



Rhom Bho Property

RHOM BHO PROPERTY PUBLIC COMPANY LIMITED

Annual Registration Statement

Annual Report

2022

Form 56-1 One Report



THE
TITLE



Content

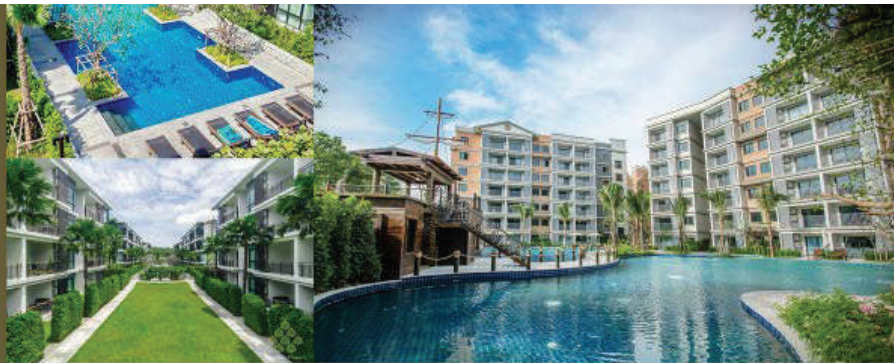
	Page
Message from The Chairman of Board Director	3
Board of Directors	4
PART 1 BUSINESS AND PERFORMANCE	12
1. Structure and Operations of the Corporation	13
2. Risk Management	46
3. Driving Business for Sustainability	52
4. Management Discussion and Analysis	63
5. General Information and Other Important Information	84
PART 2 CORPORATE GOVERNANCE	85
6. Corporate Governance Policy	86
7. Corporate Governance Structure and Information of the Board of Directors, Subcommittees, Executives, and Other Employees	115
8. Significant Performance of Corporate Governance Report	124
9. Internal Control and Connected Transactions	128
PART 3 FINANCIAL STATEMENTS	136
• Responsibilities of the Board of Directors for Financial Report	137
• Auditor's report	138
• Statement of financial position	135
PART 4 CERTIFICATION OF THE ACCURACY OF INFORMATION	195
ATTACHMENT	197
ATTACHMENT 1 Directors and Management Team Details	198
Person assigned the highest responsibility in accounting and finance	
Persons assigned to be directly responsible for accounting controls , company's secretary	
ATTACHMENT 2 Information of Subsidiaries' Director	210
ATTACHMENT 3 Detail of Head Internal Audit	212
ATTACHMENT 4 Operating Assets	213
ATTACHMENT 5 Corporate Governance Policy and Code of Conduct	223
ATTACHMENT 6 Audit Committee Report	282



VISION

วิสัยทัศน์

We are committed to creating communities that live in harmony with the tourist industry.



Mission

พันธกิจ

- To promise good governance and focus in good morals and ethics in accordance with Buddhist principles.
- To create quality products that exceed the expectations of our residents.
- To create a community and environment that is compatible with nature.
- To guarantee after-sale support to ensure continuous quality service and to maintain the confidence of our residents.
- To control and supervise operations in order to meet targets and maximize the return of profits to shareholders.

Message from The Chairman of Board Director

Dear Shareholders,

The year 2019 was one of stable growth for Rompho Property PCL, or "TITLE". We were able to regain our business goals and maintain a strong financial position as a leader in alternative real estate development in Phuket.

In 2022, Phuket's alternative property development business continued to face challenges arising from economic and social changes at both domestic and international levels. Some of the pressing issues include rising inflation and record levels of household debt, as well as the global economic impact of conflict between major powers. To navigate these challenges, the company must adapt its business strategy to the current situation. Rom Pho Company Property PCL recognizes the multifaceted impact of recent events and is taking a comprehensive approach to assess the situation thoroughly. By doing so, we were able to resume the strong growth that characterized the company over the course of the previous year. In addition, we remain committed to upholding good corporate governance and engaging in social activities.

Looking ahead to 2023, we anticipate continued improvement in the tourism sector. The full reopening of the country, coupled with China's easing of compulsory quarantine measures, is expected to bring 20-25 million foreign tourists to Thailand. This will be wonderful for Phuket Island which is a major destination. As such, we are prepared to launch new projects to meet the evolving needs of international customers. This is likely to increase transaction volume, resulting in sustainable company growth. On behalf of Rom Pho Company Property Public Company Limited and its management team and employees, I, as the Chairman of the Board of Directors, would like to express our gratitude to all shareholders and stakeholders for their unwavering trust and support. We remain committed to working towards the advancement and growth of the company in the best interest of all parties involved.



Mr. Suvit Lamsam

Chairman of the Board

Board of Directors and Management



Mr. Suvit Lamsam

Chairman of the Board of Director / Chairman of the Audit Committee / Independent Director



Mrs. Jittima Sajjavanij Intujunyong

Chairman of the Nomination and Compensation Committee / Deputy of chairman of the Board of Director / Audit Committee Member / Independent Director



Mr. Chaivuth Chittrakhani

Chairman of the Risk Management Committee / Audit Committee Member / Independent Director



Mr. Viroj Hutajuta

Director



Mr. Dendanai Hutajuta

Director / Chief Executive Officer / Chairman of the Executive Committee / The Nomination and Compensation Committee Member / Managing Director of Sales & Marketing (Acting) / Managing Director of Planning & Control (Acting)



Mr. Darong Hutajuta

Director / Executive Committee / Risk Management Committee Member / The Nomination and Compensation Committee member / Managing Director of Product Development



Mr. Prasert Vannacharoen

*Director / Executive Committee / Risk Management Committee
Member / Managing Director of Operation and Legal*



Mrs. Sriratana Hutajuta

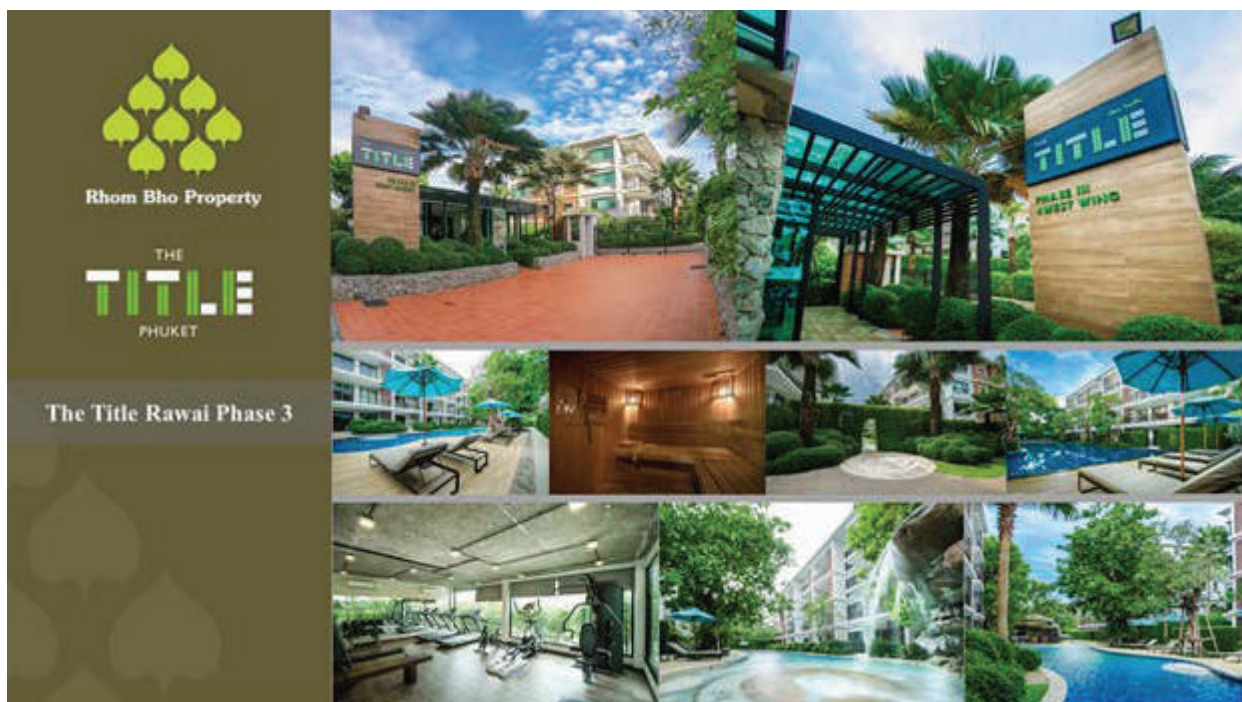
Director



Ms. Cheraya Udomvongsup

Director / Deputy Managing Director of Accounting and Finance









Rhom Bho Property



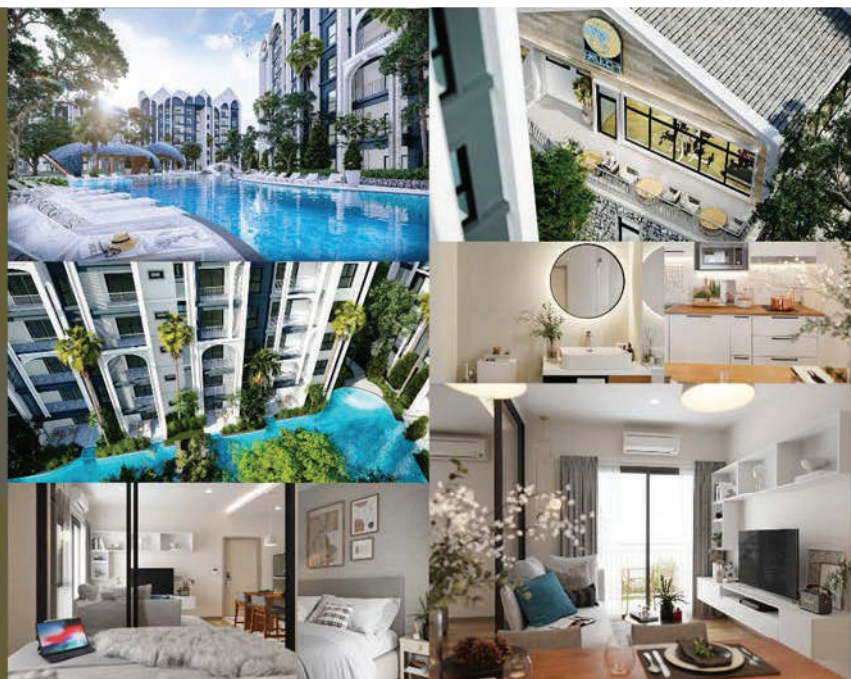
OUR PROJECT




Rhom Bho Property



The Title Halo 1





PART1

PART 1 BUSINESS AND PERFORMANCE

1. Structure and Operations of the Corporation

Policy and Overall Business Operations

Rhom Bho Property Public Company Limited, or "TITLE", was established on September 27th, 1989 with a registered capital of 1 million Baht by Miss Sirirat Sarttrapai, whose initial purpose was to trade speculative land in the Phuket area under the name of "Country Club Company Limited", the group of Mr. Dendanai Hutajuta, who is knowledgeable and experienced in real estate development, realized the opportunity that the land occupied by the company has its potential, he has acquired shares from Miss Sirirat Satrapai's Group, the shareholders. The main purpose is to develop the land owns by the company as real estate for sale. After that, he started to develop real estate business from 2007 onward and changed the name to Rhom Bho Property Public Company Limited.

After the management of Mr. Dendanai Hutajuta, the company has pioneered and developed real estate. It started with the development of the Luxury Class on Rawai Beach in 2008, but based on market research and consumer behavior studies, condominium products are more suited to the needs of consumers. The company then has adjusted its business plan to focus on condominium development and launched a condominium project under the name "The Title" which is a low rise 4 floors condominium in 2011 on Rawai Beach, Phuket. The business was strengthened by the development of the company's land and with an outstanding location, unique design of the project, the quality of construction, the environment of the project emphasizes the tranquility and sense of relaxation as the hotel or resort. The goal is to create value and impression to customers. Therefore, the projects developed by the company have received good response from customers continuously.

After the Title Rawai Phase 1 was launched in 2011, achieved in terms of sales The Title Rawai Phase 2, The Title Rawai Phase 3 and The Title Residencies Naiyang Phuket 1 The Title Residencies Naiyang Phuket 2 continue to be available for the 2012-2013 period. In addition, the company was launched The Title V (The-Title-We) Rawai Phase 5 Which is a condominium of condotel 5 floors 4 buildings project value 1,011 billion baht and grand opening for sale in November 2018 and continues to explore the potential for property development in other potential locations.

In 2018, the Company launched The Title V (Rawai Beach, Phase 5), a condominium in the form of 4 buildings, 5 floors, with a project value of approximately 1,000 million baht. It was launched for sale in November 2018 and received feedback from customers as well.

Year 2022, the Company launched The Title Halo project, a 7-storey condominium with 6 buildings located on Nai Yang Beach. Phuket Province Project value approximately 1500-1600 million baht, starting to book in the Halo part 1 of 3 buildings with 168 rooms in November 2022 and Part 2 by 2023. The project design style still focuses on the shady environment. suitable for relaxation .The location is near the airport.

The company has significant changes and developments in business operations and management as follows.

Year 1989

- Registered on September 27th, 1989 by Miss Sirirat Sartrapai's group, with the initial objective of speculating land for sale in Phuket under the name of "Country Club Company Limited" with the initial registered capital of 1 million baht consisting of 10,000 ordinary shares with a par value of 100 baht per share. The office was located at 267/4 Soi Sukhumvit 22 (Sai Namthip), Sukhumvit Road, Khlong Tan Subdistrict, Phra Khanong District, Bangkok.

Year 2007

- The group of Mr. Dendanai Hutajuta, who has knowledge and experience in the real estate industry, appreciates the potential of the land that the company holding. They have made memorandum of agreement joint venture to purchase stock from group of Miss Sirirat Sartrapai, a former shareholders. The main objective is to bring the land company holding area in Rawai Beach, Phuket Province to develop a real estate for sale provided by contract memorandum of agreement, a joint venture with a former shareholder to gradually pay for shares when the property can be developed and sold on the said land.
- Change the company name to "Rhom Bho Property Co., Ltd.," and change the business objective to be real estate development.

Year 2008

- Began to develop a luxury class single house project for sale by using the name "Villa", but from the market research and consumer behavior studies found that the condominiums are more suitable for consumer demand in those locations. Therefore, they adjusted the business plan to focus on condominium real estate development.

Year 2011

- Change the land development model from a single-luxury house (Luxury Class) to low-rise condominium, focusing on resort-style projects by the launching The Title Rawai Phase 1, which is a 4 storey condominium project on area of 4-2-66.80 Rai, 160 units, located in Rawai Beach area, Rawai Sub-district, Mueang Phuket District, Phuket the project value is approximately 494 million baht.
- Relocated the headquarter to 39/133 Soi Pracha Uthit 91, Thung Khru Subdistrict, Thung Khru District, Bangkok.

Year 2012 - 2014

- The group of Mr.Dendanai Hutajuta purchased the shares from Miss Sirirat Sartrapai, a former shareholder under to the memorandum joint venture has made up in 2007.
- The company launched The Title Rawai Phase 2, a 4-storey condominium project on the area of 4-2-91.80 Rai, in total of 120 units, located in Rawai Beach area, Rawai Sub-district, Mueang Phuket District, Phuket, which is next to the original area of The Title Rawai Phase 1, value approximately 452 million baht.
- The company had resolved to pay dividends at the rate of 84 baht per share from the number of 5 million ordinary shares, equivalent to 4.20 million baht.

- The company increased the registered capital from 1 million baht to 5 million baht by offering new shares to existing shareholders to be used as funds for construction and future project development.
- The company had to pay dividends of 600 baht per share from 5 million ordinary shares, equivalent to 30.00 million baht.
- The company launches The Title Rawai Phase 3, a 4-storey condominium project on an area of 7-2-87 Rai, in total of 240 units, located in Rawai Beach area, Rawai Sub-district, Mueang Phuket District. Phuket Which is adjacent to the same area of Phase 1 and Phase 2, the project value is approximately 1,118 million baht.

Year 2015

- The company had a resolution to pay a dividend at the rate of 1,500 baht per share from 5 million ordinary shares, equivalent to 75.00 million baht.
- The company increased registered capital from 5 million baht to 70 million baht by offering additional shares to existing shareholders to be used as funds for construction and future project development.
- The headquarter moved to No. 53 Sukhonhasawat Road, LatPhrao Subdistrict, LatPhrao District, Bangkok.

Year 2016 - 2017

- The company launched the Title Naiyang Phase 1, a 7-storey condominium project on an area of 4-2-55.1 Rai in total, of 252 units, located in Naiyang Beach area. Thep Kasattri Road - Naiyang Soi Bangma Lao 2/2 Village No. 5, Saku Subdistrict, Thalang District, Phuket Province The project value is approximately 599 million baht.
- Establishment branch at No. 469 Village No. 6, Rawai Sub-district, Mueang Phuket District Phuket,
- The company has approved a dividend of 112 baht per share from 70 million ordinary shares, equivalent to 78.40 million baht.
- The company increased the registered capital from 70 million baht to 140 million baht by offering new shares to existing shareholders to be used as funds for construction and future project development.
- The company transformed into a listed company under the name of " Rhom Bho Property Public Company Limited" and changed the par value of the shares from 100 baht per share to 0.50 baht per share as well as increasing the registered capital from 140 million baht to 200 million baht by issuing and offering of 120 million shares (par price of 0.50 baht).
- On 2nd October 2017, Thailand Securities Depository Company Limited (TSD) appointed a securities registrar.
- On 2nd November 2017, the Stock Exchange of Thailand Board of Directors has sent to receive ordinary shares of Rhom Bho Property Public Company Limited to be listed securities and has officially entered into the securities trading (First day Trade).

Year 2018

- The company launched the Title Naiyang Phase 2, a 7-storey condominium project on an area of 4-3-8 Rai, 220 units, located in Naiyang Beach area. Thep Kasattri Road - Naiyang Soi Bangma Lao 2/2 Village No. 5, Saku Subdistrict, Thalang District, Phuket Province The project value is approximately 798 million baht and construction were completed in the 4th quarter of 2018.

- The 2018 Annual General Meeting of Shareholders resolved to pay dividends to shareholders in total 22,222,222.40 baht, equivalent to dividend payment at the rate of 0.05555556 baht per share or equivalent to 54.35 percent of the net profit by allocating to the existing shareholders by paying dividends and cash as follows.

1. Dividend payment is 40,000,000 ordinary shares of the company (with a par value of 0.50 baht per share), representing dividends at the rate of 0.05 baht per share to the existing shareholders at the rate of 10 per 1 share of the stock dividend, totaling 20,000,000 baht. In the event that the ordinary shares resulting from the dividend payment are calculated as fractions of shares, the Company will pay dividends in respect of such fraction of cash to shareholders at the rate of 0.005555556 baht per share.

2. The dividend payment date is on 18th May 2018 from which the company dividend payment on a stock dividend; the company, therefore, increased the registered capital from the original registered capital of 200,000,000 baht to the new registered capital of 220,000,000 baht.

- On 5th October 2018, the company signed a contract appointment group of company Best Western Inc. (BWI) to manage the rooms for The Title Rawai Phase 5 which is a condominium in the form of Condotel.
- November 2018, the company launched The Title Rawai Phase 5 project, a 5 storey condominium project on a 5 rai of 228 units by divided into investment area and residential area, managed by Best. Western Inc., project value 1,011 million baht.
- Purchased additional 3-2-9.3 Rai of land in Naiyang Beach and 35-0-4.7 Rai of Bang Tao Beach to support the future project development.

Year 2019

- The 2019 Annual General Meeting of Shareholders resolved to pay dividends in the amount of 219,999,520 ordinary shares (with a par value of 0.50 baht per share), representing a dividend payment of 0.25 baht per share. In the event that the ordinary shares arising from dividends are calculated as fractions of shares, the Company will pay dividends in the amount of 109,999,760 baht. The remaining shares of the cash to shareholders at the rate of Baht 0.25 per share Cash dividend per share 0.27777778 baht. The dividend payment date was on May 24th, 2019.
- With the 2019 Annual General Meeting of the shareholders of the company held on 29th April 2019, a resolution was passed regarding the registration of the company's registered capital reduction. Increase registered capital as follows.
 - Reducing the registered capital in the amount of 480.50 baht from 220,000,000 baht to a new registered capital. 219,999,519.50 baht.
 - Increased the registered capital of 109,999,760 baht from the original registered capital of 219,999,519.50 baht is the registered capital of 329,999,279.50 baht to support the stock dividend payment.
- The Board of Directors Meeting No. 3/2019, held on May 17th, 2019, has approved the share repurchase program for financial management purposes. The maximum limit of repurchasing shares is 99,000,000 baht. Specify the number of repurchased shares of 15,000,000 shares from the par value of 0.50 baht per share, equivalent to 3.41 percent of all already shares sold. By purchasing on the Stock Exchange of Thailand and the period for repurchasing shares from 31st May 2019 to 30th November 2019.

From which the company registered number of additional shares sold supported the stock dividend payment already on May 24th, 2019, made the ratio of repurchased shares change to 2.27 percent of the already shares sold.

Year 2020

- The 2020 annual general meeting of shareholders resolved to pay dividends in the amount of 65,627,052 ordinary shares (with a par value of 0.50 baht per share), representing a dividend payment of 0.05 baht per share. In the event that the ordinary shares arising from dividends are calculated as fractions of shares, the company will pay dividends in the amount of 32,813,526 baht. The remaining shares of the cash to shareholders at the rate of baht 0.05 per share cash dividend per share 0.0055555556 baht. The dividend payment date was on May 22th, 2020.
- With the 2020 annual general meeting of shareholders of the company held on 29th April 2020, a resolution was passed regarding the registration of the company's registered capital reduction. Increase registered capital as follows.
 - Reducing the registered capital in the amount of 15.50 baht from 329,999,279.50 baht to a new registered capital 329,999,264 baht.
 - Increased the registered capital of 32,813,526 baht from the original registered capital of 329,999,264 baht is the registered capital of 362,812,790 baht to support the stock dividend payment.

Year 2021

- With the 2021 annual general meeting of shareholders of the company held on 29th April 2021, a resolution was passed regarding the registration of the company's registered capital reduction. Increase registered capital as follows.
- Reducing the registered capital in the amount of 43.50 baht from 362,812,790 baht to a new registered capital 362,812,746.50 baht.

Year 2022

- The company moved the Bangkok office. Formerly located at 53 Ladprao Road, Lad Phrao District, Bangkok to 444-444/1 Pracha Uthit Road, Huai Khwang District, Bangkok on January 6, 2022.
- Termination of the management contract by Best Western Inc for The Title Phase 5 project in the Investment Area due to the country's economic conditions during this period. The Company cannot operate in a condotel form.
- The Board of Directors' meeting of the Company on 9 November 2022 resolved to reduce the registered capital from the registered capital. due to the expiration of the period to sell the repurchased shares By writing off 3,728,000 shares of repurchased and unsold shares at a par value of 0.50 baht per share, reducing the registered capital of 725,625,493 shares from the registered capital. 362,812,748.50 baht, new registered capital 721,897.493 shares, registered capital 360,948,746.50 baht
- Launched The Title Halo project, a 7-storey condominium project located in Nai Yang Beach, Phuket. By opening reservations in November 2022, Part 1, 3 buildings, 168 rooms, and Part 2, 3 buildings, 161 rooms by 2023.

Nature of Business

1. Revenue Structure

Revenue structure of the company Classified by project type from 2020-2022

Revenues from Sale of Goods and Rendering of Services ^{1/}	Financial Statement (Audited)					
	Year 2020		Year 2021		Year 2022	
	Value (Million baht)	Proportion (percent)	Value (Million baht)	Proportion (percent)	Value (Million baht)	Proportion (percent)
The Title Rawai Phase 1					15.05	2.53
The Title Rawai Phase 3	4.96	5.35			9.07	1.52
The Title Naiyang Phase 1	33.10	35.68	7.99	10.51	62.13	10.42
The Title Naiyang Phase 2	43.59	46.98	7.10	9.34	10.63	1.78
The Title Phase 5			51.36	67.54	484.20	81.25
Revenues from Sale of Goods and Rendering of Services Total	81.65	88.00	66.45	87.39	581.08	97.50
Other Revenues ^{2/}	11.13	12.00	9.59	12.61	14.88	2.50
Total Revenues	92.78	100.00	76.04	100.00	595.96	100.00

Note: ^{1/} Revenues from Sale of Goods and Rendering of Services include revenue from sales of real estate and related income from the sale of real estate such as income from furniture and condominiums. Revenue from utilities.

^{2/} Other Revenues includes income from breach of contract, interest, rental revenue from the guarantee return. The Company's revenue from corporate management The Title Rawai Phase 3, Naiyang Phase 1,2

2. Product and Service

Rhom Bho Property Public Company Limited ("company") is a property development company for sale especially the development of residential condominium projects in the potential areas. It focuses on the unique design of the project, quality of the construction, the environment of the project emphasizes the tranquility and sense of relaxation as in the hotel or resort. The aim is to create value and impression for customers to meet the needs of target groups both Thai and foreigners. The progress of each project as of December 31st, 2022 is as follows.

The sales status, the transfer of ownership, and the construction of the Company's projects as of December 31st, 2022

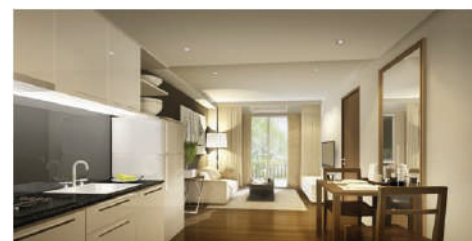
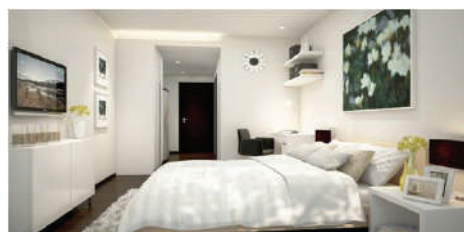
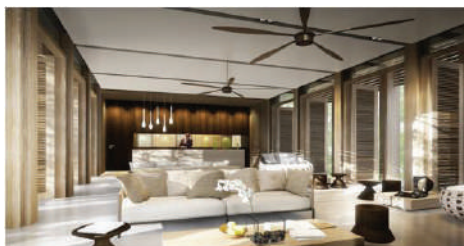
Project	Location	Project characteristics	Month / Year of Reservation / Sales	Month / Year of construction completed or expected to be completed.	Project area (rai-ngan-wa)	Project value (1)		Cumulative sales ^{1/} (2)		Accumulated transfer of ownership ^{2/} (3)		Remaining for Sale (1) – (2)		Percentage of construction progress	Percentage of revenue recognition (3)/(1)
						number (unit)	value (Million baht)	number (unit)	value (Million baht)	number (unit)	value (Million baht)	number (unit)	value (Million baht)		
1. The Title Rawai Phase 1	Rawai Beach, Phuket	condominium 4 floors	Sep 2011	Dec 2013	4-2-66.8	160	474	160	474	159	470	0	0	100	99.16
2. The Title Rawai Phase 2	Rawai Beach, Phuket	condominium 4 floors	Jul 2012	Feb 2014	4-2-91.8	120	437	120	437	120	437	0	0	100	100.00
3. The Title Rawai Phase 3	Rawai Beach, Phuket	condominium 4 floors	Oct 2013	Dec 2015	7-2-87	240	1,118	240	1,118	240	1,118	0	0	100	100.00
4. The Title Rawai Phase 5	Rawai Beach, Phuket	condominium 5 floors	Nov 2019	Sep 2021	5-1-0	228	947	226	938	128	526	2	9	100	55.54
5. The Title Naiyang phase 1	Naiyang Beach, Phuket	condominium 7 floors	Apr 2016	Oct 2018	4-2-55.1	252	638	252	638	245	616	0	0	100	96.55
6. The Title Naiyang Phase 2	Naiyang Beach, Phuket	condominium 5,7 floors	Oct 2017	Oct 2018	4-3-8	220	797	220	797	219	793	0	0	100	99.50
7. The Title Halo Phase 1	Naiyang Beach, Phuket	condominium 7 floors	Dec 2022	Dec 2024	4-2-5.5	168	767	29	120	0	0	139	647	0	0.00

Note : ^{1/} Cumulative sales of units that are booked and / or contracted to buy and sell. And / or condominium units. Accumulated transfer of ownership is a unit with transfer of ownership already.

Our project which was launched on December 31st, 2022 is summarized as follows:

The Title Rawai Phase 1

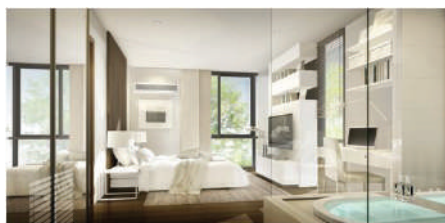
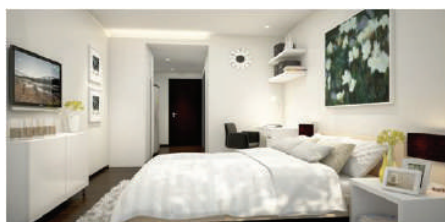
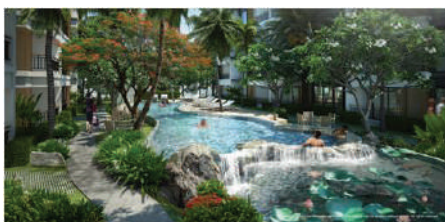
Landscape



Location	Rawai Beach, Phuket
Status	Construction is complete and on sale
Project area	4-2-66.8 (rai-ngan-wa)
Project design	Condominium 4 floors 4 buildings
Unit	160 Units
Unit type	Studio (27 sq. m.) 16 Units 1 Bedroom (34 - 45 sq. m.) 112 Units 2 Bedrooms (63 sq. m.) 32 Units
Project value	494 million baht
Average selling price/sq. m.	66,000 Baht/sq. m.
Target group	<ul style="list-style-type: none"> Thai clients (Phuket Locals) Thai clients (Real estate investors) Foreign clients (Tourists / Real estate investor / Retirees) Businessman
Project Highlight	<ul style="list-style-type: none"> Our company's first project on the island of Phuket was built with the concept based on living in tranquility The project's facilities include a 25-meter swimming pool, Finnish sauna, tropical garden, outdoor recreational areas and 24-hour security system. The project's location is fully complemented by basic infrastructure, a significant increase in the numbers of tourists and provides a great opportunity for an excellent return on investments. It is located at the South of the Phuket Island, in the most beautiful area of Rawai, close to the popular Naiharn Beach, Promthep Cape. We use high quality materials to create a beautiful project with outstanding living and longevity to keep you safe and worry-free. Price is reasonable with the quality of the material, friendly to the community and the environment. It is considered one of the best prices in Phuket.

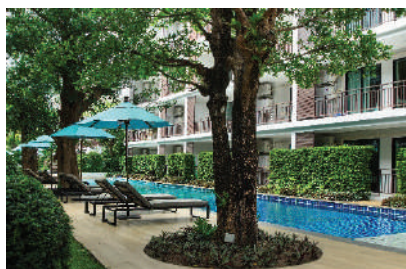
The Title Rawai Phase 2

Landscape



Location	Rawai Beach, Phuket
Status	Construction is complete and the sale is closed.
Project area	4-2-91.8 (rai-ngan-wa)
Project design	Condominium 4 floors 3 buildings
Unit	120 Units
Unit type	Studio (27 sq. m.) 12 Units 1 Bedroom (34 - 45 sq. m.) 84 Units 2 Bedrooms (63 sq. m.) 24 Units
Project value	452 million baht
Average selling price/sq. m.	80,000 Baht/sq. m.
Target group	<ul style="list-style-type: none"> Thai clients (Phuket Locals) Thai clients (Real estate investors) Foreign clients (Tourists / Real estate investor / Retirees) Businessman
Project Highlight	<ul style="list-style-type: none"> The second project in the south of Phuket was created with the strong determination to improve from The Title Rawai Phase 1 The Title Phase 2 is located alongside with The Title Phase 1 on the beautiful beachfront of Rawai beach. It features 3 of 4-storey buildings with 120 units in total. There are 3 room types: studio, 1bedroom and 2 bedrooms. Complete your holiday and totally refresh yourself at our lotus ponds, waterfall, barbecue zones and pool. Suitable and reasonable price for the quality of materials that we intend to choose for our residents. The quality of the material meets the standards. We pay attention to every detail of the construction.

The Title Rawai Phase 3

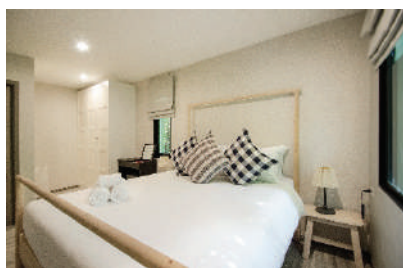


Landscape



Location	Rawai Beach, Phuket
Status	Construction is complete and on sale is closed.
Project area	7-2-87 (rai-ngan-wa)
Project design	Condominium 4 floors 7 buildings
Unit	240 units
Unit type	<ul style="list-style-type: none"> Studio (27 sq. m.) 44 Units 1 Bedroom (34 - 45 sq. m.) 156 Units 2 Bedrooms (63 sq. m.) 40 Units
Project value	1,118 million baht
Average selling price/sq. m.	86,500 Baht/sq. m.
Target group	<ul style="list-style-type: none"> Thai clients (Phuket Locals) Thai clients (Real estate investors) Foreign clients (Tourists / Real estate investor / Retirees) Businessman
Project Highlight	<ul style="list-style-type: none"> With our scrupulous design, you can experience the beautiful atmosphere of nature surrounded by tropical greenery and the bright blue of the pool. We have our standard system and our friendly, dedicated staff to help you get the support you need, just like receiving services from your own family. Experience the ultimate freedom in our tropical oasis - Phase 3 green garden. Feel free to use capabilities of common area, including 3 swimming pools, 2 saunas and a fitness room. Located on the magnificent beach of Rawai, The Title Phase 3 is considered to be the best project on Rawai Beach. Emphasizes simplicity with the quality of the material we choose, the elegance of the wood floor, the wall and of the furniture that is suitable for use.

The Title Residences Naiyang Phuket Phase 1

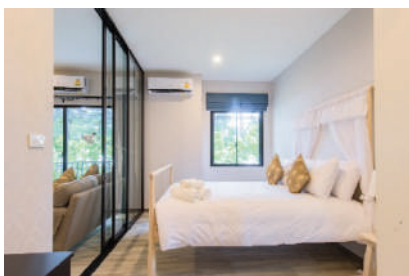


Landscape



Location	Naiyang Beach, Phuket
Status	Construction is complete and on sale
Project area	4-2-55.10 (rai-ngan-wa)
Project design	Condominium 7 floors 3 buildings (E, F, G)
Unit	252 Units
Unit type	1 Bedroom (34 - 46 sq. m) 252 units
Project value	599 million baht
Average selling price/sq. m.	61,280.84 Baht/sq. m.
Target group	<ul style="list-style-type: none"> Thai clients (Phuket Locals) Thai clients (Real estate investors) Foreign clients (Tourists / Real estate investor / Retirees) Businessman
Project Highlight	<ul style="list-style-type: none"> With the concept and inspiration of house in the forest, we create a place to rest and fulfill life in the midst of nature, soak up the tranquil atmosphere of pine tree and surrounded greenery. We take the importance of quality and punctuality in all our projects construction with absolute care and attention in every single step of the materials selection and construction process. Over 70 % of the project is being transformed into a common area where you can enjoy your time. Facilities include sunbath deck, fitness, sauna, 5 swimming pools, 1 sky pool and more. The price is considered to be the most reasonable and affordable for its location and design in the middle of beautiful nature. This project is on the prime location, situated just minutes away from Phuket International Airport and only 250 meters from the beautiful Naiyang Beach. With the perfect location, comfortable living lifestyle, close to nature and easy to travel to the top-rated tourist attraction. The project is an amazing choice for investment and living.

The Title Residences Naiyang Phuket Phase 2



Landscape



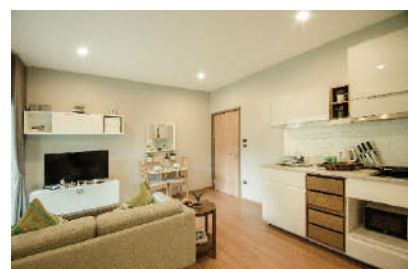
Location	Naiyang Beach, Phuket
Status	Construction is complete and on sale
Project area	4-3-8 (rai-ngan-wa)
Project design	Condominium 2,6,7 floors 4 buildings (A, B, C, D)
Unit	220 units
Unit type	<ul style="list-style-type: none"> 1 Bedroom (34 - 46 sq. m.) 206 units 2 Bedrooms (52-61 sq. m.) 14 units
Project value	798 million baht
Average selling price/sq. m.	90,525.21 Baht/sq. m.
Target group	<ul style="list-style-type: none"> Thai clients (Phuket Locals) Thai clients (Real estate investors) Foreign clients (Tourists / Real estate investor / Retirees) Businessman
Project Highlight	<ul style="list-style-type: none"> With the concept and inspiration of house in the forest, we create a place to rest and fulfill life in the midst of nature, soak up the tranquil atmosphere of pine tree and surrounded greenery. We take the importance of quality and punctuality in all our projects construction with absolute care and attention in every single step of the materials selection and construction process. Over 70% of the project is being transformed into a common area where you can enjoy your time. Facilities include sunbath deck, fitness, sauna, 5 swimming pools, 1 sky pool and more. The price is considered to be the most reasonable and affordable for its location and design in the middle of beautiful nature. This project is on the prime location, situated just minutes away from Phuket International Airport and only 250 meters from the beautiful Naiyang Beach. With the perfect location, comfortable living lifestyle, close to nature and easy to travel to the top-rated tourist attraction. The project is an amazing choice for investment and living.

The Title V (RAWAI-PHUKET)



BW Premier
COLLECTION
by BEST WESTERN

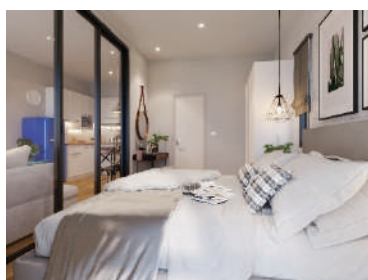
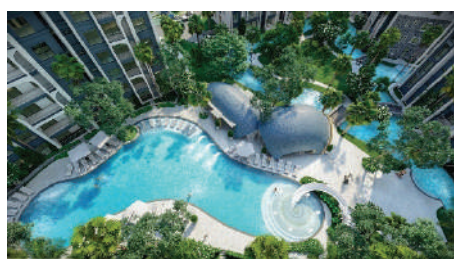
Landscape



Location	Rawai Beach, Phuket
Status	Construction is complete and on sale
Project area	5-1-0 (rai-ngan-wa)
Project design	Condominium 5 floors 4 buildings (U, V, X, Y)
Unit	228 Units Investment Area: 124 units Residential Area: 104 units By Best Western Inc.
Unit type	<ul style="list-style-type: none"> 1 Bedroom (35 sq.m.) 129 units 1 Bedroom (41 sq. m.) 84 units 2 Bedrooms (69-78 sq. m.) 15 units
Project value	1,011 million baht
Average selling price/sq. m.	111,344.45 Baht/sq. m.
Target group	<ul style="list-style-type: none"> Thai clients (Phuket Locals) Thai clients (Real estate investors) Foreign clients (Tourists / Real estate investor / Retirees) Businessman
Project Highlight	<ul style="list-style-type: none"> The highlight is the project will be divided into 2 zones Investment Zone and Residential Zone. The architect designed The Title V by using a unique combination of Thai, Japanese and Bhutanese designs, with the main concept still presenting the identity of The Title The materials chosen for this project will be better quality than the previous projects with environmentally sustainable design to use mostly natural materials and focus on simplicity, peace and tranquility but full of details The common area is approximately 65% of overall project area and offers 7 swimming pools for just 4 residential buildings, steam rooms, playgrounds, a restaurant, gyms, etc. The Title V (Rawai-Phuket) is situated on a beautiful land in a quiet area just 250 meters distance from the beach and hidden away from the main road offering peaceful and chaotic-free living to residents and investors.

The Title Halo (Naiyang-Phuket)

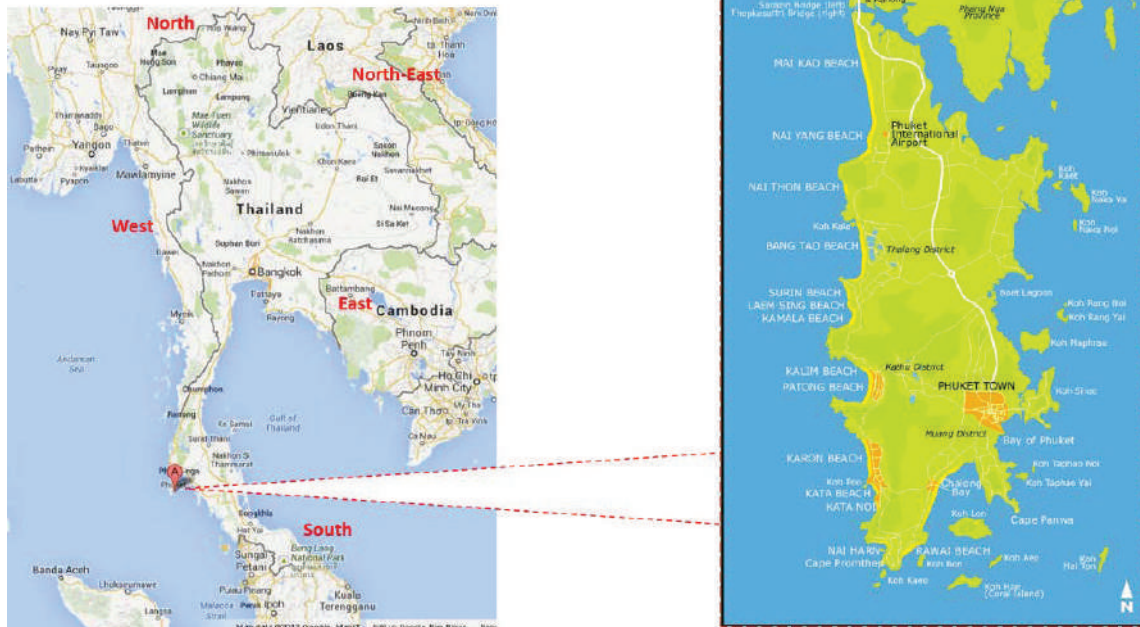
Landscape



Location	Naiyang Beach, Phuket
Status	For booking and on sale
Project area	8-3-83.40 (rai-ngan-wa)
Project design	Condominium 7 floors 6 buildings
Unit	329 Units
Unit type	<ul style="list-style-type: none"> 1 Bedroom (35 sq.m.) 129 units 1 Bedroom (41 sq. m.) 84 units 2 Bedrooms (69-78 sq. m.) 15 units
Project value	1,500-1600 million baht
Average selling price/sq. m.	Baht/sq. m.
Target group	<ul style="list-style-type: none"> Thai clients (Phuket Locals) Thai clients (Real estate investors) Foreign clients (Tourists / Real estate investor / Retirees) Businessman
Project Highlight	<ul style="list-style-type: none"> Project Location next to the tourist attraction of Phuket is Naiyang Beach Only 300 meters from Naiyang beach and 2 Km. from Phuket International Airport Common areas , Gardens within large project Swimming pool , Parking and complete facilities

Location of The Title Project

Phuket on Map of Thailand



As the real estate development business is one which requires time for project development, the Company has established the payment conditions to conform to the duration of time used in project development, for which the Company has divided into the following steps for the receipt of payments made:

- Deposits: Payment of deposits will occur when the customer has expressed interest in the apartment and has signed the apartment deposit contract with the Company.
- Sales contract fees ("contract fees"): Payment of contract fees will occur when the customer has signed the apartment purchase contract with the Company.
- Down payments: Payment will proceed in accordance with the conditions stipulated in the apartment sales contract, for which the Company will determine the number of installments and payment period durations in accordance with the duration of construction time for each project.
- Transfer of ownership fees: Payment will occur when the Company has transferred ownership of the apartment to the customer.

The payment conditions for each project belonging to the Company which have been opened for sale on December 31st, 2022 may be summarized as follows:

Project	Thai Clients	Foreign Clients
The Title V (The Title We)		
Deposits	100,000 baht	100,000 baht
Contract fees	200,000 baht	25.00% of sales value
Down payments	20.00% of sales value (including deposit and contract fee)	50.00% of sales value
Down Payments Period	24 installments	2 installments in accordance with the construction project's level of completion*
Transfer of ownership	Remaining balance	Remaining balance
The Title Halo		
Deposits	200,000 baht	100,000 baht
Contract fees	300,000 baht	25.00% of sales value
Down payments	20.00% of sales value (including deposit and contract fee)	50.00% of sales value
Down Payments Period	24 installments	2 installments in accordance with the construction project's level of completion*
Transfer of ownership	Remaining balance	Remaining balance

* Completed construction project installments include: the duration of time in which clear progress can be observed, such as the laying of the building's foundation, when the project has finished construction, etc.

Privileges received -none-

Marketing and Competition

● Product strategies

The Company is aware of the important needs of the target customer group, possesses a philosophy of real estate project development for sales using specific (Signature) characteristics, and has innovated project development as if in the creation of a work of art. The Company has given importance to scenic decorations throughout its project buildings, such as the arrangement of large waterfalls, gardening (Landscape), and allocation of large areas in the buildings to be in view of the ocean (Sea-view). This conforms to the needs of target customer groups who need a lifestyle with relaxation. Factors of area and location are also important to the development of design and decoration for each project, as each project will be decorated with designs emphasizing green areas surrounding the building and large-sized swimming pools, so that residents will feel relaxed and escape from the city's chaos. The Company gives importance to the entire atmosphere in every project and has made plans for the projects to be situated in central areas where residents can arrive for their use and truly relax. Facilities for full accommodation are prepared, along with reliable, trustworthy security systems to answer all needs of the residents in full. Furthermore, in each project the Company has considered the highest utilization of usable apartment space, with the Company's design teams developing and designing the residential apartments in a manner that allows full employment of area in the apartments, including furnishings, furniture, toiletries, and various quality decorating materials.

In addition, before the Company begins to develop any project, the Company will perform a beginning feasibility study of the project to be developed, starting from the target customer group of the project as a base and from the needs of the target customer group, in order to match the project's design format with established prices. This is the best answer to the equation of the customer group's needs.

● Pricing strategies

The Company has determined pricing strategies by considering various factors such as product location determination, target customer groups, the products' qualities, product location, and usable space. Furthermore, the company has also made project price comparisons with other projects in nearby areas, in addition to considerations for starting costs for the buildings, including land costs, design costs, construction costs, and other related expenses. The selling price determination is thus within suitable bounds that will cause the consumer to feel the product's value.

● Marketing and sales promotion strategies

The Company gives importance to various marketing media channels, with the goal that target customer groups will experience and remember the company name and projects belonging to the Company, under the following methods:

1. Advertisement through mass media, such as through various printed media in a broad circle for communications. The company will emphasize use of this media within the provinces in which the projects have been situated, so that market communications will be in line with target groups.
2. Advertisement through outdoor media, such as billboard signs and direction signs, as methods of communication for customer groups nearby the projects or close to the where the projects are situated, or in areas surrounding the target customer groups.
3. Other communications channels (Below the Line), such as news announcing building project openings, direct communications (Direct Mail), and product booths in various locations popular with the target groups, such as Phuket International Airport, shopping malls, and tourist locations.
4. Marketing communications through various media channels such as the company website: www.rhombho.co.th
Facebook <https://www.facebook.com/thetitlephuket/>, Instagram :

he_title_phuket,VK.com :<https://vk.com/club164549875>,andhttps://www.weibo.com/6364432679/profile?topnav=1&vr=6&is_hot=1 for ease of access with Russian and Chinese customers searching for real estate in Thailand, and with commercials through various websites matching target customer groups such as www.phuketall.com, communication through electronic mail (E-Mail), advertisement through various other websites, and cell phone (SMS) messages. Communication in these forms also provides another way for customers to follow construction progress and the furnishings in each project.

- **Distribution and distribution channel strategies**

The Company employs a team sales strategy, using both teams of Thais and foreigners to present and accommodate the reporting of project information, in addition to the presentation of project details and advice for financial loans with customers. This is achieved when customers visiting the project both at the sales offices at the project, or at booths in various locations, receive project information from sales teams. The teams will explain both the philosophy and origin of the design, style, and distinctive points of the projects to attract customers into desiring ownership. Furthermore, they will provide project information such as room size, apartment prices, furnishings, and facilities provided, in addition to the environment surrounding the project areas. Sample rooms will be open for interested parties to observe at the site of the project. In addition to the Company's sales teams, the Company also possesses other sales methods through representative sales agents who act as customer procurement for the Company, both as juristic persons and as specialists with foreign customer bases. These agents are tasked to act as consultants and market analysts in addition to bringing customers to visit the projects. The Company possesses the policy of providing compensation payment at value or as a percentage proportional to the sales made at market value in order to incentivize motivation in the agents and/or in the sales agents' officers who played a supporting role or provided pressure for the sales to be made. Compensation payment will be made as to the agent and/or the sales agents' officers when the customer has made a deposit and/or has signed a sales contract and/or for apartments which have had their ownership transferred only. Furthermore, customers or parties interested in the projects may inquire for information by phone or by viewing the Company website at www.rhombho.co.th, where the customer may enter to study the introductory details of each project.

- **Target groups**

The determination of the target customers of the company is divided into 2 types which are Thai and foreign customers, executives or business owners who want to have their own accommodation for resting and traveling by sea in clean, fresh atmosphere, convenient to travel, not far from Phuket International Airport and Bangkok, and also suitable for being a place to relax after retirement. In addition, there is a target group that likes to invest in real estate in the type of condominiums for rent. Once the units have been purchased and transferred, the owners can join the Rental Program which is managed by a professional hotel management company. As an alternative for the customers who are interested to buy for a long-term- return investment.

The company has therefore set up a marketing plan to boost sales with the "Guaranteed Yield" project to meet the demand of those customers. Another group of customers of the company are those who work in Phuket with the objective of being main residence. Primarily, the heavy traffic in Phuket is causing the need to live near the office that is the tourism location, or those who want to relax for a long term near the city center.

In the years 2017-2021 the Company had foreign customers holding the rights of ownership to apartments both in the Freehold category (buyers can be owners or hold rights of ownership as real estate owners) and in the Leasehold category (real estate leasing within a determined period of time, with purchasers receiving rights of residence in but not ownership over the real estate).

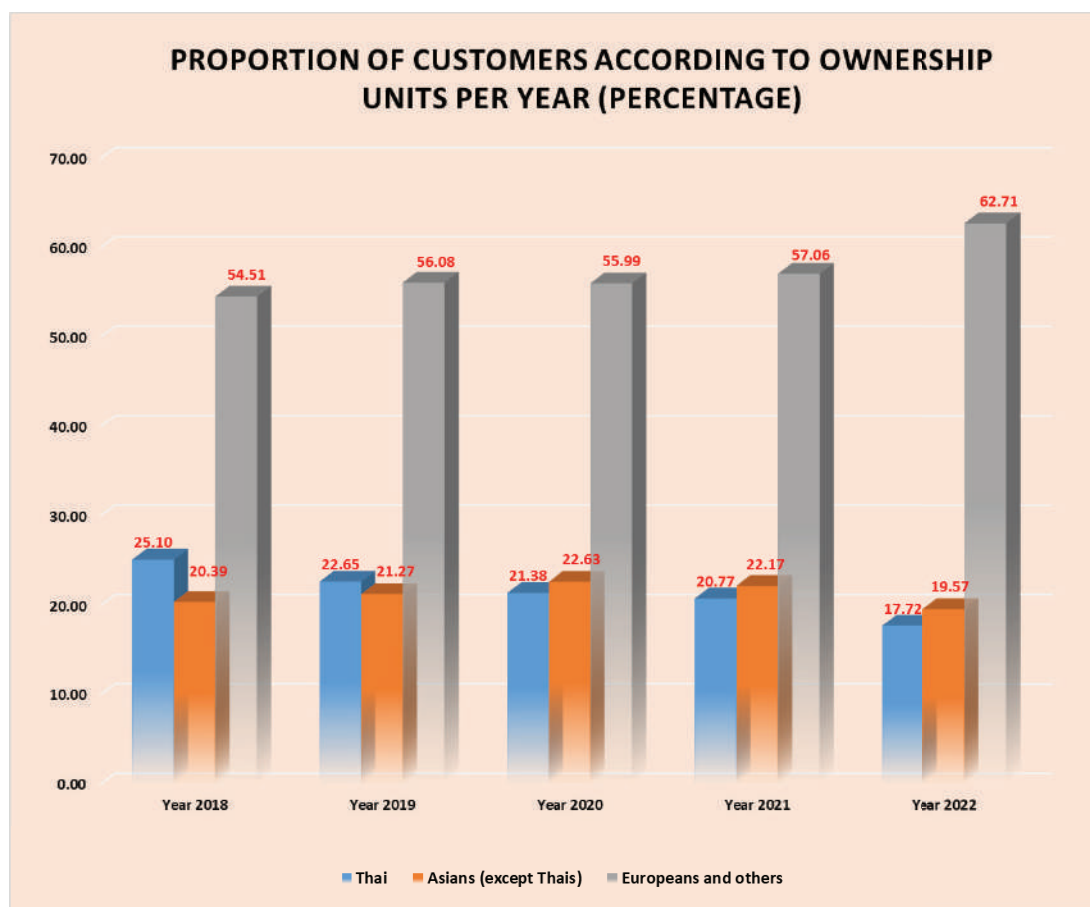
Table of customer proportions according to ownership units in years 2018 – 2022

Target Group	Proportion of customers according to ownership units per year (percentage)*				
	Year 2018	Year 2019	Year 2020	Year 2021	Year 2022
Thai	25.10	22.65	21.38	20.77	17.72
Asians (except Thais)	20.39	21.27	22.63	22.17	19.57
Europeans and others	54.51	56.08	55.99	57.06	62.71
Total	100.00	100.00	100.00	100.00	100.00

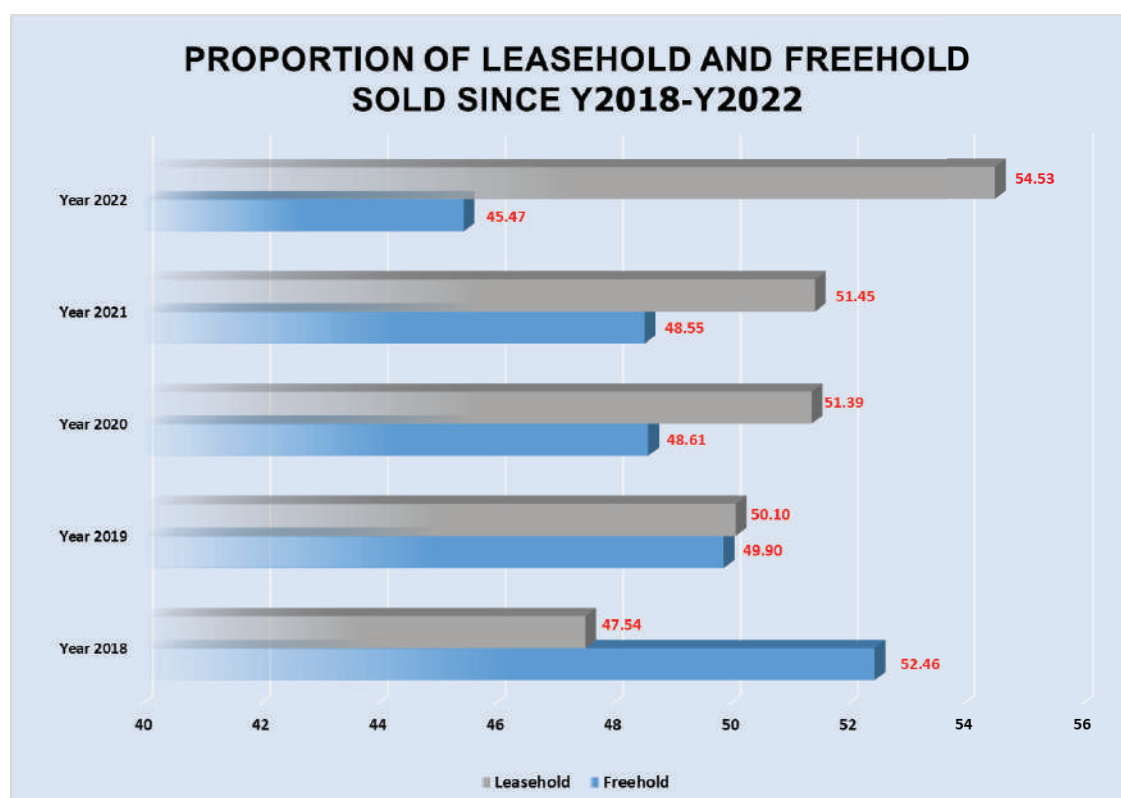
Sale Category	Proportion of customers according to ownership units per year (percentage)*				
	Year 2018	Year 2019	Year 2020	Year 2021	Year 2022
Freehold	52.46	49.90	48.61	48.55	45.47
Leasehold	47.54	50.10	51.39	51.45	54.53
Total	100.00	100.00	100.00	100.00	100.00

* Shows apartment ownership proportions for customers of all projects combined, which is composed of projects The Title Rawai Beach Phase 1, 2, 3, 5 and The Title Residencies Naiyang Phase 1, 2. These ownership proportions will change according to the number of apartments held in ownership (in the event of Freehold property) and with renting (in the event of Leasehold property) by customers per year. The proportion of ownership held by foreigners in buildings for each project still has not exceeded the proportions stipulated by law.

Proportion of customers according to ownership units per year (percentage)

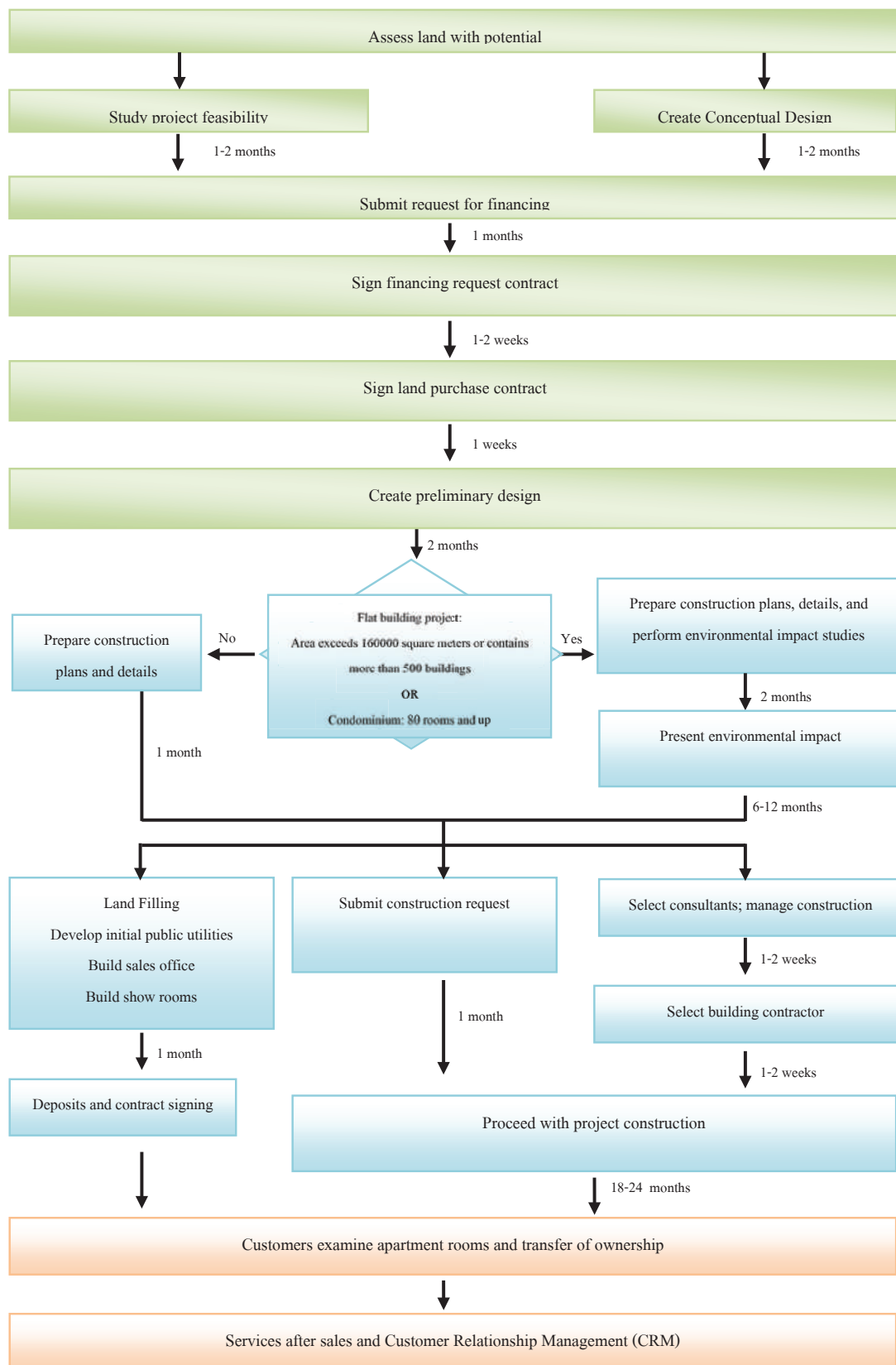


Proportion of customers according to ownership units per year (percentage)



Development procedures for real estate projects

For the Company's real estate development procedures, an average estimated 24-36 months is used, with the Corresponding steps briefly shown as follows:



- **Land Procurement**

The Company possesses many channels for land procurement through which to source project development, namely: land procurement from land sales agents, searches for land by company management experienced in the real estate business and well connected with individuals in various business circles, and land procurement through asset auctions from financial institutions or the Legal Execution Department. When the Company has received this information, the operations division will request documents from the seller to perform preliminary examinations on items such as the property deed and the initial proposed selling price. Then, the Company will assess the potential of the location and analyze the effectiveness and suitability of the size and shape of the land to see if it can be developed into real estate projects, such as areas near the beach, tourist locations, shopping centers, schools, and hospitals. From this point, the Company will proceed to perform feasibility studies for the project both in terms of marketing, finance, construction, or related legal statutes. Once the project feasibility study results have shown that project development has potential and can create suitable yield, the Company will determine the purchasing price and enter into negotiations with the property owner.

- **Building materials procurement and necessary materials for project development**

The Company possesses an internal division tasked with construction and independent construction supervision via management through the product development division. Furthermore, in the procurement of construction materials to be used for project construction, the product development division will perform the tasks of determining the quality and standards of construction materials to be used in project construction, and assess and calculate the cost of construction materials a second time. The ordering price of construction materials will be referred to from the construction budget, and when the project has commenced construction, the division will arrange the purchases to be made as needed on a daily basis through the purchasing division. Officers in the purchasing division will carry out purchasing in accordance with the procedures listed under the determining budget, which requires price examination, price negotiations, preparation of selection summary reports, attachment of price quote files from the sellers or service providers, and submission of these items to the requesting divisions for further selection and approval in procedural order. In the event that the prices of primary construction materials have changed, the Company will negotiate with the seller to make price adjustments in accordance with market prices, but if in the event that the Company has analyzed that the price of construction materials may increase, the Company will designate the purchasing division to negotiate with the seller for a purchase plan suitable for the duration of construction time in advance of construction to reduce the impact of price volatility for the aforementioned construction materials.

- **Project design and construction, procurement of building contractors, and labor recruitment**

The Company possesses an internal division tasked with building design, construction, and independent construction supervision. When a project begins development, the management, architecture division, and sales agents will attend a joint meeting to design and determine the shape and structure of the project to match the needs of the target customer groups for each project. The architecture division will be tasked with building design, landscape architecture, and preliminary interior design. Then, the division will coordinate with outsourced designers contracted by the Company who possess specialized skills in design and project construction formatting. The product development division would then be tasked in construction and construction supervision as planned, with the Company tasking the architects to supervise construction in accordance with the quality standards and scheduled time as planned. Meanwhile, to procure labor for project construction, the Company will hire outsourced contractors to procure outside labor.

The labor which the Company will outsource will include both construction labor tasked with building and facilities construction, and skilled architecture labor, which will perform interior decoration and installment of electrical systems and plumbing, such as wiring installment and pipe installment. Hiring outsourced labor is a cost-effective management of labor costs, as doing so helps significantly to save expenses when compared with the costs involved with creating a full division, which would incur expenses from employees and various benefits. Thus, the Company has adapted the policy of hiring contractors to procure outsourced labor to reduce these problems. The Company has set policies determining whether the contractor in each case is required to pass examination by the board of contractor examiners who will proceed to investigate and select based on various factors, such as experience, reputation, and past work, and in particular work of a nature close to the Company's projects, neatness of the completed work, punctuality of work delivery, in addition to consideration of the readiness to work and financial status of the contracting company. The Company will also create a list of contractors (Supplier List) as a database to avoid dependence on any one contractor.

- **Management of work for juristic persons in condominiums, and room services**

The Company gives importance to its service of cohabitating building residents, and has tasked its divisions of operations and juristic actions to carry out work and act as coordinators concerning the management of condominium juristic persons, such as the management of shared funds to maintain normal working conditions, and collection of "shared funds" and "shared expenses" from the joint owners to be used to pay expenses in the upkeep and repair of shared facilities, and the supervision and maintenance of benefits both in the apartment rooms and rights to the shared assets of the joint owners and residents, in accordance with the spirit of the Condominium Act, under the Article of Rules and Regulations for Condominium Juristic Persons.

- **Environmental impact**

The Company has operated in accordance with the rules and regulations of government agencies in the matter of constructing asset projects, following the announcement of the Ministry of Natural Resources and Environment which determined that condominium projects with over 80 units, or housing developments with a total area of over 160000 square meters, or with over 500 buildings, would be required to arrange and submit an analysis report on environmental impact to the Office of Natural Resources and Environmental Policy and Planning. Moreover, the Company continues to operate in accordance with measures protecting against pollution which might impact the environment during and after construction, such as the arrangement of cloth covers over the buildings during construction to protect against falling building materials which would endanger passersby, and once construction has been completed, the installation of a central wastewater treatment system and green areas in the buildings, etc.

Work in process

On December 31st, 2022 the Company possessed a number of units reserved with deposits and/or with sales contracts, but which had not yet undergone a transfer of ownership to a total of 136 units, valued at 562 million baht. Details for these units are in the following table:

Project	Project value (million baht)	Amount (units)	Construction Progress (%)	Number of units sold but not transferred		Estimated time until ownership transfer
				Amount	Value	
				(Units)	(million baht)	
The Title Rawai Phase 1	474	160	100%	1	4	With ownership transfer
The Title Rawai Phase 2	437	120	100%	-	-	-
The Title Rawai Phase 3	1,118	240	100%	-	-	-
The Title Rawai Phase 5	947	228	100%	98	412	With ownership transfer
The Title Naiyang Phase 1	638	252	100%	7	22	With ownership transfer
The Title Naiyang Phase 2	797	220	100%	1	4	With ownership transfer
The Title Halo Phase 1	767	168	-	29	120	The project will be completed and ready for transfer in the 4th quarter of 2024.
Total	5,178	1,220	-	136	562	-

Research and development

The Company aspires to continuously develop its residential projects to answer the needs of and create the highest amount of satisfaction for the Company's customers. The Company gives foremost importance to the design of the building exterior and apartment rooms, which are low rise condominiums emphasizing green colors and situated in distinctive locations. Project design is made with a unique design and with importance given to construction quality and surroundings, emphasizing a cool and pleasant atmosphere, as if one was relaxing in a hotel or resort. The aim is to create value and impress the customers, causing the projects developed by the Company to receive continual positive responses from customers. The Company also places importance on new innovations in product development and services offered. The Company follows changes in technology related to residence and to changes in consumer behavior, in addition to the gathering of customer satisfaction surveys and customer needs after a purchase of the Company's apartments from the sales division. The Company also performs analyses of various data items and uses this to develop new products, including building design, room design, room area, utilization of usable space, and various accommodations suitable for the modern needs and lifestyles of the target customer groups. Furthermore, the Company possesses a method for the customers to communicate their various opinions concerning the project for improvements and quality developments, so that customers may receive the highest level of satisfaction through this channel: https://www.facebook.com/pg/thetitlephuket/reviews/?referrer=page_recommendations_see_all&ref=page_internal and <http://www.rhombho.co.th/th/contact-us>. The company also study the impact on the updated laws and regulations from the government, as well as the changes in public utilities and transportation that affect the real estate business in order to be able to adapt to various changes appropriately and rapidly. In addition, we study new business opportunities, increasing channels of monetization and how to increase business potential as well as business risk prevention tools for the company, such as studying the feasibility of condominium projects in various locations, in terms of market demand, competition, construction methods, financial feasibility..., etc. These information enable the company to plan marketing strategies and execute projects efficiently.

Important Legal Dispute

- The Company was sued for 2 cases as breaches of contract, claimed for damages and refunded advances under long-term lease of condominium units at the disputed amount of Baht 6.28 million and Baht 6.27 million.
On April 25, 2022, the Company entered into the settlement agreement for those 2 cases where the plaintiff and the defendant agreed to terminate the long-term lease of condominium unit. In addition, the Company agreed to return a partial of advances (rental received) to the plaintiff totally of Baht 1.20 million.
- The Company was sued as breach of contract and claimed for compensation related to commission from the sale of condominium units at the disputed amount of Baht 0.97 million
The Civil Court determined the date of pretrial conference to settle the issues on February 27, 2023.
However, the management assessed that effect from the mentioned lawsuit will not be claimed.

Dividend Payment Policy

The Company has a policy to pay dividends of not less than forty per cent (40) of the net profit in the separate financial statements after tax, legal reserve, and other reserves (if any). The Company shall consider dividend payment in the best interest of shareholders, and the dividend payment shall not cause significant impact on the Company's normal operations. However, the dividend payment is subject to change, depending on the Company's operating results, financial position, liquidity, need for working capital, investment plan, and future business expansion, as well as market condition, appropriateness, and other factors related to the operations and management of the Company, under the condition that the Company must have sufficient cash for its business operations and such operations must be in the best interest of shareholders as the Board of Directors and/or shareholders deem appropriate. The resolution of the Board of Directors to approve a dividend payment must be proposed before a shareholders' meeting for approval, except for an interim dividend payment which the Board of Directors has the power to approve and duly informed shareholders in the next shareholders' meeting.

Dividends shall not be paid out of any sources other than profits. If the Company has accumulated deficit, dividend payment is not permitted, except for preferred stock dividends specified otherwise in the Articles of Association. Dividends shall be paid on a pro rata basis, and the dividend per share shall be equal. Dividend payment must be approved at an AGM meeting.

Dividend Payment

Board Date	Payment Date	Dividend Type	Dividend (Baht/Share)	Operating Period
April 24 th , 2018	May 18, 2018	Common stock	0.0055555556	01/01/2017 - 31/12/2017
April 29 th , 2019	May 24, 2019	Common stock	0.0277777778	01/01/2018 - 31/12/2018
April 29 th , 2020	May 22, 2020	Common stock	0.0055555556	01/01/2019 - 31/12/2019
April 29 th , 2021	-	-	-	01/01/2020 – 31/12/2020
April 29 th , 2022	-	-	-	01/01/2021 – 31/12/2021

Industry conditions and competition

Economic conditions in Phuket

Industrial conditions

The global economy is currently facing a recession, exacerbated by war and the rising costs of energy which have caused inflation in several countries. This, in turn, has had a significant impact on the expansion and contraction of the global real estate market. However, the Thai economy has defied these trends, displaying a remarkable growth rate of 4.5% over the same quarter in the past three years. This is in stark contrast to the performance of European and American economies. The International Monetary Fund (IMF) predicts that Thailand and China will be the only two Asian countries to have expanding economies in 2023. The Thai economy is expected to display robust growth in contrast to global recession, rising to 3.7% from 2.8% in 2022. This positive trend will have a significant impact on the real estate sector, both in terms of real demand and foreign investment, particularly from China which will start to enter the Thai market in the latter half of 2023.

Many industry operators predict that the real estate sector will play a critical role in driving the expansion of the Thai economy. It is widely believed that the new government, which will come into power in 2023, will continue to implement stimulus measures aimed at stimulating the real estate sector and driving the economy. This, in turn, is expected to have a ripple effect for other related businesses such as construction, building materials, labor, and the banking sector, as well attracting foreign investment to the country.

The expansion of infrastructure to different regions of the country is a key factor in the development of real estate businesses. Notably, investment in real estate has grown in the past three years. In 2022, it grew by 5%, a significant increase from the 3% growth seen three years ago. Investment in the mass transit network and basic transportation infrastructure has led to a return on investment of nearly 10% in real estate.

The Eastern Economic Development Zone (EEC), consisting of the provinces of Chachoengsao, Chonburi, and Rayong, has experienced the positive impacts of infrastructure investments. The presence of Laem Chabang port in these provinces has been crucial in supporting large cargo operations, and investments in high-speed rail projects linking the three airports of Don Mueang, Suvarnabhumi, and U-Tapao have further catalyzed economic growth in the region. The development of the aviation city of U-Tapao is expected to drive the expansion of the labor force and result in increased demand in the region, providing a boost to the local economy.

Northern areas, such as Chiang Mai, are becoming increasingly popular among foreign arrivals, while Phuket continues to draw both tourists and investors, particularly from Singapore and China. Meanwhile, the northeastern provinces, are poised for growth due to the emergence of the Isaan Economic Corridor (NeEC) project. This project is expected to attract significant investment, especially from Chinese investors. The influx of Chinese investment – which will follow the easing of Chinese border restrictions and Thai government policies that encourage investment – is expected to drive expansion in the labor sector, leading to increased demand for housing.

The main concern remains the problem of consumer purchasing power, particularly due to the high cost of living resulting from inflation. This has driven up expenses and reduced consumer's cash flow. Additionally, the upward trend in interest rates will make it harder for domestic consumers to afford housing. This suggests that domestic demand will continue to support the market supply, as well as any new supply generated. As a result, the real estate market will continue to rely heavily on external demand for growth and momentum in 2023.

Demand from Chinese and European investors is expected to rise in 2023. However, the slowing of the real estate markets in neighboring ASEAN countries presents a potential challenge as they are viewed as attractive destinations for investment. The absorption of foreign demand in these countries may make them formidable competitors for Thai real estate operators vying for the attention of international investors. As a result, it is crucial for real estate operators to monitor the market situation in neighboring countries closely, if they are seeking to expand their reach abroad in 2023.

Industry experts anticipate a rise in property prices, particularly for new projects, with increases of 5-10% expected in construction costs, including materials, minimum wages, and land prices. This presents opportunities for resale or new homes built at their original cost. Furthermore, demand for single-family homes is likely to increase, driven by consumers seeking more living space, as well as due to the development of the mass transit network in the outer Bangkok area, where there are many single-family homes. As a result, property price levels in this region are expected to go up.

Meanwhile, an important factor to keep a close eye on is interest rates. The government policy that drives up loan interest rates could impact homebuyers who have taken out mortgages, resulting in higher installment payments or longer repayment periods. Additionally, the conclusion of government measures in 2022, such as reducing transfer and mortgage fees to 0.01% and loosening LTV restrictions, could potentially affect buyers purchasing homes valued over 10 million baht by requiring a 10-30% downpayment. This may slow down the real estate market.

On the other hand, Surachet Kongcheab, the managing director of Property DNA Co. Ltd., foresees a different market trend. According to him, if the economy experiences growth in 2023, there will be an influx of foreign individuals to Thailand. The government's sustained investment in infrastructure is anticipated to attract private investment, drawing further investment from other countries. This, in turn, is projected to result in a GDP expansion of over 3%, driving the real estate sector to thrive and becoming a lucrative investment opportunity.

If the economy shows robust growth in 2023, real estate developers will ramp up their investments in new projects to meet the housing demands of Thai and foreign buyers, compared to 2022. This will lead to an increased interest in both condo and housing units, with a particular emphasis on condominiums priced at a rate not exceeding 100,000 baht per square meter or with a per-unit selling price not surpassing 3.5 million baht, which will drive developers to launch more projects.

"The concern among business owners who are prioritizing foreign investors, particularly Chinese consumers, is that despite the expected resurgence of Chinese purchasing power, there is still no clear timeline for recovery. In addition, the trends of rising housing prices and higher interest rates may be factors to consider. With financial institutions maintaining strict lending standards, investors may take longer to make decisions. As a result, developers must assess opportunities carefully and make informed investment choices, including avoiding areas with short-term speculation and oversupply."

(Source : <https://reic.or.th/News/RealEstate/456699>).

It is predicted that after the law allows for foreigners to own homes and land, it could drive the value of transfers to hundreds of billions of baht. The Real Estate Information Center (REIC) and Housing Bank released a report on the transfer of foreign ownership of apartments during the second quarter of 2022. The report found that in the second quarter of 2022, there were 2,326 units transferred to foreign nationals, representing a 15.1% YoY increase. This is higher than the quarterly average over the previous two years, due to the COVID-19 pandemic (2020-2021). The majority of these transfers were new units rather than resale, at a ratio of 62.9:37.1%. The transfer of resale units has increased steadily for six consecutive quarters and saw the highest proportion in 18 quarters. The majority of transfer prices, approximately 81.9%, did not exceed 5 million baht, and most of the units transferred, approximately 83.5%, did not exceed 60m² in size. The top five locations for foreign transfers were Bangkok, Chonburi, Samut Prakan, Phuket, and Chiang Mai.

Dr. Vijay Viratkaphan, the Ombudsman of the Housing Bank and Acting Director of the Real Estate Information Center, has disclosed a report on the transfer of ownership of condominium units in the second quarter of 2022. The report reveals that the transfer of ownership to foreign nationals increased in both number of units and value, as well as area, compared to the same period last year (YoY). It exceeded the quarterly average over the previous two years, which were affected by the COVID-19 pandemic (2020-2021), with a total of 2,326 units transferred, representing a 15.1 increase over last year during the same period (YoY).

The total value of property transferred to foreign nationals in the country was 12,114 million baht which is an 26.9% increase over the same period last year (YoY) and higher than the two-year average of 9,980 million baht per quarter during COVID-19.

The total area involved in the transfer of ownership to foreign nationals across the country was 109,486 square meters, a YoY increase of 27.6% and higher than the two-year average of 90,325 square meters per quarter during COVID-19.

This marks the highest increase in units and value in the last five and, in terms of area, in the last six quarters. The report also notes a renewed interest from non-Chinese buyers to replace the declining purchasing power of Chinese buyers. The proportion of transfer of ownership of condominium units to foreign nationals is less than 10%, with resale units accounting for over 30% of these.

In the second quarter of 2022, foreign ownership accounted for 9.3% of all ownership transfers, a slight increase from 9.2% the previous year. According to a report from the Real Estate Information Center, the value of condominium units transferred to foreign nationals rose to 18.7% of the total and the area of condominium units transferred rose to 12.7%, surpassing the previous year's figures of 15.1% and 11.1% respectively. This indicates that foreign condominium buyers have been buying increasingly higher-priced units than the previous year.

Furthermore, the report found that the transfer of ownership to foreign nationals was primarily of resale units, accounting for 37.1% of all unit sales, which has been growing steadily for the past six consecutive quarters and is the highest in the last 18 quarters. Meanwhile, resale units made up 27.2% of all transfers in terms of value and 43.3% in terms of area, which has been steadily growing for the past seven consecutive quarters and is also the highest in the last 18 quarters.

The report highlighted that the trend of foreign ownership of resale condominium units continues to grow in terms of units, value, and space. It was noted that foreigners may prefer resale units, particularly those located in the inner city or near business centers, where supply is limited and prices are lower. This makes resale suites an attractive alternative for foreign buyers, particularly those from Europe, the United States, Australia, Russia, and India.

In the second quarter of 2022, Chinese nationals constituted the largest group of foreign property buyers, accounting for 2,072 units or 25.3% of the highest number of ownership transfer units. Russians came in second place with 263 units or 3.2%, followed by those from the United States with 228 units or 2.8%, the United Kingdom with 167 units or 2.0%, and Germany with 160 units or 2.0%. The top five highest transfer values by nationality were by Chinese nationals at 10,493 million baht or 26.4%, those from the United States at 976 million baht or 2.5%, the French with 933 million baht or 2.3%, Russians with 850 million baht or 2.1%, and Cambodians with 783 million baht or 2.0%. Foreigners favored units priced at 5 million baht or less and with a size of up to 60 sq.m. The average price of units transferred by foreigners in the second quarter of 2022 was 5.0 million baht/unit, with 46.4% of the transfers not exceeding 3.00 million baht. The price range with the highest number of units transferred was 3.01-5.00 million baht with a 25.5% share, followed by 5.01-7.50 million baht with a 12.9% share, and transfers exceeding 10.00 million with a 8.7%, and 7.51-10.00 million baht with an 6.5% share. In terms of total value transferred to foreign nationals, most transfers exceeded 10.00 million baht, accounting for a 38.9% share. Next, the 3.01-5.00 million baht group represents a 19.3%

share. Units under 3.00 million baht constitute a 15.7% share, followed by units between 5.01 and 7.50 million baht at a 15.1% share. Lastly, 7.51 – 10.00 million baht transfers represent a 11.0% share.

In the first six months of 2022, Taiwanese nationals had the highest average value per unit transferred with 7.1 million baht/unit, while Russians and Germans had the lowest average price of 3.2 million baht/unit. The average size of units transferred by foreigners in the second quarter of 2022 was 46.6 sq.m./unit, with 51.0% of the transfers occurring within the size range of 31-60 square meters. The next largest size range was up to 30 square meters with a 32.5% share, followed by 61-100 square meters with a 10.1% share, and units exceeding 100 square meters with a 6.5% share.

Compared to 2018, it was found that the most popular unit sizes for foreigners were up to 30 square meters and 31-60 square meters, accounting for 80% of the transfers in each quarter. The 31-60 square meter range had the highest share of 42.3%, followed by units exceeding 100 square meters with 28.7%, and up to 30 square meters with 14.5%. The 31-60 square meter range and units exceeding 100 square meters accounted for the majority of foreign purchases, with a combined share of 71.0% each quarter. The nationality with the highest average area per unit of ownership transfer was Indians, with an average size of 73.2 sq.m./unit, followed by Russians with 37.0 sq.m./unit. The nationality with the highest average price per unit was Taiwanese, with an average of 155,085 baht/sq.m., followed by Chinese nationals with an average price per unit of 129,353 baht/sq.m.

In terms of location, REIC found that Bangkok, large cities, and tourist destination provinces remain the most popular with foreign nationals. The top five provinces with the most transfer units for foreign nationals in the first six months of 2022 were Bangkok, Chonburi, Samut Prakan, Phuket, and Chiang Mai. Bangkok and Chonburi accounted for the majority of transfers, representing 43.8% and 31.0% respectively. Together, these two provinces accounted for 80.7% of all transfers. Looking back at 2018, Bangkok and Chonburi were also the two provinces with the most units transferred. Other popular provinces include the surrounding areas, as well as travel destinations such as Samut Prakan and Phuket. All five provinces mentioned above are the provinces with the highest accumulated value of ownership transferred to foreign nationals. Bangkok and Chonburi remain the two provinces with the highest value of transfer ownership, at 64.4% and 16.0% respectively. In terms of total value, Bangkok and Chonburi account for 80.4% of all foreign nationals' transfers, with Samut Prakan and Phuket trailing behind.

The transfer of ownership of properties to foreign nationals has seen a recovery in terms of quantity, value, and space, but still lags behind pre-COVID-19 levels. In the past one to two year, the sale of these properties reflects the ability to continuously transfer ownership with resale units accounting for more than 30% of the transfers. As the country opens up and resumes international activities and the tourism industry in Thailand starts to recover, there could be positive impact on the property market in terms of quantity, value, and space purchased. However, the Zero-Covid policy by the Chinese government which is still in place puts restrictions on Chinese tourists and real estate investors travelling. Travelers and investors from other countries, although they have been increasing, are unable to substitute for Chinese tourists and investors. Property purchases made by other nationals are still comparatively low compared to those of Chinese nationals.

According to Dr Vijay, the Thai cabinet has approved the principle of allowing foreign nationals to buy ready-built houses or purchase land to build residences in Thailand as an economic and investment stimulus measure. This is expected to attract high-potential foreign nationals to Thailand, resulting in more purchasing power, more spending, and longer-term living. The opportunity to buy houses and land in the country is expected to be a factor in foreign nationals accepting the stimulus package.

In the pre-COVID-19 period, more than 10,000 units were transferred annually, worth over 50,000 million baht, or about 5% of the transfer of ownership in the country. With the new rules in place, the transfer value is expected to increase by 50,000 units or 100,000 million baht, pushing the overall property ownership transfers in the country as high as 1 trillion baht. In terms of value, the proportion of residential ownership transfer purchased by foreign nationals could potentially increase from 5% to 15%. However, it will take time for foreign nationals to come to Thailand long term and arrange to buy housing including getting the paperwork completed, so the real estate sector may not see an immediate positive impact. Nonetheless, the impact will be seen on the supply side. Demand is likely to increase to support the new policy which will create more activity in the market and ease the pent up domestic demands. Both upstream and downstream industries will expand, increasing employment creating a multiplier effect in the economy.

To support this policy, the government should clarify its stance on allowing foreign nationals to buy houses and land for long-term living in Thailand soon. It should clear up any uncertainty on the price level of housing allowed according to the policy. The policy need not be in place indefinitely. This will prevent the formation of a real estate bubble and ensures that the purchase of land and housing is not at a price level that is beyond the reach of most Thai people. For example, the government could limit the price of houses and land that foreigners can buy to no more than 10 or 15 million baht, depending on the area, as well as the period of ownership of the property to discourage speculation, e.g., to at least 3 – 5 years. Taxes or fees related to foreign ownership may also be set at a rate different from that of Thai buyers, and rules for the reselling of houses and land bought by foreigners after a certain period of time should also be established.

(Source : https://www.reic.or.th/Upload/REIC-PressRelease-221031-Report-Ownership-of-condominium-by-foreigner-Bangkok-and-vicinities-Q2-22_82087_1667285353_83699.pdf)

Real Estate Conditions in Phuket

Phuket is a sought-after destination for both real estate investors and residential buyers, due to its stunning surroundings that include mountains, forests, bays, and renowned capes. The province boasts excellent transportation services and robust economic conditions, making real estate in Phuket a highly sought after and in-demand investment. However, buying real estate can be a risky venture and it's crucial that potential buyers research and understand the market before investing. This will help them determine the prime locations to invest in Phuket in 2022 to protect against market fluctuations.

In Demand Real Estate Destinations in Phuket to Consider for 2022 Investment

The whole island of Phuket is recognized as a world-class travel destination, but its geography diverse which affects property prices in different locales. The western part of the province, for instance, boasts breathtaking views of the coastline and is well-equipped with amenities. Thus, villas or standalone houses in this area command a high price. As the available space gradually diminishes, the price of land is driven even higher. Thus, before investing in real estate in Phuket, it's crucial to carefully consider the location, especially in 2022.

Rawai

The subdistrict of Rawai in Phuket is a prime location for real estate, renowned for its stunning surroundings and proximity to the famous Promthep Cape. The area boasts an abundance of international restaurants and shopping centers, making it an attractive area for visitors and residents alike. Part of the thriving transportation network, Rawai serves as the starting point for the Phuket Smart Bus, offering tourists easy access to nearby beaches and tourist sites, as well as Phuket International Airport. The recent opening of the Chalong intersection tunnel in 2019 has reduced traffic congestion, with future plans for a light rail project extending from the Phuket international airport to the Chalong intersection to further improve transportation. Rawai real

estate offers a range of options for prospective buyers, with prices ranging from 3 to 5 million baht for condominiums and villas, to upwards of 50 to 100 million baht or more for super luxurious 6-bedroom villas with panoramic sea views.

Nai Yang

Nai Yang, located on the northeast side, is renowned for its stretch of white sand and the pine trees that line coast, offering a natural shade. It's the perfect location for those seeking peace and privacy, as most properties in the area are residential with either private beaches or close proximity to public ones. The real estate in Nai Yang consists of condominiums, detached houses, and garden villas, with prices starting from 3-5 million baht. Villas with beautifully-designed gardens and houses begin at around 40-50 million baht. Transportation in Nai Yang is convenient; the Phuket Airport Intersection Tunnel was completed and opened at the end of 2019, while the upcoming 2nd Phuket Airport, set to be finished around 2025, is just 20 kilometers away.

Layan

Layan, once a community of fishermen, has now been transformed into a location that combines residential properties, condominiums, and hotels. Due to its gradual progress, Layan has been able to maintain its natural beauty which makes it a popular destination for those who appreciate the outdoors. The location has seen an increase in the number of tourists each year, making it a potentially profitable location for real estate investments. The economy of the area is growing at a steady pace, driven by tourism. As a result, real estate in Layan offers a range of options, from newly-developed projects to resale condominium units and villas. A beachfront condominium in the area can start at around 4-5 million baht, while the price of a luxury Balinese-style villa can exceed 70 million baht.

Kamala

Kamala is an area that has attracted the attention of investors around the world, even during the COVID pandemic. Kamala became a golden location thanks to its organic blend of cultures. The area is surrounded by top-notch facilities, including international restaurants, shopping centers, hospital, residential projects, tourist attractions, and nightlife, to be found in the center of the city. When exploring the areas near the beach, you'll find residential projects that still house traditional seaside communities, displaying a unique charm. Moving away from the city center, which is home to a variety of amenities, in the opposite direction to the beach, you'll find an area surrounded by forests, mountains, and nature. Kamala offers a perfectly balanced lifestyle for many. As for real estate, there are many types to consider. A studio condominium unit starts from 4-5 million baht in cost, while luxury pool villa prices start at around 100-200 million baht.

Patong

Patong is a sought-after location that has remained popular throughout the years. This location boasts stunning natural beauty and is renowned for its comfort, making it the economic hub of Phuket. It is an all-time favorite destination for foreign tourists and has attracted many retirees who want to spend their golden years in an idyllic location. Many visitors stay for months, while others prepare for relocating to the area or rent them out when not in use. The bustling city of Patong never sleeps, offering a diverse range of activities for tourists during the day and a vibrant assortment of entertainment at night. This not only provides a rich cultural experience for visitors, but also a source of income for the local residents. In the future, Patong will benefit from the proposed Kathu-Patong tunnel, which will connect the town to Phuket, reducing traffic congestion on the roads. Patong is a smart investment for those looking to purchase a second home or to generate rental income. This prime location offers a combination of leisure and profitability, making it a valuable asset for anyone who wants to invest in real estate.

Kata

Kata is situated in the western part of Phuket, near the bustling city of Patong. It boasts a stunning white beach surrounded by natural pine fences and lush green spaces, making it a desirable place to live. This area is always bustling with activity; an ideal destination for families and couples. Kata is known for its spectacular surfboarding and other water activities, as well as its enchanting woodlands. The international restaurants, bars, clubs, and other venues provide a rich cultural experience for visitors. The area also hosts an array of annual events, such as beauty pageants, food festivals, and surfing competitions, attracting a large number of tourists. Real estate in Kata offers a range of luxurious garden and pool villas, perfect for families or group travel with friends. The coastal area near the sea boasts a variety of condominiums, villas, and standalone houses, many of which offer breathtaking sea views.

Karon

Karon, located in the western part of Phuket, is just a 20-minute drive from both Kata and Patong. This location offers a balanced blend of both tourism and daily living. Ideal for relocating for work or business, Karon is connected to both Kata and Patong, making it easy to commute from. The beach in Karon provides the perfect backdrop for those who prefer to exercise in the morning or evening. The fresh seafood market is great for families who enjoy cooking at home. Furthermore, for those who value a vibrant nightlife, nearby Patong has everything they are looking for. However, if one prefers a cold beverage with loved ones, the seaside bars with live music is also a popular spot to unwind.

The reason that Phuket is always in demand

The popularity of Phuket as a tourist and investment destination is due to its abundant natural beauty, consisting of beaches, mountains, and forests, as well as modern transportation infrastructure supported by the local government. With a growing number of tourists each year and a large sum of money circulating in the province, investing in Phuket's real estate can guarantee steady profits or a good resale price. The COVID-19 pandemic has also driven wealthy Thais to look for a place to relax and many end up purchasing second homes for their own leisure as well as to rent out and make a profit. It is not surprising that the demand for real estate in Phuket has been consistently high.

All of the previously mentioned locations and many others are golden locations in Phuket in 2022 and should not be forgotten when investing in real estate. However, before making any real estate purchase, it's important to study the location environment, transportation, economic conditions, and growth to ensure a successful investment. (Source : <https://lazudi.com/th/blog/phuket-popular-locations-for-investment-2022>)

The Phuket real estate market has seen significant changes over the past few years due to various factors, including the ongoing COVID-19 pandemic, but that does not mean the market demand is shrinking. Investors and buyers alike are paying close attention to it. There are many reasons to believe that now is the ideal time to purchase or invest in Phuket real estate. However, personal perspectives, goals, and financial considerations are crucial in making decisions. From our viewpoint, regardless of the time, investing in real estate is always a good choice, especially in popular tourist destinations like Phuket Island, where property values are expected to continue to rise.

In 2022, Phuket's real estate market has been on the road to recovery. Here are right facts that may assist you in making more informed buying or investment decisions:

1. Phuket real estate offers good resale prices.

Phuket's real estate market, particularly in locations such as Kamala, Surin, Bangtao, Laguna, Cherngtalay, and Layan, offers good resale prices for villas and condominiums, due to the limited availability of land for real estate projects and the ever-increasing demand. As a result, Phuket has seen a consistent increase in property prices, making it an attractive investment opportunity, despite the ongoing COVID-19 pandemic and unfavorable economic conditions.

2. Prices are negotiable.

Some property owners who have been unable to return to Phuket due to COVID-19 restrictions or international conflicts are looking to sell their assets, presenting savvy buyers and investors with an opportunity to purchase a villa or condo at a great price. Despite the pandemic and its impact on the market, Phuket still holds great potential and is expected to see the steady return of tourists.

3. Growing demand for holiday homes.

The pandemic has led to an increase in demand for vacation homes among wealthy Thais living in Bangkok and foreigners residing in Thailand, due to the option of remote work and the need for a break from dense urban areas. This has resulted in a growing number of new real estate projects have been able to close deals online as well as in-person.

4. Growing demand for luxury homes.

Phuket's luxury villa market remains competitive, driven by individuals looking to relocate from cities like Bangkok, Singapore, and Hong Kong, seeking a spacious home with outdoor areas and convenient access to international schools for their children.

5. Thailand reopens to tourists.

The government lifted nationwide COVID-19 restrictions on June 23, 2022, allowing for a return to almost normal activities with social distancing measures in place. Color zones and outdoor masks are no longer enforced, although individuals may choose to wear mask on a voluntary basis. Restaurants and cafes that serve alcoholic beverages to patrons, as well as night entertainment venues such as pubs, bars, and karaoke clubs, are now allowed to resume normal operating hours. This has led to the return of a bustling tourism industry in Phuket and a positive impact on the real estate market.

6. Phuket is a popular destination for retirees.

Phuket was recently named the number one island in Southeast Asia by the "Asia's Best Awards" from Travel + Leisure Southeast Asia, thanks to its diverse offerings of luxury beach clubs and parties for the local hipsters, as well as more families-oriented activities such as yoga and detoxification retreats. There is a plethora of unique accommodations, professional health spas, hospitals, outdoor activities, and tourist attractions available, including the picturesque Chino-Portuguese architecture and a diverse selection of flavorful food and drinks. Phuket also made the top of the "World's Best Awards 2022" list of "25 Best Islands in the World". It came in seventh place with a score of 91.90 and was ranked third on the "Five Best Islands in Asia" list.

7. The Phuket real estate market is accelerating its recovery.

The COVID-19 pandemic and economic shutdowns had a significant impact on the Phuket economy, including its real estate market, but experts predict that it has already passed its lowest point and is now recovering. Factors such as the easing of COVID-19 restrictions, the reopening of countries, and vaccine distribution are contributing to this recovery.

8. Favorable currency exchange rates.

As predicted by one of the largest local banks in June 2022, the Baht continues to depreciate against the U.S. dollar. This presents an opportunity for property buyers or investors with USD to purchase or invest in Phuket properties at a favorable exchange rate. However, finding the right property to invest in can be challenging.

(Source :<https://www.phuket.net/property/th/blog/8-reasons-buy-invest-phuket-property-now-1449050/>)

2. Risk Management

Risk Management Policy

At present, the Risk Management Committee appointed by the Board of Directors comprises at least three (3) directors, one (1) of whom is an independent director. The Risk Management Committee is responsible for determining risk management policies and operational framework of the Company; ensuring the Company has a risk management system covering all risk factors related to vision, targets, business strategies, finance, and other operations; considering the probability of occurrence and level of impact; and determining preventive and corrective measures and responsible person, as well as reporting and assessment measures.

The Risk Management Committee determines the Company's risk appetite and key risk indicators (KRIs) to serve as guidelines for business management and integration of a risk management system into the strategy planning process. It requires the officer responsible for risk management to report directly to the office of the Chief Executive Officer or the President responsible for corporate strategy and business planning, coordinate and follow up on the progress of the risk control plan to ensure that risk management is able to achieve the predefined strategic objectives and targets.

The risk factors that may affect company's performance, financial position, and investment return for ordinary share are as follows.

1. Risk from investment in high competition market

As the current plan of the company prioritize investment in condominium project in potential area in Phuket, which is the area that the company has thorough study of the market and customer behavior, expansion to other region that the company has never developed any project may expose the company to many risk such as not knowing the market and customer behavior, or selecting location that does not suit the customer demand, different regulation apply, and others. However, for each investment, the company will undergo careful assessment such as overall economic situation, competition in potential area, and real estate market.

The company believes that product with quality that is able to meet the market demand is the main factor in competing with similar competitor. With this reason, the company prioritize in developing condominium project that is able to meet all customer's requirement by developing project that is unique and located in area that transportation is convenient, along with having product that is designed for function and selection of top-quality furniture and fixtures in appropriate price range. This help the project developed by the company to gain reputation and good reception by both domestic and foreign buyer comparing to other competitor.

2. Risk from performance dependent on developing project

The principle of revenue recognition from the sale of real estate of the company is when the contract and the project are completed and can transfer the ownership of the condominium to the buyer; therefore, if the construction of the project is delayed, the company will not be able to transfer the ownership to the customer and recognize revenue from sales which is the main income. However, the company has a policy of a high proportion of down payments. For Thai customers reserve 100,000 baht, contract 100,000-200,000 baht, down payment 15-20% of the sales value. And for foreign customers reserve 100,000 baht, contract 25% of the sales value and down payment 50% of the wholesale value. As a result, most customers who have booked and pay installments will not leave the down payment and will wait until the ownership can be transferred, resulting the company can be able to recognize the certain income, while the ownership has not yet been transferred, the company will receive advance payments or down payments from customers who have reserved continuously. Although it is not yet recognized the income, the

company will have the working capital and liquidity to operate the business without interruption. There is more control and strict construction in accordance with the plan. At present, there is another project under construction which is THE TITLE V (Rata-Phuket).

3. Risk from performance due to delay of customer payment

As the company is well aware of such potential risk, the company has the policy to bind all customer to pay for contract fee and down payment before the transfer of ownership. When the customer enters into an agreement with the company, the agreement will state the date of transfer once the project is completed for both ongoing project and completed project. Thai customer is required to pay for reservation of unit and down payment at 10-15% of unit value. However, foreign customer where payment could be harder to collect due to the fact that their country of residence is oversea and are only available to pay for the unit once the traveled to Thailand during tourist season, these foreign buyers are required to pay 50-75% of total unit price. This helps the company to select customer with real demand rather than investor who reserve the unit to make profit short-term. Thai customer is required to pay monthly installment from the date of making agreement until the project is completed which is on average 85-90% of unit price. On the other hand, foreign buyer is required to make down payment by the construction progress while the remaining balance is paid on the day of transfer for 25-50%.

In addition, the company also put in place a measure to collect payment from buyer, assigning operation department to follow-up with customer who had default payment on monthly basis and appointed financial department to collect default payment with following terms applied.

Down payment delinquency	Performance
More than 30 days from the due date.	Follow-on Calls via Email, Phone Calls, Line Application, WhatsApp Application.
More than 90 days from the due date.	Follow-on Calls via Email, Phone Calls, and Line Application, WhatsApp Application and Notice letter
More than 120 days from the due date.	Send a down payment notice letter and take down the down payment.

Number of booking by the customer / sign contract but not transfer of ownership to the project as of December 31st, 2022

Project	Sign contract but not transfer of ownership			Expected date of ownership transfer
	Amount (Units)	Value (million baht)	Proportion to total value Approximately (%)	
The Title Rawai Phase 1	1	4	1	With ownership transfer
The Title Rawai Phase 5	98	412	73	With ownership transfer
The Title Naiyang Phase 1	7	22	4	With ownership transfer
The Title Naiyang Phase 2	1	4	1	With ownership transfer
The Title Halo Phase 1	29	120	21	The project will be completed and ready for transfer in the 4th quarter of 2024.
Total	136	562	100	

4. Risk from continuity of revenue and risk of revenue acknowledgment in real estate business which business relies in condominium project

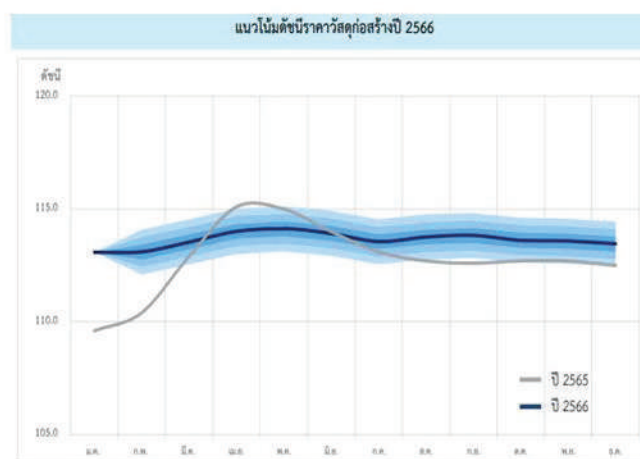
The company earn income from developing real estate that are mainly condominium projects. From its establishment to December 31st 2022, the company had developed total of 7 projects. During 2013-2022, more than 90% of company's revenue are from condominium development. this exposes the company to risk if the market condition for condominium in the area or customer behavior enter the point of saturation or deterioration. These fluctuations will impact the company's performance significantly. Furthermore, the policy of company recognizes the revenue from real estate sale only when project is finished and the transfer of risk and ownership to buyer is completed ("Ownership transfer"). However, the company mitigate this risk by developing condotel business to reduce risk from developing only one type of product to generate revenue during some season. The demand for customer in this business also rises significantly. On this point, appointing Best Western Inc. will benefit the company as not only the brand helps to build customer's confidence, it also creates recurring income in the future.

Value of sold unit pending for transfer and remaining asset of the project on December 31st, 2022

Project	Sign contract but not transfer of ownership (million baht)	Residual value for sale (million baht)	Status
The Title Rawai Phase 1	4	0	Ready to move in
The Title Rawai Phase 5	412	9	Ready to move in
The Title Naiyang Phase 1	22	0	Ready to move in
The Title Naiyang Phase 2	4	0	Ready to move in
The Title Halo Phase 1	120	647	The project will be completed and ready for transfer in the 4th quarter of 2024.
Total	562	656	

5. Risk from fluctuation of construction material pricing

Construction material price index increases every year and the company is aware of such risk. To mitigate this risk, the company has specific department tasked with the construction and control directly. This helps the company to control construction by designed plan through construction control unit which will set the quality and specification of materials to be used for the project. The control unit estimates and calculates the Bill of Quantity of the project material such as concrete, brick, sand, stone, and others. These calculations also take into consideration the possible change of price in the future.



(Source: Trade and Economic Indices Division Office of Trade Policy and Strategy)

Construction material price index in January 2023 was 113.1 compared to the month January 2022, up 3.5% (YoY). This is the result of the increase in all product categories. Especially the main construction materials such as steel, cement, concrete products and asphalt. This is mainly due to increased costs due to the impact of higher oil prices than last year. It affects the price of raw materials and energy used in production. Including the demand for use in construction projects. Both the public and private sectors continue to operate. compared to the previous month. The price index increased by 0.5 percent mainly due to Iron and steel products rose in line with raw material prices (scrap, billets). The higher index included wood and wood products, cement, tiles, sanitary ware. Electrical and plumbing equipment category and other building materials categories (sand filling, crushed stone, asphalt). This was due to the high cost of raw materials and energy.

6. Risk from procuring land for future project

To mitigate risk from inability to procure land for future project, the company uses various channels to scout and procure potential land such as using agency. Potential land searching and procuring is done by company's executive who are experienced in real estate business and share good relationships with people in various industries. The company will also look for potential land from auction from financial institutions where most land is non-performing property. The company's operation and legal team works to verify the source of land as many lands in Phuket often have conflict and dispute over. These processes include verifying SorKor.1 document. The company assesses the potential of every land and possible suitable development to the context. Factors that play into consideration are customer's demand of residential estate, sufficient infrastructure, location's attraction such as beach, tourist destination, mall, school, hospital, or others.

The company has proceeded to reduce such risk factors by providing personnel with knowledge and experience in surveying all plots of land before making a purchase contract, including area surveying or if there are some suspicions about the wide boundaries, public, government regulation issues and prohibitions, city plan, land expropriation line, connection or other

issues, the company has a coordinating unit to request certification from various government agencies. In addition, the land recruitment and procurement process will be enforced through a committee consisting of expert chief executives in land and land development, business, finance, legal and government regulations and risk management to ensure that the company can buy quality land at a reasonable price to be able to generate income according to the business plan specified by the company.

7. Risk from change in regulation that may impact real estate business

As the company is aware of such risk, the company assigned its legal and operation team to follow the regulation closely in order that the company may adopt and comply to any change consistently and avoid possible conflict. This measure helps the company to stay on top of any change and able to adapt accordingly without having to make major change for potential project due to lack of knowledge of changing regulation.

8. Risk of reduction in primary profit due to increased material price

The first phase of company from 1989 to 2007 only aim to speculate on land price increase. However, after 2008 with the entrance of Mr. Dendanai Hutajuta group, the company see the potential in its land and so the group has purchased share from the previous shareholder and develop the company into real estate developer for sale. Thus, in the future, if the company developed other land which is not under the company's ownership, the company may run the risk of decrease of primary profit.

However, before any investment decision, the company undergo extensive and thorough research of the project potential from aspect of market, fiancé, construction, and applicable regulation. Once the potential is assessed and has satisfying result, the company will enter procurement process with the land owner.

9. Risk from dependency of sale agency

As the company's major customer group are foreigners, the company also employed other sale channel beyond its own sale department. The company had hired sale agent to feed customer to the company. The list of agency consists of both incorporated entity and natural person who are experienced and has foreign customer base available. These agencies have the responsibility to provide consultant and analyze market and showcase the project to customer. With this dependency, the company runs a significant risk if the company lose these business partner. These agency does not hold executive or director relation to the company nor has any control.

10. Risk from financial sourcing and interest rate

From economic fluctuations and the country's household debt is at a high level, as well as the result of changes in credit policies of the Bank of Thailand results Financial institutions strict in considering and approving loans for entrepreneurs and consumer, for the entrepreneurs may impact on accession of financial resources. However, the company prevents the risk that may occur by creating credibility with financial institutions by referring to the strong performance and continuous growth of the company. And the company have sufficient funds and credit facilities for business expansion, as well as a financial institution that is a partner ready to support the loan for the development of the company's future project. In case of the credit for Thai customers may be affected by more credit approval strictness, which may affect the company's revenue due to customers who want to buy condominiums need to request a loan from a financial institution. Therefore, the criteria for credit approval of financial institutions are important inevitable factors so that the proportion of credit rejection to minor customers for purchasing property has increased rate. The company realizes such risk and plans to manage the risk notifying customers to request loans from financial institutions at least 3 months before conveyancing. In this case, the company has negotiated with commercial banks to facilitate for the customers to contact for credit from commercial bank and to support customers to get loans quickly.

11. Risk from control by major shareholder

On December 31st, 2022, Mr. Dendanai Hutajuta group holds 57.82 of all paid shares. With this reason, minor shareholder is exposed to the risk of control as the major shareholder holds the power in almost all control whether in the matter of director appointment or passing resolution that requires major portion of vote, albeit except for company's regulation which requires 3/4

of all votes. With this portion makeup, other shareholder will not be able to balance the control from Mr. Dendanai Hutajuta group who is able to sign and bind the company to obligation.

The company recognizes this risk and thus appointed 3 independent directors to form the makeup of 9 directors total. In the present, all 3 independent directors serve as auditor director who will serve to check the operation of the company and will balance the vote to some extent. The auditor director must at all-time be independent, qualified, experienced, and competent in helping to protect minor shareholder from any decision or omission of decision or negligence. The directors work by the policy to uphold the best interest of shareholder. If the company has necessity to engage with person of possible conflict of interest, the company will strictly comply with the company's regulation and those by SET. The person whose interest are intertwined with the decision may not be eligible to vote on such matter. The regulation of the company on director appointment also assign the power with the meeting of shareholder to organize director searching and appointment process. Thus, after the company is registered as public company, the company allows shareholder to consider the qualification of director and to select the director itself.

12. Risk from dependency of executive

The executive of the company is the one who pioneer and develop the business of the company from the beginning. These include Mr. Dendanai Hutajutha, Mr. Darong Hutajuta, Mr. Sasipong Pinkaew, Mr. Prasert Vannacharoen, all of which are experienced and expert in real estate development who are involved in the past continual success of the company. The executives are experienced in selecting land with high potential to develop in the right price, project development cost management, directing business strategy and product position, and other project analysis and planning. Changing in these executives may has negative impact toward company's performance.

However, as the company acknowledges this risk, the company had put in place a framework that will build succession personnel to mitigate the risk in this regard. The company provides our personnel with training and workshop in skill and competency necessary for their scope of obligation and consider personnel compensation and award appropriately to stimulate better performance and reduce dependency of any single personnel. The company also has policy to acquire new talent into our team who will help serve the consistency of company's business plan, effectively reducing the risk of dependency on executive and guarantee company's sustainability into the future.

13. Risks from economic, technological, and various situation changes.

Under rapidly economic changes, asymmetry in customers' demand and supply, rule and regulation changes, trends of the development and technological changes of the world affects the company's operations throughout the expectations of increased investors and stakeholders. The company recognizes the risk and therefore plans and defines business strategy plans in line with economic conditions, including change support plans and uncertainty that will occur in the future in accordance with the changing circumstances, such as considering the suitability of new projects, buying land for future development project, cash flow management etc. In addition, the company holds regular meetings to assess the situation by comparing data from reliable institutions and sources for consideration and uses the information for considering business guidelines.

3. Driving Business for Sustainability

Rhom Bho Property Public Company Limited strives to deliver the best products and services to customers to achieve its vision and mission of becoming a company committed and devoted to creating quality living. It has established sustainable development policies aligning with the United Nations Sustainable Development Goals (SDGs) and incorporated environmental, social, and governance factors as underlined by the Securities and Exchange Commission.

The 17 Sustainable Development Goals (SDGs) consist of:



Goal 1: Eradicate poverty

Goal 2: End hunger, achieve food security and improved nutrition and promote sustainable agriculture

Goal 3: Ensure health lives and promote well-being for all at all ages

Goal 4: Ensure inclusive and equitable quality education and promote lifelong learning opportunities for all

Goal 5: Achieve gender equality and empower all women and girls

Goal 6: Ensure availability and sustainable management of water and sanitation for all

Goal 7: Ensure access to affordable, reliable, sustainable and modern energy for all

Goal 8: Promote sustained, inclusive and sustainable economic growth, full and productive employment and decent work for all

Goal 9: Build resilient infrastructure, promote inclusive and sustainable industrialization and foster innovation

Goal 10: Reduce inequality within and among countries

Goal 11: Make cities and human settlements inclusive, safe, resilient and sustainable

Goal 12: Ensure sustainable consumption and production patterns

Goal 13: Take urgent action to combat climate change and its impacts

Goal 14: Conserve and sustainably use the oceans, seas and marine resources for sustainable development

Goal 15: Protect, restore and promote sustainable use of terrestrial ecosystems, sustainably manage forests, combat desertification, and halt and reverse land degradation and halt biodiversity loss

Goal 16: Promote peaceful and inclusive societies for sustainable development, provide access to justice for all and build effective, accountable and inclusive institutions at all levels

Goal 17: Strengthen the means of implementation and revitalize the global partnership for sustainable development

3.1 Sustainability Management Policy and Objectives

The Sustainability Management Policy aligns with the Company's business directions and strategies. It also integrates sustainable economic, social, and environmental development issues into the development of quality real estate projects. Its objectives include:

1. Real estate and quality product development under the principles of corporate governance.
2. Focusing on creating a society that is free from discrimination based on class, sex, and religion.
3. Focusing on environmental management and optimal utilization of resources.
4. Raising awareness of sustainable development among stakeholders, assuring stakeholders that the Company strives to create profits while caring about the environment, society, and corporate governance, and building stability and sustainability for stakeholders and the country.

Business Value Chain



3.2 Stakeholders impact Management in the Business Value Chain

Value Chain	Process	Stakeholders
1. Land acquisition	<ul style="list-style-type: none"> • Purchase land with potential for project development and carefully check purchase documents. 	<ul style="list-style-type: none"> • Employees • Land owners
2. Project design	<ul style="list-style-type: none"> • Project feasibility study. • Project design and selection of quality materials. • Apply for construction permits from relevant agencies. 	<ul style="list-style-type: none"> • Employees • Suppliers • Government agencies
3. Financing and Procurement	<ul style="list-style-type: none"> • Apply for financing from funding sources. • Select quality materials and contractors. 	<ul style="list-style-type: none"> • Employees • Suppliers • Financial institutions
4. Sales and marketing	<ul style="list-style-type: none"> • Provide correct and clear information. • Protect customer confidentiality. • Organize sales promotion and marketing activities. 	<ul style="list-style-type: none"> • Customers • Employees • Suppliers
5. Construction	<ul style="list-style-type: none"> • Construction quality control. • Optimal use of resources. • Problem solving. • Strict compliance with the law and EIA. • Prevent environmental impacts on surrounding communities. 	<ul style="list-style-type: none"> • Employees • Suppliers • Communities • Government agencies
6. Delivery and transfer of ownership	<ul style="list-style-type: none"> • Inspection and correction. • Properly handle ownership transfer documents and manuals. 	<ul style="list-style-type: none"> • Customers • Employees • Government agencies
7. After-sales service	<ul style="list-style-type: none"> • Set up and manage property juristic persons. • Build relationships with customers. • Handle complaints, provide quick and quality repairs. 	<ul style="list-style-type: none"> • Homeowners • Employees

3.3 Stakeholder Analysis in Business Value Chain

Stakeholder	Expectation	Response
Shareholders/Investors	<ul style="list-style-type: none"> • Good corporate governance. • The Company has continued to grow. • Information disclosed honestly and transparently. 	<ul style="list-style-type: none"> • Implement corporate governance. • Equitable treatment of shareholders. • Disclose information to shareholders accurately, adequately, and in a timely manner. • Return on investment.
Employees	<ul style="list-style-type: none"> • Career advancement and stability, good welfare, and reasonable compensation. • Fair treatment. • Continuous knowledge development. • Growing alongside the Company. 	<ul style="list-style-type: none"> • Vision and policies. • Develop a career advancement plan. • Improve compensation and benefits. • Develop a training plan for employees at all levels.
Customers	<ul style="list-style-type: none"> • Quality products/services. • Fast and on time after-sales services. • Respect for the rights of consumers. 	<ul style="list-style-type: none"> • Put a quality control system in place. • Set up mechanisms to receive repair requests and complaints from customers. • The Company and employees safeguard customer confidentiality.
Suppliers	<ul style="list-style-type: none"> • Effective communication process. • Clear criteria for procurement selection. • Fair procurement and equitable treatment. 	<ul style="list-style-type: none"> • Set appropriate tendering procedures. • Fair/equitable treatment of suppliers. • Set up communication channels for contact with new suppliers or to receive complaints.
Financial Institutions	<ul style="list-style-type: none"> • Accurate and reliable information. 	<ul style="list-style-type: none"> • Confidence in investment and lending.
Government Agencies and Regulators	<ul style="list-style-type: none"> • Compliance with laws/regulations as required by regulators. 	<ul style="list-style-type: none"> • Comply with laws and regulations.
Competitors	<ul style="list-style-type: none"> • Corporate governance in competition. • Maintaining business etiquette. 	<ul style="list-style-type: none"> • Set a competitor treatment policy.
Communities/Society	<ul style="list-style-type: none"> • Support for communities and society. • Social and environmental responsibilities, minimize impacts on health and safety. 	<ul style="list-style-type: none"> • Set a community, social, and environmental responsibility policy. • Create channels/methods for receiving complaints from communities. • Develop communities around projects.

3.4 Sustainability Management

The Company has adopted sustainable development guidelines covering three aspects as follows:

Sustainability Management in the Economic Dimension



Rules

- All real estate development projects of the Company emphasize natural green space and use landscaping to reduce congested living conditions and enhance the environment. Project locations are chosen to suit the housing styles with reasonable pricing and best value for money.
- The development of projects creates employment as more workers, contractors, and agencies are hired. In addition, the projects boost the economy and trade in surrounding communities.
- Because Phuket has a large number of foreign tourist residents, the Company recognizes market opportunities and developed real estate projects to meet the needs of foreign customers who want to buy houses and properties in Thailand.

Sustainability Management in the society



The Company is a company that is in society without separation from society. The company has a responsibility to develop and return profits to the community. The company grows sustainably according to the development of society. The Company regards it as a duty and main policy to focus on community and social activities by focusing on social development, community, environment, religious preservation, creation and conservation of natural resources, as well as supporting education for youth and supporting public benefit activities for communities in which disadvantaged to be a strong and self-reliant community.

Rules

1. The company aims to communicate with society about the status and facts of the company's operations, the company's responsibility to the community and society as a whole, and the company's responsibility for the environment. The Company will not conceal facts and immediately cooperate in providing information to investors, shareholders and the general public.

2. The company is committed to taking part in social responsibility in terms of safety quality, occupational health and environment, and the best use of natural resources. The Company recognizes the importance of the environment and the safety of the stakeholders involved, as well as promotes social activities to protect the environment and improve the quality of life of people in the community according to the principles of sustainable development.
3. The Company will consider the option to utilize natural resources with the least impact on society, environment and people's quality of life, while supporting the reduction of energy and resource use.
4. The Company continuously instills awareness of social and environmental responsibility in its personnel at all levels. The Company attaches importance to transactions with partners who share the same intentions as the Company in regard to social and environmental responsibility. The Company is a leader in promoting the efficient use and conservation of energy for the benefit of future generations.
5. The Company will return a portion of the profits for activities that will contribute to the creation of society and the environment by which the activities to be performed must be appropriate activities that will actually benefit the community, society and the environment. If a donation is chosen, recipient information is reviewed to ensure that it is used effectively and effectively for the charity. Every donation will be documented as evidence.

Donating Used Clothes and other items to Umphang Hospital

Staffs of Rhom Bho Property PLC donated used clothes and other items to Umphang Hospital in order to contribute to the tribal people who live in the remote area.



Donating Drinking Water to Ko Kaew Monastery

Rhom Bho Property PLC delivered 800 packs of drinking water to Ko Kaew Monastery, Rawai, Mueng, Phuket for the religious usage and public charity in the near future.



Buddhist lent activities

Rompho Property Public Company Limited has prepared the project “ Rompho make merit in the Buddhist Lent “ to bring candles and various Thai Dharma items to the monks at Doi Thamma Chedi Temple, Sakon Nakhon Province and promote Buddhism as well as the continuation of beautiful cultural tradition.



Sustainability Management in Environmental Dimensions



The company supports and focuses on cultivating employees' awareness of how to use resources in the most efficient way in order to continually create habits and apply them at home, as well as expect the efficient use of resources. Efficiently at the national level by communicating the awareness of resource use through various methods such as affixing stickers for public relations, organizing forums

The company promotes and supports the design, research and development of products for energy and environmental conservation. The Company encourages directors, executives and all employees to use the Company's resources in the most efficient manner by defining relevant policies as follows: Electricity Policy, Air Conditioning Policy, Office Equipment Use Policy, Water Policy and waste reduction and recycling policies

Garbage collection and beach cleaning activities

Rompho Property Public Company Limited team joined together to do social activities by collecting garbage and cleaning around Rawai Beach.



Good Practice

1. The Company promotes safety as a priority by establishing requirements and standards for quality, safety, occupational health and environment with measures not less than those prescribed by law in accordance with international standards. The Company's personnel must study and strictly comply with the relevant laws, policies, requirements and standards in terms of quality, safety, occupational health and environment.
2. The company will take all possible actions to control and prevent various types of losses due to accidents, fires, injuries or illnesses from work, property loss or damage, violations of the security system, not working properly and various errors that occur as well as maintain a safe working environment for the Company's personnel and rehearsal of the security plan regularly. It is the responsibility of the management and employees to report an accident incidence by following the established procedures.
3. The company has an emergency control and prevention plan in every area of operation. There is an emergency and crisis management plan of the organization in order to prepare for handling any emergency that may occur, such as a fire, chemical gas or waste spill. and being prepared for other crises that may cause business interruption Damage the reputation and image of the organization
4. The Company will arrange for public relations and media to create knowledge and understanding and disseminate information to the Company's personnel as well as relevant stakeholders in order to know and understand the policies, rules, procedures, procedures and rules. Be careful in terms of quality, safety, occupational health and environment, as well as implementing them properly without causing harm to health, property and environment.
5. The Company is committed to taking part in social responsibility in terms of quality, safety, occupational health and environment, using natural resources for maximum benefit seriously and continuously, with awareness of the importance of the environment and the safety of people. related stakeholders as well as promoting social activities to preserve the environment and improve the quality of life of people in the community in accordance with the principles of sustainable development.
6. If any operation is unsafe or fails to comply with the quality, safety, health and environmental requirements and standards or find that the operation has a serious environmental impact

The Company has instructed its personnel to temporarily suspend their work as much as possible to notify their co-workers, supervisors and responsible departments to take corrective action. Or planning to fix the next work is strictly prohibited.

Safety and hygiene

The company attaches great importance to the care of safety and health at work and to ensure that employees have a good quality of life. Therefore, the Occupational Safety Health and Environment Committee have been established to carry out work on safety and good health for employees. The Company arranges for regular workplace safety inspections to have security officers install an alarm system in the building, fire extinguishers, fire exits, CCTV (CCTV) and various warning signs. In order to prevent danger that may occur to employees or outsiders who come to work or use the service at the company's place of business. In addition, the company also attaches importance social activities by focusing on social development, community, environment, religion, creation and conservation of natural resources, as well as supporting education for youth and supporting public benefit activities for disadvantaged communities to become strong communities.

The company has strictly complied with the regulations with the Occupational Safety Health and Environment Committee to control and monitor safety situation, occupational health and company working environment in accordance with the policies and

regulations include encouraging employees to see the importance of building safety. The occupational health and environment safety policy in 2019 include:

1. Preparing a preventive plan for the occurrence of operational hazards or dangers in various places in the company, improving the environment to ensure safety.
2. Disseminate knowledge and regulations Occupational Safety
3. Provide knowledge and understanding of the occupational health system and safety for employees to prevent accidents in various fields.
4. Establish the Company's safety committee with regular meetings to formulate safety policies and follow-up results

In 2022, the Company's employees Suffer from accidents from work, sick leave and sickness from work as follows

Category	Amount (Person)
Work accident	0
Work-related sick leave	0
Sick leave not related to work	45



4. Management Discussion and Analysis

Summary of Financial Statements

Unit: Million baht

List	2020	2021	2022
Asset (Million Baht)			
Inventories	0.91	1.17	4.11
Total Assets	1,386.77	1,478.45	1,236.98
Liabilities & Shareholders' Equity (Million Baht)			
Current Liabilities	556.58	654.12	553.44
Non-Current Liabilities	122.53	230.74	21.09
Total Liabilities	679.11	884.86	574.53
Paid up Share Capital	362.81	362.81	360.95
Shareholders' Equity	707.66	593.59	662.45
Operation's Result (Million Baht)			
Sales	81.66	66.45	581.08
Total Revenue	92.78	76.04	595.96
Gross Profit	44.48	(48.22)	257.83
Net Profit	(48.20)	(114.07)	61.19
Per Share Figure (Baht)			
Net Profit (Loss)	(0.07)	(0.16)	0.08
Book Value	0.98	0.82	0.92
Par Value	0.50	0.50	0.50
Liquidity Ratio			
Current Ratio	1.40	1.27	1.05
Quick Ratio	0.21	0.11	0.17
Profitability Ratio			
Gross Profit Margin	0.54	(0.73)	0.44
Operation Profit Margin	(0.79)	(2.17)	0.13
Net Profit Margin	(0.52)	(1.50)	0.10
Return on Equities	(0.07)	(0.18)	0.10
Efficiency Ratio			
Return on Asset	(0.04)	(0.08)	0.05
Financial Policy Ratio			
Debt to Equity Ration	0.96	1.49	0.87
Interest Coverage Ratio	(36.77)	(13.51)	44.58
Number of Outstanding Shares (Million Shares)	725.63	725.63	721.90

STATEMENT OF FINANCIAL POSITION

AS AT DECEMBER 31, 2022

STATEMENT OF FINANCIAL POSITION	VERIFY					
	31 December 2020		31 December 2021		31 December 2022	
	Amount	%	Amount	%	Amount	%
Current assets						
Cash and cash equivalents	117.59	8.48%	73.59	4.98%	91.42	7.39%
Receivables					0.31	0.03%
Cost of property development	611.08	44.07%	705.76	47.74%	410.62	33.19%
Inventories	0.91	0.07%	1.17	0.08%	4.11	0.33%
Cost to obtain contract with customer	44.86	3.23%	48.37	3.27%	72.92	5.90%
Other current assets	3.13	0.23%	2.54	0.17%	2.77	0.22%
Total current assets	777.57	56.07%	831.43	56.24%	582.14	47.06%
Non-current assets						
Restricted bank deposits	0.41	0.03%	0.21	0.01%	0.21	0.02%
Land held for development	507.19	36.57%	520.63	35.21%	523.19	42.30%
Investment property	4.19	0.30%	3.92	0.27%	26.91	2.16%
Property, plant and equipment	68.14	4.91%	66.04	4.47%	61.13	4.94%
Intangible assets	0.64	0.05%	0.32	0.02%	0.14	0.01%
Right-of-use assets					6.12	0.49%
Deferred tax assets	26.84	1.94%	54.65	3.70%	35.91	2.90%
Other non-current assets	1.78	0.13%	1.26	0.09%	1.24	0.10%
Total non-current assets	609.19	43.93%	647.02	43.76%	654.85	52.94%
Total assets	1,386.76	100.00%	1478.45	100.00 %	12,36.98	100.00%

Unit: Million baht

STATEMENT OF FINANCIAL POSITION	VERIFY					
	31 December 2020		31 December 2021		31 December 2022	
	Amount	%	Amount	%	Amount	%
Liabilities and shareholders' equity						
Current liabilities						
Trade and other payables	3.36	0.24%	5.83	0.39%	18.35	1.48%
Short-term loan from other company	147.00	10.60%			3.00	0.24%
Current portion of liabilities	100.00	7.21%	245.00	16.57%	1.00	0.08%
Current portion of finance lease liabilities					0.85	0.07%
Advance received	276.86	19.96%	332.73	22.51%	480.22	38.82%
Estimated cost of property development			1.60	0.11%		
Provisions	12.19	0.88%	41.60	2.81%	26.88	2.17%
Retention payables	10.53	0.76%	13.14	0.89%	3.38	0.27%
Other current liabilities	6.63	0.48%	14.22	0.96%	19.76	1.60%
Total current liabilities	556.57	40.13%	654.12	44.24%	553.44	44.74%
Non-current liabilities						
Long-term loans from other company	105.00	7.57%	209.30	14.16%		
Long-term of finance lease liabilities					5.10	0.41%
Provision for employee benefit	17.53	1.26%	21.44	1.45%	15.79	1.28%
Other non- current liabilities					0.20	0.02%
Total non-current liabilities	122.53	8.84%	230.74	15.61%	21.09	1.69%
Total liabilities	679.10	48.97%	884.86	59.85%	574.53	46.43%
Share capital						
Ordinary shares	362.81		362.81		360.95	
Issued and paid-up share capital	362.81	26.16%	362.81	24.54%	360.95	29.18%
Premium on share capital	191.41	13.80%	191.41	12.95%	191.41	15.47%
Retained earning						
Appropriated Legal reserve	26.80	1.93%	26.80	1.81%	30.29	2.455
Appropriated Treasury stocks reserve	13.23	0.95%	13.23	0.90%		
Unappropriated	126.64	9.13%	12.57	0.85%	79.80	6.45%
Treasury stocks	(13.23)	(0.95)%	(13.23)	(0.90)%		
Total shareholders' equity	707.66	51.03%	593.59	40.15%	662.45	53.55%
Total liabilities and shareholders' equity	1,386.76	100.00%	1,478.48	100.00%	1,236.98	100.00%

STATEMENTS OF COMPREHENSIVE INCOME 31 DECEMBER 2020 – 31 DECEMBER 2022

Unit : Million Baht

STATEMENTS OF COMPREHENSIVE INCOME	VERIFY					
	31 December 2020		31 December 2021		31 December 2022	
	Amount	%	Amount	Amount	%	Amount
Revenues from sales	81.66	88.01%	66.45	85.56%	581.08	97.44%
Cost of sales	(37.18)	(40.07)%	(114.67)	(150.79)%	(323.25)	(56.12)%
Gross profit	44.48	47.94%	(48.22)	(65.23)%	257.83	41.32%
Other income	11.13	11.99%	9.59	12.62%	14.88	2.56%
Selling expenses	(31.19)	(33.61)%	(26.03)	(34.23)%	(102.41)	(17.18)%
Administrative expense	(78.19)	(84.27)%	(69.73)	(91.70)%	(81.04)	(13.60)%
Profit (loss) in operating activities	(53.77)	(57.95)%	(134.39)	(178.55)%	89.26	13.10%
Finance costs	(5.22)	(5.62)%	(7.49)	(9.85)%	(11.26)	(1.89)%
Profit (loss) before income tax	(58.99)	(63.57)%	(141.87)	(188.39)%	78.01	11.21%
Tax income (expense)	10.78	11.62%	27.81	36.57%	(16.82)	(2.82)%
Profit (loss) for the year	(48.20)	(51.95)%	(114.07)	(151.83)%	61.19	8.38%
Earnings (loss) per share						
Weighted average number of ordinary shares (Shares)	721,897,493		725,625,493		725,380,364	
Basic earnings (loss) per share	(0.07)		(0.16)		0.08	
Other comprehensive profit (loss) :						
Defined benefit plan actuarial loss					9.59	1.61%
Income tax relating to items that will never be reclassified to profit or losses					(1.92)	(0.32)%
Other comprehensive loss – net of tax					7.67	1.29%
Total comprehensive income(loss)	(48.20)	(51.95)%	(114.07)	(151.83)%	68.86	9.67%

STATEMENT OF CASH FLOWS 31 DECEMBER 2020 – 31 DECEMBER 2022

Unit : Million Baht

STATEMENT OF CASH FLOWS	VERIFY		
	31 DEC 20	31 DEC 21	31 DEC 22
Cash flows from operating activities			
Profit (loss) before income tax	(58.99)	(141.88)	78.01
Adjustments to reconcile profit (loss) before income tax to cash generated (paid) from operating activities			
Depreciation and amortization	9.24	9.47	11.17
Loss from impairment and written-off of assets	3.92	0.88	2.47
Loss from disposal of assets	0.23	0.01	0.04
Interest income	(0.29)	(0.09)	(0.15)
Finance costs	5.22	7.49	11.26
Profit (loss) in operating activities before changes in operating assets and liabilities	(40.66)	(124.12)	102.79
Change in operating assets and liabilities			
Other receivables	0.44		(0.31)
Cost of property development	(250.75)	(89.13)	270.52
Inventories	(0.35)	(0.26)	(2.93)
Other current assets	(1.08)	0.58	(0.31)
Restricted bank deposits		0.21	
Cost to obtain contract with customer	(7.87)	(3.51)	(24.55)
Other non-current assets	(0.03)	0.01	0.01
Trade and other payables	(14.07)	2.47	12.52
Advance received	116.49	55.87	147.49
Estimated cost of property development		1.60	
Provisions	0.12	29.42	(14.72)
Retention payables	0.72	2.61	(9.76)
Provisions for employee benefit	3.64	3.90	3.94
Other current liabilities	(3.94)	7.58	5.55
Other non-current liabilities			0.20
Cash generated (paid) from operations	(197.33)	(112.77)	490.44
Interest received	0.28	0.09	0.15
Income tax paid	(13.68)	(0.36)	(2.39)
Net cash provided by (used in) operating activities	(210.73)	(113.04)	488.20

Unit : Million Baht

STATEMENT OF CASH FLOWS	VERIFY		
	31 DEC 20	31 DEC 21	31 DEC 22
Cash flows from investing activities			
Purchase of land held for development	(25.13)	(13.44)	(2.56)
Purchase of building and equipments	(4.30)	(6.81)	(4.63)
Disposal of equipment	0.24	0.02	
Purchase of intangible assets	(0.07)		
Purchase of right-of-use asset	(3.80)		
Net cash used in investing activities	(33.06)	(20.23)	(7.19)
Cash flow from financing activities			
Increase in short-term loans from other company			(3.00)
Repayments of short-term loans from other company	(3.00)	(2.00)	
Proceeds from long-term loans from other company	200.00	145.00	
Repayments of long-term loans from other company		(40.70)	(453.30)
Repayments of liability under finance lease			(1.63)
Dividends paid	(3.65)		
Finance cost paid	(8.70)	(13.03)	(11.26)
Net cash provided by (used in) financing activities	184.65	89.27	(463.19)
Net decrease in cash and cash equivalents	(59.14)	(44.00)	17.83
Cash and cash equivalents at the beginning of year	176.73	117.59	73.59
Cash and cash equivalents at the end of year	117.59	73.59	91.42

Important Financial Ratios

Important Financial Ratios	หน่วย	VERIFY		
		31 DEC 20	31 DEC 21	31 DEC 22
Liquidity Ratios				
Liquidity Ratio	Times	1.40	1.27	1.05
Quick Liquidity Ratio	Times	0.21	0.11	0.17
Cash Ratio	Times	(0.92)	(0.36)	1.62
Accounts Receivable Turnover	Times	N/A	N/A	N/A
Average Debt Collection Period	Day	N/A	N/A	N/A
Inventory Turnover Ratio	Times	0.08	0.17	0.58
Average Sales Period	Day	4,663 day	2071 day	625 day
Account Payable Period	Times	3.45	24.95	26.73
Average Payment Period	Day	105 day	15 day	14 day
Cash Cycle	Day	4,558 day	2056 day	611 day
Gross Profit Margin	%	54.47%	(72.57)%	44.37%
Operation Profit Margin	%	(79.48)%	(216.69)%	12.80%
Other Profit Margin	%	12.00%	12.61%	2.50%
Cash to Profit Ratio	%	324.70%	75.67%	656.38%
Net Profit Margin	%	(51.95)%	(150.01)%	10.27%
Return on Equity	%	(6.57)%	(17.53)%	9.74%
Return on Assets	%	(3.80)%	(7.96)%	4.51%
Return on Fix Assets	%	(6.52)%	(16.65)%	11.12%
Asset Turnover	Times	0.07	0.05	0.44
Debt to Equity Ratio	Times	0.96	1.49	0.87
Invest Coverage Ratio	Times	(36.77)	(13.51)	44.58
Debt Service Coverage Ratio	Times	(12.60)	(1.74)	27.87
Dividend Payout Ratio	%	(8.00)%	0%	0%

¹ Current ratio does not include real estate development costs, which is the main proportion under current assets, therefore the Company's quick current ratio is relatively low. However, the quick current ratio for the real estate business may not reflect the real picture as the real estate business will gradually receive funds. Deposit and down payment from the customer in advance and the rest will be paid when the customer transfers the ownership of the condominium unit to the company.

² Accounts receivable turnover and average collection period do not reflect the Company's sales turnover because the property development business will not sell condominium units in a credit term to customers, which will gradually receive deposits and Down payment from the customer in advance and the remaining amount will be paid when the customer transfers the ownership of the condominium unit to the Company. Therefore, there is no account receivable in the Company's statement of financial position. Inventory turnover ratio of the Company The ratio is low and the average turnover rate of the Company is higher than that of the normal business because the property development business is a business that requires a longer project development period than other businesses before the ownership transfers to customer.

Management Discussion and Analysis

Performance overview

As the accounting standards stated that revenue could be acknowledged when a condominium construction project was completed and the transfer of ownership was finalized, it was hence understood that revenue and profit of Rhom Bho Property Public Company Limited were subject to the variation of the number of condominium units transferred during a year. Obviously, the number of transferred units would determine the amount of revenue and profit to be obtained in a year. The more the condominium units were sold, the more the Company would gain lucrative revenue and profit. In contrast, when there was no transfer of ownership or any condominium construction project was still in progress, lower revenue and profit could be expected.

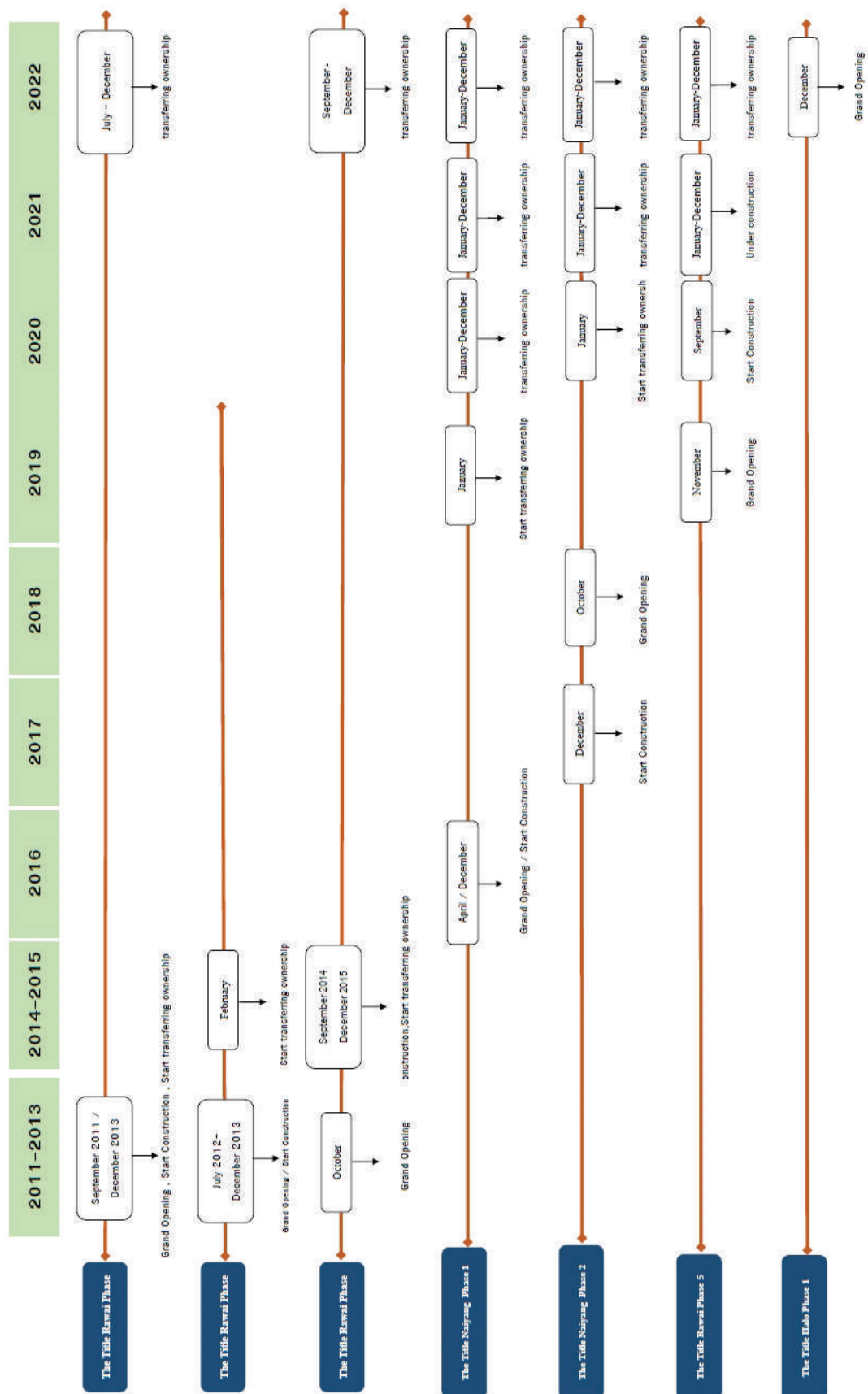
Revenue obtained from the Company's sales and services came from revenue from the sales of real estates as well as other revenue related to the sales of real estates, for instance, revenue from the sales of furniture sets to be featured in condominium units, revenue from decoration or renovation of condominium units, and revenue from public utilities. Once again, the Company would be able to acknowledge its revenue when a condominium project was completed and the transfer of ownership was finalized with buyers. During 2020-2022 the Company's revenue from sales and services was estimated at 81.66 million baht ,66.45 million baht and 581.08 million baht or a rise of 88.01% , 85.56% and 97.44% respectively.

In 2020, The company's revenues from sales for the year ended 31st December 2020 was 81.66 million baht or decreased by 93.82% of revenue rate compare with the previous year. The mainly decreased was due to the company only transfer ownership of the condominium unit of The Title Naiyang Phase 1& Phase 2 which occurred since the beginning of 2019.

In 2021, the company had income from selling and services amounted to 66.45 million baht. Altogether, the income had improved just only 18.63%; when compared to the other year. mainly due to the epidemic situation of COVID-19 and a declaration of emergency shutting down the entry and exit of the country Therefore, the project's customers who are foreigners cannot come to transfer the ownership of the condominium units. which customers began to transfer ownership of condominium units in the 4th quarter due to the announcement of the opening of the country

In 2022, the Company has revenue from sales and services equal to 581.08 million baht or accounted for an increase of 97.44% of revenue compared to the same month of the previous year. This was mainly due to the ownership transfer of condominium units in The Title Rawai Beach Phase 5 project, which started in the fourth quarter of 2021 and increased from sales. caused by the COVID-19 epidemic situation Unwind, causing most of the project's customers, who are foreigners, come to buy and transfer ownership of the condominiums.

Overview of Project Launch and Transfer of Ownership



The company had a net profit(loss) in the year 2020 to 2022 amounted to (48.20) million baht , (114.07) million baht and 68.86 million baht. Altogether, the net profit(loss) was (51.95) % , (151.83)% and 9.67 % of the income which is consistent with the company's performance.

On the 31st December 2019 to the 31st December 2022, the company had property of about 1,386.77 million baht and 1,478.45 million baht and 1,236.98 million baht ; by the main property of this company that is related to property project development. For example, the costs of the property development are about 44.07% , 47.74% and 33.19 % of the all the property and the land; that waiting to be developed at 36.57% , 35.21% and 42.30 % of all the property. All of this from the consideration of the property project of the company found that differentiation of the property was affected from affiliation of the cause; of which was affected by the cause of the property. This is because between construction, it was conveyed to the buyer yet. Thus, the company that made a recording caused it to be the development of the project for selling. The costs will be shared into the property room; as well as know the costs in the Balance Sheet. Therefore, the year that has conveyance of rooms a lot. made the property decrease, etc. At the same time, the year that had late conveyance had construction for the project; in order to make the property to improve.

On the 31st of December 2020 to the 31st of December 2022, the company had debt owed amounting to 679.11 million baht , 884.86 million baht and 574.53 million baht. Altogether it is about 48.97% , 59.85% and 46.43% of the debt owed of the shareholder and the main holder of the debt in the company. The company received funds from the customer beforehand with the money that the company had received from the buyer, before conveyance occurred. For example, room bookings, monthly deposits, and contract fees will be recorded to be the money of the customer beforehand. It could be changed to be income, when conveyance occurs for the buyer. Loaned funds during a short-term period from the financial institution/insurance company. In the past, funds were borrowed from the financial institution/insurance company will improve when the company can have plans to be able to develop the project property. Hence, the owed debt could be decreased, when the company is able to sell their rooms. This amount of debt owed can be gradually paid back to the financial institution/insurance company. In 2019 the advance received was decreased caused by the transfer of ownership of condominium of The Title Naiyang Phase 1,2. In 2020 the advance received was increased caused from advance receipt of reservation cost and down payment from project and loans from financial /institutions/insurance companies for used in construction of The Title Rawai Project Phase 5 and additional guarantee liability provisions

On the 31st of December 2020 to the 31st of December 2022 , the company had shareholders consisting of about 707.66 million bath , 593.59 million baht and 662.45 million baht or it's about 51.03% , 40.15% and 53.55% of the debt owed to shareholders. The amount of shareholders had increased, because the net profit (loss) had improved. Furthermore, the capital of the registered had increased; while the period of 2020 to 2022 had dividends and share repurchases as well as the amount of capital being increased by the following.

In 2020, the company therefore proposed to pay dividend to the company's shareholders in the total amount of 36,459,179 Baht, at the rate of 0.0555555556 Baht per share, by allocating the same to the company's shareholders in the form of stock dividends and cash as per the following details:

a. The Company will pay the stock dividends by issuing 65,627,052 shares (with a par value of 0.50 Baht each), calculated as the dividend payment at the rate of 0.05 Baht per share, to the existing shareholders, at the ratio of 10 existing shares for 1 stock dividend, in the total amount of 32,813,526 Baht. Where the calculation of ordinary shares for the payment of stock dividends results in fractions of share, any fractional shares therefrom will be received in cash at the rate of 0.05 Baht per share in lieu of the stock dividends;

b. The company will pay dividend in the form of cash at the rate of 0.0055555556 Baht per share;

And

In 2020 the company determines the dividend payment will be made on 22 May 2020 and the date for determining the name of shareholders who shall be entitled to receive to receive dividend payment (Record Date) is scheduled on 5 March 2020.

In 2021 annual General Meeting of Shareholders held on 29 April 2021 resolved to refrain from paying dividends for the 2020 operating results.

In 2022 The Annual General Meeting of Shareholders on 29 April 2022 passed a resolution to refrain from paying dividends. As for the 2021 operating results for 3,728,000 shares of treasury shares that have not yet been sold, past the date of disposal. board meeting resolved to reduce capital by cutting off the repurchased listed shares The par value of 0.50 baht per share is the new registered capital. 360,948,746.50 baht

Performance Analysis

Revenue

Rhom Bho Property Public Company Limited's revenue consisted of revenue from sales and services, interests, and revenue from other sources. Admittedly, revenue from sales and services was considered a major source of revenue. Revenue could be categorized as follows:

Revenue from Sales

Revenue obtained from the Company's sales and services came from revenue from the sales of real estates as well as other revenue related to the sales of real estates, for instance, revenue from the sales of furniture sets to be featured in condominium units, revenue from decoration or renovation of condominium units, and revenue from public utilities. Once again, the Company would be able to acknowledge its revenue when a condominium project was completed and the transfer of ownership was finalized with buyers. During 2020-2022, the Company's revenue from sales and services was estimated at 81.66 million baht ,66.45 million baht and 581.08 million baht or a rise of 88.01% ,85.56% and 97.44% respectively

In 2020, The company's revenues from sales for the year ended 31st December 2020 was 81.66 million baht or decreased by 93.82% of revenue rate compare with the previous year. The mainly decreased was due to the company only transfer ownership of the condominium unit of The Title Naiyang Phase 1& Phase 2 which occurred since the beginning of 2019. Caused by the transfer of ownership of The Title Naiyang Phase 1,2 about 23 units and the continuously transfer of ownership of The Title Rawai Phase 3 about 1 room.

In 2021, The company's revenues from sales for the year ended 31st December 2021 was 66.45 million baht or decreased by 18.63% of revenue rate compare with the previous year. The mainly decreased was due to the company only transfer ownership of the title Naiyang project Phase 1,2 amout 4 units and the title Rawai Phase 5 amout 15 units.

In 2022, the company has revenue from sales and services for the year 2022 equal to 581.08 million baht or an increase of xxx percent of revenue compared to the same period of the previous year. Mainly due to the transfer of ownership of 114 units in The Title Rawai Beach Phase 5 project.

Other Income

In 2020 to 2022, the company had other income of about 11.13 million baht , 9.59 million baht and 14.88 million baht. As for the percentage they were 11.99% ,12.62% and 2.56 %to be the total of income.

The other income was from customers that had breached their contracts, interest, income from rent, etc. By the income from the customer that did something wrong, the contract was based from booked funds, funds to from a contract, and down payments of which customers had paid; as well as canceled their contracts before. Also, the customers who did not follow their contract is the reason why they were canceled or the customer did not transfer conveyance in the period of time specified; as well there being no feedback from customers, and income generated from renting. The company let the income from the room, be the rent that was opened for the customer by market planning. Therefore, the company will pay investment return to the customer in the period of time that was specified.

Table 1 Revenue from Sales and Services Classified by Project

Revenues from sales and service ^{1/}	Financial statement (Audited)					
	Y2020		Y2021		Y2022	
	Value (Million baht)	Proportion (percent)	Value (Million baht)	Proportion (percent)	Value (Million baht)	Proportion (percent)
The Title Rawai Phase 1					15.05	2.53
The Title Rawai Phase 3	4.96	5.35			9.07	1.52
The Title Naiyang Phase 1	33.10	35.68	7.99	10.51	62.13	10.42
The Title Naiyang Phase 2	43.59	46.98	7.10	9.34	10.63	1.78
Total revenues from sales and service	81.65	88.00	66.45	87.39	581.08	97.50
Other income	11.13	12.00	9.59	12.61	14.88	2.50
Total income	92.78	100.00	76.04	100.00	595.96	100.00

Remark: Other revenues varied in customers' breach of contract, interest, and rental fee.

Table 2 Status of Transfer of Ownership during 2020-2022

Project	Y2020		Y2021		2022		Accumulated Transfer of Ownership	
	Transferred ¹ (Unit)	Proportion ² (percent)	Transferred ¹ (Unit)	Proportion ² (percent)	Transferred ¹ (Unit)	Proportion ² (percent)	Transferred ¹ (Unit)	Proportion ² (percent)
The Title Naiyang Phase 1	11	4.37	2	0.79	21	8.33	245	97.22
The Title Naiyang Phase 2	12	5.5	2	0.91	2	0.91	219	99.55
The Title Rawai Phase 1	-	-	-	-	4	2.50	159	99.38
The Title Rawai Phase 3	1	0.42	-	-	1	0.42	240	100
The Title Rawai Phase 5	-	-	14	6.14	114	50	128	56.14
The Title Halo Phase 1	-	-	-	-	-	-	-	-

Remark: ¹ Number of condominium units transferred during the year.

² Calculated from condominium units transferred each year divided by the total number of units per project.

Cost of Sales and Services / Gross Profit and Gross Profit Margin

The main cost of sales and services of the major companies consist of Land and land improvements building construction cost Other expenses related, etc. will be added to the asset list. which is presented in the statement of financial position of the Company It is recognized as cost of sales and services in the statement of comprehensive income when ownership is transferred to the buyer.

In 2020-2022, the Company's cost of sales and services changed in the same direction as the revenue from sales and services. The company has cost of sales and services equal to 37.18 million baht, 114.67 million baht and 323.25 million baht or accounted for the ratio of cost of sales and services to revenue from sales and services equal to 40.07%, 150.79% and 56.12% respectively, or accounted for gross profit (loss) of 42.48%, (65.23) % and 41.32%, respectively, which the decline in the company's gross profit margin This is a result of the number of customers who enter the guaranteed return project for condominiums in The Title Rawai Beach Phase 5 and Nai Yang Beach Phase 1, 2 transfer ownership of the condominium units in 2020-2022, resulting in the company's revenue. Recognized from the transfer of ownership per unit, the value decreased, equal to the discount value given to customers in 2021, increased due to repairs and estimates of repairs and improvements to the public utility system according to the complaint from the condominium juristic person, which was due The warranty period has been completed and the estimate for the warranty has been adjusted further to prevent environmental impact.

Table 3 Costs of Sales

Costs of Sales	Y2020		Y2021		Y2022	
	Million baht	Percent	Million baht	Percent	Million baht	Percent
Costs of sales – Lands and land improvement	1.90	5.11	3.42	2.98	27.72	8.58
Costs of sales – Construction of building	32.78	88.17	33.65	29.34	284.74	88.08
Costs of Sales – Other related expenses ¹	2.50	6.72	77.60	67.67	10.80	3.34
Total Cost of Sales and Services	37.18	100.00	114.67	100.00	323.25	100.00
Percentage of costs of sales and services per revenue obtained from sales and services	45.54		172.57		55.63	
Gross profit margin	42.47		(85.18)		41.87	

Remark: ¹ Costs of sales – Other related expenses consisted mainly of fees and loan interests during the construction period. and In 2021, an increase in cost of repairs and estimated costs of repairs.

Selling Expenses

Selling expenses, was salary and the benefits of the seller, business tax, selling fees, payment for promotion sales depreciation payments for the room. For example, the payment tax from the sale and the conveyance of the room; of which is the specific business tax, revenue stamp, etc.

The promotion of sales for example is advertisements, marketing activity booth payments, process payment; such as certifying payment, etc.

Nonetheless, the company has a policy to determine the rate of the payment to pay for the sales of the agency, of about 10.00% of the selling value. In some cases, if the agency is able to sell rooms until they are able to obtain a gross profit in the period of time that the company had determine, that agency seller can obtain special commission. Furthermore, the Sales Agent and employees in the company had cooperated to support and make sales marketing receive sales commission as well in the amount of 1.00-2.00% of the value of the room.

Notwithstanding, the commission will be paid to the Agent, Sales Agent, and employees of the company. When the customer made a booking or a sales contract, or the room that was conveyance only receives commission. In addition, the funds that the company will receive from the customer must be more than the money the company had paid to the Agent, Sales Agent, and employees of the company. The rate should be close to the competition of the company; of which is the property development company in Phuket with a high-competition area. However, the company should consider about effects that cause issues to the marketing costs; of which include the costs for the Sales Agent to be marginal costs that should receive the contract beforehand. Thus, it was took to determine that strategy for the sales price. For the rate that is the agency payment, is not affected by gross profit of the company.

Selling expenses for the period 2020-2022 amounted to 31.18 million baht, 26.03 million baht and 102.41 million baht, accounting for 33.61%, 34.23% and 17.18 % of revenue from sales and services, respectively. The increase (decrease) in selling expenses arises from variable expenses related to sales, which are: sales commission , specific business tax Trade fee (sales) from the transfer of ownership of the condominium unit According to the contract terms, the cost of taking care of the room that has not been transferred.

Table 4 Selling Expenses

Selling Expenses	Y2020		Y2021		Y2022	
	Million baht	Percent	Million baht	Percent	Million baht	Percent
Salaries, bonuses, and welfares of salespersons	14.39	46.15	13.03	50.06	13.08	12.77
Specific business taxes and trade charges	1.60	5.13	0.80	3.07	10.64	10.39
Promotional and public relations	0.47	1.51	0.64	2.44	1.32	1.29
Other expenses related to sales	3.07	9.85	1.66	6.37	2.19	2.14
Costs of Sales – Costs of contractual requirements ²	9.83	31.53	7.90	30.35	73.24	71.51
Depreciation	1.82	5.84	2.00	7.68	1.95	1.91
Total Costs of Sales	31.18	100.00	26.03	100.00	102.41	100.00
Percentage of costs of sales per revenue of sales and services	38.19		39.17		17.62	

Administrative Expenses

The main administrative expenses of the company were salary bonus benefits of the employees, seller, specific business tax, and seller promotion, Depreciation information, and advertising, payment utilities, insurance interest, etc.

In 2020 to 2022, the company had costs for management of about 78.19 million baht, 69.73 million baht and 81.04 million; or about 84.27 %, 91.70 % and 13.60% of the income from selling and servicing.

In 2020, the company's administrative expenses for the year ended 31st December 2020 was 78.19 million baht decreased 47.82 million baht from the previous year because there are decreases of administrative expenses such as employees expenses , donation for charity , other expenses

In 2021, the company's administrative expenses for the year ended 31st December 2021 was 69.73 million baht decreased 8.46 million baht from the previous year because there are decreases of administrative expenses such as employees expenses , other expenses.

In 2022 , the Company has administrative expenses for the year 2022 equal to 81.04 million baht, an increase compared to the same period of the previous year equal to 11.31 million baht due to increased expenses such as asset depreciation. , other administrative expenses

Table 5 Costs of Management

Costs of Management	Y2020		Y2021		Y2022	
	Million baht	Percent	Million baht	Percent	Million baht	Percent
Salaries, bonuses, and welfares of executives	41.11	52.58	36.31	52.08	35.77	44.14
Public utility expenses	1.77	2.26	2.08	2.98	4.49	5.53
Services	5.88	7.52	4.40	6.31	6.49	8.01
Meeting allowance	0.33	0.42	0.33	0.47	0.41	0.50
Other expenses related to management ^{1,2}	21.68	27.73	18.28	26.21	24.58	30.33
Depreciation	7.42	9.49	8.34	11.96	9.31	11.49
Total Costs of Management	78.19	100.00	69.73	100.00	81.04	100.00
Percentage of costs of management per revenue of sales and services	95.76		104.94		13.95	

Remark: ¹ Administrative expenses included security and housekeeping expenses as well as insurance premiums.

² The company has reclassified certain accounts in the statement of financial position as at December 31, 2019, 31, December 2020 conform to the presentation of the financial statements of current year as follow

Finance costs

The finance costs of the company have interest from funds loaned from the financial institution/insurance company; of which was not recorded. Thus, the financial costs of the project and interest was paid by renting and sales contract in 2020 to 2022 The company has financial costs of about 5.22 million baht, 7.49 million baht and 11.26 million baht. As for the percentage, it was 5.26%, 9.85% and 1.89% of all income.

In 2020-2022, the company's financial cost is 5.22 million baht, 7.49 million baht and 11.26 million baht, an increase of 3.12 million baht, 2.27 million baht and 3.77 million baht respectively. compared to the same period last year Part of it is interest on loans that occur after the construction of the project is completed. and interest expenses incurred from borrowing money from financial institutions/insurance companies to use as working capital

Tax Expenses

In 2020-2022, the Company has income tax expenses equal to (10.78) million baht, (27.81) million baht and 16.82 million baht respectively, resulting from the adjustment of income tax projection and deferred income tax and income tax expenses. according to operating results.

Net profit(loss)

The company has a net profit (loss) in the year 2020-2022 in the amount of (48.20) million baht. , (114.07) million baht and 68.86 million baht, respectively, or accounted for the net profit (loss) rate. equal to percent (51.95) , percent (151.83) and 9.67 % of total income respectively The profit (loss) corresponds to the performance of the company.

Shareholders' Equity Yield

In 2020, the company had a Shareholders' Equity Yield had (6.57) which arise from the profit(loss) according to the operating result.

In 2021, the company had a Shareholders' Equity Yield had (17.53) which arise from the profit(loss) according to the operating result.

In 2022, the company had a Shareholders' Equity Yield had 9.74 which arise from the profit(loss) according to the operating result.

Financial Analysis

Assets

During December 31st, 2020, December 31st, 2021 and December 31st, 2022, Rhom Bho Property Public Company Limited possessed its total asset of 1,386.77 million baht, 1,478.45 million baht and 1,236.98 million baht. Significantly, major assets were related to the development of condominium projects, where the real estate ratio was maintained 44.07%, 47.74% and 33.19% of total assets, respectively. Also, the undeveloped lands were considered 36.57%, 35.21% and 42.30% of total asset.

Details of Major Real Estates can be summarized by the following:

Costs of Property Development

Costs of property development occurred prior to the transfer of ownership to be included in the list of property development costs revealed in the financial statement and would be acknowledged as the comprehensive income statement when the ownership was transferred to buyers. Property development costs mainly consisted of land costs, land reclamation costs, construction costs, and other expenses related directly to the development of condominium projects, including relevant loan interests.

By the end of December 31, 2020 and December 31, 2021, and December 31, 2022, Rhom Bho Property possessed costs of property development of 611.08 million baht, 705.75 million baht and 410.62 million baht considered 44.07%, 47.74% and 33.19 % of total asset.

In 2020 costs of real estate development remained at 611.08 million baht. The main factor in the recognition of the cost of real estate sales in the income statement when the ownership is transferred.

In 2021, real estate development costs were 705.75 million baht. The increase (decrease) came from the recognition of costs from the construction of The Title Rawai Beach Phase 5 project completed at the end of 2021 and the transfer of ownership of condominium units in The Title Haad Nai project. Phase 1, 2 tires

In 2022, real estate development costs were equal to 410.62 million baht. The increase (decrease) came from the recognition of costs from the pre-construction work of The Title Halo, Nai Yang Beach and the transfer of ownership of the condominium units in The Title Nai Yang Beach Phase 1, 2 and The Title Rawai Beach Phase 5

Table 6 Costs of Property Development Classified by Project

Project	December 31 st , 2020		December 31 st , 2021		December 31 st , 2022	
	Million Baht	Percent	Million Baht	Percent	Million Baht	Percent
The Title Rawai Phase 1	8.68	1.42	8.68	1.23	1.76	0.43
The Title Rawai Phase 3	2.85	0.47	2.85	0.40		
The Title Naiyang Phase 1,2	51.37	8.41	45.39	6.43	11.69	2.85
The Title Naiyang Phase 3	48.12	7.87	49.07	6.95	50.14	12.21
The Title Rawai Phase 5	405.03	66.28	484.80	68.69	216.31	52.68
The Title Halo1	95.03	15.54	111.46	15.79	125.93	30.67
The Title Bangtao			3.50	0.50	4.78	1.17
Total	611.08	100.00	705.75	100.00	410.62	100.00

Inventories

Rhom Bho Property Public Company Limited's inventories were furniture that customers purchased separately. The Company would act as a representative to order and deliver furniture to customers. Some customers, such as foreign customers, were unable to proceed with their plans. This was considered part of the marketing strategy to fully facilitate its customers. Additionally, Rhom Bho Property had promoted such services for The Title Rawai Phase 3 and The Title Naiyang Phase 1, 2. During December 31st, 2020 December 31st, 2021 and December 31st, 2022, the inventory remained at 0.91 million baht, 1.17 million baht, and 4.11 million baht considered 0.07%, 0.08% and 0.33% of total assets.

Other Current Assets

The main other current assets of the company are insurance interest that paid deposits. on the 31st of December 2020 to the 31st of December 2022 the company has about 3.13 million baht, 2.54million baht and 2.77 million baht in other current assets. As for the percentage, it was 0.23%, 0.17% and 0.22%of all of the company.

The land held for development

The land held for development is the land that the company has plans for developing in the future. It was about the cost to obtain land, payment, and related payments; of which was shown with cost-plus pricing from the gain on reversal of impairment loss on the 31st of December 2020 to 2022 The company will have land to develop of about 507.18 million baht, 520.53 million baht and 523.19 million baht. As for the percentage, it was 36.57%, 35.21% and 42.30% of the total amount of properties of the company.

In 2020-2022, the land held for development of the company had about 507.18 million baht, 520.63 million baht and 523.19 million baht increased 18.70 million baht , 13.44 million baht and 2.56 million baht. It occurred from the location being improved around Bang Tao beach and landfill fee for development in the future.

Table 7 Undeveloped Land Classified by Location

Unit: Million Baht

Undeveloped Land	December 31 st , 2020	December 31 st , 2021	December 31 st , 2022	ownership
Land in Rawai Beach	3.89	3.89	3.89	company
Land in Naiyang Beach	138.30	138.30	138.30	company
Land in Bang Tao Beach	364.99	378.44	381.00	mortgage
Total	507.18	520.63	523.19	

Property, Plant and Equipment

The property, plant and equipment of the company had the land, office, and apartment complex of employees, the camping area for the construction employees, and vehicles on the 31st of December 2020 to 31st of December 2022. There was about 68.14 million baht, 66.04 million baht and 61.13 million baht. As for the rate of percentage, it was 4.91% ,4.47% and 4.94 % of total properties. For example, the building and head office in Phuket province. This was permitted to be the working place, and meeting for the Co-Executive Officer; as well as to be the flat for employees in Phuket and office buildings in Bangkok, etc. The decrease in land, buildings and equipment is in line with the depreciation of assets.

In Y2020, the property, plant and equipment had decreased from Y2019 to 4.76 million baht; or about 6.53%

In Y2021, the property, plant and equipment had decreased from Y2020 to 2.10 million baht; or about 3.08%

In Y2022, the property, plant and equipment had decreased from Y2021 to 4.92 million baht; or about 7.44%

Table 8 Property, Plant and Equipment

Unit: Million Baht

Property, Plant and Equipment	December 31 st , 2020	December 31 st , 2021	December 31 st , 2022
Land	12.77	12.77	12.77
Building and construction	50.52	49.01	41.53
Decoration and office material	2.47	2.02	1.12
Vehicle	2.32	2.17	2.88
Task during construction	0.06	0.07	2.84
Total	68.14	66.04	61.13

Intangible Assets

Intangible assets of the company had software copyrights by the net value on the 31st of December 2020-31st of December 2022 was 0.64 million baht, 0.32 million baht and 0.14 million baht. The rate of percentage was 0.05%, 0.02% and 0.01% of all the property Intangible assets of the company in Y2014. For example, computer software copyrights system was bought for Enterprise Resource Planning or ERP. The company used this system for managing to job, by decreased intangible assets of the company because it occurred from these copyrights.

In Y2020 intangible assets of the company were decreased 0.32 million baht when compared to Y2019 due to the amortization of royal fees.

In Y2021 intangible assets of the company were decreased 0.32 million baht when compared to Y2020 due to the amortization of royal fees.

In Y2022 intangible assets of the company were decreased 0.18 million baht when compared to Y2021 due to the amortization of royal fees.

Deferred Tax Assets

Deferred tax asset occurred from temporary difference used with tax deduction and unused tax loss, where Rhom Bho Property Public company Limited would have sufficient taxable profits in the future to utilize the unused tax losses. During December 31st, 2019-December 31st, 2021, the Company possessed deferred tax asset of 26.84 million baht, 54.65 million baht and 35.91 million baht, considered 1.94%, 3.70% and 2.90% of total asset. A majority of deferred tax assets consisted of temporary difference of employees' benefits and leasehold right.

Other Non-current Assets

Other non-current asset of Rhom Bho Property Public Company Limited included the guarantee of electricity and water supply. On the December 31st, 2020-December 31st, 2022, the Company's non-current asset remained at 1.78 million baht, 1.26 million baht and 1.24 million baht, considered 0.13%, 0.09% and 0.10% of total asset.

Liability

On the December 31st 2020 - December 31st, 2022, Rhom Bho Property Public Company Limited possessed liability valued at 679.11 million baht, 884.86 million baht and 574.53 million baht, considered 48.97%, 59.85% and 46.43% of total asset. Significant liabilities could be summarized as follows:

Trade and Other Payables

Trade and other payables of the company were construction, selling accounts receivable to buy material to develop the project. On the 31st of December 2020 to the 31st of December 2022 Accounts receivable of the company had about 3.36 million baht 5.82 million baht and 18.35 million baht. As for the rate of percentage, it was 0.24%, 0.39% and 1.48 % in the past the shareholders in regards to the accounting business process of the company.

In Y2020 to 2022 Trade and other payables had from Y2019 by increase 14.06 million baht ,2.46 million baht and 12.52 million baht caused by the payment of material east for develop the project for The Title Rawai Phase 5. In 2022, trade and other payables mainly accrued expenses such as commissions paid to agencies, etc.

Trade and other payables can be concluded below:

Table 9 Trade and Other Payables

Unit: Million Baht

Trade and Other Payables	December 31 st , 2020	December 31 st , 2021	December 31 st , 2022
Construction of building	1.32	2.67	1.56
Others ¹	2.04	3.16	16.79
Total	3.36	5.83	18.35

Remark: ¹ Other payables consisted of pending payments

Income Tax Payable

During December 31st, 2020-December 31st, 2022, no income tax payable which corresponds to the net profit (loss) from the company's operation.

Advanced Received

Advanced received was a sum of money Rhom Bho Property Public Company Limited received from a buyer before the date of transfer of ownership, such as deposit and contractual payment. The Company would record such transactions from customers in advance, where the sum of money would be deducted as income when the ownership was transferred to customers. Regarding the terms and conditions of deposit and contractual payment, for Thai customers, the company would request customers to make the contract and down payments to the Company of at least 10.00-15.00% of the condominium value prior to the transfer of ownership. Meanwhile, for foreigners, they would be required to make the deposit and down payments of at least 50.00-70.00% of the condominium value prior to the transfer of ownership.

In Y2020 - Y2022, the Company possessed advanced received of 276.86 million baht, 332.73 million baht and 480.22 million baht, as for the rate of percentage, it was 76.86% ,22.51% and 38.82% of total liability and shareholders' equity. The amount received in advance has decreased due to the transfer of ownership of condominium units in the project Naiyang Phaes1,2 and The Title Rawai Phase 5 and advanced received from sales increase.

loans from financial institutions/Insurance company

In Y2020-Y2022 the company has loans from financial institutions/Insurance company was 205 million baht, 454.30 million baht and 4 million baht for use in constructing The Title Rawai Phase 5 and was as working capital in the business. In 2022, the company has fully repaid the loans for the Title phase 5 project and partially repaid the loans used as working capital.

5. General Information and Other Important Information

1. Company Information

Company Name	: Rhom Bho Property Public Company Limited
Registration Number	: 0107559000478
Type of Business	: Property Development
Main Office Address	: 444-444/1 Pracha Uthit Rd, Huai Khwang, Huai Khwang District, Bangkok 10310
Telephone	: 02-1036444
Fax	: 02-1032444
Website	: www.rhombho.co.th
E-Mail	: info@rhombho.co.th
Registered Capital	: 360,948,746.50 Baht
Paid-in Capital	: 360,948,746.50 Baht
Ordinary Share	: 721,897,493 Shares
Par Value	: 0.50 Baht

2. Reference

Register (Share)	Thailand Securities Depository Company Limited	93 Stock Exchange of Thailand Building, Ratchadapisek Road, Din- Daeng, Bangkok 10400 Tel: 0-2009- 9000 Fax: 0-2009-9991
Auditor	Siam Truth Audit Company Limited	338 A Building, Preecha Complex Building A, 8th Floor, Rachadapisek Road Soi 20, Samsennok, Huaykwang, Bangkok, 10310. Tel: 0-2275-9599
Internal Auditor	Profess One Office Company Limited	145 Ladprao Soi 101, Ladprao Road, Klongjan, Bangkapi, Bangkok 10240. Tel: 0-2731-5200, Fax: 0-2731-5201



PART2

CORPORATE GOVERNANCE

6. Corporate Governance Policy

The Company has complied with the code of best practice to promote transparency and efficiency in business operations, which will create trust and confidence amongst shareholders, investors, and all relevant parties. The Board of Directors has thus established the Principles of Corporate Governance in accordance with the Good Corporate Governance Guidelines set by the Stock Exchange of Thailand. The Company's Principles of Corporate Governance comprise eight principles as follows: -

Principle 1: Establish clear leadership role and responsibilities of the board

Principle 2: Define objectives that promote sustainable value creation

Principle 3: Strengthen board effectiveness

Principle 4: Ensure effective CEO and people management

Principle 5: Nurture innovation and responsible business

Principle 6: Strengthen effective risk management and internal control

Principle 7: Ensure disclosure and financial integrity

Principle 8: Ensure engagement and communication with shareholders

Principle 1: Establish clear leadership role and responsibilities of the board

The board demonstrates a thorough understanding of its leadership role, assume its responsibilities in overseeing the company, and strengthen good governance, including:

- (1) Defining objectives;
- (2) Determining means to attain the objectives; and
- (3) Monitoring, evaluating, and reporting on performance.
- (4) To achieve sustainable value creation, the board should exercise its leadership role and pursue the following governance outcomes: competitiveness and performance with long-term perspective;
- (5) Ethical and responsible business;
- (6) Good corporate citizenship; and
- (7) Corporate resilience.
- (8) All directors and executives perform their responsibilities in compliance with their fiduciary duties, and that the company operates in accordance with applicable law and standards.
- (9) The board demonstrates a thorough understanding of the division of board and management responsibilities. The board should clearly define the roles and responsibilities of management and monitor management's proper performance of its duties.

The Board of Directors is responsible for the performance of duties and is truly independent from the management for the best interests of the Company and its shareholders by clearly separating the duties and responsibilities between the Board and the Management. The Company has disclosed the names, background, roles and duties of the Board of Directors and 4 sub-committees, namely the Executive Committee, the Audit Committee, the Risk Committee and the Nomination and Remuneration Committee. The appropriateness of the annual remuneration, the number of meeting attendance of the committee members and the amount of remuneration paid to the various committees are disclosed, as well as a report on the committee's responsibility to the financial reports. and reports from the Audit Committee in the annual report.

Roles, Duties, and Responsibilities of the Board of Directors

Duties and Responsibilities of the Chairman of the Board

The Chairman of the Board is responsible for governing the implementation of policies and strategic operations of management, as well as providing advice and support business operations, but does not involve in the management of the Company. The Chairman of the Board acts as the chairman of the Board's meeting and shareholders' meeting and encourages every director to participate in the meeting and ensures that the Board's meeting and shareholders' meeting proceed in an efficient manner. The key roles of the Chairman of the Board include:

- Promote efficient performance of the Board of Directors in line with the principles of good corporate governance;
- Promote participation of executive directors, non-executive directors, and independent directors in decision making processes and activities;
- Promote regular assessment and improvement of the Board's performance;
- Act as the chairman of the Board's meeting and shareholders' meeting, as well as work with the company secretary to determine meeting agenda by allowing directors to propose agenda items to be considered at the meeting;
- Cast a deciding vote at the Board's meeting in the case of an equality of votes;
- Ensure that the Board of Directors receives sufficient information for a Board's meeting;
- Ensure that an adequate communication channel is in place to allow communication between the Board, management, and shareholders;
- Appoint the company secretary to support the functions of the Board of Directors.

Chief Executive Officer

At the Board of Directors Meeting No. 7/2559 on 2 November 2016, the Board of Directors has determined the scope of duties and responsibilities of the Chief Executive Officer as follows:

Scope of Duties and Responsibilities of Chief Executive Officer

- Oversee and manage daily operation and/or management of the Company, as well as the overall governance in accordance with policies, business strategies, operation objectives and plans, financial goals, and budgets approved by the Board of Directors and/or meeting of shareholders.
- Develop business plans and determine management authority. Set business and annual budgets to be proposed to the Board of Directors for approval and report progress under such plans and budgets to the Board of Directors.

- Determine the corporate structure; management procedures; employee selection, training, employment, and termination; employee pay rate, salary, compensation, bonus, and welfare to be submitted to the Executive Committee and/or Board of Directors (whichever the case may be).
- Monitor and report the Company's status. Suggest alternatives and strategies in line with policy and market situation.
- Oversee and regulate the Company's operations such as finance, risk management, internal control, operational and supporting functions, and resource management.
- Represent the Company and communicate with the government and other regulatory agencies.
- Communicate with the public, shareholders, customers, and employees to ensure good reputation and image of the Company.
- Ensure that good corporate governance is in place.
- Issue, revise, add, and improve rules, regulations, and orders related to the Company's operations such as employment, appointment, removal, employee discipline, determination of salary and other compensations, and welfare.
- Negotiate and approve transaction agreements and/or any task related to daily operations and/or management within the financial limits approved by the Board of Directors in the Table of Approval Authorities.
- Hold any authority, duty, and responsibility as assigned or according to the policy set by the Board of Directors to sub-authorize and/or appoint other persons to carry out specific tasks on behalf of the Chief Executive Officer within the scope of authorization specified in the authorization letter and/or in accordance with rules, regulations, or orders from the Board of Directors.

The authorization of duties and responsibilities by the Chief Executive Officer shall not be done in a way that authorizes or sub-authorizes the Chief Executive Officer or authorized person(s) to approve transactions with which he/she has conflicts of interest (as defined in the Notification of Securities and Exchange Commission) or material interest or any other conflicts of interest with the Company and/or subsidiary companies, unless such transaction approvals are in accordance with the policy and rules approved by the Board of Directors or shareholder meeting.

Duties and Responsibilities of the Board of Directors

- Perform duties responsibly, with due care, and in good faith in the best interest of the Company and to ensure compliance with laws, objectives and Articles of Association of the Company, resolutions of shareholders' meeting, and regulations set by the Stock Exchange of Thailand and Securities and Exchange Commission.
- Determine vision, policies, objectives, operation plans, financial strategies, annual budget, and business directions of the Company and ensure that Management performs in accordance with the determined policies efficiently and effectively to maximize economic value for shareholders and for sustainable growth.
- Regulate, supervise, oversee, and monitor the performance of management to ensure operations are efficiently carried out in accordance with the determined policies and budgets and review policies, operation plans, and budgets regularly.
- Be accountable to shareholders, act in the best interest of shareholders, disclose important information to investors accurately and in full, uphold transparency and other standards.
- Assess performance and set remuneration of directors and high ranking executives.

- Be accountable for operating results and performance of management and ensure it conducts its duties attentively and carefully.
- Ensure that feasible and reasonable business objectives are clearly determined and can be evaluated to be used as guidelines for operations.
- Ensure that business operations and practices are carried out with honesty.
- Ensure that a risk management system is implemented by management efficiently and effectively.
- Make decision on key matters, such as large-scale investment plans and policies, management authority, acquisition and disposition of assets, and other transactions required by laws.
- Determine approval levels and authorities of persons or groups of persons to conduct transactions and business operations in accordance with relevant laws to be compiled into an authority manual and review the manual at least once every year.
- Ensure reliable accounting system, financial reporting, and auditing, as well as internal control system assessment.
- Make sure the balance sheet and income statement are prepared at the end of each accounting period and are audited by the auditor to be approved at a meeting of shareholders.
- Protect the interest of shareholders and ensure that efficient internal control system and internal audit are in place. Set procedures to ensure information disclosure and reports are accurate and complete in accordance with relevant laws, notifications, regulations and/or rules of the Securities and Exchange Commission and Stock Exchange of Thailand.
- Acknowledge important audit reports prepared by the Audit Committee or Internal Audit Department, as well as audit accounts and company advisors and determine resolutions.
- Consider management structure and appoint managing director, executive committee, and other committees as appropriate.
- Hold an annual ordinary general meeting of shareholders within four months from the end of an accounting period.
- Approve a nomination of auditor and consider an audit fee to be proposed before a meeting of shareholders for approval.
- Prepare a statement of the Board of Directors' responsibilities for financial report to be included together with an auditor's report in an annual report and for other important matters in accordance with the Stock Exchange of Thailand's Principle of Good Corporate Governance for Listed Companies.
- Appoint, assign, or advise a committee or working group to consider or carry out specific tasks on behalf of the Board.
- Ensure that each committee complies with its committee charter.
- Consider and approve matters related to the Company or deemed appropriate in the Company's best interest.
- Authorize a director or directors or other persons to carry out specific tasks on behalf of the Board. The authorized person(s) shall not have the power to approve transactions if he/she is a person with conflict of interest ("person with conflict of interest" shall have a meaning as defined in the Notification of Securities and Exchange Commission and/or relevant laws) or has stakes or any other conflicts of interest with the Company or subsidiary company (if any), unless such transaction approvals are in accordance with the policy and rule approved by the Board in line with Securities and

Exchange Act, and rules, regulations, notifications, or orders of the Stock Exchange of Thailand and Securities and Exchange Commission.

Duties and Responsibilities of the Audit Committee

- Review the Company's financial report to ensure accuracy and reliability as well as adequate disclosure by coordinating with external auditors and executives responsible for quarterly and annually financial reporting.
- Review the Company's internal control system to ensure appropriateness and efficiency. The Committee may suggest reviewing or examining any items deemed necessary and important and recommend ways to improve the internal control system to the Board of Directors. The internal control system review shall be conducted jointly with external auditors and internal audit manager.
- Review the Company's compliance with Securities and Exchange Act B.E. 2535, notifications, regulations, and/or rules of the Securities and Exchange Commission and Stock Exchange of Thailand, and other laws related to the Company's business.
- Select and nominate an independent person to perform auditor functions including account, control system, and financial statement auditing. The Audit Committee has the power and responsibility to select, evaluate, propose remuneration, and oversee the performance of the auditor, as well as review or guarantee the audit firm to the Board of Directors.

The auditor and audit firm shall report directly to the Audit Committee. The Audit Committee has the authority to approve the terms and conditions and preliminary audit fee and other service fees proposed by the auditor.

The Audit Committee will provide advice to the Board of Directors in order to propose to an annual ordinary meeting of shareholders to approve the appointment of auditor and audit fee.

- Meet with executives and auditor as appropriate to discuss about auditing problems and limitations and management's actions to solve such problems and limitations, as well as risk management and assessment policies, important financial risks, and measures taken by management to control or reduce such risks. Moreover, the Audit Committee shall resolve any conflict between executives and auditor related to financial report and shall hold a meeting with the auditor without the presence of management at least once a year.
- Promote and build a sense of independence of auditor. The Audit Committee shall discuss with the auditor about his/her independence from management and the Company, including any relationship or service between the Company and auditor that may affect the auditor's impartiality.
- Review the Company's financial statements, accounting standards and policy, and important changes related to accounting standards, principles, or practices as well as important decisions that may affect financial reporting, including choices, reasons, and results of such decisions.
- Consider connected transactions or transactions with potential conflicts of interest to ensure compliance with laws and regulations of the Stock Exchange of Thailand and make sure that such transactions are reasonable and in the best interest of the Company. Disclosure of information must be done accurately and fully.

- Review and approve or ratify any transaction made between the Company and related party required to be disclosed by the Securities and Exchange Commission.
- Review the internal audit plan in accordance with Generally Accepted Auditing Standards.
- Ensure that an appropriate and efficient risk management system is in place.
- Report the Audit Committee's performance to the Board of Directors at least four times a year.
- Provide opinions on appointment, dismissal, and evaluation of internal audit officers.
- The Audit Committee is entitled to invite management, executives, or employees to attend the meeting to discuss issues or give opinions or documents deemed necessary or relevant.
- The Audit Committee is entitled to hire a consultant or outsider under the Company's regulations to provide opinions or advice as necessary.
- Prepare the Audit Committee's corporate governance report and publish it in the annual report. Such report must be signed by the Chairman of the Audit Committee and contain at least the following information:
 - a) Opinion on the accuracy, completeness, and reliability of the financial report;
 - b) Opinion on the adequacy of the Company's internal audit system;
 - c) Opinion on the compliance with Securities and Exchange Act, regulations of the Stock Exchange of Thailand, or laws related to the Company's business;
 - d) Opinion on the suitability of the auditor;
 - e) Opinion on transactions with potential conflicts of interest;
 - f) Number of the Audit Committee's meetings and number of meetings attended by each member of the Audit Committee;
 - g) Opinion or overview observation obtained by the Audit Committee from its performance in accordance with the charter;
 - h) Any other matter that shareholders and general investors should know within the scope of duties and responsibilities designated by the Board of Directors.
- The Audit Committee must conduct a self-assessment and report the assessment results as well as problems that may cause the Audit Committee to be unable to achieve its objectives to the Board of Directors every year.
- Revise and improve the Charter of the Audit Committee.
- If the Audit Committee finds or suspects a transaction or action that may potentially affect financial status and operating results of the Company significantly such as a transaction with conflict of interest, potential corruption, significant error or defect in the internal control system, and violation of Securities and Exchange Act or regulations of the Stock Exchange of Thailand, the Audit Committee shall notify the Board of Directors in order to rectify the problems within the time period deemed appropriate by the Audit Committee. If the Board of Directors or executives fail to provide the rectification within the time period deemed appropriate by the Audit Committee, any member of the Audit Committee may report that transaction or action to Securities and Exchange Commission or Stock Exchange of Thailand.
- Ensure that there are channels for reporting complaints related to improper items in financial statements or other issues and assure complaint reporters that there will be an independent review and appropriate follow-up procedures.
- If necessary, the Audit Committee may seek advice about investigation from external advisor or professional expert at the Company's own expense in accordance with regulations of the Company.

- Perform any other task as designated by the Board of Directors within the scope of duties and responsibilities of the Audit Committee.

Duties and Responsibilities of the Nomination and Compensation Committee

Nomination

- Set criteria and policies for nominating members of the Board and Committees, taking into consideration the appropriate numbers, structure, and composition of the Board. Determine the qualifications of directors to be proposed to the Board of Directors and/or shareholders' meeting, whichever the case may be, for approval.
- Recruit, select, and nominate suitable candidates for director and committee member positions that are expired and/or vacant and/or added, whichever the case may be.
- Recruit and select suitable candidates for executive positions, especially president and chief executive officer.
- Oversee compliance with the Company's corporate governance policy. Review the corporate governance policy annually and propose revision and improvement to the Board of Directors.
- Prepare, review, and conclude a succession plan and management continuity for president position annually and report to the Board of Directors.
- Perform any other nomination task as assigned by the Board of Directors.

Compensation

- Set criteria and policies for determining remuneration of members of the Board and Committees and executives to be proposed to the Board of Directors and/or shareholders' meeting, whichever the case may be, for approval.
- Determine the remuneration of individual directors, either in monetary and non-monetary forms. The remuneration of directors and executives shall be considered based on duties, responsibilities, and performances of individual directors and executives and shall be comparable to companies with similar business. The remuneration must be submitted to the Board of Directors for consideration and approved by the Board of Directors and/or meeting of shareholders.
- Approve the determination of directors' annual remuneration.
- Be accountable for the Board of Directors. Clarify and answer queries about remuneration of directors, committee members, and senior executives at a shareholders' meeting.
- Disclose the policy, criteria, and reasons for determining remuneration of directors and executives as required by the Stock Exchange of Thailand in annual registration statement (Form 56-1) and annual report of the Company.
- Perform any other remuneration task as assigned by the Board of Directors. Management and other units must report or present relevant information and documentation to the Nomination and Remuneration Committee to enable the Committee to carry out its duties to achieve its objectives.

Duties and Responsibilities of the Risk Management Committee

- Set a risk management policy and framework to be submitted to the Board of Directors for approval.
- Set, review, and improve the enterprise risk management framework.
- Monitor the risk indicators and conduct a risk assessment.

- Oversee and encourage having an enterprise risk management system in place in line with business strategies, objectives, and changing situations.
- Report important risks to the Board of Directors and Audit Committee and propose how to manage such risks.
- Consider enterprise risk management report as well as provide opinions on potential risks and set measures to control or mitigate such risks. Improve the enterprise risk management system to ensure continual efficiency.
- Consider corruption assessment report and impacts of various malfeasances including fraudulent financial reporting, creating loss of assets, corruption, management override of internal controls, modification of information in important reports, and improper acquisition and disposition of assets.
- Report enterprise risk management results to the Board of Directors. If there is important factor or situation that may significantly affects the Company, immediately notify the Board of Directors.
- Perform any other task as assigned by the Board of Directors.

The Board of Directors consists of members with diverse skills and knowledge and leadership. The Board determines the Company's vision, mission, strategies, and business policies and ensures that the operations of the Company are in accordance with laws, the Company's Article of Association and objectives, and resolutions of shareholders' meeting. For the purposes of monitoring and managing the Company's operations, the Board of Directors has set up various committees to carry out specific tasks on behalf of the Board.

Performance evaluation and development knowledge

The Company requires the Board of Directors to conduct self-assessment at least once a year, every year to enable the Board to review its performance, issues, and obstacles during the previous year and increase the Board's effectiveness. The Company sets in place processes, procedures, and instruments to allow Management and Committees to monitor operation performance improvement, and evaluation. If the operating results differ from the predetermined goals, the Company shall make corrections within an appropriate time period. The Company has consistently complied with the internal control system and report the audit results to the Audit Committee every quarter. The Audit Committee performs duties independently in analyzing the report. In the past year, the Company was able to operate with sufficient care and caution.

The Company secretary shall propose the Board of Directors assessment forms to all members so they can assess their performances during the past year both collectively and individually. When complete the forms, they will send them back to the company secretary who then collects the results of each member, summarizes and analyzes the performances of the Board of Directors during the year. When complete the forms, they will send them back to the company secretary who then collects the results of each member, summarizes and analyzes the performances of the Board of Directors during the year. The company secretary will then submit the results to the Board of Directors for consideration in order to achieve the aforementioned objectives.

The assessment of performance on a collective basis. The areas to be assessed are:

1. Structure and qualifications of the Board of directors
2. Meetings
3. Roles, duties and responsibilities of the Board
4. Relationship with management
5. Self-development of directors and development of executives

The performance assessment of the directors.

Assessment Topic	Full marks	Average
Structure and qualifications of the Board of directors	36	33.78
Meetings	24	23.56
Roles, duties and responsibilities of the Board	48	45.33
Relationship with management	4	3.81
Self-development of directors and development of executives	4	3.42

Principle 2: Define objectives that promote sustainable value creation

The company's annual and medium-term objectives, goals, strategies, and plans are consistent with the long-term objectives, while utilising innovation and technology effectively.

Vision

We are committed to creating communities that live in harmony with the tourist industry.

Missions

- To promise good governance and focus in good morals and ethics in accordance with Buddhist principles
- To create quality products that exceed the expectations of our residents
- To create a community and environment that is compatible with nature
- To guarantee after-sale support to ensure continuous quality service and to maintain the confidence of our residents
- To control and supervise operations in order to meet targets and maximize the return of profits to shareholders

Rompho Property Plc. is a real estate operator whose main customers are foreign customers and the main location for project development is in Phuket. We develop the construction style in accordance with the needs of tourists by emphasizing the design of the resort to be shady by emphasizing the details of the landscape surrounding the project. The Company operates a condominium project development business with the main target group being foreigners. The fact that the target audience is foreigners has an advantage in terms of payment, which the company has clearly stipulated that customers must pay a 75% down payment before they can transfer the condominium, which makes the company different from other real estate companies everything else that normally only puts a down payment of about 25%. This condition eliminates the transfer problem because there are absolutely no credit rejection issues as well as the down payment problem. Importantly, the company receives cash as working capital for the project, thus making the overall project financial cost very low, even though the company is a small real estate company, but is not affected by the risks of the domestic economy or domestic real estate market is sluggish because Phuket is world famous as an area that is very popular and the company has a target group of foreign tourists. In the future Rom Pho plans to develop projects on other beaches in Phuket for sustainable growth.

Principle 3: Strengthen board effectiveness

- The board has responsible for determining and reviewing the board structure, in terms of size, composition, and the proportion of independent directors so as to ensure its leadership role in achieving the company's objectives.

(1) Establishing a skills matrix to ensure that the board consists of directors with appropriate and the necessary qualifications, knowledge, skills, experience, character traits, with an appropriate gender and age balance and diversity to achieve the objectives of the company and stakeholder interests. At least one of the non-executive directors should be experienced and competent in the company's main industry.

(2) The board determines the proper number of directors to function effectively. It must comprise at least 5 directors and should not be more than 12 directors, depending on the company's size, type, and complexity of the business.

(3) The proportion between executive directors and non-executive directors should support proper checks and balances to prevent unfettered power of decision and authority by any one individual, whereby:

a) The majority of the board should be non-executive directors, who exercise objective and independent judgement;

b) The number and qualifications of the independent non-executive directors should reflect applicable legal requirements.

(4) The board explicitly discloses in the company's annual report and on the website its diversity policies and details relating to directors, including directors' age, gender, qualifications, experience, shareholding percentage, years of service as director, and director position in other listed companies website. (www.rhombho.co.th)

- The board selects an appropriate person as the chairman and ensure that the board composition serves the best interest of the company, enabling the board to make its decisions as a result of exercising independent judgement on corporate affairs.

(1) The chairman of the board should be an independent director.

(2) The chairman's roles and responsibilities are different from those of the chief executive officer. The board should clearly define the roles and responsibilities of both positions. To ensure effective checks and balances of power, the two positions should be held by different individuals.

(3) The chairman is responsible for leading the board. The chairman's duties should at least cover the following matters:

(3.1) Oversee, monitor, and ensure that the board efficiently carries out its duties to achieve the company's objectives.

(3.2) Ensure that all directors contribute to the company's ethical culture and good corporate governance.

(3.3) Set the board meeting agenda by discussing with the chief executive officer which important matters should be included.

(3.4) Allocate sufficient time for management to propose topics and for directors to debate important matters thoroughly. Encourage directors to exercise independent judgement in the best interest of the company.

(3.5) Promote a culture of openness and debate through ensuring constructive relations between executive and non-executive directors, and between the board and management.

(4) If the roles and responsibilities of the chairman and the chief executive officer are not clearly separated, for instance, when the chairman and the chief executive officer are the same person, the chairman is not an independent director, the chairman and the chief executive officer are family members, or the chairman is a member of the management team or has been assigned a management role, the board should ensure the balance of power and authority of the board and between the board and management by:

(4.1) having the board comprise a majority of independent directors, or

(4.2) appointing a designated independent director to participate in setting the board meeting agenda.

(5) The board establishes the policy that the tenure of an independent director should not exceed a cumulative term of nine years from the first day of service. Upon completing nine years, an independent director may continue to serve on the board, subject to the board's rigorous review of his/her continued independence.

(6) The board appoints relevant committees to review specific matters, to screen information, and to recommend action for board approval; however, the board remains accountable for all decisions and actions.

(7) The board discloses the roles and responsibilities of the board and the committees, the number of meetings and the number of directors participating in meetings in the previous year, board and committee performance.

- The policy and procedures for the selection and nomination of directors are clear and transparent resulting in the desired composition of the board.

(1) The board establishes a nomination committee. The majority of its members and the chairman should be independent directors.

(2) The nomination committee set the nomination criteria and process consistent with the skills matrix approved by the board and ensure that the candidate's profile meets the requirements set out in the skills matrix and nomination criteria. Upon proposal to and approval by the board of a candidate, the candidate is presented to the shareholders' meeting for election and appointment as a director. Shareholders should receive adequate prior notice and sufficient information about candidates up for election at the shareholders' meeting.

(2.1) The nomination committee should present a description of the nomination criteria and process, and role and responsibilities of a particular appointment to the board before nominating new directors. If the nomination committee nominates current directors, their performance should be considered.

(2.2) If the board appoints any person as a consultant to the nomination committee, relevant information about that consultant should be disclosed in the annual report, including information about independence and conflicts of interest.

- When proposing director remuneration to the shareholders' meeting for approval, the board should consider whether the remuneration structure is appropriate for the directors' respective roles and responsibilities, linked to their individual and company performance, and provide incentives for the board to lead the company in meeting its objectives, both in the short and long term.

(1) The board establishes a remuneration committee with the majority of its members and the chairman being independent directors. The remuneration committee is responsible for setting the remuneration policy.

(2) The remuneration of the board must be consistent with the company's strategies and long-term objectives, and reflect the experience, obligations, scope of work, accountability and responsibilities, and contribution of each director. Directors who have additional roles and responsibilities, such as a member of a committee, must be entitled to additional remuneration, comparable to industry practice.

(3) Shareholders must approve the board remuneration structure, including level and pay components (both cash-based and non-cash compensation). The board considers the appropriateness of each pay component, both in terms of fixed rates (such as retainer fee and attendance fee) and remuneration paid according to the company's performance (such as bonus and rewards). The remuneration should reflect the values that the company creates for shareholders taking a long-term perspective on company performance, and the pay level should not be too high so as to avoid the board excessively focusing on the company's short-term results.

(4) The board discloses the directors' remuneration policy that reflects the duties and responsibilities of each individual, including the pay components and level received by each director. The remuneration disclosed for each director should also include remuneration for what each individual receives from holding directorship at the company's subsidiaries.

(5) If the board appoints any person to consult with the remuneration committee, that consultant's information should be disclosed in the annual report, including information regarding independence and any conflicts of interest.

- All directors are properly accountable for their duties, responsibilities and (in-) actions, and allocate sufficient time to discharge their duties and responsibilities effectively.

(1) There is a mechanism to support directors in understanding their roles and responsibilities, and the time commitment expected from them.

(2) The board sets and publicly disclose criteria limiting the number of director positions directors can hold simultaneously in other companies, and should consider the effectiveness of directors who hold multiple board seats. The number of companies of which a person can simultaneously be a director should be appropriate to the nature and types of businesses involved but should not exceed five listed companies.

(3) The board ensures reporting and public disclosure of directors assuming or holding positions at other companies.

(4) The company's policies prohibit and prevent a director from creating a conflict of interest with the company, including by using the company's assets, information or opportunities for his or her own benefit, as a result of having or taking a director or management position, or having or creating vested interests, both directly and indirectly, in

other companies. Information about a director's other directorships and positions should be reported to shareholders, as appropriate.

(5) Each director attends not less than 75 percent of all board meetings in any whole financial reporting year.

- The company's governance framework and policies extend to and are accepted by subsidiaries and other businesses in which it has a significant investment as appropriate.

(1) The company's governance framework and policies extend to its subsidiaries, including written policies relating to:

- (1.1) The authority to appoint subsidiary directors, executives, or others with controlling power. Generally, the board should have the authority to appoint those persons, except that for smaller operating subsidiaries, the board may delegate this authority to the chief executive officer.
- (1.2) The duties and responsibilities of subsidiary directors, executives and others with controlling power. They are to oversee the subsidiaries' operations to ensure compliance with applicable law and standards, and the subsidiaries' policies. If the company's subsidiary has investors other than the company, the board should require the company's appointed representative to perform his/her role in the subsidiary's best interest and consistent with the governance framework and policies of the company.
- (1.3) The subsidiary's internal control systems are effective and that all transactions comply with relevant law and standards.
- (1.4) The integrity and timely disclosure of the material information of the subsidiary, including its financial information, related party transactions, acquisition and disposition of assets and other important transactions, capital increases or decreases, and termination of a subsidiary.

(2) For businesses that the company has or plans to hold a significant investment in (such as between 20 percent and 50 percent of shares with voting rights), other than subsidiaries, the board should ensure that shareholder agreements or other agreements are in place to enable the company's performance monitoring and participation in the businesses' management, including for approval of significant transactions and decisions. This is to ensure that the company has sufficient, accurate, and timely information for the preparation of its financial statements that conform with relevant standards.

- The board conducts a formal annual performance evaluation of the board, its committees, and each individual director. The evaluation results should be used to strengthen the effectiveness of the board.

(1) The board's, committee's and individual directors' performance evaluation must be conducted at least once a year to facilitate consideration and improvement of the board's performance and effectiveness and resolution of any problems. Assessment criteria and process for the board's, committees' and directors' performance should be systematically set in advance.

(2) The annual assessment of the performance of the board and committees as a whole and on an individual director level should be based on self-evaluation, or alternatively, on cross-evaluation together with self-evaluation. The criteria, process, and results of the evaluation should be disclosed in the annual report.

- The board and each individual director understand their roles and responsibilities, the nature of the business, the company's operations, relevant law and standards, and other applicable obligations. The board supports all directors in updating and refreshing their skills and knowledge necessary to carry out their roles on the board and board committees.

(1) The board ensures that newly appointed directors receive a formal and proper induction and all information relevant to their responsibilities and performing their duties, including details about the company's objectives, the nature of the business, and the company's operations.

(2) The board ensures that directors regularly receive sufficient and continuous training and knowledge development.

(3) The board has knowledge and understanding of relevant law and standards, and other applicable obligations, risk factors, and the company's business environment. The board should receive accurate, timely and clear information, including timely and regular updates.

(4) The board discloses in the annual report training and knowledge development of the board.

- The board ensures that it can perform its duties effectively and have access to accurate, relevant and timely information. The board should appoint a company secretary with necessary qualifications, knowledge, skills, and experience to support the board in performing its duties.

(1) The board's meeting schedule and agenda should be set in advance and each director should receive sufficient notice to ensure attendance.

(2) The number of board meetings must be appropriate to the obligations and responsibilities of the board and nature of the business, but the board meets at least six times per financial year. If the board meetings are not held monthly, the board must receive a report on the company's performance for the months in which the board does not hold a meeting, so that it can monitor management and company performance continuously and promptly.

(3) The board has a mechanism that allows each board member and management to propose the inclusion of relevant items on the meeting agenda.

(4) Meeting documents must be sent to each director at least five business days before the meeting.

(5) The board encourages the chief executive officer to invite key executives to attend board meetings to present details on the agenda items related to matters that they are directly responsible for, and to allow the board to gain familiarity with key executives and assist succession planning.

(6) The board has access to accurate, relevant, timely and clear information required for their respective roles from the chief executive officer, company secretary, or designated executive. If necessary to discharge their responsibilities, the board may seek independent professional advice at the company's expense.

(7) Non-executive directors must be able to meet, as necessary, among themselves without the management team to debate their concerns and report the outcome of their meeting to the company's chief executive officer.

(8) The board appoints a company secretary with the necessary qualifications, knowledge, skills, and experience for performing his/her duties, including providing advice on corporate governance, legal, regulatory and administrative requirements, preparing board meetings and other important documents, supporting board meetings, and

coordinating the implementation of board resolutions. The board should disclose the qualifications and experience of the company secretary in its annual report and on the company's website.

(9) The company secretary must receive on-going training and education relevant to performing his/her duties. The company secretary is also encouraged to enrol on a company secretary certified programme.

The Company has determined the powers of the Board of Directors to suit its operations and has set up a supervisory committee in various fields as follows:

Board of Directors

Audit Committee

Risk Management Committee

Nomination and Remuneration Committee

and has appointed a company secretary to support the operations of the Board of Directors. The positions have important responsibilities as follows:

1. Prepare and keep the following documents.

1.1 Registration Committee

1.2 Invitations to the committee Meeting committee Report and Annual Company Report

1.3 Invitation to the Annual Meeting of Shareholders and Meeting Shareholders Report

2. Maintain the report by Committee or Executives

3. Operation the committee and executive shall prepare reports on their interests in accordance with Section 89/14 of the Securities and Exchange Act and related persons. These are related to the management of the business of the company or its subsidiaries in accordance with the law.

4. Maintain a report of interest reported by a Committee or Executives and a copy sending report of the under section 89/14 shall be sent to the President and the President of the Audit Committee within seven (7) days from the date of receipt of the report.

5. Provide a document retention system or evidence related to the display of information and correct maintain, complete and verifiable records and documents for a period of not less than ten (10) years from the date on which such document or information is prepared.

5.1 Preservation of documents and evidence this includes any storage by computer system or any other system that can be viewed without the text not change.

5.2 Information resolutions for the Shareholders' Meeting.

5.3 Financial Statements and Reports on Financial Position and Performance of the Company or any other required to be disclosed under section 56, section 57, section 58 or section 199 of the Securities and Exchange Act.

5.4 Opinion the company when the Offeror has made a tender offer from the shareholders.

- 5.5 Providing information or other reports concerning the business of the company to disseminate to the shareholders or the public according Capital Market Supervisory Board.
6. Other operates as prescribed by the Capital Market Supervisory Board.
7. Provide information, advice and communication about law compliance with the rules, regulations and of the company relevant regulations of the Office of the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand Include knowledge about Corporate Governance to directors and related parties also ensures that the directors, executives, and executives are properly and consistently observed significant changes are reported to the directors.
8. Contact coordinator the Company also informs about the document to Executives and President of the company to the Stock Exchange of Thailand and the Office of the Securities and Exchange Commission.
9. Prepare agenda invitation letter including the annual report the documents of Annual General Meeting of Shareholders and the President Committee Meeting Company.
10. Hold Shareholders' Meeting the Board of Directors meeting shall be in accordance with the law company regulations and good practices.
11. Coordinate with shareholders on various proposals to bring the management committee and president consider.
12. Prepare the shareholders 'meeting for the president in the shareholders' meeting.
13. Attend the shareholders 'meeting and take care the shareholders' meeting goes legally valid.
14. Recording Shareholders' Meeting and the President Committee Meeting also follow up the resolution of the shareholders' meeting and President Committee Meeting Company.
15. Maintain each policy recording and the Company's regulations have been properly and completely verified by the President Committee.
16. Ensure that information is disclosed and reported to the agency responsible. Directing the company in accordance with the rules and regulations of the agency, providing information and advice to directors and executives. To make reports according to the laws or regulations. It requires disclosure to the public for transparency like reporting securities holdings.

Principle 4 : Ensure effective CEO and people management

1. A proper mechanism is in place for the nomination and development of the chief executive officer and key executives to ensure that they possess the knowledge, skills, experience, and characteristics necessary for the company to achieve its objectives.
2. An appropriate compensation structure and performance evaluations are in place.
3. The board considers its responsibilities in the context of the company's shareholder structure and relationships, which may impact the management and operation of the company.
4. The company has effective human resources management and development programs to ensure that the company has adequate staffing and appropriately knowledgeable, skilled, and experienced employees and staff.

Important Policies and Compliance

Director, Audit Committee, Executive Director, and Executive Recruitment Policy

Skills, Knowledge, and Experience of the Board (IOD suggests adding the skill matrix for the Board Committee)

The Board of Directors consists of nine directors with expertise in various fields, leadership, and vision, able to independently determine the direction of the business and operations in accordance with the mission and policies of the Company with an effective risk management framework. The Company employs the skill matrix method to appoint the directors, taking into consideration the qualifications of directors that are beneficial to the organization, such as work experience, knowledge, integrity, risk and risk management skills, leadership, and legal knowledge, as shown in this table.


Skill Matrix of RHOMBHO PROPERTY PCL. Board of Directors														
Director's Name	Diversity		Board of Director					Skill, Experience and Expertise, Education						
	Gender	Age	Executive Director	Independent Director	Audit Committee	Risk Management Committee	Nomination and Compensation Committee	Organization Management	Realstate Development	Engineer	Financial Accounting / Auditing	Law	Strategic Management	Information and Communication Technology
Mr. Suvit Lamsam	M	63		✓	✓			✓			✓			✓
Mrs. Jitima Sajjavanij Intujanyong	F	63		✓	✓		✓	✓				✓		✓
Mr. Chaivuth Chitrakhan	M	67		✓	✓	✓	✓	✓						✓
Mr. Viraj Hutajuta	M	86						✓						✓
Mr. Dandanai Hutajuta	M	63	✓				✓	✓	✓		✓		✓	✓
Mr. Darong Hutajuta	M	62	✓					✓	✓	✓			✓	✓
Mr. Proent Vannacharoen	M	63						✓				✓		✓
Mrs. Srisatana Hutajuta	F	78						✓						✓
Ms. Cheraya Udonvongouy	F	57						✓			✓			✓
Total			2	3	3	1	3	9	2	1	3	2	2	0

Details of The Committee' tranings

Year	Name	Course
2016	Mr. Chaivuth Chittrahani	Directors Accreditation Program Class SEC/2014
2017	Ms. Cheraya Udomvongsup Mr. Suvit Lamsam Mrs. Jittima Sajjavanij Intujunyong Mr. Viroj Hutajuta Mr. Dendanai Hutajuta Mr. Darong Hutajuta	Directors Accreditation Program Class 114/2015 Directors Accreditation Program Class 114/2015 Directors Accreditation Program Class 114/2015 Directors Accreditation Program Class 118/2015 Directors Accreditation Program Class 118/2015 Directors Accreditation Program Class 118/2015
2018	Mr. Suvit Lamsam Mr. Chaivuth Chittrahani Mrs. Jittima Sajjavanij Intujunyong Mr. Chaivuth Chittrahani	Update COSO Enterprise Risk Management: Integration with Strategy and Performance Update COSO Enterprise Risk Management: Integration with Strategy and Performance Corporate Governance Orientation for New Listed Company Corporate Governance Orientation for New Listed Company
2019	Mr. Chaivuth Chittrahani	Risk Management Program for Corporate Leaders (RCL) 18/2019
2020	Mr. Prasert Vannacharoen	Director Accreditation Program Class 171/2020

The Company improved employee skills and knowledge through training. It has developed an annual training roadmap to act as a guideline for long-term employee development, given to employees at all levels, from practitioner level to management. In addition, the Company takes the budget allocation for public and in-house training seriously as well.

The Company A total of 3 training courses for employees in 2022 have been organized, divided into

Training Roadmap Year 2022			Department					
	Number of staff Training	6 persons	Board Committee	Human Resources	Accounting and Finance	Purchase	Coordination and legal	Construction
	จำนวนชั่วโมงการอบรม	60 hours						
	Training hours (hour/person/year)	10 ชั่วโมง						
Orientation	Rules							
	ISO							
	Other							
Law		Labor Law in the Digital Age		✓				
		PDPA for Accounting and Finance			✓			
Computer Skill	System							
	Microsoft Office							
Team work								
		Digital Economy			✓			

The Company also encourages department heads to transfer knowledge and work techniques to new and existing employees to maintain the same standard of quality. It has provided working incentives and standard welfare benefits as follows:

1. Review compensation and welfare benefits, such as a provident fund and leave entitlement to be consistent with the economic conditions, taking employee quality of life into consideration. In addition to welfare benefits, the Company allows employees to take leave as entitled and needed, such as vacation leave, sick leave, business leave, maternity leave, ordination leave, military service leave, and training leave.

2. The Company has provided incentives to sales staff who are able to achieve targets as a reward for their effort and commitment to the organization.

Career Advancement the Company helps employees with excellent performance to grow alongside the Company. During the annual performance evaluation, these employees will be nominated for a higher position. The consideration criteria have been set to be at the same standard for transparency.

Principle 5: Nurture innovation and responsible business

- The board prioritise and promote innovation that creates value for the company and its shareholders together with benefits for its customers, other stakeholders, society, and the environment, in support of sustainable growth of the company.

1) The board prioritise and promote a corporate culture that embraces innovation and ensure management's inclusion of innovation in corporate strategy, operational development planning, and operation monitoring.

2) The board nurtures innovation that enhances long-term value creation for the business in a changing environment.

Such innovation may include designing innovative business models, products and services, promoting research, improving production and operation processes, and collaborating with partners.

- The board encourages management to adopt responsible operations, and incorporate them into the company's operations plan. This is to ensure that every department and function in the company adopts the company's objectives, goals, and strategies, applying high ethical, environmental and social standards, and contributes to the sustainable growth of the company.

1) The board encourages management to ensure that the company's operations reflect the company-wide implementation of high ethical, environmental and social standards and ensure that appropriate company-wide policies and procedures are implemented to further the company's objectives, goals and strategies in support of sustainable value creation.

Policies and procedures for running the business fairly and respecting and adhering to stakeholders' rights should at least cover:

1.1) Responsibilities to employees, staff, and workers at least by adhering to applicable law and standards and providing fair treatment and respect for human rights, including a fair level of remuneration and other benefits, a level of welfare that is not less than the legal limit (but can be over the legal limit where appropriate), health care, non-discrimination and safety in the workplace, access to relevant training, potential skills development and advancement.

1.2) Responsibilities to customers at least by adhering to applicable law and standards, considering impact on health, safety of products and services, customer information security, sales conduct, after-sales service throughout the lifespan of products and services, and following up on customer satisfaction measurements to improve the quality of products and services. In addition, advertising and public relations should promote responsible consumption and must be done responsibly, avoiding taking advantage of or misleading customers, or causing misunderstanding about the products and services offered by the company.

1.3) Responsibilities to business partners by engaging in and expecting fair procurement and contracting, including fair contract or agreement conditions, providing access to training, developing potential and enhancing production and service standards in line with applicable law and standards, and expecting and supervising business partners to respect human rights, social and environmental responsibilities, and treat their employees, staff, and workers fairly including ensuring that business partners have implemented sustainable and values-based business policies and procedures.

1.4) Responsibilities to the community by applying business knowledge and experience to develop and follow up on the success of projects that can concretely add value to the community while respecting community interests.

1.5) Responsibilities to the environment by preventing, reducing and managing negative impact on the environment from all aspects of the company's operations, including in the context of raw material use, energy use, water use, renewable resources use, rehabilitating the diversity of biology, waste management, and greenhouse gas emissions.

1.6) Fair competition by promoting ethical business conduct and not using anti-competitive practices to gain or protect a market position.

1.7) Anti-fraud and corruption by ensuring that the company complies with applicable anti-fraud and corruption law and standards, and implements, announces and reports on anti-fraud and corruption policies and practices to the public, including on its participation in private sector anti-corruption initiatives and certification programs. The board should encourage the company to collaborate with other companies and business partners to establish and implement anti-fraud and corruption measures.

- Management allocates and manages resources efficiently and effectively throughout all aspects of the value chain to enable the company to meet its objectives.

1) The board has a thorough understanding of the company's resource needs to support its business model, and how available resources correlate.

2) The board has a thorough understanding of how the business model affects resources optimization in support of ethical, responsible, and overall sustainable value creation.

3) Management continuously reviews, adapts, and develops the company's use and optimization of resources, considering internal and external factors to meet the company's objectives.

- The board establishes a framework for governance of enterprise IT that is aligned with the company's business needs and priorities, stimulates business opportunities and performance, strengthens risk management, and supports the company's objectives.

1) The company has an IT resource allocation policy that ensures adequate and optimal investment in and allocation of IT resources.

2) The company's risk management includes IT risk management.

3) IT security policies and procedures are in place.

The Company attaches great importance to real estate development business by developing the Company's project land with growth in tourism, economic, social and environmental aspects. The company is aware of the safety and health of the communities surrounding the project, thus encouraging employees and executives to take part in community care such as beach trash collection activities, housing repair activities for the poor, etc.

Regarding to information technology management, the Company strictly complies with the laws and regulations on information disclosure, arranges for investor relations to communicate and facilitate investor's dissemination of news and results of operations through the company's website (www.rhombho.co.th)

Principle 6: Strengthen effective risk management and internal control

The Board ensures that the company has effective and appropriate risk management and internal control systems that are aligned with the company's objectives, goals and strategies and comply with applicable law and standards. The board is aware of and understand the nature and scope of the company's principal and substantial risks and should approve the risk appetite of the company. The board ensures the establishment and implementation of risk management policies that are consistent with the company's goals, objectives, strategies and risk appetite. The board monitors that the company complies with relevant and applicable law and standards, whether domestic, international or foreign.

The Board of Directors consists of individuals with diverse knowledge, expertise, and recognized leadership. The Board of Directors will take part in determining the vision, mission, strategy, policies, guidelines for doing business and supervising the Company's operations in accordance with the law, objectives, regulations and resolutions of the shareholders' meeting. The Board of Directors has established various committees to monitor the Company's operations

Duties and Responsibilities of the Risk Management Committee

Set a risk management policy and framework to be submitted to the Board of Directors for approval.

Set, review, and improve the enterprise risk management framework.

Monitor the risk indicators and conduct a risk assessment.

Oversee and encourage having an enterprise risk management system in place in line with business strategies, objectives, and changing situations.

Report important risks to the Board of Directors and Audit Committee and propose how to manage such risks.

Consider enterprise risk management report as well as provide opinions on potential risks and set measures to control or mitigate such risks. Improve the enterprise risk management system to ensure continual efficiency.

Consider corruption assessment report and impacts of various malfeasances including fraudulent financial reporting, creating loss of assets, corruption, management override of internal controls, modification of information in important reports, and improper acquisition and disposition of assets.

Report enterprise risk management results to the Board of Directors. If there is important factor or situation that may significantly affects the Company, immediately notify the Board of Directors.

Perform any other task as assigned by the Board of Directors.

Risk Management Policy

Risk management policy is a process implemented by the Executive Committee, executives and all personnel in the organization to assist in strategy formulation. The risk management process is designed to identify events that may affect the organization and to manage the risks to be acceptable to the organization in order to gain confidence in the achievement of the objectives defined as the process. The process is used to manage that the likelihood of a risk event is reduced or the impact of the damage from a risk event is reduced to an acceptable level for the organization. The incident may not meet the expectation or uncertain, we have the opportunity to experience the loss. These include natural disasters, corruption, theft, damage to information technology systems and legal action.

The risk management policy is set as follows:

- 1.) The Company will operate its business at an acceptable risk level in order to achieve its objectives and respond to the expectations of stakeholders by defining risk management processes in line with international standards covering five types of risks are: Strategic Risk, Operational Risk, Financial Risk, Governance Risk and External Risk.

- 2.) All risks affecting the achievement of the Company's objectives must be managed with due regard to the costs involved and the benefits to be gained from managing such risks.
- 3.) Risks that may affect the Company's business plans and strategies, which are at a very high and very high level must be reported to the Executive Committee, the Audit Committee and the Board of Directors for acknowledgment.
- 4.) The Company instils risk awareness among its employees and fosters a culture of risk management in order to manage risks effectively.
- 5.) The board shall establish an audit committee that can act effectively and independently.
 - The board shall establish an audit committee that comprises at least three directors, all of whom must be independent directors, with required qualifications, and comply with applicable legal requirements, including those promulgated by the Securities and Exchange Commission and Stock Exchange of Thailand.
 - The board clearly set out in writing the audit committee's duties and responsibilities, and include at least the following:
 - 5.1) Review the company's financial reports for accuracy and completeness.
 - 5.2) Review the company's internal control and internal audit systems to ensure that they are suitable and effective.
 - 5.3) Review the company's operations to ensure compliance with all relevant and applicable law and standards.
 - 5.4) Review internal auditor's independence, and approve the appointment and termination of the head of the internal audit function. Outsourcing of the internal audit function has to be reviewed for independence and approved by the audit committee.
- 6.) Procedures are established that allow the audit committee to fulfil its duties and responsibilities, including by having access to management, employees and staff, professional advisers (such as external auditor), and information relevant and necessary to perform their duties.
- 7.) The designation of an internal auditor or establish an independent internal audit function that is responsible for reviewing and improving the effectiveness of the risk management and internal control systems, and reporting review results to the audit committee. The result of the internal audit review must be disclosed in the company's annual report.
- 8.) The board manage and monitor conflicts of interest that might occur between the company, management, directors, and shareholders. The board should also prevent the inappropriate use of corporate assets, information, and opportunities, including preventing inappropriate transactions with related parties.
 - The board establishes an information security system, including appropriate policies and procedures, to protect confidentiality, integrity, and availability of business information, including market-sensitive information. The board should monitor the implementation of the information security policies and procedures and the adherence to confidentiality requirements by insiders, including directors, executives, employees and staff, and professional advisers, such as legal or financial advisers.
 - The board ensures management and monitoring of conflict of interest situations and transactions. The board should adopt an ethics and conflicts of interest policy consistent with applicable law and standards (including fiduciary duties), and establish clear guidelines and procedures for disclosure and decision-making in conflict of interest situations. For example, any party who has a vested interest in a particular transaction, should disclose that interest, and not be involved in the decision-making.
 - The board set requirements for all directors to report conflicts of interest in relation to any meeting agenda item at least before consideration of the matter at the meeting and record the reported conflict of interest in the meeting minutes. The board should also ensure that all directors that have a conflict of interest in relation to an agenda item abstain from being present for discussion of or voting on that agenda item.
- 9.) The board establishes a clear anti-corruption policy and practices (including communication and staff training), and strive to extend its anti-corruption efforts to stakeholders.

- The board ensures company-wide awareness and implementation of the company's anti-corruption policy and practices, and compliance with applicable law and standards.

Regulations

Employees of the Company must comply with the guidelines set forth as follows:

1. Comply with anti-corruption and anti-corruption policies, bribery, business ethics including the rules and regulations of the company without getting involved in any form of corruption.
2. Do not do anything that indicates the intention of fraud, corruption, giving or receiving bribes to stakeholders related to the company.
3. Do not ignore when seeing corruption actions related to the company by notifying the supervisor and cooperate in the investigation of facts.
4. Personnel at all levels of the Company must act with caution in any actions that may have a risk of fraud and corruption.
5. When dealing with government officials, actions must be straightforward and lawful. Employees must not engage in any action that might incentivize officials to refrain from taking action.
6. Building a good relationship with government agencies to follow the occasion, festival or traditional practice within the appropriate scope can be done. Supporting government activities and donating assets can be done through a valid, transparent and within reasonable limits of approval process.
7. Do not accept or give entertainment, gifts, souvenirs and any other unnecessary expenses to government officials or persons doing business with the Company. However, the receipt and giving must be appropriate in accordance with the policy and such expenses must not be paid to induce government officials to act improperly or make any decisions for the benefit of the Company's business.
8. The company has no policy to pay facilitation fees to government officer.
9. Business entertainment expenses should be appropriately used and actual expenses reported for approval in accordance with company regulations.
10. Not demanding or giving money, property, things or any other benefit to business related parties that may cause an unfair decision or intent to induce an act of improper conduct or in exchange for change with various privileges.
11. Charitable donations to any organization must be made on behalf of the company for the benefit of society by having a certificated organization. Donations must be made transparently in accordance with the Company's regulations and in accordance with the law and checks are carried out to ensure that donations are not used for bribery.
12. Contributions of funds, objects or assets to any activity or project must include the name of the company. The sponsorship must be aimed at promoting the business, good image of the company and must be operated with transparency in accordance with the company's rules and regulations and in accordance with the law.
13. The Company has a policy of political neutrality whereby all personnel have political rights and freedoms under the law, but be aware not to undertake or carry out any activities, including using any of the Company's resources for conducting political activities.
14. The Company will support and encourage personnel at all levels to recognize the importance of anti-corruption, including establishing internal controls to prevent corruption, giving or receiving bribes.
15. The Company will be fair and protect employees or any other persons who report clues or evidence of fraud, corruption, related to the Company by using measures to protect complainants or those who cooperate in reporting corruption as stipulated stated in the Whistleblower Policy.

16. Corruption is an offense under the Human Resources Regulations for employees who are subject to disciplinary action set out and may be subject to legal penalties.
17. The Company will regularly review operational guidelines and measures to ensure compliance with laws and business conditions.

Laws that Rompho Property Public Company Limited must comply with (in the relevant section)

Civil and Commercial Code
Criminal Code
Land and Buildings Tax Act
Land Code
Revenue Code
Public Company Limited Act
Building Control Act
Hotel Act
Condominium Act
Town Planning Act
Environmental Quality Promotion and Conservation Act
Consumer Protection Act
Labor Protection Act
Foreign Worker Act
Immigration Act
Labor Relations Act
Social Security Act
Copyright Act
Trademark Act
Computer Crime Act
Road Traffic Act
Car Accident Protection Act
Organic Act on Anti-Corruption

10. The board should establish a mechanism for handling complaints and whistleblowing.
 - The board should oversee that an effective mechanism is in place to record, track, resolve, and report complaints and feedback. The board should ensure the availability of convenient complaint channels (more than one), and that stakeholders are made aware through the company's website or annual report of all channels available for complaints.
 - The board should ensure that the company has a clear whistleblowing policy, including designated whistleblowing channels for reporting of suspected wrongdoing, such as through the company's website, e-mail, designated independent directors or the audit committee. The board should ensure proper and effective handling of whistleblowing complaints, including the investigation, any remedial action, and reporting to the board.
 - The board should ensure that whistleblowers are protected from retaliation as a result of their good faith whistleblowing activities.

11. The Company has set guidelines for employees and other stakeholders to report or file complaints about violations of the code of conduct (whistleblower), illegal acts, suspected corrupt behavior, and misconduct of the Company's employees, as well as defects of the internal control system by reporting or filing complaints directly via email to: *"Mr. Suvit Lamsam Chairman of the Board of Director / Chairman of the Audit Committee / Independent Director at email: suvit.l@rhombho.co.th or send a letter to "444-444/1 Pracha Uthit Rd, Huai Khwang, Huai Khwang District, Bangkok 10310"* The Company will keep the information you have reported confidential and will disclose it to related individuals only to protect the whistleblower from victimization and harassment. The whistleblower may choose to reveal their identity or choose to remain anonymous. If the whistleblower is harassed or treated unfairly by any person, that person will be punished severely by the Company.

Principle 7: Ensure disclosure and financial integrity

- The integrity of the company's financial reporting system and that timely and accurate disclosure of all material information regarding the company is made consistent with applicable requirements.

1) Any person (including chief financial officer, accountant, internal auditor, company secretary, Investors Relation officer) involved in the preparation and disclosure of any information of the company has relevant knowledge, skills and experience, and that sufficient resources, including staffing, are allocated.

2) When approving information disclosures, the board considers all relevant factors, including for periodic financial disclosures:

- 2.1) The evaluation results of the adequacy of the internal control system.
- 2.2) The external auditor's opinions on financial reporting, observations on the internal control system, and any other observations through other channels.
- 2.3) The audit committee's opinions.
- 2.4) Consistency with objectives, strategies and policies.

3) Information disclosures (including financial statements, annual reports, and Form 56-1) reflect the company's financial status and performance accurately and fairly. The board promote the inclusion of the Management Discussion and Analysis (MD&A) in quarterly financial reports in order to provide to investors more complete and accurate information about the company's true financial status, performance and circumstances.

4) For disclosures related to any individual director, that director ensures the accuracy and completeness of the information disclosed by the company, including of shareholders' information and any shareholders' agreement.

- The board monitors the company's financial liquidity and solvency.

1) That management regularly monitors, evaluates and reports on the company's financial status. The board and management should ensure that any threats to the company's financial liquidity and solvency are promptly addressed and remedied.

2) It does not consciously approve any transactions or propose any transactions for shareholder approval which could negatively affect business continuity, financial liquidity, and solvency.

- The risks to the financial position of the company or financial difficulties are promptly identified, managed and mitigated, and that the company's governance framework provides for the consideration of stakeholder rights.

1) In the event of financial risk or difficulties, the board should enhance monitoring of the affairs of the company, and duly consider the company's financial position and disclosure obligations.

2) The company has sound financial mitigation plans that consider stakeholder rights including creditor rights. The board should monitor management's handling of financial risk or difficulties and seek regular reports.

3) Any actions to improve the company's financial position are reasonable and made for a proper purpose.

- The board ensures sustainability reporting, as appropriate.

1) The board considers and report data on the company's compliance and ethical performance (including anti-corruption performance), its treatment of employees and other stakeholders (including fair treatment and respect for human rights), and social and environmental responsibilities, using a report framework that is proportionate to the company's size and complexity and meets domestic and international standards. The company can disclose this information in the annual report and in separate reports, as appropriate.

2) The company's sustainability reporting reflects material corporate practices that support sustainable value creation.

- The establishment of a dedicated Investor Relations functions responsible for regular, effective and fair communication with shareholders and other stakeholders (such as analysts and potential investors).

1) A communication and disclosure policy to assist the company in meeting its disclosure obligations and to ensure that all information relevant and material to the company's shareholders, the market and third parties is disclosed in an appropriate, equal, and timely manner, using appropriate channels, while protecting the company's sensitive and confidential information. The board should ensure company-wide communication and implementation of the company's communication and disclosure policy.

2) The creation of an Investor Relations function responsible for regular, effective and fair communication with shareholders and external parties. The company's designated Investor Relations contact should be suitable for the role and have a thorough understanding of the nature of the company's business, and its objectives and values. Examples of suitable Investor Relations contacts are the chief executive officer, the chief financial officer, and the Investor Relations manager.

3) The management sets clear directions for and supports the Investor Relations function (such as through a code of conduct), and clearly defines the roles and responsibilities of the Investor Relations function, so as to ensure effective communication between the company, the financial community and other stakeholders.

The Company discloses the Company's information to investors by providing a quarterly Company Snapshot which investors can download on the company's website <http://www.rhombho.co.th/th/investor-relations/shareholder-information/download/company-snapshots?year=2020> and newsletter <http://www.rhombho.co.th/th/investor-relations/newsroom/update/set-announcements> regularly present important events of the company, which is a press release through the media to investors and those interested in studying the company's information or asking for more information at Email : info@rhombho.co.th or tel. 02-103-6444 , Fax. 02-103-2444

- The effective use by the company of information technology in disseminating information. In addition to the company's mandatory periodic and non-periodic disclosure of information pursuant to applicable requirements, the board should consider regularly disclosing relevant information in both Thai and in English through other channels, such as the company's website. (/www.rhombho.co.th)

Principle 8: Ensure engagement and communication with shareholders

1. Shareholders have the opportunity to participate effectively in decision-making involving significant corporate matters.

- The significant corporate decisions are considered and/ or approved by the shareholders pursuant to applicable legal requirements. Matters that require shareholder approval should be included in the agenda for the shareholders' meeting and shareholders should be provided sufficient notice thereof.
- The board supports participation of all shareholders through reasonable measures, including:
 - 1) Establishing criteria that allow minority shareholders to propose agenda items for shareholders' meetings. The board should consider shareholders' proposals to be included in the agenda, and if the board rejects a proposal, the reasons should be given at the meeting.
 - 2) Establishing criteria for minority shareholders to nominate persons to serve as directors of the company that measures and criteria are established and promptly disclosed to ensure shareholder engagement and participation.
- The notice of the shareholders' meeting (including the Annual General Meeting (AGM)) is accurate, complete, and sufficiently in advance for the shareholders to exercise their rights.
- The company arranges for the notice of the shareholders' meeting and related papers to be sent to shareholders and posted on the company's website at least 28 days before the meeting.
- Shareholders allowed submitting questions prior to the meeting. The board should therefore ensure that there are clear criteria and a process for shareholders to submit questions. The criteria should be posted on the company's website (www.rhombho.co.th)
- The notice of the shareholders' meeting and related papers must be fully translated into English and published at the same time as the Thai version.

2. The shareholders' meetings are held as scheduled and conducted properly, with transparency and efficiency, and ensure inclusive and equitable treatment of all shareholders and their ability to exercise their rights.

- The board sets the date, time, and place of the meeting by considering the interests of shareholders, such as allocating sufficient time for debate, and choosing a convenient location.
- The company does not through its meeting attendance requirements or prerequisites prevent attendance by or place an undue burden on shareholders, including as a result of identification requirements that exceed applicable legal and regulatory requirements.
- In the interest of transparency and accountability, the board promote the use of information technology to facilitate the shareholders' meetings, including for registration and vote counting.
- The chairman of the board is the chairman of the shareholders' meeting with responsibility for compliance with applicable legal requirements and the company's articles of association, allocating sufficient time for consideration and debate of agenda items, and providing opportunity to all shareholders who wish to share their opinions or ask questions related to the company.

- To ensure the right of shareholders to participate in the company's decision-making process in relation to significant corporate matters by participating and voting at shareholder's meetings on the basis of sufficient notice and information, directors who are shareholder should not be allowed to add items to the meeting agenda that have not been duly notified in advance.
 - All directors and relevant executives attend the meeting to answer questions from shareholders on company-related matters.
 - The attending shareholders must informed of the number and the proportion of shareholders and shares represented at the meeting in person and through proxies, the meeting method, and the voting and vote counting methods before the start of the meeting.
 - There must not be any bundling of several items into the same resolution. For example, the appointment of each director should be voted on and recorded as separate resolution.
 - The board promotes the use of ballots for voting on resolutions proposed at the shareholders' meeting and designate an independent party to count or to audit the voting results for each resolution in the meeting, and to disclose such voting results at the meeting by identifying the number of "for", "against" and "abstain" votes. The voting results for each proposed resolution should be included in the minutes of the meeting.
3. The board ensures accurate, timely and complete disclosure of shareholder resolutions and preparation of the minutes of the shareholders' meetings.
- The company discloses the results of voting on proposed resolutions at the shareholders' meeting through the designated Stock Exchange of Thailand channels and through the company's website by the next business day.
 - The minutes of the shareholders' meeting is submitted to the Stock Exchange of Thailand within 14 days from the shareholders' meeting date.
 - The company promptly prepares the minutes of the shareholders' meeting, including the following information:
 - 1) Attendance of directors, executives, and the proportion of attending directors;
 - 2) Voting and vote counting methods, meeting resolutions, and voting results ("for", "against", and "abstain") for each proposed resolution; and
 - 3) Questions asked and answers provided during the meeting, including the identity of the persons asking and answering the questions.

7. Corporate Governance Structure and Information of the Board of Directors, Subcommittees, Executives, and Other Employees

Shareholding Structure and Management

1. Registered capital The Company's paid-up capital as of December 31st, 2022 is as follows:

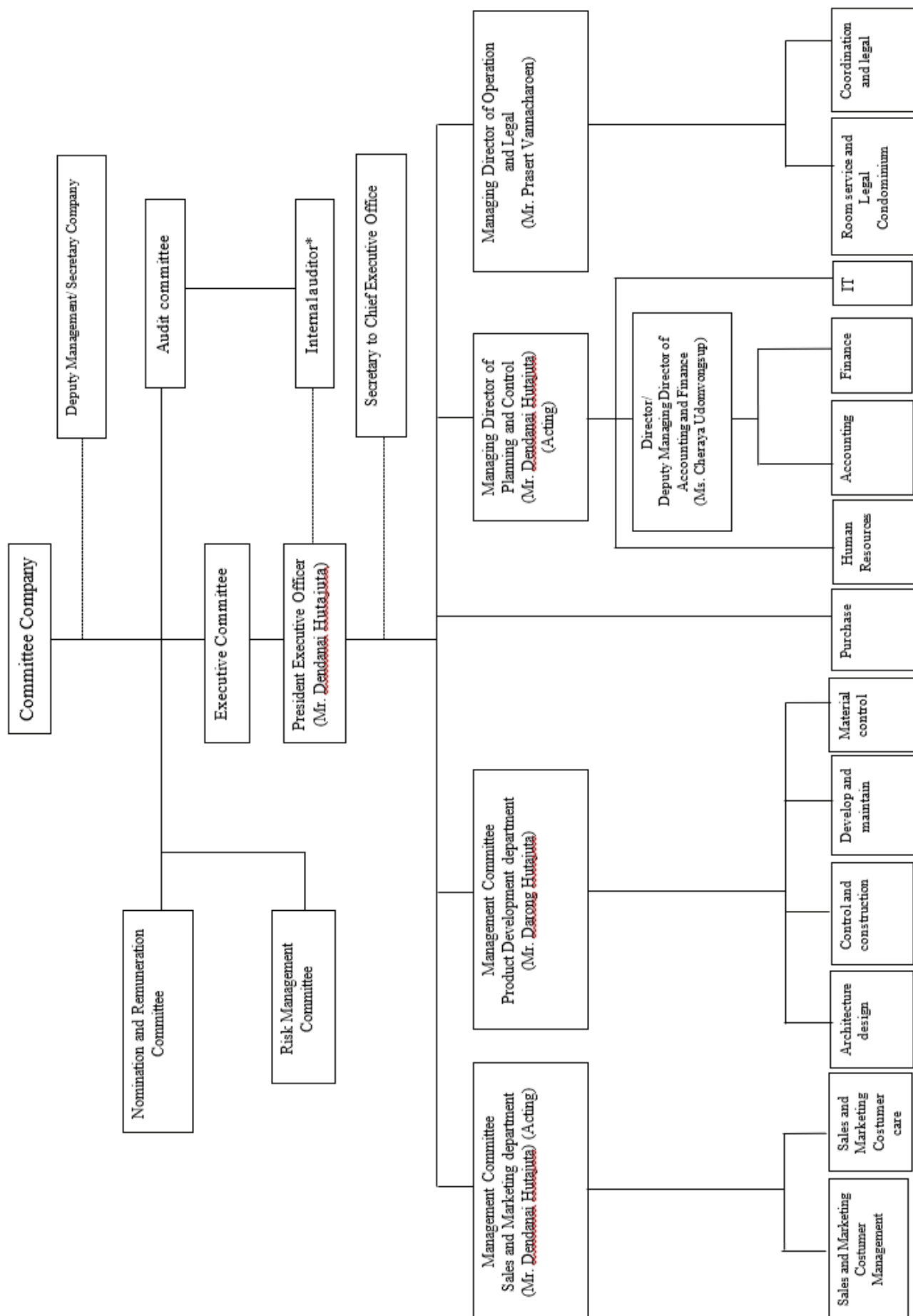
Registered capital	:	360,948,746.50 Baht
Paid-up capital	:	360,948,746.50 Baht
Divided into ordinary shares	:	721,897,493 Shares
Par value	:	0.50 Baht

2. Shareholders

Name of shareholders of the Company As appeared in the list of shareholders as of December 31st, 2022

No.	Name of shareholders	Numbers of stocks (Stocks)	Proportion of stocks shareholders (%)
1	Mr. Dendanai Hutajuta	417,169,500	57.79
	Mr. Darong Hutajuta	226,300	0.03
	Grouping of Mr. Dendanai Hutajuta	417,395,800	57.82
2	Mr. Pheng Phian Laokumnun	15,733,200	2.18
3	Mr. Mai Mang Lee	14,520,000	2.01
4	BANGKOK LIFE ASSURANCE PUBLIC COMPANY LIMITED	13,985,142	1.94
5	Thai NVDR Company Limited	10,687,969	1.48
6	Mr. Prasert Vannacharoen	8,775,500	1.22
7	Miss. Chanida Thumma-amornsin	8,627,000	1.20
8	Mr. Suphot Wannaroj	8,422,710	1.17
9	Mr. Sasipong Pinkaew	7,502,000	1.04
10	Mrs. Kasemsri Wannaroj	7,486,095	1.04
	Other shareholders	208,762,077	28.92
	Total	721,897,493	100
	Total paid-up capital	360,948,746.50	
	Thai shareholders	1,593	97.98
	Foreign shareholders	4	2.02

Organization Chart of December 31st, 2022



*The company hired Office Profes One Co Ltd. As an internal auditor (outsourse service are provided on a yearly basis The Audit Committee of the Company will be responsible for selecting and appoint a qualified internal auditor annually

Responsibilities of the Board of Directors

1. Structure of the Board

The Company's Board of Directors consists of qualified persons who play an important role in determining corporate policies, governing, auditing, and assessing the operations of the Company to be in line with the determined plan. The Board's composition is as follows:

1.1 At least one-third (1/3) of the total number of directors, but not less than three (3) directors are independent directors. At present, the Board of Directors has eight members, three (3) of whom are independent directors.

1.2 The Board of Directors has appointed four (4) committees including the Audit Committee, Nomination and Remuneration Committee, Risk Management Committee, and Executive Committee to handle specific tasks on behalf of the Board. Each committee has the rights and duties as described in the Authorities and Duties of the Committee.

1.3 At every annual general meeting of shareholders, one-third (1/3) of the total number of directors shall retire. If the number of directors cannot be divided by three, then the number nearest to one-third (1/3) shall retire. The retiring directors can be re-elected.

1.4 Independent directors must be qualified persons who possess expertise in accounting, finance, and appropriate fields of business in order to protect the interests of shareholders and other stakeholders. They must also possess the qualifications required by the Securities and Exchange Commission and Stock Exchange of Thailand.

The Company has clearly separated the roles and responsibilities of the Board of Directors from those of management. While the Board is responsible for determining policies and ensuring that management performs in accordance with the policies, executives are responsible for managing the Company in line with the policies.

1.5 The Chairman of the Board and President are thus different individuals and both positions must be appointed by the Board of Directors.

The company secretary serves the Board of Directors by providing support on regulatory matters; arranging meetings of the Board, Committees, and shareholders to ensure compliance with laws and the Company's Articles of Association and Code of Conduct; preparing and keeping the Register of Directors; preparing invitation notice for shareholders' meeting and meeting minutes; keeping a report of conflicts of interest prepared by directors and executives, and performing any other acts as required by the Securities and Exchange Commission. The company secretary shall also be responsible for submitting a copy of the report of conflicts of interest prepared by directors to the Chairmen of the Board and the Audit Committee within seven days of the receipt of the report.

Summary of major approval authority schedules.

Subject	Chief executive officer	Executive Committee	Board of Directors	Shareholder
1. Annual investment budget preparation	-	-	✓	
2. Loan and debt instruments per time	Less than 20.00 Million baht	Less than 50.00 Million baht	More than 50.00 Million baht	
3. Approval of purchase of land, product, construction contracting / design / construction control and other work related to the project	Less than 20.00 Million baht	Less than 50.00 Million baht	More than 5.00 Million baht	
4. Approval of discounts for condominium units to customers	Less than 0.50 Million baht or Less than 10.00% of room price whichever is lower	Other cases	-	
5. Approval for the purchase of tangible fixed asset.	0.50 – 2.00 Million baht	2.00 – 5.00 Million baht	More than 5.00 Million baht	
6. Determination of conditions and commission rates for sales	-	✓	-	
7. Donation for public charity	0.10 – 0.40 Million baht	0.40 – 1.00 Million baht	1.00 – 2.00 Million baht	Less than 10% of net profit After tax accounting period the previous year.

Note: - One approval per one time.

- The above table of approval authorities was approved by the Board of Directors Meeting No. 7/2559 (first meeting after business transformation) on November 2nd, 2016.

- Approval of transactions with connected parties must be considered in conjunction with the criteria for “connected transactions” under Section 89/12 of the Securities and Exchange Act and Notification of the Capital Market Supervisory Board No. Tor Jor 21/2551, and Notification of the Stock Exchange of Thailand on Connected Transactions B.E. 2546.

- Approval of purchase or sale of assets of the Company or subsidiary companies must be considered in conjunction with the criteria for “acquisition and disposition of assets” under Section 89/29 of the Securities and Exchange Act and Notification of the Capital Market Supervisory Board No. Tor Jor 20/2551, and Notification of the Stock Exchange of Thailand on Acquisition and Disposition of Assets B.E. 2547.

2. The Board of directors

The Board of Directors consists of individuals with diverse knowledge, expertise and leadership. The Board of Directors will take part in determining the vision, mission, strategy, policies, guidelines for doing business and supervising the operation of the company in accordance with the law, objectives, regulations and resolutions of the shareholders' meeting. For the benefit of closely supervising the Company's operations, the Board of Directors has established a committee to monitor and supervise the Company's operations.

The corporate structure of the Company as at December 31st, 2022 consists of the Board of Directors. Audit Committee Executive Committee Nomination and Remuneration Committee and the Risk Management Committee. The list and scope of authority are as follows.

1. Board of Directors

The Board of Directors consists of 9 members.

	Name of committees	Position	Priority to promote
1.	Mr. Suvit Lamsam	Chairman of the Board of Director / Chairman of the Audit	April 29 rd , 2021
2.	Mrs. Jittima Sajjavanij Intujunyong	Audit Committee Member /Deputy of Chairman of the Board of Director / Independent Director	April 29 rd , 2022
3.	Mr. Chaivuth Chittrakhani	Audit Committee Member / Independent Director	April 29 rd , 2021
4.	Mr. Viroj Hutajuta	Board of Director	April 29 rd , 2020
5.	Mr. Dendanai Hutajuta	Board of Director	April 29 rd , 2020
6.	Mr. Darong Hutajuta	Board of Director	April 29 rd , 2022
7.	Mr. Prasert Vannachareon	Board of Director	April 29 rd , 2022
8.	Mrs. Sriratana Hutajuta	Board of Director	October 21 rd , 2022
9.	Ms. Cheraya Udomvongsup	Board of Director	April 29 rd , 2022

Mr. Chareon Boonmanosup is the Company Secretary.

Note: All directors are trained. - Director Accreditation Program (DAP) Thai Institute of Directors Association

Authorized Director

The authorized directors to sign on behalf of the company are: 1.Mr. Dendanai Hutajuta co-sign with Mr. Wirot Hutajuta or Mr. Darong Hutajuta or Ms. Jeeraya Udomwongsap or Mr. Prasert Wannacharoen, a total of two with the company's seal or 2. Mr. Wirot Hutajuta, Mr. Darong Hutajuta, Ms. Jeraya Umwongsap, Mr. Prasert Wannacharoen, three of the four directors jointly signed and affixed with the Company's seal, except in the following cases:

For specific cases such as permission for building and construction all types. application for permission, land Permit application, application for consolidation and separate the title deeds, permission to divide ownership, application for permission to divide the title deeds, permission to share ownership, permission to have a house number, permission to use and transfer electricity and water supply, lent of telephone number, permission to use and transfer electricity and water supply, renting of telephone numbers, permission to connect and drain, request for permission to cut stone, land surveillance and certification, application for registration of condominiums, application for registration of condominiums, application for permission. Building,

consenting to use commercial premises, giving statements, filing and receiving documents related to the Revenue Department, filing complaints to the Office of the inquiry officer or Withdraw petition Compromise for words etc. Mr. Dendanai Hutajuta or Mr. Darong Hutajuta or Mr. Prasert Vannachareon anyone must sign and company seal.

2. Audit Committee

The Audit Committee consists of 3 persons include

	Audit Committee name	Position	Priority to promote
1.	Mr. Suvit Lamsam	Chairman of the Audit Committee / Independent Director	November 2 th ,2022
2.	Mrs. Jittima Sajjavanij Intujunyong	Audit Committee Member / Deputy of Chairman of the Board of Director / Independent Director	November 2 th ,2022
3.	Mr. Chaivuth Chittrakhani	Audit Committee Member / Independent Director	November 2 th ,2022

The audit Committee consists of 3 person had qualifications to be the Audit Committee in accordance with the criteria set by the Stock Exchange and Mr. Suvit Lamsam and Mr. Chaivuth Chittrakhani is the audit committee those who have knowledge in accounting and finance. So, Mr. Suvit Lamsam is Chairman of the board of Director and Chairman of the Audit Committee. However, the Audit Committee structure of the company still consists of 2 free committee, who will the responsibilities audit committee operations of company and have independent to help balance management of the company.

3. Risk Management Committee

Risk management committee consists of 3 persons include.

	Risk management committee name	Position	Priority to promote
1.	Mr. Chaivuth Chittrakhani	Chairman of the Risk Management Committee	November 2 th ,2022
2.	Mr. Darong Hutajuta	Risk Management Committee Member	November 2 th ,2022
3.	Mr. Prasert Vannachareon	Risk Management Committee Member	November 2 th ,2022

4. Nomination and Compensation Committee

Nomination and compensation committee consists of 4 persons include.

	Nomination and compensation committee name	Position	Priority to promote
1.	Mrs. Jittima Sajjavanij Intujunyong	Chairman of the Nomination and Compensation Committee	November 2 th ,2022
2.	Mr. Chaivuth Chittrakhani	Nomination and Compensation Committee member	November 2 th ,2022
3.	Mr. Dendanai Hutajuta	Nomination and Compensation Committee member	November 2 th ,2022
4.	Mr. Mr. Darong Hutajuta	Nomination and Compensation Committee member	November 2 th ,2022

5. Executive Committee

Executive Committee consists of 3 persons include

Executive committee name	Position	Priority to promote
1. Mr. Dendanai Hutajuta	Chief Executive Officer	November 2 th ,2022
2. Mr. Darong Hutajuta	Board of Director	November 2 th ,2022
3. Mr. Prasert Vannacharoen	Board of Director	November 2 th ,2022

Board of Directors

The Company's management is in accordance with the Notification of the Securities and Exchange Commission No.17/2008 on December 15th,2008 consist 4 persons include

First name - Last name	Position
1. Mr. Dendanai Hutajuta	Chief Executive Officer/ Managing Director of Sales & Marketing (Acting)
2. Mr. Darong Hutajuta	Managing Director of Product Development
3. Mr. Prasert Vannacharoen	Managing Director of Operation and Legal
4. Ms. Cheraya Udomvongsup	Deputy Managing Director of Accounting and Finance

Note : The Company is in the process of recruiting qualified persons for Managing Director, Sales & Marketing had already will put in the personal information system. And then bring information on the name of directors and management of the company.

Company Secretary

At the Board of Directors 'Meeting No. 18/2015 held on November 16th, 2015 and the Board of Directors' Meeting No. 7/2016 on November 2nd, 2016 (the first time after conversion), the Board of Directors approved the appointment of Mr.Charoen Boonmanosup as Company Secretary it has the following important responsibilities:

Internal Audit

Rhom Bho Property had successfully sought a team of professional internal auditors from an independent agency by Profess One Office Company Limited to provide highly specialized services on internal audit, with the monitoring of risk factors and prevention of unusual transactions.

Educational background and work experience of Parkin Virulhakul, Chief Internal Audit Officer, were detailed below:

Education

- Bachelor of Business Administration (BBA) in Accounting, Assumption University
- Certified Public Accountant (Thailand) No. 10876
- IACP Certification, Federation of Accounting Professions under the Royal Patronage of His Majesty the King

Work Experience

- Business Partner, MMN Syndicate Office Company Limited (2008-present)
- Business Partner, Profess One Office Company Limited (2010-present)
- Assistant Audit Manager, EY Office Company Limited (2001-2007)

Rhom Bho Property also employed Siam Truth Audit Company Limited to offer quality services on the preparation and presentation of the Company's financial statements aiming for enhanced efficiency and accountability. Additionally, issues related internal audit had been acknowledged and reported to responsible parties for further resolution.

4. Monetary remuneration

Remuneration for the Board of Directors

The Annual General Meeting of Shareholders for the year 2021, held on April 29th, 2022 resolved to fix the remuneration of directors in the year 2022 in the form of meeting allowance and annual compensation the total amount is not over 2.5 million baht.

Committee	Allowance		Monthly	
	President Committee	Committee	President Committee	Committee
Board of Directors	20,000	15,000	15,000	12,000
Audit Committee	15,000	10,000	15,000	12,000

For committee who are also position of the Audit Committee: (a) In the case where the monthly remuneration of both positions is the same get paid monthly at a certain location. In case the remuneration is not the same rate to receive monthly remuneration at a higher rate and (b) for meeting allowances. If there is a meeting of the Audit Committee and the President committee's company on the day the meeting allowance is only one place in the event that the remuneration of the two positions is the same to receive meeting allowances in any position. However, if the meeting allowance is unequal. To receive meeting allowances at higher rates. If the meeting of the Audit Committee and the President committee's company does not take place on the same day. To receive the meeting allowance of both positions.

In respect of bonuses or other rewards the President committee's company has the power to determine and allocate the dividend to the income of the company responsibilities the remuneration for the year 2022 will be within the limit of Baht 2,500,000 with the remuneration paid to the President committee's company until the shareholders' meeting it approves.

Key management personal compensation

Detail	Year 2020	Year 2021	Year 2022
Compensation	26,045,988	20,446,215	18,644,350

Compensation include monthly, bonus, contribution to provident fund retirement benefits and other benefits such as welfare, utilities Homes staff

Other Remuneration -No-

5. Audit Fee

1. Audit Fee

The company paid its Audit Fee and reviewed its Financial Report for the fiscal year 2022. The details of the audit fees are as follows

Audit Fee	Year 2022 (Baht)
1. Annual audit fee	650,000
2. Review of interim financial statements	750,000
Total	1,400,000

In Year 2022, The company paid annual audit fee and review of interim financial statements to Siam Truth Co., Ltd. These are all related parties to the Auditors and the Audit Office is not a related party to the company.

2. Non-Audit Fee

In Year 2022, The company paid for non-audit fee to the auditors such as transportation and other expense etc. Total 120,079 Baht

Personnel

Total Employees

Total number of employees (Excluding management) as at December 31st, 2020 to December 31st, 2021 to December 31st, 2022, there were 100 persons 95 persons and 102 persons respectively, consisting of the following employees:

Department	December 31 st , 2020	December 31 st , 2021	December 31 st , 2022
Seles and Marketing	28	21	26
Purchase	2	2	2
Architecture Project Management	7	6	6
Develop and Maintain	5	5	7
Control and construction	14	13	14
Material control	1	1	1
Human Resources	4	4	5
Accounting	11	11	10
Finance	2	1	1
IT	5	4	4
Room service and Legal	13	19	18
Condominiums			
Coordinator and Legal	7	7	7
Company Secretary	1	1	1
Total	100	95	102

Employee Remuneration

The remuneration of employees (excluding executives) in the year 2020 to year 2022 are 47.52 million baht ,44.73 million baht and 36.06 million baht respectively, in the form of salary, bonus, welfare, social security, provident fund and provident fund. Social security Retirement benefits, etc.

Provident Fund

The Company has established a provident fund K MASTER Full fund under the management of Kasikornthai Management Co., Ltd., for Management Company according to the provident fund 1987 (as amended) from April 1st 2016, the employees participating in the provident fund the company will pay a contribution of 2.00% of the employees' salaries and employees pay the fund at the rate of 2.00% of the salary each person.

Important Labor disputes

As at December 31st, 2022, the company has no labor disputes

8. Significant Performance of Corporate Governance Report

Summary of the performance of the Board of Directors in the past year

1. The Board of Directors Meeting

Details of attendance of Committees name for the year 2020-2022

Name of committees	Meetings number / All meetings after the reception position.		
	Year 2020	Year 2021	Year 2022
1. Mr. Suvit Lamsam	5/5	5/5	6/6
2. Mrs. Jittima Sajjavani Intujunyong	5/5	5/5	6/6
3. Mr. Chaivuth Chittrakhani	5/5	5/5	6/6
4. Mr. Viroj Hutajuta	5/5	5/5	6/6
5. Mr. Dendanai Hutajuta	5/5	5/5	6/6
6. Mr. Darong Hutajuta	5/5	5/5	6/6
7. Mr. Prasert Vannachareon	3/5	5/5	6/6
8. Mrs. Sriratana Hutajuta	-	-	1/6
9. Ms. Cheraia Udomvongsup	5/5	5/5	6/6

2. Attendance of Meeting

Detail's attendance of Member the Audit Committee Member for the year 2020-2022 include

Committee name	Meetings number / Total number of meetings		
	Year 2020	Year 2021	Year 2022
1. Mr. Suvit Lamsam	4/4	4/4	4/4
2. Mrs. Jittima Sajjavani Intujunyong	4/4	4/4	4/4
3. Mr. Chaivuth Chittrakhani	4/4	4/4	4/4

Detail's attendance of the Nomination and Compensation Committee member for the year 2020-2022 include.

Committee name	Meetings number / Total number of meetings		
	Year 2020	Year 2021	Year 2022
1. Mrs. Jittima Sajjavaniij Intujunyong	1/1	1/1	2/2
2. Mr. Chaivuth Chittrakhani	1/1	1/1	2/2
3. Mr. Dendanai Hutajuta	1/1	1/1	2/2
4. Mr. Darong Hutajuta	1/1	1/1	1/2

3. Director's Remuneration

Remuneration for directors for the year 2020-2022 is summarized as follows:

Committee name	Year 2020				Year 2021				Year 2022			
	Allowance	Monthly	Bonus Committ ee	Total	Allowance	Monthly	Bonus Committ ee	Total	Allowan ce	Monthly	Bonus Committ ee	Total
1. Mr. Suvit Lamsam ^{2/}	100,000	180,000	-	280,000	100,000	180,000	-	280,000	120,000	180,000		300,000
2. Mrs. Jittima Sajjavaniij Intujunyong ^{2/}	75,000	144,000	-	219,000	75,000	144,000	-	219,000	90,000	144,000		234,000
3. Mr. Chaivuth Chittrakhani ^{2/}	75,000	144,000	-	219,000	75,000	144,000	-	219,000	90,000	144,000		234,000
4. Mr. Viroj Hutajuta	75,000	144,000	-	219,000	75,000	144,000	-	219,000	90,000	144,000		234,000
5. Mr. Dendanai Hutajuta ^{1/}	-	-	-	-	-	-	-	-				
6. Mr. Darong Hutajuta ^{1/}	-	-	-	-	-	-	-	-				
7. Mr. Prasert Vannacharoen	-	-	-	-	-	-	-	-				
8. Mrs. Sriratana Hutajuta	-	-	-	-	-	-	-	-	15,000	24,000		39,000
9. Ms. Cheraya Udomvongsup	-	-	-	-	-	-	-	-				
Total	325,000	612,000	-	937,000	325,000	612,000	-	937,000	405,000	636,000		1,041,000

4. Organizing the 2022 Annual General Meeting of Shareholders under the COVID-19 situation, and taking into account the safety of the shareholders attending the meeting.

5. Management of elections for committees who retire by rotation

At the present, the company's board of directors comprises of 9 members. The 3 directors listed below are one-third of all directors who shall be retired by rotation in the Annual meeting of shareholders 2023

Name of Director	Position
1. Mr. Darong Hutajuta	Director
2. Mr. Prasert Vannachareon	Director
3. Ms. Cheraya Udomvongsup	Director

During 1 October 2022 to 31 December 2022, the company gave opportunities to the shareholders to nominate the candidates to be elected as directors. However, there were no shareholders nominate the candidates to be elected as directors.

The Nomination and Compensation Committee has considered, taken into account the propriety and the best benefit of the Company and was of the view that the directors who shall be retired by rotation in the Meeting are qualified and do not have any prohibited characteristics under relevant laws, with knowledge, experiences, expertise and skills which will benefit the Company's operations. Furthermore, those who shall hold the office as independent Directors are qualified as to independency as defined in "Independent Director" according to the regulations of The Securities and Exchange Commission, and Stock Exchange of Thailand are able to raise their opinions independently and in compliance with the relevant rules and regulations. Therefore, the Nomination and Compensation Committee deemed appropriate to propose the re-election of these 3 directors as the Company's directors for another term.

6. Communication of the Anti-Corruption Policy

Rhom Bho Property Public Company Limited recognizes the importance of ethical business practices and social responsibility under the principles of corporate governance and business ethics. It has established the anti-corruption policy to be strictly complied with by the company's employees. It aims to prevent bribery of government officials to benefit the business, maintain transparency standards, and ensure legal compliance. The company attaches great importance to anti-corruption of all forms and strives to promote integrity and build positive awareness and values in the workplace. It has thus set the following anti-corruption guidelines and communicated them to directors, executives, and employees to be strictly adhered to.

1. Build awareness, values, and attitudes to encourage employees to perform their duties in compliance with laws, rules, and regulations and to avoid gaining privileges by bribing government officials.
2. Directors, executives, and employees are required to comply with the anti-corruption policy and avoid participating in fraudulent and corrupt activities, whether directly or indirectly. They shall not neglect or ignore any act that is considered fraud or corruption related to the company.
3. Set up an efficient internal audit system that covers accounting and finance to ensure that financial transactions are conducted correctly, transparently, and accountably.
4. Set rules for giving gifts or providing entertainment that may cause suspicion of fraudulent and corrupt behavior. Gift acceptance shall be done discreetly and the gift must not take the form of cash or cash equivalent. Any act should be transparent and accountable.
5. Set procurement, disbursement, and contract rules, making sure that each step can be proven by evidence, and determine approval authority appropriately with due care and accountability.

6. Directors, executives, and employees are prohibited from giving or proposing to give any asset or benefit to government officials or outsiders with the intention of inducing improper conduct or neglect of duty.
7. Set up a transparent and accurate financial status reporting mechanism.
8. Set up whistleblowing channels for employees and external parties to report corrupt or improper conduct by directors, executives, and employees of the company via website, email, or postal mail.
9. Set up a whistleblower protection mechanism to keep the information about the whistleblowers confidential. If the whistleblower information is disclosed, the person responsible for such information shall be subject to disciplinary action.
10. Set a disciplinary penalty for directors, executives, and employees who engage in fraud and corruption or support fraudulent and corrupt acts. Appropriate disciplinary action shall be taken and may include a written warning, pay cut, suspension, termination, and legal action.
11. A corruption case shall be investigated and reported through a chain of command of the wrongdoer up to the Risk Management Committee, Audit Committee, Executive Committee, and Board of Directors.

Basic Principles for Juristic Persons to Prevent Bribery of Government Officials

Section 123/5 of the Organic Act on Anti-Corruption B.E. 2542 (Revision No.3 B.E. 2558) has set forth liabilities for juristic persons involved in the bribery of government officials, foreign government officials, or officers of international organizations in the event that a person related to a juristic person such as an employee, agent, or affiliated company bribes a government official for the benefit of the juristic person and that juristic person has no appropriate internal control measures to prevent bribery of government officials.

8 Principles of the NACC to Promote Transparent Bribery-Free Business

Principle 1: Prevention of bribery must be an important policy from the top management level.

Principle 2: Juristic persons must conduct a risk assessment of bribery of government officials.

Principle 3: Clear and detailed measures relating to high-risk bribery.

Principle 4: Juristic Persons must apply anti-bribery measures to those with a business relationship with the juristic persons.

Principle 5: Juristic persons must put an effective accounting system in place.

Principle 6: Juristic persons must adopt an approach to human resource management that aligns with anti-bribery measures.

Principle 7: Juristic persons must set measures to support the reporting of wrongdoings or suspected cases.

Principle 8: Juristic persons must periodically review, audit, and evaluate anti-bribery measures.

7. Whistleblowing Policy

The Company has set guidelines for employees and other stakeholders to report or file complaints about violations of the code of conduct (whistleblower), illegal acts, suspected corrupt behavior, and misconduct of the Company's employees, as well as defects of the internal control system by reporting or filing complaints directly via email to: ***“Mr. Suvit Lamsam Chairman of the Board of Director / Chairman of the Audit Committee / Independent Director at email: suvit.l@rhombho.co.th or send a letter to “53 Sukhonhasawat Road, Lat Phrao Sub-district, Lat Phrao District, Bangkok, 10230.”***

The Company will keep the information you have reported confidential and will disclose it to related individuals only to protect the whistleblower from victimization and harassment. The whistleblower may choose to reveal their identity or choose to

remain anonymous. If the whistleblower is harassed or treated unfairly by any person, that person will be punished severely by the Company.

9. Internal Control and Connected Transactions

Rhom Bho Property Public Company Limited had recognized the importance of developing an effective internal audit system to empower the Company's business operations to run smoothly and efficiently. Hence, the Company had established the Internal Audit Committee and the Risk Management Committee to be responsible for the review and assessment of the internal audit system based on the principles of good corporate governance. The meetings of the Internal Audit Committee and the Risk Management Committee had been held to approve agendas related to internal audit of the Company, participated by a team of auditors, internal auditors, and the Board of Directors, in which the obtained information would be proposed to the Internal Audit Committee and the Risk Management Committee for acknowledgement and consideration. The meetings also aimed to monitor the progress of internal audit and seek solutions to related problems in a timely manner.

The Board of Directors' meeting No. 1/2020, dated February 14th, 2020, was participated by the Internal Audit Committee. In the meeting, senior executives had come up with a number of inquiries on the assessment and adequacy of the internal audit system focusing on the following five areas.

- 1) Organization and Environment
- 2) Risk Management
- 3) Control of Management Performance
- 4) Information Technology and Communication System
- 5) Monitoring

The Board of Directors agreed that Rhom Bho Property's internal audit system was maintained at an adequate and appropriate level, backed by an efficient monitoring and control system that could protect the Company's assets from being misused by the management or lack of authorization. The promptness of the internal audit system could also facilitate the implementation of transactions for major shareholders, members of the Board of Directors, executives, and other parties involved.

Related party transactions

The company's Related Party Transactions policy is an important policy that will not allow directors, executives and other related parties to use opportunities from being directors, executives or other people that are related to the company to seek personal benefits. Therefore, it is defined as a sound practice for directors, executives and other persons that are related to the following companies.

1. Avoid making transactions that may cause conflict of interest with the Company.
2. When it is necessary to make such transactions for the benefit of the Company or subsidiary, enter into such transactions on an arm's length basis and the directors, executives, or related persons having interest in such transactions shall not take part in approving the transactions.
3. In case of connected transactions under the Securities and Exchange Act B.E. 1992 (and as amended), notifications of the Stock Exchange of Thailand, and relevant rules, the Company shall strictly comply with the rules, procedures, and disclosure of connected transactions for listed companies as follows:
 - 3.1 The Company may have connected transactions with directors, executives, or related persons in the future. It has therefore authorized in principle the Executive Committee or management to approve such transactions if the transactions are trade agreements in the same way that a reasonable person should act

with a general contractor in the same situation, with bargaining power free from the influence of their positions as directors, executives, or related persons, whichever the case may be.

- 3.2 Prepare a report of transactions under Clause 3.1 to submit to the Board's meeting every quarter or as required by the Board of Directors.

If the connected transactions do not fall under Clause 3.1, the Company shall comply with the rules and conditions set in the Securities and Exchange Act B.E. 1992 (and as amended), notifications of the Stock Exchange of Thailand, and relevant rules.

Relationship

As Rhom Bho Property Public Company Limited had made various transactions with individuals, conflicts could possibly be expected. Obviously, conflicts could occur when transactions had been made with the Company's members of the Board of Directors, executives, and/or shareholders. Conflicts could also arise from third parties having difficulties with members of the Board of Directors, executives, and/or shareholders of the Company. Aspects and values of related party transactions as of 2018, 2019, and 2020 could be summarized as follows:

Individuals / Parties of Conflict	Relationship
Sam Tunwa Company Limited	<ul style="list-style-type: none">■ As of December 31st, 2022, major shareholders of Sam Tunwa were executives of Rhom Bho Property, including Mr. Prasert Vannacharoen holding 3.21% of Sam Tunwa's shares.■ Mr. Virot Hutajuta, and Mr. Prasert Wannacharoen were members of the Board of Directors, where one of them had signed and affixed the company's seal.■ Providing high-quality lumber and wood flooring products as well as excellent installation services.
Pana 1000 Tree Town Company Limited	<ul style="list-style-type: none">■ As of December 31st, 2022, a major shareholder Ms. Duangporn Hutajuta, a relative of Mr. Dendanai Hutajuta, held 80.00% of the company's shares.■ Mrs. Yupa Hutajuta, a relative of Mr. Dendanai Hutajuta, was named a member of the Board of Directors having signed and affixed the company's seal.■ Specializing in distributing plants and garden decoration (soft scape).
Mono Group Company Limited	<ul style="list-style-type: none">■ As of December 31st, 2022, a major shareholder Ms. Duangporn Hutajuta, a relative of Mr. Dendanai Hutajuta, held 100.00% of the company's shares.■ Mrs. Yupa Hutajuta, a relative of Mr. Dendanai Hutajuta, was named a member of the Board of Directors having signed and affixed the company's seal.■ Specializing in garden and landscape decoration (hard scape).

Mr. Dendanai Hutajuta	<ul style="list-style-type: none"> ■ Be a member of the Board of Directors and a major shareholder of Rhom Bho Property Public Company Limited. As of December 31st, 2022, the person held shares of 57.79 % of the Company's registered capital.
Mr. Darong Hutajuta	<ul style="list-style-type: none"> ■ Be a member of the Board of Directors and a major shareholder of Rhom Bho Property Public Company Limited. As of December 31st, 2022, the person held shares of 0.03% of the Company's registered capital.
Mr. Virot Hutajuta	<ul style="list-style-type: none"> ■ Be a member of the Board of Directors and a major shareholder of Rhom Bho Property Public Company Limited. As of December 31st, 2022, the person held shares of 0.00% of the Company's registered capital.
Mr. Prasert Vannacharoen	<ul style="list-style-type: none"> ■ Be a member of the Board of Directors and a major shareholder of Rhom Bho Property Public Company Limited. As of December 31st, 2022, the person held shares of 1.22 % of the Company's registered capital.

Person who may have a conflict	Characteristics of the transaction	Transaction value (million baht)			Necessity and reasonableness
		Year 2020	Year 2021	Year 2022	
Sam Tunwa Company Limited	<u>Buy construction materials and equipment</u> The company buys construction materials and equipment for business operation from Sam Tunwa Co., Ltd.	0.26	-	-	<p>In the year 2020, the Company purchased construction materials and equipment from Sam Tunwa Co., Ltd., for use in business operations totaling 0.26 million baht.</p> <p>1) Buy smooth wood From Sam Tunwa Co., Ltd., for interior decoration, building X Phase Title V, total value of 0.19 million baht. The price is comparable from the market price.</p> <p>2) Buy Lao Takhian From Sam Tunwa Co., Ltd. for use in exterior corridors, X Phase Title V, total value 0.04 million baht, the purchase price of such Lao Takhian wood The price is comparable from the market price.</p> <p>3) Buying lumber, planed, assorted From Sam Tunwa Co., Ltd., for use in the wall in front of the elevator of X-Y building, Title V, total value 0.03 million baht. The price is comparable from the market price.</p>

Person who may have a conflict	Characteristics of the transaction	Transaction value (million baht)			Necessity and reasonableness
		Year 2020	Year 2021	Year 2022	
Sam Tunwa Company Limited	<u>Office rent</u> The company rented space from Sam Tunwa Co., Ltd. for the location of the head office.	0.96	0.96	-	The Company rented an area with buildings from Sam Tunwa Co., Ltd., to use as the head office at 53 Sukontasawat Road, Ladprao Subdistrict, Lat Phrao District, Bangkok. Approximate area of 130 square meters at the rate of 40,000 baht / month including electricity and water bills. The Company has started the rental agreement since 2015 and when the original contract expires, the Company The contract has been renewed for one year from 1 January -31 December 2016, 1 January -31 December 2017 and 1 January 2018-31 December 2018. Respectively The original rental rate, the said rental rate is comparable from the current market price, the company has renewed such lease until 31 December 2021. The rental rate increased from 80,000 baht / month. Due to the increase in rental area from 130 square meters to 326 square meters. (Add in the part of the meeting room, living room, filing room, office) By comparing the market price, it was found that the rental rate was reasonable. Because it is a rental rate including water and electricity bills. The company can also use the nearby area to be a parking space for employees.

Person who may have a conflict	Characteristics of the transaction	Transaction value (million baht)			Necessity and reasonableness
		Year 2020	Year 2021	Year 2022	
Pana 1000 tree town Company Limited	<u>Make a contract to buy trees and plant</u> The company entered into a contract to purchase ready-to-plant trees for use in gardening and landscape decoration from Pana 1000 tree town Co., Ltd.	12.80	0.50	3.72	<p>In 2020, the Company purchased ready-to-plant trees from Pana 1000 tree town Co., Ltd., with the following items.</p> <p>1) The company bought trees ready to plant From Pana 1000 tree town Co., Ltd., which is part of the landscape decoration work around The Title V project, total value of 16.00 million baht, paid in the amount as follows .</p> <p>1st Installment Date 7/8/2020 Amount 4.80 million baht.</p> <p>2nd Installment Date 20/10/2020 Amount 8.00 million baht.</p> <p>3rd Installment Date 12/4/2022 Amount 3.20 million baht</p> <p>Which the purchase price of such trees The price is comparable from the market price and the price is compared with other contractors.</p> <p>In 2021, the company bought ready-to-plant trees from Pana 1000 Muang Ton Tree Co., Ltd. garden improvement project The Title Phase 1-2 between buildings A, B, C, D, valued at 0.50 million baht. The purchase price of such trees It is the total value of planting and transportation costs. and compared with the market price.</p> <p>In 2022, the company bought ready-to-plant trees from Pana 1000 Muang Ton Tree Co., Ltd. garden improvement project The Title Phase 1-2 between buildings A, B, C, D, valued at 0.52 million baht. The purchase price of such trees It is the total value of planting and transportation costs. and compared with the market price</p>

Person who may have a conflict	Characteristics of the transaction	Transaction value (million baht)			Necessity and reasonableness
		Year 2020	Year 2021	Year 2022	
Mono Group Company Limited	<p><u>Make a contract for the service of gardening and landscape decoration</u></p> <p>The company entered into a service agreement for gardening and landscape decoration from Mono Group Co., Ltd.</p>	0.02	0.02	0.57	<p>In 2020, the Company hired Mono Group Co., Ltd. to improve the landscape of the headquarters office, worth a total of 0.02 million baht. The price is comparable from the market price. And the price is compared with other contractors.</p> <p>In 2021, the Company hired Mono Group Co., Ltd. to improve the landscape of the headquarters office, worth a total of 0.02 million baht. The price is comparable from the market price. And the price is compared with other contractors.</p> <p>In 2022, the Company hired Mono Group Co., Ltd. to improve the landscape of the headquarters office, worth a total of 0.26 million baht. The price is comparable from the market price. And the price is compared with other contractors.</p>
					<p>In 2022, the Company hired Mono Group Co., Ltd. Gardening work in the parking lot of Building X-Y Phase 5, Rawai, worth a total of 0.18 million baht. The price is comparable from the market price. And the price is compared with other contractors.</p> <p>In 2022, the Company hired Mono Group Co., Ltd. Landscaping work in the office area at the head office, worth a total of 0.03 million baht. The price is comparable from the market price. And the price is compared with other contractors.</p> <p>In 2022, the Company hired Mono Group Co., Ltd. Empty space tree planting Staff House Naiyang, worth a total of 0.10 million baht. The price is comparable from the market price. And the price is compared with other contractors.</p>

Measures and Procedures on Approval of Related Party Transactions

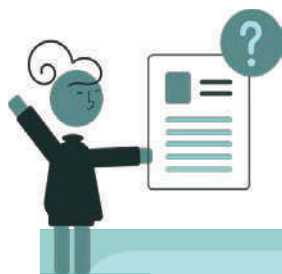
Rhom Bho Property Public Company Limited was previously incorporated as a limited company, related party transactions were unlikely to comply with the laws and requirements on securities and stock exchange. In the previous years, the Board of Directors and senior executives of Rhom Bho Property were the ones to consider the approval of related party transactions, taking into account substantial benefits of the Company.

Additionally, Rhom Bho Property had established newly developed measures and procedures to avoid potential conflicts of interest that might happen to individuals or parties tending to have such conflicts of interest in the future. With reference to the resolution of the meeting No. 4/2016 dated June 21st, 2016, any transaction made with Mono Group Company Limited or authorized person of the said company and Pana 1000 Company Limited or authorized person of the said company were compulsorily required to be reconsidered whether it was a related party transaction or not. After the reconsideration, such transaction and other related documents would be required to be proposed to the Audit Committee for acknowledgement and consideration of reasonableness in making such transaction as the two companies had authorized persons recognized as close relatives of high-ranking executives of Rhom Bho Property.

Policies and Prospects of Future Related Party Transactions

Rhom Bho Property Public Company Limited might possibly have conflicts of interest towards related party transactions with Sam Tunwa Company Limited, Pana 1000 Company Limited, and Mono Group Company Limited. If there were related party transactions made as normal transactions with general trade terms to support business operations, Rhom Bho Property would proceed with the aforementioned measures and procedures prior to entering into actual related party transactions, saying the implementation of related party transactions was required to comply with compulsory principles approved by the Board of Directors as stipulated in the Securities and Exchange Act, where all parties were required to strictly comply with all provisions stated in the agreement. At the same time, it was greatly necessary for all parties to clearly determine the agreed prices and other unbiased requirements by not causing any unfair or disapproved transfer of benefits.

In case where any future related party transaction was required to be made, Rhom Bho Property would proceed with the aforementioned measures and procedures to approve such related party transaction. However, in case where any related party transaction required any particular opinion from the Audit Committee in accordance with the Stock Exchange of Thailand's laws, rules, and regulations related to the implementation of related party transactions, the Company would request the Audit Committee to provide opinions deemed sufficient and appropriate for such related party transaction. Rhom Bho Property had no policy to provide loans to persons tending to have conflicts of interest or any other third party related to such persons, except it was deemed important and necessary for being part of the Company's employee welfares or in accordance with the authorization in providing operational management or financial assistance for any juristic person in which the Company possessed a proportion of shareholding. Additionally, in case where Rhom Bho Property was required to make any related party transaction with any individual or party mentioned earlier, the Company would request the Audit Committee to provide productive opinions and feedbacks on the appropriateness for making such related party transaction. Nevertheless, in case where the Audit committee was not proficient in considering such related party transaction, the Company would seek a knowledgeable person with specialized expertise, for instance, an independent auditor or property appraiser, to provide productive opinions and feedbacks on the appropriateness for making such related party transaction instead. The finalized opinions and feedbacks provided by the Audit Committee or a highly skilled person would be used to support the decisions of the Board of Directors or shareholders depending on cases, as part of the goal to ensure there would be no unfair or disapproved transfer of benefits among the Company and other related parties tending to have conflicts of interest. Such related party transactions would be made to ensure the highest benefits for shareholders as a whole.



PART3

FINANCIAL STATEMENTS

Responsibilities of the Board of Directors for Financial Report

The Board of directors was responsible for financial budgeting; as well as financial information that was presented in the company annual report of Rhom Bho Property Public Company Limited. In turn, financial budgeting was made and followed by certified accounting standards, utilizing the accountant policy with sensibleness, stability, and conscientious. There was disclosure of substantial data with the supplement in the bank financials.

The Board of directors have organized a audit committee; of which was contained with the independent committee. This was done to take and be responsible with the quality of reporting financials, and the internal control system; to be able to have excellence. The opinion of the audit committee was presented in the annual report.

The Board of directors had an opinion about the financial reporting; of which the internal system control of the company was stabilized; as well as being abundant could be made reliable for the financial report on the December 31st, 2022. Therefore, the auditor of the company checked and integrated following the standards of auditing adjustments; that certified and shown that the budgeting of financials as well as the process of this was correct. This was followed by the principles of accounting that was certified by the accounting principles.

Mr. Suvit Lamsam

Chairman of the Board of Director

Mr. Dendanai Hutajuta

Chief Executive Officer

AUDITOR'S REPORT

To the Shareholders of Rhom Bho Property Public Company Limited

Opinion

I have audited the accompanying financial statements of Rhom Bho Property Public Company Limited ("the Company"), which comprise the statement of financial position as at December 31, 2022, and the related statements of comprehensive income, changes in shareholders' equity and cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In my opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Rhom Bho Property Public Company Limited as at December 31, 2022, its 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 Company in accordance with the Code of Ethics for Professional Accountants including Independence Standards issued by the Federation of Accounting Professions (Code of Ethics for Professional Accountants) that are relevant to my audit of the financial statements, and I have fulfilled my other ethical responsibilities in accordance with the Code of Ethics for Professional Accountants. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my opinion.

Key Audit Matters

Key audit matters are those matters that, in my professional judgment, were of most significance in my audit of the financial statements of the current period. These matters were 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 these matters.

<i>The key audit matter</i>	<i>Audit procedures</i>
<i>Cost of property development and land held for development</i> Cost of property development and land held for development are significant high value transaction and comprise a various cost components such as cost of land, cost of land development, construction costs, related cost for property development and capitalized borrowing cost. As at December 31, 2022, the carrying amount of cost of property development and land held for development are of Baht 411 million and Baht 523 million, respectively, as disclosed in note 6 and note 8 to the financial statements, respectively.	Other than making the inquiries, the audit procedures for cost of property development and land held for development included sampling test as follows: - assessing the efficiency and test of internal control relates to the purchase system and property development system;

<i>The key audit matter</i>	<i>Audit procedures</i>
I have identified this cost of property development and land held for development to be the key audit matters as its high value is significant to the financial statements and comprise a various cost components, which affects to the complicated records, allocations and computations.	<ul style="list-style-type: none"> - inspecting the evidences relating to the property development which is from the distributor and subcontractor such as purchase and sell agreement, related contracts, invoices and payment evidence; - allocation test of cost of property development per unit;
<p>Recognition of revenue from sale</p> <p>Sale of property is significant high value transaction and affects to the operation of the Company. For the year ended December 31, 2022, sale of property is of Baht 581 million.</p> <p>I have identified the sale of property to be the key audit matters as its high value is significant to the financial statements.</p>	<p>Other than making the inquiries, the audit procedures for sale of property included sampling test as follows:</p> <ul style="list-style-type: none"> - assessing the efficiency and test of internal control relates to the revenue system; - inspecting sale documents incurred during the year comprised purchase and sale agreement, long-term lease agreement, receiving documents, ownership transfer and lease registration document and other conditions specified in purchase and sale agreement; - testing the calculation of trade discount and discount from warranty; - sale cut-off with sale documents nearby before and after end of reporting period; - inspecting revenue from sales recorded through the general journal. - reviewing the adjustments relating to sale after end of reporting period.

Other Information

Management is responsible for the other information. The other information comprises the information included in the annual report of the Company, but does not include the financial statements and my auditor's report thereon. The annual report of the Company 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, 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 Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company'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 judgment 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 Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If I conclude that a material uncertainty exists, I am required to draw attention in my auditor's report to the related disclosures in the 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 Company 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.

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, actions taken to eliminate threats or safeguards applied.

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 matters. I describe these matters in my auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, I determine that a matter should not be communicated in my report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Khaymanundt Chaichuen
Certified Public Accountant
Registration Number 8260

Siam Truth Audit Company Limited
Bangkok, February 24, 2023

RHOM BHO PROPERTY PUBLIC COMPANY LIMITED

STATEMENT OF FINANCIAL POSITION

AS AT DECEMBER 31, 2022

Baht

	Note	2022	2021
Assets			
Current assets			
Cash and cash equivalents	5	91,416,727	73,589,831
Trade Receivable		309,567	-
Cost of property development	4, 6	410,615,412	705,756,239
Inventories		4,105,266	1,174,290
Cost to obtain contract with customer	7	72,921,048	48,366,447
Other current assets		2,768,284	2,541,529
Total current assets		582,136,304	831,428,336
Non-current assets			
Restricted bank deposits		206,690	206,690
Land held for development	8	523,190,353	520,632,250
Investment property	9	26,906,743	3,919,756
Property, plant and equipment	4, 10	61,126,025	66,040,924
Intangible assets		140,140	316,927
Right-of-use asset	11	6,122,413	-
Deferred tax assets	30	35,908,898	54,646,425
Other non-current assets	12	1,243,755	1,257,755
Total non-current assets		654,845,017	647,020,727
Total assets		1,236,981,321	1,478,449,063

The accompanying notes are an integral part of these financial statements

RHOM BHO PROPERTY PUBLIC COMPANY LIMITED
STATEMENT OF FINANCIAL POSITION
AS AT DECEMBER 31, 2022

Baht

	Note	2022	2021
Liabilities and shareholders' equity			
Current liabilities			
Trade and other payables	13	18,353,208	5,829,158
Short-term loan from other company	14	3,000,000	-
Current portion of liabilities	15	1,000,000	245,000,000
Current portion of lease liabilities	11	845,176	-
Advance received	16	480,218,656	332,727,407
Estimated cost of property development		-	1,603,258
Provisions	17	26,883,897	41,604,976
Retention payables		3,379,325	13,142,951
Other current liabilities	18	19,761,438	14,215,923
Total current liabilities		553,441,700	654,123,673
Non-current liabilities			
Long-term loans from other company	15	-	209,300,000
Long-term lease liabilities	11	5,103,730	-
Provisions for employee benefit	19	15,785,350	21,436,155
Other non-current liabilities		200,000	-
Total non-current liabilities		21,089,080	230,736,155
Total liabilities		574,530,780	884,859,828
Shareholders' equity			
Share capital			
Ordinary shares	22	360,948,747	362,812,747
Premium on share capital	23	191,414,236	191,414,236
Retained earnings			
Appropriated			
Legal reserve	24	30,292,000	26,792,000
Treasury stocks reserve	25	-	13,233,897
Unappropriated		79,795,558	12,570,252
Treasury stocks	25	-	(13,233,897)
Total shareholders' equity		662,450,541	593,589,235
Total liabilities and shareholders' equity		1,236,981,321	1,478,449,063

The accompanying notes are an integral part of these financial statements

RHOM BHO PROPERTY PUBLIC COMPANY LIMITED
STATEMENTS OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED DECEMBER 31, 2022

Baht

	Note	2022	2021
Revenues from sales	20	581,079,474	66,447,413
Cost of sales	26, 28	(323,253,669)	(114,667,237)
Gross (loss) profit		257,825,805	(48,219,824)
Other income	20	14,884,618	9,591,826
Selling expenses	26, 28	(102,409,189)	(26,031,425)
Administrative expenses	4, 26, 28	(81,039,172)	(69,730,815)
Profit (loss) from operations		89,262,062	(134,390,238)
Finance costs	29	(11,256,547)	(7,486,816)
Profit (loss) before income tax		78,005,515	(141,877,054)
Tax income (expense)	30	(16,818,863)	27,807,537
Profit (loss) for the year		61,186,652	(114,069,517)
Other comprehensive income (loss)			
Items that will never be reclassified subsequently to profit or loss			
Defined benefit plan actuarial gains	19	9,593,318	-
Income tax relating to items that will never be reclassified subsequently to profit or loss	30	(1,918,664)	-
Other comprehensive income - net of tax		7,674,654	-
Total comprehensive income (loss)		68,861,306	(114,069,517)
Earning (loss) per share	31		
Basic earning (loss) per share		0.08	(0.16)
Weighted average number of ordinary shares (shares)		725,380,364	725,625,493

The accompanying notes are an integral part of these financial statements

RHOM BHO PROPERTY PUBLIC COMPANY LIMITED
STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY
FOR THE YEAR ENDED DECEMBER 31, 2022

FOR THE YEAR ENDED DECEMBER 31, 2022								Balut
	Note	Issued and paid-up share capital	Premium on share capital	Retained earnings				Total
				Appropriated			Treasury stocks	
				Legal reserve	reserve	Unappropriated		
Balance as at January 1, 2021		362,812,747	191,414,236	26,792,000	13,233,897	126,639,769	(13,233,897)	707,658,752
Total comprehensive loss		-	-	-	-	(114,069,517)	-	(114,069,517)
Balance as at December 31, 2021		362,812,747	191,414,236	26,792,000	13,233,897	12,570,252	(13,233,897)	593,589,235
Treasury stocks	25	(1,864,000)	-	-	(13,233,897)	1,864,000	13,233,897	-
Legal reserve	24	-	-	3,500,000	-	(3,500,000)	-	-
Total comprehensive income		-	-	-	-	68,861,306	-	68,861,306
Balance as at December 31, 2022		360,948,747	191,414,236	30,292,000	-	79,795,558	-	662,450,541

The accompanying notes are an integral part of these financial statements

RHOM BHO PROPERTY PUBLIC COMPANY LIMITED

STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED DECEMBER 31, 2022

Baht

	2022	2021
Cash flows from operating activities		
Profit (loss) before income tax	78,005,515	(141,877,054)
Adjustments to reconcile profit (loss) before income tax to cash generated (paid) from operating activities		
Depreciation and amortization	11,168,860	9,470,521
Loss from impairment of assets	2,470,686	876,466
Loss from disposal of assets	36,327	12,258
Interest income	(146,559)	(87,531)
Finance costs	11,256,547	7,486,816
Profit (loss) from operations before changes in operating assets and liabilities	102,791,376	(124,118,524)
Changes in operating assets and liabilities		
Trade receivables	(309,567)	-
Cost of property development	270,521,818	(89,126,554)
Inventories	(2,930,977)	(262,241)
Other current assets	(309,092)	583,511
Restricted bank deposits	-	207,686
Cost to obtain contract with customer	(24,554,601)	(3,505,304)
Other non-current assets	14,000	6,000
Trade and other payables	12,524,050	2,468,318
Advance received	147,491,249	55,866,938
Estimated cost of property development	-	1,603,258
Provisions	(14,721,080)	29,419,037
Retention payables	(9,763,624)	2,608,872
Provisions for employee benefit	3,942,513	3,903,140
Other current liabilities	5,545,516	7,580,396
Other non-current liabilities	200,000	-
Cash generated (paid) from operations	490,441,581	(112,765,467)
Interest received	146,559	87,531
Income tax paid	(2,388,350)	(357,847)
Net cash provided by (used in) operating activities	488,199,790	(113,035,783)

The accompanying notes are an integral part of these financial statements

RHOM BHO PROPERTY PUBLIC COMPANY LIMITED

STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED DECEMBER 31, 2022

Baht

	2022	2021
Cash flows from investing activities		
Purchase of land held for development	(2,558,103)	(13,443,386)
Purchase of building and equipments	(4,631,752)	(6,813,490)
Disposal of equipment	4,000	22,430
Net cash used in investing activities	(7,185,855)	(20,234,446)
Cash flows from financing activities		
Proceeds from short-term loans from other company	3,000,000	-
Repayments of short-term loans from other company	-	(2,000,000)
Proceeds from long-term loans from other company	-	145,000,000
Repayments of long-term loans from other company	(453,300,000)	(40,700,000)
Repayments of lease liabilities	(1,630,492)	-
Finance cost paid	(11,256,547)	(13,031,850)
Net cash provided by (used in) financing activities	(463,187,039)	89,268,150
Net increase (decrease) in cash and cash equivalents	17,826,896	(44,002,079)
Cash and cash equivalents at the beginning of the year	73,589,831	117,591,910
Cash and cash equivalents at the end of year	91,416,727	73,589,831
 Non - cash items, as follow		
The Company transfers cost of property development to investment property (see note 6 and 9)	23,855,939	-
The Company has entered into a land operating lease (see note 11)	7,579,397	-

The accompanying notes are an integral part of these financial statements

RHOM BHO PROPERTY PUBLIC COMPANY LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2022

1. GENERAL INFORMATION

Rhom Bho Property Public Company Limited (“the Company”) is incorporated in Thailand and has its registered office at 444 - 444/1 Pracha Uthit Road, Huaykwang, Huaykwang District, Bangkok.

On November 2, 2017, the Company was listed on the Stock Exchange of Thailand in the “Market for Alternative Investment” (mai).

The principal activities of the Company involve property development.

Major Shareholders are as follow:

Major shareholders	Nationality	%	
		Shareholding	
		December 31,	
		2022	2021
Hutajuta group	Thai	57.82	61.70

The financial statements have been approved for issue by the Company’s Board of Directors on February 24, 2023.

2. BASIS OF PREPARATION OF THE FINANCIAL STATEMENTS

The financial statements are prepared in accordance with Thai Financial Reporting Standards (“TFRS”), including the related interpretations and guidelines promulgated by the Federation of Accounting Professions (“TFAC”) and the financial reporting requirements of the Securities and Exchange Commission.

The financial statements in Thai language are presented in Thai Baht, which is the Company’s functional currency. The preparation of these official statutory financial statements is issued for Thai reporting purposes. The financial statements in English language have been translated from the financial statements in Thai language.

The preparation of the financial statements in conformity with Thai Financial Reporting Standards (“TFRS”) requires management to make judgments estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying amounts of assets and liabilities that are not readily apparent from other sources. Subsequent actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised, if the revision affects only that period, and in the period of the revision and future periods, if the revision affects both current and future periods.

New financial reporting standards

a) New financial reporting standards that became effective in the current year

During the year, the Company has adopted the numbers of financial reporting standards including the accounting guidance which are effective for fiscal years beginning on or after January 1, 2022. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards with most of the changes directed towards revision and clarification of accounting practices, for some financial reporting standards, providing temporary reliefs or temporary exemptions, to users of TFRSs.

The management assessed the financial statements of the Company do not have any significant impacts from the mentioned TFRSs in the period that it is adopted.

b) Financial reporting standard that will become effective in the future

The Federation of Accounting Professions promulgated the numbers of revised financial reporting standards, which are effective for fiscal years beginning on or after January 1, 2023. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards with most of the clarification of accounting practices, for some financial reporting standards, providing temporary reliefs or temporary exemptions, and accounting to users of TFRS.

The management of the Company believes that the revision of TFRSs does not have any significant impact on the financial statements.

3. SIGNIFICANT ACCOUNTING POLICIES

The measurement bases used in preparing the financial statements

Other than those disclosed elsewhere in the significant accounting policies and other notes to the financial statements, the financial statements are prepared on the historical cost basis.

Revenue

Revenue is recognized when a customer obtains control of the goods or services in an amount that reflects the consideration to which the Company expects to be entitled, excluding those amounts collected on behalf of third parties, value added tax and is after deduction of any trade discounts and volume rebates.

The Company accounts for a contract with a customer when it has entered into an agreement between counter parties that creates enforceable rights and obligations. The Company has to identify its performance obligations and allocate a transaction price to each obligation on an appropriate basis.

Revenue from contracts with customers is recognized when control of the goods or services is transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services, net of value added tax ("VAT"). Depending on the terms of the contract and the laws that apply to the contract, control of the asset may be transferred over time or at a point in time.

Revenues from contracts with multiple elements are allocated by fair value of standalone selling price in each performance obligation. In case of contracts have both obligations to perform at point of time and overtime, difference from revenue recognition and performance obligations at the beginning of contracts is recognized as contract assets or contract liabilities and recognized over the contracts periods.

Revenue from sale of real estate

Revenue from sale of land and house and residential condominium units is recognized when control of residential condominium units is transferred to the customer, generally upon the Company transfers the

legal of ownership (Freehold) and transfer of material risk and rewards of ownership (Leasehold) to the customers at the point in time.

Revenue from sale is measured at the amount of the consideration received or expected to be received after deducting discounts and consideration payable to a customer.

Sale of real estate contract, which includes provision for items without charge or the sale price includes the price of various premiums such as furniture and fixtures because the free of charge items are component parts of real estates, which are the main performance obligations under the contracts. In the event that the Company has not yet delivered any premiums to the customer, the Company has to adjust revenue from sale of real estate for premiums and record such value as deferred revenue from sale of real estate. The costs of provision for items without charge are recognized as part of cost of sale of real estate.

The Company makes payments such as registration fee for the transfer of real estates and common area fee to the juristic person of real estate projects on behalf of customers. If the Company receives distinct goods or services from the customer, the Company recognizes such payments as an expense when the distinct goods or services are consumed. But if not, such payments are recognized as a reduction of revenue.

No revenue is recognized if there is continuing management involvement with the goods or there are significant uncertainties regarding recovery of the consideration due.

Sale of goods and rendering of services

Revenue from sales of goods is recognized when a customer obtains control of the goods, generally on delivery of the goods to the customers.

Revenue from sales is measured at the amount of consideration received or expected to be received for delivered goods after deduction of returns and discounts, excluding value added tax.

For sale with warranties to assure that the goods complies with agree-upon specifications, the Company recognized the warranty according to TAS 37 “Provisions, Contingent Liabilities and Contingent Assets”.

Advances

Advances received from customers is classified as current liabilities and recognized as revenue when the Company transferred control over the goods to the customers. For the advances that contain a significant financing component, they include the interest expense accreted on the contract liability under the effective interest method. the Company uses practical expedient which is not adjust the consideration for any effects of a significant financing component if the period of financing is 12 months or less.

Revenue from rendering of services

The Company recognized services revenue over the contract period. Such recognition is on a straight-line basis according to the proportion of the rendered services over the contract period.

Rental income and its related services

Rental income and its related services from investment property are recognized on a straight-line basis over the term of the lease. Contingent rentals are recognized as income in the accounting period in which they are occurred. The related service income is recognized over the term of the lease.

Other income

Other income is recognized on an accrual basis.

Consideration payable to the customer

The Company recognizes the consideration payable to the customer as a reduction of the revenue from contract with customers.

Expenses

Costs of obtaining a contract

Costs of obtaining a contract is commission paid to obtain a customer contract recorded as an asset stated at the net value after deducted an allowance for impairment loss (if any). An allowance for impairment loss is recognized to the extent that the carrying amount of an asset recognized exceeds the remaining amount of consideration that the entity expects to receive less direct costs.

The Company amortized costs of obtaining a contract on a systematic basis that is consistent with the pattern of revenue recognition for the related contract.

Costs of obtaining a contract which its amortization period of the asset that the Company otherwise would have used is one year or less, costs to obtain a contract are immediately recognized as expenses.

Cost to fulfil a contract

The Company recognizes costs to fulfil a contract that relate to satisfied performance obligations in the contract in profit or loss when incurred, unless the Company can identify that the costs relate directly to a contract or to an anticipated contract that the Company can specifically identify, the costs will be used in satisfying performance obligations in the future, and the costs are expected to be recovered, that costs fulfilling a contract are recognized as assets and amortized on a systematic basis that is consistent with the pattern of revenue recognition for the related contract.

An allowance for impairment loss is recognized to the extent that the carrying amount of an asset exceeds the remaining amount of consideration that the entity expects to receive less direct costs.

An allowance for total anticipated loss on project is recognized when the possibility of loss is ascertained.

Finance cost

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 capitalized as part of the cost of the respective assets.

All other borrowing costs are expensed in the period they are incurred basing on the effective interest method. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds, unwinding of the discount on provisions and contingent consideration.

The interest component of finance lease payments is recognized using the effective interest method.

Interest expenses are recognized as an expense over the term of loan. Interest expenses are calculated from the outstanding of loan principal on an accrual basis using the effective interest method.

Expenses are recognized on an accrual basis.

Deferred financial fees

Financial expenses related to borrowings that are typically incurred on or before signing facility agreements and before actual draw down of the loans are recorded as deferred financial fees and presented as a deduction against the related loan account and amortized using the effective interest method over the term of loan.

Financial instruments

Financial assets and financial liabilities are recognized in the Company's statements of financial position when the Company becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities and subsequently measured at amortized cost or fair value through other comprehensive income are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in profit or loss.

Classification and measurement of financial assets and financial liabilities

Financial assets classified as debt instruments

The Company classifies financial assets that are debt instruments as financial assets that are subsequently measured at amortized cost or fair value depends on the Company's business model for managing financial assets and the contractual cash flow characteristics of the financial assets as follows:

- Financial assets measured at amortized cost

The financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and the contractual terms of the financial assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. These financial assets are initially recognized at fair value on trade date and subsequently measured at amortized cost net of allowance for expected credit losses (if any).

Amortized cost basing on the effective interest method

The effective interest method is a method of calculating the amortized cost of a debt instrument and of allocating interest income over the relevant period. Interest income is recognized in profit or loss and is included in the "interest income" item.

- Financial assets measured at fair value through other comprehensive income

The financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets as well as and the contractual terms of the financial assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. These financial assets are initially recognized at fair value and subsequently measured at fair value. The unrealized gains or losses from changes in their fair value realized, after which such gains or losses on disposal of the instruments will be recognized as gain or losses in profit or loss. The gains or losses on foreign exchange, expected credit losses, and interest income which calculated using the effective interest rate method are recognized in profit or loss.

- Financial assets measured at fair value through profit or loss

Unless the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows or the contractual terms of the financial assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. These financial assets are initially recognized at fair value and are subsequently measured at fair value. Unrealized gains and losses from change in fair value, and gains and losses on disposal of instruments are recognized as gains (losses) on financial instruments.

Debt instruments that meet either the amortized cost criteria or the fair value through other comprehensive income criteria may be designated as at the fair value through profit or loss upon initial recognition if such designation eliminates or significantly reduces a measurement or recognition inconsistency (so called

“accounting mismatch”) that would arise from measuring assets or liabilities or recognizing the gains and losses on them on different bases.

Financial assets classified as equity instruments

- Financial assets measured at fair value through profit or loss

The Company has classified investment in equity instruments that held for trading but not held for strategic purposes as the financial asset measured at fair value through profit or loss, where an irrevocable election has been made. Such classification is determined on an instrument-by-instrument basis. Gains and losses arising from subsequently changes in fair value is recognized in profit or loss and gain or loss from disposal is recognized in profit or loss when disposal.

- Financial assets measured at fair value through other comprehensive income

The Company has classified investment in equity instruments that not held for trading but held for strategic purposes or for securities with potential for high market volatility as the financial asset measured at fair value through other comprehensive income, where an irrevocable election has been made. Such classification is determined on an instrument-by-instrument basis. Gains and losses arising from subsequently changes in fair value is recognized in other comprehensive income and not subsequently transferred to profit or loss when disposal, instead, it is transferred to retained earnings.

Dividends on these investments are recognized in profit or loss, unless the dividends clearly represent a recovery of part of the cost of the investment. Dividend income is recognized in profit or loss and is included in the “finance income” item.

Offsetting

Financial assets and financial liabilities are offset, and the net amount is presented in the statement of financial position when the Company has a legal right to offset the amounts and intends to settle on a net basis or to realize the asset and settle the liability simultaneously.

Derecognition of financial assets

The Company derecognizes a financial asset when the contractual cash flows from the asset expire or it transfers its rights to receive contractual cash flows on the financial asset in a transaction in which all or substantially all the risks and rewards of ownership are transferred. Any interest from transferred financial assets, which is created, controlled or retained by the Company, are still recognized as financial assets and recognized as borrowing which have collateral for proceeds received.

On derecognition of a financial asset measured at amortized cost, the difference between the asset’s carrying amount and the sum of the consideration received and receivable is recognized in profit or loss.

On derecognition of an investment in a debt instrument classified as at fair value through other comprehensive income, the cumulative gain or loss previously accumulated in the investment revaluation reserve is reclassified to profit or loss.

On derecognition of an investment in equity instrument which the Company has elected on initial recognition to measure at fair value through other comprehensive income, the cumulative gain or loss previously accumulated in the investment revaluation reserve is not reclassified to profit or loss, but is transferred to retained earnings.

Write-off

The Company writes off debts (either partially or in full) when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the debtor has been placed under liquidation or has entered into bankruptcy proceedings, or in the legal criteria for bad debts written-off, whichever occurs sooner. Bad debt written-off may still be subject to enforcement

activities under the Company's recovery procedures, taking into account legal advice where appropriate. However, the Company continues to execute the case, in order to comply with the Company's recovery policy.

The gross carrying amount of a financial asset is written off when the Company has no reasonable expectations of recovering. Subsequent recoveries of an asset that was previously written off, are recognized as a reversal of impairment in profit or loss in the period in which the recovery occurs.

Allowance for expected credit losses on financial assets

The Company applies the Simplified Approach for recognition of expected credit losses of financial assets - debt instruments which are deposit at financial institutions, trade receivables and the contractual assets, investment in debt instruments, loans and certain of other assets.

The Company recognizes allowance for expected credit losses at an amount equal to the lifetime expected credit losses in cases where there has been a significant increase in credit risk since initial recognition, but the assets are not credit impaired, or where the assets are credit impaired.

At every reporting date, the amount of allowance for expected credit losses is reassessed to reflect changes in credit risk of financial assets since initial recognition of related financial instruments.

Simplified Approach

The measurement of expected credit losses on financial assets by applying the Simplified Approach is a calculation to estimate using a provision matrix depended on the Company's historical credit loss experience adjusted with the factors that are specific to the receivables, general economic conditions, an assessment of both the current as well as the forecast direction of conditions at the reporting date, and time value of money, as appropriate. In addition, the Company shall principally determine the past due status of the customers and also their capability to maintain the value of collateral relative to the terms of contract.

At every reporting date, the Company determines whether the credit risk of other debt instruments and deposit at financial institutions has increased significantly since initial recognition, by mainly taking into account internal and external credit rating of the counterparties as well as overdue status.

The Company assesses whether the credit risk has increased significantly from the date of initial recognition on an individual or collective basis. In order to perform collective evaluation of impairment, the Company classifies financial assets on the basis of shared credit risk characteristics, such as the type of instrument, internal credit rating, overdue status, and other relevant factors.

Financial assets are assessed to be credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of the counterparties have occurred, there are indications that the borrower is experiencing significant financial difficulties, or there is a breach of contract, as well as delinquency.

The Company recognizes an allowance for expected credit losses by adjusting to the carrying amount of related accounts. For the increase (decrease) in an allowance for expected credit losses is recognized as expenses during the period in the statements of income, except for investments in debt instruments that are measured at fair value through other comprehensive income, for which the loss allowance is recognized in other comprehensive income and accumulated in the investment revaluation reserve, and does not reduce the carrying amount of the financial asset in the statement of financial position.

Financial liabilities

Financial liabilities are initially recognized at fair value and subsequently measured at amortized cost using the effective interest method or at fair value through profit or loss.

The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly

discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or a shorter period, to the amortized cost of a financial liability.

Financial liabilities designated at fair value through profit or loss

Financial liabilities may be designated at fair value through profit or loss upon initial recognition if;

- Such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise;
- The financial liability forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Company's documented risk management or investment strategy, and information about the grouping is provided internally on that basis.

Financial liabilities that are designated at fair value through profit or loss are measured at fair value, with any gains or losses arising on changes in fair value recognized in profit or loss.

Financial liabilities that are designated as at fair value through profit or loss, the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is recognized in other comprehensive income, unless the recognition of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. The remaining amount of change in the fair value of liability is recognized in profit or loss. Changes in fair value attributable to a financial liability's credit risk that are recognized in other comprehensive income are transferred to retained earnings upon derecognition of the financial liability.

Derecognition of financial liabilities

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

When the Company exchanges with the existing lender one debt instrument into another one with the substantially different terms, such exchange is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. Similarly, the Company accounts for substantial modification of terms of an existing liability or part of it as an extinguishment of the original financial liability and the recognition of a new liability. It is assumed that the terms are substantially different if the discounted present value of the cash flows under the new terms, including any fees paid net of any fees received and discounted using the original effective date is at least 10 percent different from the discounted present value of the remaining cash flows of the original financial liability. If the modification is not substantial, the difference between; (1) the carrying amount of the liability before the modification; and (2) the present value of cash flows after modification should be recognized in profit or loss as the modification gain or loss within other gains and losses.

Employee benefits

Short-term benefits

Short-term employee benefits are expensed as the related service is provided. A liability is recognized for the amount expected to be paid if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

Post-employment benefits

The Company and its employees have jointly established the provident funds which is a monthly contributed and defined contribution plan. The fund's asset of the provident fund is separated from the Company's asset and has been managed by a licensed fund manager.

The provident fund receives a cash contribution from employee and the Company. The contribution expenditure of the provident fund and obligation in respect of defined contribution plan is recognized as expense in profit or loss for the period that transaction incurred.

Post-employment benefits

The employee benefit obligations in relation to the severance payment under the labor law are recognized as a charge to results of operations over the employee's service period. It is calculated by the estimation of the amount of future benefit to be earned by the employee in return for the service provided to the Company through the service period up to the retirement age and the amount is discounted to determine the present value. The reference discount rate is the yield rate of government bonds as at the reporting date. The calculation is based on the actuarial technique using the Projected Unit Credit Method.

When the employee benefits are improved, the portion of the increased benefit relating to past service rendered by employee is recognized in profit or loss on a straight-line basis over the average period until the benefits become vested.

When the actuarial assumptions are changed, the Company recognizes actuarial gains (losses) immediately in other comprehensive income.

Past service costs relating the amendment of plan are recognized as an expense in other comprehensive income when the plan amendment is effective.

Termination benefits

Termination benefits are recognized as liability and as expense in profit or loss when the Company are committed demonstrably, without realistic possibility of withdrawal, to a formal detailed plan to either terminate employment before the normal retirement date, or to provide termination benefits as a result of an offer made to encourage voluntary redundancy or the Company have made an offer of voluntary redundancy, it is probable that the offer will be accepted, and the number of acceptances can be estimated reliably. If benefits are payable more than 12 months after the end of the reporting period, then they are discounted to their present value.

Income tax

Income tax for the year comprises current tax and deferred tax.

Current tax and deferred taxes are recognized in profit or loss.

Deferred tax in the extent that they relate to items recognized directly in shareholders' equity are recognized other comprehensive income.

Current tax

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the end of reporting period date, and any adjustment to tax payable in respect of previous years.

Deferred tax

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

Deferred tax is not recognized for the following temporary differences: the initial recognition of goodwill; the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss; and differences relating to investments in subsidiaries to the extent that it is probable that they will not reverse in the foreseeable future.

Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, using tax rates enacted or substantively enacted at the end of reporting period date.

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

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax assets and liabilities, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilized, including unutilized taxable losses. Deferred tax assets are reviewed at the end of reporting period date and reduced its carrying amount 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 utilized against to the temporary differences and unutilized taxable losses.

Cash and cash equivalents

Cash and cash equivalents comprise cash, cash at banks type current accounts and saving accounts, cash at bank with an original maturity not exceeding 3 months, including negotiable certificate of deposit and highly liquid short-term investments in bill of exchange or promissory notes issued by financial institutions due at call or with original maturities of three months or less, excluded deposits at bank on obligation or subject to withdrawal restrictions and insignificant risk of change in value.

Cost of property development

Cost of property development are stated at the lower of cost or net realisable value, which is the value after recognized the cost of property sold.

Cost comprises cost of land, construction costs, including the capitalized borrowing cost for property development.

The details of cost calculation

- | | |
|--------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Land | - Purchase price of land, cost for the acquisition and development of land and capitalized borrowing cost using the average method and allocating based on salable area for each project. |
| Construction | - Construction cost comprises <ol style="list-style-type: none">1) The design fees, construction cost of utilities and public facilities, direct costs relating to property development and capitalized borrowing cost are allocated based on salable area.2) Construction costs of houses, residential condominium units and public facilities and capitalized borrowing cost are allocated based on salable area |

Capitalized borrowing cost - Interest expense and fee incurred from loans in bringing the property development, arising before the project will be fully developed, are allocated based on actual incurred relevant to land and construction.

Net realizable value is the estimated selling price in the normal course of business less estimated costs to make the sale.

Selling expenses such as specific business tax and transfer fee are recognized as expenses in the period that sales incur.

Loss on devaluation of cost of property development is recognized in profit or loss.

In determining the cost of property sold, the anticipated total development costs (taking into account actual costs incurred to date) are attributed on the basis of the salable area.

Cost of property development are estimated from the total cost incurred until the project fully completed, considering by their experiences in property business. The estimations are also regularly reviewed.

Cost of property sold are also including cost of other products which the Company transfers to the customer relating to the contract such as furniture and fixture is considered as a component of house or residential condominium unit.

Inventories

Inventories are stated at the lower of cost or net realizable value.

Cost of inventories is calculated by using the first in – first out method.

Cost comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

Net realizable value is the estimated selling price in the ordinary course of business less the estimated costs to complete and to make the sale.

The Company records the allowance for devaluation of inventories for all deteriorated, damaged, obsolete and slow-moving inventories.

Capitalization of interest cost

Interest cost especially from loan incurred in bringing land and project development, is capitalized as part of the cost of those assets until the projects is completed or break down or when the construction is condition necessary for it to be capable of operating for their intended use. The capitalization of interest shall be resumed when the project is re-activated.

Land held for development

Land held for development which is to be developed in the future is stated at cost less allowance for impairment (if any).

Cost comprises of cost of land and related expenses.

Loss on impairment of assets is included in profit or loss.

Investment property

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

Investment properties are stated at cost less accumulated depreciation and accumulated impairment losses (if any).

Cost includes expenditure that is directly attributable to the acquisition of the investment properties. The cost of self-constructed investment properties includes the cost of materials and direct labour, and other costs directly attributable to bringing the investment properties to a working condition for its intended use and capitalized borrowing costs.

Depreciation is charged to profit or loss on a straight-line basis over the estimated useful lives of each property. The estimated useful lives are as follows:

	<i>Years</i>
Buildings	16 - 20

Depreciation is included in determining income and no depreciation is provided for land and construction in progress.

Subsequent costs

The cost of replacing a part of an item of property, plant and equipment is recognized in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company, and its cost can be measured reliably. The carrying amount of the replaced part is derecognized. The costs of the day-to-day servicing of property, plant and equipment are recognized in profit or loss as incurred.

Reclassification to property, plant and equipment

When the use of an investment properties changes such that it is reclassified as property, plant and equipment, its carrying amount at the date of reclassification becomes its cost for subsequent accounting.

Property, plant and equipment

Owned assets

Land is stated at cost less allowance for impairment losses (if any).

Plant and equipment are stated at cost less accumulated depreciation and allowance for impairment losses (if any).

Cost includes expenditure that is directly attributable to the acquisition of the asset. The cost of self-constructed assets includes the cost of materials and direct labour, any other costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating for their intended use, the costs of dismantling and removing the items and restoring the site on which they are located, and capitalized borrowing costs.

Purchased software that is integral to the functionality of the related equipment is capitalized as part of that equipment.

When parts of an item of property, plant and equipment have different consumption patterns or useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

Gains and losses on disposal of an item of property, plant and equipment are determined as the difference between the net disposal proceeds less cost to sale and the carrying amount of property, plant and equipment, and are recognized net within other income or other expenses in profit or loss.

An item of plant and equipment is derecognized 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 derecognized

Reclassification to investment properties

When the use of a property changes from owner-occupied to investment properties, its carrying amount is recognized and reclassified as investment properties.

Subsequent costs

The cost of replacing a part of an item of property, plant and equipment and cost of renovations are recognized in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company within more than one accounting period, and its cost can be measured reliably. The carrying amount of the replaced part is derecognized. The costs of the day-to-day servicing of property, plant and equipment are recognized in profit or loss as incurred.

Depreciation

Depreciation is calculated based on the depreciable amount of plant and equipment, which is the cost of an asset, or other amount substituted for cost, less its residual value.

Assets from cost of replacement and cost of renovations are depreciated over the remaining useful life of the related asset.

Depreciation is calculated basing on a straight-line basis over the estimated useful lives of each component of an item of assets. The estimated useful lives are as follows:

	<i>Years</i>
Buildings	3 - 20
Office equipment	5
Vehicles	5

Depreciation is recognized as an expense in profit or loss.

No depreciation is provided on freehold land.

The residual value of an asset is the estimated amount that the Company would currently obtain from disposal of the asset, after deducting the estimated costs of disposal, if the asset were already of the age and in the condition expected at the end of its useful life.

The depreciation method, residual value and useful life of an asset should be reviewed at least at each financial year-end and, if expectations differ from previous estimates, any change is accounted for prospectively as a change in estimate.

Intangible assets

Other intangible assets that are acquired by the Company and have finite useful lives are measured at cost less accumulated amortization and allowance for impairment losses (if any).

Subsequent expenditure

Subsequent expenditure is capitalized only when it increases the future economic benefits embodied in the specific asset to which it relates.

All other expenditure, including expenditure on internally generated goodwill and brands, is recognized in profit or loss as incurred.

Amortization

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

Amortization is recognized in profit or loss on a straight-line basis over the estimated useful lives of intangible assets from the date that they are available for use.

The estimated useful lives are as follows:

	<i>Years</i>
Software licences	5

No amortization is provided on intangible assets under development and installation.

The amortization method, residual value and useful life of an asset should be reviewed at least at each financial year-end and, if expectations differ from previous estimates, any change is accounted for prospectively as a change in estimate.

Gains and losses on disposal are determined by comparing the proceeds from disposal with the carrying amount, and are recognized in profit or loss.

Impairment of non-financial assets

The carrying amounts of the Company's non-financial assets in respect of property, plant and equipment, intangible assets, right-of-use assets and other assets, are reviewed at each reporting period to determine whether there is any indication of impairment. If any such indication exists, the assets' recoverable amounts are estimated.

An impairment loss is recognized if the carrying amount of an asset or its cash-generating unit exceeds its recoverable amount. The impairment loss is recognized in profit or loss unless it reverses a previous revaluation credited to equity, in which case it is charged to equity.

When a decline in the fair value of an available-for-sale financial asset has been recognized directly in equity and there is objective evidence that the value of the asset is impaired, the cumulative loss that had been recognized directly in equity is recognized in profit or loss even though the financial asset has not been derecognized. The amount of the cumulative loss that is recognized in profit or loss is the difference between the current fair value and acquisition cost, less any impairment loss on that financial asset previously recognized in profit or loss.

Calculation of recoverable amount

The recoverable amount of a non-financial asset is the greater of the asset's value in use and fair value less costs to sell.

In assessing 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. For an asset that does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

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 Company could obtain from the disposal of the asset in an arm's length transaction between knowledgeable, willing parties, after deducting the costs of disposal.

Reversals of impairment

An impairment loss in respect of financial asset is reversed if the subsequent increase in recoverable amount can be related objectively to an event occurring after the impairment loss was recognized in profit or loss.

Impairment losses recognized in prior periods in respect of other non-financial assets are assessed at each reporting period for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of accumulated depreciation or accumulated amortization, if no impairment loss had been recognized.

Leases

As a lessee

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

The Company recognizes right-of-use assets and lease liabilities for all leases with a term of more than 12 months, unless the underlying asset is low value.

Right-of-use assets

The Company recognizes right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses (if any) and adjusted for any remeasurement of lease liabilities.

The right-of-use assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before the commencement day, less any lease incentives received and any initial direct costs.

Whenever the Company incurs an obligation for costs to dismantle and remove a leased asset, restore the site on which it is located or restore the underlying asset to the condition required by the terms and conditions of the lease, such provision is recognized and measured to the extent that the costs relate to a right-of-use asset.

In case that the lessee is unable to allocate the consideration in the contract to each lease component and non-lease component on the basis of its relative stand-alone prices, as a practical expedient, a lessee may elect not to separate non-lease components and account for the lease and non-lease components as a single lease component.

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

	<i>Years</i>
Condominium units	2 - 3

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

If the Company is unable to obtain reasonable assurance that the ownership of the underlying asset is substantially transferred to the Company at the end of the lease term, the right-of-use assets will be depreciated on the straight-line method from the commencement date to the end of the useful lives or the end of the lease term, which is earlier.

The Company applies the derecognition and impairment requirements, in according to the financial instrument principle, to the net investment in the lease. the Company further regularly reviews estimated unguaranteed residual values used in calculating the gross investment in the lease.

Provisions

A provision is recognized in the statement of financial position when the Company has a present legal or constructive obligation as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

Estimated cost of property development

The cost of utilities and public facilities under construction of residential condominium units, that the revenue from sales have been already recognized, are estimated by calculating the quantity and value of materials used in each project, including labour cost and other related expenses necessary used to complete the project. The changes of materials price, labour cost and other related expenses are also determined. The estimated cost are regularly reviewed and at each time that actual cost incurred are materially different from the cost estimates.

Warranties

A provision for warranties is recognized when the underlying products or services are sold. The provision is based on historical warranty data and a weighting of all possible outcomes against their associated probabilities.

Dividends

Dividend and interim dividend payment are recorded in the period in which they are approved by Shareholders' meeting and Board of Directors' meeting.

Repurchase of share capital (treasury stock)

When share capital recognized as equity is repurchased, the amount of consideration paid, including directly attributable costs, is classified as treasury shares and recognized as a deduction from equity. An equal amount is appropriated from retained earnings and taken to a reserve for treasury shares within equity. When treasury shares are sold, the amount received is recognized as an increase in equity by crediting the cost of the treasury shares sold, calculated using the weighted average method, to the treasury shares account and transferring the equivalent amount back from reserve for treasury shares to retained earnings. Surpluses on the sale of treasury shares are taken directly to a separate category within equity, 'Surplus on treasury shares'. Net deficits on sale or cancellation of treasury shares are debited to retained earnings after setting off against any remaining balance of surplus on treasury shares.

Other borrowings

Other borrowings are initially recognized at the fair value of the proceeds received. Debt issued and other borrowings are subsequently measured at amortized cost, using the effective interest method.

Any difference between proceeds and the redemption value is recognized as an interest in profit or loss over the period of the borrowings.

Basic earnings (loss) per share

Basic earnings loss per share is calculated by dividing the loss for the years attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares issued during the years.

Judgements of management

The preparation of financial statements in conformity with financial reporting standards requires management to make subjective judgments to determine the accounting policies, estimates regarding matters that are inherently uncertain and various assumptions.

Significant judgements and accounting estimates are as follow:

a) Recognition and derecognition of assets and liabilities

In considering whether to recognize or to derecognize assets or liabilities, the management is required to make judgment on whether significant risk and rewards of those assets or liabilities have been transferred, based on their best knowledge of the current circumstances and arrangements.

b) Fair value of financial instruments

In determining the fair value of financial instruments that are not actively traded and for which quoted market prices are not readily available, the management exercise judgment, using a variety of valuation techniques and models. The input to these models is taken from observable markets, and includes consideration of credit risks, liquidity, correlation and long-term volatility of financial instruments. Any changes in assumption related to the inputs may affect to the fair value stated in the financial statements and disclosure of fair value hierarchy.

c) Allowances for expected credit loss for financial assets

Allowances for expected credit loss for financial assets are intended to adjust the value of receivables for probable credit losses. The management is required to use judgement in estimating allowance for expected credit losses for financial assets. The Company's calculation of allowance for expected credit losses depends on the criteria used for assessment of a significant increase in credit risk, the development of a model, the risk that collateral value cannot be realized, collective and individual analyses of the status of receivables, the probability of debt collection and the selection of the forecasted macroeconomic data inputs used in the model. However, the use of different estimates and assumptions could affect the amounts of allowances for expected credit loss and adjustments to the allowances may therefore be required in the future.

d) Property, plant and equipment

The recognition of cost incurred in the carrying amount of an item of property, plant and equipment ceases when the item is in the location and condition necessary for it to be capable of operating in the manner intended by management.

In determining depreciation of buildings and equipment, the management is required to make estimates of the useful lives and residual values of buildings and equipment and to review estimated useful lives and residual values when circumstance changes.

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 judgments regarding forecast of future revenues and expenses relating to the assets subject to the review.

e) Intangible assets

The initial recognition and measurement of other intangible assets, and subsequent impairment testing, require management to make estimates of cash flows to be generated by the asset or the cash generating units and to choose a suitable discount rate in order to calculate the present value of those cash flows.

f) Deferred tax assets

The Company recognizes deferred tax assets for all deductible temporary differences to the extent that it is probable that future taxable profit will be available against which such deductible temporary differences can be utilised, including unutilized taxable loss. Significant management judgement is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and level of estimate future taxable profits.

g) Leases

The Company assesses whether a contract is or contains a lease, at inception of the contract. The management is required to use judgement in evaluating the condition and term of a contract to determine whether the Company transfers or is transferred risks and rewards in leased assets.

Determining the lease term of contracts with renewal and termination options

In determining the lease term, the management is required to use judgement in evaluating whether it is reasonably certain whether or not to exercise the option to renew or terminate the lease considering all relevant facts and circumstances that create an economic incentive for it to exercise either the renewal or termination.

Incremental borrowing rate

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

h) Post-employment benefits

The obligation under the defined benefit plan is determined based on actuarial techniques which depends on various assumptions, including discount rate, future salary increase rate, mortality rate and staff turnover rate.

i) Litigation

The contingent liabilities as a result of commercial disputes and litigation, the management is required to use judgement to assess of the results of the commercial disputes and litigation based on the causes of the commercial disputes and litigation and other evidence documents including consulting with legal counsel for significant commercial disputes and litigation. The provision of contingent liabilities is recognized at the end of reporting period. In the event that the management believes that no loss will incur, therefore, no contingent liabilities are recorded as at the end of reporting period.

j) Impairment of non-financial assets

The carrying amounts of the Company's non-financial assets are reviewed at each reporting period to determine whether there is any indication of impairment. If any such indication exists, the assets' recoverable amounts are estimated.

k) Revenue from contracts with customers

Identification of performance obligations

In identifying performance obligations, the management is required to use judgement regarding whether each promise to deliver goods or services is considered distinct, taking into consideration terms and conditions of the arrangement. In other words, if a good or service is separately identifiable from other promises in the contract and if the customer can benefit from it, it is accounted for separately.

Determination of timing of revenue recognition

In determining the timing of revenue recognition, the management is required to use judgement regarding whether performance obligations are satisfied over time or at a point in time, taking into consideration terms and conditions of the arrangement. the Company recognizes revenue over time in the following circumstances:

- The customer simultaneously receives and consumes the benefits provided by the Company's performance as the Company performs;
- The Company's performance creates or enhances an asset that the customer controls as the asset is created or enhanced; or
- The Company's] performance does not create an asset with an alternative use to the Company and the Company has an enforceable right to payment for performance completed to date.

Where the above criteria are not met, revenue is recognized at a point in time. Where revenue is recognized at a point in time, the management is required to determine when the performance obligation under the contract is satisfied.

l) Construction costs estimation

The Company estimates costs of construction projects based on details of the construction, taking into account the volume and value of construction materials to be used in the project, labour costs and overhead costs to be incurred to completion of service work, taking into account the fluctuation in these costs. Estimates are reviewed regularly or whenever actual costs differ significantly from the figures used in the original estimates.

m) Advance received from sales of real estate

Sales of real estate contract made with customers stipulates that the Company is entitled to receive partial payments from customers when the contract has commenced such as booking payment, contract payment and down payment. the Company determines that there are no significant financing components arising from the payments received from customers because they are not the Company's funding but the customers' guarantee for contractual performance.

n) Real estate development costs estimation

In calculating cost of land and houses and residential condominium units sold, the Company has to estimate all real estate development costs, comprising land and land improvement costs, design and construction costs, public utility costs, borrowing costs and other related costs. The management estimates these costs based on their business experience in the business and revisits the estimations on a periodical basis or when the actual costs incurred significantly vary from the estimated costs.

o) Allowance for diminution in value of real estate development costs

The Company treats real estate development costs as impaired when a significant decline in the fair value is noted. The management determines the devaluation based on net realisable value. However, the determination of what is “significant” and the amount of devaluation requires the management to exercise judgment.

p) Provision for maintenance of housing and condominium units, and public utilities

In recording provision for maintenance of housing and condominium units and public utilities, the management estimates the expenses expected to be incurred based on past experience of providing maintenance, and/or currently available information relating to maintenance expenses.

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 Company applied a quoted market price in an active market to measure their assets and liabilities that are required to be measured at fair value by relevant financial reporting standards. Except in case of no active market of an identical asset or liability or when a quoted market price is not available, the Company measured fair value using valuation techniques 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 observable 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 Company determined 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.

4. TRANSACTIONS WITH RELATED PARTIES

A related party is a person or entity that has control, or are controlled by the Company whether directly or indirectly, or which are under common control with the Company.

They also include a person which directly or indirectly own a voting interest in the Company that gives them significant influence over the Company, key management personnel, directors, or officers with authority in the planning and direction of the Company’s operations, including, close family members of mentioned person and entity that has control or significant influence whether directly or indirectly.

Significant transactions with related parties for the years ended December 31, 2022 and 2021 were as follows:

	<i>Baht</i>	
	2022	2021
Purchase of materials and equipments of construction		
Pana 1000 Trees Town Co., Ltd.	3,720,000	500,000
Mono Group Co., Ltd.	278,200	19,795
Purchase of building		
Mono Group Co., Ltd.	292,581	-
Office rental		
Sam Tunwa Co., Ltd.	-	960,000

Key management personnel compensation

Key management personnel compensation for the years ended December 31, 2022 and 2021 consisted of:

	<i>Baht</i>	
	2022	2021
Short-term benefits	16,758,600	18,232,500
Post-employment benefits	1,885,750	2,213,715
Total	18,644,350	20,446,215

Directors' remuneration

Directors' remuneration represents benefits paid to the directors of the Company in accordance with Section 90 of the Public Company Limited Act B.E 2535, exclusive of salaries and related benefit payable to directors who hold executive positions.

For the year ended December 31, 2022 and 2021 the Company paid directors' remuneration in the amount of Baht 1.04 million and Baht 0.94 million, respectively.

Nature of relationship

Name	Country	Relation	Type of relation
Sam Tunwa Co., Ltd.	Thailand	Related company	Common directors and/or shareholders
Pana 1000 Trees Town Co., Ltd.	Thailand	Related company	Directors and/or shareholders are a close family member
Mono Group Co., Ltd.	Thailand	Related company	Directors and/or shareholders are a close family member

Bases of measurement for intercompany expenses

	Pricing policies
Purchase of materials and equipments of construction	Market price
Purchase of building	Market price
Office rental	Market price

5. CASH AND CASH EQUIVALENTS

Cash and cash equivalents as at December 31, 2022 and 2021 consisted of:

	<i>Baht</i>	
	2022	2021
Cash on hand	600,000	300,000
Cash at banks	90,816,727	73,289,831
Total	91,416,727	73,589,831

6. COST OF PROPERTY DEVELOPMENT

Cost of property development as at December 31, 2022 and 2021 consisted of:

	<i>Baht</i>	
	2022	2021
Property for sale		
Condominium units	230,125,750	541,277,843
Property under development		
Land	59,023,015	58,970,456
Construction in progress	121,466,647	105,507,940
Total	410,615,412	705,756,239

Movements of cost of property development for the years ended December 31, 2022 and 2021 were summarized as follows:

		<i>Baht</i>	
	Note	2022	2021
Cost of sales		324,041,664	37,969,746
Construction cost		52,756,776	127,096,300
Transfer to investment property	9	23,855,939	-
Capitalized interest cost included in cost of property development	29	-	5,545,034
Interest rate (%)		-	4

As at December 31, 2022 and 2021, the Company mortgaged land with construction as collateral for credit facilities of loan (see notes 14 and 15) which its carrying value were summarized as follow:

	<i>Baht</i>	
	<u>2022</u>	<u>2021</u>
Property for sale	-	468,225,245
Property under development	125,969,290	-

Information of property projects as at December 31, 2022 and 2021 were summarized as follow:

	<i>Baht</i>	
	<u>2022</u>	<u>2021</u>
Total estimated sale value of property projects		
which were in the process of selling	1,810,684,057	2,485,218,528
Total sale value of units which their controls		
were transferred to the customers	527,950,225	1,383,916,570
Total sale value under the contracts which		
were in the process of transferring of control	593,328,315	404,555,627

The Company had the obligations under contracts with customers that are unsatisfied which the Company expects to satisfy these performance obligations within the 1 year.

7. COST TO OBTAIN CONTRACT WITH CUSTOMER

Movements of cost to obtain contract with customer for the years ended December 31, 2022 and 2021 were summarized as follows:

	<i>Baht</i>	
	<u>2022</u>	<u>2021</u>
Beginning balance	48,366,447	44,861,143
Increase	96,276,427	11,914,920
Recognize offset against other income		
(Customers breach the contract)	(2,687,322)	(508,975)
Recognized as selling expenses	(69,034,504)	(7,900,641)
Ending balance	<u>72,921,048</u>	<u>48,366,447</u>

8. LAND HELD FOR DEVELOPMENT

Movements of land held for development for the years ended December 31, 2022 and 2021 consisted of:

	<i>Baht</i>
At cost	
As at January 1, 2021	507,188,864
Purchase/ transfer-in	13,443,386
Disposal	<u>-</u>
As at December 31, 2021	520,632,250
Purchase/ transfer-in	2,558,103
Disposal	<u>-</u>
As at December 31, 2022	<u>523,190,353</u>

The Company mortgaged land held for development as collateral for credit facilities of loan (see notes 14 and 15) which its carrying value were summarized as follow:

	<i>Baht</i>	
	<u>2022</u>	<u>2021</u>
Land held for development	519,302,255	378,439,661

9. INVESTMENT PROPERTY

Movement of investment property for the years ended December 31, 2022 and 2021 consisted of:

		<i>Baht</i>		
	Note	Land	Building	Total
At cost				
As at January 1, 2021		116,913	4,894,098	5,011,011
Increase		-	-	-
Disposal/ transfer-out		-	-	-
As at December 31, 2021		116,913	4,894,098	5,011,011
Increase		-	-	-
Transfer from cost of property development	6	-	23,855,939	23,855,939
Disposal/ transfer-out		-	-	-
As at December 31, 2022		116,913	28,750,037	28,866,950

		<i>Baht</i>		
	Note	Land	Building	Total
Accumulated depreciation				
As at January 1, 2021		-	819,477	819,477
Depreciation		-	271,778	271,778
Disposal/ transfer-out		-	-	-
As at December 31, 2021		-	1,091,255	1,091,255
Depreciation		-	868,952	868,952
Disposal/ transfer-out		-	-	-
As at December 31, 2022		-	1,960,207	1,960,207
Net book value				
As at December 31, 2021		116,913	3,802,843	3,919,756
As at December 31, 2022		116,913	26,789,830	26,906,743

	<i>Baht</i>	
	2022	2021
For the year ended December 31		
Amounts recognized in profit or loss		
Rental income	240,000	240,000

Fair value of investment property as at December 31, 2022 and 2021 were as follow:

	<i>Baht</i>	
	2022	2021
Land, building and construction	34,785,000	11,593,000

Assets valuation

Year 2022

The Company engaged Kawin Appraisal Co., Ltd., who is an independent appraiser in accordance with professional standards of the Valuers Association of Thailand. Land was appraised basing on the Market Approach Method at the appraisal value of Baht 34.79 million as per the appraisal report dated November 25 and 28, 2022.

Year 2021

The Company engaged Kawin Appraisal Co., Ltd., who is an independent appraiser in accordance with professional standards of the Valuers Association of Thailand. Land was appraised basing on the Market Approach Method at the appraisal value of Baht 11.59 million as per the appraisal report dated November 25, 2021.

10. PROPERTY, PLANT AND EQUIPMENT

Movement of property, plant and equipment for the years ended December 31, 2022 and 2021 consisted of:

	<i>Baht</i>					
	Land	Building	Furniture and office equipment	Vehicles	Assets under construction	Total
At cost						
As at January 1, 2021	12,765,445	81,177,740	9,362,019	4,466,983	65,143	107,837,330
Purchase/ transfer-in	-	-	203,517	-	6,609,973	6,813,490
Disposals/ transfer-out	-	-	(104,842)	(81,500)	-	(186,342)
As at December 31, 2021	12,765,445	81,177,740	9,460,694	4,385,483	6,675,116	114,464,478
Purchase/ transfer-in	-	7,224,693	382,527	882,000	3,635,791	12,125,011
Disposals/ transfer-out	-	-	(817,658)	-	(7,472,785)	(8,290,443)
As at December 31, 2022	12,765,445	88,402,433	9,025,563	5,267,483	2,838,122	118,299,046
Accumulated depreciation						
As at January 1, 2021	-	30,655,434	6,897,153	2,144,150	-	39,696,737
Depreciation	-	7,713,559	1,034,767	130,145	-	8,878,471
Disposal/ transfer-out	-	-	(94,960)	(56,694)	-	(151,654)
As at December 31, 2021	-	38,368,993	7,836,960	2,217,601	-	48,423,554
Depreciation	-	8,506,815	828,048	171,546	-	9,506,409
Disposal/ transfer-out	-	-	(756,942)	-	-	(756,942)
As at December 31, 2022	-	46,875,808	7,908,066	2,389,147	-	57,173,021
Net book value						
As at December 31, 2021	12,765,445	42,808,747	1,623,734	2,167,882	6,675,116	66,040,924
As at December 31, 2022	12,765,445	41,526,625	1,117,497	2,878,336	2,838,122	61,126,025

	<i>Baht</i>	
	2022	2021
As at December 31		
The gross carrying amount of fully depreciated that is still in use	6,880,578	5,188,224

11. LEASES

Right-of-use assets

Movements of the right-of-use assets for the year ended December 31, 2022 and 2021 were summarized as follows:

	<i>Baht</i>
	<u>Land</u>
Net book value	
At January 1, 2021	-
Increase	7,579,397
Less Amortization	<u>(1,456,984)</u>
At December 31, 2022	<u>6,122,413</u>

Leases liabilities

As at December 31, 2022, leases liabilities consisted of:

	<i>Baht</i>
Leases liabilities	6,744,000
Less Deferred interest	<u>(795,094)</u>
Leases liabilities	5,948,906
Less Current portion	<u>(845,176)</u>
Long-term leases liabilities	<u>5,103,730</u>

The Company entered into the land operating lease agreement for construction of office building and staff dormitories.

Movements of leases liabilities for the year ended December 31, 2022 were summarized as follows:

	<i>Baht</i>
Beginning balance	-
Enter into the lease	7,579,397
Amortized interest	265,509
Lease payment	<u>(1,896,000)</u>
Ending balance	<u>5,948,906</u>

As at December 31, 2022, lease liabilities presented by term of repayment period were summarized as follow:

			<i>Baht</i>
		Deferred	Minimum
Due of payment	Present Value	interest expenses	lease payment
Within 1 year	845,176	(186,824)	1,032,000
More than 1 year but not over 5 years	3,479,294	(552,706)	4,032,000
Over 5 years	1,624,436	(55,564)	1,680,000
Total	5,948,906	(795,094)	6,744,000

Lessor

Baht

For the year ended December 31

Recognized in profit or loss

Interest expense from lease liabilities 265,509

12. OTHER NON-CURRENT ASSETS

Other non-current assets as at December 31, 2022 and 2021 consisted of:

		<i>Baht</i>
	2022	2021
Advance income tax	2,388,350	357,847
Security deposit	1,243,755	1,257,755
Total	3,632,105	1,615,602
Less Allowance for impairment of assets	(2,388,350)	(357,847)
Other non-current assets - net	1,243,755	1,257,755

Movements of allowance for impairment of assets for the year December 31, 2022 and 2021 were as follows:

		<i>Baht</i>
	2022	2021
Beginning balance	357,847	-
Add Loss from impairment of assets	2,388,350	357,847
Less Amortized allowance for impairment of assets	(357,847)	-
Ending balance	2,388,350	357,847

13. TRADE AND OTHER PAYABLES

Trade and other payables as at December 31, 2022 and 2021 consisted of:

	<i>Baht</i>	
	2022	2021
Trade payables	6,562,799	2,670,314
Other payables		
Accrued expenses	11,790,409	3,158,844
Total	18,353,208	5,829,158

14. SHORT-TERM LOAN FROM OTHER COMPANY

Short-term loans from other company as at December 31, 2022 consisted of:

<i>(%)</i>					
	<i>Million Baht</i>	<i>Baht</i>	Referred	Interest	
Lender	Credit limit	Principal	interest rate	installment	Due of payment
Other company	180	3,000,000	MLR	End of each month	Repayment of principal within March 2023

Movements of short-term loan from other company for the years ended December 31, 2022 and 2021 were as follows:

		<i>Baht</i>	
	Note	2022	2021
Beginning balance		-	147,000,000
Add Increase in loan		3,000,000	-
Less Modification of repayment period	15	-	(145,000,000)
Repayment		-	(2,000,000)
Ending balance		3,000,000	-

On October 18, 2021, the Company made an addendum to the loan agreement to change the repayment period of loan from other company of Baht 150 million (see note 15) as follows:

- 1) In the year 2021, the principal repayment shall be paid at least of Baht 2 million and;
- 2) The loan repayment of Baht 145 million shall be made within December 9, 2023.

Collateral

The Company mortgaged land with construction under the property development (see note 6) and land held for development (see note 8).

15. LONG-TERM LOAN FROM OTHER COMPANY

Long-term loan from other company as at December 31, 2022 and 2021 consisted of:

Lender	Million Baht Credit limit	Baht		Referred interest rate	Interest installment	Term of payment	Due of payment
		2022	2021				
Other company	350	-	309,300,000	MLR	End of month	Year 2021 : principal repayment not less than of Baht 5.30 million Year 2022 : principal repayment not less than of Baht 100 million	within December 2023
	150	1,000,000	145,000,000	MLR	End of month	The remaining principal shall be repaid within December 2023 Year 2021 : principal repayment not less than of Baht 2 million The remaining principal shall be repaid within December 9, 2023	within December 9, 2023
Total		1,000,000	454,300,000				
Less Current portion		(1,000,000)	(245,000,000)				
Long-term loan		-	209,300,000				

Movements of loan from other company for the year ended December 31, 2022 and 2021 were as follows:

		<i>Baht</i>	
	Note	2022	2021
Beginning balance		454,300,000	205,000,000
Add Modification of repayment period for short-term loans	14	-	145,000,000
Increase in loan		-	145,000,000
Less Repayment		(453,300,000)	(40,700,000)
Ending balance		<u>1,000,000</u>	<u>454,300,000</u>

Collateral

The Company mortgaged land with construction under the property development (see note 6) and land held for development (see note 8).

As at December 31, 2022 and 2021, long-term loan from other company presented by term of repayment period were summarized as follow:

	<i>Baht</i>	
	2022	2021
Due date of payment		
within 1 year	1,000,000	245,000,000
more than 1 year but not over 5 years	-	209,300,000
Total	<u>1,000,000</u>	<u>454,300,000</u>

At December 20, 2022, the Company made the repayment for loan of Baht 350 and already closed the credit limit.

16. ADVANCE RECEIVED

Movement of advance received for the years ended December 31, 2022 and 2021 were summarized as follows:

	<i>Baht</i>	
	2022	2021
Beginning balance	332,727,407	276,860,469
Increase	731,280,962	122,332,840
Recognized as revenue	(577,423,649)	(66,465,902)
Decrease from contract termination	(6,366,064)	-
Ending balance	<u>480,218,656</u>	<u>332,727,407</u>

Advance received arising from purchasing residential unit from the Company which the customer made a wholly or partially payment. The Company will transfer advance received to recognize as revenue from sale when they completely transfer control over the residential unit to the customer.

17. PROVISIONS

Provisions as at December 31, 2022 and 2021 consisted of:

	<i>Baht</i>	
	Estimated Warranty Performance	Estimated Warranty repair Total
As at January 1, 2021	12,185,939	-
Increase	338,249	75,460,672
Actual payment	(1,019,573)	(45,360,311)
As at December 31, 2021	11,504,615	30,100,361
Increase	2,875,000	520,000
Actual payment	(434,609)	(12,781,636)
Reversal of estimated	(4,889,449)	(10,385)
As at December 31, 2022	9,055,557	17,828,340

The Company recognized provision for repair and maintenance of public utilities system in according to the requisition of the condominium unit juristic person, which the warranty period was expired. In addition, the Company further revised the provision for retention in order to protect the impacts on environment.

18. OTHER CURRENT LIABILITIES

Other current liabilities as at December 31, 2022 and 2021 consisted of:

	<i>Baht</i>	
	2022	2021
Advance received	17,328,301	12,698,998
Deposit	548,478	283,000
Suspense withholding tax and value added tax	1,884,659	1,233,925
Total	19,761,438	14,215,923

19. PROVISIONS FOR EMPLOYEE BENEFIT

Provisions for employee benefit as at December 31, 2022 and 2021 consisted of:

	<i>Baht</i>	
	2022	2021
Post employment benefits		
Present value of obligations	15,785,350	21,436,155
Provisions for employee benefit	15,785,350	21,436,155
Less Current portion	-	-
Provisions for long-term employee benefit	15,785,350	21,436,155

Movements of the present value of provisions for employee benefit for the years ended December 31, 2022 and 2021 were summarized as follows:

	<i>Baht</i>	
	2022	2021
Post-employment benefit plan		
Present value of provision for employee benefit		
At January 1,	21,436,155	17,533,014
Included in profit or loss:		
Current service cost	3,509,375	3,517,668
Interest cost	433,138	385,473
Recognized in other comprehensive income (loss):		
Actuarial gain result from changes		
- Demographic assumptions	898,704	-
- Financial assumptions	(496,360)	-
- Experience adjustments	(9,995,662)	-
At December 31,	<u>15,785,350</u>	<u>21,436,155</u>

Principal actuarial assumptions as at December 31, 2022 and 2021 were as follow:

	<i>%</i>	
	2022	2021
Discount rate	2.52	2.20
Salary increase rate	5.00	5.00
Turnover rate	0.00 - 13.00	0.00 - 15.00
Disability rate	5% of mortality rate	5% of mortality rate

Discount rate were the market yields on government's bond for legal severance payments plan.

Salary increase rate depended on the management's policies.

Turnover rate depended on the length of service.

Mortality rate were the reference rate from TMO2017: Thai Mortality Ordinary Table 2017.

Sensitivity analysis

The result of sensitivity analysis for significant assumptions that affect the present value of the provisions for employee benefit as at December 31, 2022 and 2021 are summarized below:

	<i>Baht</i>			
	2022		2021	
	Increase	Decrease	Increase	Decrease
Discount rate (1% movement)	(1,385,153)	1,642,478	(1,661,809)	1,935,332
Salary increase rate (1% movement)	1,583,847	(1,366,997)	2,303,576	(2,007,653)
Turnover rate (1% movement)	(1,472,838)	655,060	(1,763,990)	634,846

The Company presented in the statement of comprehensive income for the year ended December 31, 2022 and 2021 as follow:

	<i>Baht</i>	
	2022	2021
Cost of sale	759,383	804,674
Selling expenses	600,899	516,586
Administrative expenses	524,376	243,453
Management remuneration	1,624,717	1,952,955
Finance cost	433,138	385,473
Total	<u>3,942,513</u>	<u>3,903,141</u>

20. REVENUE FROM CONTRACT WITH CUSTOMERS

Disaggregation of revenue

	<i>Baht</i>	
	2022	2021
Type of goods or services		
Revenue from sale of property	581,079,474	66,447,413
Rental income	1,336,102	240,000
Interest income	146,559	87,531
Operation management condominium units income	7,800,000	7,800,000
Revenue from termination and change of agreement	5,015,696	903,170
Other income	<u>586,261</u>	<u>561,125</u>
Total	<u>14,884,618</u>	<u>9,591,826</u>
Grand total	<u>595,964,092</u>	<u>76,039,239</u>

	<i>Baht</i>	
	2022	2021
Timing of revenue recognition		
At a point in time	586,645,431	67,871,981
Over time	9,318,661	8,167,258
Total	595,964,092	76,039,239

21. OPERATING SEGMENT

Operating segment information is reported in a manner consistent with the internal reports that are regularly reviewed by the chief operating decision maker in order to make decisions about the allocation of resources to the segment and assess its performance measured basing on segment operating profit or loss on a basis consistent with that used to measure operating profit or loss in the financial statements.

The chief operating decision maker has been identified as the Board of Directors of the Company.

Business segment

The Company identified their business segment as involve property development.

Geographic segment

The Company operates only in Thailand. There are no revenues derived from or assets located in foreign countries. As a result, all the revenues and assets as reflected in these financial statements pertain exclusive to this geographical reportable segment.

Major customers

No single customer represents a major customer because the Company have large number of customers.

The Company has revenue in primary geographical as follow:

	<i>Baht</i>	
	2022	2021
America	36,416,881	-
Australia	7,581,014	-
Asia	44,647,434	9,525,462
Europe	492,434,145	56,921,951

22. SHARE CAPITAL

Movement of share capital for the years ended December 31, 2022 and 2021 were summarized as follows:

						Baht
	Par value	2022		2021		
Note	per share	Number	Amount	Number	Amount	
Share capital						
Ordinary shares						
At January 1	0.50	725,625,493	362,812,747	725,625,580	362,812,790	
Increase of shares		-	-	-	-	
Reduction of shares	0.50	(3,728,000)	(1,864,000)	(87)	(44)	
At December 31	0.50	721,897,493	360,948,747	725,625,493	362,812,747	
Issued and paid-up shares						
Ordinary shares						
At January 1	0.50	725,625,493	362,812,747	725,625,493	362,812,747	
Increase of shares		-	-	-	-	
Reduction of shares	25 0.50	(3,728,000)	(1,864,000)	-	-	
At December 31	0.50	721,897,493	360,948,747	725,625,493	362,812,747	

The holders of ordinary shares are entitled to receive dividends as declared from time to time, and are entitled to one vote per share at meetings of the Company.

Registered share capital

- 22.1 The Ordinary General Meeting of Shareholders held on December 8, 2022 passed the special resolutions to approve to decrease the authorized share capital by reducing 3,728,000 ordinary shares with the par value of Baht 0.50 per share, totalling of Baht 1.86 million.

On December 8, 2022, the Company had already registered the mentioned decrease in share capital with the Department of Business Development, Ministry of Commerce.

- 22.2 The Ordinary General Meeting of Shareholders held on April 29, 2021 passed the special resolutions to approve decrease to the authorized share capital by reducing 87 ordinary shares with the par value of Baht 0.50 per share, totalling of Baht 43.50.

On May 5, 2021, the Company had already registered the mentioned decrease in share capital with the Department of Business Development, Ministry of Commerce

23. PREMIUM ON SHARE CAPITAL

According to the Public Companies Act B.E. 2535, Section 51, the Company is required to set aside share subscription monies received in excess of the par value of the shares issued to a reserve account ("premium on share capital"). Premium on share capital is not available for dividend distribution.

24. LEGAL RESERVE

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

25. TREASURY STOCKS

The Board of Directors' Meeting held on May 17, 2019 passed a resolution to approve the share repurchase program for financial management purpose in the maximum amount of Baht 99 million and the number of shares not exceeding 15 million shares, which is equivalent to 2.27% of the total paid-up shares capital at the par value of Baht 0.50 per share. The repurchase period covers from May 31, 2019 to November 30, 2019.

The Company will disclose the share repurchase program not later than 14 days prior to the date on which the shares will be repurchased through the main board of the Stock Exchange of Thailand. The repurchase price shall not exceed 115% of the average closing share price of 5 business days prior to each repurchase date and the implementation period shall not exceed 6 months. The Company's Board of Directors will determine the period for resale of those treasury stock within 6 months from the repurchase date but not over 3 years. The resale price are determined not less 85% of the average closing share price of 5 business days prior to each resale date. In case that the Company is unable to resell all treasury stock within the specified period since the repurchase date.

Reconciliation of treasury stocks and treasury stocks reserve for the years ended December 31, 2021 were summarized as follow:

	Treasury stocks			Baht
	Number of shares	Average price per shares	Cost	Treasury stocks reserve
As at December 31, 2021	3,728,000	3.55	13,233,897	(13,233,897)

The Company appropriated retained earnings for treasury stocks reserve in the amount equal to the amount paid for treasury stocks.

As at December 31, 2021, the Company has appropriated treasury stocks reserve in the amount of Baht 13.23 million.

The mentioned reserve represented as "Retained earnings appropriated – treasury stocks reserve" in the statement of financial position.

The treasury stock held by the Company shall not be counted as quorum at the shareholders meeting and shall not be eligible to vote and receive dividend payment.

In case that the Company is unable to resell all treasury stock within the specified period since the repurchase date, the Company shall written - off the outstanding unsold treasury stock and reduce the paid-up capital by writing off all registered treasury stock unsold.

On December 8, 2022, the Company had write-off the outstanding unsold treasury stock in the amount of Baht 13.23 million and decreased the issued and paid-up share capital in the amount of Baht 1.86 million (see note 22).

26. EMPLOYEE BENEFIT EXPENSES

Employee benefit expenses for the year ended December 31, 2022 and 2021 were summarized as follow:

	<i>Baht</i>	
	2022	2021
Wages and salaries	41,626,702	42,337,217
Defined benefit plans	3,942,513	3,903,141
Defined contribution plans	1,572,195	1,555,486
Others	2,531,048	2,423,266
Total	49,672,458	50,219,110

27. PROVIDENT FUND

The provident funds established by the Company for its employees under the Provident Fund Act B.E. 2530 comprises contributions made monthly by the employees and by the Company. The provident fund will be paid to the employees upon termination in accordance with the rules of the Fund. At the present, the provident funds are managed by Kasikorn Asset Management Public Company Limited.

	<i>Baht</i>	
	2022	2021
For the year ended December 31		
Contributions paid to the provident fund	934,924	982,980

28. EXPENSES BY NATURE

Expenses by nature for the year ended December 31, 2022 and 2021 were summarized as follow:

	<i>Baht</i>	
	2022	2021
Cost of obtaining the contracts	73,235,488	7,900,641
Warranty repair and utilities (reversal)	(1,635,384)	75,798,921
Employee benefits	49,672,458	50,219,110
Sales promotion expenses	6,678,147	3,070,198
Fee expenses	2,524,288	1,711,647
Utility expenses	4,485,043	2,077,279
Registration fee and property rental expense	10,233,820	737,531
Depreciation and amortization	11,168,860	9,470,521
Repair expenses	3,029,431	1,503,431
Service expenses	12,839,785	9,654,606
Lease-related expenses	-	960,000
Impairment losses of assets	2,470,686	4,957,950

29. FINANCE COSTS

Finance costs for the years ended December 31, 2022 and 2021 consisted of:

		<i>Baht</i>	
	Note	2022	2021
Interest expenses		11,256,547	13,031,850
Less Capitalized interest cost	6	-	(5,545,034)
Net		<u>11,256,547</u>	<u>7,486,816</u>

30. INCOME TAX

Income tax of the Company for the years ended December 31, 2022 and 2021 was calculated at a rate specified by the Revenue Department on net earnings after adjusting certain conditions according to the Revenue Code. The Company recorded the corporate income tax as expense for the years and recorded the accrued portion as liabilities in the statements of financial position.

Tax income (expense) for the year ended December 31, 2022 and 2021 were as follow:

	<i>Baht</i>	
	2022	2021
Income tax recognised in profit or loss		
Current tax expense		
Current year	-	-
Deferred tax		
Movements in temporary differences	(16,818,863)	27,807,537
Tax income (expense)	<u>(16,818,863)</u>	<u>27,807,537</u>

Tax income for the year ended December 31, 2022 were as follow:

	<i>Baht</i>		
	Before	Tax	Net
	income tax	expense	of income tax
Income tax			
recognized in other comprehensive income			
Defined benefit plan actuarial gains	9,593,318	(1,918,664)	7,674,654
Other comprehensive income -			
net of tax	<u>9,593,318</u>	<u>(1,918,664)</u>	<u>7,674,654</u>

Reconciliation of effective tax rate

	2022		2021	
	<i>Tax rate</i>		<i>Tax rate</i>	
	<i>%</i>	<i>Baht</i>	<i>%</i>	<i>Baht</i>
Profit (loss) before income tax		78,005,515		(141,877,054)
Income tax using the corporate tax rate	20	(15,601,103)	20	28,375,411
Income not subject to tax		65,442		1,392,836
Expenses not deductible for tax purposes		238,145		(7,915,721)
Loss carry forward		15,297,516		-
Current year losses		-		(21,852,526)
Current tax	-	-	-	-
Movement in temporary differences		(16,818,863)		27,807,537
Tax income (expense)	22	(16,818,863)	20	27,807,537

Deferred tax

Deferred tax as at December 31, 2022 and 2021 consisted of:

	<i>Baht</i>	
	2022	2021
Deferred tax assets	35,943,599	54,646,425
Deferred tax liabilities	(34,701)	-
Deferred tax assets - net	35,908,898	54,646,425

Movement of deferred tax assets and liabilities occurred during the year were summarized as follows:

		<i>Bahit</i>					
		As at January	Profit	As at December	Profit	Other	As at December
Note		1, 2021	(loss)	31, 2021	(loss)	comprehensive loss	31, 2022
Deferred tax assets							
	Property, plant and equipment	2,909,602	699,811	3,609,413	699,616	-	4,309,029
	Other current assets	-	-	-	16,467	-	16,467
17	Provisions	2,437,187	5,867,409	8,304,596	(2,927,817)	-	5,376,779
19	Employee benefit obligations	3,506,605	780,626	4,287,231	788,503	(1,918,664)	3,157,070
	Guarantee return	2,208,197	(1,392,834)	815,363	(63,416)	-	751,947
	Loss carry forward	15,777,296	21,852,526	37,629,822	(15,297,515)	-	22,332,307
	Total	26,838,887	27,807,537	54,646,425	(16,784,162)	(1,918,664)	35,943,599
Deferred tax Liabilities							
11	Right-of-use asset	-	-	-	(34,701)	-	(34,701)

31. EARNINGS (LOSS) PER SHARE

Basic earning (loss) per share

Basic earning (loss) per share for the year ended December 31, 2022 and 2021 is calculated by dividing profit (loss) for the years attributable to the ordinary shareholders of the Company by the weighted average number of ordinary shares issued and paid-up during the years adjusted with treasury stocks which were summarized as follow:

For the years ended December 31, 2022 and 2021 were as follows:

	<i>Baht</i>	
	2022	2021
Profit (loss) for the year	61,186,652	(114,069,517)
Weighted average number of ordinary shares (Shares)		
Ordinary shares at the beginning of year	725,625,493	725,625,493
Reduction of shares	(245,129)	-
Weighted average number of ordinary shares	725,380,364	725,625,493
Basic earning (loss) per share	0.08	(0.16)

32. COMMITMENTS AND CONTINGENT LIABILITIES

As at December 31, 2022 and 2021, the Company had commitments and contingent liabilities as follows:

Commitments

- a) The Company has letters of guarantee issued by the banks regarding to the obligation under the agreement as follow:

	<i>Baht</i>	
	2022	2021
Letters of guarantee for electricity use	206,690	206,690

- b) The Company has commitments regarding to the acquisition on land and cost of property development as follow:

	<i>Baht</i>	
	2022	2021
Construction agreement	8,858,104	13,754,338

c) The Company has commitments regarding to the agreements as follow:

	<i>Baht</i>	
	2022	2021
Service rate per month		
Maintenance and service expense	650,480	627,315
Remaining service rate		
Service expense	162,800	702,000

Contingent liabilities

- The Company was sued for 2 cases as breaches of contract, claimed for damages and refunded advances under long-term lease of condominium units at the disputed amount of Baht 6.28 million and Baht 6.27 million.

On April 25, 2022, the Company entered into the settlement agreement for those 2 cases where the plaintiff and the defendant agreed to terminate the long-term lease of condominium unit. In addition, the Company agreed to return a partial of advances (rental received) to the plaintiff totally of Baht 1.20 million.

- The Company was sued as breach of contract and claimed for compensation related to commission from the sale of condominium units at the disputed amount of Baht 0.97 million

The Civil Court determined the date of pretrial conference to settle the issues on February 27, 2023.

However, the management assessed that effect from the mentioned lawsuit will not be claimed.

33. FINANCIAL INSTRUMENTS

A financial instrument is any contract that gives rise to both a financial asset of one entity and a financial liability or equity instrument of another entity.

Significant financial instruments of the Company presented in the statement of financial position principally comprise cash and cash equivalents, deposits at banks, other receivables, trade and other payables, lease liabilities, and loan from other companies.

Risk management policy

The Company are exposed to risks from changes in interest rates and currency exchange rates and risks from non-performance of contractual obligations by counterparties. [the Company uses derivatives, as and when it considers appropriate, to manage such risks. In addition, the Company has a policy to enter into contracts with creditworthy counterparties. Therefore, the Company does not expect any material financial losses to arise from that the counterparties will fail to discharge their obligations as stipulated in the financial instruments contracts.

The accounting policies of derivatives are disclosed in note 3 to the financial statement.

a) Interest rate risk

Interest rate risk is the risk that future fluctuations in market interest rates will affect the operating result and cash flows of the Company.

The exposure to interest rate risk of the Company relates primarily to their deposits at financial institutions, and loan from other companies. However, as most of the financial assets and liabilities carry floating interest rate which fluctuates in line with the market interest rates or carry fixed interest rate which approximates to the current market interest rate, the Company do not use derivatives to manage their interest rate risk.

	2022		2021	
	Interest rate		Interest rate	
	Variable	Fixed	Variable	Fixed
As at December 31				
Financial assets				
Cash at bank	90,816,727	-	73,289,831	-
Restricted bank deposits	206,690	-	206,690	-
Financial liabilities				
Short-term loans from other company	3,000,000	-	-	-
Long-term loans from other company	1,000,000	-	454,300,000	-
Leases Liabilities	-	5,948,906	-	-

b) Liquidity risk

Liquidity risk is the risk that the Company will be unable to liquidate financial assets and/or procure sufficient funds to discharge obligations in a timely manner, resulting in a financial loss.

The maturity dates of financial instruments held as of December 31, 2022 and 2021, counting from the statements of financial position date were as follows:

Baht

	As at December 31, 2022					
	At call	Within 1 year	1 - 5 years	Over 5 years	No maturity	Total
Financial assets						
Trade reveivable	-	309,567	-	-	-	309,567
Restricted bank deposits	206,690	-	-	-	-	206,690
Financial liabilities						
Trade and other payables	-	18,353,208	-	-	-	18,353,208
Short-term loans from other compan	-	3,000,000	-	-	-	3,000,000
Long-term loans from other compan	-	1,000,000	-	-	-	1,000,000
Leases liabilities	-	845,176	3,479,294	1,624,436	-	5,948,906
Retention payable	-	1,697,082	1,682,243	-	-	3,379,325

	As at December 31, 2021					Total
	At call	Within 1 year	1 - 5 years	Over 5 years	No maturity	
Financial assets						
Restricted bank deposits	-	206,690	-	-	-	206,690
Financial liabilities						
Trade and other payables	-	5,829,158	-	-	-	5,829,158
Long-term loans from other company	-	245,000,000	209,300,000	-	-	454,300,000
Retention payable	-	11,725,759	1,417,192	-	-	13,142,951

c) Foreign exchange risk

Foreign currency risk is the risk that the value of a financial instrument will fluctuate because of changes in foreign exchange rates.

d) Fair value

The fair value disclosures of financial instruments, considerable judgment is necessarily required in estimation of fair value. Accordingly, the estimated fair value presented herein is not necessarily indicative of the amount that could be amid in a current market exchange. The use of different market assumptions and/or estimation methodologies may have a material effect on the estimated fair value.

The fair value disclosure does not include fair value information for financial assets and financial liabilities measured at amortized cost if the carrying amount is a reasonable approximation of fair value

	Carrying amount				Fair value				Baht	
	Fair value			Amortized cost	Total	Level 1	Level 2	Level 3		Total
	Fair value through profit or loss	Fair value through comprehensive income								
As at December 31, 2022										
Assets disclosed at fair value										
Investment property	-	-	26,906,743	26,906,743	-	-	34,785,000	-	-	34,785,000
As at December 31, 2021										
Assets disclosed at fair value										
Investment property	-	-	3,919,756	3,919,756	-	-	11,593,000	-	-	11,593,000

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



PART4

Certification of the Accuracy of Information

Certification of the Accuracy of Information

The Company carefully reviewed the information in this annual registration statement/annual report with caution. The Company hereby certifies that such information is accurate, complete and contains no false or misleading statements. There are no omissions of any materiality facts that should have been stated therein. In addition to this, the Company certifies that:

1. The financial statements and the financial information summarized in the annual registration statement/annual report are shown to be accurate and complete in regards to the financial position, operating results, and cash flow of the Company and its subsidiaries.
2. The Company organized a good disclosure system to ensure that the important information of the Company and its subsidiaries are accurately and completely disclosed. The Company also supervises the implementation of the aforementioned systems.
3. The Company organized a good internal control system and supervised the implementation of the system. The Company notified the assessment results of the internal control system on February 24, 2023 to the auditor and the Audit Committee of the Company. This covers any errors and major changes of the internal control system as well as any misconducts that may affect the financial reporting of the Company and its subsidiaries.

In this regard, to evidence that all documents are the same as the certified documents, the Company assigned Ms. Cheraya Udomvongsup to sign every page of these documents. If any document does not contain Ms. Cheraya Udomvongsup signature, it will be deemed that such documents do not contain the information that the Company has certified the accuracy

Name	Position	Signature
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Mr. Dendanai Hutajuta	Chief Executive Officer	
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Attorney

Name	Position	Signature
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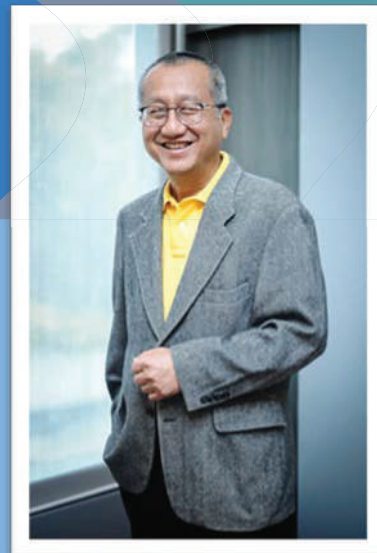
Ms. Cheraya Udomvongsup	Deputy Managing Director of Accounting and Finance	
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ATTACHMENT

ATTACHMENT 1: Details of Directors, Executives, Controlling Persons and Company Secretary

Mr. Suvit Lamsam

Age: 63



Position

- Chairman of the Board of Director / Chairman of the Audit Committee/ Independent Director Rhom Bho Property Public Company Limited

Education

- Master Degree (MBA) Abilene Christian University USA
- Bachelor's Degree in Accounting, Kasetsart University

Training

- Director Accreditation Program (DAP) 114/2015
- Updated COSO Enterprise Risk Management: Integrating with Strategy and Performance"

Position in other company Listed

- None

Position in other public company Listed

- None

Family relationship between Directors and executives

- None

Illegal securities and derivatives record

- None

Illegal record in the last 10 years

- None

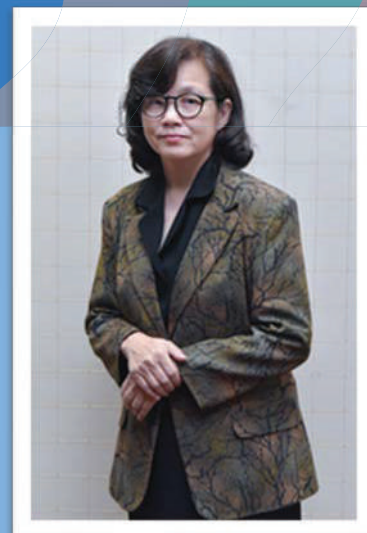


Proportion Shareholding 31
December 2022 :

0.13 %

Mrs. Jittima Sajjavanij Intujunyong

Age: 63



Position

- Chairman of the Nomination and Compensation Committee / Deputy of Chairman of the Board of Director / Audit Committee Member
/Independent Director Rhom Bho Property Public Company Limited

Education

- Thai Bar Association 36th
- Bachelor Degree in Law, Ramkhamhaeng University
- Bachelor of Arts, Silpakorn University

Training

- Director Accreditation Program (DAP) 114/2015
- Advanced Audit Committee Program (ACP) 2016
- Corporate Governance Orientation for New Listed Company

Position in other company Listed

- Chairman of the Committee on Factsheets Office of Public Sector Anti-Corruption
- Operations Assistant of the Senator Commission (PACC)
- Secretary to the Senate of Thailand

Position in other public company Listed

- None

Family relationship between Directors and executives

- None

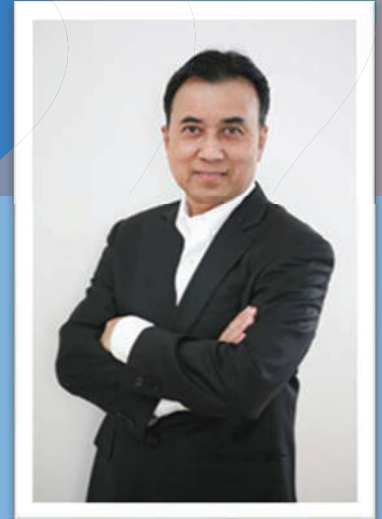


Proportion Shareholding 31
December 2021 :

0.10%

Mr. Chaivuth Chittrakhani

Age: 67



Position

- Chairman of the Risk Management Committee / Audit Committee Member / Independent Director Rhom Bho Property Public Company Limited

Education

- Thai Bar Association 36th
- Bachelor Degree in Law, Ramkhamhaeng University
- Bachelor of Arts, Silpakorn University

Training

- Director Accreditation Program (DAP) 114/2015
- Advanced Audit Committee Program (ACP) 2016
- Corporate Governance Orientation for New Listed Company

Position in other company Listed

- Director VIE Company Limited.
- Chairman of the Board Sen-Salee Company Limited.
- Audit Committee / Independent Director, Raja Ferry Public Company Limited.

Position in other public company Listed

- None

Family relationship between Directors and executives

- None

Illegal securities and derivatives record

- None

Illegal record in the last 10 years

- None

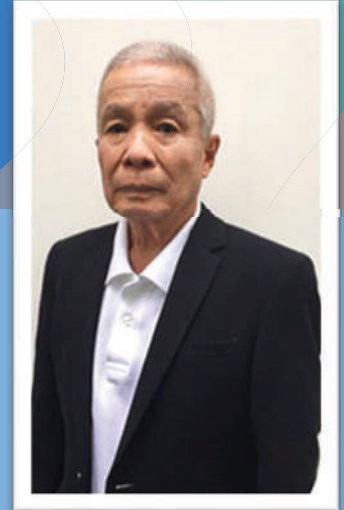


Proportion Shareholding 31
December 2021 :

0.10%

Mr. Viroj Hutajuta

Age: 86



Position

- Director (Authorized Director) Rhom Bho Property Public Company Limited

Education

- Master Degree (MS MATHS – Master of Science Mathematics) Mindanao University Philippines
- Bachelor's Degree in Bann Somdet Chaopraya Rajabhat University

Training

- Director Accreditation Program (DAP) 118/2005

Position in other company Listed

- Board of Director Sam Tunwa Company Limited

Position in other public company Listed

- None

Family relationship between Directors and executives

- Father- Mr. Dendanai Hutajuta and Mr. Darong Hutajuta

Illegal securities and derivatives record

- None

Illegal record in the last 10 years

- None



Proportion Shareholding 31
December 2021 :

None

Mr. Dendanai Hutajuta

Age: 63



Position

- Director / Chief Executive Officer / Chairman of the Executive Committee / The Nomination and Compensation Committee Member / Managing Director of Sales & Marketing (Acting) / Managing Director of Planning & Control (Acting) Rhom Bho Property Public Company Limited

Education

- Bachelor's Degree (Accounting) Kasetsart University
- Mini MBA 35 Thammasart University

Training

- Director Accreditation Program (DAP) 118/2015

Position in other company Listed

- None

Position in other public company Listed

- None

Family relationship between Directors and executives

- Son of Mr. Viroj Hutajuta and brother of Mr. Darong Hutajuta

Illegal securities and derivatives record

- None

Illegal record in the last 10 years

- None



Proportion Shareholding 31
December 2021 :

57.79 %

Mr. Darong Hutajuta

Age: 62



Position

- Director / Executive Committee /Risk Management Committee Member/
The Nomination and Compensation Committee member / Managing
Director of Product Development Rhom Bho Property Public Company
Limited

Education

- Bachelor's Degree in Civil Engineering. King Mongkut's University of
Technology Thonburi

Training

- Director Accreditation Program (DAP) 118/2015

Position in other company Listed

- None

Position in other public company Listed

- None

Family relationship between Directors and executives

- Son of Mr. Viroj Hutajuta and brother of Mr. Dendanai Hutajuta

Illegal securities and derivatives record

- None

Illegal record in the last 10 years

- None



Proportion Shareholding 31
December 2021 :

0.03 %

Mr. Prasert Vannacharoen

Age: 63



Position

- Director / Executive Committee / Risk Management Committee Member / Managing Director of Operation and Legal Rhom Bho Property Public Company Limited

Education

- Master of Social Development Administration, Institute of Development Administration
- Bachelor of Law, Thammasat University
- Bachelor Degree in Cooperative Economics, Kasetsart University

Training

- Director Accreditation Program (DAP) 171/2020

Position in other company Listed

- Board of Director Sam Tunwa Company Limited

Position in other public company Listed

- None

Family relationship between Directors and executives

- None

Illegal securities and derivatives record

- None

Illegal record in the last 10 years

- None

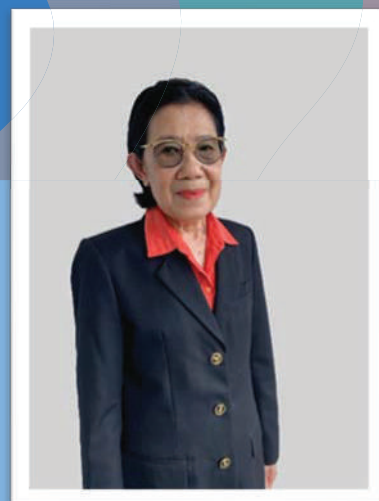


Proportion Shareholding 31
December 2021 :

1.22 %

Mrs. Sriratana Hutajuta

Age: 78



Position

- Director (Authorized Director) Rhom Bho Property Public Company Limited

Education

- Bachelor's Degree in Education from Petchaburi Vidyalongkorn Rajabhat University

Training

- Courses for educational administration

Position in other company Listed

- None

Position in other public company Listed

- None

Family relationship between Directors and executives

- None

Illegal securities and derivatives record

- None

Illegal record in the last 10 years

- None

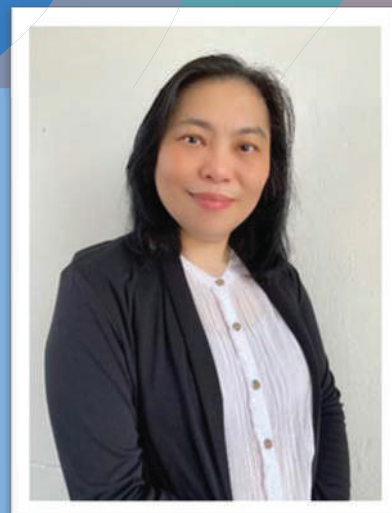


Proportion Shareholding 31
December 2021 :

- None

Ms. Cheraya Udomvongsup

Age: 57



Position

- Director(Authorized Director) / Executive Director /Deputy Managing Director of Accounting and Finance Rhom Bho Property Public Company Limited

Education

- Bachelor's Degree in Accounting, Bangkok University

Training

- Director Accreditation Program (DAP) 114/2015
- Pre-CFO & Fundamental CFO
- Refreshment of the Role and Expectation of A CFO

Position in other company Listed

- None

Position in other public company Listed

- None

Family relationship between Directors and executives

- None

Illegal securities and derivatives record

- None

Illegal record in the last 10 years

- None



Proportion Shareholding 31
December 2021 :

0.04%

Mr. Chareon Boonmanosup

Age: 64



Position

- Company Secretary Rhom Bho Property Public Company Limited

Education

- Bachelor's Degree in Accounting, Kasetsart University

Training

- Company Secretary Program (CSP) 2016

Work experience

- Accounting and Finance Manager Subsritai Public Company Limited.

Position in other public company Listed

- None

Family relationship between Directors and executives

- None

Illegal securities and derivatives record

- None

Illegal record in the last 10 years

- None



Proportion Shareholding 31
December 2021 :

- None

Mrs. Bumpen Dansawat

Age: 52

Position

- Assistant Director of Accounting and Finance

Education

- Bachelor's degree (Business Administration, Accounting)
Ramkhamhaeng University

Training

- CFO's Orientation Course for New IPOs
- Pre-CFO & Fundamental CFO
- Refreshment of the Role and Expectation of A CFO

Work experience

- Accounting at Sam Tunwa Company Limited

Position in other public company Listed

- None

Family relationship between Directors and executives

- None

Illegal securities and derivatives record

- None

Illegal record in the last 10 years

- None



Proportion Shareholding 31

December 2021 :

- None

Ms. Chatchapassorn Rujivongsakorn

Age: 53

Position

- Assistant Director of Accounting and Finance

Education

- Bachelor's degree (Business Administration, Accounting)
Ramkhamhaeng University

Work experience

- Assistant Manager of Accounting and Finance L.H muangmai Company Limited
- Head of accounting office at Somphot Auditor's Office

Position in other public company Listed

- None

Family relationship between Directors and executives

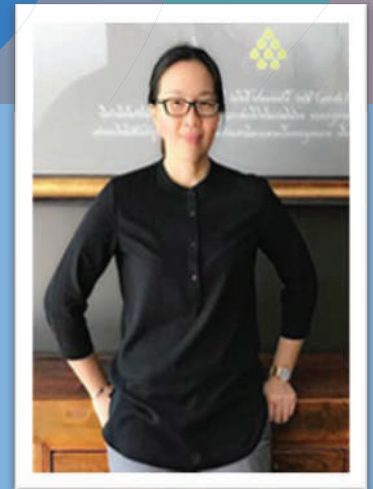
- None

Illegal securities and derivatives record

- None

Illegal record in the last 10 years

- None



Proportion Shareholding 31
December 2021 :

- None

Details of Directors, Executives, Controlling Persons and Company Secretary

Name	บริษัท	Related company									
		1	2	3	4	5	6	7	8	9	10
1. Mr. Suvit Lamsam	X,I,III,IV	-	-	-	-	-	-	-	-	-	-
2. Mrs. Jittima Sajjavanij Intujunyong	I,III,IV	-	-	-	-	-	-	-	-	-	-
3. Mr. Chaivuth Chittrakhani	I,III,IV	-	I,V,VI,@	X,V,VI,@	III,IV,@	-	-	-	-	-	-
4. Mr. Viroj Hutajuta	I,VI,@	I,V,VI,@	-	-	-	-	-	-	-	-	-
5. Mr. Dendanai Hutajuta	I,II,V,VI,@	VI	-	-	-	-	-	-	-	-	-
6. Mr. Darong Hutajuta	I,II,V,VI,@	VI	-	-	-	-	-	-	-	-	-
7. Mr. Prasert Vannachareon	I,V,VI,@	I,V,VI,@	-	-	-	-	-	-	-	-	-
8. Mrs. Sriratana Hutajuta	-	-	-	-	-	-	-	-	-	-	-
9. Ms. Cheraya Udomvongsup	I,V,@	-	-	-	-	-	-	-	-	-	-
10. Mr. Chareon Boonmanosup	VII	-	-	-	-	-	-	-	-	-	-

Remarks : X = Chairman I = Director II = Executive Director III = Audit Committee IV = Independent Director V = Executive VI = Shareholder VII = Company Secretary @ = Director(Authorized Director)

Related Company : 1. Sam Tunwa Company Limited 2. VIE Company Limited 3. Sen-Sale Company Limited 4. Raja Ferry Public Company Limited.

ATTACHMENT 2 Information of Subsidiaries' Director

--None--

ATTACHMENT 3 Details of Head Internal Audit

Rhom Bho Property had successfully sought a team of professional internal auditors from an independent agency by Profess One Office Company Limited to provide highly specialized services on internal audit, with the monitoring of risk factors and prevention of unusual transactions.

Educational background and work experience of Parkin Virulhakul, Chief Internal Audit Officer, were detailed below:

Education

- Bachelor of Business Administration (BBA) in Accounting, Assumption University
- Certified Public Accountant (Thailand) No. 10876
- IACP Certification, Federation of Accounting Professions under the Royal Patronage of His Majesty the King

Work Experience

- Business Partner, MMN Syndicate Office Company Limited (2008-present)
- Business Partner, Profess One Office Company Limited (2010-present)
- Assistant Audit Manager, EY Office Company Limited (2001-2007)

ATTACHMENT 4 Operating Assets

Assets used in business

The Company's Main Assets

The main assets used in the Company's business consist of Property, Plant and Equipment, Costs of Property Development, The land held for development and Intangible Assets

Type / Property	Total (Million Baht)			Proprietary nature	Obligation
	31 Dec 20	31 Dec 21	31 Dec 22		
1) Property, Plant and Equipment	68.14	66.04	61.13	own	None
2) Costs of Property Development	611.08	705.76	410.62	own	Mortgage as collateral for partial loan with an insurance company
3) The land held for development	507.19	520.63	523.19	own	Mortgage as collateral for partial loan with an insurance company
4) Intangible Assets	0.64	0.32	0.14	own	None
Total	1,187.05	1,292.75	995.08		

Property, Plant and Equipment

The property, plant and equipment of the company on the 31st of December 2020, 31st of December 2021, 31st of December 2022 there was about 68.14 million baht , 66.04 million baht and 61.13 million baht.

Type / Property	Total (Million Baht)			Proprietary nature	Obligation
	31 Dec 20	31 Dec 21	31 Dec 22		
1) Land	12.77	12.77	12.77	Own	None
2) Building and construction	50.52	49.01	41.53	Own	None
3) Decoration and office material	2.47	2.02	1.12	Own	None
4) Vehicle	2.32	2.17	2.88	Own	None
5) Task during construction	0.06	0.07	2.84	Own	None
Grand Total	68.14	66.04	61.13		

Costs of Property Development

Costs of Property Development of company on 31 December 2022 remained at 410.62 million baht with details as follows:

Project	Asset type	Total 31 December 2022 (Million baht)	Proprietary nature	Obligation
The Title Rawai Phase 1	Condominium waiting for transfer of 1 unit Total 47.05 sqm.	1.76	Own	None
The Title Naiyang Phase 1,2	Condominium waiting for transfer of ownership and ready to sales 30 Units Total 1,172.17 sqm.	11.69	Own	None
The Title Naiyang Phase 3	Preliminary cost of construction	50.14	Own	None
The Title Rawai Phase 5	Condominium waiting for transfer of ownership and ready to sales 84 Units Total 3,749.10 sqm.	216.31	Own	Under mortgage
The Title Halo1	Preliminary cost of construction	125.93	Own	None
The Title Bang Tao	Preliminary cost of construction	4.78	Own	None
Grand Total		410.62		

The land held for development

The land held for development on 31 December 2022 has a net value according to the financial statements remained 523.19 million baht with details as follows:

List	Area (rai-ngan-square wa)	Total (Million baht)	Proprietary nature	Obligation
Land of project The Titled, Rawai Beach	5-2-42.60	3.89	Own	None
Land of project The Titled, Naiyang Beach	23-2-8.5	138.30	Own	Collateral for a loan from an insurance company
Land of project The Titled, Bang tao Beach	40-3-39.50	381.00	Own	Collateral for a loan from an insurance company
Grand Total		523.19		

Property Investment

Property Investment of company on 31 December 2022 has a net value according to the financial statements remained 26.91 million baht with details as follows:

List	Area	Total (Million Baht)	Proprietary nature	Obligation
Land including buildings	0-0-89.70 (rai-ngan-square wa)	3.53	Own	None
Ground floor room in Phase 5 project	405.97 (Square Metre)	23.38	Own	Under mortgage
Grand Total		26.91		

Intangible assets

Intangible assets of the company on 31 December 2020, 31 December 2021, 31 December 2022 has an intangible assets according to the financial statements remained 0.64 million baht , 0.32 million baht and 0.14 million baht with details as follows:

รายการ	Total		
	31 December 2020	31 December 2021	31 December 2022
Computer program license	0.64	0.32	0.14

Summary of other relevant contracts

Loan agreement from a financial institution and an insurance company

The Company has a loan agreement with an insurance company with the total amount of 330 million baht. As of December 31, 2022, the company has an outstanding loan amount of 4 million baht, details as follows:

Loan amount	Total loan amount 150.00 million baht
Contract parties	No relationship with the company
Contract date	December 9, 2019
Loan interest rate	MLR-2% of a financial institution per year
Repayment period	MLR interest agreement of a financial institution at 6.00 percent by December 9, 2020, has a term of 1 year, the repayment conditions have been changed to be completed by October 12, 2021, the company would like to extend the loan term for 1 year and November 1, 2022, the company would like to extend the loan term for 1 year in order not to affect the operations and working capital of the business. Due to the COVID-19 epidemic situation, the company has a lack of financial liquidity. However, in order not to deprive the lender of the right to allow the borrower to repay all or part of the debt under this agreement prematurely. The lender will deem appropriate and do not need to explain the reason. The borrower promises that in the event that the lender demands this, the borrower will immediately pay the debt as the borrower demand
Guarantee	Land with buildings, title deed no. 709,765,768,4038,4039,4040,4041,1296,38843,64131,64132, 64133,64134 total area 34-3-71.8 Rai, Choeng Thale Subdistrict, Bang Tao District, Thalang District, Phuket and on March 10, 2021, additionally mortgaged securities without increasing the limit Objective: to request a survey to combine title deeds and separate title deeds in the original name by adding title deed no. 37173,66893,59215,67353,67354, and 43238, Choeng Thale Subdistrict, Thalang District, Phuket Province, total area 5-3-67.7 Rai
Loan amount	Total loan amount 180.00 million baht
Contract parties	No relationship with the company
Contract date	March 25, 2022
Loan interest rate	MLR-2% of a financial institution per year
Repayment period	While contracting a loan interest rate MLR of a financial institution at 5.25 percent within March 24, 2023, the contract is one year, but this does not deprive the lender of the right to demand that the borrower repay all debt under this contract. or partly before the said deadline, as the lender deems appropriate and must not rest to explain the reason The borrower promises that in the event that the lender claims this The borrower promises that in the event that the lender claims this The borrower will pay the debt as requested by the lender immediately.
Guarantee	Land with buildings, title deed no. . 22662,33590,66373-66381,61970-61972,62798 and Nor Sor 3 Kor 152, total area 33-2-33.2 rai, Sakoo Sub-district, Thalang District, Phuket Province.

However, the loan agreement entered into by the Company with an insurance company does not contain any restrictions on the maintenance of Debt to Equity Ratio or Debt Service Coverage Ratio.

Labor contract

In recruiting labor for the construction of the Company's project, the Company will employ outsourcing contractors. General contracts entered into by the Company with outsourcing contractors are as follows:

Contract parties	<p>Employer : Employer's Company</p> <p>Contractor : Company</p>
Important terms	<ul style="list-style-type: none"> - The employer agrees to hire and the contractor agrees to undertake construction work according to the work specified in the attachment of the contract. The contractor receives only wages. All materials and equipment used in the construction are owned by the employer. - Payments are made according to the stage of success in installments, for example: 1 st installment when foundation works, piers, underground water tanks are completed, 2 nd installment when the first floor pouring work is completed, 3 rd installment when the first floor pouring work is done. 2 completed, etc. - During construction, the contractor must arrange for a supervisor to supervise the construction throughout the construction period. - During the construction, if it turns out that the contractor's workers are doing badly and dishonestly. The employer has the right to tell the contractor to change the worker and to find a new worker instead. - Wages for employment under this contract will be paid to the contractor only when the contractor has delivered the work and the employer has inspected the work.
Contract term	Approximately 1 month to 1 year : depending on the job
Termination of the contract	<ul style="list-style-type: none"> - The contractor must complete the construction within the specified time. If the contractor does not complete the work as specified in the contract, the contractor allows the employer to adjust the daily rate at the specified rate. The employer has the right to terminate the contract immediately when it sees that if the contractor continues to do more damage.

Details of property appraisal items

Attachment 4 : Details of the property appraisal list

Property assessment	Appraisal price (Baht)	Property Appraiser/Primary Appraiser	Objectives of the property appraisal	Assessment methods	Property Valuation Date
<p>1. Project The Title Rawai Beach Phase 1</p> <p>Property: 2 residential condominiums, total area 89.19 sqm.</p> <p>Property Location : Suite number 456/31, 456/32 Floor 4, The Title Phase 1 Building A, Surin-Rawai Beach Road, Rawai Subdistrict, Mueang Phuket District, Phuket Province</p> <p>Ownership : Company</p> <p>Obligations : none</p>	7,539,000	<p>Kawin Appraisal Co., Ltd.</p> <p>Mr. Pornchai Nilkit, Surveyor and Appraisal</p> <p>Mr. Chatchai Paisan, report investigator</p> <p>Mr. Parinya Nantasomboon, Principal</p> <p>Appraiser approved by the SEC / Qualified Principal Assessor No. Wor. 044</p>	For public purposes	(Market Approach)	November 14, 2022
<p>2. The Title V Project, Rawai Beach</p> <p>Property: 4 residential condominium unit, total area 423.95 sqm.</p> <p>Property Location : Suite number 555/1-555/232 Building X, The Title V Condominium, Surin Beach Road - Rawai Beach, Rawai Subdistrict, Mueang Phuket District, Phuket Province</p> <p>Ownership : Company</p> <p>Obligations : none</p>	23,211,000	<p>Kawin Appraisal Co., Ltd.</p> <p>Mr. Pornchai Nilkit, Surveyor and Appraisal</p> <p>Mr. Chatchai Paisan, report investigator</p> <p>Mr. Parinya Nantasomboon, Principal</p> <p>Appraiser approved by the SEC / Qualified Principal Assessor No. Wor. 044</p>	For public purposes	(Market Approach)	November 14, 2022

Property assessment	Appraisal price (Baht)	Property Appraiser/Primary Appraiser	Objectives of the property appraisal	Assessment methods	Property Valuation Date
<p>3. The Title V Project, Rawai Beach</p> <p>Property: 134 residential condominiums, total area 5096.50 sq m.</p> <p>Property Location : Condominiums, Buildings U, V, X and Y, The Title V Condominium, Surin-Rawai Beach Road, Rawai Subdistrict, Muang Phuket District, Phuket Province</p> <p>Ownership : Company</p> <p>Obligations : Mortgage as collateral with Bangkok Insurance PCL.</p>	382,494,000	<p>Kawin Appraisal Co., Ltd.</p> <p>Mr. Pornchai Nilkit , Surveyor and Appraisal</p> <p>Mr. Chatchai Paisan , report investigator</p> <p>Mr. Parinya Nantasomboon, Principal</p> <p>Appraiser approved by the SEC / Qualified</p> <p>Principal Assessor No. Wor. 044</p>	For public purposes	(Cost Approach)	November 10, 2022
<p>4. Office buildings and sales offices around Rawai Beach</p> <p>Property: 3 items of land with buildings, total area 0-2-20.2 rai</p> <p>Property Location: No. 469, Surin Beach Road - Rawai Beach, Rawai Subdistrict, Muang Phuket District, Phuket Province</p> <p>Ownership : Company</p> <p>Obligations : none</p>	27,564,000	<p>Kawin Appraisal Co., Ltd.</p> <p>Mr. Pornchai Nilkit , Surveyor and Appraisal</p> <p>Mr. Chatchai Paisan, report investigator</p> <p>Mr. Phatthabut Ratrisawad, Vocational Assessor, No. WorThor.352</p>	For public purposes	(Cost Approach)	November 14, 2022
<p>5. Office building at Rawai Beach</p> <p>Property: 3 title deeds with 2 buildings, type of 2-storey detached house building, after total area 1-1-70.3 rai</p>	56,117,000	<p>Kawin Appraisal Co., Ltd.</p> <p>Mr. Pornchai Nilkit , Surveyor and Appraisal</p> <p>Mr. Chatchai Paisan , report investigator</p>	For public purposes	(Cost Approach)	November 14, 2022

Property assessment	Appraisal price (Baht)	Property Appraiser/Primary Appraiser	Objectives of the property appraisal	Assessment methods	Property Valuation Date
Property Location: No. 470-472, next to the road within The Title project, Surin Beach Road - Rawai Beach, Rawai Subdistrict, Mueang Phuket District, Phuket Province. Ownership : Company Obligations : none		Mr. Parinya Nantasomboon, Principal Appraiser approved by the SEC / Qualified Principal Assessor No. Wor. 044			
6. . Land with building AMAZON coffee shop, one floor. Property: Land with buildings, total area 0-0-89.7 rai Property Location : No. 498 Moo 6, Surin-Rawai Beach Road, Rawai Subdistrict, Mueang Phuket District, Phuket Province Ownership : Company Obligations : none	11,574,000	Kawin Appraisal Co., Ltd. Mr. Pornchai Nilkit , Surveyor and Appraisal Mr. Chatchai Paisan , report investigator Mr. Parinya Nantasomboon, Principal Appraiser approved by the SEC / Qualified Principal Assessor No. Wor. 044	For public purposes	(Cost Approach)	November 14, 2022
7. Vacant land on Rawai beach Property: 3 plots of land, total area 0-0-60.7 rai Location: Surin-Rawai Beach Road Around the Island, Rawai Subdistrict, Mueang Phuket District, Phuket Province Ownership : Company Obligations : none	5,220,200	Kawin Appraisal Co., Ltd. Mr. Pornchai Nilkit , Surveyor and Appraisal Mr. Chatchai Paisan , report investigator Mr. Parinya Nantasomboon, Principal Appraiser approved by the SEC / Qualified Principal Assessor No. Wor. 044	For public purposes	(Market Approach)	November 14, 2022
8. Empty land on Rawai beach Property: 2 plots of land, divided into 3 groups, total area 5-1-81.9 rai	75,149,600	Kawin Appraisal Co., Ltd. Mr. Pornchai Nilkit , Surveyor and Appraisal Mr. Chatchai Paisan , report investigator	For public purposes	(Market Approach)	November 14, 2022

Property assessment	Appraisal price (Baht)	Property Appraiser/Primary Appraiser	Objectives of the property appraisal	Assessment methods	Property Valuation Date
Location: Soi Ruea Twin, Surin Beach Road - Rawai Beach, Rawai Subdistrict, Muang Phuket District, Phuket Province Ownership : Company Obligations : none		Mr. Parinya Nantasomboon, Principal Appraiser approved by the SEC / Qualified Principal Assessor No. Wor. 044			
9. Sales office building and a 2-storey office building Property: Land with buildings, total area 2-1-10.3 rai Location: Soi Bang Ma Lao 2, separated from Sa Khu-Naiyang Road, Sa Khu Subdistrict, Thalang District, Phuket Province Ownership : Company Obligations : none	49,865,000	Kawin Appraisal Co., Ltd. Mr. Pornchai Nilkit, Surveyor and Appraisal Mr. Chatchai Paisan, report investigator Mr. Parinya Nantasomboon, Principal Appraiser approved by the SEC / Qualified Principal Assessor No. Wor. 044	For public purposes	(Cost Approach)	November 14, 2022
10. Empty land on the Saku-Naiyang road Property: 16 plots of vacant land, total area 33-2-33.2 rai Location : Next to Saku-Naiyang Road, Sa Khu Subdistrict, Thalang District, Phuket Province Ownership : Company Obligations : none	107,502,000	Kawin Appraisal Co., Ltd. Mr. Pornchai Nilkit, Surveyor and Appraisal Mr. Chatchai Paisan, report investigator Mr. Parinya Nantasomboon, Principal Appraiser approved by the SEC / Qualified Principal Assessor No. Wor. 044	For public purposes	(Market Approach)	November 14, 2022
11. Empty land On the Saku-Naiyang road Property: 13 plots of vacant land, total area 23-2-8.5 rai Property Location : Next to Saku-Naiyang Road, Sa Khu Subdistrict, Thalang District, Phuket Province Ownership : Company Obligations : none	222,727,700	Kawin Appraisal Co., Ltd. Mr. Pornchai Nilkit, Surveyor and Appraisal Mr. Chatchai Paisan, report investigator Mr. Parinya Nantasomboon, Principal Appraiser approved by the SEC / Qualified Principal Assessor No. Wor. 044	For public purposes	(Market Approach)	November 14, 2022

Property assessment	Appraisal price (Baht)	Property Appraiser/Primary Appraiser	Objectives of the property appraisal	Assessment methods	Property Valuation Date
<p>12. Land with buildings Adjacent to Cherrng Talay 14 Si Sunthon Road</p> <p>Property: 19 plots of land with buildings, total area 40-3-39.5 rai</p> <p>Property Location: Next to Soi Cherrng Talay 14, Si Sunthon Road, Choeng Thale Subdistrict, Thalang District, Phuket Province</p> <p>Ownership : Company</p> <p>Obligations : Mortgage with Bangkok Insurance PCL.</p>	383,980,000	<p>Kawin Appraisal Co., Ltd.</p> <p>Mr. Pornchai Nilkit ,Surveyor and Appraisal</p> <p>Mr. Chatchai Paisan , report investigator</p> <p>Mr. Parinya Nantasomboon, Principal</p> <p>Appraiser approved by the SEC / Qualified</p> <p>Principal Assessor No. Wor. 044</p>	For public purposes	(Market Approach)	November 14, 2022
<p>13. The Title Nai Yang Beach Project</p> <p>Property: 13 residential condominiums, total area 503.60 sq m.</p> <p>Property Location: The Title Residency Condominium (Naiyang-Phuket), Soi Bang Ma Lao 2, Thepkasattri-Naiyang Road, Sakhu Subdistrict, Thalang District, Phuket Province</p> <p>Ownership : Company</p> <p>Obligations : none</p>	31,553,000	<p>Kawin Appraisal Co., Ltd.</p> <p>Mr. Pornchai Nilkit ,Surveyor and Appraisal</p> <p>Mr. Chatchai Paisan , report investigator</p> <p>Mr. Parinya Nantasomboon, Principal</p> <p>Appraiser approved by the SEC / Qualified</p> <p>Principal Assessor No. Wor. 044</p>	For public purposes	(Market Approach)	November 10, 2022

ATTACHMENT 5 Corporate Governance Policy and Code of Conduct

The Principles of Good Corporate Governance

approval

Prepared by	Management	Date	2/11/16
Approved by	Board of Directors	Date	2/11/16
Filename	16-11-02 Good Corporate Governance Policy.docx	Last Updated Date	2/11/16
Version No.	2	Date	2/11/16

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Version No.	Date	change maker	details
1	29 Jun 2015	Board of Directors	The Principles of Good Corporate Governance
2	2 Nov 2016	Board of Directors	The Principles of Good Corporate Governance

Part 1 Introduction

Vision

We are committed to creating communities that live in harmony with the tourist industry.

Missions

- To promise good governance and focus in good morals and ethics in accordance with Buddhist principles
- To create quality products that exceed the expectations of our residents
- To create a community and environment that is compatible with nature
- To guarantee after-sale support to ensure continuous quality service and to maintain the confidence of our residents
- To control and supervise operations in order to meet targets and maximize the return of profits to shareholders

Code of Ethics

The Company shall take steps to ensure that officers related to business undertaking comply with this code of ethics as follows:

1. Operate business with honesty and carry out business tasks with legal and ethical responsibility. Strive to do good deeds to communities, society, and the environment;
2. Treat all customers fairly and equitably with respect to products and services;
3. Set up standard business operating system and control. Utilize full knowledge and ability with care based on informed information and referenceable evidence. Strictly comply with relevant laws and regulation.
4. Do not disclose confidential information of customers obtained from business undertaking unless it is required to be disclosed by law and duty.
5. Customers shall be allowed to file a complaint about products and services.
6. Release information of products and services fully and accurately.
7. Comply with agreement and terms made with customers fairly. If unable to comply with such agreement and terms, notify customers promptly to find solutions together.

Code of conduct

1. Good Corporate Governance Policy

All personnel must comply with the good corporate governance policy of the Company to demonstrate that the Company recognizes the importance of protecting the interest of all stakeholders including shareholders, customer, and employees, as well as the reputation of the Company.

2. Relation to Shareholders

Perform duties with integrity and Board of Directors must make any decision in the best interest of shareholders and conduct any action with fairness to all shareholders.

3. Basic Code of Conduct for Board of Director

Perform designated duties with integrity, fully utilize knowledge, skills, and experiences for the benefits of the Company, and promote good corporate governance culture.

4. **Basic Code of Conduct for President/Chief Executive Officer**

Determine business policies to achieve the objective of the Company, protect the interest of shareholders, customers, and employees, and promote good corporate governance culture.

5. **Employee Policy and Treatment**

The Company provides fair employee compensation; maintains safe workplace environment; appoints and transfers as well as rewards and disciplines employee; with honesty based on knowledge, ability, and suitability of individual employee; provides professional development to all employee regular; and strictly complies with employee laws and regulation.

6. **Employee Conduct Policy**

All employees must perform their duties with determination, honesty, transparency, and accountability and refrain from giving valuable gifts to superiors or accepting gifts from subordinates. Superiors shall act respectfully and employees shall not act in a way that disrespects their superiors. Employees must respect the right of each other and management; be disciplined; comply with written and unwritten rules and regulation of the Company; promote and maintain harmonious environment and unity; and avoid any act that affect the reputation and image of the Company or subsequently cause problems to the Company.

7. **Employee Compensation Policy**

Employee compensation policy shall focus on employee compensation and welfare that are considered based on business standards as with professional development and employee motivation to ensure that employees perform efficiently and effectively. Moreover, the Company gives an opportunity for employees to express their opinions to improve their works promotes relationship between organizational units.

8. **Relation between Code of conduct and Law**

Any code of conduct of the Company must be developed and improved so as to be appropriate and consistent with laws.

9. **Customers**

Deliver products and services of exact or higher quality than customer expectation under fair terms and conditions. Provide accurate, adequate, and up-to-date information on products and services and avoid exaggerated statements that cause customers to misunderstand the quality of such products and services. Protect customers' confidential information and not use such information for personal benefit of others.

Communicate with customers politely, efficiently, and trustworthily and respond to customers' need promptly. Set up a system and channels through which customers can complain about the quality and safety of products and services.

10. **Conflicts of Interest**

Directors, executives, and employees must avoid any act that conflicts with the interest of the Company and the Company must prevent conflicts of interest between concerned parties. No any executive or employee shall have the right to act in conflict with laws and Company's code of conduct. Decisions and action of executives and employees must always made with consideration to the interest of stakeholders over their own interest. If a conflict of interest occurs or a director, executive, or employee involved in a situation that may lead to a conflict of interest, that person shall notify his/her superior or relevant agency in order to rectify such situation fairly and transparently.

11. **Inside Information**

Every personnel of the Company must comply with the Company's inside information policy.

12. **Competition**

The Company is committed to a free and fair commerce and competition. In negotiating business, directors, executives, and employees must refrain from demanding, accepting, or giving any dishonest benefit from and to suppliers and/or creditors.

13. **Public Relation**

Do not distort, conceal, and/or give false information in any publication or advertisement and disclose information of the Company as required by relevant laws.

14. **Social and Environmental Roles**

Encourage directors, executives and employees to be a part of society by regularly participating social, community, and environmental activities organized by the Company or state organizations or communities to improve the quality of life in communities. Such participation will help develop the economy and society which will ultimately contribute to the success of the Company and the Company has a policy to regularly support protection and conservation of the environment and local traditions and cultures.

15. **Accepting or Giving Gift or Entertainment**

Directors, executives, and employees shall not demand, accept, or be willing to accept money, items, or any benefit from persons related to the Company's business. However, directors, executives, and employees may accept or give gifts provided that such act in accordance with tradition, does not influence in any business decision making of the receiver, and is carried out with transparent intention or in public and can be accountable.

16. **Internal Control, Internal Audit, and Financial Report**

The Company's management is responsible for preparing accurate, complete, and timely financial reports including annual and quarterly financial statements in accordance with Generally Accepted Auditing Standards. Moreover, management shall set up efficient internal control and audit systems are in place to ensure the Company's compliance with relevant laws and standards and are audited by internal auditors and reviewed by the audit Committee.

17. **Monitoring to Ensure Compliance, Reporting and Disclosing Misconduct**

There are five principles as follows:

1. The Company requires all directors, executives, and employees to acknowledge, understand, and strictly comply with code of conduct.
2. There are punishment for those who violate the code and compliment for those who strictly comply with the code, consistent with disciplinary penalty, policy, and regulation.
3. There are procedures for monitoring, querying, and reporting suspected violation of code of conduct or receiving complaints through various channels based on the nature of disciplinary misconduct and a chain of command as follows:

- ☐ Superior in the chain of command
- ☐ Internal audit
- ☐ Audit committee

In reporting suspected violation of code of conduct, minor wrongdoings shall be report to a superior in the chain of command and severe wrongdoings including corruption and fraud shall be reported to the senior officer in a department. If the misconduct case involves the most senior officer in a deptsrtment, an employee may report the internal audit directly so that it will investigate the case and report the investigation results to the Audit Committee.

4. A monitoring report will be prepared to ensure compliance and the internal audit will submit the report to the Executive Committee and Adit Committee.
5. Review code of conduct once every three years or when appropriate and necessary.

Part 2 Corporate Governance Policy

The Company has complied with the code of best practice to promote transparency and efficiency in business operations, which will create trust and confidence amongst shareholders, investors, and all relevant parties. The Board of Directors has thus established the Principles of Corporate Governance in accordance with the Good Corporate Governance Guidelines set by the Stock Exchange of Thailand. The Company's Principles of Corporate Governance comprise five principles as follows: -

Chapter 1: The Rights of Shareholders

The Board of Directors recognizes and respects the basic rights of shareholders as the company's owners and stock investors, including the right to buy, sell, and transfer shares; obtain adequate information about the Company; share in the profits of the Company; participate and vote in a shareholders' meeting; express opinions; and participate in key Company's decisions such as dividend allocation, election and removal of members of the Board, appointment of external auditor, and approval of extraordinary transactions.

In addition to the foregoing basic rights of shareholders, various attempts have been made by the Company to facilitate exercise of shareholders' rights as follows:

1. Shareholders' Meeting

- 1.1 The Company shall hold an annual shareholders' meeting within four (4) months from the end of an accounting period. An invitation letter containing adequate information, meeting agenda, and opinions of the board for each agenda item shall be sent to shareholders at least seven days prior to the meeting. In case of important agenda, an invitation letter shall be sent to shareholders at least fourteen (14) days prior to the meeting to provide shareholders sufficient time to review. Examples of such important agenda include approval of private placement of shares, employee stock ownership plan (ESOP), change in capital structure, connected transactions, acquisition and disposition of significant assets, and delisting. The Company shall also announce the notice of shareholders' meeting in newspapers for three (3) consecutive days prior to the meeting.
- 1.2 Shareholders who are unable to attend a meeting in person may appoint an independent director or any person as a proxy to attend a meeting on their behalf using an appropriate proxy form enclosed with an invitation letter. Prior to a shareholders' meeting, the Company shall give an opportunity for shareholders to send comments, suggestions, and questions in advance to the Company Secretary's email address charoen.b@rhombho.co.th.
- 1.3 The Company shall select a suitable place with good transportation to hold a shareholders' meeting at appropriate date and time and allocate adequate time for the meeting.
- 1.4 At a shareholders' meeting, all shareholders shall be given the opportunity to make inquiries, suggestions, and comments. Directors and relevant executives attending the meeting shall give clear responses to the queries from shareholders.
- 1.5 The Company shall prepare the minutes of shareholders' meeting and submit it to the Stock Exchange of Thailand within fourteen (14) days from the meeting date in accordance with the regulations set by the Stock Exchange of Thailand and disclose the details of the meeting appropriately and completely.

2. Election and Removal of Directors and Determination of Directors' Remuneration

2.1 Election of Directors

Shareholders have the right to elect directors individually. The Company shall nominate qualified candidates and send their names together with short biographical details to shareholders to review and consider appointing as directors at a shareholders' meeting.

2.2 Removal of Directors

A shareholders' meeting may pass a resolution to remove any director before the expiration of his or her term in accordance with laws and the Company's Articles of Association with the vote of not less than three-fourths (3/4) of the number of shareholders present at the meeting and entitled to vote, representing not less than one half of the total number of shares held by shareholders present at the meeting and entitled to vote.

2.3 Determination of Directors' Remuneration

Shareholders have the right to determine the remuneration of directors, either in monetary and/or non-monetary forms, at an annual shareholders' meeting. The Company shall also inform shareholders of the rules and policy for determining remuneration of each position held by the directors, either in monetary and/or non-monetary forms, on a yearly basis.

3. The Right to Appoint External Auditor and Determine Audit Fee

The Company requires that an appointment of external auditor and determination of audit fee be approved by shareholders at an annual ordinary meeting of shareholders. The Company's auditor must be independent and approved by the Securities and Exchange Commission. Information of the nominated auditor including the affiliated audit office, experience, independence, years of audit service for the Company (in case of re-appointment), and audit fee and/or other fees (if any) shall be enclosed with a letter of invitation to a shareholders' meeting and published on the Company's website for shareholders to review prior to the meeting.

4. The Right to Share in Profits

The Company shall allocate the profits to shareholders in the form of dividends, provided that such allocation is approved by shareholders at an annual ordinary meeting of shareholders or extraordinary meeting of shareholders or Board's meeting as required by laws.

5. The Right to Obtain Information, Operating Results, and Management Policies on a Timely and Regular Basis

The Company has a policy to disclose information to shareholders transparently, accurately, completely, and fairly. Every shareholder has the right to access and obtain information, operating results, and management policies of the Company adequately, regularly, timely, and fairly by contacting the Company or through other channels such as the Company's website www.rhombho.co.th or email info@rhombho.co.th

Chapter 2 Equitable Treatment of Shareholders

The Company shall treat all shareholders fairly and equally. Processes and procedures for shareholders' meeting shall allow for equitable treatment of shareholders. Voting right shall be based on the one share - one vote principle. The Company allows shareholders who are unable to attend a shareholders' meeting in person to appoint an independent director or any person as a proxy to attend the meeting on their behalf using an appropriate proxy form enclosed with an invitation letter. The Company shall record a meeting accurately and clearly and submit the meeting minutes to the Stock Exchange of Thailand and Securities and Exchange Commission within fourteen (14) days of the meeting date. The meeting minutes shall also be published on the Company's website.

Furthermore, the Company has set measures to prevent insider trading by directors, executives, and employees working with insider information (including their spouses and minor children). All relevant persons are prohibited from trading the Company's

securities for at least thirty (30) days prior to the disclosure of the quarterly and annual financial statements and within twenty-four (24) hours after disclosing such information to the public and from disclosing such information to other parties.

The Company shall inform directors and executives of their duty to report their holdings of the Company's securities and penalties in compliance with the Securities and Exchange Act B.E. 2535 and Regulations of the Stock Exchange of Thailand. Directors and executives must also report any changes in their holdings of the Company's securities and securities held by their spouses and minor children to the Securities and Exchange Commission in accordance with Section 59 of the Securities and Exchange Act B.E. 2535 within three (3) business days of the trading date.

Chapter 3 the Role of Stakeholders

The Company places importance on the rights of all stakeholders, be they internal stakeholders such as employees and executives of the Company or external stakeholders such as competitors, partners, and customers. The Company recognizes that supports and comments from stakeholders will benefit its operations and business development and has therefore complied with relevant laws and regulations to ensure that the rights of stakeholders are protected.

Furthermore, the Company has promoted cooperation between the Company and its stakeholders to build security for the Company according to the following guidelines:

Shareholders: To represent shareholders in business operations and create the highest levels of shareholder satisfaction, the Company requires its employees to comply with the following guidelines:

- Perform their duties with honesty and in good faith and make any decision cautiously and fairly in the best interest of all shareholders;
- Manage operations to ensure that the Company has good financial status and operating results and truthfully and fully disclose the Company's financial status, operating results, and financial, accounting, and other reports on a regular basis through such channels as Company's website, newspaper, and written letter;
- Inform all shareholders of future trends that may affect the Company, both positively and negatively, based on actual possibility and supported by sufficient data and reasons;
- Do not use any undisclosed information of the Company to gain benefits for oneself and for others or engage in any act that conflicts with the interest of the Company;
- Ensure that procedures for shareholders' meeting allow equitable treatment of all shareholders.

Employees: The Company recognizes the importance of employees and has adopted a policy to ensure that its employees are treated fairly in relation to opportunity, compensation, appointment, transfer, and professional development as follows:

- All employees shall be treated with dignity, respect, and proper regard of their privacy rights;
- A safe working environment shall always be maintained to protect employee life and property;
- Appointment, transfer, reward, and punishment must be carried out with fairness and based on knowledge, ability, and appropriateness of individual employee;
- Importance shall be placed on enhancing employees' knowledge and skills on a regular basis, including organizing seminars and training;
- The Company shall determine employee compensation fairly based on market rate, business competition, job title, performance, and Company's ability to pay such compensation;
- The Company shall avoid any unfair action that may impact employee performances;
- The Company shall inform all employees of employee welfare policy and prepare an employee handbook containing information such as work rules and regulations, group health insurance, group life insurance, and provident fund;

- The Company shall give employees an opportunity to voice their suggestions or report complaints about work and shall determine remedies that benefit all parties and promote teamwork.

Competitors: The Company strives to achieve sustainable success and become a leading company under a fair competition. It shall adhere to the following business practices regarding competition:

- Operate business in accordance with fair competition rules;
- Do not use unethical and improper means to seek competitors' confidential information;
- Do not falsely accuse or act to damage the reputations of competitors;
- Do not engage in any act that violates intellectual property rights of competitors or others.

Partners: The Company treats its business partners with honesty and shall strictly comply with agreements and promises made with partners. Partners shall be chosen fairly in accordance with the Company's partner selection and assessment rules to prevent corruption and misconduct in a procurement process.

Customers: The Company recognizes the importance of customers and has adopted a customer service policy as follows:

- Provide services in a polite and enthusiastic manner. Receive customers sincerely and wholeheartedly. Deliver fast, accurate, and reliable services.
- Protect customers' confidential information and do not use such information for personal benefit or the benefit of others;
- Provide accurate, adequate, and up-to-date information about products and services. Avoid exaggerated advertisements that cause customers to misunderstand the quality or terms and conditions of the Company's products and services;
- Offer recommendations about the Company's products and services efficiently and in customers' best interest.

Creditors: The Company is committed to conducting its business with principle and discipline to create trust among creditors, taking in consideration the Company's best interest and on the basis that both parties benefit fairly. Attempts shall be made to avoid a conflict of interest and negotiation and remedy must be done on a basis of business relationship. The Company shall adhere to the following practices:

- Refrain from demanding, accepting, or paying of dishonest benefits in dealing with creditors;
- When there is evidence of demanding, accepting, or paying of dishonest benefits, the Company must disclose such information to the creditor and work together with the creditor to solve the problem fairly and promptly;
- Strictly comply with agreed terms and conditions. Where any term and condition cannot be followed, the Company must promptly notify the creditor in advance in order to find solutions together.

Communities and society: The Company is part of a community that will advance together towards social and environmental development for sustainability. It has continued to conduct social and community activities while operating business under CSR principles as follows:

- Adopt a business operation policy that takes into consideration the environment and strictly comply with environmental laws and regulations;
- Adopt an explicit CSR policy;
- Promote social and environmental consciousness and responsibility among employees;
- Respect local customs and cultures of the areas in which the Company operates;
- Conduct social, community, and environmental activities or participate in such activities organized by the government, private, and community sectors regularly to improve the quality of life in the community where the Company is located;
- Provide support, as appropriate, to activities organized by local communities in the areas in which the Company operates;

- Promptly and efficiently respond to impacts on the environment, community, and property caused by the Company's operations. Fully cooperate with state officials and relevant organizations to find solutions.

Government agencies: The Company is determined to comply with government laws, rules, and regulations and support measures of public and private organizations to fight against corruption.

Furthermore, the Company shall comply with relevant laws and rules to ensure that the rights of stakeholders are respected.

In addition, the Company has created the Employee Code of Conduct to be adhered to by all employees as follows:

- Employees shall perform duties with honesty and diligence and shall improve their work efficiency for their own benefit and for the benefit of the organization;
- Employees shall strictly comply with the Company's rules and regulations;
- Employees shall respect and obey their superiors in accordance with the Company's policy and Articles of Association;
- Employees shall promote unity and solidarity, help each other, and avoid conflicts that may cause damages to the Company and others;
- Employees shall respect and honor each other and avoid disclosing or criticizing others' work and private matters in a way that may damage the reputation of the Company or other employees;
- Employees shall avoid receiving any gift that may cause them to feel uncomfortable in performing their duties and shall immediately notify their superiors if such act is unavoidable;
- Employees shall not use their positions or advantages derived from their positions for personal benefit or the benefit of their associates or to compete in business with the Company;
- Employees shall treat customers and business partners honestly and equitably;
- Employees shall protect confidential information of customers, business partners, and the Company;
- Employees shall promptly inform their superiors of matters that may affect the reputation and operation of the Company;
- Employees shall take good care of the Company's properties, keeping them in good condition to ensure maximum usage and preventing waste, loss, and untimely damage or degradation.

Disciplinary Penalty

When an employee acts out of interests that conflict with those of the Company, a consideration shall be made based on the Company's organizational structure and workplace regulations. The department with which that employee is affiliated shall make a primary consideration and submit a report to the highest ranking superior and relevant departments in order to determine appropriate disciplinary action. In the case of a severe conflict of interest that cause significant damages, report the Company's management who will consider the issue in order to find a conclusion and determine a disciplinary action.

Disciplinary Action

1. Oral reprimand
2. Written warning
3. Pay cut
4. Suspension
5. Termination without severance pay
6. Legal action

Chapter 4 Disclosure and Transparency

The Company recognizes the importance of accurate, complete, and transparent disclosure of both general and financial information in accordance with the rules of the Securities and Exchange Commission and Stock Exchange of Thailand, as well as other important information that may affect the Company's securities prices. The Company has disclosed information to its shareholders, investors, and the public through various channels of the Securities and Exchange Commission and Stock Exchange of Thailand and the Company's website www.rhombho.co.th.

The Company has not set up a unit to perform the investor relations function. However, the Company Secretary has preliminarily been assigned to communicate with investors, shareholders, analysts, and relevant state organizations.

The Board of Directors is responsible for the Company's financial statements and information presented in the annual report. The financial statements are prepared in accordance with Thailand Generally Accepted Auditing Standards using an accounting policy appropriate with the Company's business. The financial report and internal control system, as well as information presented in the notes to the financial statements, are reviewed by the Audit Committee.

Chapter 5 Responsibilities of the Board of Directors

1. Structure of the Board

The Company's Board of Directors consists of qualified persons who play an important role in determining corporate policies, governing, auditing, and assessing the operations of the Company to be in line with the determined plan. The Board's composition is as follows:

- 1.1 At least one-third (1/3) of the total number of directors, but not less than three (3) directors are independent directors. At present, the Board of Directors has eight members, three (3) of whom are independent directors.
- 1.2 The Board of Directors has appointed four (4) committees including the Audit Committee, Nomination and Remuneration Committee, Risk Management Committee, and Executive Committee to handle specific tasks on behalf of the Board. Each committee has the rights and duties as described in the Authorities and Duties of the Committee.
- 1.3 At every annual general meeting of shareholders, one-third (1/3) of the total number of directors shall retire. If the number of directors cannot be divided by three, then the number nearest to one-third (1/3) shall retire. The retiring directors can be re-elected.
- 1.4 Independent directors must be qualified persons who possess expertise in accounting, finance, and appropriate fields of business in order to protect the interests of shareholders and other stakeholders. They must also possess the qualifications required by the Securities and Exchange Commission and Stock Exchange of Thailand.
- 1.5 The Company has clearly separated the roles and responsibilities of the Board of Directors from those of management. While the Board is responsible for determining policies and ensuring that management performs in accordance with the policies, executives are responsible for managing the Company in line with the policies. The Chairman of the Board and President are thus different individuals and both positions must be appointed by the Board of Directors.

The company secretary serves the Board of Directors by providing support on regulatory matters; arranging meetings of the Board, Committees, and shareholders to ensure compliance with laws and the Company's Articles of Association and Code of Conduct; preparing and keeping the Register of Directors; preparing invitation notice for shareholders' meeting and meeting minutes; keeping a report of conflicts of interest prepared by directors and executives, and performing any other acts as required by the Securities and Exchange Commission. The company secretary shall also be responsible for submitting a copy of the report of conflicts of interest prepared by directors to the Chairmen of the Board and the Audit Committee within seven days of the receipt of the report.

2. Roles, Duties, and Responsibilities of the Board of Directors

Duties and Responsibilities of the Chairman of the Board

The Chairman of the Board is responsible for governing the implementation of policies and strategic operations of management, as well as providing advice and support business operations, but does not involve in the management of the Company. The Chairman of the Board acts as the chairman of the Board's meeting and shareholders' meeting and encourages every director to participate in the meeting and ensures that the Board's meeting and shareholders' meeting proceed in an efficient manner. The key roles of the Chairman of the Board include:

2.1 Corporate Governance Policy

The Company has adopted the Corporate Governance Policy in writing. The Corporate Governance Policy and policy compliance will be reviewed at least once every year. Moreover, the Company shall strictly comply with rules and regulations set by the Securities and Exchange Commission and Stock Exchange of Thailand and/or Market for Alternative Investment and shall disclose a corporate governance performance in its annual report and annual registration statement (Form 56-1)

2.2 Code of Ethics

The Company has defined ethical principles to provide directors, management, and employees with guidance for performing their duties fairly, honestly, and in good faith and set a monitoring system to ensure compliance with such principles.

2.2.1 Responsibility to Shareholders

The Company is committed to its shareholders and strives to give shareholders the highest level of satisfaction by focusing on sustainable development and appropriate return, transparency, and reliable accounting system. To achieve these, the Company strictly complies with the following guidelines:

1.2.1.1 Sustainable Growth

- Perform duties honestly and treat all shareholders fairly in the best interest of all parties;
- Manage the Company to the best of their ability and knowledge in all case and make decisions with due care;
- Refrain from any act that may cause a conflict of interest with the Company.

2.2.1.2 Information Disclosure

- Fully and truthfully report status and future trends of the Company to all shareholders on a regular basis;
- Do not use any undisclosed information of the Company to gain personal benefit and for the benefit of others;
- Do not disclose confidential information to third parties that may cause damage to the Company.

2.2.2 Relationships with Customers and the Public

The Company strives to establish trust with customers and the public and assure them that they will receive quality products and services at an appropriate price. It has set forth guidelines to be observed as follows:

2.2.2.1 Strive to create satisfaction for customers and assure them that they will receive quality products and services at an appropriate price and that the Company will continue to improve the standard of products and services;

2.2.2.2 Truthfully provide complete, accurate, and up-to-date information on products and services and maintain good relationship with customers;

2.2.2.3 Offer product and service warranty within an appropriate period;

2.2.2.4 Set up a system for customers and the public to file a complaint about products and services and properly handle the complaint process to deliver a quick response;

2.2.2.5 Do not set an exorbitant price beyond the price of the goods of the same class or kind and prohibit unfair terms of trade;

2.2.2.6 Strictly comply with terms and conditions with customers and the public and immediately notify customers and the public when such compliance cannot be achieved in order to find solutions together;

2.2.2.7 Protect confidential information of customers and refrain from using such information for personal benefit and the benefit of others.

2.2.3 Relationships with Business Partners, Competitors, and Creditors

The Company cares about honesty and equality practices in business and developing mutual benefits with partners. The Company's partners shall strictly comply with laws and rules and adhere to business ethics principles. The Company shall also uphold a fair competition and best practices for borrowing and repaying loans. To achieve these, the Company has set forth guidelines to be observed as follows:

2.2.3.1 Relationship with Business Partners

- Refrain from demanding, accepting, or paying of benefits in dealing with partners;
- Strictly comply with the terms and conditions made with partners;
- If compliance with terms and conditions cannot be achieved, immediately notify partners in order to find solutions together.

2.2.3.2 Relationship with Competitors

- Comply with fair competition rules;
- Avoid making false accusations to damage the reputation of competitors.

2.2.3.3 Relationship with Creditors

- Strictly comply with the terms and conditions made with creditors including those for repayment and collateral management. Do not use loan capital in a way that conflicts with the objectives in the agreement made with creditors;
- Truthfully report the Company's financial status to creditors;
- Notify creditors in advance if unable to comply with agreement obligations and work together to find solutions.

2.2.4 Workplace Environment and Culture Promotion

Employees are an important factor for success. The Company is thus committed to creating positive workplace environment and culture and promoting teamwork as follows:

2.2.4.1 Offer fair employee compensation in the form of salary and/or bonus;

2.2.4.2 Maintain safe working environment;

2.2.4.3 Appointment, transfer, reward, and punishment must be carried out fairly and honestly based on knowledge, ability, appropriateness, and performance of individual employee;

2.2.4.4 Focus on development and transmission of knowledge and skills. Provide equal opportunities for all employees;

2.2.4.5 Listen to opinions and suggestions of employees at all levels;

2.2.4.6 Strictly comply with employment laws and regulations;

2.2.4.7 Avoid unfair conducts that may affect employee job security.

2.2.5 Social and Environmental Responsibility

The Company cares about society and life quality and takes natural resources conservation and energy efficiency seriously. It has set forth guidelines to be observed as follows:

2.2.5.1 The Company shall consider alternative natural resources with minimal impact on society, life quality, and the environment;

2.2.5.2 Provide support to social and environmental activities regularly;

2.2.5.3 Continually promote social and environmental responsibility consciousness among employees at all levels;

2.2.5.4 Place importance on conducting business with partners who share the Company's concern on social and environmental responsibility;

2.2.5.5 The Company regards energy conservation as its key policy;

2.2.5.6 Ensure strict compliance with laws and regulations prescribed by regulatory agencies;

2.2.5.7 The Company places importance on social and community activities to promote creative development and natural resources conservation, as well as support youth education and public benefit activities to help disadvantaged communities to become self-reliant;

2.2.5.8 The Company upholds democracy and encourages employees to exercise their constitutional rights to vote. However, the Company does not have a policy to financially support, whether directly or indirectly, any politician for the benefit of that politician or political party.

The Company has communicated with all employees to ensure strict compliance with these guidelines.

3. Conflict of Interest Prevention

The Board of Directors has set forth a conflict of interest policy based on the principle that any business decision must be made in the best interest of the Company and any act that may cause a conflict of interest must be avoided. A person who is related or connected with a given transaction shall notify the Company of such relation or connection and shall not participate in a decision-making process and approve that transaction.

The Audit Committee shall report related-party transactions and conflicts of interest that have been thoroughly considered in accordance with rules set forth by the Securities and Exchange Commission and/or Stock Exchange of Thailand to the Board of Directors. Such transactions and conflicts of interest shall also be disclosed in financial statements, annual report, and annual registration statement (Form 56-1).

4. Internal Control System

The Company places importance on internal control system in both management and practitioner levels. To ensure efficiency, the Company has clearly specified authorities, duties, and responsibilities of executives and practitioners in writing; supervised the use of company assets; and separated the roles and responsibilities of practitioners from those of monitoring and assessing officers. The Audit Committee has been appointed to review the internal control system and conduct an internal audit.

5. Risk Management

Since 2015, the Company has conducted an internal control system assessment to ensure its adequacy, make operational improvements, and manage risks in order to reduce impacts on the Company's business and increase efficiency.

6. Board of Directors' Report

The Audit Committee is responsible for reviewing a financial report prepared jointly by finance and accounting department and auditor to submit to the Board of Directors every quarter. The Board of Directors is responsible for financial statements and financial information (statement of the Board of Directors' responsibilities for financial report) to confirm that such financial statements are prepared in accordance with Generally Accepted Auditing Standards and audited by the Company's auditor in annual report and shall ensure that all important information, both financial and non-financial, is disclosed truthfully and completely on a regular basis.

7. Board of Directors' Meeting

The Board of Directors is required to hold a meeting at least once every three months. Special meetings may be held as needed. The Board shall be informed of a date and time of a Board's meeting and meeting agenda and accompanying information in advance prior to the meeting to allow sufficient time for review as required by the Company's Articles of Association, except in an urgent case. The meeting shall be recoded and certified meeting minutes shall be kept for reference and accountability purposes.

The Chairman of the Board shall determine meeting agenda and allow the directors to propose agenda items to be considered at the meeting.

The Chairman of the Board shall act as a chairman of the meeting and shall give an opportunity for directors to express their opinions freely. At times, high ranking executives may attend the meeting, as a concerned party, to obtain useful information and

policies directly. A resolution of the Board's meeting shall be passed by a majority of votes. In casting votes, each director shall have one vote. Directors with stakes in a particular matter being considered shall not attend the meeting and/or shall refrain from voting on that matter. In the case of an equality of votes, the chairman of the meeting shall cast an additional vote as a deciding vote.

8. Remuneration of Directors and Executives

The Company has a policy to pay directors and executives an appropriate remuneration, taking into account the Company's operating results and remuneration consistency in the same business/industry, as well as appropriateness of duties and responsibilities of individual directors and executives.

The Company sets remuneration of executives exercises with due care, based on competitive market rate in the same business in order to motivate and retain skilled executives. Executives with more responsibilities shall receive compensation appropriate with their duties and responsibilities. The remuneration of directors and executives shall be based on the Company's operating results and performance of individual executives. The Nomination and Remuneration Committee is responsible for determining appropriate monetary remuneration for directors, committee members, chief executive officer, and executives who directly report to chief executive officer. The remuneration of directors and committee members must be approved at the Board's meeting and annual ordinary general meeting of shareholders.

9. Development of Directors and Executives

The Company has a policy to provide and facilitate development and training programs for directors involving in the Company's management including the Board members, audit directors, executives, and company secretary in order to continually improve their effectiveness. When there is a change to the Board or a new director is appointed, management shall provide documents and information useful for the assigned duties and introduce the Company's business and operation to the new director.

10. Insider Information Control

The Company is committed to ensure that the use of insider information is in accordance with good governance principles. To ensure that investors receive reliable information in an equitable and timely manner, the Company has set regulations to control the use of insider information and securities trading of directors, executives, and employees to ensure compliance with securities laws and transparency in business as follows:

- Directors, executives, and employees at all levels shall not use insider information and information obtained by virtue of their positions, which has not been disclosed to the public or Stock Exchange of Thailand and may affect securities prices, for personal benefit or the benefit of others.
- Directors, executives, and high-ranking executives must report the trading of the Company's securities in accordance with laws and are prohibited from trading the Company's securities within the required time period.

The Company shall publicly disclose information on its important operations promptly through media and methods described by the Stock Exchange of Thailand and its disclosure policy through the Company's media to ensure that investors receive such information on a timely and equitable basis.

11. Communication with the Board of Directors

Stakeholders may communicate with the Board of Directors by sending letters, information, or suggestions to the Company.

12. Term of Directorship

At every annual general meeting of shareholders, one-third (1/3) of the total number of directors shall retire by rotation. If the number of directors cannot be divided by three (3), the number nearest to one-third (1/3) shall retire. The method of drawing lots

shall be applied to determine directors to be retired in the first and second years after the Company has been listed. In the subsequent years, directors who are in the position the longest shall retire. The retiring directors can be re-elected.

In the case that any director position is vacant due to reason other than by rotation, the Board of Directors shall appoint any person who possesses qualifications and no prohibited characteristics specified in Section 68 of the Public Limited Companies Act B.E. 2535 as director to fill the vacancy in the next Board's meeting, unless the remaining term of vacant position is less than two months. The person so appointed shall retain his/her office for the remaining term of the vacant position.

Term of the Audit Committee

- (1) The term of the Audit Committee shall be three (3) years and the committee members may be re-appointed for another term. If the director is in the position for nine (9) years or three (3) consecutive terms, the Board of Directors shall review the independence of that director annually.
- (2) If any audit committee member wishes to resign before his/her completion of the term, the director shall give a resignation letter to the Chairman of the Board. The resignation shall be effective upon the receipt of the resignation letter by the Company. The Board of Directors shall appoint any director who possesses full qualifications as audit director to fill the vacancy within ninety (90) days of the resignation. The person so appointed shall retain the office for the remaining term of the vacant position.

In the case that the entire Audit Committee retires due to reason other than lack of qualifications or possessing prohibited characteristics, the retiring committee members shall retain the position until a new Audit Committee is appointed

Part 3 Charters of the Board of Directors and Committees

1. Charter of the Board of Directors

Objectives

The Board of Directors plays an important role in determining policies, vision, strategies, and business directions in the best interest of the Company and is accountable to shareholders. The Board of Directors shall perform its duties with due care and in good faith to ensure fairness to all stakeholders under the principles of good corporate governance and shall monitor and oversee the operation of management to ensure that the Company's objectives are met in accordance with policy framework, laws, objectives, articles of association, and resolutions of the Board of Directors' meeting and meeting of shareholders.

Composition of the Board of Directors

1. The Board of Directors shall comprise at least five members, not less than one half of whom shall reside in the kingdom.
2. The Board of Directors shall be composed of executive directors and/or non-executive directors and independent directors. At least one-third of the total number of directors but not less than three directors should be independent directors. The qualifications of the independent directors shall be in accordance with the rules set forth by the Capital Market Supervisory Board and Stock Exchange of Thailand.
3. The Board of Directors shall appoint one person who may or may not be a director to serve as secretary to the board.
4. Directors shall be elected by a meeting of shareholders in accordance with rules and procedures as follows:
 - 4.1 One shareholder has a number of votes equal to the number of shares he/she holds and one share equals one vote;
 - 4.2 Each shareholder may use all his/her votes to elect one or more candidates to be directors but shall not discriminately divide the votes among the candidates.
 - 4.3 Candidate shall be ranked according to the votes they have received in descending order and the directors shall be appointed in that order until the required number of directors is filled. In the case that the number of candidates in the next

respective order receiving equal votes exceeds the number of directors to be elected, then the chairman of the meeting shall cast the deciding vote.

Qualifications of the Board of Directors

1. Directors shall possess qualifications and no possess prohibited characteristics as specified by the Public Limited Companies Act B.E. 2535 (and Amendment) and shall not have characteristics indicating a lack of appropriateness in respect of trustworthiness in managing business whose shares are held by public shareholders as specified by the Securities and Exchange Commission and Stock Exchange of Thailand. Directors shall be listed in the List of Directors and Executives of Securities Companies in accordance with the Notification of the Capital Market Supervisory Board on Criteria for Listing in the List of Directors and Executives of Securities Companies.
2. Directors must be persons with morals, ethical values, and good work history and have sufficient time to devote their knowledge and abilities to fully perform duties for the Company.
3. Directors shall be knowledgeable or experienced in business management, accounting and finance, or other appropriate fields.
4. Directors should attend every Board's meeting and shareholder meeting except in cases of force majeure.
5. Directors shall not operate business that is the same as and competing with the Company or become partners or directors in other juristic persons that are the same as and competing with the Company, whether for their own or for others' benefits, unless the directors notify the shareholder meeting prior to their appointment.
6. Directors must promptly notify the Company if they have stakes in any contract made by the Company, whether directly or indirectly, or hold shares or debentures in the Company or affiliated company.
7. Directors shall possess other qualifications that may be subsequently added in order to be consistent with laws and other appropriateness.

Duties and Responsibilities of the Board of Directors

1. Perform duties responsibly, with due care, and in good faith in the best interest of the Company and to ensure compliance with laws, objectives and Articles of Association of the Company, shareholder meeting's resolutions, and regulations set forth by the Stock Exchange of Thailand and Securities and Exchange Commission.
2. Determine vision, policies, objectives, operation plans, financial strategies, annual budget, and business directions of the Company and ensure that management performs in accordance with the determined policies efficiently and effectively in the best interest of shareholders.
3. Regulate, supervise, oversee, and monitor the performance of management to ensure operations are carried out in accordance with the determined policies and budgets efficiently and review policies, operation plans, and budgets regularly.
4. Be accountable to shareholders, act in the best interest of shareholders, disclose important information to investors accurately and in full, uphold transparency and other standards.
5. Assess performance and set remuneration of directors and senior executives.
6. Be accountable for operating results and performance of management and ensure it conducts its duties attentively and carefully.
7. Ensure that feasible and reasonable business objectives are clearly determined and can be evaluated to be used as guidelines for operations.
8. Ensure that business operations and practices are carried out with integrity.
9. Ensure that risk management system is implemented by management efficiently and effectively.
10. Make decision on key matters, such as large-scale investment plan and policy, management authority, acquisition and

disposition of assets, and other transactions required by laws.

11. Determine approval levels and authorities of persons or groups of persons to conduct transactions and business operations in accordance with relevant laws to be compiled into an authority manual and review the manual at least once every year.
12. Ensure reliable accounting system, financial reporting, and auditing, as well as internal control system assessment.
13. Make sure the balance sheet and income statement are prepared at the end of each accounting period and are audited by the auditor to be approved at a meeting of shareholders.
14. Protect the interest of shareholders and ensure that efficient internal control system and internal audit are in place. Set procedures to ensure information disclosure and reports are accurate and complete in accordance with relevant laws, notifications, regulations and/or rules of the Securities and Exchange Commission and Stock Exchange of Thailand.
15. Acknowledge important audit reports prepared by the Audit Committee or Internal Audit Department, as well as audit accounts and company advisors and determine resolutions.
16. Consider management structure and appoint managing director, executive committee, and other committees as appropriate.
17. Hold an annual ordinary general meeting of shareholders within four months from the end of an accounting period.
18. Give consent to a nomination of auditor(s) and consider an audit fee to be presented at a meeting of shareholders for approval.
19. Prepare a statement of the Board of Directors' responsibilities for financial report to be included together with an auditor's report in an annual report and for other important matters in accordance with the Stock Exchange of Thailand's Principle of Good Corporate Governance for Listed Companies.
20. Appoint, assign, or advise a committee or working group to consider or carry out specific tasks on behalf of the Board.
21. Ensure that each committee complies with its committee charter.
22. Consider and approve matters related to the Company or deemed appropriate for the Company's interest.
23. Authorize a director or directors or other persons to carry out specific tasks on behalf of the Board. The authorized person(s) shall not have the power to approve transactions if he/she is a person with conflicts of interest ("person with conflicts of interest" shall have a meaning as defined in the Notification of Securities and Exchange Commission and/or relevant laws) or has stakes or any other conflicts of interest with the Company or subsidiary company (if any), unless such transaction approvals are in accordance with the policy and rules approved by the Board in line with Securities and Exchange Act, and rules, regulations, notifications, or orders of the Stock Exchange of Thailand and Securities and Exchange Commission.

Furthermore, the following matters must be approved by a meeting of shareholders:

- Matters required by laws to be approved by a meeting of shareholders;
- Enter into transactions in which directors have stakes and required by laws or regulations of the Stock Exchange of Thailand to be approved by a meeting of shareholders;
- The following matters require approval from a Board's meeting and meeting of shareholders with votes of not less than three-fourths of the total number of votes of shareholders present at the meeting and entitled to vote:
 - Selling or transferring the undertaking of the company, in whole or in substantial part, to any other person;
 - Purchasing or taking a transfer of the undertaking of any other public company or private company to be owned by the company;
 - Concluding, modifying or terminating any of the company's undertaking lease contract, in whole or in substantial part, the entrusting of any other person to manage the business of the company, or an amalgamation of the undertaking with any other person with an objective to share profits and loss;
 - Amending Memorandum of Association or Articles of Association;
 - Issuing new shares to pay debt under the Debt to Equity Conversion Scheme;

- Increasing and reducing capital, issuing debentures, and merging or Dissolving company;
- Any other matters required by laws.

Directors who have stakes or conflicts of interest in a given matter shall be prohibited from voting on that matter.

24. Board members shall conduct a self-assessment and assess the performance of the Board as a whole.

Furthermore, the Board of Directors is responsible for ensuring compliance with Securities and Exchange Act; regulations of the Stock Exchange of Thailand such as connected transactions and acquisition and disposition of assets; notifications of the Securities and Exchange Commission and Capital Market Supervisory Board; or laws related to the business of the Company.

Election of Directors and Term of Office

Directors shall be elected by a meeting of shareholders in accordance with rules and procedures as follows:

1. Each shareholder shall have a number of votes equal to the number of shares he/she holds and one share equals one vote;
2. Directors may be elected individually or as a slate as the shareholder meeting deems appropriate. In each election, each shareholder shall cast all his/her votes under article 1 which shall not be discriminately divided among the candidates. Thus, shareholders cannot discriminately divide the votes among the candidates in accordance with Section 70 Paragraph 1 of the Public Limited Companies Act (use non-cumulative voting only).
3. Directors shall be elected by the majority of the votes casted. In the case of a tie, the chairman of the meeting shall cast the deciding vote.

Any director wishing to resign from position shall submit a resignation letter to the Company and may notify the public

25. Appoint, assign, or advise a committee or working group to consider or carry out specific tasks on behalf of the Board.
26. Ensure that each committee complies with its committee charter.
27. Consider and approve matters related to the Company or deemed appropriate for the Company's interest.
28. Authorize a director or directors or other persons to carry out specific tasks on behalf of the Board. The authorized person(s) shall not have the power to approve transactions if he/she is a person with conflicts of interest ("person with conflicts of interest" shall have a meaning as defined in the Notification of Securities and Exchange Commission and/or relevant laws) or has stakes or any other conflicts of interest with the Company or subsidiary company (if any), unless such transaction approvals are in accordance with the policy and rules approved by the Board in line with Securities and Exchange Act, and rules, regulations, notifications, or orders of the Stock Exchange of Thailand and Securities and Exchange Commission.

Furthermore, the following matters must be approved by a meeting of shareholders:

- Matters required by laws to be approved by a meeting of shareholders;
- Enter into transactions in which directors have stakes and required by laws or regulations of the Stock Exchange of Thailand to be approved by a meeting of shareholders;
- The following matters require approval from a Board's meeting and meeting of shareholders with votes of not less than three-fourths of the total number of votes of shareholders present at the meeting and entitled to vote:
 - Selling or transferring the undertaking of the company, in whole or in substantial part, to any other person;
 - Purchasing or taking a transfer of the undertaking of any other public company or private company to be owned by the company;
 - Concluding, modifying or terminating any of the company's undertaking lease contract, in whole or in substantial part, the entrusting of any other person to manage the business of the company, or an amalgamation of the undertaking with any other person with an objective to share profits and loss;

- Amending Memorandum of Association or Articles of Association;
- Issuing new shares to pay debt under the Debt to Equity Conversion Scheme;
- Increasing and reducing capital, issuing debentures, and merging or Dissolving company;
- Any other matters required by laws.

Directors who have stakes or conflicts of interest in a given matter shall be prohibited from voting on that matter.

29. Board members shall conduct a self-assessment and assess the performance of the Board as a whole.

Furthermore, the Board of Directors is responsible for ensuring compliance with Securities and Exchange Act; regulations of the Stock Exchange of Thailand such as connected transactions and acquisition and disposition of assets; notifications of the Securities and Exchange Commission and Capital Market Supervisory Board; or laws related to the business of the Company.

Election of Directors and Term of Office

Directors shall be elected by a meeting of shareholders in accordance with rules and procedures as follows:

4. Each shareholder shall have a number of votes equal to the number of shares he/she holds and one share equals one vote;
5. Directors may be elected individually or as a slate as the shareholder meeting deems appropriate. In each election, each shareholder shall cast all his/her votes under article 1 which shall not be discriminately divided among the candidates. Thus, shareholders cannot discriminately divide the votes among the candidates in accordance with Section 70 Paragraph 1 of the Public Limited Companies Act (use non-cumulative voting only).
6. Directors shall be elected by the majority of the votes casted. In the case of a tie, the chairman of the meeting shall cast the deciding vote.

Any director wishing to resign from position shall submit a resignation letter to the Company and may notify the public

7. companies registrar of his/her resignation. The resignation shall be in effect from the day on which the Company receives the resignation letter onwards.

Term of Office

1. At every annual general meeting of shareholders, one-third of the total number of directors shall retire. If the number of directors cannot be divided by three, then the number nearest to one-third shall retire. The retiring directors can be re-elected. The method of drawing lots shall be applied to determine directors to be retired in the first and second years after the Company has been listed. In the subsequent years, directors who are in the position the longest shall retire.
2. In the case that any director position is vacant due to reason other than by rotation and the remaining term of office is not less than two months, the Board of Directors shall appoint any person who possesses qualifications and no prohibited characteristics specified in the Public Limited Company Act, Securities and Exchange Act, and other laws related to the Company's business as director to fill the vacancy in the next Board's meeting. The person so appointed shall retain his/her office for the remaining term of the vacated director.
3. Directors vacating office can be re-elected. In addition to vacating office by rotation, directors shall vacate office upon:
 - a) Death;
 - b) Resignation;
 - c) Lack of qualifications or possessing prohibited characteristics specified by laws;
 - d) Being removed by a resolution of a meeting of shareholders;
 - e) Being removed by court order.

A shareholder meeting may pass a resolution to remove any director before the expiration of his/her term of office by the vote of not less than three-fourths of the number of shareholders attending the meeting and entitled to vote and the total number of shares of not less than one half of the number of shares held by shareholders attending the meeting and entitled to vote.

Board of Directors' Meeting

1. The Board of Directors is required to hold a meeting at least once every three months. Directors should attend every meeting to express their opinions and exercise discretion independently. If a director is unable to attend the meeting due to force majeure, he/she must notify the Secretary to the Board in advance. The Company shall report the number of meetings attended by each director in the annual report.
2. The Chairman of the Board or person designated by the Chairman shall set a date, time, and place for a Board's meeting. A meeting may be held in the province where the Company's head office is located or nearby province or any other appropriate place in accordance with the Company's Articles of Association. If the Chairman of the Board or person designated by the Chairman does not set a meeting venue, that meeting shall be held at the Company's head office.
3. Secretary to the Board or person designated by the Chairman shall send a meeting invitation letter to each director at least seven days in advance of the meeting. In urgent cases, a meeting may be notified by other means or less than seven days in advance. Secretary to the Board shall send meeting documents to directors in advance of the meeting and such meeting documents should provide adequate information that allows directors to make decisions and exercise discretion independently. Secretary to the Board is also responsible for recoding a meeting, preparing meeting minutes within 14 days from the meeting completion date to be submitted to the Chairman for signature, and keeping the meeting minutes in a systematic manner.
4. A Board's meeting requires the presence of not less than one half of the total number of directors to constitute a quorum and the Chairman of the Board to chair the meeting. If the Chairman is absent at the meeting or unable to perform such duty, the Vice Chairman of the Board shall chair the meeting. If there is no Vice Chairman or the Vice Chairman is unable to perform such duty, the directors attending the meeting shall select one among them to chair the meeting.
5. Directors with stakes in a particular matter being considered by the Board must not express opinions or vote on that matter.
6. A decision of the Board's meeting shall be by the majority of votes. In casting votes, each director shall have one vote. In the case of an equality of votes, the chair of the meeting shall have an additional vote as a deciding vote. The opinion of the director who votes against the matter must also be included in the meeting minutes.
7. The Board of Directors may invite concerned parties including relevant committees, executives, auditors, internal auditors, lawyers, and employees from parent and subsidiary company (if any) to attend the meeting to discuss or clarify issues and answer queries.
8. Secretary to the Board or person designated by the Chairman is responsible for preparing the minutes of a Board's meeting.

2. Charter of the Audit Committee

Objectives

The Audit Committee shall comprise independent directors to audit the Company's undertakings and review the internal control system to ensure that organizational units perform their duties efficiently in accordance with laws and workplace regulations and that management is carried out appropriately, efficiently, and effectively. The Audit Committee shall also review the Company's financial report together with the auditor to ensure reliability and accurate and complete information disclosure in accordance with relevant standards and regulations and assure investors and stakeholders that the Company's undertakings are audited and governed carefully, fairly, and transparently in accordance with the principles of good corporate governance.

Composition of the Audit Committee

1. The Audit Committee shall be composed of not less than three (3) independent directors who possess qualifications as specified in the Securities and Exchange Act B.E. 2535 and notifications, rules, and/or regulations of the Securities and Exchange Commission and Stock Exchange of Thailand.
2. Members of the Audit Committee shall possess the skills appropriate to the designated duties. At least one committee member must have knowledge, understanding, or experience in accounting and finance.
3. The Board of Directors or Audit Committee shall select one committee member to act as the Chairman of the Audit Committee and may appoint a secretary to the Audit Committee to assist in meeting scheduling, preparing meeting agenda, sending meeting documents, and recording meeting minutes.

Qualifications of the Audit Committee

1. Must be appointed by the Board of Directors and approved by the meeting of shareholders.
2. Possess qualifications as specified in the Public Limited Companies Act, Securities and Exchange Act, and notifications, rules, and/or regulations of the Securities and Exchange Commission and Stock Exchange of Thailand.
3. At least one committee member must have adequate knowledge in accounting and finance to review the reliability of financial statements.
4. Members of the Audit Committee must be independent directors with the following qualifications:
 - 4.1 Hold shares of not more than one per cent of the total shares entitled to vote of the Company, parent company, subsidiary, or associated company, major shareholder, or controlling person which shall be inclusive of the shares held by related persons.
 - 4.2 Not currently or never have been a director who takes part in management, employee, staff member, advisor who receives a regular salary, or controlling person of the Company, parent company, subsidiary, associated company, or subsidiary at the same level of major shareholder or controlling person, excepted that that person has retired from that position for not less than two years prior to applying for approval from the Securities and Exchange Commission. These prohibited characteristics do not include cases where an independent director has been a public servant or advisor of a government agency who is a major shareholder or controlling person of the Company.
 - 4.3 Not a person with blood relation with or legal status as father, mother, spouse, sibling, or child including spouse of that child to other director, executive, major shareholder, controlling person, or person who will be nominated as director, executive, or controlling person of the Company or subsidiary company (if any).
 - 4.4 Not currently have or never have had any business relations with the Company, parent company, subsidiary, associated company, major shareholder, or controlling person in the way that may affect the exercise of independent discretion. Not currently or never have been a significant shareholder or controlling person for persons having business relations with the Company, parent company, subsidiary, associated company, major shareholder, or controlling person, excepted that that person has been free from that relation for not less than two years prior to applying for approval from the Securities and Exchange Commission. These business relations shall include regular commercial transactions, leasing or leasing out property, asset or service transactions, or providing or receiving financial supports including loaning or borrowing, guaranteeing, pledged assets, and other similar behaviors that cause the company or contract party to bear a debt obligation to pay the other party higher than three percent of the Company's net tangible assets or higher than 20 million Baht, whichever is the lowest. A calculation of such debt obligation shall be in accordance with the formula for calculation of connected transactions under the Notification of the Capital Market Supervisory Board on Connected Transactions, with the necessary changes having been made. A consideration of such debt obligation shall include debt obligations incurred in the period of one year prior to entering into business relation with the same person.

- 4.5 Not currently or never have been an auditor of the Company, parent company, subsidiary, associated company, major shareholder, or controlling person of the Company and also not currently or never have been a significant shareholder, controlling person, or partner of the auditing firm of the current auditor of the Company, parent company, subsidiary, associated company, major shareholder, or controlling person, excepted that that person has retired from that position for not less than two years prior to applying for approval from the Securities and Exchange Commission.
- 4.6 Not currently or never have been a provider of professional services, legal consulting, or financial consulting services with a fee more than two million Baht per year to the Company, parent company, subsidiary, associated company, major shareholder, or controlling person of the Company and also not currently or never have been a significant shareholder, controlling person, or partner of a provider of such professional services, excepted that that person has retired from that position for not less than two years prior to applying for approval from the Securities and Exchange Commission.
- 4.7 Not currently a director appointed to represent the Company's directors, major shareholders, or shareholder related to major shareholder.
- 4.8 Not currently operate business similar to and significantly competing with the Company or subsidiary; or not a significant partner of a partnership or director who takes part in the management, or employee or consultant who receives a regular salary; or hold more than one percent of voting shares of any other companies operating business similar to and significantly competing with the Company and subsidiary.
- 4.9 Not under any conditions that may impede from having independent views towards the company's operations.
- 4.10 The independent director possessing the above qualifications may be designated by the Board of Directors to make decisions on the operations of the Company, associated company, same-level subsidiary, major shareholder, or controlling person in a collective decision process.
- 4.11 Be capable of performing duties, giving opinions, or reporting the results of performance of work according to the duties delegated by the Board of Directors free and clear of the control of executives or major shareholders of the Company including related persons or close relatives of the said persons.
- 4.12 Be a trustworthy and generally accepted person.
- 4.13 Be able to devote sufficient time to perform the duties of the Audit Committee.

Scope of Duties and Responsibilities

1. Review the Company's financial report to ensure accuracy and reliability as well as adequate disclosure by coordinating with external auditors and executives responsible for quarterly and annually financial reporting.
2. Review the Company's internal control system to ensure appropriateness and efficiency. The Committee may suggest reviewing or examining any items deemed necessary and important and recommend ways to improve the internal control system to the Board of Directors. The internal control system review shall be conducted jointly with external auditors and internal audit manager.
3. Review the Company's compliance with Securities and Exchange Act B.E. 2535, notifications, regulations, and/or rules of the Securities and Exchange Commission and Stock Exchange of Thailand, and other laws related to the Company's business.
4. Select and nominate an independent person to perform auditor functions including account, control system, and financial statement auditing. The Audit Committee has the power and responsibility to select, evaluate, propose remuneration, and oversee the performance of the auditor, as well as review or guarantee the audit firm to the Board of Directors.

The auditor and audit firm shall report directly to the Audit Committee. The Audit Committee has the authority to approve the terms and conditions and preliminary audit fee and other service fees proposed by the auditor.

The Audit Committee will provide advices to the Board of Directors in order to propose to an annual ordinary meeting of shareholders to approve the appointment of auditor and audit fee.

5. Meet with executives and auditor as appropriate to discuss about auditing problems and limitations and management's actions to solve such problems and limitations, as well as risk management and assessment policy, important financial risks, and measures taken by management to control or reduce such risks. Moreover, the Audit Committee shall resolve any conflict between executives and auditor related to financial report and shall hold a meeting with the auditor without the presence of management at least once a year.
6. Promote and build a sense of independence of auditor. The Audit Committee shall provide discuss with the auditor about his/her independence from management and the Company, including any relationship or service between the Company and auditor that may affect the auditor's impartiality.
7. Review the Company's financial statements, accounting standards and policy, and important changes related to accounting standards, principles, or practices as well as important decisions that may affect financial reporting, including choices, reasons, and results of such decisions.
8. Consider connected transactions or transactions with potential conflicts of interest to ensure compliance with laws and regulations of the Stock Exchange of Thailand and make sure that such transactions are reasonable and in the best interest of the Company. Disclosure of information must be done accurately and fully.
9. Review and approve or ratify any transaction made between the Company and related party required to be disclosed by the Securities and Exchange Commission.
10. Review the internal audit plan in accordance with Generally Accepted Auditing Standards.
11. Ensure that an appropriate and efficient risk management system is in place.
12. Report the Audit Committee's performance to the Board of Directors at least four times a year.
13. Provide opinions on appointment, dismissal, and evaluation of internal audit's officers.
14. The Audit Committee is entitled to invite management, executives, or employees to attend the meeting to discuss issues or give opinions or documents deemed necessary or relevant.
15. The Audit Committee is entitled to hire a consultant or outsider under the Company's regulations to provide opinions or advices as necessary.
16. Prepare the Audit Committee's corporate governance report and publish it in the annual report. Such report must be signed by the Chairman of the Audit Committee and contain at least the following information:
 - a) Opinion on the accuracy, completeness, and reliability of the financial report;
 - b) Opinion on the adequacy of the Company's internal audit system;
 - c) Opinion on the compliance with Securities and Exchange Act, regulations of the Stock Exchange of Thailand, or laws related to the Company's business;
 - d) Opinion on the suitability of the auditor;
 - e) Opinion on transactions with potential conflicts of interest;
 - f) Number of the Audit Committee's meetings and number of meetings attended by each member of the Audit Committee;
 - g) Opinion or overview observation obtained by the Audit Committee from its performance in accordance with the charter;
 - h) Any other matter that shareholders and general investors should know within the scope of duties and responsibilities designated by the Board of Directors.
17. The Audit Committee must conduct a self-assessment and report the assessment results as well as problems that may cause the Audit Committee to be unable to achieve its objectives to the Board of Directors every year.
18. Revise and improve the Charter of the Audit Committee.

19. If the Audit Committee finds or suspects a transaction or action to potentially affect significantly financial status and operating results of the Company such as transaction with conflicts of interest, potential corruption, significant error or defect in the internal control system, and violation of Securities and Exchange Act or regulations of the Stock Exchange of Thailand, the Audit Committee shall notify the Board of Directors in order to rectify the problems within the time period deemed appropriate by the Audit Committee. Any member of the Audit Committee may report that transaction or action to Securities and Exchange Commission or Stock Exchange of Thailand.
20. Ensure that there are channels for reporting complaints related to improper items in financial statements or other issues and assure complaint reporters that there will be an independent review and appropriate follow-up procedures.
21. If necessary, the Audit Committee may seek advices about investigation from external advisor or professional expert at the Company's own expense in accordance with regulations of the Company.
22. Perform any other task as designated by the Board of Directors within the scope of duties and responsibilities of the Audit Committee.

Term of Office

1. The term of office of the Audit Committee shall cover a period of three years and the committee may be re-appointed for another term. In addition to vacating office due to term expiration, directors shall vacate office upon:
 - a) Death;
 - b) Resignation;
 - c) Lack of qualifications of audit director under this Charter or criteria set by the Stock Exchange of Thailand and relevant laws;
 - d) Retire from director position;
 - e) Being removed by a resolution of a Board's meeting or meeting of shareholders;
 - f) Being removed by court order.
2. In the case that any audit committee member wishes to resign, he/she should give a resignation letter to the Chairman of the Board one month in advance together with reason(s) for resigning. The Company must immediately report such resignation and send a copy of the resignation letter to the Stock Exchange of Thailand. In the case that the entire audit committee members resign, the resigning committee members shall be acting in a position until a new audit committee is appointed.
3. In the case that an audit director position is vacant due to reason other than term expiration, the Board of Directors shall appoint any person who possesses full qualifications as audit director to fill the vacancy within 90 days. The person so appointed shall retain his/her office for the remaining term of the vacated director.

Audit Committee's Meeting

1. The Audit Committee is required to hold at least four meetings every year to consider financial statements, internal audit report, and other matters. The Audit Committee shall also consider connected transactions or acquisition or disposition of assets to be undertaken by management based on the appropriateness and reasonability of each transaction in the best interest of the Company in accordance with the rules on connected transactions or acquisition or disposition of assets set forth by the Stock Exchange of Thailand. The Chairman of the Audit Committee may call a special meeting to consider any urgent matter as appropriate.
2. The Chairman of the Audit Committee or Secretary to the Audit Committee shall send a meeting invitation letter to committee members at least seven days in advance of the meeting. In urgent cases, a meeting may be notified by other

means or less than seven days in advance.

3. An Audit Committee's meeting requires the presence of not less than one half of the total committee numbers to constitute a quorum. When considering quarterly and annual financial statements, a committee member possessing knowledge and experience in accounting and finance is required to attend the meeting.
4. If the Chairman of the Audit Committee is unable to attend the meeting, committee members present at the meeting shall select one among them to act as the chairman of the meeting.
5. Members of the Audit Committee with interests in a given matter shall be prohibited from expressing opinions and voting on that matter.

A decision of the Audit Committee's meeting shall be by the majority of votes. In casting votes, each committee member

6. shall have one vote. In the case of an equality of votes, the chairman of the meeting shall have an additional vote as a deciding vote. The opinion of the committee members who do not vote on the matter shall be presented as opinion against the matter to the Board of Directors.
7. The Audit Committee may invite concerned parties including directors, executives, auditors, internal auditors, lawyers, and employees from parent and subsidiary company (if any) to attend the meeting to discuss or clarify issues and answer queries.
8. The Chairman of the Audit Committee shall report the meeting results to the next Board of Directors' meeting.
9. Secretary to the Audit Committee or designated person is responsible for recording the meeting minutes.

Audit Committee's Report

The Audit Committee report its performance results to the Board of Directors at the Board's meeting.

1. The Audit Committee shall report the finding or suspicion of the following activities, which may significantly affect the Company's financial status and operations, to the Board of Directors in order to find solutions within the time period deemed appropriate by the Audit Committee.
 - 1.1. Conflict of interest transaction;
 - 1.2. Suspected or presumed fraud or irregularity or material defect in the internal control system;
 - 1.3. Infringement of laws or any regulations of the Stock Exchange of Thailand.
2. If the Audit Committee has reported about matters which have material impacts on the financial condition and results of operation to the Board of Directors and has discussed with the Board of Directors and executives that a rectification is necessary, upon completion of the time period mutually fixed if the Audit Committee finds that such rectification has been unreasonably ignored, any member of the Audit Committee may report such finding to the Office of the Securities and Exchange Commission or the Stock Exchange of Thailand.

3. Charter of the Nomination and Remuneration Committee

Objectives

The Nomination and Remuneration Committee shall be responsible for determining recruitment criteria and policy and identifying, selecting, and nominating suitable candidates for the director position as well as fixing remuneration of directors.

Composition of the Nomination and Remuneration Committee

The Nomination and Remuneration Committee shall be appointed by the Board of Directors and shall be composed of one (1) executive director and two (2) independent directors totaling not less than three (3) members. The Chairman of the Nomination and Remuneration Committee may be appointed by the Board of Directors or Nomination and Remuneration Committee and should be an independent director.

The Nomination and Remuneration Committee may appoint a secretary to the Nomination and Remuneration Committee to assist in meeting scheduling, preparing meeting agenda, sending meeting documents, and recording meeting minutes.

Scope of Duties and Responsibilities

1. Nomination

- 1.1. Set criteria and policies for nominating members of the Board and Committees, taking into consideration the appropriate numbers, structure, and composition of the Board. Determine the qualifications of directors to be proposed to the Board of Directors and/or shareholder meeting, whichever the case may be, for approval.
- 1.2. Recruit, select, and nominate suitable candidates for director and committee member positions that are expired and/or vacant and/or added, whichever the case may be.
- 1.3. Recruit and select suitable candidates for executive positions, especially president and chief executive officer.
- 1.4. Oversee compliance with the Company's corporate governance policy. Review the corporate governance policy annually and propose revision and improvement to the Board of Directors.
- 1.5. Prepare, review, and conclude succession plan and management continuity for president position annually and report to the Board of Directors.
- 1.6. Perform any other nomination task as assigned by the Board of Directors.

2. Remuneration

- 2.1 Set criteria and policies for determining remuneration of members of the Board and Committees and executives to be proposed to the Board of Directors and/or shareholder meeting, whichever the case may be, for approval.
- 2.2 Determine the remuneration of individual directors in both monetary and non-monetary forms. The remuneration of directors and executives shall be considered based on duties, responsibilities, and performances of individual directors and executives and shall be comparable to companies with similar business. The remuneration must be submitted to the Board of Directors for consideration and approved by the Board of Directors and/or meeting of shareholders.
- 2.3 Approve the determination of directors' annual remuneration.
- 2.4 Be accountable for the Board of Directors. Clarify and answer queries about remuneration of directors, committee members, and senior executives at a shareholder meeting.
- 2.5 Disclose the policy, criteria, and reasons for determining remuneration of directors and executives as required by the Stock Exchange of Thailand in annual registration statement (Form 56-1) and annual report of the Company.
- 2.6 Perform any other remuneration task as assigned by the Board of Directors. Management and other units must report or present relevant information and documentation to the Nomination and Remuneration Committee to enable it to carry out operation to achieve its objectives.

3. Term of Office and Appointment of the Nomination and Remuneration Committee

- 3.1 The term of office of members of the Nomination and Remuneration Committee shall cover a period of not more than three (3) years and the committee members may be re-appointed for another term.
- 3.2 In the case that any committee member has completed his/her terms or is unable to hold the positions until end of term causing the members of the Nomination and Remuneration Committee to decrease to be unable to perform duties, the

Board of Directors shall appoint new committee member(s) to fill the vacancy within three (3) months from the date the position is vacant. The new committee member shall retain his/her office for the remaining term of the vacated director.

3.3 Members of the Nomination and Remuneration Committee shall vacate office upon:

- a) Expiration of term;
- b) Death;
- c) Resignation;
- d) Lack of qualifications or possessing prohibited characteristics specified by laws;
- e) Being removed by a resolution of a Board's meeting.

3.4 A member of the Nomination and Remuneration Committee wishing to resign shall give a resignation letter to the Chairman of the Board at least one (1) month in advance to give the Board of Directors sufficient time to consider appointing a new committee member.

4. Nomination and Remuneration Committee's Meeting

4.1 The Nomination and Remuneration Committee can hold any number of meetings as appropriate in order to carry out its designated duties but not less than one (1) meeting per year must be held.

The Chairman of the Nomination and Remuneration Committee or Secretary to the Nomination and Remuneration

4.2 Committee shall send a meeting invitation letter to committee members at least seven days in advance of the meeting. In urgent cases, a meeting may be notified by other means or less than seven days in advance.

4.3 A Nomination and Remuneration Committee's meeting requires the presence of not less than one half of the total committee numbers, at least one of whom must be an independent director, to constitute a quorum. When considering certain matters, an advisor possessing knowledge and experience in nomination and remuneration may be invited to attend the meeting.

4.4 The Chairman of the Nomination and Remuneration Committee shall act as the chairman of the meeting. If the Chairman is not present at the meeting or unable to perform that duty, committee members present at the meeting shall select one among them to act as the chairman of the meeting.

4.5 A decision of the Nomination and Remuneration Committee's meeting shall be by the majority of votes. In casting votes, each committee member shall have one vote. The committee members who have interests in a given matter shall not express opinions or vote on that matter. In the case of an equality of votes, the chairman of the meeting shall have an additional vote as a deciding vote.

4.6 Secretary to the Nomination and Remuneration Committee does not have the right to vote.

4.7 Secretary to the Nomination and Remuneration Committee or person designated by the Nomination and Remuneration Committee is responsible for recording the meeting minutes. The Chairman of the Nomination and Remuneration Committee or designated committee member shall report the meeting results to the Board of Directors' meeting.

4.8 The Nomination and Remuneration Committee may invite concerned parties including directors, executives, and employees from parent and subsidiary company (if any) to attend the meeting to discuss or clarify issues and answer queries.

5. Nomination and Remuneration Committee's Report

The Nomination and Remuneration Committee shall report its performance results to the Board of Directors on a regular basis and shall report material matters and resolutions of the meeting to the Board of Directors after every Nomination and Remuneration Committee's meeting.

4. Charter of the Risk Management Committee

Recognizing the importance of the good corporate governance, the Board of Directors has set up the Risk Management Committee to determine and review policies, enterprise risk management framework, consider enterprise risk management report in accordance with the principles of good corporate governance.

Composition of the Risk Management Committee

1. The Risk Management Committee shall be appointed by the Board of Directors and shall be composed of at least one (1) member of the Board and at least one (1) of whom shall be independent director.
2. Members of the Risk Management Committee shall be persons who possess understanding and direct experience in business in order to determine risk management policy that covers the entire organization and ensure that a risk management system or process is in place to properly mitigate the impacts on the Company's business.
3. The Chairman of the Risk Management Committee may be appointed by the Board of Directors or Risk Management Committee.
4. The Risk Management Committee may appoint a secretary to the Risk Management Committee, who may be the head of business support or person deemed appropriate by the Risk Management Committee to support and assist the committee including preparing meeting agenda and recording meeting minutes.

Qualifications of the Risk Management Committee

Members of the Risk Management Committee must possess the following qualifications:

1. Must be appointed by the Board of Directors;
2. Possess knowledge, experience, and skills in the Company's business, laws, and other areas;
3. Be mature, secure, independent, and able to express different views;
4. Be able to devote sufficient time to perform duties.

Scope of Duties and Responsibilities

1. Set risk management policy and framework to be submitted to the Board of Directors for approval.
2. Set, review, and improve enterprise risk management framework.
3. Monitor risk indicators and conduct risk assessment.
4. Oversee and encourage to have an enterprise risk management system in place in line with business strategies, objectives, and changing situations.
5. Report important risks to the Board of Directors and Audit Committee and propose how to manage such risks.
6. Consider enterprise risk management report as well as provide opinions on potential risks and set measures to control or mitigate such risks. Improve the enterprise risk management system to ensure continual efficiency.
7. Consider corruption assessment report and impacts of various malfeasances including fraudulent financial reporting, creating loss of assets, corruption, management override of internal controls, modification of information in important reports, and improper acquisition and disposition of assets.
8. Report enterprise risk management results to the Board of Directors. If there is important factor or situation that may significantly affects the Company, immediately notify the Board of Directors.
9. Perform any other task as designated by the Board of Directors.

Term of Office and Appointment of the Risk Management Committee

1. The term of office of members of the Risk Management Committee shall cover a period of not more than three (3) years and the committee members may be re-appointed for another term.
2. In the case that any committee member has completed his/her terms or is unable to hold the positions until end of term causing the members of the Risk Management Committee to be less than two (2), the Board of Directors shall appoint new committee member(s) to fill the vacancy within three (3) months from the date the position is vacant. The new committee member shall retain his/her office for the remaining term of the vacated director.
3. Members of the Risk Management Committee shall vacate office upon:
 - a) Expiration of term;
 - b) Death;
 - c) Resignation;
 - d) Lack of qualifications or possessing prohibited characteristics specified by laws;
 - e) Being removed by a resolution of a Board's meeting.
4. A member of the Risk Management Committee wishing to resign shall give a resignation letter to the Chairman of the Board at least one (1) month in advance to give the Board of Directors sufficient time to consider appointing a new committee member.

Risk Management Committee's Meeting

The Risk Management Committee can hold any number of meetings as appropriate in order to carry out its designated

1. duties but not less than one (1) meeting per year must be held. The Risk Management Committee may invite management, relevant executives or employees, or other appropriate persons to attend the meeting to give opinion or necessary documentation.
2. The Chairman of the Risk Management Committee or Secretary to the Risk Management Committee shall send a meeting invitation letter to committee members at least seven days in advance of the meeting. In urgent cases, a meeting may be notified by other means or less than seven days in advance.
3. A Risk Management Committee's meeting requires the presence of not less than one half of the total committee numbers to constitute a quorum. If the Risk Management Committee consists of two members, both members must be present at the meeting to constitute a quorum

If the Chairman of the Risk Management Committee is not present at the meeting or unable to perform that duty, committee members present at the meeting shall select one among them to act as the chairman of the meeting.

4. A decision of the Risk Management Committee's meeting shall be by the majority of votes. The committee members who have interests in a given matter shall not express opinions or vote on that matter. In the case of an equality of votes, the chairman of the meeting shall have an additional vote as a deciding vote.

Secretary to the Risk Management Committee or person designated by the Risk Management Committee is responsible for preparing the meeting minutes, which must be certified by the Risk Management Committee.

Risk Management Committee's Report

The Risk Management Committee shall report its performance results to the Board of Directors on a regular basis and shall report material matters and resolutions of the meeting to the Board of Directors after every Risk Management Committee's meeting and report its performance results in the annual report and to the meeting of shareholders.

5. Charter of the Executive Committee

Objectives

The Executive Committee shall perform its duties with due care and in good faith to ensure that the Company is managed in accordance with policy and Code of Conduct and that composition and term of office, duties and responsibilities, and Executive Committee's meeting are clearly stated to serve as guidelines for legal compliance.

Composition of the Executive Committee

1. The Executive Committee shall be appointed by the Board of Directors and one member of the Executive Committee, who is also a Board member, shall be appointed to serve as Chairman of the Executive Committee.
2. The Executive Committee shall be composed of at least three (3) members, who are members of the Board, executives of the Company, and/or outsiders.
3. The Executive Committee may appoint a secretary to the Executive Committee to assist in meeting scheduling, preparing meeting agenda, sending meeting documents, and recording meeting minutes.
4. Members of the Executive Committee shall persons who possess appropriate knowledge, skills, and experiences as well as understand their qualifications, duties, and responsibilities and shall not possess prohibited characteristics specified by laws.
5. Members of the Executive Committee shall be able to devote sufficient time to perform their duties and express their opinions.

Authority

Approve investment expenditures, financial transactions with financial institutes such as opening a bank account, applying for loan, pledge, mortgage, and guaranty, as well as purchase and sale and registration of land to conduct regular transactions within the financial limits specified in the work manual on operation authority. These undertakings must be in accordance with laws, rules, and regulations set forth by the Stock Exchange of Thailand

Duties and Responsibilities

1. Set policies, objectives, business strategies, annual operating plan, business plan, annual budget, and management authorities of the Company to be proposed to the Board of Directors for approval.
2. Oversee the Company's management to ensure that it is in compliance with the business policies, objectives, and directions of the Company.
3. Ensure that the Company's operations are conducted in accordance with laws, objectives, Articles of Association, resolutions of shareholder meeting and Board's meeting, and relevant regulations. Review and improve the charter of the Executive Committee and submit it to the Board of Directors for approval.
4. Approve investment or operating expenditures, applying for any loan or credit from financial institutes, lending, and acting as a guarantor to conduct regular transactions in accordance with the Company's objectives, within the set financial limits, and under the provisions of notifications of the Stock Exchange of Thailand, Securities and Exchange Commission, Capital Market Supervisory Board, or other relevant laws.

5. Set corporate structure and management authorities. Set, revise, and improve position descriptions to cover recruitment, employment, transfer, training, and termination of executives or senior executives and appoint the President/Chief Executive Officer or person designated by the President/Chief Executive Officer to act as an authorized signatory to sign employment contracts.
 6. Oversee and approve matters related to the Company's operations. Appoint any person or persons to carry out specific tasks on behalf of the Executive Committee as it deems appropriate and the Executive Committee can cancel, change, or modify such authority.
 7. Appoint advisors to provide advices on various issues necessary for the Company's operations or to be in accordance with relevant laws.
 8. Consider the following matters and report to the Board of Directors within the required time period:
 - a) Quarterly and annual performance results of the Company within the time period required by relevant laws;
 - b) Auditor's report on financial statements which include quarterly and annual financial statements within the time period required by relevant laws;
 - c) Corruption, illegal conduct, and other unusual actions which shall be immediately reported to the Board of Directors by the Executive Committee when they are discovered or suspected to occur;
 - d) Other reports as the Executive Committee or Board of Directors deems appropriate.
 9. Perform any other task assigned by the Board of Directors.
- , Securities and Exchange Commission, and other relevant laws.
10. Sub-authorize and/or appoint any person or persons to carry out specific tasks within the time period deemed appropriate by the Executive Committee within the scope of authorization and/or in accordance with rules, regulations, or orders of the Executive Committee. The Executive Committee may cancel, revoke, change, or modify such authorization or authorized person(s) as it deems appropriate.

The authorization of duties and responsibilities by the Executive Committee shall not be done in a way that authorizes or sub-authorizes the Executive Committee or authorized person(s) to approve transactions that he/she has conflicts of interest (as defined in the Notification of Securities and Exchange Commission) or stakes or any other conflicts of interest with the Company and/or subsidiary company, unless such transaction approvals are in accordance with the policy and rules approved by the Board in line with Securities and Exchange Act B.E. 2535 (and Amendment), as well as rules, regulations, and/or notifications of the Securities and Exchange Commission, Stock Exchange of Thailand, and Capital Market Supervisory Board, and other relevant laws.

Term of Office and Appointment of the Executive Committee

1. The term of office of members of the Executive Committee shall cover a period of not more than three (3) years and the committee members may be re-appointed for another term. In the case that any committee member has completed his/her terms or is unable to hold the positions until end of term causing the members of the Executive Committee to be less than three (3), the Board of Directors shall appoint new committee member(s) to fill the vacancy immediately or at the latest within three (3) months from the date the position is vacant. The new committee member shall retain his/her office for the remaining term of the vacated director.

2. Members of the Executive Committee shall vacate office upon:
 - a) Expiration of term;
 - b) Death;
 - c) Resignation;
 - d) Lack of qualifications or possessing prohibited characteristics specified by laws;
 - e) Being removed by a resolution of a Board's meeting.
3. A member of the Executive Committee wishing to resign shall give a resignation letter to the Chairman of the Board at least one (1) month in advance to give the Board of Directors sufficient time to consider appointing a new committee member.

Executive Committee's Meeting

1. Date, time, place, and agenda of meeting shall be set in advance. Secretary to the Executive Committee shall send a meeting invitation letter to committee members at least seven days in advance of the meeting and prepare the meeting minutes. In urgent cases, a meeting may be notified by other means or less than seven days in advance.
2. The Executive Committee must hold at least four (4) meetings per year.
3. An Executive Committee's meeting requires the presence of not less than one half of the total committee numbers to constitute a quorum. If the Chairman of the Executive Committee is not present at the meeting or unable to perform that duty, the Vice Chairman shall act as the chairman of the meeting. If there is no Vice Chairman, committee members present at the meeting shall select one among them to chair the meeting.
4. A decision of the Executive Committee's meeting shall be by the majority of votes. In casting votes, each director shall have one vote. In the case of an equality of votes, the chairman of the meeting shall have an additional vote as a deciding vote. The committee members who have interests in a given matter shall not express opinions or vote on that matter.

Executive Committee's Report

The Executive Committee is accountable to the Board of Directors and shall thus report its performance results to the Board of Directors at the Board's meeting as appropriate.

6. Charter of Chief Executive Officer or President

Objectives

Chief Executive Officer or President is designated by the Board of Directors to perform duties related to regular business operations of the Company in accordance with the operation plan and budget approved by the Board of Directors with due diligence, honesty, integrity in the best interest of the Company and shareholders and shall not engage in any act that has interests in or conflicts with the Company.

Scope of Duties and Responsibilities

1. Oversee and manage daily operation and/or management of the Company as well as overall governance to be in accordance with the policies, business strategies, operation objectives and plans, financial objectives, and budgets approved by the Board of Directors and/or meeting of shareholders.
2. Develop business plans and determine management authorities. Set business and annual budgets to be proposed to the Board of Directors for approval and report progress under such plans and budgets to the Board of Directors.
3. Determine the corporate structure; management procedures; employee selection, training, employment, and termination; and employee pay rate, salary, compensation, bonus, and welfare.

4. Monitor and report the Company's status. Suggest alternatives and strategies in line with policy and market situation.
5. Oversee and regulate the Company's operations such as finance, risk management, internal control, operational and supporting functions, and resources management.
6. Represent the Company and communicate with government and other regulatory agencies.
7. Communicate with the public, shareholders, customers, and employees to ensure good reputation and image of the Company.
8. Ensure that good corporate governance is in place.
9. Issue, revise, add, and improve rules, regulations, and orders related to the Company's operations such as employment, appointment, removal, employee discipline, determination of salary and other compensations, and welfare.
10. Negotiate and approve transaction agreements and/or any task related to daily operations and/or management within the financial limits approved by the Board of Directors in the Table of Approval Authorities.
11. Hold any authority, duty, and responsibility as designated or according to the policy set by the Board of Directors

Sub-authorize and/or appoint other persons to carry out specific tasks on behalf of the Chief Executive Officer or President within the scope of authorization specified in the authorization letter and/or in accordance with rules, regulations, or orders of the Board of Directors.

The authorization of duties and responsibilities by the Chief Executive Officer or President shall not be done in a way that authorizes or sub-authorizes the Chief Executive Officer or President or authorized person(s) to approve transactions that he/she has conflicts of interest (as defined in the Notification of Securities and Exchange Commission) or stakes or any other conflicts of interest with the Company and/or subsidiary company, unless such transaction approvals are in accordance with the policy and rules approved by the Board of Directors or shareholder meeting.

7. Charter of Company Secretary

Objectives

The Company Secretary serves the Board of Directors by providing various supports to allow the Board of Directors and Company to carry out duties in accordance with legal framework and principles of good corporate governance.

Scope of Duties and Responsibilities

The Company Secretary shall perform its duties with due care and in good faith in accordance with the Securities and Exchange Act B.E. 2535 (and Amendment) which sets the specific duties and responsibilities of company secretary. In addition to those specified in the Securities and Exchange Act, the Company has determined the Company Secretary's duties and responsibilities as follows:

1. Preparing and keeping the following documents:
 - 1.1 A register of directors;
 - 1.2 An invitation notice to a Board's meeting, minutes of the Board's meeting, and an annual report;
 - 1.3 An invitation notice to a shareholder meeting and minutes of the shareholder meeting.
2. Keeping a report on interests filed by a director or executive;
3. Undertaking to ensure that directors and executives file reports on personal and related persons' interests related to management of the business of the Company and subsidiary under Section 89/14 of the Securities and Exchange Act.
4. Keeping a report on interests filed by a director or executive and submitting a copy of the report on interests under Section

89/14 to the Chairmen of the Board and Audit Committee within seven days from the day the report is received.

5. Arranging a system for safekeeping of documents or evidences related to the following information and monitoring safekeeping of such documents or evidences for its accuracy and completion as well as availability for inspection for the period not less than ten (10) years from the date of producing such documents or information.
- 5.1 Safekeeping of the above documents and evidences shall mean safekeeping by means of a computer system or any other systems which allow retrievability without any change of information;
- 5.2 Providing information in support of seeking a resolution of the shareholder meeting;
- 5.3 Financial statements and reports concerning the financial condition and the business operation of the company or any other reports required to be disclosed under Section 56, 57, 58 or 199 of the Securities and Exchange Act;
- 5.4 An opinion of the business when a person makes a general tender offer to purchase shares from shareholders;
- 5.5 Providing information or any other reports related to the business prepared by the Company for the purpose of disclosure to shareholders or the public as specified in the notification of the Capital Market Supervisory Board.
6. Performing any other acts as specified in the notifications of the Capital Market Supervisory Board.
7. Providing advices and communicating legal information, government guidelines, rules and regulations of the Company, and relevant rules and regulations of the Securities and Exchange Commission and Stock Exchange of Thailand, as well as knowledge on corporate governance to directors and relevant departments. Overseeing and monitoring to ensure that the Company, directors, and executives correctly and regularly comply with these regulations and reporting significant changes to the Board of Directors.
8. Contacting and coordinating with as well as reporting information on directors and executives to the Stock Exchange of Thailand and Office of the Securities and Exchange Commission.
9. Preparing meeting procedures and agenda, invitation notice, annual report, and meeting documents for a shareholder meeting and Board's meeting.
10. Organizing a shareholder meeting and Board's meeting to be in accordance with laws, Articles of Association, and Code of Conduct.
11. Coordinating with shareholders on proposals to be presented to the Board of Directors for consideration.
12. Preparing orders of a shareholder meeting for the chairman of the meeting.
13. Attending a shareholder meeting and ensure that it proceeds smoothly as required by laws.
14. Recoding the minutes of shareholder meeting and Board's meeting, as well as following up to ensure compliance with resolutions of the shareholder meeting and Board's meeting.
15. Safekeeping policies and regulations of the Company approved by the Board of Directors.
16. Overseeing to ensure disclosure of information and reporting information under responsibility to the regulatory agency in accordance with government rules and regulations.

Providing information and advices on preparing reports to directors and executives as required by laws and regulation to be disclosed to the public such as a report on securities holding.

Code of Conduct for Company Secretary

The Company Secretary shall perform duties with responsibility, care, and in good faith as any person of ordinary prudence should have done under a similar circumstance and shall comply with laws, objectives, Articles of Association, and resolutions of a shareholder meeting and Board's meeting.

1. Decisions must be made based on information honestly deemed as adequate.
2. Decisions that have been made are free from personal interest, whether directly and indirectly.

3. Actions are made honestly in the best interest of the Company.
4. Acting objectively, appropriately, and refraining from any act that significantly conflicts with the Company's interest.
5. Do not use the Company's information to seek benefits, unless the information has been publicly disclosed, or use the Company's asset or business opportunity in a way that violates rules or general practices set forth by the Capital Market Supervisory Board.

Do not enter into any agreement or contract that may cause conflicts of interest with the Company or staff members or customers of the Company or conflicts with his/her duties.

Cases where company secretary retires from office or is unable to perform duties

In the event where company secretary retires from office or is unable to perform duties, the following guidelines shall be followed:

1. The Board of Directors shall appoint a new company secretary within ninety (90) days from the day the former company secretary retires from position or is unable to perform duties.
2. The Board of Directors shall have the authority to designate any director to perform company secretary function during the time the former company secretary retires from position or is unable to perform duties.

The Chairman of the Board shall report the name of the company secretary to the Office of Securities and Exchange Commission within fourteen (14) days from the day the company secretary is appointed and notify the Office of Securities and Exchange Commission of the document safekeeping place as required by the Securities and Exchange Act.

Part 4 Internal Audit Charter

Objectives

Internal Audit shall assist management in supervising executives and employees at all levels to perform their duties efficiently and effectively. In addition to ensuring that the internal control system is appropriate, adequate, and efficient, it analyzes, assesses, and gives advice to continuously improve practices and the performance of executives and employees within the company.

Duties and Responsibilities

Internal Audit is responsible for internal auditing activities within the company and reporting the audit findings to the Audit Committee and management. Its duties and responsibilities are to:

1. Prepare an internal audit plan and submit it to the Audit Committee for approval.
2. Review the appropriateness of asset custody, including examining whether the asset actually exists and is used efficiently and effectively.
3. Review and report on the reliability and completeness of financial information, including operational, assessment, and measurement procedures.
4. Review work systems that may have a material impact on the company's operations and report on compliance with policies, plans, and procedures set by the company, as well as applicable laws.
5. Review and improve the adequacy and appropriateness of the internal control system.
6. Review and support improvement of the efficiency of work systems on a continual and regular basis.
7. Perform other internal audit related tasks as assigned by the Audit Committee or management.

- Report on the audit findings and progress against the internal audit plan.
- Support operations and provide information necessary for the internal audit operations of the Audit Committee and management.
- Develop professional and business knowledge and skills for internal audit personnel.
- Carry out other activities as assigned.

Authority of Internal Auditors

1. Internal auditors are free to conduct audits as they deem appropriate in accordance with the Standards for the Professional Practice of Internal Auditing.
2. Internal auditors have the right to access to all assets and activities of the company, including accounting documents, correspondence letters, and other reports that are relevant and necessary to achieve the audit objectives.
3. Internal auditors can request the auditee to provide information and explanation on the matter being audited.
4. Any document and information acquired by internal auditors in the course of their duties will be kept confidential and will not be disclosed to a third party without permission from the relevant authority, unless required by the law.

Internal Audit Guidelines

1. The Chief Audit Executive shall submit short-term and long-term internal audit plans to the Audit Committee for approval. The plans will consist of key risks and resources required for implementation.
2. Audit departments in the company periodically to ensure compliance with the company's plans, policies, goals, and objectives, as well as relevant regulations and laws. Provide advice to improve performance efficiency and follow up on improvement progress.
3. After the audit is completed, the Chief Audit Executive must hold an exit meeting with the executives of the audited department to present and discuss audit findings, observations, and deficiencies identified during the audit, and corrective actions before submitting the audit report to senior management and the Audit Committee.
4. The audit report must be prepared in writing and include the purpose and scope of audit, problems identified during the audit, and recommendations for improvement.
5. Internal auditors shall follow up on the progress of implementation of audit recommendations, as well as coordinating with the inspector and giving advice on improvement.
6. The Chief Audit Executive shall train internal audit personnel so that they have the necessary knowledge, skills, and experiences to perform their duties properly.
7. Internal auditors must perform their duties with honesty, integrity, and fairness, possess professional knowledge and interpersonal skills, and safeguard the company's confidential information.

Part 5 Important Policies and Compliance

1. Nomination Policy for the Board of Directors, Audit Committee, Executive Committee, and Management

Nomination of Board of Directors

The Nomination and Remuneration Committee is responsible for setting the criteria and policy for selecting candidates with appropriate knowledge, expertise, and experience and nominating candidates to be elected to the Board of Directors at the shareholders' meeting. The nomination process also allows minority shareholders to propose candidates for the board director role. Shareholders have the right to elect board directors as follows:

1. The Board of Directors shall comprise at least five (5) members. Not less than one half of the total number of board members must reside in the kingdom. Board directors shall possess no qualifications and characteristics prohibited by the law.
2. Board directors shall be elected at a shareholders' meeting by a majority of votes in accordance with the rules and procedures as follows:
 - (a) Each shareholder is entitled to cast a number of votes equal to the number of shares held.
 - (b) Each shareholder may use all his/her votes under (a) to elect one or more candidates to be directors but shall not discriminately divide the votes among the candidates.
 - (c) Candidates shall be ranked according to the votes they have received in descending order and directors shall be appointed in that order until the required number of directors is filled. In the event of a tie between a number of candidates that exceeds the number of directors to be elected, the Chairman of the Meeting shall cast the deciding vote.

Nomination of Independent Directors

Independent directors shall possess the qualifications required by the Public Limited Companies Act B.E. 2535, securities and exchange laws, and notifications of the Capital Market Supervisory Board, as well as relevant rules and/or regulations. At least one-third (1/3) of the total number of board members but not less than three (3) shall be independent directors.

Qualifications for Independent Directors

1. Hold shares of not more than one (1) percent of the total voting shares of the company, parent company, subsidiary, associated company, major shareholder, or controlling person, which shall be inclusive of the shares held by persons related to the independent director.
2. Are not currently or never have been an executive director, employee, staff member, consultant receiving a salary, or controlling person of the company, parent company, subsidiary, associated company, same-level subsidiary, major shareholder, or controlling person, unless the foregoing status ended more than two (2) years prior to applying for approval from the Office. These prohibited characteristics do not include cases where independent directors have been a public servant or advisor of a government agency that is a major shareholder or controlling person of the company.
3. Are not a person with blood relation with or legal status as father, mother, spouse, sibling, or child, including spouse of that child, to another director, executive, major shareholder, controlling person, or person who will be nominated as director, executive, or controlling person of the company or subsidiary.

4. Do not currently have or have never had any business relationship with the company, parent company, subsidiary, associated company, major shareholder, or controlling person in a way that may affect the exercise of independent discretion. Not currently or have never been a significant shareholder or controlling person for any person having business relation with the company, parent company, subsidiary, associated company, major shareholder, or controlling person, unless the foregoing status ended more than two (2) years prior to applying for approval from the Office.

The business relationship mentioned in Paragraph 1 shall include normal business transactions, leasing or leasing out property, assets or service transactions, or providing or receiving financial support including loaning or borrowing, guaranteeing, pledged assets, and other similar behaviors that cause the company or contracting party to bear a debt obligation to pay the other party more than three (3) percent of the company's net tangible assets or more than twenty (20) million baht, whichever is the lowest.

The calculation of such a debt obligation shall be in accordance with the calculation method for connected transactions under the Notification of the Capital Market Supervisory Board on Connected Transactions, with the necessary changes having been made. However, the consideration of such a debt obligation shall include debt obligations incurred in the period of one (1) year prior to entering into a business relationship with the same person.

5. Are not currently or have never been an auditor of the company, parent company, subsidiary, associated company, major shareholder, or controlling person of the company and not a significant shareholder, controlling person, or partner of the auditing firm of the current auditor of the company, parent company, subsidiary, associated company, major shareholder, or controlling person, unless the foregoing status ended more than two (2) years prior to applying for approval from the Office of the Securities and Exchange Commission.
6. Are not currently or have never been a provider of professional services, including legal or financial consulting services receiving a fee of more than two (2) million baht per year, to the company, parent company, subsidiary, associated company, major shareholder, or controlling person of the company and not a significant shareholder, controlling person, or partner of a provider of such professional services, unless the foregoing status ended more than two (2) years prior to applying for approval from the Office of the Securities and Exchange Commission.
7. Are not currently a director appointed to represent the company's Board of Directors, a major shareholder, or a shareholder related to a major shareholder.
8. Are not currently operating a business similar to and competing significantly with the company or subsidiary, or are not a significant partner of, or an executive director, employee, staff member, or consultant receiving a salary or holding more than one (1) percent of the total voting shares of other companies operating business similar to and competing significantly with the company or subsidiary.
9. Not under any conditions that may impede the ability to express independent views about the company's operations.

Independent directors may be assigned by the Board of Directors to make decisions about the operations of the company, parent company, subsidiary, associated company, same-level subsidiary, major shareholder, or controlling person of the company in a collective decision process.

In a case where the person appointed as an independent director has or used to have a business relationship or has provided professional services exceeding the value specified under Clauses 4 or 6, the company's Board of Directors shall demonstrate that it has determined in compliance with Section 89/7 that the appointment of that person does not affect the

performance of duties and the ability to express independent opinions, and disclose the following information in the notice of the shareholders' meeting at which independent directors are appointed:

- (a) business relationships or professional services that render such person's qualifications not in compliance with the rules;
- (b) reasons and needs for appointing such person as an independent director;
- (c) opinions of the Board of Directors on proposing to appoint such person as an independent director.

Nomination of Audit Committee

The company has set the criteria for selecting and appointing members of the Audit Committee as follows:

1. Hold shares of not more than five (5) percent of paid-up capital of the company, affiliated company, associated company, or related company, which shall be inclusive of the shares held by related persons.
2. Be a non-executive director of the company, affiliated company, associated company, related company, or major shareholder of the company.
3. Not an employee, staff member, or advisor receiving a salary from the company, affiliated company, associated company, related company, or major shareholder of the company.
4. Be a director who has no material interest, either directly or indirectly, in finance and management of the company, affiliated company, associated company, or major shareholder of the company during the period of one (1) year before his/her appointment as a member of the Audit Committee, unless the Board of Directors has carefully considered that such interest does not affect the performance of duties and the ability to express independent opinions.
5. Be a director who is not a related person or close relative of any executive or major shareholder of the company.
6. Be a director who is not appointed as a representative to safeguard the interest of the company's directors, major shareholders, or shareholders related to the company's major shareholders.
7. Be able to perform duties, express opinions, or report the performance of duties assigned by the Board of Directors independently of the control of management or major shareholders of the company, including related persons or close relatives of the said persons.
8. Possess full qualifications required for a director of the company.

Nomination of Senior Management

The Nomination and Corporate Governance Committee is responsible for selecting suitable persons for the role of Chief Executive Officer or President, and senior management who report directly to the Chief Executive Officer or President from among candidates possessing full and appropriate qualifications, knowledge, skills, and experiences that are beneficial to the operations of the company, and good understanding of the company's business, able to manage the company to achieve the objectives and targets set by the Board of Directors. The appointment of the highest-ranking executive shall be approved by the Board of Directors and the Nomination and Corporate Governance Committees may hire an independent consultant to help with the selection.

Qualifications of Directors and Highest-Ranking Executive

The company has set the criteria for selecting and appointing directors and highest-ranking executive as follows:

1. Be a natural person of legal age.
2. Not a bankrupt, incompetent person, or quasi-incompetent person.
3. Have never been sentenced to imprisonment by a final judgment for the commission of an offence against property.
4. Have never been fired or dismissed from a government service, organization, or government agency due to malfeasance.
5. Not currently being accused by the Office of the Securities and Exchange Commission or not currently being prosecuted due to such accusation or have been sentenced to imprisonment by a final judgment, regardless of whether a suspended sentence is granted, or have completed the term of imprisonment or period of suspended sentence for less than three (3) years, for the offences under the securities and exchange law or derivatives law, including:
 - unfair acts relating to trading of securities or derivatives;
 - fraudulent acts against or damages to assets, creditors, or the public;
 - performing duties with carelessness or dishonesty;
 - intentionally falsifying material messages or concealing material facts that should be disclosed;
 - operating securities or derivatives business without permission and that is considered fraudulent.
6. Not currently being accused by a financial institution regulatory authority, whether at home or abroad, or not currently being prosecuted due to such accusation or not currently being banned from holding a position of director or executive of a financial institution by such authority. Have never been sentenced to imprisonment by a final judgment, regardless of whether a suspended sentence is granted, or have completed the term of imprisonment or period of suspended sentence for less than three (3) years, due to deceitful, fraudulent, or dishonest management of assets causing damages to the financial institution where that person serves as a director or executive, or to customers.
7. Have never been sentenced to imprisonment by a final judgment, regardless of whether a suspended sentence is granted, or have completed the term of imprisonment or period of suspended sentence for less than three (3) years, for public offences relating to deceitful, fraudulent, or dishonest management of assets.
8. Not being subject to the court's order of forfeiture of assets to be vested in the state under the anti-corruption law, anti-money laundering law, or any other similar laws and three (3) years have not been elapsed since the order is issued.
9. Must not engage in or refrain from engaging in dishonest acts or gross negligence in transactions of the company or subsidiary resulting in damages to the company or shareholders or for personal gain or the benefit of others.
10. Must not disclose or disseminate information or false statements about the company or subsidiary that may cause misunderstanding and must not conceal material facts that should be disclosed that may affect decision making of shareholders, investors, or related persons, regardless of whether by ordering, holding responsibility for, or participating in creating, disclosing, or disseminating such information or messages, or any other acts, or omission of any other acts, unless it can be proven that one is not aware of such false information or messages or the omission of facts that should be disclosed by virtue of one's position, status, or duty.

The following transactions of the company or subsidiary, regardless of whether by ordering, approving, promoting, benefiting, or participating, shall be consider dishonest, unless proven otherwise:

- Transactions that are not performed in a manner in which a reasonable business operator should perform with general contracting parties in the same situation and are not in the best interest of the company or subsidiary or are performed in a way that benefits oneself or others.
 - Transactions that do not comply with the securities and exchange law regarding connected transactions or significant transactions considered to be acquisition or disposal of assets.
11. Must not engage in unfair actions or taking advantage of investors in the trading of securities or derivatives or involve or promote or used to involve or promote such actions.

Remuneration of Directors and the Highest-Ranking Executive

Determination of remuneration of directors, committee members, and the highest-ranking executive shall comply with the following guidelines:

1. The Board of Directors is responsible for determining the remuneration of directors, committee members, and the highest-ranking executive (Chief Executive Officer or President) appropriate for their duties, responsibilities, performance results, type/size of the company's business, and expected benefits from personnel. The remuneration must be at an appropriate level and sufficient to attract and retain qualified personnel compared to companies with similar business. The type of remuneration, remuneration payment method, and amount of remuneration must also be appropriate.
2. Change in remuneration of the highest-ranking executive (Chief Executive Officer or President) must be approved by the Board of Directors.
3. Remuneration of directors and committee members shall be proposed at the annual shareholders' meeting for approval.
4. Shares are approved annually.

2. Succession Policy

The company has prepared a succession plan to ensure management continuity for executives at the chief officer level. The focus is on management-level employees and Human Resources will help them prepare to perform systematically, develop appropriate competencies, and accumulate the necessary experience to hold important positions in the company.

3. Internal Control and Internal Audit Policy

The Board of Directors shall ensure that the company has an internal control system and internal audit system in place covering all key aspects, including finance, operation, compliance with relevant laws, rules and regulations, auditing mechanism, and checks and balances, sufficiently efficient to protect and manage investments of shareholders and the company's assets. It determines a hierarchy of approval authority and the responsibilities of executives and employees with checks and balances, sets operational regulations in writing, and establishes an independent audit office reporting directly to the Audit Committee. The independent audit office is responsible for auditing the operations of all units, including business and support units, to ensure regulatory compliance and an appropriate and adequate internal control system in line with the guidelines of the Stock Exchange of Thailand and the internal control principles of COSO (the Committee of Sponsoring Organizations of the Treadway Commission), covering management control, operational control, financial control, and compliance control.

4. Risk Management Policy

At present, the Risk Management Committee appointed by the Board of Directors is composed of three (3) directors and one (1) member is an independent director. The Risk Management Committee is responsible for determining the company's risk management policy and framework covering all aspects and risk factors related to the company's vision, goals, business strategies, finance, and other operations, considering the probability of occurrence and the severity of impact, and setting preventive and corrective measures, as well as determining responsible officer and reporting and assessment measures.

The Risk Management Committee determines the company's risk appetite and key risk indicators (KRIs) to serve as guidelines for business management and integration of a risk management system into the strategy planning process. It requires the officer responsible for risk management to report directly to the office of the Chief Executive Officer or the President responsible for corporate strategy and business planning, coordinate and follow up on the progress of the risk control plan to ensure that risk management is able to achieve the predefined strategic objectives and targets.

5. Information Disclosure Policy

The Board of Directors is committed to ensuring strict compliance with laws, rules, and regulations relating to information disclosure and transparency. It has established an investor relations center to communicate with shareholders and facilitate general investors and securities analysts using appropriate methods and disseminates information in both Thai and English on the company's website. At the same time, it has directed the department responsible for providing information and public relations to disseminate news about operations and operating results of the company through various media to allow shareholders, investors, stakeholders, and other related parties to receive timely and up-to-date information about the company.

The Board of Directors will sufficiently disclose financial and non-financial information as scheduled. It will provide truthful, complete, adequate, and timely operating results of the company in order to demonstrate the actual financial position and operations of the company, including the future of company's business, as follows:

1. Management Discussion and Analysis (MD&A)

The Board of Directors places importance on the preparation of detailed management discussion and analysis (MD&A), both annually and quarterly.

2. Financial Information

The auditor appointed by the company certifies financial information and expresses opinions independently, while the Board of Directors explains its responsibility for financial reporting. The financial report is then reviewed and certified by the Board of Directors to be accurate, complete, and sufficient in compliance with the generally accepted accounting standards and international accounting standards.

3. Non-Financial Information

The company will provide complete and clear information in the annual report and annual registration statement.

6. Accounting and Financial Policy

1. The accuracy of transaction recording
 - All company business transactions must be recorded accurately and completely and must be verifiable without any limitations or exceptions.
 - Account entries and business records must be truthful without distortion or falsification regardless of purpose.
 - Personnel at all levels must conduct business transactions in accordance with rules, regulations, and orders of the company, keep accurate and complete evidence of the business transactions, and provide sufficient and timely information to enable the persons responsible for recording, preparing, and assessing accounting and financial reports to record and prepare every type of accounting and financial report in the company's accounting system with accurate and complete details.
2. Accounting and financial report
 - Employees must not misrepresent information or falsify transactions, whether it be transaction information related to accounting and finance or operational information.
 - All employees should be aware that the accuracy of accounting and financial reports is a shared responsibility of the Board of Directors, executives, and officers.
 - All employees are responsible for preparing and/or providing business transaction information.
3. Legal compliance
 - Personnel at all levels must comply with relevant laws, rules, regulations, and orders to ensure accurate and complete accounting and financial transaction recording for the company.
 - Personnel at all levels must adhere to the principles of honesty, fairness, and integrity in recording information. Integrity shall mean no illegal or unethical activities.

7. Legal Compliance Policy

The company places importance on compliance with laws, rules, and regulations of the government sector. Especially in the transaction process, the company avoids actions that may induce the government or government employees to perform improperly and focuses on building good relationship between each other within an appropriate and feasible scope, such as meetings in public places and greetings on occasions, traditions, or festivals. It is important to maintain proper conduct when contacting government officers or agencies and always be aware that the laws, rules, or regulations may differ in different government agencies, with which the company shall comply strictly.

8. Information Technology Policy

The company regards information and communication technology as important factors that help promote business operations and increase work efficiency. Therefore, it is the responsibility of all employees to use information and communication technology in compliance with laws, as well as the company's orders and standards. Moreover, the company has put an information security management system in place that covers computer systems and computer data in accordance with international standards and the Computer Crime Act B.E. 2550.

All employees have the following duties:

1. Prevent the company's information system in their possession or under their responsibility from being accessed by unauthorized persons and not reveal important business information to unrelated persons.
2. Be disciplined in using the company's information system and communication equipment to prevent negative impact on the company and others, such as using it to illegally access the information system, causing damage to reputation and property, disturbing the function of the information system, hacking, password decrypting, forging computer data, publishing inappropriate images, messages, or voices, or using it for personal purposes or illegal actions.
3. Do not violate software licenses or intellectual property rights of others.
4. Encrypt data when sending important business information via the internet and do not exchange important business information with unsecured websites.
5. In the event that employees request to allow joined workers who are employees of the contractors of the company to access the company's information system, the requesting employees must control the joined workers' usage and be responsible for damages that may be incurred by the company.
6. The company will inspect, search, track, investigate, and control the use of the information system by an employee if it is found that the employee has used the system in an inappropriate way or if there is reasonable doubt to protect the security of the company's information system.
7. If the company discovers that any employee has violated the rules, and it is proven by a fair investigation, that employee shall be subject to a disciplinary action and/or legal penalty, as the case may be.

9. Anti-Corruption Policy

The Company places importance on fighting against fraud corruption of all forms by promoting moral behavior and building correct consciousness and workplace values. The Company has set the following anti-corruption guidelines and with directors, executives, and employees to ensure understanding of and strict compliance with these guidelines.

1. Build consciousness, values, and attitudes to strengthen employees' legal and regulator compliance.
2. Directors, executives, and employees are required to comply with the anti-corruption policy, shall avoid participating in fraudulent and corrupt activities, whether directly or indirectly, and shall not neglect or ignore any act that is considered fraud and corruption related to the Company.
3. Set up efficient and effective internal control system, appropriate audit, balance of power to prevent fraud and corruption
4. Set up an efficient internal audit system that covers accounting and finance to ensure that financial transactions are conducted correctly, transparently, and accountably.

5. Directors, executives, and employees are prohibited from demanding or accepting any asset or benefit for themselves or for other with the intention to induce improper conduct or neglect of duty or cause the Company to lose rightful benefits.
6. Set rules for giving or accepting gifts, items, or entertainment that may cause suspicion of fraudulent and corrupt behavior. Gift acceptance shall be done discreetly and the gift must not take the form of cash or cash equivalent. Any act should be transparent and accountable.
7. Set procurement, disbursement, and contract rules, in which each step must have clear supporting evidence, and determine appropriate and circumspect approval authority.
8. Directors, executives, and employees are prohibited from giving or proposing to give any asset or benefit to outsiders with the intention to induce improper conduct or neglect of duty.
9. Set up a transparent and accurate financial status reporting mechanism.
10. Communicate the anti-corruption policy and guidelines to directors, executives, and employees all levels through various channels such as employee training and internal communication system.
11. Set up whistleblowing channels for employees and external parties to report possible or suspected corrupt or improper conduct of directors, executives, and employees of the Company via website, email, or postal mail.
12. Set up whistleblower protection mechanism to keep the information of the whistleblower confidential. If the whistleblower information is disclosed, the person responsible for such information shall be subject to disciplinary action.
13. Set a disciplinary penalty for directors, executives, and employees who engage in fraud and corruption or support fraudulent and corrupt acts. Appropriate disciplinary action shall be taken and may include written warning, pay cut, suspension, termination, and legal action.
14. Corruption case shall be investigated and reported through a chain of command of the wrongdoer up to the Risk Management Committee, Audit Committee, Executive Committee, and Board of Directors.
15. Risk Management Committee shall conduct a corruption risk assessment to assess opportunities for and impacts of corruption of all forms including fraudulent financial reporting, creating loss of assets, corruption, management override of internal controls, modification of information in important reports, and improper acquisition and disposition of assets.

10. Whistleblowing Policy

The company has set guidelines for employees and other stakeholders to report or file complaints about violations of the code of conduct (whistleblower), illegal acts, suspected corrupt behavior, and misconduct of the company's employees, as well as defects of the internal control system. You can report or file complaints via email to:

Email	Name	Position
suvit.l@rhombho.co.th	Mr. Suvit Lamsam	Chairman of the Board of Director / Independent Director / Chairman of the Audit Committee

or send a letter to “444-444/1, Pracha Uthit Road, Huaykwang, Huaykwang District Bangkok 10230.”

The company will keep the information you have reported confidential and will disclose it to related individuals only to protect the whistleblower from victimization and harassment. The whistleblower may choose to reveal their identity or choose to remain anonymous. If the whistleblower is harassed or treated unfairly by any person, that person will be punished severely by the company.

11. Corporate Social Responsibility Policy

The company operates business by adhering to and focusing on duties and responsibilities to stakeholders, including shareholders, customers, business partners, employees, communities, and society to conduct business that serve as a good model in society under the principles of ethics and good corporate governance to benefit society, the environment, and sustainable development. To achieve that goal, the company has established the Corporate Governance Policy and Code of Ethics and set the corporate social responsibility policy framework and guidelines as follows:

1. Corporate Governance
 2. Conducting Business with Fairness
 3. Respect for Human Rights and Fair Treatment of Workers
 4. Responsibility to Customers and Consumers
 5. Community and Social Development
 6. Environmental Care
 7. Innovation and Dissemination of Innovation from Social Responsibility Operations
 8. CSR Reporting
1. **Corporate Governance**

The company has established a transparent, equal, and fair management system in accordance with the principles of corporate governance to build confidence among shareholders, investors, stakeholders, and all related parties.

Guidelines

Comply with the Corporate Governance Policy established by the company and the Principles of Corporate Governance for Listed Companies set by the Stock Exchange of Thailand, covering five (5) categories, including the rights of shareholders, equitable treatment of shareholders, role of stakeholders, information disclosure and transparency, and responsibilities of the Board of Directors.

2. Conducting Business with Fairness

The company adheres to fair business practices to build confidence among concerned parties, which will benefit the company in the long term.

Guidelines

1. Avoid actions that may cause conflict of interest. If a conflict of interest arises, a fair mediation process should be set up and important information will be fully disclosed.
2. Promote free trade competition and avoid cronyism or co-conspiring.

3. Do not promote operations that violate intellectual property or copyright.
4. Set up a management system that can prevent or promptly detect bribery and corruption and provide an effective and fair problem-solving process if such cases arise.
5. Encourage directors, executives, and employees to understand the importance of fighting against corruption, including extortion and bribery of all forms.

3. Respect for Human Rights and Fair Treatment of Workers

Guidelines

1. Promote and respect human rights and regularly monitor to prevent the business from being involved in the violation of human rights.
2. Promote monitoring of human rights compliance within the business and encourage compliance with human right principles according to international standards. The responsibility toward human rights should also cover affiliated companies, joint ventures, and suppliers.
3. The company will treat its personnel equally, without discrimination based on birthplace, race, gender, age, skin color, religion, physical fitness, status, family, education, or any other status not directly related to the performance of duties.
4. The company gives every personnel the opportunity to show their talents and provides appropriate remuneration and creates motivation in the form of salary, bonus, and appropriate operating expenses according to the Company's regulations. It also provides opportunities for personnel to further their study in tertiary education, as well as short and long-term training.
5. All personnel of the company must perform their duties to the best of their ability, honesty, and fairness and shall not assign any person to perform duties on their behalf, whether directly or indirectly, unless it is necessary or for fast completion of tasks that do not require specialized abilities.
6. The company's personnel must adhere to the chain of command, accepting orders and taking responsibility directly to their superiors and not stepping over the chain of command if it is not necessary. Avoid criticizing superiors and colleagues, as this may cause damage to them or to the company. However, personnel of the company will listen to the comments of the subordinates and colleagues in good faith and without prejudice.
7. The company's personnel may fully use the resources, labors, places, and facilities of the company in their duties, but use of resources, labors, places, and facilities for purposes other than performing their duties or under their rightful welfare is prohibited.
8. The company's personnel must be polite, dress appropriately, and conduct themselves appropriately in duties, local customs, and without damaging the company's image.
9. The company's personnel may use their titles and positions to raise money for the charity organized by the company, but the use of titles and positions to solicit private funds for any purposes is prohibited.
10. The company's personnel should cooperate in activities organized by the company to create unity and help each other, as well as the company's CSR activities.

11. The company's personnel are prohibited from acting in a manner that causes troubles, annoyance, and discouragement to others, causing enmity or disturbing operations, whether to personnel of the company or third parties who come to contact the business. This includes sexual harassment, courtship, abuse, obscenity, both verbal and touching, and possession of phonography.

4. Responsibility to Customers and Consumers

The company cares about the highest satisfaction of customers who buy products and services from the company, as well as consumers who use the products and services produced by the company.

Guidelines

1. The company is committed to developing a complete range of products and services, as well as fast and quality services to continuously meet the needs of customers and consumers. Personnel of the company must be fully dedicated to meeting the needs of customers and consumers with a reasonable price, keeping up with the situation, and not limiting consumer rights and setting fair conditions for consumers.
2. The company must not commit any acts to deceive or mislead consumers about the quality of its products and services.
3. The company is committed to developing product and service safety. The safety of consumers is of paramount importance. The company has installed warning signs and conducted a safety inspection in the workplace and organized campaigns and training on consumer safety for employees continuously.

5. Community and Social Development

As the company operates in a society and is inseparable from the society, it has a responsibility to develop and give back to the community and society. The company regards it as its duty and core policy to give importance to community and social activities that focus on community and social development, religious continuity, and natural resource creation and conservation, as well as providing education support for youth and supporting public charitable activities for disadvantaged communities to help them become strong and self-reliant communities.

Guidelines

1. The company strives to provide understanding and communicate with the society about the status and facts of the company's operations, its responsibility to the community and society, and its responsibility to the environment, without concealing information that can be disclosed, and provides information to investors, shareholders, and interested parties in a timely manner.
2. The company is committed to contributing to social responsibility in terms of quality, safety, occupational health, and the environment in the use of natural resources for maximum benefits. It recognizes the importance of the environment and safety of the stakeholders involved and promotes social activities to protect the environment and improve the quality of life of people in the community according to sustainable development principles.
3. The company will consider options to utilize natural resources to minimize the impact and damage to society, the environment, and quality of life of people, while promoting the reduction of energy and resource consumption.
4. The company continuously instills consciousness about social and environmental responsibility in employees and gives priority to making transactions with suppliers that have the same intention as the company in terms of social

and environmental responsibility. It aims to be a leader in promoting the efficient use and conservation of energy for future generations.

5. The company will give back a portion of profit to activities that contribute to society and the environment on a regular basis. Activities must be appropriate and benefit the community, society, and environment. In the case of donations, the donee information will be checked to ensure that the donation will be used for charity efficiently and effectively. Documentation for every donation will be collected as evidence.

6. Environmental Care

The company cares about the safety and health of its employees and the communities surrounding its business establishment. It strives to promote and instill consciousness about quality, safety, occupational health, and the environment as a way of life in its employees for the benefit of everyone, including the community and society as a whole. The company promotes the appropriate use of resources and the reduction of wasteful use.

Guidelines

1. The company regards safety as an important issue and has set requirements and standards for safety quality, occupational health, and the environment no lower than the those required by laws in accordance with international standards. Personnel of the company must study and comply strictly with laws, policies, regulations and standards of safety quality, occupational health, and the environment.
2. The company will take actions to control and prevent damage in various forms due to accidents, fire, injury or illness in the workplace, property loss or damage, violation of security systems, improper operations, and errors, as well as maintaining a safe working environment for the company's personnel and organizing security plan drills on a regular basis. It is considered a duty and responsibility of executives and staff to report accidents according to predefined procedures.
3. The company has set a plan to control and prevent emergencies in all operating areas. It has an emergency and crisis management plan in order to prepare for various emergencies that may occur, such as fire and chemical or waste leakage, and other crises that may cause business interruption and damage the reputation and image of the company.
4. The company will provide public relations and media to build knowledge and understanding and disseminate information to its employees and stakeholders in order for them to understand the rules, regulations, procedures, practices, and precautions related to safety quality, occupational health, and the environment and perform duties correctly without causing any harm to health, property, and the environment.
5. The company is committed to contributing to social responsibility in terms of safety quality, occupational health, and the environment and the use of natural resources for the maximum benefit. It recognizes the importance of the environment and the safety of stakeholders and promotes social activities to protect the environment and improve the quality of life of people in the community according to sustainable development principles.
6. If any work is not safe or may not comply with the requirements and standards of the safety quality, occupational health, and the environment or it is found that the operation has serious environmental impact, the company's employees shall stop working temporarily to inform co-workers, superiors, and responsible agencies to solve problems or prepare a corrective plan. Do not continue working.

7. Innovation and Dissemination of Innovation from Social Responsibility Operations

The company has applied the concept of social responsibility and created business innovations to benefit and improve competitiveness in business and society.

Guidelines

1. Examine all processes of ongoing business to determine whether and how they pose a risk or negatively impact society and the environment and provide solutions to mitigate such impact. Thoroughly study and analyze work processes to create opportunities for business innovation development.
2. Publicize social and environmental innovations that have been developed to encourage other businesses and entrepreneurs to do the same.
3. Analyze solutions to problems and develop innovations continually to create opportunities for new product development and growth while striving for sustainable business profits.

8. CSR Reporting

The company discloses information on compliance with social responsibility guidelines to benefit all stakeholders.

Guidelines

1. Publish a CSR report to disclose information on business, environmental, safety and social impacts.
2. Prepare information correctly and set up mechanisms to allow readers to access the information conveniently.

12. Prevent Internal Information Policy

To ensure fair and equitable treatment of all stakeholders and having recognized the importance of prevention of insider information abuse, the company has set the policy and measures to prevent directors, executives, and employees from using non-public insider information for personal gain, including insider trading, as follows:

1. The company has set guidelines for safeguarding information and preventing the misuse of insider information in writing to ensure fair treatment of all shareholders, customers, partners, and stakeholders in accordance with the law and principles of good corporate governance.
2. The company prohibits its directors, executives, and employees from using non-public information material to the company's securities trading and could affect the price of the company's securities for personal benefit or the benefit of others, whether directly or indirectly and whether the benefit is received.
3. Directors, executives, staff members, and employees obtaining non-public material insider information which could affect securities prices by virtue of their positions are prohibited from buying or selling, or offering to buy or sell, or inducing others to buy or sell shares or other securities (if any) of the company, whether directly or indirectly, in a way that may cause direct or indirect damages to the company, whether such action is to seek personal gain or for the benefit of others, or disclosing this information with the intention to allow others to conduct such action, whether or not the benefit is received in return. This regulation shall also apply to the spouses and minor children of the company's directors, executives, staff members, and employees.
4. The company prohibits directors, executives, employees at the management-level or higher in accounting or finance, and staff members working with material insider information that could affect securities prices from buying and/or selling the company's securities within the period of one (1) month prior to disclosure of the company's financial statements or operating results and financial status or material information that could affect securities prices and within at least twenty

four (24) hours after disclosing such information to the public. In case that the information disclosed is not well-disseminated or is very complex, they shall wait for 48 hours after disclosing such information to the public before buying or selling the company's securities. These individuals and individuals related to insider information are also prohibited from disclosing such information to other parties.

5. The company requires directors, executives, and employees at the management-level or higher in accounting or finance to submit report of their and their spouses and minor children's holdings of the company's securities to the Company Secretary within thirty (30) days after assuming the position. Furthermore, directors and executives must notify the Board of Directors or individual designated by the Board of Directors of any purchase or sale of the company's securities at least one (1) day in advance of the purchase or sale to be reported to the Securities and Exchange Commission within three (3) days of the date of purchase, sale, transfer, or taking a transfer of such securities as required by the Securities and Exchange Act.
6. The company requires directors and executives to prepare and submit a report of interests to the Company Secretary in accordance with the rules set forth in the Securities and Exchange Act.
7. The company requires directors and executives to report changes in their holdings of securities and submit a report of interests to the Company Secretary who will submit the report to the Board of Directors at the next Board's meeting and disclose changes in directors and executives' holdings of securities in the annual report.
8. The company places importance on preventing the misuse of insider information to gain personal benefits or cause the company's benefits to decrease or cause conflicts of interests as specified in the Corporate Governance Policy, Code of Ethics, Code of Best Practice, employment contracts, and workplace regulations.
9. The company places importance on confidential information of customers and shall not use such information for the interest of directors, executives, staff members, and other related persons, unless the information is required to be disclosed by laws.
10. The company places importance on information security by controlling and/or preventing access to information of external parties and determine the right to access to information of employees at different levels according to their duties and responsibilities.
11. In case that external parties are involved in ad hoc tasks related to non-public and negotiating information deemed to be within the scope of insider information that could affect the price of the company's securities, such external parties must sign a confidentiality agreement to keep the information secret until it is disclosed to the Stock Exchange of Thailand and Securities and Exchange Commission.

Directors, executives, employees violating the Insider Information Policy shall be subject to disciplinary and/or legal actions, whichever the case may be.

13. Transactions Made by the Company with Directors, Executives, or Other Related Persons

The company has a policy to prohibit directors, executives, and other related persons from taking advantage from their positions as directors, executives, and related persons to seek personal benefit. The policy requires directors, executives, and other related persons to comply with the following:

1. Avoid transactions that may cause a conflict of interest with the company.
2. In the event that such a transaction is necessary for the benefit of the company or subsidiary, make the transaction as though it is a transaction done with a third party. However, directors, executives, or related persons who have material interests in that transaction must not take part in the approval process.

3. In the case of connected transactions under the Securities and Exchange Act B.E. 2535 (and as amended), Notification of the Stock Exchange of Thailand, and other relevant rules, the company must comply strictly with the rules, procedures, and disclosure of connected transactions of listed companies.

3.1. The company may have connected transactions with directors, executives, or related persons in the future. It has therefore authorized, in principle, the Executive Committee or management to approve such transactions if the transactions are made under general commercial terms in the same way that a reasonable person would with a general counterparty under the same circumstances without the influence of directors, executives, or related persons, as the case may be.

3.2. Prepare a summary report of the transactions approved under Clause 3.1 to be submitted to the Board of Directors' meeting every quarter or as requested by the Board of Directors.

In the event that a connected transaction does not conform to the requirements under Clause 3.1, the company shall comply with the rules and conditions prescribed in the Securities and Exchange Act B.E. 2535 (and as amended), Notifications of the Stock Exchange of Thailand, and other relevant rules.

14. Connected Transaction Policies and Procedures

The company recognizes the importance of conducting business with transparency and with consideration of stakeholders. It has therefore set the connected transactions policies and procedures to be used as guidelines for entering into connected transactions to prevent potential conflicts of interest. These connected transaction policies and procedures were approved at the Audit Committee's Meeting on 2 November 2016.

Objectives

The company has established the connected transactions policies and procedures to be used as a tool or mechanism to enable the practice of good governance in the company. The objectives of these policies and procedures are to ensure that all connected transactions made by the company are transparent, with no conflict of interest, approved by management, the Board of Directors, or at the shareholders' meeting, and disclosed correctly and completely in the best interest of the company and its subsidiaries.

Definitions

"Connected transaction" means a transaction made by the company or its subsidiaries with a person connected with the company or a transaction made by the company's subsidiary with a person connected with the subsidiary.

"Connected person" means

- 1) Directors, executives, major shareholders, controlling persons, persons to be nominated for director, executive, or controlling person position of the company or its subsidiaries, as well as their related persons and close relatives.
- 2) Any juristic person with major shareholders or controlling persons holding the following positions in the company or its subsidiaries:
 - 2.1) Directors
 - 2.2) Executives
 - 2.3) Major shareholders

- 2.4) Controlling persons
- 2.5) Persons to be nominated for executive or controlling person position
- 2.6) Related persons and close relatives of the persons under 2.1) to 2.5)
- 3) Any person whose actions can be identified as a proxy or under the influence of 1) and 2) that significantly affects their decision making, policy setting, management, or performance.
- 4) A person who has controlling power over the company's business and if such a person is a juristic person, it shall include a director of the juristic person with controlling power over the company's business.
- 5) A spouse and underage offspring or adopted child of the director, executive, or person under 4).
- 6) A juristic person under the controlling power of the person under 4) or 5).
- 7) Any person having characteristics as specified in the Notification of the Capital Market Supervisory Board.
- 8) Any person taking action under the perception or agreement that if a transaction made by the company is to bring financial benefit to that person, the following person will also gain similar benefit:
 - 8.1) The company's director
 - 8.2) The company's executive
 - 8.3) The company's controlling person
 - 8.4) The director of the person with controlling power over the company
 - 8.5) The spouse and underage offspring or adopted child of the person under 8.1), 8.2), 8.3), or 8.4)

"Subsidiary" means a company having any one of the following characteristics:

- 1) Limited company or public limited company which the company has control over.
- 2) Limited company or public limited company which the subsidiary under 1) has control over.
- 3) Limited company or public limited company which the subsidiary under 2) has control over.

"Executive" means a director, manager, person holding any four top-ranking executive positions after the manager, or person holding a position equivalent to the fourth top-ranking executive position, as well as accounting or finance executives of department manager level and up or equivalent.

"Major shareholder" means a direct or indirect shareholder of a juristic person with more than ten (10) percent of the total voting shares of the juristic person. This includes the holding of related persons as well.

"Controlling person" means a person with controlling power over the company under Section 89/1 of the Securities and Exchange Act B.E. 2535 (and as amended).

"Controlling power" means

- 1) Holding the voting shares of a juristic person more than fifty (50) percent of that juristic person's total voting shares.
- 2) Having control over majority votes at a juristic person's shareholder meeting, either directly or indirectly or for any reason.
- 3) Controlling an appointment or removal of more than half the directors, either directly or indirectly.

“**Related person**” means a person under Sections 258 1) to 7) of the Securities and Exchange Act B.E. 2535 prior to amendment, which includes:

- 1) A spouse of that person
- 2) An underage child of that person
- 3) An ordinary partnership where that person or the person under 1) or 2) is a partner.
- 4) A limited partnership where that person or the person under 1) or 2) is a partner with unlimited liability or with limited liability of more than thirty (30) percent of the total shares.
- 5) A limited company or public company where that person or the person under 1) or 2) or the partnership under 3) or 4) collectively holds more than thirty (30) percent of issued shares.
- 6) A limited company or public company where that person or the person under 1) or 2) or the partnership under 3) or 4) or the company under 5) collectively holds more than thirty (30) percent of issued shares.
- 7) A juristic person where that person is authorized to take actions on behalf of the juristic person.

“**Close relative**” means a person who is related by blood or by legal registration as a father, mother, spouse, sibling, or child, including the spouse of that child.

“**Agree to enter into a transaction**” means entering or agreeing to enter into a contract or agreement, either directly or indirectly, for the purpose of acquiring or disposing of assets, leasing or leasing out assets, providing or receiving services, giving or receiving financial assistance, and issuing new securities, including entailing or waiving the right to these actions.

“**General commercial terms**” mean commercial terms with fair prices and conditions that do not cause the transfer of benefits. This includes commercial terms with the following prices and conditions:

- 1) Prices and conditions that the company or its subsidiaries receive or offer to the general public.
- 2) Prices and conditions that the connected person offers to the general public.
- 3) Prices and conditions that the operator of a similar business offers to the general public.

1. Connected Transactions

Connected transactions of the company and subsidiaries can be categorized into five types.

- 1.1. **Ordinary business transactions** mean commercial transactions that the company or its subsidiaries normally make to operate business, such as buying and selling goods, providing services, and buying goods for resale.
- 1.2. **Ordinary business support transactions** mean commercial transactions that businesses of the same nature as the company or its subsidiaries make to support ordinary business transactions of companies and subsidiaries, such as renting office spaces, freight forwarding and management outsourcing, receiving technical assistance, and receiving utility services.
- 1.3. **Real estate leasing transactions for a period not more than three (3) years and without proof of general commercial terms**
- 1.4. **Transactions relating to assets or services** such as acquisition or disposition of assets, providing or receiving services, and investing or selling investments in businesses.

- 1.5. **Providing or receiving financial assistance** means giving or receiving financial assistance, such as borrowing or lending money, guaranteeing, providing collateral, and other similar acts.

2. Connected Transaction Policy

- 2.1. Directors and executives shall report their and their related person's material interests to the company to allow the company to have information for internal use to ensure compliance with the connected transaction requirements.
- 2.2. Avoid making connected transactions that may cause conflict of interest.
- 2.3. In the event that a connected transaction is necessary, every connected transaction of the company must be approved by management, the Audit Committee, Board of Directors, or at the shareholders' meeting (as the case may be), except those with general commercial terms which have been approved in principle by the Board of Directors.
- 2.4. When there are connected transactions, comply with the company's procedures, the rules prescribed by the Capital Market Supervisory Board, Securities and Exchange Commission and Stock Exchange of Thailand.
- 2.5. Set the prices and conditions of connected transactions as though they are done with a third party (arm's length basis), which must be fair and reasonable, by comparing the price of goods or services against market prices under the same or similar conditions.
- 2.6. Persons with material interest in connected transactions cannot approve or vote on such matters.
- 2.7. In considering connected transactions, the company may appoint an independent assessor to assess and compare prices for important connected transactions. This is to ensure that such connected transactions are reasonable and in the best interest of the company.

3. Transactions Exempted from the Connected Transaction Rules

- 3.1. Lending loans according to employee welfare regulations.
- 3.2. Transactions in which the other party or both parties are:
- (1) Subsidiaries in which a listed company holds not less than ninety (90) percent of shares.
 - (2) Subsidiaries in which directors, executives, or related persons hold shares or have material interest, whether directly or indirectly, or have characteristics as prescribed by the Capital Market Supervisory Board.
- 3.3. Transactions between the company and its subsidiaries in which connected persons hold no more than ten (10) percent of shares and have no controlling power.
- 3.4. Connected transactions between subsidiaries in which the company and connected persons hold no more than ten (10) percent of shares and have no controlling power.
- 3.5. The company or its subsidiary issue new securities to connected persons in the following manners:
- (1) To transfer to another person where the price of newly issued securities is not lower than the market price and does not increase the proportion of connected persons.
 - (2) Connected persons receive the right offering.
 - (3) Connected persons are distributors or sub-distributors of the company or its subsidiaries with a sales guarantee.
 - (4) Allocated under the employee stock ownership plan (ESOP).
 - (5) Transactions that the company or its subsidiaries make with juristic persons that the company or subsidiaries have assign persons to supervise and control.
- 3.6 Transactions that are proven to be fair and do not cause a transfer of benefits.

4. Actions by the company when there are connected transactions

Type of Connected Transaction	Transaction Value ¹⁾	Action by the Company			
		Process immediately	Disclose to the Stock Exchange	To be approved by the Board of Directors	To be approved at the shareholders' meeting
1. Ordinary business transactions or ordinary business support transactions					
1.1. Ordinary business transactions with general commercial terms	Unlimited	✓	-	-	-
1.2. Ordinary business support transactions with general commercial terms and compensation calculable from assets or underlying values.	Unlimited	✓	-	-	-
1.3. Ordinary business support transactions with general commercial terms and compensation not calculable from assets or underlying values.	Small	✓	-	-	-
	Medium	✓	✓	-	-
	Large	-	✓	✓	-
1.4. Ordinary business transactions or ordinary business support transactions without general commercial terms.	Small	✓	-	-	-
	Medium	-	✓	✓	-
	Large	-	✓	✓	✓
2. Real estate leasing transactions for a period of not more than three (3) years and without proof of general commercial terms	Small	✓	-	-	-
	Medium	✓	✓	-	-
	Large	-	✓	✓	-
3. Transactions relating to assets or services	Small	✓	-	-	-
	Medium	-	✓	✓	-
	Large	-	✓	✓	✓
4. Providing or receiving financial assistance					
4.1. The company or its subsidiaries provide financial assistance to the following connected persons					
- Connected person who is a natural person	<100 million baht or <3% of net tangible assets whichever is lower	-	✓	✓	-
- Connected person who is a juristic person in which the company or its subsidiaries hold less shares than other connected persons that are not the company or its subsidiary, as the case may be	<100 million baht or <3% of net tangible assets whichever is lower	-	✓	✓	✓
4.2. Providing or receiving financial assistance other than 4.1	Small	✓	-	-	-
	Medium	-	✓	✓	-
	Large	-	✓	✓	✓

Notes:

Transaction value:

- 1) Small transaction size is a transaction with a value of less than or equal to 1 million baht or less than or equal to 0.03% of the net tangible asset value, whichever is higher.

- 2) Medium transaction size is a transaction with a value greater than 1 million baht but less than 20 million baht or more than 0.03 but less than 3% of the net tangible asset value, whichever is higher.
- 3) Large transaction size is a transaction with a value greater than or equal to 20 million baht or more than 3% of the net tangible asset value, whichever is higher.

Net tangible asset means the total asset excluding intangible assets, such as goodwill and deferred expenses, liabilities, and minority shareholders' equity (if any).

Net tangible asset value means the net tangible assets book value of the company and its subsidiaries as disclosed in the financial statements, as the case may be.

Financial statement means the latest consolidated financial statement of the company that has been audited or reviewed by an auditor.

The company is exempted from obtaining approval from the shareholders' meeting when the company or subsidiary and connected person jointly provide financial assistance to a juristic person in which the company or subsidiary and connected person hold shares in proportion to their interests under general commercial terms or better.

15. Conflict of Interest Policy

The company focuses on considering transactions transparently and as beneficial to the company. Therefore, it places importance on preventing transactions that may cause a conflict of interest, connected transaction, or related party transactions. The important principles are as follows:

1. Directors and executives must notify the company of the relationship or connected transactions in the business that may cause conflict of interest.
2. Avoid making transactions that are related to connected persons as required by the Capital Market Supervisory Board, which may cause conflict of interest with the company and/or subsidiaries. In the event where it is necessary to make such transactions, present the connected transactions to the Audit Committee for consideration and opinion before submitting them to the Board of Directors for approval in accordance with the principles of corporate governance and rules set by the Stock Exchange of Thailand and Office of the Securities and Exchange.

Directors, executives, and employees must comply strictly with the company's Articles of Association and Code of Ethics to build trust among stakeholders. The company must disseminate information and promote understanding to ensure compliance among employees throughout the company.

16. Investment Policy

The company has a policy to invest in businesses that are related or similar to, or benefit or support, its business operations in order to strengthen the company's operating results. The company will conduct a project feasibility study and carefully consider the investment risk, return on investment, and the company's liquidity. In addition, the company's investments must be approved by the Board of Directors and shareholders' meeting in accordance with the predefined scope of approval authority and the requirements and notifications of the Capital Market Supervisory Board and Stock Exchange of Thailand, as well as relevant laws. The company shall govern and supervise the invested business by designating its directors and/or executives proportionate to its share ownership in the business to serve as a director in the business to control the management direction and policy so as to be in line with the business operations of the company.

17. Dividend Payment Policy

The company has a policy to pay dividends of not less than forty percent (40) of the net profit in the separate financial statements after tax, legal reserve, and other reserves (if any). It shall consider dividend payment in the best interest of shareholders, and the dividend payment shall not cause significant impact on the company's normal operations. However, the dividend payment is subject to change, depending on the company's operating results, financial position, liquidity, need for working capital, investment plan, and future business expansion, as well as market condition, appropriateness, and other factors related to the operations and management of the company, under the condition that the company must have sufficient cash for its business operations and such operations must be in the best interest of shareholders as the Board of Directors and/or shareholders deem appropriate. The resolution of the Board of Directors to approve a dividend payment must be proposed before a shareholders' meeting for approval, except for an interim dividend payment which the Board of Directors has the power to approve and duly inform shareholders at the next shareholders' meeting.

Dividends shall not be paid out of any sources other than profits. If the company has accumulated deficit, a dividend payment is not permitted, except for preferred stock dividends specified otherwise in the Articles of Association. Dividends shall be paid on a pro rata basis, and the dividend per share shall be equal. Dividend payment must be approved at a shareholders' meeting.

18. Charitable Donation Policy

The company has a policy to donate to charities at the rate of not more than 10 percent of the net profit in the separate financial statements of the previous fiscal year after tax and legal reserves, provided that the charitable donation shall not cause significant impact on the company's normal operations. However, charitable donation is subject to change, depending on the company's operating results, financial position, liquidity, and business expansion plan, as well as the appropriateness and other factors related to the management of the company as the Board of Directors and/or shareholders deem appropriate.

19. Monitoring Compliance

Management is required to report actual operating results, including financial and progress reports, against predefined targets to the Board of Directors on a regular basis to ensure continuous and efficient operations. In the event that the predefined targets are not achieved, the Board of Directors will help solve problems, improve performance, and ask management to present a plan to rectify the situation. The Board of Directors assesses the performance of the Managing Director and senior management based on the assessment goals and criteria aligning with strategies and annual action plan. The assessment results are used in determining appropriate remuneration and incentives. A self-assessment system has also been put in place for the Board of Directors.

Effect from 2 November 2016 onwards.

Approver

Mr. Dendanai Hutajuta

Chief Executive Officer/President

ATTACHMENT 6 REPORT OF THE AUDIT COMMITTEE

Report of The Audit Committee

For Rhom Bho Property Public Company Limited, the Audit Committee consisted of three independent directors, considered qualified and experienced accountants and legal advisors.

The Audit Committee performed its responsible duties as assigned by the Board of Directors, where all duties were performed in an independent manner without restriction of access to information. With Rhom Bho Property's collaboration, the Audit Committee was able to comply fully with the requirements of the Stock Exchange of Thailand. In 2022, the Audit Committee held a total of four meetings, most of which were participated by certified auditors without the attendance of the Management. Besides, there were appropriate discussions and exchanges of business insights among senior executives, auditors, and internal auditors

The Audit Committee helped ensure that the Board of Directors was capable of achieving responsible tasks, while being able to monitor and promote good corporate governance principles. Productive results of operations were explained below

1. Review of Financial Statements of 2022

The Audit Committee reviewed and verified Rhom Bho Property's financial statements on a quarterly and yearly basis, thanks to the assistance of licensed auditors. The reviewed financial statements would be proposed to the Board of Directors for further approval. As inquiries were clarified, it unveiled that such financial statements were prepared in accordance with the financial statement reporting standards (generally accepted accounting standards), with accuracy, completion, and accountability. Also, effective accounting policies were applied appropriately, ensuring that the information related to financial statements was disclosed in an adequate manner.

2. Review of the Internal Audit System

The Audit Committee of Rhom Bho Property Public Company Limited, in collaboration with certified internal auditors, conducted reviews of the internal audit system and provided productive suggestions on effective internal control to ensure greater operational capacity and efficiency. It could be said that the Company possessed adequate and appropriate internal control complying with changing situations, supported by the requirements and regulations related to the Company's business operations.

The Audit Committee also encouraged the Management to continually improve the internal control system.

3. Review of Disclosure of Information towards the Occurrence of Conflict of Interest

Obviously, the Audit Committee had efficiently monitored and reviewed the disclosure of related party transactions where conflicts of interest might take place. The disclosure of such information was deemed complete in compliance with the requirements of the Stock Exchange of Thailand. It was agreed that all related party transactions were deemed normal with general trade terms, which were made for the highest benefits of the Company. Also, internal auditors had been urged to strictly monitor and verify all related party.

4. Review of Compliance with Public Laws and Regulations

The Audit Committee had remained firm to comply with the provisions of the Securities and Exchange Act, regulations of the Stock Exchange of Thailand, and other laws related to the business of Rhom Bho Property Public Company Limited. It was obvious that the Company operated its business by conforming to relevant laws, rules, and regulations fully and appropriately.

5. Supervision of Internal Audit

The Audit Committee held a discussion with internal auditors and reviewed internal audit results on a quarterly basis. The Audit Committee developed strategic methods in monitoring and supervising internal audit of Rhom Bho Property Public Company Limited by relying mainly on the advancement of information technology. It was understood that the Company's internal audit was implemented with enhanced efficiency and productivity, empowered by the sufficiency and appropriateness of the data

security system. The Audit Committee also used significant issues to generate greater development of solutions to avoiding and reducing possible risks.

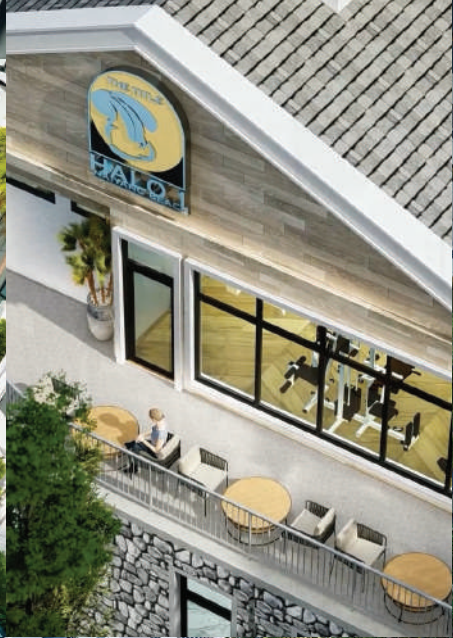
6. Good Corporate Governance

Rhom Bho Property Public Company Limited had recognized the importance of effective management based on good corporate governance principles, aiming for enhanced business efficiency supported by transparency, righteousness, and accountability to ensure greater confidence and trust among shareholders, investors, and stakeholders.

In 2020, the Audit Committee performed its responsible duties as assigned by the Board of Directors with full knowledge and independent performances without restriction in obtaining the required information from the Company's directors, executives, employees, and stakeholders. The Audit Committee also provided productive suggestions and feedbacks related to the progress of internal audit, ensuring that shareholders would be provided with a number of substantial benefits equally and appropriately. According to the Audit Committee, Rhom Bho Property Public Company Limited adhered to business ethics, where the Board of Directors and executives were strictly committed to performing their duties in a highly professional manner. The Company had prepared financial and performance reports with complete and accurate information, while the effective internal control and audit system was developed based on the principles of good corporate governance. With transparency, honesty, and responsibility towards successful business performances, the Company was capable of maximizing its competitiveness and compliance with relevant laws and requirements.

Mr. Suvit Lamsam

Chairman of the audit committee





THE
TITLE





Rhom Bho Property





RHOM BHO PROPERTY PUBLIC COMPANY LIMITED (TITLE)

บริษัท ร่มโพธิ์ พร็อพเพอร์ตี้ จำกัด (มหาชน) (TITLE)

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