
8. Subordinates must immediately notify the supervisor of any emergency, problem, or event that could result in damage to the Company in order to avert any potential damage.
9. Supervisors, subordinates, and coworkers should create and sustain positive relationships and unity among persons within and across organizations, promoting teamwork and mutual assistance.

Section

06

Code of Conduct for Employees

6.1 Privacy Protection

1. All employees' rights and freedoms are respected in accordance with human rights principles to avoid infringing on their privacy.
2. Protect the privacy of personal documents relating to work, health, and medical information.
3. Employees' personal data will be disclosed or transferred only to those who have a legal or beneficial purpose to know and act in good faith, or with the employee's consent to disclose, unless it is disclosed for legal or public advantageous reasons.

6.2 Treating All Employees Equally

1. Emphasizing and recognizing human rights in accordance with human rights principles, without discriminating against anybody on the basis of physical or mental similarities or differences, color, nationality, religion, gender, age, educational institutions, or any other issue that can cause conflict.
2. The process of hiring, developing, and promoting personnel must be conducted properly and fairly.

6.3 Respecting and Combating Sexual Harassment

1. Harassment and bullying of any kind, including psychological and sexual harassment, are all forbidden.
2. Working with respects to one another by listening to others' comments when appropriate and not criticizing or imitating other people's work.

6.4 Political Actions

1. Maintaining a politically neutral stance, without endorsing any political party or candidate during corporate activity, while respecting individual political beliefs.
2. Refraining from making political comments at work or during work hours.
3. Respecting employees' right to exercise political rights, such as voting for elections etc.

6.5 Receiving or Giving Property, Presents, Keepsakes, or any other Inducement to Make a Decision

1. It is against the law to receive or give any property or benefit that could be used to reward unethical decision-making.
2. Not soliciting or providing money, property, or other benefits to business associates or any person who intends to induce or refrain from doing wrong actions (when you perform the duties of a buyer or seller of Major Development Group)
3. Ensure that throughout business operations that is no suspicions or accusations that will tarnish the Company's reputation.
4. Receiving or giving a gift or souvenir from/to a business associate is allowed in accordance with local norms and traditions. However, the present shall not be too valuable.
5. If an employee receives a gift or souvenir worth more than 1,500 Baht, the gift or souvenir must be delivered to the purchasing department so that the purchasing department can hold a drawing to distribute gifts to employees. This reduces the incentive for employees to make unfair decisions as a result of accepting gifts or souvenirs.
6. Despite the tradition of exchanging gifts on numerous occasions, it is inappropriate to give gifts to superiors or accept gifts from subordinates.
7. Keeping track of any expenditures that demonstrate the value of a present or souvenir for future reference.

Section

07

Code of Conduct for Customers and Consumers

1. Enhancing the quality of a product or project (residential projects, hotels) and providing high-quality services that are reasonably priced, satisfy applicable norms and specifications, and also meet the expectations of customers
2. Provide accurate and consistent information regarding housing projects and services, such as price, design, materials, construction equipment quality, and characteristics of housing project facilities, for the benefit of customers and consumers' decisions.
3. Has a system in place to regulate building standards, quality of goods and services, and the establishment and enforcement of fair contracts with customers and consumers.
4. Communicating with customers politely and with fast and efficient work that can be trusted by customers.
5. Provide fast support to handle the complaints or conflicts for the customers and consumers.
6. Educating and raising consumer and customer awareness in order to promote ethical and sustainable consumption.
7. Protecting information in order to protect customers' and consumers' rights and privacy.
8. Marketing communications, whether in the form of product display or advertising services via media such as radio, television, newspapers, or the Internet, must be true and fair to all parties.
9. Guidelines for marketing communication are evaluated and updated on a regular basis.

Section

08

Code of Conduct for Competitors

1. Not bullying, attacking or insulting competitors directly or indirectly, not conducting trade barrier in a way that unfairly reduces competitors' opportunities
2. Maintain relationships to competitors with carefulness because they can be customers of the Group
3. Not disclose information about the Company's pricing policies, contract terms, land location, products or projects, market research, real estate development plans, or any other intellectual property or sensitive information to competitors.
4. Not infringing on the legal rights of competitors.
5. Not making any arrangements with competitors or any other party that might decrease or restrict trade competition.
6. Not obtaining sensitive information about competitors through dishonest or improper ways, and not releasing or failing to protect the Company's secrets from competitors.

Section

09

Code of Conduct for Business Partners

1. Procurement must adhere to and operate in compliance with the Company's rules, regulations, and policies.
2. Selecting business partners fairly by evaluating partners and/or contractual parties on the basis of their credentials, work quality, experience, past performance, and business competence, financial stability and the ability to deliver on time.
3. Selecting business partners and/or contract parties that are competitive in terms of price, technology services with the records for future review.
4. Regarding recruiting, juristic persons must be recruited first unless individual expertise is required (or for the Company's business operations benefits)

Section

10

Code of Conduct for Government Agencies

1. Conducting business with government agencies in an ethical manner and carrying out the duties in a direct and polite manner as with regular customers.
2. Avoiding certain activities may incentivize the state or government employees to act in a wrongful manner.
3. Abstaining from cooperating with and supporting government officials in conduct that appear to be corrupt.
4. Not providing presents or gifts to government officials for business purposes except for the case of tradition. The present must be of reasonable value and not excessive in accordance with accepted business practices and carried out in accordance with the limit of authority of the Company.
5. Collaborating with government agencies to support community and social initiatives.

Section

11

Code of Conduct for Society, Environment, Health and Safety

11.1 Society and Environment

1. Support and provide necessary support to the communities surrounding the workplace in order to create jobs for the community, creating income and uplift living standards.
2. Providing opportunities for the community and stakeholders to comment on projects that may have an impact on the community, as well as any comments or complaints originating from the Company's operations.
3. Adhering to international standards or agreements on issues pertaining to the prevention or reduction of environmental damage.

4. Improving the quality of housing projects and services by mitigating negative social and environmental repercussions.
5. Product design, material selection, and manufacturing processes that promote energy efficiency and environmentally friendly products.
6. Making efficient use of natural resources and equipment.
7. Assessing the risks and implications on the environment and safety prior to investing in any businesses.

11.2 Health and Safety

1. Minimizing the danger of occupational hazards and ensuring that one's physical health is in good condition prior to performing work.
2. Individuals who perform work that puts their lives or health at risk must obtain information about possible dangers or hazards and adhere to Major Development Group's safety measures.
3. When operating procedures with risks, if the result is unsure, employees must stop or slowdown the operations and consult with experts immediately.
4. Notifying superiors immediately of any workplace anomalies that may jeopardize health and safety.

Section

12

Code of Conduct for Anti-Corruption and Corruption

1. Adhering to applicable rules, regulations, and codes when communicating with or conducting business with government and private agencies.
2. Recording and keeping operations procedures and documents as evidence for investigations.
3. Directors, executives, and employees are prohibited from committing any act relating to corruption of any kind, whether directly or indirectly, toward government agencies or private agencies, contractors and other related contractors, whether by offering or making promises, making claims, or requesting or accepting monetary or non-monetary bribes.
4. Procurement must be transparent and verifiable, following the Company's regulatory standards.

Section

13

Code of Conduct for Company Information and Assets

1. Recording the reports, and preserves internal information accurately, completely, and factually in compliance with the Company's timeline and requirements established under the laws.
2. Utilizing electronic devices, electronic data, and various information technologies must be in line with the Company's information technology policy and laws and not for personal gain or any other political benefit.
3. Keeping passwords secure and not allowing others to use them to access the Company's information systems.
4. Without obtaining consent, the Company has the right to monitor the use of electronic devices, electronic data, and information technology, including data transfer and storage.
5. Ensuring that the Company's intellectual property is protected and maintained against unlawful use or distribution.
6. All works resulting from the fulfillment of responsibilities are the Company's property unless the Company has been expressly permitted to regard the work as of the thinker, inventor, researcher, or otherwise.

7. Employees are responsible for safeguarding reports, internal data, formulae, statistics, programs, methods, processes, and facts that represent the Company's intellectual property.
8. Employees must return to the Company all intellectual property upon termination of employment or upon the Company's request.
9. Complying with intellectual property rules in the countries in which the Company conducts business by consulting with the Company's intellectual property experts.
10. Not disclosing internal information to outsiders or non-related parties that could affect the Company's stock price.
11. Not providing trading advice on the Company's securities unless it relates to the Company's allocated duties.
12. Employees and others who have access to confidential information are prohibited from disclosing or sending confidential information or secrets to unrelated parties, such as family members, relatives, or friends.

Complaint Policy

Major Group Development anticipates that Major Group Development's personnel will collaborate and comply with corporate governance and business ethics, as well as the Company's work practices. There is assistance available to answer queries about the Company's code of conduct and work standards. The Company provides all employees with the ability to register complaints about improper behavior or violations of the Company's Code of Conduct, as well as to asking questions at Internal Audit and Human Resources departments.

Recommendations for Dealing with Ethical and Work-Related Issues

Reporting violations or non-compliance with the Code of Conduct. Those who witness violations or non-compliance with the Code of Conduct may direct questions or concerns to the following individuals via telephone, e-mail, letter, or personal notification:

1. Director
2. Supervisor
3. Secretary of the Board of Directors
4. Director of Human Resources Department
5. Internal Audit Manager

After the complaints have been filed, the Managing Director must be notified within 24 hours. Major Development Group will conduct an investigation into any complaints as fast as possible and in the strictest confidence. Major Group Development expects employees to comply with authorized investigations into allegations of Code of Conduct and Work Conduct violations or non-compliance.

Protection and Mitigation of Damage to Whistleblowers, Complainants, and Anyone Who Assist in Reporting the Violation or Non-compliance of the Code of Conduct.

Whistleblowers, complainants or others who assist in investigations will be protected in accordance with the Company's policy. They have the option to disclose themselves. Whistleblowers, complainants or informants should make themselves available to the Company's investigators for the purpose of the investigation. The Company will treat the information reported or complained about as confidential or may release it to the extent necessary without prejudice to the whistleblowers, complainants, or others with appropriate protection. If the whistleblowers, complainants, or others believe that they are not safe, they will be adequately compensated for any damages.

Actions that Fall under the Purview of the Code of Conduct

1. Failing to comply or suggesting others not to comply with the Code of Conduct
2. Ignoring when others violate the Company's Code of Conduct
3. Failing to cooperate with an investigation of a violation of the Code of Conduct
4. Corruption at all levels of the Company
5. Failing to adhere to accounting regulations
6. Failing to comply with regulations of the Stock Exchange for staffs, managers and employees.
7. Inability to adhere to professional or industry standards.

Penalties

The Company has established the following consequences for people who violate the Code of Conduct:

1. Verbal warning
2. Written warning
3. Salary deduction or unpaid leave
4. Termination

The Company shall assess penalties in light of the severity of the offense committed, as well as the offender's history of behavior and intents, and may penalize an offender under one or more of the following items concurrently without resorting to the descending sequence specified above.

Attachment 6

REPORT OF AUDIT COMMITTEE

Audit Committee of Major Development Public Company Limited consists of 3 independent directors, which have knowledge and experience of law, business management, accounting and administration that Mr. Chanin Roongsang is the Chairman of the Audit Committee, Mr. Sanguankiat Lewmanomont, and Mrs. Suparanan Tanviruch are the Audit Committee

The Audit Committee has performed its duty according to the scope of authority as approved by the Board of Directors including under the charter of Audit Committee complies with the regulation of Stock Exchange of Thailand. The important duties have included verification on the Company to have accurate financial report and adequate information disclosure, verification on the Company to have adequate and proper internal control system. In 2021, there are total of 8 meetings. The essence was concluded as follows.

1. Reviewed and approved Quarterly Financial Statements and 2021 Annual Financial Report before proposing the Board of Directors for approval consideration. The Audit Committee attended the meeting to mutually consider with the Company's certified public accountant in order to ensure on the accuracy, completeness of the financial report, important accounting adjustments, adequacy of accounting recognize, auditing scope, adequate information disclosure and independence of auditor. The Audit Committee is confident that the company's financial statement preparation process is in accordance with the general accounting standards which is certified and consistent practice includes disclosure of important information is in time and adequate.
2. Reviewed the Company's and subsidiaries' related transactions, connected transactions and transactions with potential conflicts of interest in order to ensure that inter-transaction doing was carried out according to normal business condition with adequate and complete information disclosure. The Audit Committee confirms that the connected transactions are appropriate and beneficial for the company and shareholders
3. Reviewed internal control system by considering the audit report of the internal audit and the auditor's report and reporting to the Board of Directors in order to ensure that observations about internal control have been timely and accurately improved and corrected. The Audit Committee has an opinion that the Company has had adequate internal control system.
4. Reviewed the company complied with the relevant laws, rules includes regulations of the stock exchange of Thailand, the commitments with third parties and important business transaction with related companies which disclosed in the financial statements and notes to the financial statements in accordance with the regulations of the Stock Exchange of Thailand. The Audit Committee agrees with the auditor that the business transactions are in accordance with the criteria of the normal business practice.
5. Reviewed the adequacy and appropriateness of the Internal Audit Office's structure as well as considered the scope of work, audit plans, internal audit reports and monitoring of corrective actions. The internal audit function was found to fulfill the set objectives and plan. The unit also sought to improve its quality of audits, both in terms of staff and operating procedures, to the auditing standards.
6. Selection and appointment of the auditor for the year 2022 that appoints EY Office Company Limited as the auditor of the Company for another 1 year including the auditor's fee for the year 2022 and proposes to the Board of Directors for consideration and approval from the meeting of the Annual General Meeting of Shareholders 2021. The Audit Committee has an opinion that the company has prepared the financial statements correctly, good business operations, appropriate internal control system in accordance with laws, rules includes regulations that related with the business operations of the company as well as the disclosure of related transactions under good governance that emphasizes the transparency and the credibility.



Mr. Chanin Rungsaeng

Chairman of Audit Committee



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