



Annual Registration Statement / Annual Report 2020

(Form 56-1 One Report)

DHOUSE PATTANA PUBLIC COMPANY LIMITED

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Conclusion of Important Financial Information

	2018	2019	2020
asset			
Cash and cash equivalents	0.24	31.26	133.74
Liabilities and equity			
Real estate development costs	193.65	149.58	142.60
Landawaiting development	528.90	528.90	528.90
Total assets	735.72	729.66	828.98
Current liabilities	395.33	348.80	325.73
Non-current liabilities	29.86	29.62	20.68
Performance			
Total Liabilities	425.19	378.42	346.41
Issued and Paid Capital	360.00	311.40	420.00
Total shareholders' equity	310.53	351.24	482.57
Sales revenue	67.50	142.12	92.12
Compared to the rate per share			
Total income	67.72	142.52	92.70
Gross profit	40.68	75.46	49.40
Financial liquidity ratio			
Net profit	9.54	40.71	14.93
Book value	0.50	0.56	0.72
Profitability ratio			
Face value *	0.50	0.50	0.50
Liquidity ratio	0.50	0.52	0.86
Quick liquidity ratio	0.001	0.09	0.41
Gross margin	60.27	53.10	53.63
Operating efficiency ratio			
Operating profit margin	27.41	38.28	25.32
Net profit margin	14.09	28.57	16.11
Return on Equity	3.12	12.30	3.58
Financial policy ratios			
Return on assets	1.31	5.56	1.92

	2018	2019	2020
Return on fixed assets	1.97	7.69	3.01
Asset turnover	0.09	0.19	0.12
Debt to Equity Ratio	1.37	1.08	0.72
Interest coverage ratio	1.19	22.90	7.00
Debt service coverage ratio	1.96	1.63	-0.19

Note: * The original par value for the year 2018 was 100 baht per share and the year 2019 was 86.50 baht per share, which the Company has adjusted to the year 2020 with a par value of 0.50 baht per share for ease of comparison.

Messages from Chairman of the Board



Asst. Prof. Dr. Teeraphan Ungpakorn

Chairman of the Board Committee

The year of 2020 is the time many countries around the world faces the COVID-19 pandemic which has vastly affected economic both in domestic and international domains. The global economic expansion is unsettled, and everyone must adapt to a New Normal lifestyle which has changed how people live. Customers have chosen to restrict themselves in limited areas to avoid contacts with large herds according to Social Distancing measurement. About Thailand, besides the pandemic factors that directly affect tourism industry, which is a key mechanism of Thai economy, there are other factors such as trade wars, which has made total figures of Thailand's exportation significantly decrease, resulting in the country's economic growth dropping and exchange rate fluctuating.

Real estate is a domain of business that has been affected by COVID-19 pandemic, making the business to slowdown both in demand and supply. Price of accommodation has been dropping and the entrepreneurs must adjust their marketing strategies and find selling channels that fit the consumers' behaviors more. However, because MahaSarakhm's real estate market is small and the competitions are mainly centered around local capital groups, and because MahaSarakhm is a city of education, which has a lot of students, educational employees, and entrepreneurs of various businesses, there is still income generating inside the province. This has resulted in sound numbers of customers visiting the real estate projects in 2020 and the growth of reservation and transference rates.

From exceptional feedbacks, in 2021, we are planning to invest in 2 new projects: U-Park project, which is a 249-unit-housing estate, located on 20 rai of land near Mahasarakham University, with has total project value of 607.07 million baht and is prepared to be launched in the 1st quarter of 2021; and Grand Biz 2, a 40-unit project of 3-storey commercial building, located on a 3 rai of land, with total project value of 127.60 million baht, which will be launched in the 2nd quarter of 2021. Moreover, at the end of 2021, the Company projects to expand its investment to other provinces in northeastern region that have potential of growing such as Khon Kaen, Ubon Ratchathani, Nakhon Ratchasima, and Udon Thani.

Despite the fact that the Company has not been severely affected by the COVID-19 pandemic in 2021, the Company is not imprudent and is aware of some problems that might occur in the future. Therefore, the Company has been adjusting operational strategies, marketing plans, and administrative plans in each part to suit the current situation and prospective changes. This is to ensure that it can operate with the most efficiency according to the Company's goals and vision.

As a representative of DHouse Pattana Public Company Limited, I would like to show my gratitude to all shareholders, customers, and stakeholders that have been supporting our projects. I would like to say thank you to all the media and presses that have provided a good advocate to the Company via various channels of public relation. The Company promises to operate under our vision and missions, and to fulfill all the commitment in order to pay back for all the supports and to ensure the future success.

Asst. Prof. Dr. Teeraphan Ungpakorn
Chairman of the Board

Details of the Board of Directors



Asst. Prof. Dr. Teeraphan Ungphakorn

- Chairman of the Board
- Independent Director
- Company Director



Mr. Chaiyut Lerdrungporn

- Vice Chairman
- Company Director



Mrs. Pranee Lerdrungporn

- Company Director



Dr. Ong-art Chanprasitchai,

Asst. Prof. Dr. Utis Bhongchirawantana

Mr. Apishar Nithianantporn

- Independent Director

- Independent Director

- Independent Director

- Company Director

- Company Director

- Company Director



Mr. Pongpot Lerdrungporn

- Company Director
- Chief Executive Officer



Dr. Pongnarin Lerdrungporn

- Company Director
- Managing Director of System Support Division



Mr. Att Lerdrungporn

- Company Director
- Managing Director of Business Development, Marketing and Sales



Mr. Channarong Kaewwisit

- Company Director



Mr. Chaichan Kaewwisit

- Company Director



Part 1 Business Operation and Performance

1. Structure and Operation of Company Group

1.1. Policy and Overview of Business Operation

DHouse Pattana Public Company Limited (“the Company” or “DHOUSE”) emerged from a merger between DHouse Homecenter Company Limited (“DHC”) and DHouse Pattana Company Limited (“DH”). It was registered on 27th April 2010 with initial capital of 3,000,000 THB by Lertroongporn family group and Kaewwisit family (both families are relatives) directed by Mr. Pongpot Lerdrungporn, Dr. Pongnarin Lerdrungporn, and Mr. Att Lerdrungporn (whose name was previously Mr. Pongthat Lerdrungporn). They aim to operate a property development business focusing on residential buildings for sale.. Afterwards, the family cooperatively established DH to develop the land property and to make residential buildings for sale, and DH was therefore registered on 26th July 2011, with the capital investment of 200,000,000 THB. Both companies were managed by the same board committee. Subsequently, the shareholders decided to merge the two companies to expand their capacity in their property development projects, to prevent conflicts of interest that might happen, and to prepare for their business registration in Thailand’s Stock Exchange. The merging of those two companies was valid from 18th April 2018 and the business administration has been conducted under the name of DHouse Pattana Company Limited (“DHOUSE”), with paid-up capital investment of 360,000,000 THB, which was divided into 3,600,000 common shares with par value of 100 THB each. In 2019, according to the 2nd Extraordinary General Meeting (EGM) of 2019 on 17th July 2019, there was a resolution to decrease the capital investment from 360,000,000 THB to 311,400,000 THB to clear the accumulated losses by decreasing the par value from 100 THB to 86.50 THB. Consequently, the Company has paid-up capital investment of 311,400,000 THB, divided into 3,600,000 shares, with par value of 86.50 THB each. On 12th March 2020, in the 2020’s annual meeting of shareholders, there was an approval to transform the Company from a company limited to a public company limited, with a decision to change share par value from 86.50 THB of total 3,600,000 shares to be 0.50 THB each par. This has affected the increase of shares to be 622,800,000 in total. There was also a decision to add the capital investment of 108,600,000 THB from 311,400,000 to be 420,000,000 THB by expanding new 217,200,000 common shares, with par value of 0.50 THB each that is prepared for Initial Public Offering. There was an approval to list the Company’s common shares in MAI Stock Exchange. In June, the Company launched the 5th project which was “Pruek Pirom Salaklang” containing detached houses, semi-detached houses and commercial buildings, with 65 units in total. The approximate project value is 199.35 million baht and it is the first project of the Company that applied precast technology for house building.

On 26th October 2020, the Company entered the first IPO with 217.2 million shares, that cost 0.60 THB per par and this was the fund raise of 130.32 million Baht with the property values of 504 million baht at IPO. The share amount registered with The Stock Exchange of Thailand and the paid-up shares was 840 million shares with par value of 0.50 THB each, equally 420 million baht of the paid-up capital investment.

The Company has been developing various types of residential property including detached houses, semi-detached houses, townhomes, home offices, and commercial building. Currently, the main project area is in MahaSarakham Province and their plan is to expand to other provinces in northeastern region of Thailand. The project development criteria of the Company are based on location, site, marketing trends, consumers' requirement, target customers, and suitability of price ranges. The Company also focuses on worthy products that impress and please their customers with providing simple property project that answer the customers' requirements with reasonable price and high quality construction method with after-sale services. Over ten years since present, the Company has been operating this kind of business and this has proved our expertise and experience in property development, especially in MahaSarakham Province. On 31st December 2020, the Company has sold out and closed the deal with 1 project, has 4 ongoing projects, and has 2 prospective projects.

The Company has been developing many types of residential real estates including detached houses, semi-detached houses, townhomes, home offices, and commercial building. Currently, the main project area is in MahaSarakham Province and is planned to expand to other provinces in northeastern region of Thailand. The project development criteria of the Company are based on location, site, real estate marketing trends, consumers' needs, target customers, and suitability of price ranges. It aims to create worthwhile experience and impression for customers, with simple but responsive development principles, suitable prices, and attention to building quality, while not excluding quality after-sales services. More than ten years from the past to present, the Company has been conducting business in this field, resulting in expertise in real estate development, especially in MahaSarakham Province. On 31st December 2020, the Company has sold out and closed the deal with 1 project, has 4 ongoing projects, and has 2 prospective projects.

VISION To be number one of property developer in the northeastern region

Mission Operational Excellence: to deliver quality and exceptional standards

Customer Growth: to grow customers and increase business value from business network



1.1.2 Major Changes and Development

2010

- **April 2010**

DHouse Homecenter Company Limited (“DHC”) was established with capital investment of 3,000,0000 THB, divided into 30,000 common shares with par value of 100 THB. The head office was located at house no. 5/1, Rim Khlong Som Thawil Rd., Talard Sub-district, Mueang Maha Sarakham District, Maha Sarakham Province with an objective is to run a property development business of residential buildings for sale.

- **September 2010**

The first project: “Suparom Grand Ville” was developed under DHC, comprising of 69 units of 1-storey and 2-storey detached houses. The approximate project value is 166.45 million baht (the project was completely dealt in 2015.)

2011

- **July 2011**

- DHouse Pattana Company Limited (“DH”) was established with capital investment of 200,000,000 THB, divided into 2,000,000 common shares with par value of 100 THB each. The head office was located at house no. 99, Sarakham-Wapeepathum Rd., Talard Sub-district, Mueang Maha Sarakham District, Maha Sarakham Province with an objective to run a property development business of residential buildings for sale.

- **October 2011**

The 2nd project: “The Grand Residence” was launched by DHC. It is a project with 122 units of 1-storey and 2-storey detached houses. The approximate project value is 282.00 million baht

2012

- **July 2012**

DHC added capital investment from 3,000,000 THB to be 5,000,000 THB by issuing more 20,000 new common shares. The par value is 100 THB each, and they are offered to be sold to the same shareholders for being used as revolving capital fund for the business.

2014

- **March 2014**

The 3rd project: “The Grand Canal” was launched by DH. The project was composed of 163 units of townhomes and home offices. The project value is approximately 381.69 million Baht.

2016

- **January 2016**

DHC increased its capital investment from 5,000,000 THB to be 160,000,000 THB by issuing more 1,550,000 new common shares. The par value is 100 THB each, and they are offered to be sold to the same shareholders to be used as revolving capital investment for purchasing new land property for the project development.

2017

- **February 2017**

The 4th project: “Grand Biz” was launched by DHC. The project was composed of 50 units of commercial buildings. The approximate project value is 200.28 million Baht.

- **April 2018**

According to DHC’s 2nd Extraordinary General Meeting (EGM) of 2017 on 2nd January 2017 and DH’s 2nd EGM of 2017 on 2nd January 2017, there was a resolution to merge the 2 companies with the objectives to expand capacity in property development projects, to prevent conflicts of interest that might happen, and to be ready for company registration in Stock Exchange of Thailand . The merging of businesses was valid **from 18th April 2018** and after the merge, the business administration has been directed by **DHouse Pattana Company Limited** (“the Company” or “DHOUSE”), with paid-up capital investment of 360,000,000 THB, which was divided into 3,600,000 common shares.

2019

- **July 2019**

According to the 2nd Extraordinary General Meeting (EGM) of 2019 on 17th July 2019, there was a resolution to decrease the capital investment from 360,000,000 THB to 311,400,000 THB to clear the accumulated losses by decreasing the stock’s par value from 100 THB to 86.50 THB. Consequently, the Company has paid-up capital of 311,400,000 THB, divided into 3,600,000 shares, with par value of 86.50 THB each.

2020

- **March 2020**

According to Annual EGM of 2020 on 12th March 2020, there were following important decisions:

- Approval to transform the Company from a company limited to be a public company limited
- Approval of stock’s par value change from 86.50 THB with 3,600,000 shares to par value of 0.50 THB affecting the share numbers to be added up to 622,800,000.
- Expanding of the Company’s capital investment of 108,600,000 THB from 311,400,000 THB to be 420,000,000 THB. Accordingly, the numbers of 217,000,000 new commons

shares were issued with par value of 0.50 THB each to be prepared for an Initial Public Offering (IPO).

Approval for taking the Company's common shares to be listed in MAI Stock Exchange.

June 2020

The 5th project: "Pruek Pirom Salaklang" was launched by the Company. The project was composed of 65 units of detached houses, semi-detached houses, and commercial buildings with the project value of approximate 199.35 million Baht. It is the first project of the Company to use precast technology in building houses.

- **October 2020**

On 26th October 2020, the Company entered an IPO with 217.2 million shares, with the par value of 0.60 THB each and the fund of 130.32 million Baht was raised with IPO value 504 million Baht. The numbers of shares registered with the Stock Exchange of Thailand and the paid-up shares were 840 million with par value of 0.50 THB each, equally 450 million baht of paid-up capital investment.



1.1.3 (1) On 31th December 2020

(There was an IPO stock selling and revelation of spending plan according to information declared to SET.)

1.1.4 Liabilities the Company is responsible for in information form:

-none-

1.1.5 General Information about the Company

Name of the Company	DHouse Pattana Public Company Limited
Symbol	DHOUSE
Business type	Property Development
Registration number	0107563000045
Capital	420,000,000 THB (four hundred twenty million baht)
Issued and paid-up sheare capital	420,000,000 THB (four hundred twenty million baht)
Quantity of common stocks	840,000,000 stocks
Par value per stock	0.50 THB (Fifty satang)
Information of branch company	-none-
Head office address	House no. 99, Sarakham-Wapeepathum Rd., Talard subdistrict, Mueang MahaSarakham district, MahaSarakham province
Tel.	043-722-000
Fax.	043-722-272
Website	dhousepattana.com
E-Mail	info@dhousepattana.com

“Investors can access to more information of companies issuing equities from companies’

annual information form (form 56-1) on www.sec.or.th or on the Company’s website:

“www.dhousepattana.com”

1.2 Nature of Business

1.2.1 Income structure

DHouse Pattana Public Company Limited engages in residential property development for sale. It is divided into various types of property, including detached houses, semi-detached houses, townhomes, home offices and commercial buildings In the northeastern region, in which, at present, there are projects only in MahaSarakhm Province. The Company focuses on developing quality real estate projects, by considering the survey and study of the project location to determine suitable product models and ensure that the products are full of quality, meet the needs of the target customers and get a sense of value. In the past, the Company developed all flat projects for the year 2018 - 2020, of which the incomes can be divided into sales and other income:

Income Structure	Financial Statements					
	2018		2019		2020	
	Million Baht	Ratio	Million Baht	Ratio	Million Baht	Ratio
Sales Income	67.50	99.68%	141.82	99.73%	92.12	99.37%
Other Income	0.22	0.32%	0.39	0.27%	0.58	0.63%
Total Income	67.71	100.00%	142.21	100.00%	92.70	100.00%

The Company has a variety of property projects which can be categorized by project and classified by property type for the year 2018-2020 as follows:

Sale Income by Project	Financial statements (audited version)					
	2018		2019		2020	
	Million Baht	Ratio	Million Baht	Ratio	Million Baht	Ratio
The Grand Residence	25.92	38.40%	17.44	12.30%	30.46	33.07%
The Grand Canal	7.41	10.98%	20.59	14.52%	28.80	31.27%
Grand Biz	3.46	5.13%	103.79	73.18%	32.86	35.68%
Pruek Pirom	-	0.00%	-	0.00%	-	0.00%
Total income from the projects	36.79	54.51%	141.82	100.00%	92.12	100.00%
Income from land sales	30.71	45.49%	-	0.00%	-	0.00%
Total sales income	67.50	100.00%	141.82	100.00%	92.12	100.00%





Sale Income by Project	Financial statements (audited version)					
	2018		2019		2020	
	Million Baht	Ratio	Million Baht	Ratio	Million Baht	Ratio
Detached House	25.92	38.40%	17.44	12.30%	30.46	33.07%
Townhome	4.41	6.54%	20.59	14.52%	22.80	24.76%
Home Office	3.00	4.44%	-	0.00%	6.00	6.51%
Commercial Building	3.46	5.13%	103.79	73.18%	32.86	35.68%
Semi-Detached House	-	-	-	-	-	0.00.%
Total Income from the Projects	36.79	54.51%	141.82	100.00%	92.12	100.00%
Income form Land Sale	30.71	45.49%	-	0.00%	-	0.00%
Total Sale Incomes	67.50	100.00%	141.82	100.00%	92.12	100.00%

1.2.2 Product information

The Company engages in the business of property development, residential type for sale. It is divided into various types of property, including detached houses, semi-detached houses, town homes, home offices and commercial buildings, with a focus on developing quality real estate projects In potential locations with readiness for utilities and infrastructure such as schools, main city roads and the area of government agencies, etc. to meet the needs of a wide range of professional customers in the area of MahaSarakhm Province, as of December 31, 2020, there are 4 projects launched for sale, the details are as follow







(1) Characteristics of products or services Current projects and sales progress as of 31 December 2020

Project	Project Area (Rai)	Total Value (MB)	Unit Quantity	Launching Date	Start date of ownership transfer	Construction progress of the whole project	Sales (Unit)	Transfer amount (Unit)	Waiting for Transfer (Unit)	House ready for sale *	Under Construction	Sales Value (MB)	Value of transferred (MB)	Remaining Value Waiting for Transfer (MB)	Value of House Ready for Sale (MB)	Value of House Under Construction (MB)
	35-0-77.00	281.47	122	8 ต.ค.54	29 ก.ค. 56	98.52%	122	121	1	-	-	281.47	277.60	3.87	-	-
	14-1-69.70	398.92	163	9 มี.ค.57	25 มี.ค. 59	47.20%	57	54	3	1	105	114.98	108.04	6.94	2.30	281.64
	3-2-11.50	197.96	50	16 มี.ย.60	24 ส.ค. 61	79.12%	36	35	1	4	10	143.46	140.11	3.35	14.60	39.90
	10-2-00.02	211.05	65	23 มี.ย.63	22 ธ.ค.63	40.98%	14	5	9	-	51	40.70	14.10	26.60	-	170.35
Total Value of Each Type												580.61	539.85	40.76	16.90	491.89
Total Value												1,089.40				

Remark: A house ready for sale means a house where the construction work has been completed, which has only remaining interior work, and which is able to be transferred within 1-2 months.





Projects launched for sale on December 31, 2020 can be summarized as follows:

1. The Grand Residence

 	
Project site plan and product examples	 
Location	MahaSarakhm-Wapi Pathum Intersection, Talard Sub-district, Mueang MahaSarakhm District, MahaSarakhm Province
Status	Under construction and in the process of selling
Project area	35-0-77.00 rai
Project type	medium-sized low-rise residential projects, types of single-storey and two-storey detached houses
Characteristic	A quality housing projects at a reasonable price on a good location along MahaSarakhm-Wapi Pathum Road (Km 1). It is near the city and is the future economic district, consisting of Single-storey detached houses: 61 units Two-storey detached houses: 61 units Total: 122 units
Project value	282.00 million baht
Initial sale price	Single-storey detached house: 2.69 million baht Two-storey detached house: 2.90 million baht
Target customers	Group 1: government employees, state enterprise employees, and private organization employees Group 2: private business owners and investors
Project highlights	1. Selection of high standard materials in construction and home decoration, resulting in good quality 2. The entrance to the project is beautiful and has a good security system. 3. A sports club for exercise and relaxation 4. Location near MahaSarakhm City Hall, only 500 meters and close to other important places such as MahaSarakhm Hospital, Bus terminal etc.



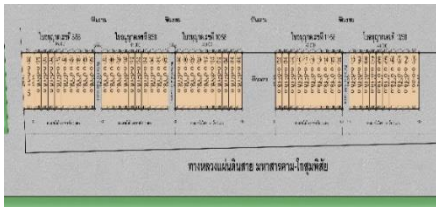

Note: The project is allocated by law, as well as proceeds according to the laws, rules, and regulations of relevant governmental agencies correctly.

2. The Grand Canal

 	
Project site plan and product examples	 
Location	From Somthawin Rat Intersection, Talard Subdistrict, Mueang MahaSarakhm District, MahaSarakhm Province
Status	Under construction and in the process of selling
Project area	14-1-69.70 rai
Project type	medium-sized low-rise residential projects, types of home office and townhome
Characteristic	A project combines residential and business properties on a good location in the heart of MahaSarakhm city, along the Somthawin canal, consists of 3-storey home offices: 42 units 2-storey townhomes: 121 units Total: 163 units
Project value	381.69 million baht
Initial sale price	- 3-storey home offices price: 3.39 million baht - 2-storey townhome price: 2.29 million baht
Target customers	Group 1: government employees, state enterprise employees, and private organization employees Group 2: private business owners and investors
Project highlights	1. Selection of high standard materials in construction and home decoration, resulting in good house quality 2. Design that takes into account the best use of space, modernity with a wide range of functions which can be adjusted to suit lifestyles perfectly 3. The entrance to the project is beautiful and has a good security system. 4. The location is located in the heart of MahaSarakhm Province, with convenient transportation, including near amenities such as Mahasarakham Hospital, bus terminal, Serm Thai Complex Shopping Center, etc.




Note: The project is allocated by law, as well as proceeds according to the laws, rules, and regulations of relevant governmental agencies correctly.

3. Grand Biz

 	
Project site plan and product examples	 
Location	MahaSarakhm - Kosum Phisai Rd. (TorLor 208), Tha Song Khon Subdistrict, Mueang MahaSarakhm District, MahaSarakhm Province
Status	Under construction and in the process of selling
Project area	3-2-11.50 ria
Project type	Medium-sized commercial building project
Characteristic	Project for trade business on a good location along Mahasarakham-Kosumpisai Road, consists of 3-storey commercial buildings, 50 units
Project value	200.28 million baht
Initial sale price	3.69 million baht
Target customers	Group 1 Private business owners Group 2 Investors
Project highlights	<ol style="list-style-type: none"> 1. Selection of high standard materials in construction and home decoration, resulting in good house quality 2. A modern design with a wide range of functions which can be adjusted to suit lifestyles perfectly 3. Key location, which is a connection point from the city of MahaSarakhm on the main road to Khon Kaen Province. The project is close to important amenities such as Serm Thai Complex, Institute of Physical Education, Mahasarakham Campus, and Rajabhat MahaSarakhm University, etc.

Note: The project is allocated by law, as well as proceeds according to the laws, rules, and regulations of relevant governmental agencies correctly.

4. Pruek Pirom Salaklang


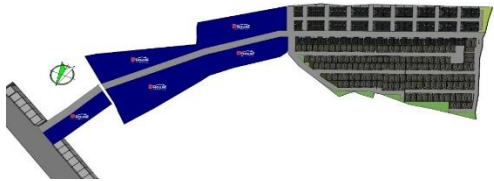
	
Project site plan and product examples	 
Location	On MahaSarakhm Bypass Road (TorLor 291), Wang Naeng Subdistrict, Mueang Maha Sarakhm District, MahaSarakhm Province
Status	Under construction and the project was launched in June 2020.
Project area	10-2-00.02 rai
Project type	Medium-sized project, type of commercial building, semi-detached house, and detached house
Characteristic	Combination of residential and business property project, on the bypass road, near governmental center, consisting of 2-storey detached houses, 10 units 2-storey semi-detached houses, 38 units 3-storey commercial buildings, 17 units Total: 65 units
Project value	199.35 million baht
Initial sale price	- 2-storey detached house 3.39 million baht - 2-storey semi-detached house 2.79 million baht - 3-storey commercial building 2.99 million baht
Target customers	Group 1: government employees, state enterprise employees, and private organization employees Group 2: private business owners and investors
Project highlights	<ol style="list-style-type: none"> 1. Selection of high standard materials in construction and home decoration, resulting in good house quality 2. The entrance to the project is beautiful and has a good security system. 3. Affiliated businesses of the Company are well known in the area, thus creating the trust of customers who decide to purchase houses. 4. Location near MahaSarakhm City Hall, with only 500 meters distance, and close to other important places including Mahasarakham Hospital, bus terminal, Serm Thai Complex Shopping Center, etc.

Note: The project is allocated by law, as well as proceeds according to the laws, rules, and regulations of relevant governmental agencies correctly.

Business Plan for the Year 2021

The Company has made short-term, medium- and long-term plans for business expansion over the next 1-5 years, with the Company's existing land development projects at present and lands listed as prospective lands for development. There will be a variety of projects, including residential projects such as detached houses, semi-detached houses, townhomes, home offices and commercial buildings. The Company plans to implement projects during 2021-2022 as follows:

1. U-Park

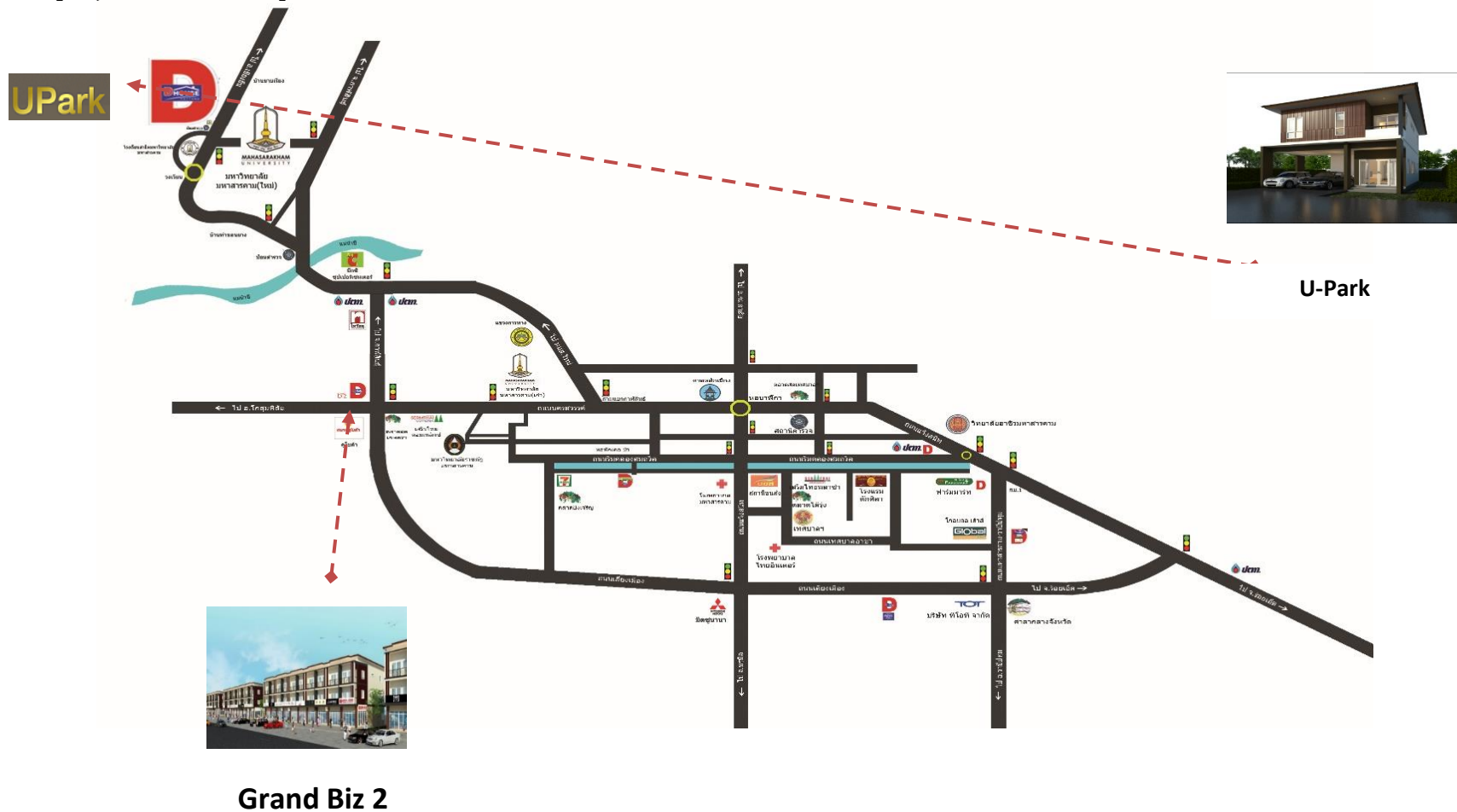
	
Project site plan and product examples	
Launching period	Expected to be the first quarter of 2021
Construction start period	Expected to be the first quarter of 2021
Start transferring ownership	Expected to be the fourth quarter of 2021
Location	On the road of Ban Tha Khon Yang - Ban Khee (TorLor 2202), Kham Reang Subdistrict, Kantharawichai District, Maha Sarakham Province
Project area	40-0-34.54 rai
Project type	Low-rise residential property project
Characteristic	<p>Quality residential housing projects with a reasonable price on a good location on the road of Ban Tha Khon Yang - Ban Ki, near Mahasarakham University, consisting of</p> <ol style="list-style-type: none"> 1. 2-storey semi-detached houses, 4 bedrooms, 96 units 2. 1-storey semi-detached houses, 2 bedrooms, 115 units 3. 1-storey semi-detached houses, 3 bedrooms, 38 units <p>Total: 249 units</p>
Project value	607.07 million baht
Initial sale price	1.79 million baht
Target customers	<p>Group 1: government employees, state enterprise employees, private organization employees, and students</p> <p>Group 2: private business owners and investors</p>
Project highlights	<ol style="list-style-type: none"> 1. Executives have experience in residential housing business, and are able to understand working processes thoroughly and solve any arising problems. 2. Selection of high standard materials for construction and decoration, ensuring quality projects 3. The entrance to the project is beautiful and has good security. 4. Location near Mahasarakham University, only 500 meters distance, and close to other important places such as Kham Rieng Subdistrict Municipality, Khewa Yai Police Station, Talat Noi, Mahasarakham University, etc.

2. Grand Biz 2

  	
Project site plan and product examples	
Launching period	Expected to be the 2 nd quarter of 2021
Construction start period	Expected to be the first quarter of 2021
Start transferring ownership	Expected to be the 2 nd quarter of 2022
Location	Maha Sarakham - Kosum Phisai Road (TorLor 208), Tha Song Khon Subdistrict, Mueang Maha Sarakham District, Maha Sarakham Province
Project area	3-1-96.00 rai
Project type	Medium-sized commercial building
Characteristic	Projects for commercial businesses on a good location along Mahasarakham-Kosumpisai Road consist of 3-storey commercial building, 40 units
Project value	127.60 million baht
Initial sale price	3.19 million baht
Target customers	Group 1 Private business owners Group 2 Investors
Project highlights	<ol style="list-style-type: none"> 1. Selection of high standard materials in construction and home decoration, ensuring quality 2. A modern design with a wide range of functions which can be adjusted to suit lifestyles perfectly 3. Key location, which is a connection point from the city of MahaSarakhm on the main road to Khon Kaen Province, close to important amenities such as Serm Thai Complex, Institute of Physical Education, Mahasarakham Campus, and Rajabhat MahaSarakhm University, etc.

However, the Company has land awaiting development of other plots, which are still in the process of feasibility study to develop new product models to meet the needs of more diverse customer groups, such as low-rise condominium, mixed-use building real estate projects, etc. The Company has potential land locations close to university-level educational institutions in the province suitable for developing new projects. The projects are still in the process of studying the model, establishing business plans, and project feasibility.

Future project location map



Research and development

-None-

(2) Marketing and Competition

Maha Sarakham Province is a province with 3 university-level educational institutions, namely Mahasarakham University, Rajabhat Mahasarakham University, and National Sports University, Mahasarakham Campus. There are a total of 62,271 students and staff in MahaSarakhm Province, divided into 57,337 students and a total of 4,934 personnel¹, including non-local people working in MahaSarakhm Province. In relation to the university and various trades circulating among students have caused the economy of HahaSarakhm Province to expand. In addition, the real estate business in the province has expanded continually. According to the number of transfer of ownership of low-rise housing of MahaSarakhm Province, the number increased from 948 units in 2018 and 1,057 units in 2019 or representing a growth rate of 7.36% and 11.50% per year respectively.

2.1 Target customers

The Company has the idea of developing property projects to support various groups of individuals, from teachers at university level, personnel who works with universities, people from abroad who open up shops that sell things to students, medical personnel, and government officials. In addition to target customers as already mentioned, there are also customers in the provinces with moderate income who want to separate their families by buying their own houses or residences. Also, there are customer groups who wish to buy new houses to replace the old houses, including customers who want to buy second homes. The target area also includes Kantharawichai District, which is a district close to Mueang District, MahaSarakhm Province.

The Company divides target customers into 2 groups as follows:

- Main target market

It is a customer group aged between 25-45 years who are government officials and state enterprise employees, medical personnel, private workers, educational personnel, with income levels 15,000 - 30,000 baht, who have workplaces near the location of the projects. There are also parents of wealthy students who wish to purchase a house, or townhouse for their children and grandchildren for convenience and as an investment because when the children graduate, the properties can be put for rent.

- Secondary target market

It is a group of customers aged between 30-50 years working in the trade, conducting personal business, or being self-employed with an income level of 25,000 baht or more who lives in the area of MahaSarakhm Province or nearby provinces, who intend to purchase new homes to replace the old ones that have a long service life, or to purchase second homes close to their work location or for rental investment.

¹ Source: Higher Education Statistics, Staff Division, Mahasarakham University, Human Resources Division, Rajabhat Mahasarakham University, Registration and Processing, National University of Sports Campus 2019.

2.2 Product strategy

The Company focuses on developing quality property projects in potential locations with readiness for utilities and infrastructure, which are suitable for the needs of those interested in buying houses or other properties in each project location. The Company offers a wide range of low-rise real estate products for both residential and commercial purposes, including detached houses, semi-detached houses, townhomes, home offices and commercial buildings. In each project development, the Company pays attention to quality, from project plans designs and designs of each type of product to be suitable for actual use, quality-controlled construction planning and construction to meet standards. The Company uses standard materials for construction and decoration to make buildings strong both in areas of structure and decoration purposes, including sanitary wares, to be able to deliver truly quality products suitable for the price to customers.

- Location of the projects

The Company gives importance to the selection of lands that have potential and are in good locations, with convenience for transportation, readiness for utilities and infrastructure, having nearby facilities such as educational institutes, communities and commercial centers. It ensures that there are roads connecting the main city, and the properties are near the area where government agencies are located, etc. In the past, the development of property projects of the Company has based on good locations with different strengths to provide alternatives to people with different needs, for example, projects near educational institutions for students, places near government offices for government officials and employees of state enterprises, etc. Together with the product model that is suitable for each location of each project, the Company's projects have been well received.

- Product quality

In addition to good design of the projects and products, project development and product construction are also vital steps in getting quality products, to which the Company has given importance. The Company pays attention to every process from designing the project plan and product model, determining the properties of various construction materials and finishing materials, including sanitary wares, in order to get products that are exceptional and suitable for use. There are selections of materials of high standard and thorough and strict quality controls in the construction processes to make sure they meet the standards. The Company has a team of engineers for construction supervision and inspection in every step, ready to prepare reports on construction progress and standards by sending information to the center on a daily basis, including weekly and monthly summaries for the executives to be informed or considered, to ensure that customers will receive truly quality products.

From the factors mentioned above, they illustrate the Company's commitment to develop exceptional products. At present, the Company is studying to develop new types of project to meet the needs of more diverse groups of customers, by continuing to adhere to the principles of project development and construction of quality products to meet the actual needs of and give customers a feeling of value when receiving products

2.3 Pricing strategy

The Company studies target groups by taking into account the needs that are consistent with the purchasing power of the target customers. Pricing policy is set to be appropriate to the customer groups, so that customers can consider and decide on the value of purchasing the products. The Company takes into account the needs of target customers in each location, house or building design for each project in accordance with the price level, taking into account the location of the project and product model, etc. In pricing, the Company considers the costs, land prices, construction costs, and various expenses related to the project development, including central costs, to provide the right products in order to make the customer feel worthwhile when the product is delivered. However, when calculating the selling prices against the costs, they must be at a level with a specified rate of return. Moreover, the Company might implement pricing strategies to create attraction to customers visiting the projects, to make them decide to buy the Company's products during the opening of the project, etc.

2.4 Strategies for communication, marketing and promotion

The Company has a communication strategy to reach target customers in MahaSarakham and nearby provinces in many different forms to cover different communication channels, so that target customers and people in the area of MahaSarakham Province can know about the Company's project information and trust the Company, who is the developer of high quality and standard property projects, with various channels as follows:

1. Communication through billboards to present project information and various promotions, communicating to customers passing by and people nearby.
2. Getting booths at shopping centers to offer promotions, discounts and freebies of the project. This method reaches customers effectively.
3. Setting up sale booths at the banks, especially the banks that the Company is a partner with, to create possibility to reach customers directly and to present projects and products as well
4. Use of electronic media by doing advertising media through channels such as Facebook: www.facebook.com/DHOUSE.MHK/, Line application: the Company's sales team, and website: <http://dhousepattana.com/>, which will cover marketing communication to a wider group of customers than any other types of communication.

In applying sales promotion, the Company will consider various factors in each period to decide to issue promotions to suit the purchasing decision of the customer groups in each project. The sales team will discuss with the executives of the Company about different promotion formats such as air-con giveaways, gold necklace giveaways, TV, refrigerator giveaways, or discounts on the transfer date, etc.

2.5 Sales strategies and distribution channels

The Company has its own sales team to supervise various sales channels. There are direct sales channels through the sales office on the project areas in order to prepare for welcoming customers and providing information, knowledge and understanding of products in each project. There are also sample houses opened to show to interested people at the project locations. In addition, there are other distribution channels such as setting up public relations points and displaying project previews as well as opening distribution channels at shopping centers, and contacting points for information via electronic channels, etc.

- Sales office and sales staff (personal selling)

The Company sets up a sales office located at the location of each project. There is an appropriate office decoration to create an atmosphere for visitors to understand the projects' styles. Drinks are served. There are service for visiting the sample houses. There are a sales persons who are ready to provide accurate information about the products. To promote the readiness of the sales teams, the Company also organizes regular trainings and meetings with the sales department to make sure they understand the products and various sales techniques, including mutual discussions to create sales strategies and set the Company's sales goals

- Booth opening at Serm Thai Complex

This activity is organized to stimulate sales and introduce the projects to the people who shop at Serm Thai Complex. Because Serm Thai Complex is the place that has the largest number of people visiting in the province. There are projects' sales staffs to educate those interested in the projects.

- Internet media

The Company has a website: <http://dhousepattana.com/> which contains detailed information presented for each project, including information about the Company to let customers know about the products of the Company to build their trust. In addition, the Company also has a Facebook page: www.facebook.com/DHOUSE.MHK/ for advertising and organizing various activities, to increase the attractiveness for the customers, both from promotion of projects and various sales promotions, making customers or people who follow the page receive information and be able to share information more conveniently.

- After sales service

The after-sales service department is responsible for the neatness and maintenance of project assets. The service of the after-sales service team will cover from taking care of the homes during the warranty, maintaining the functions of electricity, water supply and public utilities of the project, while includes the maintenance of cleanliness within the projects, etc.

The Company sets out a list of home warranty, which is a guarantee that excludes equipment that deteriorates under normal use as follows:

order	list	Warranty period
1	Structure work - Bottom base work (pile)	The warranty period is 5 years (since the home delivery).
2	Roof frame and roofing work	The warranty period is 1 year (since the home delivery).
3	Decoration work - Crack - Door, Latch - Mirror	The warranty period is 1 year (since the home delivery).
4	Sewerage system work	The warranty period is 1 year (since the home delivery).
5	Internal system work - Home water supply - Home electricity	The warranty period is 1 year (since the home delivery).
6	Equipment and materials - bulbs , switches , plugs	Within 3 months (since home delivery)
7	Termite control system work and damage from termites	The warranty period is 1 year (since the home delivery).
8	Utilities	The warranty ends when the work is handed over to the housing estate juristic person of village or to be the public benefit

- Administration before the establishment of the housing estate juristic person of village

The Company gives importance to providing services to residents, therefore has assigned the Legal and Legal Act Department to act as the operator and coordinator in the work related to the management of the housing estate juristic person, such as management and maintenance of common assets to be in normal condition and always be ready for use, the collection of "common expenses" from the residents to be used as an expense for maintenance, repair of public utilities, as well as to supervise the use of common property of residents to be in accordance with the intent of the Land Allocation Act and the Condominium Act, regulations and rules of the condominium juristic person for future projects.

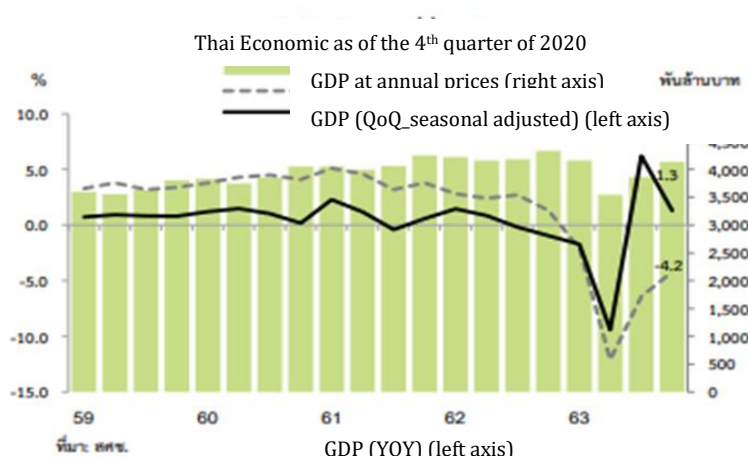
Thai Economic and Industrial Conditions in 2020 and Economic Outlook for 2021

For the past 2020, the global economy has been affected by the COVID-19 epidemic, resulting in economic activity not being able to operate normally. New Normal, or a new way of life of people, was born to respond to abnormal conditions during the past year. However, some new lifestyles may disappear later when the COVID-19 epidemic situation is improved. But some lifestyles remain and will continue in the future, such as online shopping behavior, food delivery ordering, etc. The above factors will result in the behavior of consumers who view the purchase of real estate to change from

the past. Due to the new way of life, consumers have to spend more time in the homes. The decision to buy a real estate will not only for its function as residence includes other purposes of use.

The 2020 gross domestic product (GDP) figures released by the Office of the National Economic and Social Development Council declined 6.1 percent compared to a 2.3 percent expansion in 2019, due to the COVID-19 epidemic situation and the US-China trade war, which negatively affected the COVID-19 epidemic and Thai economy in the past year. For 2021, since the beginning of the year, Thailand has been impacted by the COVID-19 epidemic in a new wave that have begun with the detection of large numbers of infected people connected to the shrimp market in Samut Sakhon Province since mid-December 2020. The situation is more worrying than that of the first wave as, it tends to spread widely and is difficult to control. In addition, the implementation of the government policy to control the situation affects the Thai economy and the service sectors that just started to recover at the end of the year and makes them collapse again. However, in late January 2021, the government is likely to better control the situation, by starting to relax measures to control the situation. As a result, the business sector has started to partially resume its economic activities under the requirements of Center for the Outbreak of Coronavirus Disease 2019 and the Prime Minister. Besides the GDP figures, the Thai economy also has other important factors as follows:

Overview of Thai Economy and Industry in 2020 and Outlook for 2021



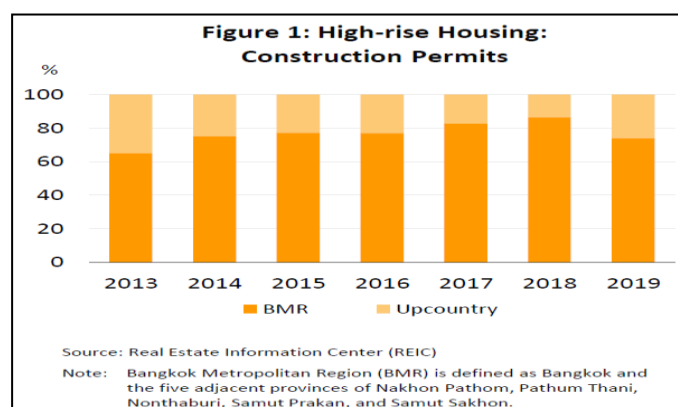
Source: Office of the National Economic and Social Development Council

Real estate and construction sector of the country

Real estate and construction sector is considered the fourth most important business sector of the Thai economic structure out of five sectors, accounting for 13% of the Thai economic structure. The real estate sector continued to expand at 5.7 and 3.3 percent in 2018 and 2019, respectively. However, in 2020, according to Bank of Ayudhya Public Company Limited, the impact of the COVID-19 epidemic affected the purchasing power of people in Bangkok and its suburbs, making it continue to shrink from 2019. Purchasing power from foreign customers decelerates in line with the global economic downturn. And the accumulated outstanding supply is high in many areas. The above factors affect consumers' decision to buy housing and their investment confidence. By trends in the years 2021-2022, the housing market is likely to improve as the economy is expected to gradually recover. It was also boosted by an accelerated government investment in large infrastructure and housing needs from foreign customers (expatriates) who invest and work in Thailand. It is expected that entrepreneurs will develop more diverse projects both in the form of mixed-use and leasehold rights to support the health trend under modern technology systems. However, there is a challenging factor to be monitored, namely consumer purchasing behavior that may change after the Covid-19 epidemic.

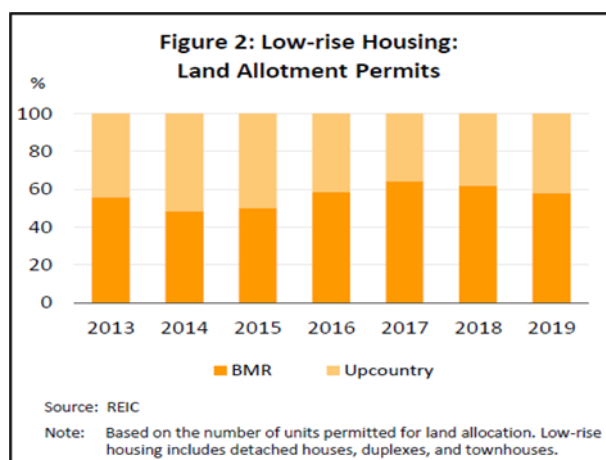
For the real estate sector in general based on business / industry outlook 2020-2022: housing business in Bangkok and its vicinity is divided into three main categories: residential, commercial and industrial properties, with the largest proportion of residential properties accounting for two-thirds of the Thai real estate market value. The housing market can be further subdivided into self-built housing and housing projects developed by entrepreneurs. The provincial real estate market received a lot of entrepreneurial attention during 2012 due to the government infrastructure investment plans spreading to the region, together with the big flood in Bangkok and metropolitan area during the year 2011, causing real estate entrepreneurs to pay attention to the market in the main provinces in more regions, most of which are horizontal projects, which have no space restrictions when compared to the Bangkok and metropolitan area.

Table of comparison of housing in Bangkok and its vicinity with other provinces for vertical property type



Source: Real Estate Information Center, Government Housing Bank

Table of comparison of housing in Bangkok and its vicinity with other provinces for horizontal property type



Source: Real Estate Information Center, Government Housing Bank

Real estate sector trends in northeast region

Real estate sector trends in northeast region according to the real estate information center, the Government Housing Bank, has received a lot of attention. The issuance of land allocation licenses for residence in the regional provinces is the second most or 17.1% of all regions in Thailand. In the first quarter of 2020, there were 111 residential projects, 10,182 units, increasing in both in the number of projects and the number of units by 48.0% and 60.7%. It is continuously increased for the 3rd quarter when compared to the same time of the year 2019.

Chart showing the issuance of land allocation licenses for residence in the regional provinces, quarter 1, 2020



Source: Real Estate Information Center, Government Housing Bank

Table showing the proportion of the issuance of land allocation licenses for residence in the regional provinces, quarter 1, 2020

แผนภูมิที่ 11 มูลค่าการโอนกรรมสิทธิ์ที่อยู่อาศัยในจังหวัดภูมิภาค
ปี 2562 และแนวโน้มปี 2563 (หน่วย : ล้านบาท)



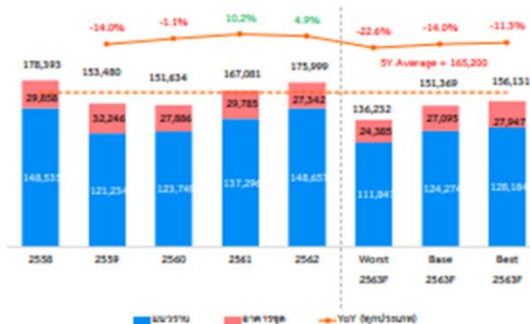
ที่มา : ศูนย์ข้อมูลสังหาริมทรัพย์ ธนาคารอาคารสงเคราะห์
หมายเหตุ : F หมายถึง ข้อมูลพยากรณ์ ณ วันที่ 20 พฤษภาคม 2563

Source: Real Estate Information Center, Government Housing Bank

Note: F means prediction data as of 20th May 2020

However the trend of residential ownership transfer in regional provinces in 2020 is expected to amount to approximately 151,369 units, down -14.0 percent, with a value of 273,805 million baht, down -9.9 percent, with the forecast period of the estimated number of units at 136,232 to 156,131 units and have a forecast range of approximately 246,424 to 282,418 million baht.

Chart 10: Residential ownership transfer rate in regional provinces in 2019 and trends of 2020



ที่มา : ศูนย์ข้อมูลสังหาริมทรัพย์ ธนาคารอาคารสงเคราะห์
หมายเหตุ : F หมายถึง ข้อมูลพยากรณ์ ณ วันที่ 20 พฤษภาคม 2563

Source: Real Estate Information Center, Government Housing Bank

Note: F means prediction data as of 20th May 2020

Source: Real Estate Information Center, Government Housing Bank

Chart 11: Residential ownership transfer value in regional provinces in 2019 and trends of 2020 (unit: million baht)



Source: Real Estate Information Center, Government Housing Bank

Note: F means prediction data as of 20th May 2020

Source: Real Estate Information Center, Government Housing Bank

However, business conditions in the Northeast region in 2020 contracted from the same period of last year in all business sectors. This is because it has been affected by many factors including drought, the slowdown of the world economy and the spread of COVID-19, with the regional trade sector shrinking in all categories. The real estate sector was also affected by a decrease in purchasing power and project visits. This resulted in a contraction from the same period last year. In addition, the COVID-19 epidemic resulted in operators unable to organize promotional activities and fewer customers visiting the project. Moreover, the business related to the transfer of ownership has to be postponed due to the temporary closure of the relevant departments. On the buyers side, the COVID-19 epidemic has resulted in a decrease in buyer income and liquidity. There have been some requests for refunds from house reservatoins among people who are unemployed or concerned about occupational security. In the next period, the real estate sector is expected to continue to contract in line with purchasing power and an outstanding supply that takes longer to sell as with other business sectors. However, government measures have helped to support regional economies to mitigate the slowdown in purchasing power. This includes trends in the situation of the COVID-19 outbreak in Thailand which is in a controlled situation with the ability to control new infected people in the country to be close to 0 case. As a result, the government has announced periodic measures to relax the lockdown, which is an improvement in the COVID-19 situation. It may only be an impact on short-term economic affairs.

Maha Sarakham Province and the real estate sector in the province

MahaSarakham Province It is located in the center of the Northeast (Isan's center) with an area of 5,191,683 square kilometers. It is the 14th largest province in the region and the 41st largest province in Thailand. From the 2018 Volume Chain and Provincial Product Report, prepared by NESDB, found that in the economy, the Gross Provincial Product in 2018 was 59,695 million baht, divided into agricultural sector 13,000 million baht and non-agricultural sector 46,695 million baht. Three of the most valuable non-agricultural sector compose of No. 1: education sector, worth 10,708 million baht, No. 2: production sector, worth 8,021 million baht and No. 3 wholesale and retail, repair of motor vehicles and motorcycles in the amount of 6,580 million baht. In addition, MahaSarakham Province is

also the center of education in the Northeast. It consists of large universities such as Mahasarakham University, Rajabhat MahaSarakham University And the National Sports University Mahasarakham Campus. There are more than 60,000 university and college students according to higher education statistics, the staff division (Mahasarakham University, Human Resource Management Division of Rajabhat Mahasarakham University, Registration and Computing Division of National Sports University, Mahasarakham Campus in 2019), which affects the economic growth of MahaSarakham Province. The product value is ranked No. 2 after the agricultural sector. Moreover, as most of the students are undergraduate students, there is a rotation of new students and of graduates approximately one-fourth of the total number of students every year. Therefore, there is much of the housing and spending needs in Maha Sarakham Province.

For the real estate sector, MahaSarakham Province is the fifth in the Northeast. Most of the property are low-rise properties. In the first quarter of 2020, the province's real estate sector was economically affected in the same direction as the region. However, MahaSarakham Province has been declared a province with low risk of COVID-19 infection, resulting in a more relaxed measures in the provinces than other provinces with high risk of infection, resulting in the business sector, including the real estate business in the province, being less severely affected than other areas. However, because the provincial economy is driven by education sector, which is the second largest of the provincial economic structure, at present, there are still measures to close educational institutions and change teaching and learning to online platforms. It is predicted that after such easing, the economy will recover better, which impacts on economic and educational activities. This is expected to be only a short-term effect.

According to the Journal of Real Estate Information Center prepared by the Government Housing Bank, it was found that number of ownership transfers for low-rise housing Of MahaSarakham Province increased from 883 units in 2017 to 948 units in 2018 and 1,057 units in 2019 or representing a growth rate of 7.36% and 11.50% per year, respectively. The value of such transfers has increased from 1,020 million baht in 2017 to 1,124 million baht in 2018 and 1,235 million baht in 2019 or equivalent to 10.20 percent and 9.9 percent growth per year, respectively. The real estate sector of Maha Sarakham Province can continue to grow.

Factors affecting real estate business

- Measures to control home loans by adjusting the Loan to Value ratio (LTV)

In April 2019, the Bank of Thailand (BOT) issued a measure to control home loans by adjusting the ratio of Loan to Value, which directly affects the overall real estate business. However, in early January of 2020, the BOT relaxed the above rule. As a result, the first borrower for home of which value is less than 10 million baht can borrow up to 100 percent and can borrow more as a decoration, furniture fees etc. for another 10%, totaling 110% of the LTV for the aforementioned conditions. This contributes to the promotion of first-time real estate buyers to own the property more easily. But for the first house that is worth more than 10 million baht, down payment is reduced from 20% of the remaining value of 10% of the value. For the purchase of the second house, if the first home loan agreement has been paid for more than 2 years, the down payment can be reduced from 20% of the value to 10% of the value. If the second home borrower is still paying the first home loan contract with the period of less than 2 years, a down payment is 20% of the original value. For the third contract and afterwards, the LTV threshold remains unchanged at 70%.

The BOT's LTV measure easing will benefit first home buyers more than those who buy second and third homes. A group of entrepreneurs who are expected to benefit from it the most is those who own horizontal type property worth less than 10 million baht, which is the same type of the Company. As a result, the Company has benefited from the relaxation of such measures. In addition, there is revision of criteria although it will directly affect the real estate business, but in the long run, it will benefit the real estate business as the Bank of Thailand wants to slow down the heat of the real estate business (to prevent real estate bubble) and help control the real estate sector to grow at an optimal level.

- Government supporting measures

From the situation of the COVID-19 epidemic, the Cabinet meeting on 20th May 2020 passed a resolution to approve a draft announcement of the Ministry of Interior regarding rules for deduction of fees for registration of rights and special juristic acts according to the Land Code, for the case of real estate transfers and mortgages in the mission of the Land Bank Management Institute (Public Organization). There is a reduction of the rate of registration fees for rights and legal transfers from 2.00% to 0.01% and a reduction of the real estate mortgage fee rate from 1.00 percent to 0.01 percent of the appraisal price, effective from 8th June 2020 to June 7, 2022. This results in a positive effect on the real estate sector from the reduction of fees related to trading and it also helps to increase the buying decision of buyers.

- Interest rate

In accordance with the resolution of the Monetary Policy Committee (MPC) on 5th August 2020, it was resolved to maintain the policy rate at 0.50 percent after the announcement of the previous policy rate cut on 20th May 2020. The MPC estimates that the Thai economy is likely to gradually recover following the easing of COVID-19 epidemic control measures in the country and the gradual recovery of global economic activity. But there are still risks from the second wave of outbreaks, as well as a very relaxed monetary policy since the beginning of the year, government fiscal measures, including additional financial and credit measures, which will help mitigate the impact after the situation is resolved

As a result of interest rates, which are in the decline and are low, will have a positive effect on the overall picture of the real estate sector. Buyers will benefit from low interest rate and low interest burden. As a result, buyers have access to home equity loans and have increased confidence in making decisions to buy property. In terms of project developers, interest rates are considered project development costs. They will benefit from lower and decreased interest rates. As a result, the financial cost of the project development is low, positively affecting gross profit and increased net profit. Additionally, the operators can analyze the trend of interest rates in the future use it to predict future project developments more accurately.

- Inflation rate

Inflation is one of the factors affecting the real estate business. One of the effects is the rise of land price, which is considered a major cost of real estate business. The high inflation rate will be a factor promoting land tenure or the need to buy land for investment or purchase of lands for residential use to increase, especially for the location that is suitable for the development of the projects, of which,

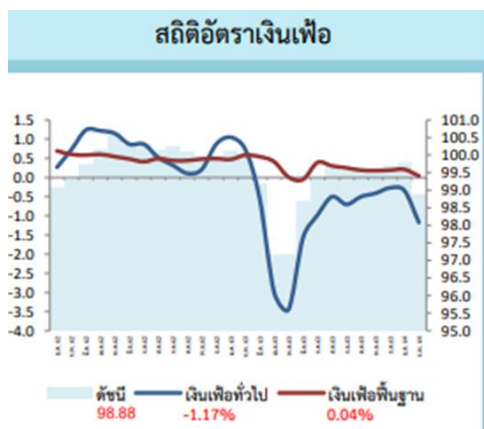
over the years, the prices have increased considerably. In addition to land prices, the prices of building materials, which is one cost that affects the cost of project development, also has a direct change in line with the inflation rate of the country as well.

Inflation rate statistics table



Source: Ministry of Commerce

Table showing trends of inflation in 2021



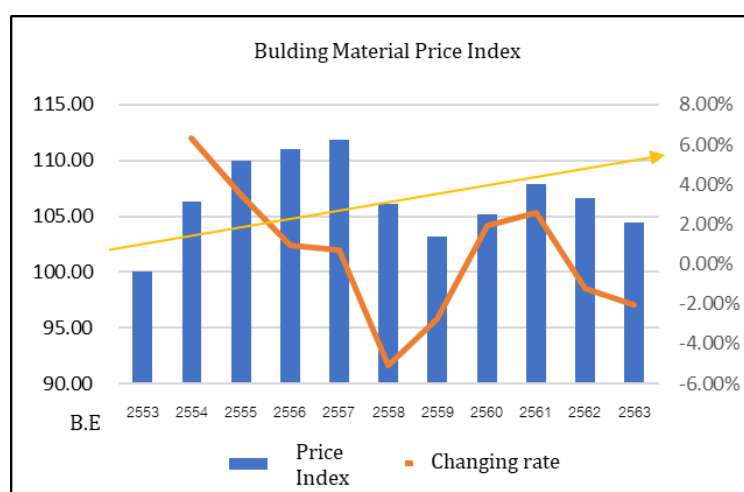
Source: Ministry of Commerce

The average headline inflation in 2020 dropped -0.85 percent and core inflation (excluding fresh food and energy) rose 0.29 percent due to negative factors from the COVID-19 epidemic which spread all over the world, resulting in economic activity and demand slowing down, especially for fuel, which decreased in line with the price of crude oil in the world market. The government support measures result in the price of goods and utilities decreasing. The positive factors affecting inflation include fresh food, especially fruits and vegetables, of which the price are consistent with the products that have been affected by natural disasters. In this regard, the situation in terms of prices of goods and services of the country throughout 2020 remained stable, moving in a normal direction and being consistent with the supply and demand factors, especially farmers' income which has improved since the middle of the past year.

The inflation situation in 2021 is forecast to continue moving at a stable level, with an upward trend from the demand-side factor which is the government's economic stimulus measures in various forms that are continuously available. This will benefit the purchasing power of the people. As well, the needs of both domestic and international markets have a direction to improve according to the economic situation. This will benefit the country's exports of goods and services. In addition, the global increase in energy demand will affect domestic energy prices, especially the price of fuel which has a lot of proportion. The supply-side factors that will positively affect inflation include raw food prices, which are expected to continue to expand according to weather conditions that may affect agricultural products, the supply of crude oil in which there are announcement of additional production cuts of 0.5 million barrels per day since January 2021. The prices of products and services in other categories should still be moving at a normal level.

However, these factors and trends still have risks and opportunities to fluctuate according to the situation. The Commerce Department forecasts that inflation in 2021 will move between 0.7-1.7 percent (the middle value is 1.2), a rate likely to help support the Thai economy expansion appropriately and continuously.

- Price of building materials

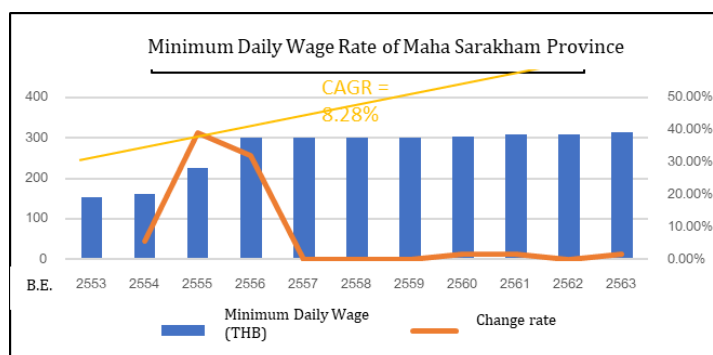


Source: Trade Economic Indices Database, Ministry of Commerce

From the 10-year historical building material price index data from 2010 - 2019 and the first 7 months of 2020, with 2010 data being the base year, it was found that the compound annual growth rate (CAGR) is equal to 0.48% per year. For the index in the period 2017 - 2020, the index has increased and decreased according to the following table

Year of	Change Percentage
Year 2018 compared with 2017	+ 2.6%
Year 2019 compared with 2018	-1.2%
7 months of 2020 compared to 2019	-2.1%

- Minimum daily wage rate



From the data of the minimum daily wage rate of Maha Sarakham Province for the past 10 years from 2010 to 2020, it was found that the compound annual growth rate (CAGR) rate was 8.28 percent per year. Minimum daily wage rate of Maha Sarakham Province has adjustments according to the government policy. In the past, there was a significant change from 2010 to 2013, and from 2013 there was a fixed rate until 2017 and from 2017 to 2020 there was a slight increase. Currently, the minimum daily wage rate is 315 baht, effective from 1st January 2020. Details of the minimum daily wage adjustment with announcements and enforcement are according to the following table:

Year	Effective date	Minimum daily wage rate (baht)
2010	1-Jan-10	154
2011	1-Jan-11	163
2012	1-April-12	227
2013	1-Jan-13	300
2014	1-Jan-13	300
2015	1-Jan-13	300
2016	1-Jan-13	300
2017	1-Jan-17	305
2018	1-April-18	310
2019	1-April-18	310
2020	1-Jan-20	315

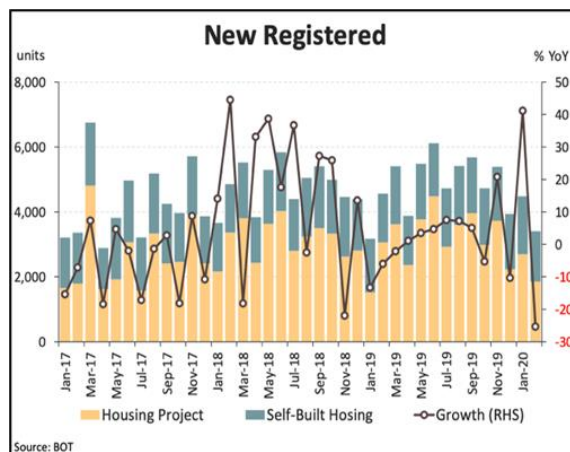
Source: Ministry of Labor

Competition

In terms of competition, the real estate sector in 2020 was more competitive than in the previous quarter due to the release of promotions to accelerate the drainage of outstanding real estate to maintain liquidity of businesses during the time being affected by the spread of COVID-19 outbreak. For the overview, the large volume of low-rise real estate in the country remains unsold. As a result, there has been slowdowns in launching new projects of operators in the past quarter.

Existing Supply						
Detached houses (units)				Townhouses (units)		
Year	Total supply	Unit Sold	Unsold	Total supply	Unit Sold	Unsold
2004	42,492	20,427	22,065	27,940	17,783	10,157
2005	41,004	9,613	31,391	30,286	14,669	15,617
2006	44,912	7,060	37,852	33,476	13,277	20,199
2007	49,236	11,705	37,531	38,101	10,628	27,473
2008	49,238	13,858	35,380	47,718	17,834	29,884
2009	46,537	11,948	34,589	48,963	14,425	34,538
2010	51,942	13,869	38,073	67,945	26,962	40,983
2011	54,897	15,539	39,358	62,855	23,148	39,707
2012	52,078	13,300	38,778	62,210	23,593	38,617
2013	51,567	14,206	37,361	66,664	22,025	44,639
2014	51,191	11,811	39,380	71,775	20,631	51,144
2015	51,944	12,118	39,826	76,144	27,145	48,999
2016	51,972	12,445	39,527	78,931	24,277	54,654
2017	49,744	12,773	36,971	90,116	27,545	62,571
2018	48,042	12,610	35,432	94,288	31,066	63,222
2019	48,516	11,010	37,506	95,209	28,699	66,510

Source: AREA



Source: BOT

Source: Agency for Real Estate Affairs (AREA)

Source: Bank of Thailand

The real estate market in MahaSarakham Province has a very low competition among entrepreneurs compared to the main provinces of the region. Because big operators still choose to develop projects in the main provinces of the region first. The fact that the large developers did not come in to develop property projects in MahaSarakham Province results in the number of houses or buildings constructed being limited compared to the market demand and there are still enough demands left to entrepreneurs in the province, which makes the Company benefit from the lack of major operators in property development. As a result, competition in property development projects is not as intense as the provinces in the main cities. In the operation of the Company in each project, the Company selects different groups of customers to meet the needs and be able to allow customers to choose the type of project that is suitable for their personal needs. For information on the types of project development of competitors in the area of MahaSarakham Province that the Company has collected, there are detailed information of competitor projects classified by product category in the following tables:




Table showing a list of projects developed and launched for sale in the vicinity of the Company's sales area with the same product categories and target customer groups.

Project name	Siwalee Maha Sarakham	Villa Nara	The Victoria Mahasarakham	THADA LAKE VIEW
				
Project type	Detached house	Detached house	Detached house	Detached house / Semi-detached house
Location	Tha Song Khon Subdistrict, Mueang MahaSarakham District, Mahasarakham Province	Nakhon Sawan Road, Talard Subdistrict, MahaSarakham City, MahaSarakham Province	Tha Song Khon Subdistrict, Mueang MahaSarakham District, Mahasarakham Province	Tha Song Khon Subdistrict, Mueang MahaSarakham District, Mahasarakham Province
Number of floors	2	2	1-2	1-2
Number of bedrooms	3-4	3	3-4	2-3
Number of bathrooms	2-3	3	2-3	2-3
Number of parking lots (car)	2	2	2	2
Usable area (square meter)	114 - 173	150 - 185	155.50 - 245.60	80 - 147
Number of units (total)	323	183	170	73
Number of units (remaining for sale)	4	8	No data	12
Price per house (baht)	4,290,000 - 14,000,000	3,060,000 - 3,900,000	2,800,000 - 5,300,000	1,890,000- 4,490,000
Company's name	LAND AND HOUSES PUBLIC COMPANY LIMITED	-	-	THADA REAL ESTATE COMPANY LIMITED
Contact Information	084-515-2672	095-224-4289	093-550-8889	092-135-8888

Table showing a list of projects developed and launched for sale in the vicinity of the Company's sales area with the same product categories and target customer groups.

Project name	The Notting Hill	Bannrukpor	Rimchol Residence
			
Project type	Detached house	Detached house	Detached house
Location	Wat Pa Ku Kaew Road, Kham RiengSubdistrict, Kantharawichai District, MahaSarakham Province	Keng Subdistrict, Mueang MahaSarakham District, Mahasarakham Province	Keng Subdistrict, Mueang MahaSarakham District, Mahasarakham Province
Number of floors	1-2	1-2	1-2
Number of bedrooms	3-5	2-4	2-3
Number of bathrooms	3-4	2-3	2
Number of parking lots (car)	2	2	2
Usable area (square meter)	180 - 243	92-139	85-120
Number of units (total)	40	84	36
Number of units (remaining for sale)	No data	7	0
Price per house (baht)	2,580,000 – 3,780,000	1,899,000 – 2,299,000	1,690,000 - 2,290,000
Company's name	THE NOTTING HILL COMPANY LIMITED	-	-
Contact Information	093-537-3222	085-862-1976	088-339-3395

Table showing a list of projects developed and launched for sale in the vicinity of the Company's sales area with the same product categories and target customer groups.

Project name	The Tadeo	The Chill	Villa Nara
			
Project type	Townhome	Townhome	Commercial building
Location	Wat Pa Ku Kaew Road, Kham Rieng Subdistrict, Kantharawichai District, Maha Sarakham Province	Keng Subdistrict, Mueang Maha Sarakham District, Mahasarakham Province	Nakhon Sawan Road, Talard Subdistrict, Mueang MahaSarakhm District, MahaSarakhm Province
Number of floors	1	2	3
Number of bedrooms	2	2-3	4
Number of bathrooms	2	3	6
Number of parking lots (car)	1	1	1
Usable area (square meter)	55	128	144
Number of units (total)	92	200	50
Number of units (remaining for sale)	75	5	6
Price per house (baht)	1,190,000	1,400,000 – 2,500,000	4,500,000
Company's name	THE NOTTING HILL COMPANY LIMITED	-	-
Contact Information	093-537-3222	086- 634-2772	095-224-4289

(3) Procurement of products and services

3.1 Acquisition of lands

In acquiring lands to develop property projects, the Company has acquired the lands by letting the Company's investment department survey and consider the details of the lands, compare the land prices with the appraised values from the Department of Lands and the market prices, including a feasibility study and the potential of the location for the development of the projects in detail. When the Company has obtained preliminary details of the lands, the Company will determine the layouts of the project to suit the locations, conduct feasibility studies of the projects, inspect consumer demand for housing in that area, review the development of public utilities in that area whether is sufficient, such as the fact that the lands are near hospitals, shopping centers, universities, etc. Then the Company will study the feasibility of the projects in terms of marketing, finance, construction and related prerequisites such as land use under the Town Planning Act, local regulations or construction prohibited areas, including environmental and community laws, etc., while also conducts initial assessments of the return on investment in such lands.

3.2 Application for allocation, construction permit, and opening sales of projects

The Company applies for a construction permit and permission after applying for project support credit. The Investment Division and the Law Department are responsible for coordinating and taking action with such government agencies. The Company has experienced personnel, who have good knowledge and expertise in laws, regulations and notices related to the application for allocation and construction permission.

The Company has a marketing and sales department in particular responsible for the Company's project sales. Due to the fact that the current in-process projects of the Company are large projects with relatively high project value, the Company has a policy to open and sell projects according to the development areas which are divided into phases in order to be able to develop and manage project risks. The Company starts construction phase by phase.

3.3 Procurement of contractors and construction materials, including necessary goods for project development

The Company hired construction contractors for the projects, namely architecture and landscape construction contractors, structure building contractors, building system contractors, and interior decoration contractors, etc. The hiring depends on the size and complexity of each project. However, some building materials are used a lot in the same style, such as roof tiles. To provide beautiful and quality materials, the Company procures and orders these types of material from the manufacturers by itself. The bulk of the procurement of roofing tiles materials purchased directly from the manufacturers results in lower production costs for distribution. Also, the Company has the power to negotiate with the manufacturers. The Company assigns the purchasing department to negotiate with the manufacturers and sellers in order to plan the purchase according to the construction period in advance to reduce the impact in case of price fluctuation.

The Company has set criteria for selecting construction contractors to work for each project. After the projects have been successfully designed, the Company will evaluate the price and make a bill of quantities (BOQ) for material and inventory account to be used as a standard for initial pricing, and use it as a guideline and standard for the selection of contractors for the development of such project. The contractors that the Company considers must be qualified contractors, experienced in the construction of property projects and have competent work teams and also financial liquidity.

3.4 Construction quality control

The Company has hired external contractors to perform all construction operations. The quality inspection department of the Company works together with the construction management department to control the work of the contractors to comply with the correct construction standards and the use of standardized materials, including completion within the specified time. The inspection is scheduled according to the construction progress.

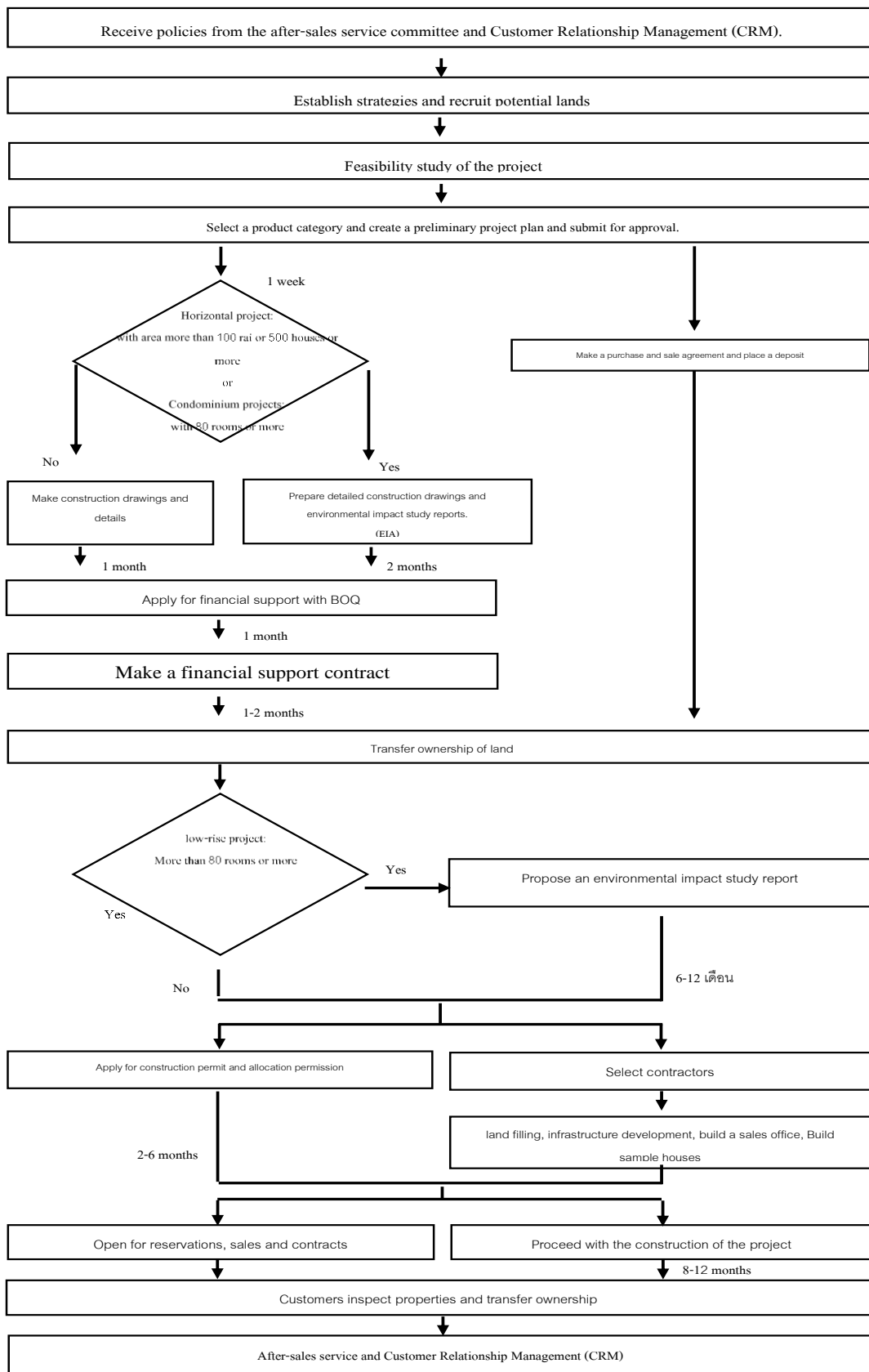
3.5 After-sales service

The after-sales service department is responsible for maintaining the assets of the project, serving two types of assets: property for sale and central property. The service provided by the after-sales service department covers the care of the property for sale during the warranty, maintaining the operation of the electricity, water supply and public utilities of the project, while includes the maintenance of cleanliness within the project, etc.

3.6 Administration before the establishment of the housing estate juristic person and the establishment

The Company gives importance to providing services to residents, therefore it has assigned the Legal Department to act as the operator and coordinator for the work related to the administration of the housing estate juristic person, such as the management of central property to be in a normal condition and always ready for use, collection of "common fee charges" to be used as an expense for maintenance, repair of public utilities. As well, it supervises the use of common property of residents in accordance with the intent of the Land Allocation Act and the Condominium Act, and regulations of the condominium juristic person for future projects.

3.7 Real Estate Project Development Process



3.8 Environmental impact

In accordance with the regulations on the construction of property projects, which, according to the announcement of the Ministry of Natural Resources and Environment, require that condominium projects of 80 units or more or housing projects with an area of more than 100 rai or more than 500 units must have an environmental impact assessment report to be filed to the Office of Natural Resources and Environmental Policy and Planning, currently, no project of the Company is of any size that is required to prepare an environmental impact assessment report. Only future projects are required to provide an environmental impact assessment report. The company will strictly adhere to the specified standards to prevent environmental impact issues and to avoid additional costs for managing environmental impacts.

(4) Assets Used in Business Operation

The main assets used in the operation of the Company's business are: buildings and equipment, property development costs, lands awaiting development, intangible assets, and right-of-use assets, with details as follows:

Type/characteristic of assets	Net book value (Million baht)	Property	Obligation
	On 31 st Dec 20		
1) Buildings and equipments	13.01	Owned by the Company	No obligation
2) Property development costs	142.60	Owned by the Company	Take a mortgage as collateral with a financial institution
3) Lands awaiting development	528.90	Owned by the Company	Take a mortgage as collateral with a financial institution
4) Intangible assets	0.78	Owned by the Company	No obligation
5) Right-of-use assets	2.47	Rental agreement, details in clause 5.2.1 and 5.2.2	No obligation
Total net book value	687.77		

Buildings and equipments

Buildings and equipments of the Company as of December 31, 2020 has a net book value in the financial statements of 13.01 million baht, with details as follows:

Type/characteristic of assets	Net book value (Million baht)	Property	Obligation
	On 31 st Dec 20		
1) Buildings and structures	8.20	Owned by the Company	No obligation
2) Machinery and equipment	0.10	Owned by the Company	No obligation
3) Office supplies	0.90	Owned by the Company	No obligation
4) Vehicles	3.82	The Company is the owner and parts of them are hire purchase contracts, details in clause 5.2.3	As collateral under a partial hire purchase agreement
Total net book value	13.02		

The real estate development costs of the Company as of December 31, 2020 have a net book value in the financial statements equal to 132.81 million baht, with details as follows:

Project Name	Type of Assets	Net book value as of December 31, 2020 (Million baht)	Property	Obligation
The Grand Residence Talat Subdistrict, Mueang Maha Sarakham District, Maha Sarakham Province	Detached house	0.95	Owned by the Company	No obligation
The Grand Canal Talat Subdistrict, Mueang Maha Sarakham District, Maha Sarakham Province	Townhome and home office	44.20	Owned by the Company	Take a mortgage as collateral with a financial institution Outstanding debt 9.60 million baht
Grand Biz Tha Song Khon Subdistrict, Mueang Maha Sarakham District, Maha Sarakham Province	Commercial building	16.99	Owned by the Company	Take a mortgage as collateral with a financial institution Outstanding debt 8.30 million baht
Phrukpirom Salaklang Wang Naeng Subdistrict, Mueang Maha Sarakham District, Maha Sarakham Province	Detached house and semi- detached house, commercial building	80.36	Owned by the Company	No obligation
Other	-	0.10		

Lands awaiting development The company's lands held for development as of December 31,2020 has a net book value in the financial statements of 529.00 million baht , with details as follows :

Location	Title Deed No.	Area (rai)	Net book value (million baht)	Appraisal price (million baht)	Appraisal date	Property	Obligation
1) On the road of Ban Tha Khon Yang - Ban Chi (New University) Location: Next to Ban Tha Khon Yang Road - Ban Khee (Tor Lor 2202), Kham Rieng Subdistrict, Kantharawichai District, Maha Sarakham Province	21720 21732 21905 23301 23442 23856 26980 41055 44680 49201 49421-49423 51407 52192 55068 58469- 58472 58689- 58699 58720- 58734	74-2-9	371.31	511.37 ^{1/}	25 th January 2021	Owned by the Company	Take a mortgage as collateral with a financial institution No remaining debt burden
2.) Adjacent to the Grand Canal project Location: Separated from Somthawin Ratsadon Road, Talat Subdistrict, Mueang Maha Sarakham District Maha Sarakham Province	95123	4-1-93	10.40	35.86 ^{1/}	25 th January 2021	Owned by the Company	Take a mortgage as collateral with a financial institution Outstanding debt 9.60 million baht
3.) Adjacent to the Grand Biz project Location: Adjacent to Maha Sarakham - Kosum Phisai	8076 99725 99728 99729	14-3-11.7	145.31	192.13 ^{1/}	25 th January 2021	Owned by the Company	Take a mortgage as collateral with a financial institution

Road (Tor Lor 208), Tha Song Khon Subdistrict, Mueang Maha Sarakham District, Maha Sarakham Province							Outstanding debt of 8.38 million baht.
4) next to the head office Location: Next to Maha Sarakham-Wapi Pathum Road (Tor Lor 2040)	24200 24201 89014 89015 90539	3-1-18.4	1.88	19.16 ^{1/}	7 th January 2020	Owned by the Company	No obligation
Total		97-0-32.10	528.90	758.52			

Remark: ^{1/}Appraisal by Real Appraisal Company Limited by Ms. Sirichayaporn Worawichwong, principal appraiser, Wor Thor. 118, which is an appraisal company that has been approved by the SEC by assessing vacant lands with the market approach method as the basis for determining the value of assets under a complete ownership, for public purposes.

Intangible assets

As of December 31, 2020, the Company has intangible assets used in business operation, namely computer software copyrights, which has a net value of 0.78 million baht (capital value of 1.05 million baht and accumulated amortization of 0.27 million baht).

Rights-of-use assets

As of December 31, 2020, the Company has right-of-use assets, ie right of use in land lease agreements, and the right of use in the building lease agreement which has a net value of 2.47 million baht (capital value is 2.82 million baht and accumulated amortization is 0.35 million baht).

Summary of other relevant contracts

The Company has entered into lease agreements in relation to business operations. The details of the important contracts are as follows:

Land lease agreement

The Company has entered into 2 land lease agreements, with the details of the agreements as follows:

1) The lease agreement of the land where the head office is located

Agreement	Land lease agreement
Parties and Relationships	<p>Lessor:</p> <ol style="list-style-type: none"> 1) Mr. Chaiyut Lertrungporn who is a director and company executive 2) Mrs. Pranee Lertrungporn, a director and company executive 3) Dr. Pongnarin Lertrungporn, a major shareholder, director and executive of the Company 4) Mr. Pongpoj Lertrungporn, a major shareholder, director and executive of the Company 5) Mr. Athlertrungporn, a major shareholder, director and executive of the Company <p>Lessee: the Company</p>
Date entering agreement	13 th August 2020
Details of agreement	Lease of the land number 24204 of 5 rai 0 ngan 53 square wa, located at Talat Subdistrict, Mueang Maha Sarakham District, Mahasarakham Province, to be used as an office location or used in business operations according to the objectives of the lessee

Duration of agreement	9 years 244 days (beginning on April 1, 2020 and ending on November 30, 2029)																																	
Rental rates and rental payments	<p>149,000 baht per year with rent increased every 3 years at 10% of the previous rent, with details as follows</p> <table><tr><th>Year</th><th>Pay by</th><th>Rent to be paid</th></tr><tr><td>1</td><td>30th November 2020</td><td>149,000 baht</td></tr><tr><td>2</td><td>30th November 2021</td><td>149,000 baht</td></tr><tr><td>3</td><td>30th November 2022</td><td>149,000 baht</td></tr><tr><td>4</td><td>30th November 2023</td><td>164,000 baht</td></tr><tr><td>5</td><td>30th November 2024</td><td>164,000 baht</td></tr><tr><td>6</td><td>30th November 2025</td><td>164,000 baht</td></tr><tr><td>7</td><td>30th November 2026</td><td>180,000 baht</td></tr><tr><td>8</td><td>30th November 2027</td><td>180,000 baht</td></tr><tr><td>9</td><td>30th November 2028</td><td>180,000 baht</td></tr><tr><td>10</td><td>30th November 2029</td><td>198,000 baht</td></tr></table>	Year	Pay by	Rent to be paid	1	30 th November 2020	149,000 baht	2	30 th November 2021	149,000 baht	3	30 th November 2022	149,000 baht	4	30 th November 2023	164,000 baht	5	30 th November 2024	164,000 baht	6	30 th November 2025	164,000 baht	7	30 th November 2026	180,000 baht	8	30 th November 2027	180,000 baht	9	30 th November 2028	180,000 baht	10	30 th November 2029	198,000 baht
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8	30 th November 2027	180,000 baht																																
9	30 th November 2028	180,000 baht																																
10	30 th November 2029	198,000 baht																																
Agreement renewal and termination	<ul style="list-style-type: none">- The lessee can renew the lease for a further 10 years, a total of not more than 4 times, by requiring the lessee to notify the lessor the intention to renew the lease in writing before the end of the rental period for at least 1 year every time the lessee wants to renew the lease.- In the event that the lessee renews the lease, as for the rent, the rent shall be increased every 3 years at the rate of 10% of the previous rent.- In the event that the assignee or the sublessee refuses to pay the rent and the lessor has already informed the lessee, the lessor has the right to terminate this agreement.- In the event that either party breaches the agreement, it can be considered as a reason for the another party to terminate the lease, by giving notice in writing to another party and to rectify and clarify the breach of the agreement within 90 days from the date of receiving the notice.																																	
Other important conditions	<ul style="list-style-type: none">- When the lease is expired without renewal, or whether the lease is terminated for any reason, all buildings on the leased land become the property of the landlord who is the lessor immediately.- In the event that the lessee has notified his/her intention to renew the lease before the expiration of the lease term, the lessor is willing to proceed with a new land lease agreement and register the lease of the leased land If the lessee has such wishes.																																	

	<ul style="list-style-type: none"> - The lessee can take the space of the building which is in the ownership of the lessee be rented for other purposes. The lease term for space rental must not exceed the term of the lease of the land that the lessee has the right under this agreement. - The lessor agrees to the lessee to transfer the leasehold rights under this agreement, or sublease in all part. The lessee agrees to pay all expenses without having to acquire the consent of the lessor, and the lessor agrees to sign the documents in order to transfer the leasehold rights or sublease including the complete registration, but the lessee is still responsible for paying the rent until the end of the lease if the assignee or the sublessee refuses to pay the rent under this agreement. - During the period for which the lease is in force, if the lessor wishes to sell the leased land, the lessor must notify the lessee with the price and terms or conditions in order for the lessee to be entitled to purchase the leased land before other interested parties. The lessee must notify the lessor of his/her intention to purchase the leased land within 90 days from the date of receiving the notice. However, in the event that the lessor sells the rented land below the price and / or has less or better terms and conditions that the lessor has already proposed to the lessee, the lessor must also bid and / or offer conditions that are less or better to the lessee again for consideration, in which the lessee has to notify the lessor within the said time as well. - In the event that the government surrender some ownership of land for the government or state enterprises to use in any case, if the lessee wishes to continue to lease, some rental rates must be reduced. - The lessee will be responsible for the local maintenance tax, house and land tax for buildings and structures under this agreement, or any other tax related to building and land, which the government charges from the use of building and / or land. For tax on the rent received by the lessor, the lessor will pay himself.
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2) The lease agreement of the land on which the warehouse is located.

Agreement	Land lease agreement
Parties and Relationships	<p>Lessor:</p> <ol style="list-style-type: none"> 1) Mr. Chaiyut Lertrungporn who is a director and company executive 2) Mrs. Pranee Lertrungporn, a director and company executive 3) Dr. Pongnarin Lertrungporn, a major shareholder, director and executive of the Company 4) Mr. Pongpoj Lertrungporn, a major shareholder, director and executive of the Company 5) Mr. Athlertrungporn, a major shareholder, director and executive of the Company

	Lessee: the Company												
Date entering agreement	13 th August 2020												
Details of agreement	Lease of the land number 24204 in the amount of 2 rai 3 ngan 10 square wa, located at Talat Subdistrict, Mueang Maha Sarakham District, Mahasarakham Province, to be used in the business according to the objectives of the lessee												
Duration of agreement	2 years, 244 days (beginning on April 1, 2020 and ending on November 30, 2022)												
Rental rates and rental payments	<p>81,000 baht per year with rent increased every 3 years at 10% of the previous rent, with details as follows</p> <table><tr><th>Year</th><th>Pay by</th><th>Rent to be paid</th></tr><tr><td>1</td><td>30th November 2020</td><td>81,000 baht</td></tr><tr><td>2</td><td>30th November 2021</td><td>81,000 baht</td></tr><tr><td>3</td><td>30th November 2022</td><td>81,000 baht</td></tr></table>	Year	Pay by	Rent to be paid	1	30 th November 2020	81,000 baht	2	30 th November 2021	81,000 baht	3	30 th November 2022	81,000 baht
Year	Pay by	Rent to be paid											
1	30 th November 2020	81,000 baht											
2	30 th November 2021	81,000 baht											
3	30 th November 2022	81,000 baht											
Agreement renewal and termination	<ul style="list-style-type: none">- The lessee can renew the lease for a further 3 years, a total of not more than 10 times, by requiring the lessee to notify the lessor the intention to renew the lease in writing before the end of the rental period for at least 1 year every time the lessee wants to renew the lease.- In the event that the lessee renews the lease, as for the rent, the rent shall be increased every 3 years at the rate of 10% of the previous rent.- In the event that the assignee or the sublessee refuses to pay the rent and the lessor has already informed the lessee, the lessor has the right to terminate this agreement.- In the event that either party breaches the agreement, it can be considered as a reason for the another party to terminate the lease, by giving notice in writing to another party and to rectify and clarify the breach of the agreement within 90 days from the date of receiving the notice.												
Other important conditions	<ul style="list-style-type: none">- When the lease is expired without renewal, or whether the lease is terminated for any reason, all buildings on the leased land become the property of the landlord who is the lessor immediately.												

	<ul style="list-style-type: none"> - In the event that the lessee has notified his/her intention to renew the lease before the expiration of the lease term, the lessor is willing to proceed with a new land lease agreement and register the lease of the leased land if the lessee has such wishes. - The lessor agrees to the lessee to transfer the leasehold rights under this agreement, or sublease in all part. The lessee agrees to pay all expenses without having to acquire the consent of the lessor, and the lessor agrees to sign the documents in order to transfer the leasehold rights or sublease including the complete registration, but the lessee is still responsible for paying the rent until the end of the lease if the assignee or the sublessee refuses to pay the rent under this agreement. - During the period for which the lease is in force, if the lessor wishes to sell the leased land, the lessor must notify the lessee with the price and terms or conditions in order for the lessee to be entitled to purchase the leased land before other interested parties. The lessee must notify the lessor of his/her intention to purchase the leased land within 90 days from the date of receiving the notice. However, in the event that the lessor sells the rented land below the price and / or has less or better terms and conditions that the lessor has already proposed to the lessee, the lessor must also bid and / or offer conditions that are less or better to the lessee again for consideration, in which the lessee has to notify the lessor within the said time as well. - In the event that the government surrender some ownership of land for the government or state enterprises to use in any case, if the lessee wishes to continue to lease, some rental rates must be reduced. - The lessee will be responsible for the local maintenance tax, house and land tax for buildings and structures under this agreement, or any other tax related to building and land, which the government charges from the use of building and / or land. For tax on the rent received by the lessor, the lessor will pay himself
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Building (warehouse) lease agreement

The Company has rented the building space to be used as a warehouse building for materials, tools and equipment of the Company. The agreement details are summarized as follows:

Agreement	Building lease agreement
Parties and Relationships	Lessor: Mr. At Lertrungporn, a major shareholder, director and executive of the Company Lessee: the Company
Date entering agreement	30 th November 2019
Details of agreement	Rental of multi-purpose building, located on the land title deed number 24204, Talat Subdistrict, Mueang Maha Sarakham District, Mahasarakham Province, with the usable area of 1,840 square

	meters, to be used for storing materials and equipment in business operations, or used as an office location, or used in business operations according to the objectives of the lessee												
Duration of agreement	3 years (starting on December 1, 2019 and ending on November 30, 2022)												
Rental rates and rental payments	<p>200,000 baht per year with rent increased every 3 years at 10% of the previous rent, with details as follows:</p> <table><tr><th>Year</th><th>Pay by</th><th>Rent to be paid</th></tr><tr><td>1</td><td>30th November 2020</td><td>200,000 baht</td></tr><tr><td>2</td><td>30th November 2021</td><td>200,000 baht</td></tr><tr><td>3</td><td>30th November 2022</td><td>200,000 baht</td></tr></table>	Year	Pay by	Rent to be paid	1	30 th November 2020	200,000 baht	2	30 th November 2021	200,000 baht	3	30 th November 2022	200,000 baht
Year	Pay by	Rent to be paid											
1	30 th November 2020	200,000 baht											
2	30 th November 2021	200,000 baht											
3	30 th November 2022	200,000 baht											
Agreement renewal and termination	<ul style="list-style-type: none">- The lessee can renew the lease for a further 3 years, a total of not more than 10 times, by requiring the lessee to notify the lessor the intention to renew the lease in writing before the end of the rental period for at least 1 year every time the lessee wants to renew the lease.- In the event that the lessee renews the lease, as for the rent, the rent shall be increased every 3 years at the rate of 10% of the previous rent.- In the event that the assignee or the sublessee refuses to pay the rent and the lessor has already informed the lessee, the lessor has the right to terminate this agreement.- In the event that either party breaches the agreement, it can be considered as a reason for the another party to terminate the lease, by giving notice in writing to another party and to rectify and clarify the breach of the agreement within 90 days from the date of receiving the notice.												
Other important conditions	<ul style="list-style-type: none">- When the lease is expired without renewal, or whether the lease is terminated for any reason, all buildings on the leased land become the property of the landlord who is the lessor immediately.- In the event that the lessee has notified his/her intention to renew the lease before the expiration of the lease term, the lessor is willing to proceed with a new land lease agreement and register the lease of the leased land If the lessee has such wishes.- The lessor agrees to the lessee to transfer the leasehold rights under this agreement, or sublease in all part. The lessee agrees to pay all expenses without having to acquire the consent of the lessor, and the lessor agrees to sign the documents in order to transfer the leasehold rights or sublease including the complete registration, but the lessee is still responsible for paying the rent until the end of the lease if the assignee or the sublessee refuses to pay the rent under this agreement.- During the period for which the lease is in force, if the lessor wishes to sell the leased land, the lessor must notify the lessee with the price and terms or conditions in order for the lessee to be entitled to purchase the leased land before other interested parties. The												

	<p>lessee must notify the lessor of his/her intention to purchase the leased land within 90 days from the date of receiving the notice. However, in the event that the lessor sells the rented land below the price and / or has less or better terms and conditions that the lessor has already proposed to the lessee, the lessor must also bid and / or offer conditions that are less or better to the lessee again for consideration, in which the lessee has to notify the lessor within the said time as well.</p> <ul style="list-style-type: none"> - In the event that the government surrender some ownership of land for the government or state enterprises to use in any case, if the lessee wishes to continue to lease, some rental rates must be reduced. - The lessee will be responsible for the local maintenance tax, house and land tax for buildings and structures under this agreement, or any other tax related to building and land, which the government charges from the use of building and / or land. For tax on the rent received by the lessor, the lessor will pay himself
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Insurance Policy

Contract party	Krungthai Panich Insurance Public Company Limited
Policy number	50-20-00022380
Policy type	<p>SME Protect Insurance (Hazard Identification) with details of the insured property as follows:</p> <p><u>Loss or damage due to fire, lightning and gas explosion</u></p> <p>1) Buildings, structures (excluding foundation): insurance sum of of 8,000,000 baht</p> <p>2) Furniture, fixtures, rivets, office equipment and supplies: insurance sum of 2,000,000 baht</p> <p><u>Additional perils</u></p> <p>1) Damages from the storm in the amount not exceeding 2,000,000 baht per time and throughout the insured period</p> <p>2) Damages from flood disaster in the amount not exceeding 2,000,000 baht per time and throughout the insured period</p> <p>3) Damages from earthquakes or volcanic eruption or internal wave or tsunami in the amount not exceeding 2,000,000 baht per time and throughout the insured period</p> <p>4) Hail damages in the amount not exceeding 2,000,000 baht per time and throughout the insured period</p> <p>5) Damages from disasters, strikes, riots or other malicious acts, in the amount not exceeding 200,000 baht per time and throughout the insured period</p>

	<p>6) Damages arising from water disasters in the amount not exceeding 200,000 baht per time and throughout the insured period</p> <p>7) Damages arising from accidents and / or collisions of vehicles in the amount not exceeding 200,000 baht per time and throughout the insured period</p> <p>8) Damage arising from aircraft disasters in the amount not exceeding 10,000,000 baht per time and throughout the insured period</p> <p>9) Damage caused by smoke (from heaters and sets of equipment used for operation) in the amount not exceeding 10,000,000 baht per time and throughout the insured period</p> <p>10) Damage arising from an explosion in the amount not exceeding 10,000,000 baht per time and throughout the insured period</p> <p>11) Damage to electrical appliances in the amount not exceeding 50,000 baht per time and throughout the insured period</p> <p><u>Other conditions</u></p> <p>1) Income loss compensation / day in the amount not exceeding 4,000 baht / day for a maximum of 30 days per time and throughout the insured period</p> <p>2) Cash insurance in the amount not exceeding 50,000 baht / time and throughout the insured period</p> <p>3) Liability insurance against third parties with insurance amount of 500,000 baht / time and throughout the insured period</p> <p>4) Glass insurance in the amount not exceeding 50,000 baht / time and throughout the insured period</p> <p>5) Theft and robbery insurance In the amount not exceeding 100,000 baht / time and throughout the insured period</p>
Date entering contract	1 st July 2020
Location of the insured property	The office, located at 99, Sarakham-Wapi Pathum Road, Talat Subdistrict, Mueang Maha Sarakham District, Mahasarakham Province
Insurance period	1 year from 1 July 2020 to 1 July 2021
Insurance capital	10,000,000 baht
The insured	The Company

Hire purchase contract

No.	Contract No.	Date entering contract	Installment end date	Approximate contract period (year)	Type	Brand
1	JHP7702557	7 th Jan 2019	7 th Jan 2023	4	Car	Toyota

Construction contract


Contract	Contract for construction of commercial buildings
Contract parties	Contractor: Construction contractor of the project Employer: The Company
Relationship of the parties	No relationship with the Company
Contract period	Approximately 12 months
Payment of wages	- The contractor must submit bills of lading, by submitting to the employer to sign to certify that the contract has been fulfilled. If there is no grounds for restraining according to the contract, in the payment of wages, the employer will pay the contractor not more than 15 days from the date the employer receives the bill and work certificate, which has been correctly verified by the employer agent.
Performance guarantee	- If it appears that there are defects or damages occurring to this assigned work within 12 months from the date of receiving such work, because of the careless work, or the use of wrong materials, or the fact that the work does not comply with the standards of the principles, the contractor must immediately rectify such defects or damages within the period specified by the employer, in which the employer is not required to pay any other expenses in this regard. If the contractor does not complete the process within the time specified by the employer, the employer has the right to do it by himself or to hire other persons to do that work, in which the contractor must bear all expenses in all respects. - The contractor agrees to the employer to deduct the money as insurance against the damage of the work at the rate of 5.00% of the received money. This amount of money will be returned to the contractor by the employer at the end of the insurance period after deducting costs of damage incurred within the insurance period.
Other important conditions	- If the contractor does not deliver the work and / or delivers the work incorrectly and / or delivers the work later than the date of completion according to the contract and it can be proven to be the contractor's fault, but the employer does not terminate the contract, the contractor allows the employer to perform daily fine of 0.10% of the value of the contract from the date of the completion according to the contract until the day the work is completed.

Investments in subsidiaries and related companies

As of December 31, 2020, the Company has no investments in subsidiaries or associates. However, in considering investing in subsidiaries or affiliates, the Company places great emphasis on investing in businesses that support and benefit the Company's business operations, taking into account the return on investment, risks and financial liquidity of the Company prudently. Such investments must be considered by the Board of Directors and the shareholders' meeting in accordance with the specified approval authority and must proceed in accordance with the requirements and announcements of the Capital Market Supervisory Board and the Stock Exchange of Thailand, including any laws, regulations or announcements related. The company will control this by sending the directors and / or executives of the Company to become directors in order to control the direction and management policy to be in accordance with the business operations of the Company.

(5) Work which has not yet been delivered

As of December 31, 2020, for projects in progress of the Company, there are a number of units that have been booked and / or entered into a sales contract, but the ownership of the project has not yet been transferred. There are 19 units worth 54.86 million baht with details as follows:

Project	Total value (MB)	Quantity (Unit)	Remaining quantity (Unit)	Construction Progress ^{/1} (Percentage)	Quantity sold but not yet delivered		Date expected to transfer ownership
					Quantity (Unit)	Value (MB)	
	281.66	122	-	54.50	1	3.87	Quarter 1 Year 2021
	399.17	163	105	68.19	3	6.94	Quarter 1 Year 2021
	197.96	50	10	94.41	1	3.35	Quarter 1 Year 2021
	211.05	65	51	63.60	14	40.70	Quarter 1 Year 2021
Total					19	54.86	

Note: ^{/1} The percentage of construction progress of houses that have been sold but have not yet been delivered.

1.3. Shareholding Structure of the Company Group

1.3.1. Shareholding Structure of the Company Group

DHouse Pattana Public Company Limited (“the Company” or “DHOUSE”) is a merger between DHouse Home Center Company Limited (“DHC”) and DHouse Pattana Company Limited (“DH”). DHC was established on April 27, 2010 with an initial registered capital of 3,000,000 baht by the Lerdrungporn family and the Kaewwisit family, under the management of Mr. Pongpot Lerdrungporn, Dr. Pongnarin Lerdrungporn, and Mr. Att Lerdrungporn, to engage in residential property development for sale. Later, DH was established to develop residential properties for sale. DH was registered on July 26, 2011 with registered capital of 200,000,000 baht. Both companies operate under the same board. Afterwards, a group of shareholders has decided to merge the companies with the objective of increasing business efficiency for property project development, to prevent conflicts of interest that may arise, and to prepare for listing in the Stock Exchange of Thailand. The merger was effective from April 18, 2018, and the business operation was done on behalf of DHouse Pattana Company Limited (“DHOUSE”) with paid-up capital of 360,000,000 baht, divided into 3,600,000 common shares at par value of 100 per share. Later in 2019, according to the Extraordinary General Meeting of Shareholders of the Company No. 2/2019 held on July 17, 2019, there was a resolution to reduce the registered capital from 360,000,000 baht to 311,400,000 baht to clear the accumulated loss. By reducing the par value per share from 100 baht per share to 86.50 baht, the Company has a paid-up capital of 311,400,000 baht, divided into 3,600,000 common shares with par value of 86.50 baht per share.

On 26th October 2020, the Company entered an IPO for 217.2 million shares, with the value of 0.60 THB per share and issued size of 130.32 million baht. The IPO value was 504 million baht. The quantity of shares registered with The Stock Exchange of Thailand and the paid-up shares was 840 million shares with par value of 0.50 THB per share, equal to 420 million baht of paid-up capital.

On 31st December 2020, the Company does not hold shares or invest in subsidiaries and associated companies.

1.3.4. Shareholders

(1) List of Major Shareholders

On 22th October 2020, the list of shareholders (including relevant shareholders according to section 258 of Securities and Exchange Act B.E. 2535 (1992) and shareholders that are under the same authorities) is as follows:-

List of Shareholders		Share Quantity (Share)	Shareholding Ratio (%)
1. Mr. Att	Lerdrungporn	147,050,000	17.50%
2. Dr. Pongnarin	Lerdrungporn	145,320,000	17.30%
3. Mr. Pongpot	Lerdrungporn	145,320,000	17.30%
4. Mr. Chanwit	Kaewwisit	63,145,000	7.52%
5. Mr. Chaichan	Kaewwisit	63,145,000	7.52%
6. Mr. Channarong	Kaewwisit	58,820,000	7.00%
7. Mr. Wichai	Wachirapong	5,000,000	0.60 %
8. Mr. Krit	Kiarsuranon	3,500,000	0.42%
9. Mrs. Chutima	Sa-nguantrakool	3,500,000	0.42%
10. Miss Suchada	Khunwasi	3,500,000	0.42%
11. Minor Shareholders		201,700,000	25.14%
Total		840,000,000	100.00%
Total Paid-Up Capital		420,000,000	100.00%

Remarks: Each shareholder does not have relationship or behavior that can be considered as acting in concert according to notification of Capital Market Supervisory Board no. Tor Jor. 7/2552, topic: Defining relationship or behavior that can be considered as acting in concert and action according to section 246 and 247

Minor Shareholders

On 31st December 2020, the Company has 2,416 minor shareholders.

1.4. Capital and Paid-Up Capital

Currently, the Company has capital of 420,000,000 THB and paid-up capital of 420,000,000 THB, divided into 840,000,000 common shares with par value of 0.50 THB per share.

1.5. Issuance of Other Equity

- None -

1.6. Dividend Policy

The Company has set a policy to pay dividends each year not less than 40% of net profit after deducting all types of reserves indicated in company regulations and laws if there is no need and such payment(s) of dividends does not significantly affect the operations of the Company.

However, there can be changes in dividend payment(s) depending on the Company's performance, the Company's financial status, liquidity, investment plan, and other relevant administrative factors including any future necessity and suitability. Such dividend payment(s) is under the authority of the Board of Directors for consideration. The Board of Directors' resolution regarding dividend payment approval must be presented to the shareholders' meeting for consideration, except for interim dividend payment(s), which the Board of Directors has the power to approve under condition that it must be informed at the next meeting of shareholders.

2. Risk Management

Risk factors listed in this document might not include all risk factors that exist. Because it is possible that there are other risk factors not recognized by the Company. Also, there may be some risk factors that the Company considers as not having significant effect on The Company at the moment but may significantly impact the Company's income and profits in the future. Investors should use their discretion to consider the information carefully because the risk factors that may exercise effect on the Company are not limited to those discussed in this document only.

2.1 Risk Management Policy

The Company realizes the importance of being well prepared or preventing risks that obstruct the Company's operation from being successful in accordance with the goals and objectives of the Company. Therefore, it is determined to manage the risk by covering strategic, operational, financial, and regulatory / legal risks, and allows everyone in the organization to participate in risk management. This practice will create good corporate governance that will help the organization achieve its objectives and goals.

In order for the Company's risk management to be clear, the following guidelines have been prescribed:

1. The Risk Management Working Group will ensure that the risk management of the Company complies with the Company's policy. This includes giving advice, opinions, suggestions and following up with the operation the make sure the risk management is conducted with the most efficiency.
2. Ensure that risk management has been applied throughout the organization according to international standards while ensuring that the process is conducted systematically and continuously.
3. Determine that risk management is applied with both internal and external factors that has possibility to entail the Company's inability to achieve its objectives and goals.
4. Establish risk management process that is based on the same standards throughout the organization.
5. Assign the Risk Management Working Group to monitor and evaluate the results which will be reported to the Risk Management Committee to get comments and suggestions regularly.
6. Apply information technology to help manage risks, which will result in good management.
7. Make risk management a part of normal operation.
8. All executives and employees in the Company own the risk. They are responsible for identifying and assessing the risks of their respective departments, including finding appropriate measures to manage risks.
9. All risks that may affect the business plan and strategy of the Company, with high and very high risk level must be reported to the Audit Committee and the Board of Directors.

Policy Review

The Risk Management Committee will review this policy annually. The implementation of this policy will be reviewed and its effectiveness will be monitored periodically to acquire executives' suggestions which will lead to continuous improvement.

The risk management policy is considered and approved by the Risk Management Committee meeting.

Risk Management Plan for the year 2020, Effective date: 1 January 2020

Risk Management Organization

The Company defines the risk management at two levels: the organizational level and the unit level as follows:

- 1) **Organizational Level:** Under the responsibility of Risk Management Committee, which consists of one Chairman of the Board and two Directors. This level is operated under the policies and supervision of the Board of Directors and the Audit Committee.
- 2) **The Unit/Departmental Level:** Under the responsibility of the Risk Management Working Group, which consists of a division director, department head, and a CFO chairing the working group. The Risk Management Working Group operates under the supervision of the Risk Management Committee.

Risk Management Policy

Risk management operation is the preparation or prevention of risks that would hinder the Company's operation from being successful according to the goals and objectives of the organization. Therefore, the risk management process is administered to cover strategic, operational, financial and regulatory/legal risks, while allow everyone in the organization to participate in risk management, which will create good corporate governance. This practice will help the organization achieve its objectives and goals. Therefore, the following guidelines have been established:

- 1) The Risk Management Working Group will supervise the risk management of the Company to make sure it complies with the Company's policies while embarking on giving advice, opinions, suggestions and following up with the operation to ensure that the risk management is administered with the most effectiveness.
- 2) Ensure that risk management has been applied throughout the organization according to international standards while ensuring that the process is conducted systematically and continuously.
- 3) Determine that risk management is applied with both internal and external factors that has possibility to entail the Company's inability to achieve its objectives and goals.
- 4) Establish risk management process that is based on the same standards throughout the organization.

- 5) Assign the Risk Management Working Group to monitor and evaluate the results which will be reported to the Risk Management Committee to get comments and suggestions regularly.
- 6) Apply information technology to help manage risks, which will result in good management.
- 7) Make risk management a part of normal operation.
- 8) All employees in the Company are responsible for risk management in organizational, departmental and operational levels according to what has been determined by the Risk Management Committee or the Risk Management Working Group.

Risk Management Objectives

1. To make administrative and operational staffs understand the principles and organization's risk management processes.
2. To make the operational staffs aware of the risk management procedures and processes.
3. To provide risk management tools for all level of departments.
4. To provide communication tools and create understanding as well as linking the risk management with the corporate strategies.
5. To reduce chance of threats and negative impacts that will occur on the organization.

Duties and Responsibilities according to the Risk Management Structure

Duties and responsibilities in risk management of those involved at different levels are as follows:

Board of Directors

1. Supervise risk management so that the risk management policy can be implemented efficiently and continuously.
2. Understand the major risks of the organization and ensure that the executives can manage risks to an acceptable level.
3. Encourage the organization to have an efficient and effective risk management and internal control culture.

Audit Committee

1. Provide guidelines and suggestions for improvement to make sure the risk management is effective.
2. Review the Company's risk management to ensure it has an appropriate and efficient risk management system.

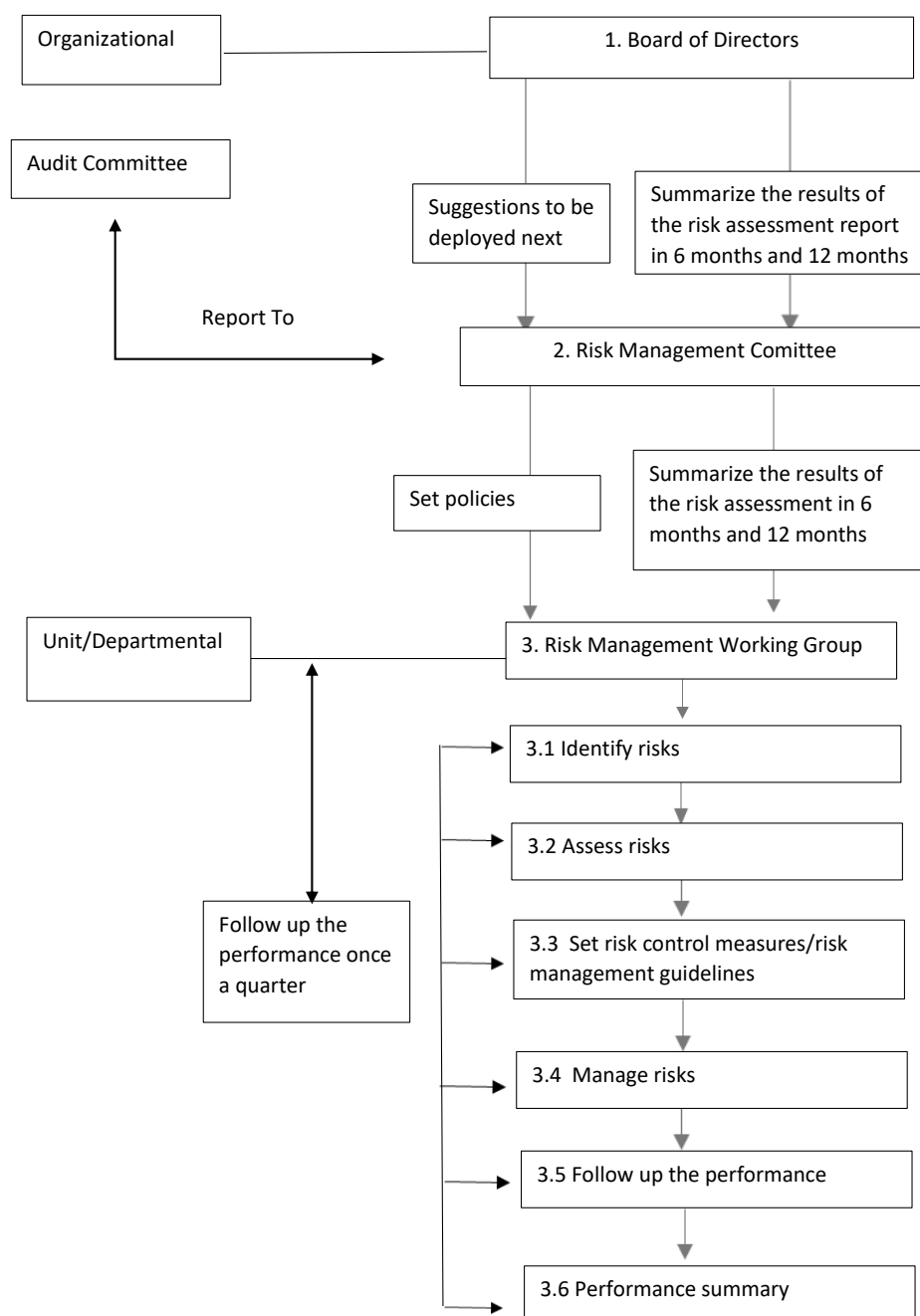
Risk Management Committee

1. Define and review risk management policies and framework, and propose to the Executive Committee for approval. This must be conducted in accordance with the risk management guidelines of the Stock Exchange of Thailand and the Institute of Internal Auditors of Thailand.
2. Strategize in accordance with the risk management policies to make sure it is able to assess, monitor and control each type of risk to an acceptable level by supervising the risk management system to be efficient and effective, and meet international standards
3. Make a risk management manual and work plan to prevent and evaluate risks, and prepare an integrated risk management report by linking the information system
4. Encourage and follow up to make sure there is a risk management implementation throughout the organization, and that it is aligned with the corporate strategies, objectives and goals, including the changing circumstances.
5. Supervise and suggest ways to prevent and reduce risks to an acceptable level; monitor, evaluate and improve the action plan to reduce risks continuously and suitably for business conditions to ensure that risks are managed adequately and appropriately.
6. Continuously and constantly promote and encourage improvement and development of internal risk management system.
7. Enterprise Risk Management Report to the Board of Directors and the Audit Committee to be presented to the Company's Directors for acknowledgment. Also, in case there are important factors or events which may have a significant impact on the Company or stakeholders of the Company, they must be reported to the Board of Directors be acknowledged and considered as soon as possible

Risk Management Working Group

1. Set up a manual for corporate risk management, to be used as a risk management guideline.
2. Set up a risk management plans and annual measures to reduce risks.
3. Assess the risks in the area that they are responsible for annually.
4. Supervise the risk management of the Company by making sure it complies with corporate policies and plans, and give advice, opinions, suggestions and following up with the operation so that risk management is most effective.
5. Establish, at least once a quarter, cooperative meetings to follow up with the performance.
6. Assign the secretary of the working group to prepare minutes of the meeting to report to the executives and the Risk Management Committee.

Risk Management operation process



Annual Risk Management Action Plan 2020

No.	Operation Plan	Period												Responsible Party	Remark
		Jan	Feb	Mar	April	May	June	Jul	Aug	Sep	Oct	Nov	Dec		
1	The Risk Management Committee Meeting No. 1/2020 has appointed the Risk Management Working Group, reviewed the performance of the risk management, including the risk management policies, risk management manual, set a risk management framework and approved the risk management plan for the year 2020.	↔												The Risk Management Committee	
2	Meeting of the Risk Management Working Group No. 1/2020 to clarify the risk assessment guidelines for 2020	↔												The Risk Management Working Group	
3	Conducted a risk assessment for the year 2020	↔	↔											The Risk Management Working Group	
4	Meeting of the Risk Management Working Group No.2 / 2020 to monitor and consider the results of the 2020 risk assessment			↔										The Risk Management Working Group	
5	The Risk Management Working Group reported the results of the 2020 risk assessment to the Risk Management Committee.			↔										The Risk Management Committee/The Risk Management Working Group	
6	Follow up on the performance of the quarter 1/2020			↔										Office of Administration and Coordination	
7	Follow up on the performance of the quarter 2/2020						↔							Office of Administration and Coordination	

8	The Risk Management Committee Meeting No. 2/2020 to review and follow up on the performance of the risk management in 6 months						↔							The Risk Management Committee	
9	Follow up on the performance of the quarter 3/2020									↔				Office of Administration and Coordination	
10	Follow up on the performance of the quarter 4/2020											↔		Office of Administration and Coordination	
11	The Risk Management Working Group summarizes the performance of the 2020 Risk Assessment Report to the Risk Management Committee.											↔		The Risk Management Committee/The Risk Management Working Group	

2.2 Risk Factors to the Business Operation of the Company

2.2.1 Business risks in a highly competitive industry

Real estate is one of the most competitive businesses. There are many sizes of operators, ranged from small businesses that manage projects without any allocation requests. This reason makes it easy for new entrepreneurs to enter the real estate business. Operators with all business sizes and customer groups, covering the district level, provincial level, regional level, and national level, both listed companies and non-listed companies on the Stock Exchange of Thailand can compete in the property development business.

As for the competition in the property development business in MahaSarakham Province, there is still a mild competition compared to the major provinces in the Northeast such as Nakhon Ratchasima, Khon Kaen, Udon Thani, etc., and the Company is a serious innovator into the real estate development business in MahaSarakham Province. It has collected potential lands and projects have been developed continuously. In addition, there are lands awaiting development that can accommodate the Company's future project development over a period of 2-3 years. With the cost advantage of the Company's land compared to the current market price, the Company has advantage of sound land collection for developing projects when compared to new developers who do not have lands to support project development. Together with experience in project development in the area of MahaSarakham Province, the Company has expertise and credibility. With the knowledge and understanding of the project location, which the Company is able to design products to suit the needs of local customers, the company believes in its competitive potential.

Therefore, in order to reduce the risks, the Company has always studied and monitored land issues. This practice is applied in order to know the trend and potential of the project development of other potential areas, by considering every factors together such as location, environment, land pattern, public utilities, facilities, while not forgetting to consider relevant city planning laws. In addition, the Company has good relationships with many land brokers. This is an opportunity for the Company to get lands in potential location with reasonable prices. The Company has a business development unit, conducting land survey and investigation, including feasibility studies and the potential of the location if the lands are to be developed into projects. When the Company obtains details of the lands that it sees as having potential for development, the Company will study the feasibility of the projects. The process starts from defining the project layout to suit its location, studying the demands for accommodation of consumers in that areas. The Company studies thoroughly whether the development of public utilities in the area is sufficient, such as locating near hospitals, shopping malls, universities, etc. Last but not least, the Company possesses readiness in finance, construction, laws and regulations of government agencies related to project development, such as land uses under the Town Planning Acts, local regulations or construction-prohibited areas, including environmental and community laws, etc. Also, the Company conducts initial assessments of the return on investment in lands, which compose in reports on the feasibility studies of the projects, which are proposed to the Board meetings for further consideration.

2.2.2 Risk from Success of Newly-Developed Projects and Future Projects

The Company has engaged in the property development business of residential building for sale. There are various products including detached houses, semi-detached houses, town homes, home offices and commercial buildings, one project of which is in the beginning of development and 5 projects of which are planned to be developed as future projects during 2020-2022, namely, The Grand Canal, Grand Biz, Pruek Pirom Salaklang, U Park, Grand Biz 2 with all current and future project locations in MahaSarakham Province.

Therefore, the performance of the Company may be uncertain depending on the success of the projects started and future projects as shown in given information. Income and costs are affected by internal factors, both from sales and construction operations, and external factors, economic conditions, real estate demand and supply. This also includes natural disasters and epidemics that are unexpected and widespread, such as the COVID-19 situation, which affects people's daily life, resulting in social distancing lifestyles and lockdown measures from the government. This has caused the incident that during March - April of 2020, there were be fewer customers visiting the projects. The situation has affected the the customers' decision in home purchase. During that time, the Company's revenue from sales was not as expected, or in the event of other events which affected the economy of MahaSarakham Province, making it to have been in slowdown condition, also resulted in revenue from sales not being as expected. Project construction delays resulted in delayed revenue recognition and possibly increased costs. There were also external factors that indirectly affect the Company such as interest rates, political conditions, etc. Therefore, company had risks from the aforementioned factors, which may affect incomes and costs and will adversely affect the performance and returns of the projects.

However, from the journal of Real Estate Information Center, published by the Government Housing Bank, it was found that "number of ownership transfers for horizontal housing of Maha Sarakham Province has increased from 883 units in 2018 and 1,057 units in 2019, or representing a growth rate of 7.36 percent and 11.50 percent per year, respectively, or if it is calculated as ownership transfer value, there was an increase from 1,020 million baht in 2017 to 1,124 million baht in 2018 and 1,235 million baht in 2019, or representing a growth rate of 10.20 percent and 9.9 percent per year, respectively. The real estate sector of MahaSarakham Province It is also benefited from the Cabinet Meeting on May 20, 2020 to approve the draft announcement of the Ministry of Interior regarding rules for deduction of fees for registration of rights and special acts according to the Land Code for real estate transfers and mortgages in the mission of the Land Bank Administration Institute (Public Organization). There was reduction of the rate of registration fees for rights and legal transfers From 2.00% to 0.01% and a reduction of the property mortgage fee rate from 1.00 percent to 0.01 percent of the appraisal price from June 8, 2020 to June 7, 2022. This has resulted in a positive effect on the real estate sector from reduction of fees related to trading. Also, this positively affects the decision of buyers. Therefore, the Company has confidence that various projects that the Company is developing and will embark on in the future will receive positive responses from customers and can sell according to the Company's plans.

In order to reduce the risks mentioned above, the Company also requires an annual plan to be considered every year and reviewed every quarter. Moreover, it carefully reflects on all property project development plans before starting the projects. The feasibility of each project is studied, taking into account the locations of the lands, product formats that meet the needs of target customers, pricing that is suitable for the purchasing power of the customers. The progress of sales and project development plans is followed up and reported to the Executive Committee every month, along with reports on the condition and changes of various factors That affect the development of the projects.

2.2.3 Risk from the Project Concentrated in MahaSarakham Province

The Company has engaged in the property development business of residential buildings for sale. There are various products including detached houses, semi-detached houses, town homes, home offices and commercial buildings, 4 projects of which are in progress and 5 projects of which are planned to be developed as future projects during 2020-2022, namely, The Grand Canal, Grand Biz, Pruk Pirom Salaklang, U Park, and Grand Biz 2 with all current and future project locations in Maha Sarakham Province. If MahaSarakham Province has factors affecting demands for purchases, or there are many operators entering the area, it may result in fierce competition. Other factors affecting MahaSarakham Province include natural disasters or changes in city plan, etc., which may result in the company not being able to sell or transfer ownership of the houses. This could affect revenue from property sales concentrated in MahaSarakham Province. However, in addition to the area of MahaSarakham Province where the company has expertise and experience, in the future, the company plans to expand the projects to other provinces of the Northeast to pursue sustainable business growth and to reduce the risk of concentration of projects in MahaSarakham Province. The Company aims to start from nearby large provinces, for example, Khon Kaen, Ubon Ratchathani, Nakhon Ratchasima, etc., which are provinces that the executives of the Company are familiar with and are studying the potential land acquisition opportunities for project development. Every time before a project development, the company will study the feasibility of the projects, including analysis of the surrounding factors. For such external factors as marketing, there are home purchase demands and purchasing power of target customers, and competition conditions in the areas, etc. The Company also considers factors about utilities and facilities surrounding the projects in order to set project formats and prices to meet the needs of customers. It makes sure that once the projects are opened, it will get the target customers' attention as expected. Besides external factors, the company has considered internal factors such as project development costs, and various expenses involved, to make decisions before launching new projects every time.

2.2.4 Risk from Future Performance Not Meeting the Goal Because the Customers Are Unable to Transfer Ownership as Scheduled

The purchase of residential property is a very important factor for human beings. But with high price, most people rely on financial support from financial institutions, therefore, financial institutions' rigidity of mortgage lending, which relies on many factors, such as economic conditions, policies and regulations from Bank of Thailand and / or other government agencies, etc., may cause financial institutions to set more stringent credit policies for housing loans. This can be seen from the

fact that the Bank of Thailand has issued measures to control home loans by adjusting the ratio of credit limits to collateral, which directly affects the overall property business with the following essences:

Mortgage Contract Characteristics	LTV ratio
In the case of having the collateral value less than 10 million baht	
First mortgage contract	100%
Second mortgage contract	
- Installment payment for the first mortgage contract for 2 years or more	90%
- Installment payment for the first housing loan for less than 2 years	80%
Third mortgage contract onwards	70%
In the case of having the collateral value from 10 million baht	
First mortgage contract	90%
Second mortgage contract	80%
Third mortgage contract onwards	70%
In the case of building residence(s) on land(s) owned by the debtor with no debt burden	100%

This may lead to a higher rejection rate for customers applying for mortgage loans, causing customers to be unable to transfer ownership on schedules. As a result, it is a risk to the Company's operating results that may not be as expected. The impact from such LTV Ratio measure will be exercised on the Company's customers only in the case of having collateral value less than 10 million baht because the Company's house selling prices are not more than 10 million baht.

However, the Company also has a policy for the sales department to understand customers thoroughly before they subscribe. With the knowledge and experience of the sales department in assisting customers to prepare information and documents, before applying for loans, the Company will study customer information and make recommendations in order for them to apply for loans with the profiles that agree with the financial institutions' conditions. By doing so, customers have a better understanding of loan conditions.

2.2.5 Risks from Hiring the Main Contractor

Currently, the company has 2 forms of construction management, which are:

1. The company controls work and procures equipments by itself / hires sub-contractors. The Company has a construction management model whereby the company's engineering team is the core in the construction control. The model is divided into sub-tasks according to the categories with bill of quantities (BOQ) calculation. The company will purchase construction materials and decorations according to the workload in order to obtain construction materials according to the specified standards and hire sub-contractors to be responsible for each work category or use daily

labor in the construction while having engineers to supervise and inspect the quality of construction to meet the standards set by the Company.

2. The Company hires turnkey contractors (Turnkey Project).

Since in the year 2016, the company has started to develop the Grand Biz project, which is a type of commercial building of 50 units, which is a standard construction style. The model is a series of units in which the construction method is to construct multiple units next to one another at the same time. This type of construction has less details and complexity than the construction of detached houses or semi-detached houses, and there is a need to accelerate the construction with cost that the Company finds reasonable. Therefore, the Company considers hiring turnkey contractors (turnkey project) for the construction to supervise both construction materials and labor according to the amount of work specified by the Company.

Construction commission patterns for each project

Project	Construction Commission Pattern
The Grand Residence	The company controls work and procures equipment by itself / hires sub-contractors.
The Grand Canal	The company controls work and procures equipment by itself / hires sub-contractors
Grand Biz	Hire a turnkey contractor: PB Engineering Company Limited
Pruk Pirom Salaklang	The company controls work and procures equipment by itself / hires sub-contractors

In the past, the Company had a project development model in which the Company controlled work and procured equipments by itself / hired sub-contractors. Until during the year 2016, the company developed the Grand Biz project as mentioned above and hired a turnkey contractor (turnkey project) for the construction to supervise both construction materials and labor according to the amount of work specified by the Company, to be responsible for the construction of the Grand Biz project. The main contractor is PB Engineering Company Limited, which supervise the construction in the years 2016-2019, totaling 30 units. In 2018, the Company started the construction of the Pruk Pirom project, of which the construction was operated by using the Company's engineering team to supervise the construction work and hiring contractors to handle some works per section. For In the case of Pruk Pirom, the Company hired PB Engineering Company Limited for some sections of work, such as structure building work, iron fence work, etc., resulting in for the year of 2018, 2019 and 2020, the hiring proportion of PB Engineering Co., Ltd. accounted for 41.17%, 37.00% and 49.97% of the total construction value in each year, respectively.

In the future, the Company considers construction management for each project by taking into account the appropriateness, timing, layout of the project and construction costs for maximum efficiency. The construction management model can be adjusted according to the construction plan

of the Company, making the Company be able to supply equipments and hire sub-contractors or some turnkey contractors who are fully or partially responsible for the projects. This can also be done with combination of construction models, depending on the suitability of each project. As well, there can be some addition of new contractors or changes of contractors during each project period to ensure the good quality of construction and to deliver the work to the customers on time. The Company primarily selects contractors from the group of contractors that are on the list of the Company. All contractors are not connected persons of the Company. In considering hiring a contractor, the potential and readiness of each contractor for specific period must be taken into account. The Company has regularly hired some small contractors in the area, who have experience in working with the Company for 3-5 years. They are familiar with the Company and have been delivering the works according to the Company's standards. As a result, in the past, the Company rarely encountered problems from the delay and of the quality of the work. Therefore, the Company has a construction contractor evaluation policy, where contractors are graded and evaluated by the Company's to make sure it exercise adequate quality control and has contractor ratings in database. The contractors who did not pass the assessment will be eliminated from the contractor registration record and be recorded as not having passed the assessment. The assessment is done regularly once a year. It is another tool for quality control of the contractors. Other than this, the Company has recruited new contractors on a regular basis, with a detailed selection and recruitment process in stages. The contractors' information is carefully examined, such as the contractors' history, expertise and past achievements, and whether they have clear office addresses and are properly registered. They have to have clear guarantee policies, stable financial position, and adequate manpower for handling the work, etc.. The selection is conducted according to the operating steps before every hiring. The new contractors will start from being in the new entry grade, and will have to enter the assessment system as well.

2.2.6 Risk from Changes in Laws and Regulations which may affect the Property Business of the Company

Thailand has changed laws and regulations related to property business, such as land allocation requirements under the Land Allocation Act, Land Use Zoning Regulations, Town Planning Act, traffic planning, etc. In 2019, the Land and Buildings Tax Act of 2562 BE (2019), which changed the land and buildings tax rate, was issued. The Company has been affected in the area of lands awaiting development, and have prepared to accommodate and assess such impacts. They were found as not significant. In addition, at certain times, the government or relevant agencies have issued some important policies or policy changes, for example, in 2019, the Bank of Thailand has revised regulations on the supervision of home and other loans. They set the ceiling rate of loan-to-value ratio (LTV ratio), as well as the capital fund ratio based on the LTV ratio. These measures' aim is to make financial institutions consider tightening loans for second home lessees, or lessees of housing worth more than 10 million baht. This affects those who want home loans, etc. All of the above factors may affect business operations both directly and indirectly, causing the operating results to be affected in the area of income, costs, and expenses, which might be changed from anticipated. These

factors may be constantly changing depending on the country's economic and political conditions, including various policies of the government at different times.

However, in order to prevent the risks mentioned above, the Company has provided personnels to study and monitor changes in regulations that may happen regularly. This is to modify the Company's plans, including the project development plans, in accordance with the changes that may occur. The company has followed up on changes in economic conditions, law and regulations, or other factors both at the national level and in the area of MahaSarakham Province. The results will be presented and compared with the work plans in the Executive Committee meeting every month and proposed to the Board of Directors for acknowledgment every quarter. This ensures that the Company monitors and is prepared for any incidents that may change on a regular and timely basis.

2.2.7 Risk from Changes in Interest Rates

The Bank of Thailand's policy rates have changed from time to time in accordance with the appropriateness of the use of various financial stabilization tools. The impact on the real estate business will be negative if there is an interest rate hike. This will make customers delay their application for a mortgage loan or face a greater burden on installments. The Company provides advice to customers in order to build their understanding of applying for home loans. Likewise, the Company would suffer from a similar negative impact if there was a hike in interest rate. Due to the high costs of property development, the Company must borrow some funds from the banks, financial institutions, or other individuals, whereby the like of interest rate results in higher costs. Therefore, there may be a risk from the interest rate fluctuation according to the interest rate policy set by the Bank of Thailand. It may adversely affect the performance and return of the projects.

However, the current economic climate has caused the Bank of Thailand to continuously decrease the policy rate. In addition, the impact of the COVID-19 virus outbreak resulted in low policy rate. Currently, the policy rate is at the level of 0.50 percent per year, which is in accordance with the resolution of the Monetary Policy Committee Meeting No.3 / 2020 on May 20, 2020, which is a low interest rate. This has become beneficial for property developers. Moreover, the Company has a lower debt to equity ratio from raising capital through an initial public offering. As a result, the Company has more financial strength, causing the Company to have capital to support business expansion and as working capital. In addition, the shareholders' equity of the Company increased from the increased paid-up capital. As of December 31, 2020, the Company's debt to equity ratio was 0.69 times, a decrease compared to that of September 30, 2020 (before the mobilization of equity) with a debt-to-equity ratio of 0.99 times, giving the company a better ability and score from the evaluation of financial institutions. As a result, borrowing from financial institutions will receive better support conditions. In addition, the company can increase the opportunities and options for issuing financial instruments or equity instruments through the capital market from the fact that is a listed company in the Stock Exchange of Thailand As well as resulting in lower financial costs as well.

2.2.8 Risk from Financial Dependence from Connected Persons

In the past, since the beginning of the business, the management of DHouse Home Center Co., Ltd. ("DHC") and DHouse Pattana Co., Ltd. ("DH") before the merger was in form of family business. They relied mainly on funds from the group of shareholders and directors to be invested in land purchases and used as working capital to develop projects. As a result, the Company has a large number of loans from directors and connected persons. As of December 31, 2017, 2018, 2019 and December 31, 2020, the Company has loans from connected persons of 256.32 million baht, 283.78 million baht, 200.18 million baht, and 110.25 million baht, respectively. The loans are provided by the major shareholders in the form of promissory notes for loans under the promissory note repayment plan. The interest rate is set at 2.50 percent per year.

At present, the Company has reduced reliance on loans from connected persons. It is backed by a financial institution where shareholders are willing to use their personal cash as collateral. The Company has been approved for bank overdraft and loan bills with savings interest rate plus 0.75% - 1.00% per annum, whereby the Bank has assigned a group of shareholders to guarantee and deposit cash with banks as collateral. In 2019 and December 31, 2020, the Company received bank overdrafts and short-term loans from financial institutions for the loan amount of 140.39 million baht and 189.52 million baht, respectively.

However, in order to prevent the risk of reliance on connected persons as mentioned, the Company has taken the following actions:

(1) in the part that the company relies on connected persons: the connected persons, who are the shareholders and directors of the Company, are required to guarantee the company for the bank and deposit cash as collateral for the bank. The Company therefore asks the group of shareholders to make a letter of agreement and agree to guarantee the debt under the credit limit for the Company. In the event that the company still needs to use the credit line and renew or issue bills after the original version in accordance with the bank's practice until the company repays the debt and cancel the loan and bills. This must be done without charging any compensation, fees and / or any other money throughout the guarantee period;

(2) in the part that the connected persons, who are the shareholders and directors of the company, directly lend to the company by issuing the promissory notes as evidence as above: to hedge the risk of being called back on loan due to promissory note, the Company therefore made a memorandum of understanding to attach the promissory note to each lender with the essence that the payee of the notes (meaning each group of lenders) will accept the repayment of the debt under the promissory note according to the repayment plan of each year, as specified in the debt repayment plan under the promissory notes, from income sources of various projects. This must be conducted in accordance with the company's business plan with interest at the rate of 2.50% per annum. Therefore, the Company's risk of being refunded is eliminated. In addition, the company has an agreement with each

lender that if any amendments are to be made, the agreement must be approved by the Audit Committee of the company and approved by the Board of Directors.

2.2.9 Risk from the Coronavirus Outbreak Situation 2019

For the year 2020, the global economy has experienced an economic crisis due to the COVID-19 epidemic and almost all businesses are significantly affected. For the business of property development for sale of the Company of which, at present, the market is mainly in MahaSarakhm Province, is slightly affected. Because the real estate market of MahaSarakhm Province is small and the competition is mainly of local capital. In addition, MahaSarakhm Province is a city of education with students, educational personnels, and many business operators in the province, resulting in turnover in the province, resulting in a large number of customers visiting the project in 2020, resulting in the continuous number of bookings and transfers. Although it has been affected by the government's policy to restrict the epidemic area (lockdown) in April, after the relaxation of such measures, customers have returned to visit the projects at a similar level to normal situation. However, although in 2020, the company has not been much impacted by the COVID-19 epidemic, the company is not complacent and aware of possible future problems. Therefore, it plans to adjust the operating strategy, marketing plan and management plan in various departments in accordance with the current situation and changes to reduce the risk that may affect the operations of the Company in the future.

2.2.10 Risk from Labor Shortage

As a result of the COVID-19 epidemic, indirect impacts on real estate businesses have been exercised in some parts with the lack of labor for construction, which necessarily requires labor (labor-intensive). The COVID-19 epidemic situation has resulted in workers unable to work continuously as planned. At certain times the government took measures to restrict the areas (lockdown), delaying construction plans, and in the end, the ownership transfer rates may not meet the company's goals. Therefore, to reduce the risk arising from labor shortage problem, the Company has adopted a pre-cast method in its construction. The company has started experimenting with this type of construction in the project "Pruk Pirom Salaklang", which is a detached house, semi-detached house and commercial building project of total 65 units. The project value is approximately 199.35 million baht.

This technology is applied by building a house with pre-cast concrete panels that are already made from the factory using computer system technology. These precast concrete panels will be parts of the house, such as the wall at the front of the house, the side of the house, the back of the house, and the floor. The concrete panels are put together similarly to jigsaws on the construction sites. The advantage of this type of construction is that it meets the construction standards equally on all parts because it uses a computer system. This is different from man-made building of which the quality cannot be fully controlled because each person does not have the same skill and expertise, resulting in each house or condominium unit in each project having defects. In areas of durability and strength, because the pre-cast concrete panels are reinforced

with metal and are not a separately-made model, they are able to bear the fair amount of impact and weight, as well as have good resistance to earthquakes. In the future, the company expects to use this kind of construction for other projects to reduce the risk of labor shortages.

3. Driving Business for Sustainability

3.1 Policy and Goals for Sustainability Management

The Company operates with the intention to promote the Company to be an efficient organization, and to be an ethical organization with honesty, fairness and accountability. This is a factor that leads to creation of long-term benefits for the business and shareholders sustainably, with regard to fairness to all stakeholders. The Company has therefore established a good corporate governance policy, internal control and internal audit policy, risk management policy, including business ethics as a guideline for the Board of Directors, all executives and employees in order to strictly adhere to. This shall be effective in all business segments. In addition, the Company has a human resource management policy to support anti-corruption, and policies on political contributions to prevent corruption in all cases. This will increase confidence and confidence to all parties. And the Company also includes the awareness of the common duties and responsibilities towards society, environment, and the nation to make the development of society and the country truly sustainable in line with the Sustainability Development Goals (SDGs) of the United Nations.

In addition, the Company also has oversight of the Company's management system to be efficient in conjunction with considering the impacts on all stakeholders, including the environmental impact arising from business operations. In addition, the management of the Company has set policies to prevent the occurrence of conflicts of interest, including corruption by arranging to have an auditor, who has been authorized by the Securities and Exchange Commission, and internal control system auditor to ensure that the Company treats both direct and indirect stakeholders equally.

3.2 Management of impacts towards stakeholders in the business value chain

3.2.1 Business value chain

1.Primary activities

(1) Inbound Logistics Management

1.1 Design

The Company has designed houses in the projects to be used in conjunction with precast concrete construction technology for the construction of the Prukpirom Salaklang project as the first project, and will expanded the use of this technology to other projects in

the future. The use of the precast system not only helps reduce time and labor in the construction, but also helps to reduce waste problems that affect the environment, including reducing noise pollution, dust and traffic problems at the construction site due to the fact that the production of precast reinforced concrete panels is done from the factory. Only the sheets of concrete are shipped for installation at the construction project. In addition, the construction uses strong precast concrete walls as a carrier of the house. There is no need for columns and beams, which make the houses have more usable space and the designers are able to design and decorate the interior more beautifully.

1.2 Land acquisition

In the past, the executives of the Company had a vision of gradually buying and accumulating lands with potential for property project development continuously. And the development of projects must have to wait for the right time. As a result, the Company has enough lands for development in the next 2 years from 2020. At present, the Company has delayed plans to purchase additional lands for further development in order to wait for the Company to develop projects on the land already held by the Company. However, if there is a suitable land available for immediate development of the project, the Company is ready to invest in the proposed area.

During the past year, the Company regularly conducted land studies and monitoring to know the trend and potential of project development of other potential areas. It takes into account factors in all areas, such as location, environment, land pattern, public utility system, facilities, including city planning laws related. In addition to the potential factors of the land, the Company also takes into account the social and environmental impacts from project development. When the Company has obtained details of the land that it sees as potential for development, the Company have to study the feasibility of the project. The step starts from defining the project layout to suit its location, studying the demand for housing of consumers in that area, whether the development of public utilities in the area sufficient, for example, whether it is near hospitals, shopping malls, universities, etc, readiness of the Company in finance, construction, law and regulations of government agencies related to project development such as land use under the Town Planning Act, local regulations or construction prohibited areas including environmental and community laws, etc., Also, the Company has social and environmental impact assessment from project development, both in monetary and non-monetary form, to assess in conjunction with the return on investment in project development, in order to provide information for the Board of Directors to use in further investment considerations.

1.3 Procurement of contractors and construction materials including necessary goods for project development

In the project development of the Company, there a team of engineers of the Company will supervise the construction work. The contractors will be hired to be responsible for each work, namely architecture and landscape construction contractors, structure building contractors, system building contractors, and interior decoration contractors, etc. For some projects, the Company will hire contractors responsible for turnkey project, where the contractors will be responsible for all construction and construction materials. The Company will have a team of engineers to inspect the quality of work before receiving and following up the construction according to the plan of the Company. The hiring of contractors depends on the size and complexity of each project. As for the projects operated by the Company itself, the Company provides some construction materials that are used in bulk and in the same style, such as roof tiles, to provide beautiful and quality materials. Therefore, the Company procures and orders this type of material from the manufacturer by itself. The bulk of the purchase of roof tiles building materials from manufacturers results in lower production costs for distribution, and the Company having the power to negotiate with the manufacturers. The Company will assign the purchasing department to negotiate with the manufacturers and sellers in order to plan the purchase according to the construction period in advance to reduce the impact in the event of price fluctuation. Other than this, the Company has started to introduce innovation of high quality precast concrete parts which have been produced from casting or pour in a formwork according to the size and style of parts according to the construction drawing from the factory. They are then installed together at the construction site by using appropriate lifting equipment. Precast Concrete System can shorten the construction time, enabling the delivery of quality buildings faster than traditional construction. The Company started using this technology in 2020 in the Phruek Pirom project as the first project.

The Company has set criteria for selecting construction contractors for each project. After having designed houses or buildings that will be built in the project, the Company will evaluate prices according to the list of material quantities and labor quantities and Bill of Quantities (BOQ)) to be used as a preliminary standard for setting intermediate prices, and use it as a guideline and standard for the selection of contractors for the development of that project. The construction contractors that the Company will select must be qualified contractors experienced in the construction of property projects, having the teams that have the ability, experience and financial liquidity suitable for the size of the job hired.

(2) Operation

2.1 Project development and infrastructure management

The Company has clearly divided the construction area for the area that may be dangerous and prohibited outsiders to enter the construction site. In addition, the Company provides a standardised system for safety such as for the employees to wear helmets every

time while on the construction site, etc. In addition, the Company also works with contractors to manage public utilities such as water, electricity, waste storage, the storages of debris that may be dangerous. They are clearly separated for orderliness in the project and to reduce the accident rate within the projects.

2.2 Consideration of safety and impact on communities

- Impact of noise pollution caused by the operation of machines and cutting or drilling of construction materials on the communities: to prevent such effects, the Company plans to designate the installation of high walls, using precast concrete panels for construction. Also, it schedules the construction work time in parts which cause the noise during the day only in order to reduce disturbance to the rest of the communities during the night time.

- Impacts of traffic congestion that may affect the communities: this is due to the transportation of construction materials and the increase in the quantity of cars when the projects are launched. The Company has established guidelines to prevent and mitigate impacts, for example, requiring the transportation of construction materials to be outside of an urgent period, providing traffic personnel to facilitate vehicle users in entering and exiting the projects when the projects are opened, etc.

2.3 Reducing waste and environmental impact in the construction process

- Dust impacts during project development, caused by construction, transportation and burning in open space: in order to mitigate and resolve such impacts, the Company has set up guidelines such as requiring the installation of a high wall, using clothes to cover the transport trucks, forbidding the incineration of waste in the construction area, etc.

- Impact on odor pollution of solid waste caused by the construction and when starting to launch the project: the Company has a solution to mitigate such impacts, for example, setting up a place or room for littering by separating types of waste such as construction waste, household waste, etc. in order to prevent the occurrence of odors disturbing the communities, and coordinating with local authorities to collect solid waste to be disposed in the process.

(3) Distribution of goods and services or outbound logistics

The Company has its own sales team to supervise various sales channels. There are direct distribution channels through the sales office on the project area in order to prepare for welcoming customers and providing information, knowledge and understanding of the products in each project. And there are model houses opened to show to interested people at the project location. In addition, there are other distribution channels such as setting up

public relations points and displaying project previews as well as opening distribution channels at shopping centers. There are also contact points for information via electronic channels, etc.

3.1 Sales offices and sales staff (personal selling)

The Company has established sales offices located at the location of each project. There is an appropriate office decoration to create an atmosphere for visitors to understand the project's style. Drinks are served. Visitors can take a look at the model houses. There are sales people who are ready to provide accurate and complete information about the products. To ensure the availability of the sales team, the Company also organizes regular training and meetings with the sales department to make them understand the products and various sales techniques, including in-team discussions to create sales strategies and set the Company's sales goals.

(4) Marketing and sales (Marketing & Sales)

4.1 Fair pricing

The Company has a policy to set prices that are appropriate to the target customers. The Company focuses on the development of housing projects for middle income buyers. Therefore, the price levels of the projects are ones of the important factors affecting the decision to buy residences in the Company's projects. In addition, the Company also has criteria for considering the price level based on factors such as the location of the project, the size of the usable area, etc. And the Company also takes into account the determination of the selling price of the housing in the project to be appropriate from considering the costs of various aspects, such as the lands' value, design costs, construction costs, and any related costs. The focus is on providing customers with satisfaction and a sense of value. In addition, the Company must be able to maintain the appropriate rate of return as desired. The Company may use pricing strategies that may differ at each time depending on the level of competition, circumstances and other factors occurring at a particular time within the framework of the Company's approval authority. The Company's profit must not be lower than the estimated gross profit margin set by the Company.

4.2 Communication and provision of complete information about the project

The Company has communication strategies to reach target customers in Maha Sarakham and nearby provinces. Various forms of communication strategies are available to cover various communication channels such as sales office channels, company website, online channels or set of public relations points at various locations to provide complete and accurate information, and be able to respond to inquiries of target customers and people in the area of MahaSarakhm Province, creating accurate and complete understanding to

customers. This is one of the reasons why customers trust the Company, which is a developer of high quality and standard property projects.

(5) Customer services

5.1 After sales customer service

The customer service department is responsible for the neatness and maintenance of the project assets. The service provided by the customer service will cover from taking care of the homes during the warranty, maintaining the cleanliness and functions of the electricity, water supply and public utilities of the project, including the maintenance of cleanliness within the project, etc.

The Company sets out a list of home warranties, which is a guarantee that does not include equipment that deteriorates under normal use as follows:

order	list	Warranty period
1	Structure work - Bottom base work (pile)	The warranty period is 5 years (since the home delivery).
2	Roof frame and roofing work	The warranty period is 1 year (since the home delivery).
3	Decoration work - Crack - Doors, latches - Mirrors	The warranty period is 1 year (since the home delivery).
4	Sewerage system work	The warranty period is 1 year (since the home delivery).
5	Internal system work - Home water supply - Home electricity	The warranty period is 1 year (since the home delivery).
6	Equipment and materials - bulbs , switches , plugs	Within 3 months (since home delivery)
7	Termite control system work and damage from termites	The warranty period is 1 year (since the home delivery).
8	Utilities	Ends when the work is delivered to the housing estate juristic person or given for the public benefit

5.2 Administration before the establishment of the housing estate juristic person

The Company gives importance to providing services to residents, therefore has assigned the Legal and Legal Act Department to act as the operator and coordinator in the work related to the management of the housing estate juristic person, such as management to maintain common assets in a normal condition and make them always ready for use, collection of "common expense" from the residents to be used as an expense for maintenance, repair of public utilities, as well as to supervise the use of common property of residents in accordance with the intent of the Land Allocation Act and the Condominium Act, and regulations of the condominium juristic person for future projects.

2. Support activities

For project development support activities of the Company, including such department as procurement, accounting, finance, human resource and customer service, each department is responsible for supporting the project to meet the Company's goals. Each department has direct and indirect contact with stakeholders such as business partners, contractors, and customers, etc.

2.1 Human resource management

The Company pays attention to the management of human resource, which is a key stakeholder that will enable the Company to operate the business according to the objectives. The Board of Directors has assigned the Chief Executive Officer to supervise the management and development of personnel with appropriate amount of knowledge, skills, experience and incentives, ensuring that human resource management is in line with the Company's direction and strategy. Employees at all levels are knowledgeable, competent, have suitable motivation, and are treated fairly to retain the organization's talented personnel.

2.2 Procurement

Land acquisition

In acquiring land for developing property projects, the Company has the investment department survey and consider the details of the land, compare the land prices with the appraisal prices from the Department of Lands and the market prices, including thoroughly studying feasibility and the potential of the locations to bring the lands into project developments. When the Company has obtained preliminary details of the lands, the Company will determine the layouts of the projects to suit the locations, study the feasibility of the project, consumer demand for housing in that area, whether the development of public

utilities in that area is sufficient, such as the fact that the locations are near hospitals, shopping centers, universities, etc. Then, the Company will study the feasibility of the project in terms of marketing, finance, construction and related prerequisites such as land use under the Town Planning Act, local regulations or construction prohibited areas, including environmental and community laws, etc., and there are initial assessments of the return on investment in such lands.

Requesting permission for allocation and construction, and the opening of the projects for sale

The Company applies for allocation and construction permission after applying for project support credit. The Investment Division and the Law Department are responsible for coordinating and taking action with such government agencies. The Company has experienced personnel with good knowledge and expertise in laws, regulations and notices related to the application for allocation and construction permission.

The Company has a marketing and sales department especially responsible for the Company's project sales. Due to the fact that the Company's current in-progress projects are large-scale projects with relatively high project value, the Company has a policy to open and sell projects according to the development areas which are divided into phases in order to be able to develop and manage project risks. The Company will start construction phase by phase.

Procurement of contractors and construction materials, including necessary goods for project development

The Company hires construction contractors for the project, namely architecture and landscape construction contractors, structure building contractors, system building contractors, and interior decoration contractors, etc. The hiring depends on the size and complexity of each project. However, some building materials are used a lot in the same style, such as roof tiles. To provide beautiful and quality materials, the Company procures and orders these types of materials from the manufacturers by itself. The bulk of the purchase of roof tile building materials from manufacturers results in lower production costs for distribution. And the Company therefore has the power to negotiate with the manufacturers. The Company assigns the purchasing department to negotiate with the manufacturers and sellers in order to plan the purchase according to the construction period in advance to reduce the impact in the event of price fluctuation.

The Company has set criteria for selecting construction contractors for each project. After having designed houses or buildings that will be built in the project, the Company will evaluate prices according to the list of material quantities and labor quantities and Bill of Quantities (BOQ)) to be used as a preliminary standard for setting intermediate prices, and

use it as a guideline and standard for the selection of contractors for the development of that project. The construction contractors that the Company will select must be qualified contractors experienced in the construction of property projects, having the teams that have the ability, experience and financial liquidity suitable for the size of the job hired.

Construction quality control

The Company hires outside contractors to carry out the entire construction. The quality inspection department of the Company works together with the construction management department of the Company to control the work of the contractor to comply with the correct construction standards and the use of standardized materials, including to ensure completion within the specified time. The inspections are scheduled according to the construction progress.

Administration before the establishment of the housing estate juristic person

The Company gives importance to providing services to residents, therefore has assigned the Legal and Legal Act Department to act as the operator and coordinator in the work related to the management of the housing estate juristic person, such as management to maintain common assets in a normal condition and make them always ready for use, collection of "common expense" from the residents to be used as an expense for maintenance, repair of public utilities, as well as to supervise the use of common property of residents in accordance with the intent of the Land Allocation Act and the Condominium Act, and regulations of the condominium juristic person for future projects.

3.2.2 Analysis of Stakeholders in the Business Value Chain

(1) Stakeholders within the organization

1.1 Shareholders

Shareholders' expectations

- Contribute to the national and social economic development
- To be a leader in business operations that are transparent and sustainable, along with cohabiting with society and environment
- Performance, both short term and long term, which will be reflected in the Company's share value

Responses to shareholder expectations

- Investor Relations page on website: dhousepattana.com
- Dividend Policy

- Invitation letter to the shareholders' meeting
- Minutes of the Shareholders' Meeting
- Nomination of persons to be elected as directors
- Proposing the Agenda for the annual ordinary shareholders' meeting
- Investor calendar
- The shareholders are involved in making decisions on important matters of the Company.

- The Board will take care of important matters, both issues stipulated in the law and issues that may affect the direction of operations of the entity. They have passed the consideration and / or approval of the shareholders. Such important matters will be included in the agenda of the shareholders' meeting. The invitation calling for the shareholders' meeting will consist of

(1) Date, time and place of the shareholders' meeting

(2) The agenda of the meeting, specifying whether it is an agenda for acknowledgment or for approval, clearly divided into matters such as in agenda relating to directors, there are separate matters on the election of directors and approval of the directors' remuneration for each agenda item

(3) Objectives and reasons, and the opinion of the Board of Directors on each agenda item proposed, which includes

(3.1) Dividend Payment Approval - dividend payment policy, proposed dividend rate, including reasons and supporting information. In the event that it is proposed to refrain from paying dividends, reasons and supporting information must be provided.

(3.2) Agenda for appointment of directors - specify name, age, education and work history, number of listed companies and general companies that candidate holds director positions, criteria and recruitment methods, types of director proposed. And in the case of nominating the former director to resume his/her position again, there must be provision of information of his/her attendance at the last year's meeting and the date of appointment as the Company's director.

(3.3) Agenda for directors' remuneration Approval - policy and criteria for determination of remuneration for each director position and remuneration for all types of directors, both in monetary form and other benefits

(3.4) Agenda for appointment of auditors - name of auditors, affiliated company, work experience, independent of the auditors, audit fees and other service fees

(4) Proxy form in accordance with the form prescribed by the Ministry of Commerce.

(5) Other supporting information such as voting procedures, counting and notification of votes, the rights of each type of share to vote, information of independent directors proposed by the Company as a shareholder's proxy, documents required by shareholders to present before attending the meeting, documents for proxy, and a map of the meeting venue, etc.

- The Board of Directors will support the participation of shareholders, namely

(1) Setting of criteria for minority shareholders to propose additional agenda items prior to the date of the shareholders' meeting - In this regard, the Board of Directors will consider including the matters proposed by the shareholders as the agenda of the meeting. In the event that the Board of Directors rejects the matters proposed by the shareholders on the agenda, the Board of Directors must notify the shareholders of the reasons for acknowledgment.

(2) Criteria for minority shareholders to nominate persons to hold the position of directors - In this regard, the Board of Directors will ensure that such criteria are disclosed to the shareholders in advance.

- The board of directors will ensure that the notice of shareholders' meeting contains correct, complete and sufficient information for exercising shareholders' rights.

- The board of directors will provide an opportunity to send the invitation of shareholders' meeting together with related documents and publish them on the Company's website at least 28 days before the meeting date.

- The Board of Directors will allow shareholders to submit questions prior to the meeting date, by setting rules for submitting questions in advance and publish the aforementioned criteria on the Company's website as well.

- Invitation letter to shareholders' meeting and related documents will be prepared in English version and published along with the Thai version.

- The Board will ensure that the operations of the shareholders' meeting are neat, transparent, efficient and allow shareholders to exercise their rights.

- The Board will set the date, time and venue of the meeting with regard to the convenience of shareholders' meeting attendants, such as appropriate and sufficient meeting times for discussion, meeting place that is convenient for traveling etc.

- The Board shall ensure that there is no action that restricts the opportunity to attend the meeting or create undue burdens on the shareholders, for example, the shareholders or proxies should not be required to bring more documents or evidences than defined in the guidelines of the relevant regulators.
 - The Board will promote the use of technology in the shareholders' meeting, in shareholder registration, and score counting and display, so that the meeting can be done quickly and accurately.
 - The Chairman of the Board of Directors presiding over the shareholders' meeting is responsible for ensuring that the meeting is in accordance with the laws, relevant rules, and Company's regulations, including allocating appropriate time for each agenda specified in the invitation letters to the meeting, and allowing shareholders to express opinions and raise questions at the meeting on matters related to the Company.
 - So that the shareholders can take part in making decisions on important matters, the directors, as attendees and as shareholders, will not encourage addition of unnecessary notice not being notified in advance to the meeting agenda, especially in important agenda that shareholders need time to study information before making a decision.
 - All directors and relevant executives will attend the meeting. So that shareholders can ask them relevant questions.
 - Before the start of the meeting, shareholders will be informed of the number and proportion of shareholders attending the meeting in person and that of the shareholders who appoint someone, methods of meeting, voting and counting of votes.
 - In the event that there are many items in any agenda, the chairman of the meeting will arrange a separate resolution for each item, for example, in case the shareholders exercise their right to appoint individual directors during the appointment of directors.
 - The Board will encourage the use of ballot papers for important agenda items, and encourage independent people to count or check the votes in the meeting. It will also disclose the votes for agreeing, disagreeing and abstaining in each agenda to the meeting and record the votes in the minutes of the meeting.
- (4) The Board will ensure that the disclosure of the meeting resolutions and preparation of the minutes of the shareholders' meeting are correct and complete.
- The Board will ensure that the Company discloses the resolution of the shareholders' meeting together with the voting results within the next business day through the news system of the Stock Exchange of Thailand and on the Company's website.

- The Board will ensure the delivery of a copy of the minutes of the shareholders' meeting to the Stock Exchange of Thailand within 14 days from the shareholders' meeting date.

(5) The Board will ensure that the minutes of the shareholders' meeting record at least the following information:

5.1 List of directors and executives who attend the meeting, and the proportion of directors who attended the meeting or do not attending the meeting

5.2 Method of voting and counting of votes, meeting resolutions and voting results (agree, disagree, abstain) of each agenda item.

5.3 Issues, questions and answers at the meeting, including the name-surname of the asker and the respondent

1.2 Employees and workers

Expectations of employees and workers

- Stability and work progress
- Adaptation to the changes in the business operations of the Company
- balance between work and personal life

Responses to employees and workers' expectations

- Listening to the opinions of employees
- Training to educate, develop potential and promote progress of employees
- Providing welfare that is not less than what the law stipulated or more as appropriate
- Determination of fair compensation and benefits

(2) Stakeholders outside the organization

2.1 Customers

Customer expectations

- Continuously and wide variety of quality and standardized product and service development
- Provision of quality products and services at reasonable prices
- After-sales service throughout the warranty period after sales
- Monitoring and measurement of customer satisfaction results for organizational improvement, including advertisement, public relations and sales promotion (Sales Conduct)

Responses to customer expectations

- Listen to opinions or suggestions of customers via contact email: info@dhhouse.in.th or telephone number 043 -722 -000
- Regular customer meetings of salespeople and executives

2.3 Community

Community expectations

- The operations of the Company do not have a negative impact on the well-being of the community.
- Create employment within the community to reduce the movement of workers to the main provinces

Responses to community expectations

- Channels for receiving complaints and whistleblowing
- Develop and disseminate knowledge that leads to enhancing the growth and quality of life in the community
- Doing activities with students from the university who are interested in participating in the study of the operations of the Company along with linking with educational institutions in accepting students for internship to increase experience, learn on the job, and create career opportunities after graduation

3.3 Sustainability management in environmental dimensions

3.3.1 Environmental Policies and Practices

The Company realizes the importance of the environment, and, therefore realizes its responsibility to society and the community. This is one of the main missions of the Company. Executives and employees must conserve natural resources and protect the environment. In addition, there is a strict compliance with environmental laws, by ensuring there is no negative impact on the environment in nearby communities or the least impact. There are organizations of activities or supports in the organizations of activities for stakeholders for public benefit and social service on a continuous basis. The Company has used the Precast system to be used in construction. With the finished production from the factory, there is no construction debris and dust and it is environment friendly. This is because it reduces the problem of waste materials and on-site waste from the construction of a conventional casting system.

3.3.2 Environmental performance

(1) Energy management

1.1 Electric power is an important resource in business operation. The Company therefore pays attention to the use of electric energy, for example, the determination of energy saving measures, including the timing of turning the lights off - on, turning off employees' computers during their lunch breaks, and the use of energy-saving air conditioning. In addition, the Company is committed in taking technology and innovation in use to reduce energy consumption within the organization for maximum efficiency, and to lead to further sustainable business development.

Company's electricity consumption DHOUSE PATTANA Public Company Limited

For the month of	Electricity consumption (Megawatt-hours per year)		Percentage of total electricity consumption	
	2019	2020	2019	2020
January	2387.70	2666.10	6.20	7.16
February	2867.70	2662.50	7.45	7.15
March	3870.60	3417.00	10.06	9.18
April	3394.20	3277.50	8.82	8.80
May	3468.90	3597.00	9.01	9.66
June	3623.40	3267.60	9.41	8.78
July	3640.50	3451.50	9.46	9.27
August	3202.50	3633.60	8.32	9.76
September	2983.80	3283.50	7.75	8.82
October	3517.80	2752.20	9.14	7.39

November	2927.40	2836.20	7.61	7.62
December	2601.60	2380.20	6.76	6.39
Total energy consumption	38,486.10	37,224.90	100 %	100 %

1.2 Vehicle fuel combustion - When having a meeting, the Company promotes reduction of car use by switching to the use of teleconferencing technology instead of traveling to the Company, and use one car to transport cargo, construction materials and workers to work on a daily basis.

(2) Water management

Water resources are one of the key factors in our business operations. This is because business operations need water to carry out their activities. To acquire effectiveness, and achieve objectives and set goals, the Company therefore has a guideline for the cost-effective use of water resources. It also uses water without affecting the water use of the community.

Company's water consumption of DHOUSE PATTANA Public Company Limited

For the month of	Water consumption (Cubic meter)		Percentage of total water consumption	
	2019	2020	2019	2020
January	29.00	43.00	4.40	6.32
February	44.00	54.00	6.68	7.94
March	39.00	53.00	5.92	7.79
April	112.00	60.00	17.00	8.82
May	96.00	36.00	14.57	5.29
June	44.00	46.00	6.68	6.76
July	61.00	64.00	9.26	9.41
August	68.00	66.00	10.32	9.71
September	42.00	96.00	6.37	14.12
October	41.00	69.00	6.22	10.15
November	41.00	48.00	6.22	7.06
December	42.00	45.00	6.37	6.62
Total water consumption	659.00	680.00	100 %	100 %

(3) Garbage, waste and pollution management

The Company has a systematic garbage and waste management in its business processes. There is an efficient classification of waste according to the 3Rs principles, along with raising awareness among employees. The Company has colored trash categorized by types of trash, including green trash - biodegradable waste types such as food waste, tree

branches, leaves, yellow trash - recyclable waste such as paper, water bottles, glasses, blue trash - trash that cannot be reused like foam, plastic candy bags, and red trash - toxic waste such as paint cans, spray paint, batteries, pesticides. The main 3Rs principles are as follows:

1. Reduce

The Company has campaigned for employees to refrain from using plastic bags by switching to woven bags or paper bags in putting things to work on a daily basis. Water bottles and beverages are replaced by products that can be recycled. The employees must refrain from using any unnecessary packaging that will create additional waste problems in the future.

2. Reuse

The Company has brought items that have been used and can be reused for maintenance, and repair appliances and equipment to make them more durable and applicable for continuous uses, making them possible to be used to the maximum benefit.

3. Recycle

The Company take various materials such as paper, glass, plastic to be processed by various processes in order to reuse them, It separates each type of waste such as glass, paper, plastic, metal / non-metal for easy recycling.

By implementing the 3RS principle, in addition to reducing the amount of solid waste, it also reduces energy consumption and reduces environmental pollution causing problems of various aspects.

(4) Management to reduce greenhouse gas problems

The Company sees and realizes the importance of management to reduce greenhouse gas problems. At present, the Company is in the process of preparing greenhouse gas emission data according to the guidelines of the Thailand Greenhouse Gas Management Organization (TGO) or equivalent to international standards. The Company has divided the greenhouse gas problem into 2 areas as follows:

4.1 Direct emissions of greenhouse gases such as use of corporate vehicles - the company will use only 1 shuttle to transport employees to reduce the energy consumption of vehicles.

4.2 Indirect greenhouse gas emissions, such as the use of office materials - the company has controlled the amount of material withdrawal of employees to be in the right approximation per person so as not to cause wasteful use of resources. As a result, indirect greenhouse gas emissions do not occur.

However, after the Company has completed the assessment of greenhouse gas emissions, the Company plans to develop strategies to reduce the amount of greenhouse gas emitted by its future activities.

3.4 Sustainability management in the social dimension

3.4.1 Social policy and practice

The Company operates with determination to develop the organization along with the growth alongside the society with quality and sustainability. The Company therefore contributes to society through various social constructive activities, give back for good things to society and communities, by supporting and promoting the following activities:

(1) Fair labor treatment

Employees are a valuable resource of the organization. The Company therefore treats workers with fairness and equality without discrimination, pays attention to the quality of life of employees, and treats employees with sincerity, listens to their opinions and suggestions logically. The Company allocates employees to work in accordance with their qualifications and provides various welfare to the employees appropriately. The Company has established an appropriate compensation structure, and has created an atmosphere for employees to work with happiness and harmony, along with encouraging employees to develop their own knowledge and expertise on a regular basis. The Company provides training to increase the skills in the work of the employees to reduce mistakes in work, and to help build morale and a good work attitude in the workplace.

(2) Responsible production and service to customers

The Company pays attention to the products and services for its customers with a focus on creating value and impression on customers by focusing on the principles of developing projects that are simple but meet the needs of customer, have reasonable price, pay attention to construction quality, along with providing quality after-sales service to customers on a regular basis. The Company is honest and is committed in informing customers about their rights as well as keeping the interests of customers.

(3) Participation in community and social development

The Company has awareness of the role and duty of being a good member of society by performing or controlling to ensure that there is compliance with laws and regulations relevant and social responsibility. The Company gives importance to and takes responsibility towards the community and the surrounding society regarding the

environment, including supporting, cooperating, helping and volunteering in activities that benefit the community and society

3.1 Providing medical support - donation to hospitals in Maha Sarakham Province and Khon Kaen Province



3.2 Charity support - donate money to support young businessmen of YEC, Maha Sarakham Province, to give to a nursing homes, and donate rice in charity activities of 23th October event



3.3 Religious support - donate money to support funds to temples in the northeastern provinces



4. The Management's Analysis and Discussion

4.1 Summary of financial statements and an overview of past operations

(1) Statement of financial position

Statement of financial position	Financial statements					
	(Examination version)					
	End		End		End	
	31 December 2018		31 December 2019		31 December 2020	
	Million baht	proportion	Million baht	proportion	Million baht	proportion
Cash and cash equivalents	0.25	0.03%	31.27	4.29%	133.74	16.13%
Other receivables	0.01	0.00%	0.01	0.00%	0.05	0.01%
Property development costs	193.66	26.32%	149.59	20.50%	142.60	17.20%
Inventory	2.03	0.28%	1.07	0.15%	2.28	0.28%
Other current assets	1.59	0.22%	0.48	0.07%	0.91	0.11%
Total current assets	197.53	26.85%	182.42	25.00%	279.58	33.73%
Deposits at the bank which are subject to a guarantee obligation	0.12	0.02%	0.24	0.03%	0.21	0.03%
Land awaiting development	528.90	71.89%	528.90	72.49%	528.90	63.80%
Buildings and equipment	3.79	0.51%	10.72	1.47%	13.02	1.57%
Rights-of-use assets	-	0.00%	-	0.00%	2.47	0.30%
Intangible assets	0.67	0.09%	0.84	0.12%	0.78	0.09%
Deferred tax assets	0.39	0.05%	0.88	0.12%	1.57	0.19%
Other non-current assets	4.32	0.59%	5.67	0.78%	2.45	0.30%
Total non-current assets	538.19	73.15%	547.25	75.00%	549.40	66.27%
Total assets	735.72	100.00%	729.66	100.00%	828.98	100.00%

Statement of financial position	Financial statements					
	(Examination version)					
	End		End		End	
	31 December 2018		31 December 2019		31 December 2020	
	Million baht	proportion	Million baht	proportion	Million baht	proportion
Bank overdrafts and short-term loans from financial institutions	5.69	0.77%	140.39	19.24%	189.52	22.86%
Trade payables and other payables	4.68	0.64%	2.31	0.32%	2.50	0.30%
Liabilities due within one year	88.81	12.07%	0.67	0.09%	8.72	1.05%
Short-term loans from connected persons	283.78	38.57%	200.18	27.43%	110.25	13.30%
Income tax payable	0.59	0.08%	3.67	0.50%	0.00	0.00%
Deferred income	11.09	1.51%	0.60	0.08%	14.20	1.71%
Other current liabilities	0.69	0.09%	0.98	0.13%	0.55	0.07%
Total current liabilities	395.33	53.73%	348.80	47.80%	325.73	39.29%
Long-term loans from financial institutions	28.16	3.83%	22.69	3.11%	12.25	1.48%
Long-term liabilities under finance leases agreement	-	0.00%	1.48	0.20%	3.29	0.40%
Provisions for Employee Benefits	1.15	0.16%	1.45	0.20%	1.77	0.21%
Other non-current liabilities	0.56	0.08%	4.00	0.55%	3.38	0.41%
Total non-current liabilities	29.86	4.06%	29.62	4.06%	20.68	2.49%
Total liabilities	425.19	57.79%	378.42	51.86%	346.41	41.79%
Registered capital	360.00	48.93%	311.40	42.68%	420.00	50.66%
Issued and paid capital	360.00	48.93%	311.40	42.68%	420.00	50.66%

Statement of financial position	Financial statements					
	(Examination version)					
	End		End		End	
	31 December 2018		31 December 2019		31 December 2020	
	Million baht	proportion	Million baht	proportion	Million baht	proportion
Surplus on common share value	-	0.00%	-	0.00%	7.79	0.94%
Legal reserve	-	0.00%	-	0.00%	0.75	0.09%
Retained earnings (loss)	(49.47)	(6.72%)	39.84	5.46%	54.03	6.52%
Total shareholders' equity	310.53	42.21%	351.24	48.14%	482.57	58.21%
Total liabilities and equity	735.72	100.00%	729.66	100.00%	828.98	100.00%

(2) Statement of comprehensive income for the years ended 31st December 2018, 31st December 2019 and 31st December 2020

list	Audited Financial Statements					
	Year 2018		Year 2019		Year 2020	
	Million baht	proportion	Million baht	proportion	Million baht	proportion
Sales revenue	67.50	100.00 %	142.13	100.00 %	92.12	100.00 %
Cost of sales	26.82	39.73%	66.66	46.90%	42.71	46.37%
Gross profit	40.68	60.27%	75.46	53.10%	49.40	53.63%
Other income	0.22	0.32%	0.39	0.27%	0.58	0.63%
Profit before expenses, financial costs and taxes	40.90	60.59%	75.85	53.37%	49.99	54.26%
Selling expenses	4.39	6.50%	6.83	4.80%	4.88	5.30%
Administrative expenses	18.01	26.68%	14.62	10.29%	21.78	23.64%
Profit (loss) before financial costs and taxes	18.50	27.41%	54.40	38.28%	23.33	25.32%
Financial cost	6.56	9.72%	4.09	2.88%	6.71	7.29%
Profit (loss) before income tax	11.94	17.69%	50.31	35.40%	16.61	18.03%
Income tax expenses (income)	2.40	3.56%	9.60	6.75%	1.68	1.82%
Profit (loss) for the year	9.54	14.13% / ⁴	40.71	28.65% / ⁴	14.93	16.21%
Actuarial loss for employee benefits programs	(0.28)	(0.41%)	-	0.00%	-	0.00%
Income tax on items that will not be reclassified to profit or loss	0.06	0.08%	-	0.00%	-	0.00%

Other - net comprehensive losses from income tax	0.22	0.33%	-	0.00%	0.00	0.00%
Total Comprehensive Profit (Loss)	9.32	13.80% ^{/ 3}	40.71	28.65% ^{/ 3}	14.93	16.21% ^{/ 3}
Earnings per share (calculated from par value of 100.00 baht per share)	2.65		11.31		2.95	
Earnings per share (calculated from par value of 86.50 baht per share) ^{/ 1}	2.65		11.31		2.95	
Earnings per share (calculated from par value of 0.50 baht per share) ^{/ 2}	0.02		0.07		0.02	

Note : / 1 The Extraordinary General Meeting of Shareholders No. 2/2019 on 17th July 2019 resolved to decrease the registered capital in order to clear the accumulated loss, from the registered capital of 360,000,000 baht to 311,400,000 baht by reducing the value of the existing shares at the par value of 100 baht per share down to the par value of 86.50 baht per share, while the number of 3,600,000 shares is unchanged, resulting in earnings per share in each period unchanged

/ 2 From the 2020 annual ordinary shareholders' meeting on 12th March 2020, it resolved to change the par value of 86.50 baht per share to 0.50 baht per share, therefore calculated earnings per share for the year 2017 - 2019 and the six- month period of 2020 ended on 30th June 2563 from the number of shares of which the value is adjusted equal to 0.50 baht per share, to make it useful in comparing the earnings per share as at present).

/ 3 Net profit (loss) margin is calculated from net profit (loss) divided by sales revenue.

(3) Statement of cash flows for the year ended 31st December 2018, 31st December 2019 and 31st December 2020

list	Audit statements		
	Year 2018	Year 2019	Year 2020
Cash flows from operating activities			
Profit (loss) before income tax	11.94	50.31	16.61
Adjustment to reconcile profit before income tax to cash received (paid) from operating activities			
Depreciation and amortization	1.09	1.02	1.59
Loss on asset retirement	-	-	-
Financial cost	6.42	4.02	6.62
Cash flows before changes in operating assets and liabilities	19.45	55.34	24.82
Changes in operating assets and liabilities			
Other receivables	0.01	0.01	0.04
Property development costs	(8.37)	44.53	7.05
Inventory	0.40	0.95	1.21
Other current assets	(1.48)	1.11	(0.42)
Deposits at banks with collateral obligations	(0.12)	(0.12)	0.03
Other non-current assets	(2.38)	(1.35)	3.22
Trade payables and other payables	0.56	(2.03)	0.04
Advance payment	(1.02)	(10.49)	13.60
Other current liabilities	0.19	0.28	(0.42)
Provisions for Employee Benefits	0.26	0.30	0.32
Other non-current liabilities	0.14	3.43	(0.62)
Cash received from operations	7.63	91.98	46.35
Pay income tax	(2.98)	(7.00)	(6.04)

list	Audit statements		
	Year 2018	Year 2019	Year 2020
Net cash provided by (spent in) operating activities	4.65	84.98	40.30
<u>Cash flows from investing activities</u>			
Buy buildings and equipment	(1.47)	(5.11)	(3.42)
Buy intangible assets	(0.09)	(0.26)	(0.05)
Buy land awaiting development	-	-	
Net cash used in investing activities	(1.56)	(5.37)	(3.47)
<u>Cash flows from financing activities</u>			
Bank overdrafts and short-term borrowings from financial institutions increased.	2.18	134.69	49.13
Receive more short-term loans from related parties.	196.56	94.58	16.60
Pay short-term loan payments from related parties.	(169.10)	(178.18)	(106.53)
Receive long-term loans from financial institutions.	49.36	-	20.12
Repay long-term loans from financial institutions	(74.99)	(94.27)	(23.39)
Pay off liabilities under financial lease agreements	-	(0.59)	(0.98)
Receive capital increase for common shares	-	-	116.39
Pay for financial costs	(9.48)	(4.82)	(5.69)
Net cash (spent in) financing activities	(5.45)	(48.59)	65.64
Net increase (decrease) in cash and cash equivalents	(2.36)	31.02	102.48
Cash and cash equivalents – beginning-of-the-year balance	2.60	0.25	31.27
Cash and cash equivalents - year-end balance	0.25	31.27	133.74

Overview of business operations and significant changes

DHouse Pattana Public Company Limited (“the Company” or “DHOUSE”) emerged from a merger between DHouse Homecenter Company Limited (“DHC”) and DHouse Pattana Company Limited (“DH”). It was registered on 27th April 2010 with initial capital of 3,000,000 THB by Lerdrungporn family group and Kaewwisit family (both families are relatives)² directed by Mr. Pongpot Lerdrungporn, Dr. Pongnarin Lerdrungporn, and Mr. Att Lerdrungporn (whose name was previously Mr. Pongthat Lerdrungporn). They aim to operate a property development business focusing on residential property for sale. Afterwards, the family cooperatively established DH to develop the land property and to make residential buildings for sale, and DH was therefore registered on 26th July 2011, with the capital investment of 200,000,000 THB. Both companies were managed by the same board committee. Subsequently, the shareholders decided to merge the two companies to expand their capacity in their property development projects, to prevent conflicts of interest that might happen, and to prepare for their business registration in Thailand’s Stock Exchange. The merging of those two companies was valid from 18th April 2018 and the business administration has been conducted under the name of DHouse Pattana Company Limited (“DHOUSE”), with paid-up capital investment of 360,000,000 THB, which was divided into 3,600,000 common shares with par value of 100 THB each. In 2019, according to the 2nd Extraordinary General Meeting (EGM) of 2019 on 17th July 2019, there was a resolution to decrease the capital investment from 360,000,000 THB to 311,400,000 THB to clear the accumulated losses by decreasing the par value from 100 THB to 86.50 THB. Consequently, the Company has paid-up capital investment of 311,400,000 THB, divided into 3,600,000 shares, with par value of 86.50 THB each. On 12th March 2020, in the 2020’s annual meeting of shareholders, there was an approval to transform the Company from a company limited to a public company limited, with a decision to change share par value from 86.50 THB of total 3,600,000 shares to be 0.50 THB each par. This has affected the increase of shares to be 622,800,000 in total. There was also a decision to add the capital investment of 108,600,000 THB from 311,400,000 to be 420,000,000 THB by expanding new 217,200,000 common shares, with par value of 0.50 THB each that is prepared for Initial Public Offering. There was an approval to list the Company’s common shares in MAI Stock Exchange. Later, on 26th October 2020, the Company entered an initial public offering (IPO) of 217.20 million shares at a price of 0.60 baht per share, representing a capital raising value of 130.32 million baht and a securities value at the IPO price of 504 million baht. The quantity of shares listed on the Stock Exchange of Thailand and paid-up shares were 840 million shares, par value was 0.50 baht per share, equivalent to 420 million baht of paid-up capital.

The Company has been developing various types of residential property including detached houses, semi-detached houses, townhomes, home offices, and commercial building. Currently, the main project area is in MahaSarakham Province and their plan is to expand to other provinces in northeastern region of Thailand. The project development criteria of the Company are based on location, site, marketing trends, consumers’ requirement, target customers, and suitability of price ranges. The Company also focuses on worthy products that impress and please their customers with

Note: ² Mr. Chaityut Lertrungporn, who is the father of Mr. Pongpot Lertrungporn, Mr. At Lertrungporn and Dr. Pongnarin Lertrungporn, is a brother of Mrs. Rapeepan Kaewwisit, who is the mother of Mr. Channarong Kaewwisit, Mr. Chaichan Kaewwisit and Mr. Chanvit Kaewwisit

providing simple property project that answer the customers' requirements with reasonable price and high quality construction method with high quality after-sale services. Over ten years since present, the Company has been operating this kind of business and this has proved our expertise and experience in property development, especially in MahaSarakham Province. **On 31st December 2020**, the Company has sold out and closed the deal with 1 project, has 4 ongoing projects, and has 2 prospective projects. Starting from the year 2010, the Company has developed the first project under the project name "Suparom Grand Ville" located in the area adjacent to MahaSarakham-Wapi Pathum Road Intersection, Talat Sub-district, Muang District, MahaSarakham Province. The project consists of detached houses of 69 units, project area 19-2-99.60 rai, project value 166.45 million baht, which was closed in 2015.

As of **31st December 2020**, the Company has 4 projects in the process, which are:

- 1) "The Grand Residence" project, launched in October 2011, is a detached house and a two-storey detached house project of 122 units, project area 35 - 0 - 77.00 rai, located near Suparom Grand Ville Project, which is adjacent to MahaSarakham-Wapi Pathum Road Intersection, Talat Subdistrict, Mueang District, MahaSarakham Province. The project value is 281.47 million baht. Ownership has been transferred for 121 units and 1 unit is remaining for sale.
- 2) "The Grand Canal" project was launched in March 2014. The project consists of 163 units of townhome and home office, with a project area of 14 - 1 - 69.70 rai, located at Somthavirat Road Junction, Talat Subdistrict, Mueang District, MahaSarakham Province. The project value is 398.92 million baht. Ownership has been transferred for 54 and 109 units are remaining for sales.
- 3) "Grand Biz" project was launched in February 2017. The project consists of commercial buildings of 50 units. The project area is 3-2-11.50 rai. It is located on Mahasarakham-Kosumpisai Road, Tha Song Khon Subdistrict, Mueang District, MahaSarakham Province. The project value is 197.96 million baht. Ownership has been transferred for 35 units and 15 units are remaining for sales.
- 4) The "Prukpirom Salaklang" project was launched in June 2020. The project consists of 65 units of detached houses, semi-detached houses and commercial buildings. The project area is 10 - 2 - 00.02 rai. It is located on Sarakham Bypass Road (Tor Lor. 291), Wang Naeng Subdistrict, Mueang District, MahaSarakham Province. The project value is 211.05 million baht. Ownership has been transferred for 5 units and 60 units are remaining for sales.

For the year 2018, 2019 and 2020, the Company has sales revenue of 67.50 million baht, 141.82 million baht and 92.12 million baht, respectively. There was income from the transfers of real

estate ownership from 2 projects, The Grand Residence project and The Grand Canal project, and there was revenue from the sale of vacant land³. Afterwards, in 2018, the Company has recognised the income from the transfers of ownership of another new project, which is The Grand Biz project, resulting in the Company's revenue from ownership transfer in 2018 coming from total of 3 projects: The Grand Residence project, The Grand Canal project, and the Grand Biz project. However, the Company began to recognise revenues from the Grand Biz project at the end of the year, resulting in the revenue from sales having not increased significantly. And in 2018, there was revenue from the sale of vacant land⁴. For 2019, the Company's revenue has increased significantly from the year 2018 due to the good feedback from customers of the Grand Biz project, resulting in increased revenue of 2019. In 2019, the Company has income from the transfers of ownership of 3 property projects, namely The Grand Residence project, The Grand Canal project and Grand Biz project and in 2019 the Company has no revenue from the sale of vacant land. For the year 2020, the Company has recognised revenue from the transfers of ownership of 4 successive property projects. These are The Grand Residence, The Grand Canal, Grand Biz, and Phuk Pirom (Salaklang) projects.

In 2018, 2019 and 2020, the Company had a net profit (loss) of 9.54 million baht, 40.71 million baht and 14.93 million baht or equivalent to 14.13 percent, 28.65 percent and 16.21 percent, respectively.

Company group structure

On 18th April 2018, DHouse Home Center Company Limited and DHouse Pattana Company Limited merged, through the merger method of Amalgamation, which, after the merger, has formed a new juristic person which still uses the same name as "DHouse Pattana Company Limited". Therefore, the financial reports for the year 2017 are presented as the pro forma consolidated financial statements, prepared by the management of the Company, to consolidate the financial information DHouse Pattana Co., Ltd. (before the merger) and DHouse Home Center Co., Ltd., as if the merger of the two Companies has occurred since 1st January 2017 to demonstrate the financial position, performance and the Company's cash flow for the year 2017.

Notes^{3 3} The sales of the lands are the sales of the lands to the connected person of the Company. Such transactions are the asset restructuring between the group of shareholders and the Company. The lands are not in the Company's project development plan. In this regard, the price was determined based on the independent property appraiser's report approved by the SEC compared with the appraisal value of the Treasury Department for the transaction. These transactions are continuous transactions, that is, transactions that took place in late 2017 and early 2018.

Effects on financial statements from the enforcement of new financial reporting standards

The Company has adopted Financial Reporting Standards No. 15 on the revenue contracts made with customers from 1st January 2019 by revising the recording of fees related to the transfer of ownership of the customer's home, such as transfer fees, duty fees, etc. that the Company has paid by itself from the promotion, including the cost of premiums / freebies to customers, which was originally added to the selling expense. They were adjusted as a deduction from the amount of revenue from sales. The revisions to this standard include adjustments to the financial report for the year 2018 that shows comparison with the year 2019. However, the adoption of such financial reporting standard will not affect the Company's net profit.

Later, as of 1st January 2020, the Company has changed the method of recording the expenses of gifts / premiums to reflect the overall cost of sales by organizing a list of expenses, giveaways / freebies as added cost of goods sold instead of being deducted from revenue. But for the fees related to the transfer of ownership of the house, the customer's equity is still used as a deduction from income. The income list includes adjustments to the financial report for the year 2019 to show comparisons.

4.1 Performance and profitability

Revenue

Income structure	Financial statements					
	Year 2018		Year 2019		Year 2020	
	Million baht	proportion	Million baht	proportion	Million baht	proportion
Sales revenue	67.50	99.68 %	142.13	99.73 %	92.12	99.37%
Other revenue	0.22	0.32 %	0.39	0.27 %	0.58	0.63%
Total revenue	67.71	100.00 %	142.51	100.00 %	92.70	100.00%

Sales revenue

Revenue from real estate sales for the year 2018, 2019 and 2020 were 67.50 million baht, 142.13 million baht, and 92.12 million baht, respectively, or representing 99.68 percent, 99.73 percent and 99.37 percent of total revenue, respectively.

However, the income from the sale of property will be recognized only when ownership has been transferred to the buyer. Other factors that affect the sales and transfers of ownerships of the houses are quantity of houses ready for sale, salespersons' ability, ownership transfer tracking, loan approval from the customers' commercial banks, construction efficiency, and home delivery of the contractors. There are also external factors such as economic conditions, policy formulation or measures from the government sector.

Sales revenue can be divided into sales details by project for the year 2018, 2019 and 2020 with the details as follows:

Project name	Year 2018		Year 2019		Year 2020	
	Million baht	proportion	Million baht	proportion	Million baht	proportion
The Grand Residence	25.92	38.40 %	17.66	12.42 %	30.46	33.07 %
The Grand Canal	7.41	10.98%	20.68	14.55 %	28.80	31.26 %
Grand Biz	3.46	5.13%	103.79	73.03 %	32.86	35.67 %
Total revenue from the projects	36.79	54.51%	142.13	100.00%	92.12	100.00%
Vacant land	30.71	45.49%	-	0.00%	-	0.00%
Total sales revenue	67.50	100.00%	142.13	100.00%	92.12	100.00%

Note: The financial statements for the year 2019 have reclassified accounting items for comparison with the year 2020.

Table showing the commencement of sale, construction and transfer of ownership of each project

Project	Open for sale	Start construction	Start transfer of ownership
The Grand Residence	October 2011	November 2011	July 2013
The Grand Canal	March 2014	May 2013	March 2016
Grand Biz	February 2017	June 2016	August 2018
Thu Phirom Salaklang	June 2020	March 2018	December 2020 ^{/1}

Note : 1 / Prukpirom Salaklang project has started to transfer ownerships to the customers in December 2020, but the customers have not yet signed to receive the houses because the construction has not been completed yet. But the customers are required to transfer ownerships first for the personal benefit of the customers. The transfers of ownerships are not able to

be recognized as revenue from sales made, which is in accordance with Financial Reporting Standards No. 15: Revenue from contracts with customers. The Company recorded this transaction as advance payment in the statement of financial position.

Sales revenue classified by property type for the year 2018, 2019 and 2020, with the details as follows:

Property type	Year 2018		Year 2019		Year 2020	
	Million baht	proportion	Million baht	proportion	Million baht	proportion
Detached house	25.92	38.40%	17.66	12.42%	30.46	33.07%
Town home	4.41	6.54%	20.68	14.55%	22.80	24.75%
Home office	3.00	4.44%	-	0.00%	6.00	6.51 %
Commercial building	3.46	5.13%	103.79	73.03%	32.86	35.67%
Total revenue from the projects	36.79	54.51%	142.13	100.00%	92.12	100.00%
Vacant land	30.71	45.49%	-	0.00%	-	0.00%
Total sales revenue	67.50	100.00%	142.13	100.00%	92.12	100.00%

In 2018, the Company had income from real property sales of 67.50 million baht, from land sales of 30.71 million baht or 45.49 percent of the revenue from sales. The above land sale transactions are the same transactions as at the end of 2017. Such land consists of several title deeds. These are continuous transactions from the end of 2017 to the beginning of 2018, resulting in the recognition of the remaining land sales revenue in 2018. For the revenue from the sales of the projects, the revenue recognition from The Grand Residence project of 7 units worths 25.92 million baht or 38.40% of the revenue from sales. That of the Grand Canal project for 3 units worths 7.41 million baht or 10.98% of the revenue from sales. And at the end of the year the Company started transferring ownerships of the Grand Biz project for the first unit, which worths 3.46 million baht or 5.13% of the revenue from sales.

In 2019, the Company had revenue from property sales of 142.13 million baht, an increase of 74.63 million baht or 110.56% from the previous year. Revenue recognition is good from the Grand Biz project, a project that has been well recieved by entrepreneurs due to the nature of the project, which consists of commercial buildings adjacent to the main road leading to the city of Maha Sarakham, which are suitable for business operations. There are business customers who are interested in this project and subscribe for purchases since the year 2017. The project is gradually

completed and transferred to customers since the end of 2018 and continue to 2019, with the total transfer amount of 26 units worth 103.79 million baht, or accounted for 73.03 percent of the revenue from sales. This is normal for the Company's business as at the beginning of the transfers of new projects that have been launched for sale, there is a high amount of ownership transfers because the Company has launched the project for sale first in advance and have accumulated reservations before the ownership transfer commences. The figures are followed by the revenue recognition from The Grand Canal project of 9 units worth 20.68 million baht or 14.55% of the revenue from sales, and revenue recognition from The Grand Residence project of 5 units worth 17.66 million baht or 12.42% of the revenue from sales.

For the year 2020, the Company has income from property sales of 92.12 million baht, a decrease of 50.01 million baht from the year 2019 or 35.19 percent, due to the fact that in the beginning of 2019 there was a high amount of ownership transfers from the purchase of the Grand Biz project by entrepreneurs. In the year 2019, there are transfers of 40 units, divided into 26 units of The Grand Biz project. This is normal for the Company's business as at the beginning of the transfers of new projects that have been launched for sale, there is a high amount of ownership transfers because the Company has launched the project for sale first in advance and have accumulated reservations before the ownership transfer commences. There are transfers of 5 units of The Grand Residence project and 9 units of The Grand Canal project compared to the year 2020 with the total transfer amount of 29 units worth 92.12 million baht, which is the amount transferred from the Grand Residence for 9 units worth 30.46 million baht, The Grand Canal for 12 units, divided into 10 townhome units and 2 home office units worth 28.80 million baht and Grand Biz project for 8 units worth 32.86 million baht. The decrease of the projects compared to the previous year, is partly due to the indirect impact of the COVID-19 pandemic, resulting in construction workers unable to move to the area easily. As a result, there was a temporary shortage of labor used in construction. Consequently, there was a delay in the development of the project to be completed according to the construction plan.

Other revenue

Other revenue of the Company consists of reversed income from estimated repair allowance and interest income, etc. For the year 2018, 2019 and 2020 they were 0.22 million baht, 0.39 million baht and 0.58 million baht, representing 0.32 percent, 0.27 percent and 0.55 percent of total revenue, respectively.

Cost of sales

The Company's main cost of sales comprise the cost of land including the costs of acquiring lands for development, construction costs, project utility costs, financial cost and other costs directly related to project development, compounded to constitute cost of sales of property, which is recorded in the statement of financial position.

Due to the fact that the property business recognizes the revenue from a single sale only after there is a sale and ownership has been transferred to the buyer, therefore, before the transfer of ownership, the Company will record costs and the expenses incurred for the project development

during the construction period and awaiting transfer of ownership in the cost of real estate development for sale. It is included in the statement of financial position. And when the Company sells and transfers ownership to the buyer, the Company will transfer the cost of real estate sold and ownership transfer from the cost of real estate development for sale, combined with all expected real estate development costs, to be recorded as cost of sales in the statement of comprehensive income.

Accounting adjustments is occurred due to revised budget cost estimates for the whole project or some types of project costs, and there is the difference from the recognition of estimated cost for project continuity in the project of which the costs has been recognised. When the difference is above / under estimated costs for project continuity that happens in the future, there is a requirement for accounting adjustments.

Cost of sales separately for each project for the year 2018, 2019 and 2020 are as follows:

Project name	Year 2018		Year 2019		Year 2020	
	Million baht	Proportion to sales revenue	Million baht	Proportion to sales revenue	Million baht	Proportion to sales revenue
The Grand Residence	13.34	51.46%	7.41	41.93 %	13.08	42.93 %
The Grand Canal	4.26	57.42%	10.45	50.55 %	14.79	51.36 %
Grand Biz	1.87	53.88%	47.88	46.13 %	14.84	45.16 %
Accounting adjustments	0.01		0.92		(0.00)	
Total cost	19.47	52.92%	66.66	46.90 %	42.71	46.37 %
Vacant land	7.35	23.93%	-	0.00%	-	0.00%
Total cost of sales	26.82	39.73%	66.36	46.90 %	42.71	46.37 %

Cost of sales by property type for the year 2018, 2019 and 2020 with details as follows:

Property type	Year 2018		Year 2019		Year 2020	
	Million baht	Proportion to sales revenue	Million baht	Proportion to sales revenue	Million baht	Proportion to sales revenue
Detached house	13.34	51.46%	7.41	41.93 %	13.08	42.93%
Town home	2.88	65.19%	10.45	50.55 %	12.28	53.83%
Home office	1.38	45.99%	-	0.00%	2.52	41.94 %

Property type	Year 2018		Year 2019		Year 2020	
	Million baht	Proportion to sales revenue	Million baht	Proportion to sales revenue	Million baht	Proportion to sales revenue
Commercial building	1.87	53.88%	47.8 8	46. 13 %	14.84	45.16%
Accounting adjustments	0.01		0.92			
Total cost	19.47	52.92%	66. 6 6	46. 90 %	42.71	46.37%
Vacant land	7.35	23.93%	-	0.00%	-	0.00%
Total cost of sales	26.82	39.73%	66. 6 6	46. 90 %	42.71	46.37%

For the year 2018, 2019 and 2020, the Company had cost of sales of 26.82 million baht, 66.36 million baht and 42.71 million baht or 39.73 percent, 46.79 percent and 46.37 percent of sales revenue, respectively.

Cost of sales for the year 2018 is 26.82 million baht. The main cost of sales is from the transfers of ownerships of The Grand Residence project of 13.34 million baht or 51.46 percent of the revenue from the sales of the project, the Grand Canal Project amounted to 4.26 million baht or 57.42% of the revenue from the sales of the project, and at the end of the year there is a transfer of

commercial buildings of The Grand Biz project for the first unit with cost of sales of 1.87 million baht or 53.88 percent. In addition, the cost of selling vacant land is 7.35 million baht or 23.93 percent of the revenue from land sales. Overall, the cost of sales of the projects for the year 2018 has a lower proportion of cost of sales to revenue from sales due to the adjustment of the selling price and the price of transfer of ownerships in all projects, which corresponds to the real estate market conditions and competitors at that time.

Cost of sales for the year 2019 is 66.66 million baht. The main cost of sales is from the transfer of ownership of the Grand Biz project of 47.88 million baht or 46.13% of the revenue from the sale of the project. The cost of sales to revenue of the project is lower than that of 2018 due to the fact that during the launch of the project, there are many entrepreneurs who want to buy commercial buildings adjacent to each other and modify the commercial building design from the company's standard to meet the needs of buyers. The Company therefore requested to increase the price, adjust booking conditions and down payment to reduce the risk of expenses that will occur from adjusting the buildings back to the Company's standard if the customers reject the transfer. Additionally, the Company has sales transactions from the corner buildings of commercial buildings at the higher price than others. As a result, the costs of sales to revenue ratio of the adjusted commercial buildings and cornered commercial buildings are lower than standard commercial buildings. In addition, in 2019, the cost of sales from The Grand Canal project amounted to 10.45

million baht or 50.55% of the revenue from the sale of the project. And costs from The Grand Residence project amounted to 7.41 million baht or 41.93% of the revenue from the sale of the project. Both projects had a lower cost of sales to revenue from the project sale from 2018 due to the declining price of key materials used in construction during the year. In addition, the Company has modified the type of materials used for construction and some types of decorative materials, resulting in lower construction material costs. As a result, the overall rate of cost of sales to project

list	Year 2018	Year 2019	Year 2020
Sales revenue	67.50	142.13	92.12
Cost of sales	26.82	66.66	42.71
Gross profit	40.68	75.46	49.41
Gross margin	60.27%	53.10%	53.63%

revenue. (excluding the sale of vacant land) decreased from the previous year. For the accounting adjustment of 0.92 million baht, which is higher than the year in comparison, is due to the fact that in 2019 the Company has adjusted the cost estimate for the entire project in every project of the Company in which the difference of high value was found, because in the past, the Company only adjusted some types of cost estimates. However, the Company has set a policy to improve the real estate cost estimate on a regular basis. As a result, in the future, the Company's accounting adjustmentstend to decrease.

Cost of sales for the year 2020 is 42.71 million baht. The main cost of sales is from the transfers of ownerships of The Grand Residence project of 13.07 million baht or equivalent to 42.93% of the revenue from the sale of the project. This rate of cost of sales to revenue of the project is close to the previous year. The cost of sales of The Grand Canal Project amounts to 14.79 million baht or 51.36% of the revenue from the sale of the project. This cost of sales to revenue rate of the project is lower compared to the same period of the previous year. This is a result of the ownership transfer of the home office, which normally has a higher gross profit than the townhome. In the same period of year 2019, there was no transfer of ownership and cost of sales of the Grand Biz project amounts to 14.84 million baht or 45.16% of the revenue from the sale of the project, of which the cost of sales to income of the project is similar to the previous year.

Gross profit and gross margin

For the year 2018, 2019 and 2020, the Company's gross profit was 40.68 million baht, 75.46 million baht and 49.41 million baht, or the gross profit margin was 60.27 percent, 53.10 percent and 53.63 percent, respectively. These vary according to the revenue from sales and property sales costs incurred in each period. And there are other factors involved, including project development cost control, property type, adjustment of the selling price of property within the project, the promotion of each period, and custom home design according to customer needs, etc., which may result in different gross margins at different times.

Details of gross profit and the gross profit margin for each project for the year 2018, 2019 and 2020 are as follows:

Project name	Year 2018		Year 2019		Year 2020	
	Million baht	Gross margin	Million baht	Gross margin	Million baht	Gross margin
The Grand Residence	12.58	48.5 4%	10.2 5	5 8 07 %	17.3 8	57.0 7 %
The Grand Canal	3.1 6	42.5 8%	10. 2 2	49. 4 to 5%	14.0 1	48.6 4 %
Grand Biz	1. 60	4 6 . 12%	55.9 1	53.87 %	18.0 2	54.8 4 %
Accounting adjustments	(0.01)		(0.92)			
Total	17.32	47.08 %	75.46	53.10 %	49.4 1	53.63 %
Vacant land	23.36	76.07 %	-	0.00%	-	0.00%
Total gross profit	40.68	60.27 %	75.46	53.10 %	49.4 1	53.63 %

In addition, if they are classified as gross profit and gross profit margin, divided by property type, for the year 2018, 2019 and 2020, it will be as follows:

Gross profit for the year 2018 is 40.68 million baht or equivalent to 60.27% of gross profit margin. The main gross profit arising is from the sale of vacant land, with the gross profit amounted to 23.36 million baht or 76.07 percent gross profit. Gross profit from the transfers of ownerships of The Grand Residence project is 12.58 million baht or equal to 48.54% of gross profit margin. Those of the Grand Canal project generates a gross profit of 3.16 million baht or a gross profit margin of 42.58% and the Grand Biz Project generates a gross profit of 1.60 million baht or 46.12 of gross profit margin. The increase in gross profit margin of the project is due to the adjustment of selling price in all projects. As a result, the gross profit in 2018 has a higher gross profit margin compared to the previous year.

Gross profit for the year 2019 is 75.46 million baht or equivalent to 53.10% of gross profit margin. The gross profit arising is from the transfers of ownerships of the project. The main gross profit is from the Grand Biz Project, with a gross profit of 55.91 million baht or a gross profit margin of 53.87%, which had a higher gross profit margin than 2018. This is due to the transfer of many units of adjusted commercial buildings according to the needs of customers. Therefore, the Company has requested to increase the price only for units that have been requested for renovation. In addition, there are sales of commercial buildings on the corners, of which the selling prices are higher than others. As a result, the gross profit of the Grand Biz project in 2019 was higher than the previous year. The Grand Canal project has a gross profit of 10.22 million baht or 49.45% of the gross profit margin and The Grand Residence project had a gross profit of 10.25 million baht or equal to the gross profit margin of 58.07. Both projects record a higher gross profit margin from the same period last year. This is due to the declining price of major materials used in construction during the year. In

addition, the Company has modified the type of materials used in construction and some types of decorative materials, resulting in lower construction material costs. As a result, the overall gross profit margin is higher when compared to the previous year.

Gross profit for the year 2020 is 49.41 million baht or equivalent to 53.63% of gross profit margin, with the main gross profit coming from The Grand Residence project of 17.38 million baht or equivalent to the gross profit margin of 57.07%. The gross profit margin of the project close to the same period of the previous year. Gross profit from Grand Biz project amounts to 18.02 million baht or 54.84% of gross profit margin, slightly higher than the same period last year as a result of the price adjustment of the project. And gross profit from The Grand Canal project amounts to 14.01 million baht or 48.64% of gross profit margin, slightly higher than the same period of the previous year as well.

Selling expenses

The Company's selling expenses comprise expenses related to salespeople, promotional expenses, home sales expenses, and other expenses related to sales such as utilities, sales offices, customer receptions, sales work, etc. In this regard, the commission expenses for the salespeople will be paid together with the salary of the salespeople and paid to the salespeople upon the transfer of ownership and is designated by the Company. The said expenses are listed in the expense items related to the salespeople. For home sales expenses, it includes expenses incurred from the home ownership transfer, such as specific business taxes, stamp duty, transfer fees, and other expenses related to sales, and the cost of promotion such as the cost of advertising, making project billboards, etc.

In the year 2019, the Company has adopted the Financial Reporting Standard No. 15 regarding revenue contracts with customers, which has modified the expense record, fees related to the transfer of ownership of the customer's home, such as transfer fees, duties, etc. that the Company pays on behalf of the promotion. This includes the cost of premiums / freebies to customers, which was originally added to the selling expense. They are adjusted as a deduction from the amount of revenue from sales. The revisions to this standard include adjustments to the financial report for the year 2018 that shows comparisons to the year 2019. However, the adoption of the Financial Reporting Standard will not affect the Company's net profit.

Later in the year 2020, the Company has changed the method of recording the gift / freebies to be part of the cost of sales instead of being deducted from the income, to better reflect the overall cost. As a result, for the year 2019, the Company has classified the items of costs, income and selling expenses to be used in comparison.

Selling expenses for the year 2018, 2019 and 2020 are 4.39 million baht, 6.83 million baht and 4.88 million baht or 6.50 percent, 4.81 percent and 5.30 percent of the revenue from sales, respectively. Details can be summarized as follows.

Selling expenses	Year 2018		Year 2019		Year 2020	
	Million baht	Proportion to sales revenue	Million baht	Proportion to sales revenue	Million baht	Proportion to sales revenue
Expenses related to salespeople	0.95	1.40%	1.44	1.01%	1.44	1.56%
Promotional expenses	0.52	0.77%	0.05	0.04%	0.09	0.10%
Home sales expenses	2.70	4.01%	5.24	3.69%	3.26	3.54%
Costs for other things	0.22	0.32%	0.10	0.07%	0.09	0.10%
Total cost of sales	4.39	6.50%	6.83	4.81%	4.88	5.30%

Selling expenses for the year 2018 of the Company are 4.39 million baht or 6.50% of the revenue from sales. In 2018, the Company has changed the policy of paying commission to sales staffs. Previously, it paid half of what was set to the salespeople when the customers booked the house. There was an adjustment to pay them when the ownerships transfers are complete. As for selling expenses for 2018, the main expenses are home selling expenses of 2.70 million baht or equivalent to 4.01% of sales revenue, which vary according to the amount of property ownership transfer, and expenses related to sales staffs amounting to 0.95 million baht or equivalent to 1.40 percent of the revenue from sales. Main expenses related to the salespeople are from sales staffs compensation of 0.78 million baht and commission of 0.09 million baht. For promotional expenses of 0.52 million baht, the main expenses come from the advertising billboards of the projects in the amount of 0.47 million baht, which is the expense for making new billboards to promote the company's projects.

Selling expenses for the year 2019 of the Company is 6.83 million baht or 4.81 percent of the revenue from sales, an increase of 2.44 million baht from the previous year or an increase of 55.52 percent when compared to the previous year. This is due to an increase in home sales expenses that vary according to the amount of property transfers. However, in some parts of the year 2019, there are government measures that reduce the transfer fee for homes valued at less than 3 million baht to a rate of 0.01%, resulting in some reduction in the transfer expenses of the Company. For the year 2019, the Company has main selling expenses from house selling expenses of 5.24 million baht or 3.69 percent of the revenue from the sales, an increase of 2.53 million baht from the previous year, in line with an increase in property transfer volume mainly from the Grand Biz project, sales staff expenses of 1.44 million baht or 1.01 percent of revenue from sales. Main expenses related to the salespeople come from sales staff compensation of 0.94 million baht and commission of 0.39 million baht. The commission is increased due to an increase in real estate transfers in 2019. For promotional expenses, it is 0.05 million baht, a decrease of 0.47 million baht from the previous year, which is a

significant decrease because in the previous year, the Company made billboards for new projects to replace the existing billboard, which was a one-time investment cost, but the products can be used for a long time.

Selling expenses for the year 2020 of the Company is 4.88 million baht or 5.30% of the revenue from sales, decreased from the same period of the previous year in the amount of 1.95 million baht or a decrease of 28.55 percent, mainly due to the lower ownership transfer amount than the same period of the previous year. As a result, home sales expenses decrease from 5.24 million baht in 2019 to 3.26 million baht in the year 2020, a decrease of 1.98 million baht, a 37.79 percent decrease compared to the same period of the previous year. The aforementioned decrease varies according to the amount of ownership transfer. In addition, in 2020, there are sales staff expenses of 1.44 million baht or equivalent to 1.56 percent of sales revenue. The main expenses related to the salespeople come from compensation for sales staffs amounting to 0.99 million baht and sales commissions of 0.45 million baht.

Administrative expenses

Administrative expenses of the Company comprise employee-related expenses, administrative expenses, office costs, utility costs, consultant fees, building and equipment expenses, cost plus tax return, and other expenses such as corporate-related expenses, vehicle tax fees, penalty fee, surcharge, etc.

Administrative expenses for the year 2018, 2019 and 2020 are 18.01 million baht, 14.62 million baht and 21.78 million baht or 26.68 percent, 10.31 percent and 23.64 percent of the revenue from sales, respectively. They can be summarized as follows:

Administrative expenses	Year 2018		Year 2019		Year 2020	
	Million baht	Proportion to sales revenue	Million baht	Proportion to sales revenue	Million baht	Proportion to sales revenue
Salary and benefits – The management	8.45	12.53%	7.56	5.33%	9.6 2	10.4 4 %
Office expenses	1.83	2.71%	0.79	0.55%	0.79	0. 86 %
Building and equipment expenses	2.31	3.42%	1.28	0.90%	1.7 9	1 9 4 %
Professional fees - consultant fees	2.46	3.65%	3.41	2.41%	6.02	6.53 %
Other expenses	2.95	4.38%	1.59	1.12%	3.5 7	3 8 8 %
Total administrative expenses	18.01	26.68%	14.62	10.31%	21.78	2 3.64 %

Administrative expenses for the year 2018 of the Company are 18.01 million baht or 26.68% of the revenue from sales. They are divided into salary and welfare expenses for the management, amounting to 8.45 million baht. In 2018, the company is in the process of changing the information

management system. As a result, in the beginning, it is necessary to transfer data to a new information system. Therefore, the Company's document work is temporarily increasing more than usual. In addition, the Company has restructured the organization to accommodate more jobs in the future from the expansion of the Company. Other important administrative expenses for 2018 are building and equipment expenses of 2.31 million baht, professional fees - consultant fees amounting to 2.46 million baht, an increase from the previous year due to the fact that, in 2018, there are expenses in the audit of the internal control system, and the total property appraisal fee of 1.05 million baht. For office expenses of 1.83 million baht, they comprise of office supplies and supplies expenses amounting to 0.32 million baht from the purchase of office supplies to support the improvement of the Company's information system and the improvement of the office of the Company.

Administrative expenses for the year 2019 of the Company are 14.62 million baht or 10.31% of the revenue from sales, decreased by 3.38 million baht or 18.78% compared to the same period of the previous year. The cause of the decline comes from the decrease of salary and benefits expenses for the management amounting to 7.56 million baht, a decrease from the previous year by 0.90 million baht or equivalent to a 10.62 percent decrease due to a decrease in the number of employees compared to the same period of the previous year, and due to the fact that the improvement of the information system has been completed so there is no need to hire more employees. This results in a decrease in salary and benefits expenses of the management from the previous year. Office expenses are 0.79 million baht, a decrease of 1.04 million baht from the same period of the previous year or 56.98 percent, due to a decrease in office supplies costs because during 2018, the Company purchases supplies in reserve for supporting system improvements and they remain in use until that year. It is also due to a decrease in utility costs in 2019 as in 2018 the Company is in the process of building an office building, resulting in the Company having higher electricity costs than usual. From the aforementioned factors, overall administrative expenses decrease from the same period of the previous year.

Administrative expenses for the year 2020 of the company equal to 21.78 million baht or 23.64 percent of the revenue from sales, increased from the same period of the previous year in the amount of 7.16 million baht or an increase of 48.97 percent, mainly due to professional fees and consultant fees of 6.02 million baht, an increase of 2.61 million baht from the same period of the previous year or an increase of 76.26 percent due to the cost of the initial public offering and of becoming a listed company in the stock exchange, for example, public relations consultancy fees, print media costs. In addition, there are marketing expenses in presenting the sale of newly-issued common shares to the public for the first time (roadshow), meeting, seminars and certification fees of 2.14 million baht, resulting in an overview of other expenses increased in the amount of 3.58 million baht, an increase of 1.99 million baht from the same period of the previous year, or an increase of 125.09 percent. Also, the increase is caused by an increase from salary and welfare for the management of 9.61 million baht, increased from the same period of the previous year by 2.05 million baht or an increase of 27.25 percent due to the increase in executive compensation since April 2019 to create incentives for performance and competitiveness in the same industry market. In addition, in February 2020, the Company has accepted an additional executive in the position of Deputy Managing Director of Project Management and Construction department. As a result, executive compensation has increased when compared with the same period of the previous year. In

addition, there is an asset appraisal expense of 0.28 million baht, which is the appraisal of the Company's assets for use in accounting records. As a result, the overall administrative expenses are higher than the same period of the previous year.

Financial cost

The Company's financial costs comprise interest on financial institution loans that are not recognized as financing costs of the projects, interest on borrowing from connected persons, interest on vehicle leasing, credit limit fee, interest arising from leasehold rights of land and warehouses, etc. According to the statement of financial position of the Company, there are loans from the Company's directors. During the year 2018 - 2019 there were no interest charged. Later in the year 2020, the connected person began to calculate interest on the borrowing facility at the rate of 2.50% per annum, which is based on the interest rate of the unsecured bonds with no guarantees of companies in the real estate business group listed on the Stock Exchange of Thailand. The interest is charged from January 1, 2020 in order to reflect the financial cost of the Company. In addition, in the year 2019, the Company has more short-term borrowings from financial institutions, by using the personal property of the directors to guarantee the loan in full amount. As a result, the company received interest rates from such loan lines lower than other types of borrowing rates for the year 2018, 2019 and 2020 with financial costs of 6.56 million baht, 4.09 million baht and 6.71 million baht or 9.72 percent, 2.88 percent and 7.29 percent of revenue from sales, respectively.

Financial cost for the year 2019 is 4.09 million baht or 2.88% of the revenue from sales, decreased from the previous year in the amount of 2.47 million baht or 37.65 percent decreased due to the fact that during the year the Company has sold a lot of houses in the projects, resulting in the Company being mortgage-free and repaying the principal portion. Consequently, there are lower financial costs. In addition, financial institution loans are repaid from excess cash flow received from home transfers. As a result, the overall financial costs of financial institutions for the year 2019 decrease from the previous year. As for other financial costs, they come from financial costs of the loan from the connected person for the year 2019, amounting of 0.59 million baht, arising from the fact that, during the year, the Company has borrowed money from connected persons to be used for circulation in business. Also, there are financial costs from short-term loans from financial institutions using the personal assets of the directors as guarantees of 0.13 million baht.

Financial costs for the year 2020 equal to 6.71 million baht or 7.29% of the revenue from sales, increased from the same period of the previous year by 2.62 million baht or an increase of 64.06%, mainly due to the increase in interest rates on loans from related parties for full periods. As a result, for the above period, the financial cost of the director loan amounts to 1.79 million baht and from the connected person loan amounts to 1.38 million baht. In addition, the Company had a lower financial cost from long-term loan compared to the same period of the previous years since the company has gradually repaid long-term loans from financial institutions since 2019, resulting in lower financial costs from financial institutions and financial costs from short-term loans from financial institutions using the personal assets of directors as guarantees amount to 1.21 million baht.

Income tax expenses

Income tax expenses of the Company for the year 2018, 2019 and 2020 were 2.40 million baht, 9.60 million baht and 1.68 million baht or 3.56 percent, 6.77 percent and 1.82 percent of sales revenue, respectively. Income tax expenses vary with the Company's profit before tax.

Net profit and net profit margin

The Company had net profit (loss) for the year 2018, 2019 and 2020 equal to 9.54 million baht, 40.71 million baht and 17.57 million baht, or equivalent to net profit (loss) of 14.13 percent, 28.65 percent and 16.21 percent of the revenue from sales respectively.

list	Year 2018		Year 2019		Year 2020	
	Million baht	proportion	Million baht	proportion	Million baht	proportion
Sales revenue	67.50	100.00%	142.12	100.00%	92.12	100.00%
Cost of sales	26.82	39.73%	66.66	46.90 %	42.71	46.37 %
Other income	0.22	0.32%	0.39	0.27%	0.58	0.63 %
Selling expenses	4.39	6.50%	6.83	4.80 %	4.88	5.30 %
Administrative expenses	18.01	26.68%	14.62	10.29 %	21.78	23.64 %
Financial cost	6.56	9.72%	4.09	2.88 %	6.71	7.29 %
Income tax expenses	2.40	3.56%	9.60	6.75 %	1.68	1.82 %
Net profit for the year	9.54	14.13% /¹	40.71	28.65 % /¹	14.94	16.21 % /¹

Note: /¹ Net profit (loss) margin is calculated from net profit (loss) divided by sales revenue.

In 2018, the Company has a net profit of 9.54 million baht or equivalent to a net profit margin of 14.13%, with the Company having revenue from sales from 3 projects: The Grand Residence project, The Grand Canal project, and began to recognize revenue from the sale of the Grand Biz project at the end of the year. In addition, there is income from the sale of vacant land to the connected persons. The income of the original projects increases partly from the consideration of increasing the selling price of all projects to be in line with the real estate market conditions and competitors in MahaSarakhm Province, resulting in an increase in the overall revenue from each project. In terms of expenses, for the year 2018, the Company's administrative expenses increase from the previous year due to the improvement of the information system. This results in the increased cost of staff. However, because the Company has increased sales revenue, although the company has additional administrative expenses, when compared to the proportion of revenue from sales, it is found that it decreases from the previous year. As a result, the Company's operating results for the year 2018 have been higher compared to the previous year.

In 2019, the Company has a net profit of 40.71 million baht or equivalent to a net profit margin of 28.65%. The Company starts to recognise the revenue from sales that have continued from the previous year for 3 projects. Most of the revenue comes from Grand Biz project, which starts construction and completes and gradually transfers the first unit in late 2018 and continues into 2019. The project has received the attention of many entrepreneurs. As a result, the Company has higher sales revenue than other years that are compared. The administrative expenses decrease from the previous year. This was mainly due to the lower employee expenses because the company improves the system and the organizational structure to be more in place. As a result, the overall net profit margin for the year 2019 is higher when compared to the previous year.

For the year 2020, the Company has a net profit of 14.94 million baht or a net profit margin of 16.21 percent, with continuous revenue recognition from The Grand Residence project, Grand Biz project and The Grand project. For the Company's gross profit margin, the gross profit margin for each project is similar to the same period in the previous year. Administrative expenses increase from the same period of the previous year due to the cost of the initial public offering at the end of the year and the fact that the Company becomes a listed company in the stock exchange, such as consultant fees, public relations / publications fees, financial advisor fees, and there are also expenses in presenting the sale of the newly-issued common shares to the public for the first time (roadshow), meeting, seminar and reception fees, thus make the administrative expenses increase. In addition, there is also an increase in salaries and welfare of the management. The financial costs of the Company increase from the same period of the previous year due to loans from connected persons, which have not charged interest yet. Interest is calculated from 1st January 2020. As a result of the above factors, the overall net profit margin for the year 2020 decreases compared to the previous year.

Performance in cases of excluding sales transactions to connected

list	Year 2018			Year 2019			Year 2020		
	Unit : million baht			Unit : million baht			Unit : million baht		
	Income Statement	Sale items to connected persons	In case of not including the sales transaction to a connected person	Income Statement	Sale items to connected persons	In case of not including the sales transaction to a connected person	Income Statement	Sale items to connected persons	In case of not including the sales transaction to a connected person
Sales revenue	67.50	(30.71)	36.79	142.12	(34.13)	107.99	92.12	-	92.12
Cost of sales	26.82	(7.35)	19.47	66.66	(16.47)	50.19	42.71	-	42.71
Gross profit	40.68	-	17.32	75.46	-	57.80	49.41	-	49.41
Gross margin	60.27%		47.08%	53.10 %		53.52 %	53.63%		53.63%
Other income	0.22	-	0.22	0.39	-	0.39	0.58	-	0.58
Profit before expenses	40.90	-	17.54	75.85	-	58.19	49.99	-	49.99
Selling expenses	4.39	(1.63)	2.76	6.83	(1.35)	5.48	4.88	-	4.88
Administrative expenses	18.01	-	18.01	14.62	-	14.62	21.78	-	21.78
Profit before finance costs and income tax	18.50	-	(3.23)	54.40	-	38.09	23.33	-	23.33
Profit margin (loss) before finance costs and income tax	27.41%		(8.78)%	38.28 %		35.27 %	25.32%		25.32%
Financial cost	6.56	-	6.56	4.09	-	4.09	6.71	-	6.71
Profit before income tax	11.94	-	(9.79)	50.31	-	34.00	16.62	-	16.62
income tax	2.40	(4.35)	(1.94)	9.60	(3.26)	6.33	1.68	-	1.68
Net profit	9.54	-	(7.85)	40.71	-	27.67	14.94	-	14.94
Net profit (loss) margin /¹	14.13%		(21.33)%	28.64 %		25.62 %	16.21%		16.21%

Performance in cases of excluding sales transactions to connected persons

For the year 2018, the Company had income from the sales of lands to the connected persons of 30.71 million baht, cost of sale of 7.35 million baht, the expenses related to the sale of 1.63 million baht and the tax plus back as if the above transaction did not occur in the amount of 4.35 million baht. If excluding the sales of lands to the connected persons, it will result in the Company's operating results with the remaining sales income of 36.79 million baht with the remaining gross profit of 17.32 million baht or equivalent to gross profit margin of 47.08 percent, resulting in a net loss of 7.85 million baht or 21.33 percent of the net loss.

The said land sales are the sales of lands to the connected persons of the Company in order to adjust the asset structure between the shareholders and the Company. The lands are not in the Company's project development plan. In addition, for such transactions, the selling prices are determined based on the independent property appraiser report approved by the SEC, comparable to the appraisal value of the Treasury Department for the transaction. These transactions are continuous transactions. That is, the transaction occurred in late 2017 and early 2018. However, if the revenue from the sales of vacant lands to the connected persons is not included, it will result in the performance for the year 2017 and the year 2018 net loss of approximately 13.02 million baht and 7.85 million baht, respectively. Since the Company is in the process of improving various work systems within the Company to increase operational efficiency, if the developments of the projects are accelerated during that period, it may increase errors during the improvement of the work system. After the company has finished improving the work system at the end of 2018, it therefore returns to normal business operation.

For the year 2019, the Company has income from the sale of property to connected persons of 9 units, divided into commercial buildings from Grand Biz for 8 units worth 31.85 million baht and town homes from The Grand Canal for 1 unit worth 2.28 million baht, totaling revenue from sales of 34.13 million baht. The price and conditions of sales to the connected persons for all 9 units are in accordance with the same conditions as selling to third parties. Cost of sales is 16.47 million baht, expenses related to sales are 1.35 million baht and tax return as if the above transactions did not occur is in the amount of 3.26 million baht. The Company has sales income of 107.99 million baht, gross profit of 57.80 million baht, or 53.52 percent, resulting in, in operating results, remaining net profit of 27.67 million baht or equivalent to 25.62 percent of net profit margin. The sales of property to the connected person are normal business operation of the Company. They have the same general prices and trading terms as for selling to general customers. The Company does not benefit to the connected persons.

For the year 2020, the company has no revenue from sales to connected persons.

Return on Equity

The Company's ROE in 2018, 2019 and 2020 are 3.12%, 12.30% and 3.58% respectively. The return on equity will have a variable direction according to the net profit of the Company.

For the year 2018, the Company has an ROE rate of 3.12% as the return on revenue from sales of The Grand Residence project, The Grand Canal project, Grand Biz project of

which the revenue is recognised that from the transfers of ownerships to the customers as the first unit. In addition, the Company has also adjusted the selling price for every project to comply with the real estate market conditions and competitors in MahaSarakham Province. Also, there is income from the sales of lands to connected persons continuing from 2017. However, administrative expenses have increased from the improvement of the Company's information system.

For the year 2019, the Company has an ROE rate of 12.30 percent, with a better return on equity from the previous year. This is a result of the year 2019, when the Company recognises revenue from the transfers of ownerships of the Grand Biz project to many customers. This is a project that has been accepted by entrepreneurs very well due to the nature of the project, which composes of commercial buildings adjacent to the main road leading to the city of MahaSarakham, suitable for use as an area for business operations. Therefore, there are entrepreneurs who have been interested in and subscribed to the project since 2017, with the projects gradually completed and transferred to customers since the end of 2018 and continued into 2019. However, the sales of such project reflect normal business of the Company that, at the first phase of the transferring new projects that have been launched for sale, there is a high amount of ownership transfers. This is because the Company launches the project for sale first in advance and has accumulated reservations before the ownership transfers commences. Administrative expenses and the financial cost decrease from the previous year. As a result, the ROE rate of the Company is better than the previous year.

For the year 2020, the Company has an ROE rate of 3.58%, which is lower than the previous year as a result of the fact that, in 2020, the Company has less ownership transfers than those of 2019. This is because in 2019, the Company has transferred the ownerships of the Grand Biz project to many customers. This is normal for the Company's business at the beginning of the transfers of new projects that have been launched for sale. There is a high amount of ownership transfers this period since the Company has launched the project for sale first in advance and have accumulated reservations before the ownership transfers commence. Meanwhile, in the same period of 2020, the Company recognized continued revenue from existing projects such as The Grand Residence, The Grand Canal and Grand Biz. Administrative expenses and financial costs increase from the previous year. In addition, the Company's shareholders' equity has also increased from the previous year due to the retained earnings resulting from the operating results of the year 2019, resulting in a decrease in the ROE rate.

4.2 Factors or events that may affect financial status or operations in the future significantly

Government policy

These are changes in laws or requirements for doing property business that may occur in the future such as the Town Planning Act, land allocation, land use requirements, including changes in local infrastructures such as roads, transportation, rail systems, aircraft, etc. These factors, if changed from the present, may affect revenue, costs or development expenses in the future. In addition, over the past several years, the government has introduced a number of measures to help real estate entrepreneurs, such as reducing transfer fees, issuing loans in "Million Homes for Thais" project, etc., which are these factors. These are factors that help the performance of the Company to grow better than expected with assistance from the government.

In addition, in the past 2019, there has been an announcement regarding the amendment of the Land and Building Tax Act, which comes into effect from 1st January 2020, which may affect property developers. If someone hold a land and there is use of such land or building, that person must be taxed.

Economic conditions and economic factors after COVID-19

Because at the beginning of 2020, the overall economic condition of the country is affected by the COVID-19 epidemic, which has slowed down public spending due to uncertain factors. The real estate sector itself is considered one of the businesses of the real sector that is affected by the crisis. This may affect the income and cash flow of the Company. Because the real estate business requires investment to be completed first, then it can transfer ownerships to customers. During construction, customers can cancel the reservation or request to delay the transfers. In addition, customers' behaviors may change after the COVID-19 epidemic due to changes in work and lifestyles during when the country promulgated lockdown measures. This is another challenge for entrepreneurs to develop property to meet the needs of their customers as much as possible.

However, real estate business in MahaSarakhm Province is different from the main provinces of the country such as Bangkok, Chiang Mai, Phuket, etc. due to the quantity of competitors. And real estate projects within the province are still relatively few compared to other provinces. In addition, the Company is also a leader in property development in the area. It is expected that at the end of the COVID-19 epidemic, it will be able to return to normal quickly due to the small quantity of products in the market. But in the short term, it there will be an impact in form of slowdown in transfer or sales during March - April 2020, but after 3rd May 2020, the government began to relax the use of such measures. It is found that the number of people interested in viewing the projects has increased. Therefore, the Company expects to return to normal condition in a short time. Such an impact may affect revenues that may not meet the estimates and may affect plans to launch new projects if the future situation is not as expected of the Company.

Credit policy of financial institutions

Real estate is a business that requires a relatively high investment in project development. Therefore, credit from financial institutions is one of the options that property developers have as a source of finance for business development. If there is a change in the loan policy from financial institutions, including interest rate adjustments, it will affect the financial costs or the provision of financing for the business, and may affect plans to launch new projects in the future as well. In addition, financial institutions provide funding to clients in the acquisition of the Company's real estate. If the financial institutions increase the strictness in lending to retail customers it may result in customers unable to pay for the Company, which may result in delays or cancellation of ownership transfers, which may affect the business plan of the Company.

The ability to continuously generate income

Real estate is a business that takes longer time to develop projects and sell products than other types of businesses. Therefore, planning the annual budget is important. To provide the Company with continuous cash flow from property ownership transfer to customers, and to have projects ready for sale to customers who are ready to buy at any time, the Company has focused on planning the annual work. However, during the year, there may be some unexpected events that the Company might not anticipate, for example, customers paying special attention to some projects, and customers delaying the transfers of ownerships due to the economic crisis, etc. The Company has set up a policy to review the annual budget every quarter to help reduce the impact that will occur and to be able to generate income for the business continuously.

4.3 Ability to manage assets

Asset

As of 31st December 2018, the Company has total assets of 735.72 million baht, with important assets as follows: property development costs, increased from the development of projects for sales, which consists of 3 projects, namely The Grand Residence, The Grand Canal and Grand Biz, with the total amount of 193.66 million baht and the lands waiting for development of 528.90 million baht.

As of 31st December 2019, the Company has total assets of 729.66 million baht, a decrease of 6.06 million baht from the same period of the previous year or 0.82 percent decrease. The cause of the decrease is the transfers of ownerships of the project's property to a large number of buyers. As a result, property development costs decrease by 44.07 million baht or 22.76 percent, real estate costs remaining are 149.59 million baht, mainly due to the sale of Grand Biz project. Moreover, expenses in office building improvement make building and equipment expenses increase from 3.79

million baht to 10.72 million baht or 6.93 million baht increase or an increase of 182.98 percent when compared to the same period of the previous year.

As of 31st December 2020, the Company had total assets of 828.98 million baht, an increase from the end of 2019 by 99.32 million baht or an increase of 13.61 percent, mainly due to an increase in cash and cash equivalents that amounts to 133.74 million baht, an increase from the end of 2019 by 102.47 million baht, or an increase of 327.69 percent due to the initial public offering (IPO) of 108.60 million baht.

The details of the main assets of the Company can be summarized as follows

Property development costs

Property development costs arise from the fact that, during the development of the project, the Company has recorded the cost of such projects as the cost of property development awaiting for sale, which is shown in the statement of financial position. It will be transferred to selling cost in the statement of comprehensive income when the ownerships are transferred to the buyers. The cost of property development comprises the cost of land, construction costs, cost of utilities, financial cost, and other costs directly related to project development.

As of 31st December 2018, 31st December 2019 and as of 31st December 2020, the Company has property development costs of 193.66 million baht, 149.59 million baht, and 142.60 million baht or equivalent to 26.32 percent, 20.50 percent and 17.20 percent of total assets, respectively, which can be classified as project costs as follows:

Property development costs	31 st December 2018		31 st December 2019		31 st December 2020	
	Million baht	proportion	Million baht	proportion	Million baht	proportion
The Grand Residence	13.77	7.11%	11.54	7.71%	0.95	0.67 %
The Grand Canal	64.21	33.16%	56.30	37.64%	44.20	31.00 %
Grand Biz	69.31	35.79%	28.04	18.75%	16.98	11.91 %
Pruk Pirom Salaklang	46.36	23.94%	53.70	35.90%	80.36	56.35 %
Other					0.10	0.07%
Total property development costs	193.66	100.00%	149.59	100.00%	142.60	100.00%

Details of the division of property costs into cost categories are as follows:

Real estate development costs	31 st December 2018		31 st December 2019		31 st December 2020	
	Million baht	proportion	Million baht	proportion	Million baht	proportion
Land cost	105.42	54.43%	84.19	56.28%	74.26	5 2.07 %
Construction cost	61.53	31.77%	39.72	26.55%	43.91	30.79 %
Cost of utilities	17.85	9.22%	17.24	11.52%	1 6 88	1 1.84 %
Financial cost	4.51	2.33%	2.60	1.74%	1 1 9	0.8 4 %
Other cost	4.35	2.25%	5.84	3.91%	6.36	4. 46 %
Total project development costs	193.66	100.00%	149.59	100.00%	1 42.60	100.00%
Houses ready for sale	-	0.00%	-	0.00%	-	0.00%
Total property development costs	193.66	100.00%	149.59	100.00%	1 42.60	100.00%

Note: The Company does not have houses ready for sale due to the Company's policy to construct houses until the structural work is completed and have only interior work remaining to deliver new houses ready for residence to customers. When there are customers reserving houses and make contracts, the ownerships can be transferred within a period of 1 - 2 months.

As of 31st December 2018, the company has property development costs of 193.66 million baht, divided into Grand Biz project in the amount of 69.31 million baht, Grand Canal Project of 64.21 million baht, Pruk Pirom Salaklang amounting to 46.36 million baht, and The Grand Residence 13.77 million baht.

As of 31st December 2019, the Company has property development costs of 149.59 million baht, a decrease from the same period of the previous year by 44.07 million baht or equivalent to a decrease of 22.76 percent, mainly due to the transfer of commercial buildings in Grand BIZ project during the years for many units. As a result, the cost of such project decreases from 69.31 million baht to 28.04 million baht or decreases by 41.27 million baht, or a 59.54 percent decrease when compared to the same period of the previous year. In addition, for The Grand Residence and The Grand Canal projects, the project costs decrease due to the sale of houses out during the year. And for the Prukpirom Salaklang project, the recorded costs increased from 46.36 million baht to 53.70 million baht, an increase of 7.34 million baht or representing an increase of 15.83 percent from increased construction work and utility work, to prepare for sale in the first half of 2020.

As of 31st December 2020, the Company has property development costs of 142.60 million baht, a decrease of 6.99 million baht from the end of 2019, or a decrease of 4.67 percent, mainly due to the transfers of ownerships of the property in The Grand Residence project, The Grand Canal project and Grand Biz project for buyers. As a result, the costs of such projects decrease in the amount of 10.59 million baht, 12.10 million baht and 11.06 million baht, respectively, while the cost of the Pruk Pirom Salaklang project increases by 26.66 million baht from the construction of the project, continuing from the end of 2019.

Inventory

Inventory is a list of building materials that the Company has purchased for use in a projects, but has not yet been picked up for the projects yet. When it has been disbursed to be used for the projects, such items will be transferred to property development costs. As of 31st December 2018, 31st December 2019, and 31st December 2020, the Company has inventories of 2.03 million baht, 1.07 million baht and 2.28 million baht or accounting for 0.28 percent, 0.15 percent and 0.28 percent of total assets, respectively.

As of 31st December 2020, the Company has an increase in inventory of Baht 1.21 million, or an increase of 113.08%, as the Company starts selling the Pruk Pirom SalaKlang project since June 2020, which has been well received and attracts a large number of customers, resulting in higher bookings. Therefore, in order to keep abreast of customer needs, the Company plans to purchase construction materials at a temporary higher volume than normal to accelerate the production of houses in the Pruk Pirom SalaKlang project. Therefore, inventories at the end of the year have increased compared to the previous year.

Other current assets

Other current assets consist of upfront expenses such as insurance premiums, car tax, advanced construction cost, utilities, etc. As of 31st December 2018, 31st December 2019 and 31st December 2020, the Company has other current assets equal to 1.59 million baht, 0.48 million baht and 0.91 million baht or 0.22 percent, 0.07 percent and percent. 0.11 of total assets respectively

As of 31st December 2018, other current assets are increased by 1.49 million baht or equivalent to an increase of 1,361.56% due to the fact that at the end of 2018, the Company places down payment for cars, to buy them for use within the business in the amount of 1.17 million baht and later enters into a car leasing contract in early 2019.

Lands awaiting development

Lands awaiting development are the lands of the Company that plan are planned to be used in the future development of the projects. This consists of land acquisition costs and directly related expenses. These items are shown at cost. As of 31st December 2018, 31st December 2019 and 31st December 2020, the Company has land items awaiting development equal to 528.90 million baht, 528.90 million baht and 528.90 million baht or 71.89 percent, 72.49 percent and 63.80 percent of total assets, respectively. The details can be summarized as follows:

Lands awaiting development	31 st December 2018		31 st December 2019		31 st December 2020	
	Million baht	proportion	Million baht	proportion	Million baht	proportion
On the road of Ban Tha Khon Yang - Ban Chi (New Village)	371.31	70.20%	371.31	70.20%	371.31	70.20%
Adjacent to the Grand Canal project	10.40	1.97%	10.40	1.97%	10.40	1.97%
Adjacent to Grand Biz project	145.31	27.47%	145.31	27.47%	145.31	27.47%
Next to the head office	1.88	0.35%	1.88	0.35%	1.88	0.35%
Total land for development	528.90	100.00%	528.90	100.00%	528.90	100.00%

As of 31st December 2018, the Company had lands held for development equal to 528.90 million baht or 71.89 percent of total assets.

As of 31st December 2020, the Company has lands held for development equal to 528.90 million baht or 63.80% of total assets, which, when compared with the end of 2019, the list of lands awaiting development has no change.

Buildings and equipment

Buildings and equipment consist of office buildings, sales offices, furnishings and office supplies, equipment, tools, vehicles, etc. As of 31st December, 2018, 31st December 2019 and 31st December 2020, the Company has items in buildings and equipment equal to 3.79 million baht, 10.72 million baht and 13.02 million baht or equal to 0.51 percent, 1.47 percent, and 1.57 percent of total assets, respectively, which can be detailed as follows:

Buildings and equipment	31 st December 2018		31 st December 2019		31 st December 2020	
	Million baht	proportion	Million baht	proportion	Million baht	proportion
Buildings	1.30	34.36%	6.19	57.71%	6.83	52.46 %
Work in progress (head office)	1.46	38.65%	-	0.00%	1.28	9.83 %
Roads in office area	0.08	2.11%	0.00	0.00%	0.00	0.00%
Vehicles	0.23	5.99%	3.75	34.95%	3.82	29.34 %
Office equipment	0.63	16.53%	0.72	6.71%	0.90	6.91 %
Tools	0.06	1.67%	0.06	0.53%	0.10	0.77 %
Letter signs	0.03	0.69%	0.01	0.10%	0.01	0.08 %
Work in progress (billboards)	-	0.00%	-	0.00%	0.08	0.61 %
Total buildings and equipment	3.79	100.00%	10.72	100.00%	13.02	100.00%

As of 31st December 2018, the Company has buildings and equipment equal to 3.79 million baht or 0.51 percent of total assets. The main items is the list of construction work for the extension of the head office building amounting to 1.46 million baht. It is the renovation of the Company's headquarters. List of office buildings is in the amount of 1.30 million baht. Items of office equipment amount 0.63 million baht and vehicles amount 0.23 million baht.

As of 31st December 2019, the Company has buildings and equipment equal to 10.72 million baht or 1.47 percent of total assets. The total amount increases from the same period of the previous year in the amount of 6.93 million baht or an increase of 207.40%, mainly due to the increase from the increase in building list, by the the head office extension construction, which is a continuous work from the previous year, which was completed during the year 2019, therefore transferred from the list of work in progress (head office) to be recorded in buildings items in the amount of 5.11 million baht. Also, vehicle items increased by 3.52 million baht from the purchase of vehicles for use in the business.

As of 31st December 2020, the Company has buildings and equipment equal to 13.02 million baht or 1.57 percent of total assets, an increase from the end of 2019 by 2.30 million baht or an increase of 21.46 percent, mainly due to the renovation of meeting rooms of the headquarter amounting to 0.80 million baht and the extension of building during the construction of the headquarters increased by 1.28 million baht. In addition, there is also a cost for sales office building of the Pruk Pirom Salaklang project amounting to 0.33 million baht for supporting business expansion.

Right-of-use assets

The right-of-use asset is the recording of the net value of the long-term lease (over 1 year), which is in accordance with IFRS 16 on Leases and for each period the lease payments are paid, they will be deducted from the right-of-use item as an expense item, depreciation of rights-of-use assets. The said financial reporting standards comes into force on 1st January 2020, resulting in the previous period of the previous year, in the statement of financial position, there is no right-of-use assets item.

As of 31st December 2020, the Company has right-of- use assets of 2.47 million baht or 0.30% of total assets. It is a list of land lease agreements and building leases which is divided into 3 contracts, 3 contracts of which are leases from connected persons and accounting recording method as follows:

1) Land lease agreement of 5 rai 0 ngan 53 square wah for a period of 10 years, the lease can be renewed for 10 years, not more than 4 times, which the Company records the right of use on this lease for a period of 20 years in accordance with service life of the Company's headquarters

2) Land lease agreement of 2 rai 3 ngan 10 square wah, the lease term is 3 years, the lease can be renewed for 3 years, a total of not more than 10 times, which the Company has recorded the right of use on this lease for a period of 3 years, corresponding to the service life of the warehouse for storing building materials

3) Building lease agreement (warehouses of storage of building materials on the area according to item 2) the lease term is 3 years, the lease can be renewed for 3 years per time, a total of not more than 10 times, which the Company records the right of use on this lease for a period of 3 years

Intangible assets

Intangible assets are software packages for internal use. As of 31st December 2018, 31st December 2019 and as of 31st December 2020, the Company has intangible assets equal to 0.67 million baht, 0.84 million baht and 0.78 million baht or equivalent to 0.09 percent, 0.12 percent and 0.09 percent of total assets, respectively. Between 2018 and 2019, the Company bought ready-made programs to support the work within the Company and continually improves the program to be consistent with the actual work. As a result, the list of intangible assets increases with each period.

Deferred tax assets

Deferred tax assets arise from temporary differences, caused by the difference in asset value between accounting and taxation basis, to recognize the tax effects as a deferred income asset or liability. The Company has deferred tax assets arising from allowance for employee benefits, advanced income, etc. As of 31st December 2018, 31st December 2019, and as of 31st December 2020, the Company had deferred tax assets equal to 0.39 million baht, 0.88 million baht and 1.57 million baht or equal to 0.05 percent, 0.12 and 0.19 percent of total assets, respectively.

Other non-current assets

Other non-current assets of the Company consist of financial advisor expenses, legal consultant expenses, and deposit for electricity meter, water supply, water tanks, etc. As of 31st December 2018, 31st December 2019 and as of 31st December 2020, the Company has other non-current assets equal to 4.32 million baht, 5.67 million baht and 2.45 million baht or equivalent to 0.59 percent, 0.78 percent and 0.30 percent of total assets, respectively. In 2020, financial advisor expenses and legal consultant expenses are deducted as expenses in offering for sale of newly-issued common shares, which, as of 31st December 2020, amounted to 0.38 million baht. In addition, in 2020, the corporate income tax waiting to be refunded is 1.99 million baht.

Liability

As of 31st December 2018, 31st December 2019 and as of 31st December 2020, the Company had total liabilities of 425.19 million baht, 378.42 million baht and 346.41 million baht or 57.79 percent, 51.86 percent and 41.79 percent of liabilities and equity, respectively. The major liabilities of the Company consist of bank overdrafts and short-term loans from financial institutions, trade payables and other payables, short-term loans from connected persons, advance payment, and loans from financial institutions. Most of the Company's liabilities are in short-term loans from connected persons and loans from financial institutions. Short-term loans from connected persons arise from the fact that, at the beginning of the business start-up, the Company uses funding from directors as the main funding for project development. As a result of borrowing in the past, loans from connected persons are still the main item of debts at present. For the loan from financial institutions, the Company acquires loans mainly for project development. These loans will increase for project development and construction of houses in the projects and will be reduced when the Company repays principal after the transfers of ownerships of the houses in the projects to the customers.

As of 31st December 2019, the Company had total liabilities of 378.42 million baht or 51.86 percent of the liabilities and total shareholders' equity of the Company, decreased from the same period of the previous year in the amount of 46.77 million baht or representing a decrease of 11.00 percent. The fact that the debt decreased greatly is due to repayments of principal from loans from financial institutions in order for the Company to be free of mortgages before transferring property ownerships to buyers of Grand Biz project and The Grand Canal project. The loan balance from financial institutions decreases by 94.27 million baht or equivalent to a decrease of 80.60% compared to the same period of the last year. In addition, during the year, loans were added apart from bank overdrafts and short-term loans from financial institutions with an increase of 134.69 million baht or an increase of 2,366.73% compared to the same period of the previous year, to be used for circulation in business and repay short-term loans from connected persons to reduce dependence on connected persons. Short-term loans from connected persons decrease by 83.60 million baht or 29.46% compared to the same period of the previous year as a result of such repayment.

As of 31st December 2020, the Company had total liabilities of 346.41 million baht or 41.79 percent of the liabilities and total equity of the Company, decreased from the end of 2019 by 32.01 million baht or representing a decrease of 8.46 percent. The main reason that the debt decreases is due to the fact that, at the beginning of the year, the loans from the connected persons are repaid. As a result, short-term loans from connected persons decreases by 89.93 million baht or equivalent to a decrease of 44.92%, while short-term overdrafts from financial institutions increase from the end of 2019 in the amount of 49.13 million baht or an increase of 34.99%. The loans are acquired to replace loans from connected persons in order to reduce financial dependence from connected persons. In addition, the Company repays long-term loans from financial institutions at the end of the year, resulting in a decrease of long-term loans from financial institutions by 10.44 million baht or a 46.01% decrease.

Bank overdrafts and short-term loans from financial institutions

Bank overdrafts and short-term loans from financial institutions are loans used as a source of working capital of the business. Most of the short-term loans from financial institutions use the personal property of the directors as guarantees.

However, in order to reduce the risk of increasing financial costs or other expenses that may result in the borrowing cost of the said credit line increase in the future, the Company therefore allows the guarantors to enter into a contract of not charging any compensation for using the property as guarantees, and agreeing to guarantee until the credit line is canceled. As of 31st December 2018, 31st December 2019 and 31st December 2020, the Company has overdrafts and short-term loans from financial institutions equal to 5.69 million baht, 140.39 million baht, and 189.52 million baht or 0.77 percent, 19.24 percent and 22.86 percent of total liabilities and equity, respectively, with details of bank overdrafts and short-term loans from financial institutions as follows:

Bank overdrafts and short-term loans from financial institutions	31 st December 2018		31 st December 2019		31 st December 2018 3	
	Million baht	proportion	Million baht	proportion	Million baht	proportion
Overdraft (OD)	5.69	100.00%	50.39	35.89%	29.52	15.58 %
Promissory Note (P/N)	-	0.00%	90.00	64.11%	1 6 0.00	84.42 %
Total	5.69	100.00%	140.39	100.00%	1 89.52	100.00%

As of 31st December 2018, the Company has bank overdrafts and short-term loans from financial institutions equal to 5.69 million baht or 0.77 percent of the Company's liabilities and total shareholders' equity. All are overdraft money which the Company borrows to be used as working capital within the business.

As of 31st December 2019, the Company has overdrafts and short-term loans from financial institutions equal to 140.39 million baht or 19.24 percent of the Company's liabilities and total shareholders' equity, increased significantly from the same period of the previous year in the amount of 134.69 million baht or an increase of 2,366.73% due to short-term borrowing for use in working capital and repaying short-term loans from connected persons to reduce financial dependence with connected persons. They are divided into bank overdrafts of 50.39 million baht and promissory notes with financial institutions of 90.00 million baht. For the newly-emerging short-term loans, the Company borrows uses the personal assets of the connected persons as collateral. In this regard, the Company has requested the connected persons to guarantee on their behalf, and there are written evidence of not charging money for using personal property in the guarantee of the credit limit. The connect persons also agree to guarantee until the Company repaid the whole amount of the loan amount.

As of 31st December 2020, the Company has overdrafts and short-term loans from financial institutions equal to 189.52 million baht or 22.86 percent of the Company's liabilities and total shareholders' equity, increased from the end of 2019 by 49.13 million baht or an increase of 34.99%. The reason of the increase is the fact that the Company acquires short-term loans by using the assets of the connected persons as collateral for the full amount, to replace short-term loans from connected persons, to adjust the proportion of the Company's funding source in relying more on loans from financial institutions.

Trade payables and other payables

Trade payables and other payables consist of trade payables list and accrued expenses such as unpaid utilities, accrued interest, etc. As of 31st December 2018, 31st December 2019 and as of 31st December 2020, the Company has trade payables and other payables equal to 4.68 million baht, 2.31 million baht and 2.50 million baht or equal to 0.64 percent, 0.32 and 0.30 percent of total liabilities and total shareholders' equity of the Company, respectively. As of 31st December 2019, the Company's trade payables decrease from the same period of the previous year by 2.37 million baht or equivalent to 50.59 percent decrease, due to a decrease in trade payables amount of 0.93 million baht, which was in line with the change in policy to reduce the purchase of building materials that are stored in warehouse for use, and other payable items decrease by 0.70 million baht. As of 31st December 2020, the Company has a slight increase in trade payables in the amount of 0.19 million baht or an increase of 8.23% due to the increase in the purchase of construction materials for accelerating home production in the Pruk Pirom Salaklang project.

Short-term loans from connected persons

Short-term loans from connected persons consist of short-term loans from directors of the Company and promissory notes from connected persons. As of 31st December 2018, 31st December 2019 and as of 31st December 2020, the Company has short-term loans from connected persons equal to 283.78 million baht, 200.18 million baht and 110.25 million baht or representing 38.57 percent, 27.43 percent and 13.30 percent of the liabilities and total shareholders' equity, respectively, with details as follows:

Short-term loans from connected persons	31 st December 2018		31 st December 2019		31 st December 2018 3	
	Million baht	proportion	Million baht	proportion	Million baht	proportion
Loans from directors	273.78	96.48%	145.18	72.52%	55.25	50.11 %
Loans from connected persons	10.00	3.52%	55.00	27.48%	55.00	49.89 %
Total	283.78	100.00%	200.18	100.00%	110.25	100.00%

Loans from directors arise from the fact that, at the beginning of the company establishment, the Company borrows money from the directors of the Company to be used as working capital for the project developments, and used as working capital of the business without collateral. No interest is charged, with repayment period on demand. Throughout its operation, the Company has acquired additional loans to be used as a source of working capital and gradually repaid the loans continuously. But due to the fact that no interest is charged on the loans of the directors, the financial costs of the Company in the previous year's financial statements may not reflect the profitability of the business in the past. From 1st January 2020, the interest is charged at the rate of 2.50%, referring to the market interest rate as of the date issuing promissory notes.

Loans from connected persons are loans from persons connected to directors and the executives of the Company. The first loan is in late 2018 to be used as working capital without collateral and interest is charged based on the loan from financial institution received by the Company. Repayment period is not more than one year. And when repayment is due, it can be renewed. At present, as of 31st December 2020, the Company has 10 promissory notes with connected persons, totaling 55.00 million baht. The interest rate is at 2.50%.

However, the Company has a policy to reduce its dependence on loans from directors and connected persons in the future. The Company has modified the policy in financing the company by itself. In addition, the Company will raise funds from the initial public offering of newly issued common shares. As a result, the Company will have sufficient working capital to operate its business without having to rely on finance from connected persons. In addition, the Company has prepared a plan to repay loans from connected persons. The repayment is expected to be completed within 3 years due to the surplus operating cash flow that is in line with the Company's future business plan.

As of 31st December 2018, the Company has short-term loans from connected persons of 283.78 million baht or 38.57 percent of total liabilities and shareholders' equity.

As of 31st December 2019, the Company has short-term loans from connected persons of 200.18 million baht or 27.49 percent, decreasing when compared to the same period of the previous year in the amount of 83.60 million baht or 29.46 percent. Because during the year, the Company repays short-term loans from directors and promissory notes have been issued to connected persons.

As of 31st December 2020, the Company has short-term loans from connected persons amounting to 110.25 million baht or 13.30% of total liabilities and shareholders' equity, decreasing when compared with the end of 2019 in the amount of 89.93 million baht or a decrease of 44.92% due to the Company's repayment of short-term loans from directors at the beginning of the year. This

is done by using cash flow from short-term borrowing from financial institutions to adjust the source of funds of the business in relying more on loans from financial institutions and reducing financial dependence with connected persons.

Loans from financial institutions

Loans from financial institutions are used for the development of property projects and for general expenditures as working capital in the business. For the loan from financial institutions used in the project developments, the Company will be able to withdraw the cost of lands, construction costs, utility construction costs, etc. The amount of loans from financial institutions will vary in line with the quantity of construction of foreclosed houses at that time. As for loans from financial institutions, the general expenditures are as working capital. It is a loan that uses land mortgaged as collateral. The loan amount from both financial institutions will be reduced when the Company repays the principal to become free of the mortgage in title deed to transfer ownerships to the customers. This depends on the agreement of each contract that the Company has with the financial institutions.

As of 31st December 2018, 31st December 2019 and as of 31st December 2020, the Company has loans from financial institutions equal to 116.96 million baht, 22.69 million baht and 12.25 million baht or 15.90 percent, 3.11 percent and 1.48 percent of liabilities and total equity of the Company, respectively. Loans from financial institutions are presented in two parts in the statement of financial position, ie loans due within one year, and long-term loans from financial institutions with details as follows:

Loans from financial institutions	31 st December 2018		31 st December 2019		31 st December 2020	
	Million baht	proportion	Million baht	proportion	Million baht	proportion
Loan due within one year from financial institutions	88.81	75.93%	-	0.00%	8.03	39.60 %
Long-term loans from financial institutions	28.16	24.07%	22.69	100.00%	12.25	60.40 %
Total loans from financial institutions	116.96	100.00%	22.69	100.00%	20.28	100.00%

As of 31st December 2018, the Company has loans from financial institutions equal to 116.96 million baht or 15.90% of total liabilities and shareholders' equity. They are divided into loans due within one year from financial institutions of 88.81 million baht and long-term loans of 28.16 million baht.

As of 31st December 2019, the Company has loans from financial institutions equal to 22.69 million baht or 3.11 percent of the liabilities and total shareholders' equity, decreased from the same period of the previous year in the amount of 94.27 million baht or equivalent to a decrease of 80.60%, a significant decrease due to the Company's repayment of principal to make it free of mortgage on

land title deeds, in order to transfer property ownership in the projects to customers, which is in line with the Company's sales for the year 2019.

As of 31st December 2020, the Company has loans from financial institutions equal to 20.28 million baht or 2.45 percent of the liabilities and total shareholders' equity, decreased from the same period of the previous year in the amount of 2.41 million baht because at the end of the year, the Company repays loan from financial institutions in the amount of 23.30 million baht and makes additional borrowing of 20.03 million baht. This is because the Company receives credit line in accordance with soft loan measures from the Bank of Thailand.

Deferred income

The Company's deferred income composes of reservation payment, contract payment and down payment for the houses that the customers want to purchase. It cannot be recognized as revenue because the ownerships have not yet been transferred. When the ownerships of the houses have been transferred to the customers, they will be eliminated from the said transactions and recorded as the Company's revenue. As of 31st December 2018, 31st December 2019 and as of 31st December 2020, the Company has deferred income of 11.09 million baht, 0.60 million baht and 14.20 million baht or equal to 1.51 percent, 0.08 percent and 1.71 percent of the liabilities and total shareholders' equity of the Company, respectively. Deferred income as of 31st December 2018 is decreased when compared to the same period of the previous year of 1.02 million baht or decreases 8.44 percent due to the transfer of property to buyers, mainly in The Grand Residence project and The Grand Canal project. Deferred income as of 31st December 2019, decreases from the same period of the previous year by 10.49 million baht or equivalent to 94.59% drop mainly due to the transfers of ownerships of the Grand Biz project.

As of 31st December 2020, there is deferred income of 14.20 million baht, composed of in deferred income by the PrukPirom Salaklang project for 5 units, worth 14.15 million baht. The above list of property has already been transferred to customers, but because they are in the process of finishing work in order to deliver the houses to the customers, the Company has not yet recognized the transaction as revenue. The Company expects to deliver such items within the first quarter of 2021. Other deferred income comes from The Grand Canal for 3 units, worth 0.03 million baht, The Grand Biz for 1 unit, worth 0.01 million baht and The Grand Residence for 1 unit, worth 0.01 million baht.

Other current liabilities

Other current liabilities of the Company consist of accounts payable, project utility estimates, revenue payable, social security payable, etc. As of 31st December 2018, 31st December 2019 and as of 31st December 2020, the Company has other current liabilities equal to 0.69 million baht, 0.98 million baht and 0.55 million baht or 0.09 percent, 0.13 percent and 0.07 percent of the liabilities and total shareholders' equity of the Company, respectively.

Liabilities under financial lease agreements

Liabilities under financial lease agreements compose of rents of vehicle to be used within the business. The Company has started the financial lease since 1st July 2019; therefore, the number of the financial lease appears in the statement of financial position for that year for

the first year. As of 31st December 2019, and 31st December 2020, the Company has financial lease transactions of 2.15 million baht and 4.23 million baht or 0.29 percent and 0.52 percent of the liabilities and total shareholders' equity of the Company, respectively.

As of 31st December 2020, the Company's financial lease liabilities increase from the end of 2019 in the amount of 2.08 million baht or equivalent to an increase of 96.74%, mainly due to the increase in the adoption of the financial reporting standard. No. 16 regarding the lease agreement from 1st January 2020, in which the Company has recorded the unrealized liabilities of the long-term land lease transaction and building leases as liabilities under financial lease agreements. As a result, the liabilities under financial lease agreements have increased.

The financial lease agreements presented in the statement of financial position are divided into two parts: financial lease that is due within one year and financial lease agreements, with details as follows:

Financial lease	31 st December 2018		31 st December 2019		31 st December 2018 3	
	Million baht	proportion	Million baht	proportion	Million baht	proportion
- Parts that due within one year	-	-	0.67	31.21%	0.94	22.22 %
- Financial lease agreements	-	-	1.48	68.79%	3.29	77.78 %
Total financial lease agreement	-	-	2.15	100.00%	4.23	100.00%

Employee benefits liability provision

The employee benefit liability provision is an obligation of the Company to pay compensation under the labor law to the employees upon retirement, termination, and completion of specified period of service. It is calculated on the basis of an actuary. As of 31st December 2018, 31st December 2019 and as of 31st December 2020, the Company has employee benefits liability provision equal to 1.15 million baht, 1.45 million baht and 1.77 million baht or equivalent to 0.16 percent, 0.20 percent and 0.22 percent of liabilities and shareholders' equity. In the past, the Company has continuously increased employee benefit liability provisions due to two factors, namely, variation from the

increases cost of employee salaries to accommodate future expansion jobs, and changes to the compensation in the labor law in the past year of 2019.

Other non-current liabilities

Other non-current liabilities of the Company consist of creditors for construction insurance, estimated defect allowance, estimated finances for juristic person establishment, etc. As of December 31, 2018, December 31, 2019 and as of December 31, 2020, the Company has other non-current liabilities equal to 0.56 million baht, 4.00 million baht and 3.38 million baht or representing 0.08 percent, 0.55 percent and 0.41 percent of the Company's liabilities and total shareholders' equity, respectively. As of 31st December 2020, these items decrease when compared to the same period of the previous year by 0.62 million baht or equivalent to a decrease of 15.50 percent due to the payment of construction insurance reimbursement. And there is a clear in estimated defect allowance that is due from the date of ownership transfer. This allowance covers the architecture work of which the insurance is due within the period of 1 year and the structure work of which the insurance is due after 5 years, which will be transferred to be recognized as other income in the statement of comprehensive income.

Shareholders' Equity

Shareholders' equity as of December 31, 2018, December 31, 2019 and as of December 31, 2020 equal to 310.53 million baht, 351.24 million baht and 482.57 million baht or 42.21 percent, 48.14 percent and 58.21 percent of the Company's liabilities and total shareholders' equity, respectively.

Shareholders' equity as of 31st December 2018 is 310.53 million baht or 42.21 percent of the Company's liabilities and total shareholders' equity. During the year, according to the resolution of the extraordinary general meeting of Shareholders No. 2/2560 on 2nd January 2018 of DHouse Pattana Co., Ltd. and DHouse Home Center Co., Ltd., there is a decision to merge the two companies on that date. They are merged into a new company under the old name DHouse Pattana Co., Ltd. The merger is completed on 18th April 2018, with registered and paid-up capital of 360.00 million baht for 3.60 million shares at a par value of 100.00 baht per share. This does not affect the shareholders' equity of the Company in any way.

Shareholders' equity as of 31st December 2019 is 351.24 million baht or 48.14 percent of the liabilities and total shareholders' equity of the Company, an increase of 40.71 million baht compared to the same period of the previous year or an increase of 13.11% due to the net profit from operations of the Company. During the year, according to the resolution of the annual ordinary shareholders' meeting No. 2/2019 held on 17th July 2019 of DHouse Pattana Co., Ltd., there is a decision to decrease the registered capital by reducing the par value of shares from the original par value at 100.00 baht per share to the value of 86.50 baht per share to clear the accumulated loss. As a result, the paid-up capital of the Company remains 311.40 million baht and the accumulated loss of the Company decreases by the same amount. This does not affect any change in equity of the Company.

Shareholders' equity as of 31st December 2020 is 482.57 million baht or 58.21 percent of the liabilities and total shareholders' equity of the Company, an increase when compared to the end of

2019 in the amount of 131.33 million baht or an increase of 37.39 percent, mainly due to the initial public offering (IPO) of newly issued common shares of 108.60 million baht and there is still an excess of value from common shares amounting to 7.79 million baht. In addition, this is an increase from the net profit from operations in 2020, in line with the Company's operating results.

Dividend payment

During 1st January 2018 - 31st December 2020, the Company does not pay dividends to shareholders. This is because in the past the Company had accumulated losses in shareholders' equity. Later in the year 2019, the Company has decreased its registered capital to clear the accumulated loss.

Liquidity analysis

Cash flow statement	Year 2018	Year 2019	Year 2020
Cash flows from operating activities (spent)	4.65	84.98	40.30
Cash flows from investing activities (used in)	(1.56)	(5.37)	(3.47)
Cash flows from financing activities (spent)	(5.45)	(48.59)	65.64
Increased (decreased) net cash flow	(2.36)	31.02	102.48

Cash flows from operating activities

The Company has cash flows from operating activities (spent) for the year 2018, 2019 and 2020 equal to 4.65 million baht, 84.98 million baht and 40.30 million baht, respectively.

For the year 2018, the Company had cash flow from operating activities of 4.65 million baht. The Company had profit before income tax of 11.94 million baht, of which the main cash flow comes from property sales. For the cash flow from operations paid during the main year, it is used in the development of the projects in continuity with the past year. There is also an advance payment and annual corporate income tax.

For the year 2019, the Company has cash flow from operating activities equal to 84.98 million baht. The Company has profit before income tax of 50.31 million baht, mainly from sales and ownership transfers of the Grand Biz project, resulting in the Company having lower property development cost due to more home ownership transfers to buyers than in the past year. For cash flows from operations, the principal transactions are repayments of trade accounts payable and annual corporate income tax.

For the year 2020, the Company has cash flow from operating activities of 40.30 million baht. The Company has profit before income tax of 16.61 million baht. The main cash flow comes from sales and transfers of ownerships in The Grand Residence project, Grand Biz project, The Grand Canal project and Pruk Pirom Salaklang project. Most cash flow is used in the main operating activities such as the cost of the initial public offering of the newly issued common shares and the increase in other current assets.

Cash flows from investing activities

The Company has cash flows from investing activities (spent) for the year 2018, 2019 and 2020 equal to **(1.56)** million baht, **(5.37)** million baht and **(3.47)** million baht, respectively.

For the year 2018, the Company has spent cash flow in investing activities equal to 1.56 million baht by the purchases of computer equipment amounting to 0.23 million baht to support the improvement of the Company's information system. And there are investments on office equipment and supplies in the amount of 0.41 million baht, and some of it is an investment to renovate the head office.

For the year 2019, the Company had spent cash flow in investing activities equal to 5.37 million baht, mainly for office building renovations to support future business expansion.

For the year 2020, the Company has spent cash flow in investing activities equal to 3.47 million baht. The main investment is on renovation of the head office and sales office for the Pruek Pirom project.

Cash flows from financing activities

The Company had cash flows from financing activities (spent) for the year 2018, 2019 and 2020 equal to **(5.45)** million baht **(48.59)** million baht and 65.64 million baht, respectively.

For the year 2018, the Company has spent cash flow in financing activities equal to 5.45 million baht. In that year, cash flow is spent to repay loans from financial institutions amounting to 25.62 million baht and paid for finance cost of 9.48 million. In addition, during the year, there is a net cash flow received from short-term borrowing from connected persons of 27.46 million baht to be used as working capital.

For the year 2019, the Company has spent cash flow in financing activities equal to 48.59 million baht, which is a net cash flow spent to repay short-term loans from connected persons of 83.60 million baht, pay off loans from financial institutions of 94.27 million baht, and repay for loans from financial institutions of 94.27 million baht. In addition, during the year, the Company has cash flow received from borrowing through bank overdrafts and short-term borrowing from financial institutions in the amount of 134.69 million baht. It is used to repay short-term loans from connected persons in order to reduce dependence on financial assistance from company directors, and some is used as working capital of the business.

For the year 2020, the Company has spent cash flow in financing activities of 65.64 million baht to repay short-term loans from connected persons totaling 106.53 million baht, to repay long-term loans from institutions totaling of 23.39 million baht, to pay for liabilities under financial lease agreement of 0.98 million baht, and to pay for financial costs of 5.69 million baht. For cash inflow, there is an increase in short-term borrowing from financial institutions amounted to 49.13 million baht to repay short-term loans from connected persons in order to reduce dependence on financial assistance from connected persons. And there is a cash flow from loans from soft loan measures from financial institutions in the amount of 20.12 million baht and cash flow received from the initial public offering (IPO) of 116.39 million baht.

Financial ratios

Financial ratios		Financial statements (audited)		
		Year 2018	Year 2019	Year 2020
Liquidity Ratios				
Liquidity ratio	times	0.50	0.52	0.86
Current ratio	times	0.001	0.09	0.41
Cash flow liquidity ratio	times	0.01	0.23	0.12
Accounts receivable turnover ratio *	times	N / A	N / A	N / A
Average collection period *	day	N / A	N / A	N / A
Inventory turnover ratio	times	0.15	0.39	0.29
Average product sales period	day	1932	927	1231
Trade payable turnover ratio	times	6.00	19.05	17.74
Payment period of trade payable debts	day	60	19	20
Cash Cycle	day	1872	908	1211
Profitability Ratios				
Gross margin	%	60.27%	53.10%	53.63%
Operating profit margin	%	27.41%	38.28%	25.32%
Other margin	%	0.32%	0.27%	0.63%
Cash-to-profit rate	%	25.13%	156.20%	172.78%
Net profit margin	%	14.09%	28.57%	16.11%
Return on Equity	%	3.12%	12.30%	3.58%
Efficiency Ratios				
Return on assets	%	1.31%	5.56%	1.92%
Return on fixed assets	%	1.97%	7.69%	3.01%
Asset turnover	times	0.09	0.19	0.12
Financial policy ratio				
Debt to equity ratio	times	1.37	1.08	0.72
Interest coverage ratio	times	1.19	22.90	7.00
Obligatory coverage ratio (Cash basis)	times	1.96	1.63	-0.19
Dividend payout rate	%	N / A	N / A	N / A

Note: * For real estate business, there is no trade receivable item since the income will be recognized when the control (ownership) of the real estate is transferred to the customer under the contract.

Liquidity and capital adequacy

As of 31st December 2018, 31st December 2019 and as of 31st December 2020, the Company's liquidity ratio is 0.50, 0.52 and 0.86 times, respectively. The Company's liquidity ratio varies according to changes in current assets, and current liabilities. The current assets change mainly from property development costs, with adjustments in accordance with property development and the amount of property sales transfers in each project according to each period. For current liabilities, the main change comes from list of liabilities due within one year, short-term loans from financial institutions, and short-term loans from connected persons. The list of liabilities due within one year changes according to the estimate of the ownership transfer within one year of the immovable properties that are encumbered with the loan agreement of the financial institution for each period.

As of 31st December 2018, the liquidity ratio is at the same level. But at the end of 2019, there is a slight increase in the liquidity ratio. The main reason for the increase is from the decrease in current liabilities because, during the year, the Company has gradually repaid the principal of loans from financial institutions.

As of 31st December 2020, the Company's liquidity ratio has increased. This was mainly due to the increase in current assets as at the end of the year, the Company offers for sale of newly issued common shares to the public (IPO), thus there is an increase in cash and cash equivalents and decrease in current liabilities due to the repayments during the year of short-term loans from connected persons and repayments of long-term loans from financial institutions.

Quick ratio

As of 31st December 2018, 31st December 2019 and as of 31st December 2020, the Company has a quick ratio of 0.001 times, 0.09 times and 0.41 times, respectively. Regarding quick ratio in current assets, it does not include property development costs, which is the main item of current assets. As a result, the Company's quick ratio is relatively low. This is typical of the residential property development business for sale where the process of developing a project until ownership is transferred to customers takes longer than other types of businesses and requires ongoing project development capital. In addition, the Company has relatively high current liabilities resulting from financial dependence on connected persons. However, in the future, the Company plans to reduce its financial dependence with connected persons with a plan to gradually repay such short-term loans, which will result in the Company's quick ratio being improved.

Trade receivable turnover ratio and average debt collection period

For the residential property development business for sale, trade receivables are not recorded due to the fact that the Company will recognize income only after the control (ownership) of the property has been transferred to the customer. Therefore, the Company is unable to calculate for the trade receivable turnover ratio and the average debt collection period.

Inventory turnover ratio and average product sales period

As of 31st December 2018, 31st December 2019 and as of 31st December 2020, the Company has the inventory turnover ratio of 0.15 times, 0.39 times and 0.29 times, respectively, and the average product sales period is 2,475 days, 931 days and 1,231 days. Inventory turnover and average sales times of residential property development businesses for sale are high compared to other industries. This is due to the project development process from the beginning of the project, the transfer of ownership to customers, until the closure of the project takes several years. As a result, the inventory turnover rate and the average sales period of the Company are high when compared to other industries.

As of 31st December 2018, there is an average inventory turnover ratio and sales period at the same level, while as of 31st December 2019, the inventory turnover ratio has increased from 0.15 times to 0.39 times, resulting in a decrease in the remaining product sales period from 2,475 days to 931 days due to the fact that during the previous year, the Company launches the Grand Biz project and begins development of the project until the transfer begins in late 2018 and continues in 2019, in which the revenue from many units of the said project were recognized. And the cost of property in the section of property development cost is transferred to selling cost. As a result, property development cost has decreased from the previous year.

As of 31st December 2020, the inventory turnover ratio is 0.29 times and the average product sales period is 1,231 days, and the inventory turnover ratio has increased from the end of the previous year because the Company starts developing the Pruk Pirom Salaklang project and the project is launched in June 2020. This has resulted in increased property development costs. In addition, during the year 2019, the Company recognizes revenue from project sales higher than that of 2020 from the Grand Biz project transfer.

Trade payable turnover ratio and average payable period

As of 31st December 2018, 31st December 2019 and as of 31st December 2020, the Company has trade payable turnover ratio of 6.00 times, 18.97 times and 17.74 times, respectively, and the average trade payable debt repayment period is 60 days, 19 days and 20 days, respectively.

As of 31st December 2019, there is an increase in trade payable turnover ratio. This is because the Company recognises higher cost of sales from the transfers of ownerships in the period than the previous year, while trade payables decrease from the previous year because the Company has changed the policy to reduce the order of building materials stored in the warehouses. The changes have been applied as building materials will be ordered when needed in the near future. This, therefore, results in the inventory lists (remaining materials) dropping in the same direction. From the above factors, the trade payable ratio has increased.

As of 31st December 2020, the trade payable turnover ratio decreases by 1.23 times due to the fact that in the previous year, the ownership transfer amount of the project is higher than that of the comparable period. As a result, the cost of sales for the previous year is higher in line with the transfer amount, while the trade payable items are at the same level as the previous year. As a result, the trade payable turnover ratio has decreased.

Cash Cycle

As of 31st December 2018, 31st December 2019 and as of 31st December 2020, the Company has a cash cycle of 2,415 days, 912 days and 1,211 days, respectively, with the Company's cash cycle at a high rate compared to other industries. The main factor is the average product sales period that takes a long time due to the fact that the property development business in the type of residential housing for sale has project development processes that last for many years, since the beginning of the project development, the transfer of ownership to customers, until the closure of the project. Also, the average debt collection period, which is a minus, can not be calculated because the property development business for residential property for sale does not record trade accounts receivable. It is a result of the Company's revenue recognition method that will recognize income only after the control (ownership) of the property has been transferred to the customer. However, the Company has received an advance payment from the customer when the customer books and / or contracts for the purchase of the property in the project in the form of a reservation, contract payment and down payment, which are recorded in the deferred income in the statement of financial position, which contributes to the better cash cycle of the Company.

On 31st December 2019, the Company has a reduced cash cycle from 2,415 days to 912 days due to the previous year that the Company launches the Grand Biz project and begins to develop the project until the transfer begins in late 2018 and continues to the year 2019. The Company has recognized revenue from many units of such project and the cost of property recorded in property development cost is transferred into cost of sales. As a result, property development costs decrease from the previous year. As a result, the average sales period decreases while the repayment period of the average trade payable decreases due to the higher cost of sales from the transfers of ownerships of the project for revenue recognition. In addition, the Company has changed its policy to reduce the ordering of building materials stored in the warehouse. The building materials will be ordered when needed in the near future. As a result, the overall cash cycle has decreased significantly.

As of 31st December 2020, the Company had a cash cycle of 1,211 days, increasing from the end of the previous year, since the Company has started to develop the Pruek Pirom Salaklang project and the project is launched in June 2020. Such project is under construction and the ownership transfer commences in December 2020 but has not yet been recognized as sales revenue. As a result, the cost of property development has increased. In addition, during the first six months of 2019, the Company recognized higher revenue from project sales than that of 2020 due to the transfer of Grand Biz project, resulting in an increase in the average product sales period, while the repayment period of trade payable is close to the end of the previous year. As a result, the overall the cash cycle rises from the end of the previous year.

Interest coverage ratio and debt service coverage ratio

For the year 2018, 2019 and 2020, the Company has an interest coverage ratio of 1.19 times, 22.90 times and 7.00 times, respectively, and the debt service coverage ratio is 1.96 times, 1.63 times and (0.19) times, respectively. Interest coverage ratio varies with operating cash flow and financial costs of each period. For the debt service coverage ratio, it varies with operating cash flow and for the Company's obligation for the year 2020, there is an interest coverage ratio of 7.00 times, a decrease compared to the period of 2019 as a result of financial costs from borrowing from connected persons (the parts that do not charge interest), which begins to calculate interest from 1st January 2020, resulting in a decrease in the overall debt service coverage ratio of the Company compared to the year 2019.

For the year 2019, the interest coverage ratio is 22.90 times, which is significantly higher than during the year 2018 due to the fact that during the year 2019, the Company has higher operating cash flow before income tax is than that of 2018 due to revenue from property sales. In addition, during the year, loans from financial institutions are repaid, resulting in lower financial costs.

For the year 2020, the interest coverage ratio is 7.00 times, a decrease compared to the period of 2019 due to the financial costs of borrowing from connected persons (the parts that do not charge interest), which begins to calculate interest from 1st January 2020, resulting in a decrease in the overall debt service coverage ratio of the Company to decrease compared to the year 2019.

Debt to equity ratio

As of 31st December 2018, 31st December 2019 and as of 31st December 2020, the Company has a debt to equity ratio of 1.37 times, 1.08 times and 0.72 times, respectively. The total debt to equity ratio will increase depending mainly on the amount of loans from financial institutions for project developments, and will decrease from the gradual transfers of ownerships and repayment of principal to financial institutions. In addition, the performance results for each period with profits or loss will affect the change in shareholders' equity, which will affect this ratio.

As of 31st December 2019, the Company's debt to equity ratio is 1.08 times, a decrease compared to the same period of the previous year. This is due to a decrease in overall liabilities of 46.77 million baht, mainly due to the reduction in loan repayment from financial institutions, which is due to the gradual transfers of ownerships to customers during the year, while the shareholders' equity increases from the operating results for the year with the net profit amounted to 40.71 million baht, resulting in a significant decrease in the debt to equity ratio.

As of 31st December 2020, the Company's debt to equity ratio is 0.72 times, a decrease compared to the end of the previous year due to the decrease in overall debt by 32.00 million baht due to the reduction of principal repayment from connected persons, while shareholders' equity

increases from the initial public offering (IPO) and the operating results for the year, with net profit amounted to 14.93 million baht, resulting in the debt to equity ratio declining compared to the previous year.

5. General and Other Important Information

Name of the Company	DHouse Pattana Public Company Limited
Symbol	DHOUSE
Business type	Property Development
Registration number	0107563000045
Capital	420,000,000 THB (four hundred twenty million baht)
Issued and paid-up share capital	420,000,000 THB (four hundred twenty million baht)
Quantity of common stocks	840,000,000 stocks
Par value per stock	0.50 THB (Fifty satang)
Information of branch company	-none-
Head office address	House no. 99, Sarakham-Wapeepathum Rd., Talard subdistrict, Mueang Maha Sarakham district, MahaSarakhm province
Tel.	043-722-000
Fax.	043-722-272
Website	dhousepattana.com
E-Mail	info@dhousepattana.com

“Investors can access to more information of companies issuing equities from companies’ annual information form (form 56-1 One Report) on www.sec.or.th or on the Company’s website: www.dhousepattana.com”

Auditor	<p>: Siam Truth Audit Company Limited</p> <p>338 Preecha Complex A Building, 8th Floor, Ratchadaphisek Road Samsennok Subdistrict, Huai Khwang District, Bangkok 10310</p> <p>Phone: 02-275-9599</p>
Internal control system auditor	<p>: Honor Audit and Advisory Company Limited 518/5 Maneeya Center Building, 8th Floor, Ploenchit Road, Lumpini Subdistrict, Pathumwan District, Bangkok 10330</p> <p>Phone: 02-684-1299 Fax: 02-652-0791</p>
Legal Advisor	<p>: Vudthisan Co., Ltd.</p> <p>1783/82 Soi Ladprao 35/1 Ladprao Road, Samsennok Subdistrict, Huai Khwang District, Bangkok 10310</p> <p>Phone: 081 618 2458</p>
Financial Advisor	<p>: Asset Pro Management Company Limited</p> <p>999/9 The Offices at Central World, 10th Floor, Room 1011-1012, Rama 1 Road, Pathumwan, Pathumwan, Bangkok 10330</p> <p>Phone: 02 264 5678</p> <p>Fax: 02 264 5679</p>
Securities Registrar for Common Shares	<p>: Thailand Securities Depository Company Limited</p> <p>The Stock Exchange of Thailand Building</p> <p>93 Ratchadaphisek Road, Dindaeng Subdistrict, Dindaeng District, Bangkok 10400</p> <p>Phone: 02 009 9999 Fax: 02 009 9991</p>

5.2 Other Important Information

- None -

5.3 Legal Disputes

As of December 31, 2020, the Company has no legal disputes as follows:

- 1) Cases that may adversely affect the assets of the Company that are higher than 5% of the Company's shareholders' equity;
- 2) Cases that significantly affect the business operations of the Company but cannot be assessed the impact in numbers;
- 3) Cases that do not arise from normal business operations of the Company

5.4 Secondary Market

As of December 31, 2020, the Company has no securities in the stock exchange of other countries.

Part 2 Good Governance

6. Corporate Governance Policy

6.1 Overview of policies and practices of corporate governance

The Company pays attention to the good corporate governance principles. Good corporate governance will increase the competitiveness of the Company, result in sustainable business growth, and create maximum benefits to shareholders, employees and all related parties. The Board of Directors has established a policy to support good corporate governance based on the Corporate Governance Code for Listed Companies 2017 as a guideline for organizational management. This is to ensure that any of the Company's operation is fairly conducted, and take into account the best interests of shareholders and all stakeholders. The principles of corporate governance of the Company cover the following 8 principles of practice:

- 1) Realize the roles and responsibilities of the Board of Directors as leaders who create sustainable value for the business.
- 2) Set objectives and the main goals of the business for sustainability.
- 3) Strengthen effective committees
- 4) Recruiting and developing top executives and personnel management
- 5) Promote innovation and conduct business with responsibility
- 6) Ensuring that there is a risk management system and appropriate internal control
- 7) Maintain financial credibility and disclosure
- 8) Support participation and communication with shareholders

From the above principles to guide the management of the organization, it gives confidence that any action of the Company is fair and takes into account the best interests of shareholders and all stakeholders. The Board of Directors has established a code of practice with the details as follows:

Principle 1: Recognize the roles and responsibilities of the Board of Directors as the corporate leader that creates sustainable value for the Company:

1.1. The Board understands its role and recognizes the responsibility as a leader who must oversee the organization's good management, which covers

- (1) Setting objectives and goals
- (2) Formulation of strategy, operating policy, as well as allocation of important resources to achieve objectives and goals.
- (3) Monitoring, evaluation and overseeing the reporting of operation results

1.2. To create sustainable value for business, the Board will supervise the business operation that leads to good Governance Outcomes at least as follows:

- (1) Have competitiveness and a good performance with regard to long-term impacts
- (2) Conduct business ethically, respect rights of and be responsible for shareholders and stakeholders
- (3) benefit society and develop or reduce negative impact on the environment
- (4) Be able to adapt under changing factors.

The Board of Directors has adhered to the principles of sustainable value creation in the form of policies to guide management, which lead to implementation of all directors, executives and employees with the following principles:

1.2.1 The Board of directors will behave as an example as an organization leader, by adhering to the principles of good corporate governance to drive the organization towards long-term sustainability

1.2.2 The Board must take into account the ethical business operation, including the impact on society and the environment in addition to the performance

1.2.3 The Board must provide a charter, the policy for directors, executives and employees to communicate with practitioners as written principles and guidelines for the conduct of their operations.

In addition, the Board of Directors has to communicate with practitioners such as directors, executives and employees, ensuring that there are sufficient mechanisms to facilitate action, follow up the performance, and regularly review policies and practices.

1.3. The Board is responsible for ensuring that all directors and executives perform their duties with duty of care, and duty of loyalty, and ensure that the operations are in accordance with the law, company regulations, and the resolution of the shareholders' meeting, including compliance with the established policies, the process of approving operations in accordance with the authority manual of the Company, investment, conduct of business that has a significant impact on the Company, transaction with a connected persons, acquisition / disposal of assets, and dividend payment. However, it must comply with the law.

1.4. The Board understands the scope of duties and responsibilities of the committee and set the scope of assignment of duties and responsibilities to the Chief Executive Officer and the management clearly, as well as monitoring and supervising the Chief Executive Officer to perform duties as assigned.

1.4.1 The Board will prepare a Board Charter stating the duties and responsibilities of all committees, and review the charter at least once a year, including reviewing the division of roles and duties of the Board, Chief Executive Officer, and the management regularly to comply with the direction of the organization;

1.4.2 The Board must understand its scope of duties, and delegate management authority to the management through the preparation of the Chief Executive Officer Charter in writing. However, such assignment does not relieve

the Board of Directors' duties and responsibilities. However, the Board of Directors has to monitor the management to perform the duties assigned. The scope of duties of the Board, Chief Executive Officer, and the management is divided according to their responsibilities as follows:

Matters that the Board will take care to ensure proper actions:

- (1) Determination of objectives and business goals
- (2) Creation of a corporate culture that adheres to ethics, including behaving as models
- (3) Supervision of proper structure and implementation of the Board for the achievement of objectives and the Company's goals to conduct business efficiently
- (4) Setting a compensation structure that motivates personnel to work in line with the objectives and company goals.

Matters that the Board of Directors works with the management to take appropriate action:

- (1) Setting and reviewing annual strategies, goals, and work plans
- (2) Overseeing the adequacy of the risk management system and internal control
- (3) Establishing a manual of authority that is appropriate to the management's responsibilities.
- (4) setting a resource allocation framework, development and budget, such as policies, personnel management plans, and information technology policy
- (5) Monitoring and evaluation of operations
- (6) Ensuring the reliability of the disclosure of financial and non-financial information

Matters that the Directors should not act on:

- (1) Management in accordance with strategies, policies, plans approved by the Board, which are the duties and responsibilities of the Chief Executive Officer and the management in making decisions, such as procurement, recruitment of personnel to work, etc. The committee should monitor and supervise the results without interfering with decision-making unless there is a need
- (2) Matters that have prohibitions such as approving transactions that have conflict of interest with the directors.

Principle 2: Define the business objectives and main goals for sustainability:

2.1 The Board of Directors will set or supervise the objectives and the Company's goals to adhere to sustainability, with condition that they are consistent with creating value for businesses, customers, stakeholders, and the society as a whole

2.1.1 The Board is responsible for ensuring that the business has clear and appropriate objectives and goals, which can be used as the main idea in business model defining, and communicate to everyone in the organization to move in the same direction. This may be made into a shared vision and values of the organization, or objectives and principles based on the principles of

(1) Objectives of the establishment of the Company

(2) Response to target customers

(3) Profitability or competitiveness by creating value for companies and customers

(4) Long-term existence of the Company under both opportunity and risk factors affecting the Company and stakeholders

2.1.2 In achieving company objectives goals, the Board will determine a business model that can create value for the business, stakeholders, and society as a whole, considering

(1) Environment and changes in various factors, including the proper use of innovation and technology

(2) The needs of customers and stakeholders

(3) Business competence, expertise and competitiveness

2.1.3 Corporate values reflect the characteristics of good corporate governance, such as accountability, integrity, transparency, due consideration of social and environmental responsibilities), etc.

2.1.4 The Board will promote communication and strengthen the purpose and the goals of the Company to be reflected in the decisions and operations of the personnel at all levels until it becomes an organizational culture.

2.2 The Board will ensure that the objectives, goals and strategies in the medium term and / or the annual plan of the Company consistent with the achievement of the objectives and company goals with innovation and technology being used appropriately and safely

2.2.1 The Board shall supervise the formulation of annual strategies and work plans in accordance with the objectives and goals of the Company, taking into account the Company's surrounding factors, as well as acceptable opportunities and risks. It shall encourage or review objectives, goals, and strategies for medium term of 3-5 years to ensure that annual strategies and plans take into account the longer term effects, and can be reasonably anticipated

2.2.2 In formulating annual strategies and work plans, the Board will ensure to analyze the environment, various factors and risks that may affect stakeholders involved throughout the value chain including various factors that may affect the achievement of company objectives and goals. There should be a mechanism to truly understand the needs of stakeholders with the following principles

(1) Clear methods, processes, participation channels or communication channels between stakeholders and the Company, to ensure that the business can, as accurately as possible, access and receive information on issues or the needs of each stakeholder group

(2) Identify the relevant stakeholders of the Company, both inside and outside, including individuals, groups of individuals, organizations, such as employees, shareholders, customers, business partners, communities, society, environment, government agencies, and regulators, etc.

(3) State stakeholders' issues and expectations. to be analyzed and classified according to their importance and impacts on both the Company and the stakeholders. This is to select important matters that will create value with stakeholders to implement for good result.

2.2.3 For strategy formulation, the Board will oversee the promotion of innovation, and application of innovation and technology to build competitiveness, responding to the needs of stakeholders while remaining on the basis of social and environmental responsibility.

2.2.4 The specified goals should be suitable for the business environment and the Company's potential. The Board will set goals that are both monetary and non-monetary. Also, it is aware of the risks of setting goals that could lead to illegal behavior, or unethical conduct

2.2.5 The Board ensures that objectives and goals are passed on through strategies and plans throughout the organization.

2.2.6 The Board shall supervise the appropriate allocation of resources and operational controls and monitor the implementation of the annual strategy and work plan. It may appoint persons responsible for supervising and monitoring the performance.

Principle 3: Strengthen Effective Board

3.1. The Board is responsible for defining and reviewing the Board structure in terms of size, composition, proportion of independent directors that are appropriate and necessary to lead the organization to objectives and the goals of the Company

3.1.1 The Board shall oversee that the Board consists of members with various qualifications in terms of skills, experience, abilities and specific characteristics, as well as gender and age, needed to achieve the company objectives and goals, by preparing a table of elements of the directors' knowledge (skill matrix) to ensure that it gets a qualified overall Board able to understand and meet the needs of stakeholders. In addition, at least one non-executive director must have experience in the business, or the main industry in which the Company operates

3.1.2 The Board will consider an appropriate number of directors, able to perform their duties efficiently, with the number of directors not less than 5 and not more than 12, depending on the size and category, and business complexity

3.1.3 The Board of Directors has a proportion between the executive directors and non-executive directors that reflects the appropriate balance of power as follows:

(1) Most directors should be non-executive directors who are able to freely express opinions on the operation of the management.

(2) Directors must have the number and qualifications of independent directors in accordance with the rules of the Office of the Securities and Exchange Commission, and the Stock Exchange of Thailand. The Company also ensures that the independent directors can work efficiently with all members of the Board and can express their opinions independently.

3.1.4 The Board shall disclose a policy for determining the composition of diverse members, and directors' information such as age, gender, education background, experience, shareholding percentage, years of being directors, and the holding of director positions in other listed companies in the annual report and on the Company's website

3.2. The Board of Directors will elect a suitable person to be the Chairman of the Board and ensure that the composition and operation of the Board of Directors facilitates the exercise of independent judgment.

3.2.1 The Chairman of the Board is an independent director.

3.2.2 The President and Chief Executive Officer have different responsibilities. The Board will determine the powers and duties of the Chairman of the Board and the Chief Executive Officer to be clear, so that no one has unlimited power, including separating the person holding the position of the Chairman of the Board from the person holding the position of the Chief Executive Officer

3.2.3 The Chairman of the Board plays a leader role of the Board. The duties of the Chairman of the Board are covered in the following matters:

(1) To supervise, monitor and ensure that performance of the Board is efficient and achieves company objectives and goals

(2) To supervise to ensure that all directors take part in fostering an ethical corporate culture and good corporate governance

(3) Set the agenda for the Board meetings in consultation with the Chief Executive Officer and have measures to supervise that important matters are included in the agenda

(4) Allocate sufficient time for the management to make a proposal and for the directors to discuss important issues thoroughly. Encourage directors to exercise prudent discretion and to give opinions freely

(5) Strengthen the relationship between executive directors and non-executive directors, and between the Board and the management

3.2.4 In the event that the Chairman of the Board and the Chief Executive Officer are not clearly separated, for example, the Chairman of the Board and the Chief Executive Officer are the same person, The Chairman of the Board is not an independent director, The Chairman of the Board and Chief Executive Officer are people of the same family, or the Chairman of the Board is a member of the executive committee, working group, or is assigned to have administrative responsibilities, etc., the Board will promote a balance of power between B and the management from

(1) Board composition consisting of more than half of the independent directors

(2) Appointing an independent director to consider the agenda of the board meeting

3.2.5 The Board of Directors will set a policy for independent directors to hold positions for a continuous period of not more than 9 years from the date of first appointment as independent director. In the event that an independent director is to be appointed to continue the position, the Board will reasonably consider such necessity.

3.2.6 So that important matters are considered in more detail, the Board of Directors will consider appointing sub-committees, number of meetings and number of times that each director attended the meeting in the past year, and report on the performance of every sub-committees.

3.2.7 The Board shall ensure that the roles and duties of the Board, sub-committees, number of meetings, number of times each director attended the meeting in the past year, are disclosed and reports on the performance of every sub-committees.

3.3. The Board of Directors will supervise the recruitment and selection of directors, to ensure that there is a transparent and clear process for obtaining a qualified committee with the required elements.

3.3.1 The Board of Directors will establish a Nomination and Remuneration Committee of which most of the members and the chairman should be independent directors.

3.3.2 The Nomination and Remuneration Committee will hold a meeting to consider the criteria and methods for recruiting persons to qualify for the Board of Directors with the appropriate composition, knowledge and expertise, including considering the history of such persons and proposing opinions to the Board of Directors Before presenting to the shareholders' meeting to appoint directors. In addition, shareholders will be provided with sufficient information about the persons nominated for decision-making.

3.3.3 Nomination and Remuneration Committee will review the criteria and methods for nominating directors to make recommendations to the Board of Directors prior to the selection of directors who are due to complete their term. And in case the Nominating Committee nominates the former director, it should take into account the performance of the said director.

3.3.4 In the event that the Board of Directors has appointed any person to be an advisor to the Nomination and Remuneration Committee, information of that advisor will be disclosed in the annual report, including his/her independence or the fact that he/she has no conflict of interest.

3.4. In proposing the remuneration to the shareholders for approval, the Board of Directors will consider the structure and remuneration to be suitable for their responsibilities, and motivate the Board to lead the organization to achieve both short-term and long-term goals

3.4.1 The Board of Directors will establish a Nomination and Remuneration Committee, of which most of the members and the chairman are independent directors, to consider the policies and criteria for determining remuneration.

3.4.2 Directors' remuneration is consistent with the Company's strategy and long-term plan, their experience, duties, accountabilities and responsibilities, including the benefits expected to receive from each director. Directors who are assigned additional duties and responsibilities, such as members of a sub-committee, should also receive appropriate additional compensation. This is in a comparable manner at the level practiced from the same industry.

3.4.3 Shareholders are required to approve the structure and directors' remuneration, both in forms of monetary and non-monetary. The Board of Directors will consider each type of compensation to be appropriate, both fixed-rate compensation such as remuneration, meeting allowance, etc. and performance-based compensation of the Company such as bonus, pension etc. They are linked to the value that the Company generates for shareholders, but shouldn't be so high that the Company only focus on short-term results.

3.4.4 The Board will disclose policies and criteria for determining director remuneration that reflect the duties and responsibilities of each person, including styles and the amount of compensation. The amount of compensation disclosed will include the remuneration received by each director as a director of the subsidiary company.

3.4.5 In the event that the Board has appointed any person to be an advisor to the Nomination and Remuneration Committee, information of that advisor will be disclosed in the annual report, including his/her independence or the fact that he/she has no conflict of interest.

3.5. The Board will ensure that all directors are responsible for performing their duties and allocate adequate time for them to do so.

3.5.1 The Board shall ensure that there is a mechanism to support directors to understand their roles and duties.

3.5.2 The Board will determine the criteria for the directors in holding positions in other companies by considering the performance of directors who hold positions in many companies, to ensure that directors can devote sufficient time to perform their duties in the Company. It will determine the number of listed companies each director will hold a position to suit the nature or business condition of the Company, but in total not more than 5 listed companies. This is because the efficiency of their duties as a director may decrease if the number of companies that the director holds positions is too high. In addition, the Company has arranged to disclose the above rules.

3.5.3 The Board will establish a system for reporting other positions of the directors and disclose this information.

3.5.4 In case a director holds a position of director or executive, or have a direct or indirect interest in other businesses that have a conflict or can use the opportunity or company information to their advantage, the Board of Directors must ensure that the Company has adequate safeguards and informs the shareholders to acknowledge this.

3.5.5 Each director will attend not less than 75% of the total number of board meetings held in the year.

3.6. The Board of Directors shall ensure that there is a framework and mechanism to govern the policies and operations of subsidiaries and other businesses in which the Company has significantly invested. At the level appropriate for each business Including subsidiaries and other businesses that the Company invested has the same understanding as well.

3.6.1 The Board of Directors will consider and determine the supervision policies for subsidiary companies, including

(1) Degree of appointment of persons to be directors, executives or controlling persons of a subsidiary company, provided in writing. In general, this should be appointed by the Board of Directors, unless such company is a small company that is operating arms of the business, the Board may assign the Chief Executive Officer to appoint it.

(2) Determine the scope of duties and responsibilities of the person representing the Company according to item (1) and have the representative of the Company take care of the implementation of the subsidiary's policy, and in the event that a subsidiary has joint ventures, the Board should establish a policy for the representative to do the best for the benefit of the subsidiary and in accordance with the parent company's policy

(3) Ensure sufficiently appropriate and concise internal control system of the subsidiary and that all its transactions is legal and in accordance with related regulations

(4) Disclosure of financial position and performance of transactions with connected persons, acquisition or disposition of assets, other important transactions, capital increase, capital decrease, dissolution of subsidiaries, etc.

3.6.2 If it is a significant investment in other businesses, for example, the investment having a stake of 20% but not more than 50% of the investment amount or requiring additional investment that is significant to the Company, if necessary, the Board will ensure that shareholder's agreement or any other agreement is made to provide clarity on the administrative power and involvement in making important decisions, and performance tracking, to be able to be used as information in the preparation of financial statements of the Company according to standards and deadlines.

3.7. The Board will arrange for an annual performance evaluation of the Board, sub-committees, and individual directors. The assessment results will also be used for further development of the duties.

3.7.1 The Board and sub-committees will evaluate their performance at least once a year in order for the them to jointly consider the performance and problems for further improvement, by stipulating the norms that will be used to compare with the performance.

3.7.2 In evaluating the performance, the Board assesses both on a faculty and individual basis by means of self-evaluation and cross evaluation, as well as discloses the criteria, process and overall assessment results in the annual report.

3.7.3 The Board may consider arranging an external consultant to assist in the formulation of guidelines, and recommend issues for evaluating the performance of the Board at least every three years and disclose such actions in the annual report.

3.7.4 The Board's assessment results will be used to determine the suitability of the Board composition.

3.8. The Board of Directors shall supervise the Board and each director to have knowledge and understanding about the roles, duties, nature of business operations, and laws relating to business operation, as well as encouraging all directors to acquire skills and knowledge for their performance of duties on a regular basis.

3.8.1 The Board shall ensure that persons appointed as new directors will be suggested and acquire useful information on the performance of their duties. This includes an understanding of corporate objectives, goals, and values, as well as the nature of the business and business practices of the Company.

3.8.2 The Board will ensure that the directors are continually trained and develop the necessary knowledge

3.8.3 The Board has an understanding of laws, rules, standards, risks and environment related to the business operation, including receiving updated information on a regular basis.

3.8.4 The Board will disclose information on the ongoing training and knowledge development of the Board members in the annual report.

3.9. The Board will ensure that the operations of the Board are in order and have access to necessary information, and that there are a company secretary with the necessary knowledge and experience, and is appropriate to support the operation of the Board.

3.9.1 The Board will organize meetings and set agenda of the board meeting in advance, so that directors can arrange their time and attend the meetings.

3.9.2 The number of board meetings will be considered to suit to the duties and responsibilities of the Board of Directors, including the nature of the business of the Company. The meetings are held at least 6 times per year. In case the Board does not hold a meeting every month, it will require the management to report the performance to the Board in the months that the meetings are not held, so that the Board can supervise and control the operation of the management team continuously and promptly.

3.9.3 The Board shall ensure that there is a mechanism for each Board member and the management to be free to propose matters that are beneficial to the Company on the agenda of the meeting.

3.9.4 Meeting documents Will be delivered to the directors at least 7 days in advance of the meeting date.

3.9.5 Meeting documents will be delivered to the directors at least 7 days in advance of the meeting date

3.9.6 The Board will encourage the Chief Executive Officer to invite top executives to attend the board meeting to directly provide more detailed information as it relates to the agenda and to have opportunities to get to know the top executives for the consideration of future succession plans.

3.9.7 The Board can access to additional necessary information from the Chief Executive Officer, company secretary or other executives who have been assigned, within the scope of the policy set and, if necessary, the Board may acquire independent opinions from external advisors or professionals, which is considered as expenses of the Company.

3.9.8 The Board has a policy for non-executive directors to hold meetings among themselves as necessary to discuss various issues on handling of interest without the management, and to inform the Chief Executive Officer of the said meetings.

3.9.9 The Board will determine the appropriate qualifications and experience of the company secretary to perform the duty of giving advice on legal and regulatory matters that the Board must know, oversee the management of board meeting documents, important documents, and the Board's activities, including to coordinate the implementation of the board resolutions. In addition, the Board of Directors will disclose the qualifications and experiences of the company secretary in the annual report and on the Company's website.

3.9.10 The company secretary will receive training and develop knowledge on an ongoing basis that will benefit the performance of duties. In the event that there is a Certified Program, the company secretary will be trained for the said course.

Principle 4: Recruitment and Development of Top Executives and Personnel Management

4.1. The Board will ensure that the Chief Executive Officer and senior executives are nominated and developed to have the knowledge, skills, experience and characteristics necessary to drive the organization towards its goals.

4.1.1 The Board will consider, or assigned to the Nomination and Remuneration Committee to consider the criteria and methods for recruiting qualified persons to hold the position of Chief Executive Officer.

4.1.2 The Board will monitor and supervise the Chief Executive Officer to ensure that there is an appropriate senior executive management. At least, the Board or the Nomination and Remuneration Committee should, together with the Chief Executive Officer, consider the criteria and methods for recruiting and appointing people and agreeing to the persons whom the Chief Executive Officer proposes to be the top executives.

4.1.3 To ensure business continuity, the Board will oversee a succession plan in order to prepare for the succession of the Chief Executive Officer and senior executives. And the Chief Executive Officer shall

report the performance according to the succession plan to the Board for acknowledgment periodically, at least once a year.

4.1.4 The Board will promote and support the Chief Executive Officer and senior executives to be trained and developed to increase knowledge and experience that is beneficial to the operation.

4.1.5 The Board will clearly determine policies and procedures for holding positions of directors at other companies of the Chief Executive Officer and senior executives, both in types of director positions and number of companies that they can serve in position.

4.2. The Board will oversee an appropriate regulation of compensation and evaluation structure.

4.2.1 The Board will set up an incentive structure for the Chief Executive Officer, senior executives and other personnel in all levels of work in accordance with the company objectives and goals, and in consistency with the long-term interests of the business. This includes:

(1) To consider the appropriateness of the salary remuneration proportion, short-term results such as bonuses and long-term results such as Employee Stock Ownership Plan (ESOP).

(2) To formulate a policy on remuneration by taking into account factors such as higher or equal compensation level to approximately industry level, and business performance

(3) To formulate policies on evaluation criteria and communicate them

4.2.2 The Board, excluding executive directors, has a role in remuneration and performance evaluation for Chief Executive Officer In the following areas:

(1) Approve the evaluation criteria for Chief Executive Officer with evaluation criteria. Motivate the Chief Executive Officer to operate the Company to meet the objectives, goals, strategies and in line with the long-term interests of the Company, by notifying the Chief Executive Officer about the criteria for evaluation in advance.

(2) Evaluate the performance of the Chief Executive Officer annually, or may assign the Nomination and Remuneration Committee to assess him/her and have the Chairman of the Board or Senior Directors communicate the results of the assessment, including development issues for the Chief Executive Officer to acknowledge.

(3) Approve the annual compensation of the Chief Executive Officer, and conduct the performance evaluation of the Chief Executive Officer, including other relevant factors.

4.2.3 The Board will approve the criteria and factors for performance evaluation, as well as approve the compensation structure of the senior executives and follow up for the Chief Executive Officer to evaluate the top executives in accordance with the said assessment principles

4.2.4 The Board shall oversee the formulation of criteria and factors for performance evaluation of the entire organization.

4.3. The Board of Directors understands the structure and relationship of shareholders that may affect the management and operation of the Company.

4.3.1 The Board understands the structure and relationship of shareholders which could take the form of an agreement within the family affairs, whether in writing or not, shareholder agreement or the policies of the parent company group. This affects the power to control the management of the Company.

4.3.2 The Board will ensure that the agreement as specified in 4.3.1 is not an obstacle to the Board's performance, such as having a suitable person to succeed the position.

4.3.3 The Board will ensure that information is disclosed according to various agreements that affect the control of the Company.

4.4. The Board will monitor the management and development of personnel to ensure appropriate amount of knowledge, skills, experience and motivation.

4.4.1 The Board shall oversee the human resource management to be in line with the direction and strategy of the Company, and that employees at all levels are knowledgeable, possess appropriate level of ability and motivation, and are treated fairly to retain the organization's talented personnel.

4.4.2 The Board will oversee the establishment of a provident fund or other mechanism to ensure that employees have sufficient savings to support retirement, as well as supporting employees to have knowledge and understanding of money management, and to choose an investment policy that corresponds to their age ranges, risk level, or ensure that there is a life path investment policy.

Principle 5: Promote Innovation and Responsible Business Operation

5.1. The Board of Directors will focus on and support innovation that brings value to the business, while creating benefits for customers or related parties, and have social and environmental responsibility. It aims not to cause any inappropriate behavior.

5.1.1 The Board will pay more attention to the creation of an organizational culture that promotes innovation, and ensure that the management takes part in the strategy review, and development planning, and follows up the performance.

5.1.2 The Board will promote innovation to add value to the business according to the constantly changing environment. It covers business models, ways of thinking, perspective design and development of real estate models, improvement of construction processes and work processes, including cooperation with the Company's partners.

5.2. The Board of Directors monitors the management to conduct business in a responsible manners to society and environment and reflect it in the operational plan to ensure that all parties of the Company have acted in accordance with the objectives, main goals and strategic plans of the Company.

5.2.1 The Board shall oversee a mechanism to ensure that the Company conducts business ethically, has social and environmental responsibility, does not violate the rights of stakeholders, to guide all parts of

the Company to achieve the main sustainable goals. The Company may formulate policies or guidelines which covers the following matters:

(1) Responsibilities to employees and workers

To act in accordance with the relevant laws and standards and treat employees and employees fairly, respect human rights, including offering fair compensation and benefits, welfare that is not less than those that the law has stipulated or more as appropriate, to take care of health and safety in work environment, offer trainings to educate, develop potential and promote progress. It also provides opportunities for employees to develop their working skills in other areas.

(2) Responsibility to customers

To comply with relevant laws and standards, to take into account health, safety, fairness, customer data retention, after-sales service throughout the warranty period after sales, to monitor and measure customer satisfaction results for organizational improvement, including advertising, public relations and sales promotion (Sales Conduct). All must be done responsibly and without causing misunderstanding or taking advantage of the misunderstanding of customers.

(3) Responsibility to business partners

To have a fair procurement process and terms of contracts or agreements, to give knowledge, develop potential, and raise the level of production and management to meet the standard, to clarify and supervise trade partners to respect human rights, treat labor fairly, and be responsible for society and environment. In addition, the Company will have a process for reviewing and evaluating business partners to develop sustainable business operations.

(4) Responsibility towards the community

To bring knowledge and business experience to develop projects that can promote tangible benefits to the community, to track and measure long-term success progress

(5) Environmental responsibility

To prevent, reduce, manage and ensure that the Company does not create or cause any negative impact on the environment, which covers the use of raw materials, energy, water, renewable resource, to take care for and restore biodiversity affected by business operations, to release and manage waste arising from doing business, and Greenhouse gas emissions, etc.

(6) Fair competition

To operate business in a transparent manner and not to create unfair competitive advantages.

(7) Anti-Corruption

To comply with all applicable laws and standards, to determine the Company to have and publicly announce the anti-corruption policy. This may be exercised by joining as a member of networks in the fight against corruption, including supporting other companies and business partners to have an anti-corruption policy as well as joining the network.

5.3. The Board will monitor the management to allocate and manage resources to be efficient and effective, taking into account the impact and development of resources throughout the value chain in order to achieve sustainable objectives and main goals. Resources can be categorized into six categories: finance, production, wisdom, personnel, society and relationships, and nature.

5.3.1 The Board recognizes the need for resources to be used, as well as realizing that the use of each resource affects each other.

5.3.2 The Board is aware that different business models have different effects on resources. Therefore, in deciding on a business model, the impact and cost-effectiveness should be considered, while still being on the basis of ethical conduct, responsibility, and to create sustainable business value.

5.3.3 The Board will ensure that, in achieving objectives and the main goals of the business, the management has reviewed, developed and supervised the efficient and effective use of resources by keeping in mind the changes of internal and external factors.

5.4. The Board provides a framework for corporate governance and management of information technology that correspond to the needs of the business, including ensuring that information technology is used to increase business opportunities and improve business operations, and that there is risk management, so that the business can achieve its main objectives and goals, with the governance and information technology management frameworks as follows:

(1) The business has complied with laws, regulations, and standards related to the use of information technology

(2) The business has an information security system for confidentiality, maintenance of integrity and data availability, as well as to prevent any misuse of information or unauthorized alteration of information.

(3) The business has considered information technology risks and provides measures to manage such risks in various areas, such as business continuity management, incident management that affects the security of information systems, asset management, etc.

(4) The business has considered the allocation and management of information technology resources. There are criteria and factors for determining the priorities of the information technology program, such as suitability and alignment with the strategic plan, impact on business operations, urgency of use, budget and human resources in information technology, and consistency with business model, etc.

5.4.1 The Board will establish a policy on the allocation and management of information technology resources, which covers the allocation of sufficient resources for business operations and establishment of guidelines to accommodate in the event that the resources cannot be allocated enough as specified.

5.4.2 The Board shall supervise or assign the Risk Management Committee to supervise the Company's risk management, including information technology risk management.

5.4.3 The Board will stipulate a policy and measure on the security of the information system.

Principle 6: Ensure That There Is An Appropriate Risk Management and Internal Control System

6.1. The Board shall ensure that the Company has a risk management system and internal control to achieve its objectives effectively, and practice in accordance with relevant laws and standards.

6.1.1 The Board understands the major risks of the business and approves all acceptable risks.

6.1.2 The Board will consider and approve risk management policies that are aligned with the business' main objectives, goals, strategies and acceptable risks, as a framework for the risk management process for everyone in the organization to be in the same direction. The Board will pay attention to early warning signs and ensure that the risk management policy is reviewed at least 1 time per year.

6.1.3 The Board ensures that the Company identifies risks by considering factors both inside and outside the organization that may cause the Company to fail to achieve the specified objectives. This can be divided into all 4 sides as follows:

- (1) Strategic risk
- (2) Operational risk
- (3) Financial risk
- (4) Compliance risk

6.1.4 The Board will ensure that the Company assesses the impact and likelihood of the identified risks in order to prioritize the risks, and has appropriate risk management methods such as taking risks, treating or controlling risk, terminating risk, and transferring risk.

6.1.5 The Board can assign the Risk Management Committee or the Audit Committee to consider article 6.1.1 - 6.1.4 before proposing to the Board for consideration as they find appropriate for the business.

6.1.6 The Board will regularly monitor and evaluate the effectiveness of risk management.

6.1.7 The Board is responsible for ensuring that the business operates in accordance with the law, and related standards, both domestically and internationally.

6.1.8 In case the Company has a subsidiary or other businesses in which the Company has significantly invested (having 20% but not more than 50% of the voting rights), the Board of Directors will take the results of the assessment of the internal control system and the risk management as part of the consideration under article 6.1.1 - 6.1.7, too.

6.2. The Board must establish an Audit Committee capable of performing duties effectively and being independent.

6.2.1 The Board must arrange an Audit Committee consisting of at least 3 members, all of whom must be independent directors and have qualifications and duties in accordance with the regulations of the Securities and Exchange Commission and the Stock Exchange of Thailand.

6.2.2 The Board has established the duties of the Audit Committee in writing with the following functions:

(1) To review the financial reports to ensure that they are accurate and reliable, including adequate disclosure of information by coordinating with the external auditors and the management responsible for preparing quarterly and annual reports and reviewing the Company's financial reports to be accurate and adequately disclosed.

(2) To review to ensure that the Company has internal control systems and internal audit systems that are appropriate and efficient, to consider the independence of the internal audit department as well as to approve the appointment, transfer and termination of the head of the internal audit unit, and may suggest a review or audit of any items that are deemed necessary; to make recommendations on the important and necessary improvement of the internal control system to the Board of Directors by reviewing them together with external auditors.

(3) To ensure that the operations of the Company are in accordance with the laws, regulations, procedures, laws on securities and exchange, SET's regulations, and the Company's announcement or regulations;

(4) To review that the Company has a good internal audit system, to consider the adequacy of the budget, personnel and the independence of the internal audit unit;

(5) To consider and review the performance report of the internal audit unit and approve the annual internal audit plan;

(6) To propose recommendations to the Board of Directors in considering appointment, transfer, promotion and assess the performance of the head of the internal audit unit;

(7) To consider the disclosure of the Company's information in the event of a connected transaction or a transaction that may lead to conflicts of interest to make it accurate and complete according to the regulations of SET and related regulations;

(8) To select, propose to appoint an independent person to act as the auditor, including proposing the remuneration of the Company's auditors to the Board of Directors as well as to attend a meeting with the auditor without the management in the meeting at least once a year;

(9) To ensure that the Company has an appropriate and efficient risk management system;

(10) To report on the performance of the Audit Committee to the Board of Directors for acknowledgment at least 4 times a year;

(11) To evaluate the internal audit performance of the Audit Committee at least once a financial year to the Board of Directors for acknowledgment.

(12) To prepare the Audit Committee's reports and with at least the following information:

(12.1) Opinion on accuracy, completeness and reliability of the Company's financial reports;

(12.2) Opinions on the adequacy of the Company's internal control system;

(12.3) Opinions on the compliance with the law on securities and exchange, the regulations of the Stock Exchange of Thailand, or laws relating to the Company's business;

12.4) Opinion on the suitability of the auditor;

(12.5) Opinion on the connected transaction or items that may have conflicts of interest;

(12.6) Number of Audit Committee meetings and the attendance of each member in audit committee in the meetings;

(12.7) Comments or overall remarks received by the Audit Committee from the performance of duties under the charter;

(12.8) Other items that the shareholders and investors should acknowledge under the scope and responsibilities assigned by the Board of Directors.

(13) To participate in the review of the appointment, dismissal, and evaluation of the staff of the internal audit department;

(14) In the performance of duties, the Audit Committee has the power to invite the management, executives, or employees of related companies to give comments, attend meetings or send documents that are relevant or necessary;

(15) The Board must conduct self-assessment and assess overall performance;

6.2.3 The Board of Directors will ensure that the Company has a mechanism or tools to enable the Audit Committee to access information necessary for the performance of their assigned duties, such as allowing the Audit Committee to summon relevant persons to provide information, to discuss with the auditor, or to seek independent opinions from other professional advisors to be accompanied with consideration of the Audit Committee.

6.2.4 The Board will arrange for a person or an internal audit unit who are independent in performing their duties to be responsible for developing and reviewing the efficiency of the risk management system and internal control, along with reporting to the Audit Committee and disclosing the review report in the annual report.

6.2.5 The Audit Committee must comment on the adequacy of the risk management system and internal control, and disclose it in the annual report.

6.3. The Board will monitor and manage any conflicts of interest that may arise between the Company and the management, the Board of Directors or shareholders. This includes preventing improper use of company assets, information and opportunities, and doing business with those who have relationship with the Company in an inappropriate manner.

6.3.1 The Board shall supervise the information security system. This includes setting up confidentiality policies and practices, maintaining integrity and availability of information, managing market sensitive information. Moreover, senior executives and employees, as well as relevant third parties such as legal advisors, and financial advisors, must follow the information security system as well.

6.3.2 The Board will ensure management and follow up on transactions that may have conflicts of interest, including ensuring that there are guidelines and procedures in order to make such transactions proceed according to the processing and disclosure procedure as required by law. This is for the benefit of the Company and the shareholders as a whole, where stakeholders will not participate in decision-making.

6.4. The Board will supervise the formulation of a clear anti-corruption policy and practice, and communicate them at all levels of the organization and to outsiders in order to achieve practical implementation.

6.4.1 The Board will organize a project or guidelines for anti-corruption, including supporting activities that promote and instilling all employees to obey the law and related regulations.

6.5. The Board will supervise the business to have a mechanism for receiving complaints and taking actions in the case there are whistleblowers.

6.5.1 The Board shall ensure a mechanism and processes to manage (record, track progress, resolve problems, report) complaints of stakeholders, and ensure that there is more than one convenient channel for receiving complaints, including disclosing the channels for receiving complaints on the website or the annual report.

6.5.2 The Board ensures that there are clear policies and guidelines in case someone helps identifying the clues. There will be a channel for whistleblowing through the Company's website or through the assigned independent directors / Audit Committee. Additionally, there is also a process for reviewing action data and reporting to the Board.

6.5.3 The Board shall ensure that there are appropriate protective measures for the whistleblowers with good faith.

Principle 7: Maintain Financial Credibility and Disclosure of Information.

7.1. The Board is responsible for overseeing the financial reporting system and the disclosure of important information to be correct, adequate, timely, in accordance with relevant rules, standards and practices.

7.1.1 The Board shall ensure that personnel involved in the preparation and disclosure of information have knowledge, skills and experience suitable for their duties and responsibilities, and that there are adequacy of personnel. Such personnel include chief executives of the accounting and finance department, accountants, internal auditors, company secretaries and investor relation staffs.

7.1.2 In giving approval to disclosure of information, the Board will take into account the relevant factors. In the event of a financial reports, at least the following factors will be considered:

(1) Evaluation of the adequacy of the internal control system

(2) Opinion of the auditors in the financial report and observations of the auditors regarding the internal control system, including observations of the auditors through other communication channels (if any).

(3) Opinions of the Audit Committee

(4) Consistency with the Company's objectives, main goals, strategies and policies.

7.1.3 The Board will ensure that the disclosure of information, which includes financial statements, annual report, and Form 56-1 can adequately reflect financial status and operating results. It will also encourage the Company to prepare Management Discussion and Analysis (MD&A) to accompany with the disclosure of the financial statements every quarter. This is to provide investors with better information and to make them understand the changes that occur to the financial status and operating results of each quarter, in addition to the numbers in the financial statements alone.

7.1.4 In the event that any disclosure relates to a particular director, such director will also ensure that the disclosure of his or her part is complete and accurate, such as the shareholder information of his/her group and disclosures in connection with shareholder's agreement of his/her group.

7.2. The Board will monitor the sufficiency of financial liquidity and the ability to pay debts.

7.2.1 The Board will ensure that the management monitors and evaluates the financial status of the business and regularly reports them to the Board. The Board and the management will work together to find solutions as soon as possible if there are signs of liquidity problems and debt servicing ability. The sample contract indicating financial liquidity problems and debt servicing ability is of details as follows:

- (1) Continued losses
- (2) Low cash flow
- (3) Incomplete financial information
- (4) Lack of a suitable accounting system
- (5) Lack of assessments of cash flow and budget.
- (6) No business plan
- (7) Liabilities that increase in excess of assets
- (8) Problems in inventory drainage and debt collection

7.2.2 In approving any transactions or proposing opinions to the shareholders' meeting for approval, the Board shall ensure that the occurrence of such transactions will not affect the continuity of business operation, financial liquidity, or the ability to pay debts.

7.3. In the condition that the business faces financial problems or is likely to have problems, the Board shall ensure that the business has plans to resolve the problem, or that there are other mechanisms that can solve financial problems, with consideration of the rights of stakeholders.

7.3.1 In the event that the business is likely to be unable to pay debt or has financial problems, the Board will follow it closely and ensure that the business operates with care and complies with the disclosure requirements.

7.3.2 The Board will oversee the business to formulate a plan for solving financial problems with regard to fairness to the stakeholders, including creditors, as well as follow up the problem solving by having the management report on the status regularly.

7.3.3 The Board shall ensure that any decision in solving financial problems of the Company, in any ways, must be justifiable.

7.4 The Board will consider making a sustainability report as appropriate.

7.4.1 The Board will consider the appropriateness of disclosure of legal compliance information, code of conduct, anti-corruption policy, treatment of employees and stakeholders, which includes fair treatment and respect for human rights, including social and environmental responsibility, by taking into account a nationally or internationally recognized reporting framework. Such information may be disclosed in the annual report or may be prepared as a separate book as appropriate for the business.

7.4.2 The Board will ensure that disclosures are important matters, and reflect the practice that will lead to the creation of sustainable value for the business.

7.5. The Board will direct the management to set up a unit or persons in charge of the investor relations, who communicate with the shareholders and other stakeholders such as investors and analysts. This must be done appropriately, equally and timely.

7.5.1 The Board will establish a communication policy and disclosure policy to ensure that communication and disclosure of information to third parties is appropriate, equitable, timely, using appropriate channels. In addition, it must be done in manner that protect confidential information and information that affects securities prices. Also, there must be communication with the whole organization to acknowledge and understand the implementation of the said policy.

7.5.2 The Board will set up the persons responsible for providing information to the third party. Such persons must be suitable for performing duties, understand the business of the Company, including objectives, main goals, and values and have ability to communicate well with the capital market such as the Chief Executive Officer, Managing Director and the coordinators of the Investor Relations Department, etc.

7.5.3 The Board will supervise the management to determine direction and support in investor relations, such as providing a practice guideline of information usage, management policy of information that affects share prices, while clearly stipulates duties and responsibilities of investor relations to provide effective communication and disclosure of information.

7.6. The Board will promote the application of information technology in disseminating information.

7.6.1 In addition to disseminating information according to the specified criteria and through the channels of the Stock Exchange of Thailand, the Board will consider disclosing information in both Thai and English via other channels as well, for example, the Company's website. This will be done on a regular basis, along with presenting current information. Specification of the minimum information that the business will disclose on the website is as follows:

- (1) Company vision and values
- (2) Nature of business operation of the Company
- (3) List of the Board of Directors and Executives
- (4) Financial statements and reports on financial status and operating results for both the current and the previous year
- (5) Form 56-1 and annual report that can be downloaded
- (6) Any other information or documents presented by the Company to analysts, fund managers, or various media
- (7) Direct and indirect shareholding structures
- (8) Company group structure Including subsidiaries, associates, joint ventures and special purpose enterprises / vehicles (SPEs / SPVs)
- (9) Direct and indirect major shareholders holding shares of 5 percent of the total issued shares and having voting rights.
- (10) Direct and indirect shareholding of directors, major shareholders, and senior executives
- (11) Invitations to Ordinary and Extraordinary Shareholders' Meetings
- (12) Company regulations and memorandum
- (13) Company supervision policy, anti-corruption policy, policy on information technology supervision and management, risk management policy, including methods for managing various risks
- (14) Charter, or duties, responsibilities, qualifications, term of office of the Board, including matters that need to be approved by the Board, the charter or the duties, responsibilities, qualifications, term of office of the Audit Committee, Nomination and Remuneration Committee, Risk Management Committee, and the Executive Committee
- (15) Code of conduct for employees and directors
- (16) Contact information for the complaints department or the person responsible for the investor relations, the company secretary such as the name of the person who can provide information, phone number, email, etc.

Principle 8: Encourage Participation and Communication with Shareholders.

8.1. The Board shall ensure that the shareholders participate in making decisions on important matters of the Company.

8.1.1 The Board will take care of important matters, both issues stipulated in the law and issues that may affect the direction of operations of the business, by ensuring they have passed the consideration and / or approval of the shareholders, Such important matters will be included in the agenda of the shareholders' meeting. The notice calling for the shareholders' meeting will consist of:

(1) Date, time and place of the shareholders' meeting

(2) The agenda of the meeting, specifying whether it is an agenda for acknowledgment or for approval, clearly divided into matters, for example, in agenda relating to directors, there were separation of matters for the election of directors and approval of the directors' remuneration for each agenda item.

(3) Objectives and reasons, and the opinion of the Board of Directors on each agenda item proposed, which include

(3.1) Dividend payment approval - dividend payment policy, proposed dividend rate, including reasons and supporting information. In the event of a proposed omission of dividend payment, reasons and information must be provided.

(3.2) Agenda for appointment of directors - specifying name, age, education and work history, number of listed companies and general companies the director is holding positions in, criteria and recruitment methods, type of director proposed, and in the case of proposing the name of the former director to be re-elected, information of attendance at the last year's meeting and the date of appointment as the Company's director must be provided

(3.3) Agenda for directors' remuneration approval - policy and criteria for determining remuneration for each director position, and remuneration for all types of directors, both in monetary form and other benefits.

(3.4) Term for appointment of auditors - names of auditors, affiliated company, work experience, independence of the auditors, audit fees and other service fees

(4) Proxy form in the form prescribed by the Ministry of Commerce.

(5) Other supporting information such as voting procedures, counting and notification of votes, the right of each type of share to vote, information of independent directors proposed by the Company to act as a proxy for shareholders, documents required from the shareholders prior to the meeting, documents for proxy, and a map of the meeting venue, etc.

8.1.2 The Board will support the participation of shareholders, namely:

(1) Setting criteria for minority shareholders to propose additional agenda items prior to the date of the shareholders' meeting:

The Board will consider inclusion of the matters proposed by the shareholders as meeting agenda. In the event that the Board of Directors rejects the matters proposed by the shareholders on the agenda, the Board of Directors must notify the shareholders of the reasons for acknowledgment.

(2) Criteria for minority shareholders to nominate persons to hold the position of directors:

In this regard, the Board of Directors shall ensure that such criteria are disclosed to the shareholders in advance.

8.1.3 The Board will ensure that the invitation letters of the shareholders' meetings contains correct, complete and sufficient information for exercising shareholders' rights.

8.1.4 The Board will provide opportunities to send invitation letters to the shareholders' meeting together with related documents and publish on the Company's website at least 28 days before the meeting date.

8.1.5 The Board will allow shareholders to submit questions prior to the meeting date, by setting rules for submitting questions in advance, and publishing the aforementioned criteria on the Company's website as well.

8.1.6 The invitation letters to shareholders' meetings and all related documents will be made in English, and published along with the Thai version.

8.2 The Board will ensure that the operations of the shareholders' meeting are neat, transparent, efficient and allow shareholders to exercise their rights.

8.2.1 The Board will set the date, time and venue of the meeting with regard to the convenience of shareholders' meeting attendants, such as appropriate and sufficient meeting times for discussion, meeting place that is convenient for traveling etc.

8.2.2 The Board shall ensure that there is no action that restricts the opportunity to attend the meeting or create undue burdens on the shareholders, for example, the shareholders or proxies should not be required to bring more documents or evidences than defined in the guidelines of the relevant regulators.

8.2.3 The Board will promote the use of technology in the shareholders' meeting, in shareholder registration, and score counting and display, so that the meeting can be done quickly and accurately.

8.2.4 The Chairman of the Board of Directors presiding over the shareholders' meeting is responsible for ensuring that the meeting is in accordance with the laws, relevant rules, and Company's regulations, including allocating appropriate time for each agenda specified in the invitation letters

to the meeting, and allowing shareholders to express opinions and raise questions at the meeting on matters related to the Company.

8.2.5 So that the shareholders can take part in making decisions on important matters, the directors, as attendees and as shareholders, will not encourage addition of unnecessary notice not being notified in advance to the meeting agenda, especially in important agenda that shareholders need time to study information before making a decision.

8.2.6 All directors and relevant executives will attend the meeting. So that shareholders can ask them relevant questions.

8.2.7 Before the start of the meeting, shareholders will be informed of the number and proportion of shareholders attending the meeting in person and that of the shareholders who appoint someone, methods of meeting, voting and counting of votes.

8.2.8 In the event that there are many items in any agenda, the chairman of the meeting will arrange a separate resolution for each item, for example, in case the shareholders exercise their right to appoint individual directors during the appointment of directors.

8.2.9 The Board will encourage the use of ballot papers for important agenda items, and encourage independent people to count or check the votes in the meeting. It will also disclose the votes for agreeing, disagreeing and abstaining in each agenda to the meeting and record the votes in the minutes of the meeting.

8.3. The Board will ensure that the disclosure of the meeting resolutions and preparation of the minutes of the shareholders' meeting are correct and complete.

8.3.1 The Board will ensure that the Company discloses the resolution of the shareholders' meeting together with the voting results within the next business day through the news system of the Stock Exchange of Thailand and on the Company's website.

8.3.2 The Board will ensure the delivery of a copy of the minutes of the shareholders' meeting to the Stock Exchange of Thailand within 14 days from the shareholders' meeting date.

8.3.3 The Board will ensure that the minutes of the shareholders' meeting record at least the following information:

(1) List of directors and executives who attend the meeting, and the proportion of directors who attended the meeting or do not attending the meeting

(2) Method of voting and counting of votes, meeting resolutions and voting results (agree, disagree, abstain) of each agenda item.

(3) Issues, questions and answers at the meeting, including the name-surname of the asker and the respondent

6.2 Code of conduct

In order for the Board of Directors, executives and employees of the Company to have good practice and behave in a way that is appropriate for professional business conduct, as well as having virtue, being aware of the responsibility to the economy, society and stakeholders based on honesty, justice, and transparency, there is a specification of ethics and business ethics of DHouse Pattana Public Company Limited as the standard to serve as a framework for conducting business and for the directors, executives, employees and all related parties to acknowledge and consider as a further practice.

The Company has established ethics and business ethics as the following standards:

1. Code of business conduct of the company

- 1.1 The Company should conduct business properly, abiding by and complying with the law.
- 1.2 The Company should conduct its business by not infringing on the intellectual property or copyright of others.
- 1.3 The Company should operate a business that is not contrary to the custom or tradition or not causing damage to the society.
- 1.4 The Company is responsible for the society and the community, including supporting activities that take part in social creation and environmental promotion.
- 1.5 The Company should conduct business and compete in the market with fairness.
- 1.6 The Company should protect the interests of all stakeholders with fairness.
- 1.7 The Company must disclose information sufficiently, timely, correctly and transparently on a regular basis.
- 1.8 The Company should be careful not to confuse stakeholders and cause their misunderstanding about the facts of information.

2. Code of Conduct of Company Directors

Directors Should have a guideline for acting in order to comply with the Company's business ethics. They should always remember that performance of their duties is not only the obligation and responsibility to the company shareholders, but also responsibility to the customer and other stakeholders. Consideration of the common interests of all such groups is an overall practice. The directors must have the responsibility to act in accordance with the following guidelines.

2.1 Perform duties professionally

2.1.1 All directors must be aware of the roles and responsibilities of the Board.

2.1.2 Directors must abide by the laws, regulations and the director's charter, by making decisions with caution, impartiality and honesty for the best interest of the Company

2.1.3 Directors should define corporate objectives and goals based on sustainability

2.1.4 Directors should cooperate in performing their duties by utilizing their own knowledge and capability fully and effectively.

2.1.5 Directors should protect the interests of the shareholders and treat stakeholders with fairness.

2.2 No conflict of interest with the Company

All directors will disclose their interests that may conflict with the Company, avoid events that may lead to conflicts, and protect the interests of the company both in areas of inside information and correct use of information or company assets.

2.3 Be good role models for the organization

All directors will abide by the principles of good corporate governance and are leaders in implementing the Company's various corporate governance policies, which are based on balanced responsibility to stakeholders.

3. Executives' Code of Conduct

All executives should act in accordance with the directions and goals set by the Board, and perform duties as a representative of the organization, taking into account the duties and responsibilities to the Company, and the responsibilities to other stakeholders, including employees, shareholders, customers, business partners, competitors, creditors, environment, society and community. The executives will strictly adhere to the following guidelines.

3.1 Executives should abide by the law, rules and regulations within the framework of morality and good tradition, ignore bad behavior, and decide to take any action with all sincerity for the best interests of the Company, customers, shareholders and employees.

3.2 Executives should manage the work with honesty, by considering the interests of the Company rather than their personal interests.

3.3 Executives should have broad vision, manage the work with care and prudence, be examples for efficiency enhancement and effectiveness with ethics, to achieve the Company's objectives and goals.

3.4 Executives must demonstrate adherence to ethics and code of conduct, by behaving as role models for employees.

3.5 Executives do not use their positions or duties for unjustifiable personal gain.

3.6 Executives should treat employees politely, rule subordinates with fairness, and do not use power in a wrong way.

3.7 Executives should support capacity development and increase the efficiency of employees' work by providing appropriate welfare for employees, with sincerity, respect for their rights and listen to employees' opinions

4. Employees' code of conduct.

In order to encourage good and efficient work, and to promote happiness in the workplace, employees should follow these guidelines:

4.1 Things to behave towards oneself:

4.1.1 Employees must strictly abide by laws, rules, regulations, policies and procedures within the framework of good morality and tradition, and Ignore bad behaviors.

4.1.2 Employees should perform their duties with honesty, diligence, and determination, and improve work efficiency even further for the benefit of employees and the Company.

4.1.3 Employees must perform their duties with knowledge and abilities to the fullest extent.

4.1.4 Employees should have a positive attitude towards the Company, respect and obey the instructions of the supervisor in accordance with the Company's policies and regulations.

4.2 Code of conduct to treat colleagues

4.2.1 Employees should treat their colleagues in a friendly manner, have good courtesy, have sincerity, respect for rights of and respect one another, to promote a good working environment.

4.2.2 Employees should have solidarity with one other, be generous to help one other without causing conflicts that will lead to damages to others and the Company.

4.2.3 Employees should avoid bringing information or stories of others, both with regard to work performance and personal matters, to reveal to others or to criticize in a way that will cause damage both to fellow employees and to the Company.

4.3 Code of conduct to the Company

4.3.1 Employees should have faith, confidence, loyalty to, and maintain the reputation of the company.

4.3.2 Employees should report matters affecting the operations or the reputation of the Company to the supervisor without delay.

4.3.3 Employees should keep the Company's secret, and should not disseminate the Company's information, news, innovation, both in objective and intellectual areas, which will have a damaging effect on the Company.

4.3.4 Employees will not use the Company's assets and information for personal gain.

4.4 Points to avoid in the conduct that are contrary to the interests of the company

4.4.1 Employees should not use their positions or duties for personal gain.

4.4.2 Employees do not use the Company's assets and information, and customer information for personal benefit.

4.4.3 Employees should not engage in direct and indirect actions in businesses that compete with the Company or have conflict of interests with the Company.

4.4.4 Employees should not have financial interests with customers or business partners, whether in the position of business owner, partner, shareholder, director, creditor, debtor or advisor. If there is such stake, it must be disclosed to the supervisor

4.4.5 Employees should not charge or accept any property from customers and people doing business with the Company other than expenses and the fees charged by the Company

4.5 Behaviors towards customers

4.5.1 Employees should provide good service to customers on a regular basis, be honest and able to explain to customers about their rights as well as being responsible for the interests of customers.

4.5.2 Employees are expected to provide services that are fast, honest, and fair in order to impress and build confidence and trust from the customers to meet customer needs.

4.6 Code of conduct towards business partners and third parties

4.6.1 Employees should treat business partners or third parties with dignity, honesty, and equality.

4.6.2 Employees must not bring secrets or trade information of business partners or third parties to be disclosed to other persons or the public and should not insult the partner.

4.6.3 Employees should not call for or receive dishonest property or benefits with partners or third parties.

5. Codes of conduct regarding environmental conditions.

5.1 Have a sense of environmental responsibility such as saving natural resources and energy and choosing a work model that is environmentally friendly.

5.2 Use natural resources as efficiently as possible.

5.3 Bring back used items that can be reused to be used with the most benefits.

5.4 Conserve and improve buildings, premises, tools, machines and the environment to make them better, be in a neat condition, and hygienic.

5.5 Maintain and improve safety standards to eliminate the possible danger.

6. Recommendations when problems occur

Code of conduct established this document is unable to cover all matters. Employees may encounter unexpected circumstances. When they are unsure of the suitability of conduct, employees should consult the supervisor according to order of hierarchy.

7. Monitoring

Any directors, executives, and employees who do not comply with or act contrarily to the code of business conduct of the Company shall be punished as appropriate in each case from verbal admonition to dismissal (refer to the penalties of the HR department).

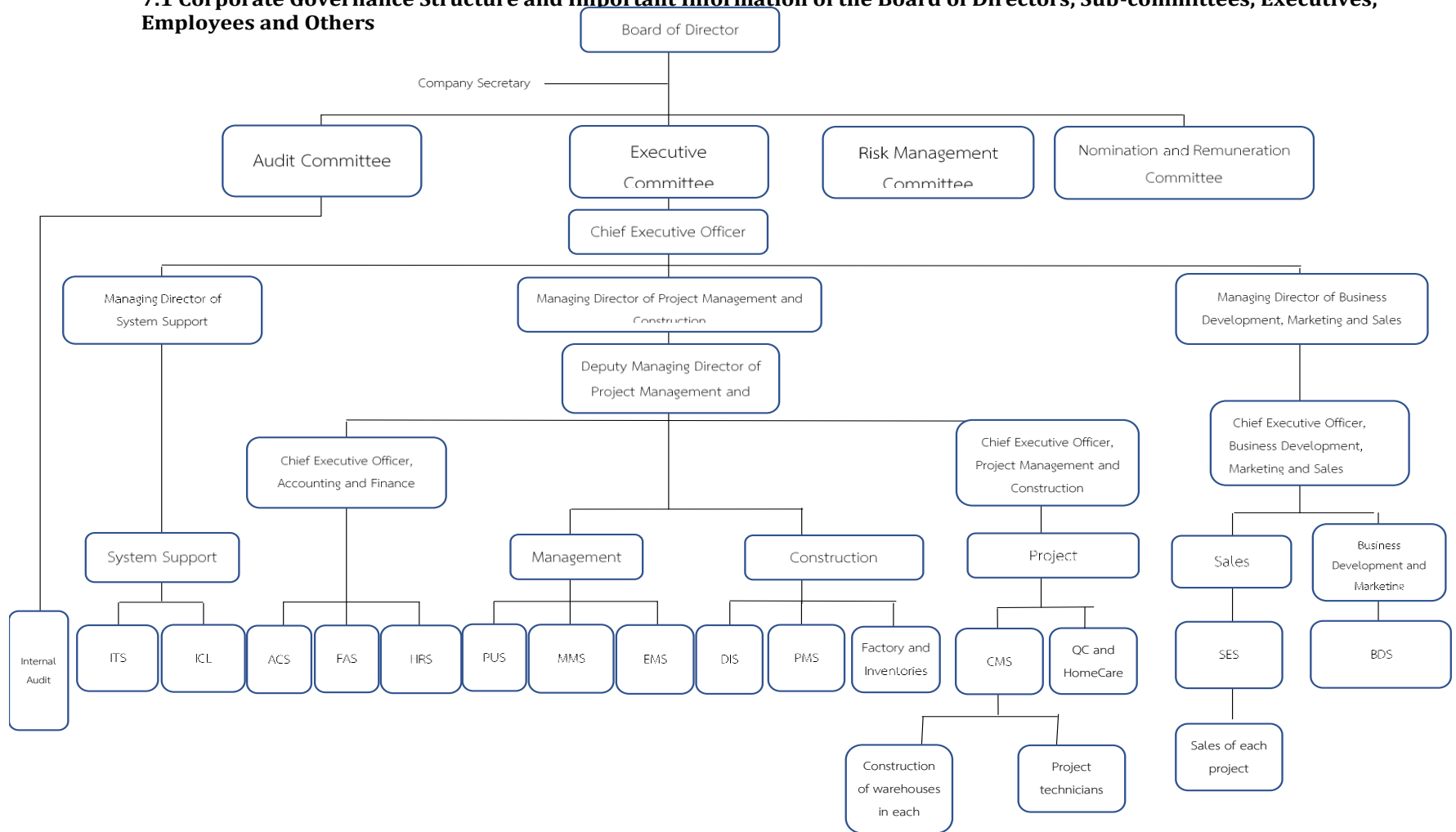
8. Review

This code of conduct is required to be reviewed every year or when necessary.

6.3 Major Changes and Developments of Policy, Practices and Corporate Governance System in the past year, for the year of 2020

The Company has established a good corporate governance manual. This was approved by the Board of Directors Meeting No. 3/2020 on August 13, 2020, referring to the principles of good corporate governance for listed companies in 2017 (Corporate Governance Code for Listed Companies 2017) as a guideline for organizational management, ensuring that any operation of the Company is fair and takes into account the best interests of the shareholders and all stakeholders.

7.1 Corporate Governance Structure and Important Information of the Board of Directors, Sub-committees, Executives, Employees and Others



7.1 Corporate Governance Structure

The position of Managing Director of Project Management and Construction And the positions of Director of Business Development, Marketing and Sales are in the process of recruiting suitable people to serve in the future. Therefore, Mr. Pongpot Lerdrungporn and Mr. Att Lerdrungporn temporarily act for these positions. For the internal audit department, the Company has outsource company audit the internal control system annually. This company reports directly to the Audit Committee.

* Note: Ms. Piathip Khantom resigned from the position of Director of Accounting and Finance as of 25th February 2021 due to personal reasons. This is effective on 26th February 2021.

7.2 Board information

Organizational structure approved by the Board of Directors Meeting No. 2/2020 on 14th May 2020 consists of the Board of Directors, Audit Committee, Risk Management Committee, Nomination and Remuneration Committee And the Executive Committee. These committees consist of experts who have qualifications under Section 68 of the Public Limited Companies Act B.E. 2535 and the Capital Market Supervisory Board Notification No. Tor Chor. 39/2559, regarding Application for and Approval for Offer for Sale of Newly Issued Shares, dated 30th September 2016 in all respects as follows:

Board of Directors

The Board of Directors as of **31st December 2020** consists of 11 members as follows:

order	Name list	position
1	Asst. Prof. Dr. Teerapan Ungphakorn	Chairman of the Board / Audit Committee / Independent Director
2	Mr. Chaiyut Lerdrungporn	Vice Chairman / Director
3	Mrs. Pranee Lerdrungporn	Director
4	Mr. Pongpot Lerdrungporn	Director / Chief Executive Officer
5	Dr. Pongnarin Lerdrungporn	Director
6	Mr. Att Lerdrungporn	Director
7	Mr. Chaichan Kaewwisit	Director
8	Mr. Channarong Kaewwisit	Director
9	Dr. Ong-art Chanprasitchai	Chairman of the Audit Committee / Independent Director
10	Mr. Apishar Nithianantporn	Audit Committee / Independent Director
11	Asst. Prof. Dr. Utis Bhongchirawantana	Independent Director

Note: 1.: All Directors have passed the Director Accreditation Program (DAP) or Director Certification Program (DCP) of the Thai Institute of Directors already.

Asst. Prof. Dr. Teerapan Ungphakorn is an independent director and audit committee with knowledge and ability in accounting and finance. She has Ph.D. in Finance from University of Birmingham, United Kingdom.

Authorized Director

The directors authorized to sign on behalf of the Company are Mr. Pongpot Lerdrungporn, Mr. Att Lerdrungporn, Mr. Pongnarin Lerdrungporn, Mr. Chaichan Kaewwisit, and Mr. Channarong Kaewwisit. Two of these five directors jointly sign and seal the Company's seal.

Appointment, term of office, and vacation of office

1) The shareholders' meeting shall elect the Company directors in accordance with the rules and methods as follows:

- A shareholder has one (1) vote per one (1) share.
- In the election of directors, the voting may be used to elect directors individually, one person at a time, or several persons at a time as the shareholders' meeting deems appropriate. But in each vote Shareholders must also vote. All votes according to item 1 cannot be divided in the number of votes to any one person, therefore the shareholders cannot divide their votes in the election of directors to offer to any person more or less according to Section 70, paragraph one of the Public Company Act (use NON-CUMALATIVE VOTING method only).
- Persons who receive the highest number of votes in descending order shall be elected as directors equal to the number of directors required or to be elected at that time. In the event that the persons elected in descending order have an equal number of votes, and that number exceeds of the number of directors required or to be elected at that time, the chairman of the meeting shall cast a casting vote.

2) The appointment of directors is transparent and is made by the resolution of the meeting or by the Board of Directors in the event that the director's position is vacant before the end of the term.

3) The Board of Directors has duties to manage business operation of the Company. The term of office is in accordance with the Company's Regulations, that is, in every ordinary shareholders' meeting, one third of the total number of directors in the Board of Directors at that time must be dismissed. If the number of the Board cannot be divided into sections, the number of directors vacating the office must be closest to one in three. The dismissed directors may be reelected to return to the position again.

4) Independent directors have a term of office for no more than 9 years from the date of their first appointment as the independent directors. In the event that it is necessary to appoint an independent director to hold the position further, the Board of Directors must reasonably consider such necessity.

5) a director will vacate office upon

- Death
- Resignation
- The fact that he/she is disqualified or prohibited under the Public Limited Company Law and the law of securities and stock exchange
- The fact that shareholders' meeting resolves to make that director vacate the office according to Clause 20

- The fact that the court orders him/her to leave his position

6) Any director of the Company resigning from office must submit a resignation letter to the Company. The resignation will be effective from the day the letter of resignation reaches the Company.

7) In the event that the director's positions are vacant due to reasons other than the expiration of the term, the Board shall select persons who have the qualifications and do not have prohibited characteristics under the Public Limited Companies Act Or the law on securities and exchange to be the directors in the next meeting of the Board of Directors, unless the remaining term of that director is less than 2 months, the replacement person can hold office only for the remaining term.

8) In the event that directors of the Company will serve as directors of other companies, it must be approved by the Board of Directors.

For specific committees, namely the Audit Committee, Nomination and Remuneration Committee, Risk Management Committee, there shall be a term of office for a term of 3 years. The term 1 year here refers to the period between the date of the annual ordinary shareholders' meeting of the year appointed until the date of the annual ordinary shareholders' meeting in the following year.

Scope of Duties and Responsibilities of the Board of Directors

1) Perform duties in accordance with the law, policy, objectives, regulations of the Company, as well as the resolution of the meeting.

2) Consider and approve the appointment of a person who has the qualifications and does not have any prohibited characteristics as specified by law according to the Public Limited Companies Act and the law on securities and stock exchange and announcements, regulations, including and / or regulations related to director positions, in the event that the director's position is vacant due to reasons other than the termination.

3) Consider the appointment of the Executive Committee, selecting from the Company's directors and / or persons deemed appropriate by the Board of Directors along with setting the scope of power, duties and responsibilities of the Executive Committee.

4) To consider and appoint members of the Nomination and Remuneration Committee. The selection is made from the Company's directors and / or persons deemed appropriate by the Board of Directors, along with setting the scope of power, duties and responsibilities of the Nomination and Remuneration Committee

5) Consider and appoint a Risk Management Committee. The selection is made from the Company's directors and / or persons deemed appropriate by the Board of Directors, along with setting the scope of power, duties and responsibilities of the Risk Management Committee.

6) To consider and appoint an Audit Committee based on qualifications and prohibited characteristics of independent directors and Audit Committee according to the law on securities and exchange, including relevant announcements, regulations and / or regulations of the Stock Exchange of Thailand.

7) To consider and propose the designation and / or amendment of the names of directors who are authorized to sign for the Company.

8) Appoint any other person to operate the business of the Company under the control of the Board or may authorize such person to have power and / or within the time the Board deems appropriate. The committee may cancel, revoke, change or amend such powers.

9) Consider and approve the acquisition transaction or dispose of the Company's assets, except in the event that the transaction must be approved by the shareholders' meeting. In this regard, such approval shall be in accordance with the relevant notifications, regulations and / or rules of the Stock Exchange of Thailand.

10) Consider and approve the connected transaction, except in the event that such transactions must be approved by the shareholders' meeting, such approval must be in accordance with the announcements, regulations and / or rules related to the The Stock Exchange of Thailand.

11) Consider and approve the payment of interim dividends to shareholders when it can be seen that the Company is profitable enough to do so. And to report the payment of dividends to the shareholders' meeting in the next shareholders' meeting.

12) Set the vision, policies and directions of operations of the Company, business strategies, annual budget, and supervise the management to act in accordance with the specified policies effectively and efficiently to maximize economic value for shareholders and create sustainable growth.

13) Be responsible to shareholders regularly, carry the operation by protecting the interests of shareholders, make sure accurate and complete information is disclosed to investors with standard and transparency.

14) Supervise the quality management system department or the management to have an appropriate and efficient risk management system.

15) Consider important matters such as policies and business plans, large investment projects, administrative power of the acquisition or disposition of assets and any other items stipulated by law.

16) Determine the authority and level of approval in doing business and various actions relating to the work of the Company to a group or person as appropriate, and to comply with the relevant law by making a manual which is conducted and reviewed at least once a year.

17) Establish a reliable accounting, financial reporting and auditing system, including overseeing the process of assessing the suitability of internal control.

18) Give approval to nominate an auditor and to consider the annual audit fee to propose to the shareholders for consideration and approval of the appointment.

19) Report of the committee's responsibilities for preparing the financial report to be presented in conjunction with the report of the auditors in the annual report, and make sure it covers important matters In accordance with the best practice policy for listed companies of the Stock Exchange of Thailand.

20) Supervise the performance of various committees to be in accordance with the specified charters.

21) The Board must self-evaluate the performance and assess their overall performance.

Details of attendance at the Board of Directors' meetings in the year 2018, 2019 and 2020 are as follows:

List of Board of Directors	Number of meetings attended / total meetings after taking office				
	Year 2018			Year 2019	Year 2020
	DH	DHC	DHOUSE		
1 Asst. Prof. Dr. Teeraphan Ungphakorn.	-	-	-	1/1	7/7
2. Mr. Chaiyut Lerdrungporn	4/4	4/5	9/9	6/6	7/7
3. Mrs. Pranee Lerdrungporn	-	-	5/5	6/6	7/7
4. Mr. Pongpot Lerdrungporn	4/4	5/5	9/9	6/6	7/7
5. Dr. Pongnarin Lerdrungporn	4/4	4/5	9/9	6/6	7/7
6. Mr. Att Lerdrungporn	-	-	5/5	6/6	7/7
7. Mr. Chaichan Kaewwisit	4/4	3/5	9/9	5/6	7/7
8. Mr. Channarong Kaewwisit	3/4	-	7/9	5/6	7/7
9. Mr. Chanvit Kaewwisit	3/4	3/5	8/9	5/6	7/7
10. Dr. Ong-art Chanprasitchai	-	-	-	1/1	7/7
11. Mr. Apishar Nithianantporn	-	-	-	1/1	7/7
12. Assoc. Prof. Dr. Utis Bhongchirawantana	-	-	-	1/1	7/7

Note: Mr. Chanwit Kaewwisit resigned from the position of director of the Company. This is effective from 20th March 2020 onwards.

7.3 Information on the sub-committees

7.3.1 Audit Committee

The Audit Committee as of 31st December 2020 has 3 members as follows:

Order	Name list	Position
1	Dr. Ong-art Chanprasitchai	Chairman of the Audit Committee
2	Asst. Prof. Dr. Teeraphan Ungphakorn.	Audit Committee
3	Mr. Apishar Nithianantporn	Audit Committee

All 3 audit committees have qualifications as audit committees in accordance with the regulations set by the Stock Exchange of Thailand, with Asst. Prof. Dr. Teeraphan Ungphakorn as an audit committee who has knowledge in financial accounting, graduated with a Ph.D. in Finance, University of Birmingham, United Kingdom.

Scope of Duties and Responsibilities of the Audit Committee is with the details as follows:

1) Review the financial reports to ensure that they are accurate and reliable including having adequate disclosure of information by coordinating with the external auditors and the executives who are responsible for preparing financial reports, both quarterly and annual. Review the Company's financial reports to be accurate and sufficiently disclose.

2) Review to ensure that the Company has appropriate and sufficient internal control system and internal audit system, and consider the independence of the internal audit department as well as to give approval for the appointment, transfer and termination of the head of the internal audit unit or any other department responsible for internal auditing, and may suggest a review or examination of any items that it deems necessary and important. In addition, this committee must provide recommendations on important and necessary improvements to the internal control system to be presented to the Board of Directors by reviewing them together with the external auditors.

3) Review the operations of the Company to make them be in accordance with the laws, regulations, procedures, laws on securities and exchange and of the stock exchange, the Stock Exchange's requirements, and the Company's announcement or regulations.

4) Review to ensure that the Company has a good internal audit system. Consider the adequacy of budgets, personnel and the independence of the internal audit unit.

5) Consider and review the performance report of the internal audit unit and approve the annual internal audit plan.

6) Propose recommendations to the Board of Directors in considering the appointment, transfer, promotion and assessment of the performance of the head of the internal audit unit.

7) Consider the Company's information disclosure in the event of a connected transaction or items that may have conflicts of interest to make them correct and complete according to the regulations of the stock exchange and related regulations.

8) Select and propose to appoint an independent person to act as the auditor, including to consider proposing the remuneration of the Company's auditors to the Board of Directors and to attend a meeting with the auditors without the management at least once a year.

9) Review for the Company to make it have an appropriate and efficient risk management system.

10) Report on the performance of the Audit Committee to the Board of Directors for acknowledgment at least 4 times a year.

11) Evaluate the internal audit performance of the Audit Committee at least once a year and report it to the Board of Directors.

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

12.1) Opinion on accuracy, completeness and reliability of the financial reports of the Company

12.2) Opinion on the adequacy of the Company's internal control system

12.3) Opinions on the compliance with the law on securities and exchange, the regulations of the Stock Exchange of Thailand, or laws relating to the Company's business

12.4) Opinion on the suitability of the auditor

12.5) Opinion on connected transactions or transactions that may lead to conflicts of interest

12.6) Number of Audit Committee meetings and attendance of each audit committee's meeting

12.7) Opinions or overall observations received by the Audit Committee from the performance of their duties under the charter

12.8) Other items that the shareholders and general investors should know, within the scope of duty and responsibilities assigned by the Board of Directors

13) Give opinions on the appointment, dismissal and evaluation of the staff of the internal audit unit.

14) In the performance of duties according to the scope of duties, the Audit Committee shall have the power to invite the management, executives or employees of the Company concerned to give opinions, attend meetings or send documents that are relevant or necessary.

15) The Audit Committee must self-evaluate the performance and assess their overall performance.

Details of meeting attendance of the Audit Committee in 2019 and 2020 are as follows:

List of the Audit Committee	Number of meetings attended / total meetings after taking office	
	Year 2019	Year 2020
1 Dr. Ong-art Chanprasitchai	1/1	4/4
2 Asst. Prof. Dr. Teeraphan Ungphakorn	1/1	4/4
3 Mr. Apishar Nithianantporn	1/1	4/4

7.3.2 Risk Management Committee

The Risk Management Committee as of 31st December 2020 consists of 3 members as follows:

Order	Name list	position
1	Asst. Prof. Dr. Utis Bhongchirawantana	Chairman of the Risk Management Committee
2	Mr. Pongpot Lerdrungporn	Risk Management Committee
3	Mr. Att Lerdrungporn	Risk Management Committee

Scope of Duties and Responsibilities of the Risk Management Committee are with the details as follows:

- 1) Have the power to appoint a risk management working group. The working group consists of persons involved from the department head level up.
- 2) Have the power to invite various departments in the Company to clarify information or provide facts, or request documents from the said agency for consideration.
- 3) Establish and review policies, Enterprise Risk Management Framework, to be proposed to the Executive Committee for approval. This must be done in accordance with the risk management guidelines of the Stock Exchange of Thailand and the Institute of Internal Auditors of Thailand.
- 4) Strategize in line with the risk management policy to be able to assess, monitor and control each type of risk to an acceptable level, by supervising the risk management system to be efficient and effective according to international standards.
- 5) Push and follow up on the implementation of risk management throughout the organization to be consistent with the strategy, objectives and goals of the organization, including the changing circumstances.
- 6) Organize risk communication to employees at all levels to make all employees aware of the risk factors that will affect the goals of the Company, and set the responsibility for each risk factor clearly to ensure that there is a person responsible for developing a risk management plan, monitoring and evaluating it continuously.
- 7) Encourage employees at all levels to be aware of and focus on risk management until it becomes a corporate culture and provide support in developing the potential of employees in risk management.
- 8) Appoint a working group to help perform tasks as necessary and appropriate.
- 9) Supervise and suggest ways to prevent and reduce the risk to an acceptable level. Monitor, evaluate and improve the action plan to reduce the risk continually and suitably for business conditions to ensure that risks are managed adequately and appropriately.
- 10) Continuously and steadily promote and encourage improvement and development of a risk management system within the Company.
- 11) Communicate, exchange information, and coordinate on risks and internal control with the Audit Committee at least twice a year.
- 12) Enterprise risk management report to the Executive Committee and the Audit Committee to be proposed to the Company's Directors for acknowledgment and in case of important factors or events which may have significant impacts on the Company or stakeholders of the Company, they must be reported to the Board of Directors soon as possible.
- 13) Prepare a risk management manual, work plans to prevent, evaluate and prepare an integrated management report of risks by linking with the information system.

14) Have meetings of the Risk Management Committee At least twice a year. The Risk Management Committy is able to call additional meetings as they see fit or in the event that the Risk Management Committee calls for an urgent meeting to consider the issues of risks in the business operation.

15) In the event that the Chairman of the Risk Management Committee is absent at the meeting or unable to perform their duties, the Risk Management Committee members attending the meeting shall elect one of the Risk Management Committee members to be the chairman of the meeting.

16) Directors who may have conflicts or have a stake in any matter do not have the right to vote on that matter.

17) Perform any other duties assigned by the Board of Directors in relation to risk management.

18) The Risk Management Committee must self-assess the performance and assess their overall performance.

Details of the Risk Management Committee meetings in 2019 and 2020 are as follows:

List of Risk Management Committee	Number of meetings attended / total meetings after taking office	
	Year 2019	Year 2020
1 . Assoc. Prof. Dr. Utis Bhongchirawantana	1/1	2/2
2 . Mr. Pongpot Lerdrungporn	1/1	2/2
3. Mr. Att Lerdrungporn	1/1	2/2

7.3.3 Nomination and Remuneration Committee

The Nomination and Remuneration Committee as of 31st December 2020 consists of 3 members as follows:

Order	Name list	position
1	Mr. Apishar Nithianantporn	Chairman of the Nomination and Remuneration Committee
2	Asst. Prof. Dr. Utis Bhongchirawantana	Member of the Nomination and Remuneration Committee
3	Mr. Pongpot Lerdrungporn	Member of the Nomination and Remuneration Committee

Scope of Duties and Responsibilities of the Nomination and Remuneration Committee are with details as follows:

Recruitment

- 1) Determine the method of recruiting suitable persons to hold director positions in accordance with the nature of business and business operations of the organization by defining the qualifications and expertise in each area required.
- 2) Recruit suitable persons with knowledge, abilities and experiences that are beneficial to the Company to become directors, replace the directors whose terms have expired and / or whose positions are vacant to be proposed to the Board of Directors. Conduct the appointments, consider the names of persons who have been nominated, select persons who are qualified according to the specified eligibility criteria.
- 3) Verify that the person nominated has the qualifications according to the law and the requirements of the relevant authorities.
- 4) Approach the person whose quality is consistent with the specified eligibility criteria to ensure that such person is willing to take up the position of director of the Company if appointed by shareholders.
- 5) Recruit the Chief Executive Officer as assigned by the Board of Directors.
- 6) This committee is able to find consultants to provide opinions or provide advice if necessary.

Remuneration consideration

- 1) Determine the suitable criteria for remuneration of directors, Chief Executive Officer and Managing Director by reviewing the suitability of the current criteria, comparing it with the compensation information of companies in the same industry and setting appropriate criteria to achieve the expected results to be make it fair and become appropriate return for the person who helps make the Company successful.
- 2) Review all types of compensation such as regular compensation, compensation based on performance, and meeting allowances by taking into account the practices used by the same industry, Company's performance and business size, and the responsibilities, knowledge, capabilities and experiences of the directors and senior management that the Company needs.

3) Consider the performance evaluation criteria of the Chief Executive Officer and Managing Director as assigned by the Board of Directors.

4) Determine the annual remuneration for the Directors, Chief Executive Officer and Managing Director according to the payment criteria considered and present it to the Board of Directors to approve the remuneration of the Chief Executive Officer and Managing Director. As for the remuneration of the Board of Directors, the Board of Directors must propose to the shareholders' meeting for approval.

5) Consider suitability and give approval in the event that new securities are offered for sale to directors and employees by adhering to the principle of fairness to the shareholders and create incentives for directors and employees to perform their duties in order to create long-term shareholder value and be able to retain truly qualified personnel.

Details of attending the Nomination and Remuneration Committee meetings in 2019 and 2020 are as follows:

List of the Nomination and Remuneration Committee	Number of meetings attended / total meetings after taking office	
	Year 2019	Year 2020
1. Mr. Apishar Nithianantporn	-	2/2
2. Asst. Prof. Dr. Utis Bhongchirawantana	-	1/1
3. Mr. Pongpot Lerdrungporn	-	2/2
4. Mr. Att Lerdrungporn	-	1/1

Note: Mr. Att Lerdrungporn resigned from the Nomination and Remuneration Committee with effect from 30th January 2020.

Asst. Prof. Dr. Utis Bhongchirawantana has been appointed as the Nomination and Remuneration Committee with effective date from 30th January 2020.

7.3.4 Executive Committee

The Executive Committee as of **31st December 2020** consists of 8 members as follows:

order	Name list	position
1	Mr. Chaikut Lerdrungporn / ¹	Chief Executive Officer
2	Mrs. Pranee Lerdrungporn / ¹	Executive Vice President
3	Mr. Pongpot Lerdrungporn / ¹	Executive Director
4	Mr. Att Lerdrungporn / ¹	Executive Director
5	Dr. Pongnarin Lerdrungporn / ¹	Executive Director
6	Mr. Thanaphon Pattanasoon / ²	Executive Director
7	Miss Piathip Khanthom / ²	Executive Director
8	Mr. Thanin Jiacharoen / ²	Executive Director

Scope of Duties and Responsibilities of the Executive Committee are with the details are as follows:

- 1) Establish policies, goals, strategies, operational plans, annual budget and budget spending procedures, and management authority of the Company to be proposed the Board of Directors for approval.
- 2) Establish an effective organizational structure and management.
- 3) Supervise the management of the Company to be in accordance with the policy, goals, strategies, operational plans and the annual budget approved by the Board of Directors to make it efficient and conducive to business conditions, including to provide advice and management advice to senior executives.
- 4) Consider and approve the spending of money for investment, for conducting financial transactions with financial institutions in account opening for loan, pledge, mortgage, guarantee and any other activities including the purchase / registration of land ownership, to facilitate normal business transactions of the Company under the authority specified.
- 5) Consider and improve the Company's business plan to be appropriate for the benefit of the Company.
- 6) Consider the profit and loss of the Company and propose annual dividend payment. Consider new business initiation or business termination and propose to the Board of Directors.
- 7) Consider and approve rules, regulations, management and business operations policies of the Company, or entrances into various contracts which bind on the Company according to the authority in the authority manual.
- 8) Determine the appropriate authority and level of approval of each individual, and provide a separate division of duties that may lead to corruption, including setting steps and appropriate methods of conducting transactions with major shareholders, directors, executives or connected persons to prevent the transfer of benefits. Present them to the Board of Directors for approval of the principles and to ensure compliance with the approved principles and requirements.
- 9) Consider and screen all types of reports submitted to the Board of Directors, except those that are under the duties and responsibilities and / or under the authority of other sub-committees of the Company to be considered by and presented to the Board of Directors directly.
- 10) Report critical performance or unusual acts or illegal activities to the Board of Directors for acknowledge regularly, including various important issues that the Board of Directors should be informed in order to correct the issues within a reasonable time.
- 11) Perform other actions according to its policies, powers and responsibilities or as assigned by the Board of Directors
- 12) Conduct a meeting at least once a month or in the event of an urgent agenda.

13) Propose to the Executive Committee meeting on any matters which have been put to resolution and / or approved by the Executive Committee meeting. These matters must be reported to the Board of Directors for acknowledgement at the next Board of Directors meeting.

14) The Executive Committee must self-evaluate the performance and assess their overall performance.

Details of attendance at the Executive Committee meetings in 2019 and 2020 are as follows:

List of Executive Committee	Number of meetings attended / total meetings after taking office	
	Year 2019	Year 2020
1. Mr. Chaiyut Lerdrungporn	1 / 1	11/11
2. Mrs. Pranee Lerdrungporn	1 / 1	11/11
3. Mr. Pongpot Lerdrungporn	1 / 1	11/11
4. Mr. Att Lerdrungporn	1 / 1	11/11
5. Dr. Pongnarin Lerdrungporn	1 / 1	11/11
6. Mr. Thanaphon Pattanasoon	-	11/11
7. Miss Piathip Khanthom	-	10/11
8. Mr. Thanin Jiacharoen	-	11/11
9. Mr. Chanvit Kaewwisit	1 / 1	11/11
10. Mr. Chaichan Kaewwisit	1 / 1	11/11

Note: Mr. Chanvit Kaewwisit and Mr. Chaichan Kaewwisit resigned from the Executive Committee with effect from 10th January 2020 onwards.

7.4 Executives' information

As of 31st December 2020, the Company has 7 executives according to the announcement of the Securities and Exchange Commission No. Kor Jor.17/2551 dated 15th December 2008, consisting of

Order	Name list	position
1	Mr. Pongpot Lerdrungporn	Chief Executive Officer And Managing Director of Project Management and Construction (Acting)
2	Dr. Pongnarin Lerdrungporn	Managing Director of System Support Division
3	Mr. Att Lerdrungporn	Managing Director of Business Development, Marketing and Sales and Vice President of Business Development, Marketing and Sales (Acting)
4	Mr. Thanaphon Pattanasoon	Deputy Managing Director of Project Management and Construction
5	Miss Piathip Khanthom	Director of Accounting and Finance
6	Mr. Thanin Jiacharoen	Director of Construction and Project Support
7	Miss Wanna Sriboonrueang	Accountant

Miss Piathip Khantom is the person who has been assigned the highest responsibility in the accounting and finance department, in accordance with the Notification of the Capital Market Supervisory Board No. Tor Jor. 39/2559 Re: Application for and Permission to Offer for Sale of Newly Issued Shares dated 30th September 2016 (including the amendment) ("Notification Tor Jor 39/2559 ") and is qualified according to the Notification Tor Jor. 39/2559 and Ms. Wanna Sriboonruang is the person assigned directly responsible for accounting control in accordance with the Notification Tor Jor. 39/2559 and has qualifications according to the Notification Tor Jor. 39/2559.

*** Note:** Ms. Piathip Khantom resigned from the position of Director of Accounting and Finance as of 25th February 2021 due to personal reasons, effective on 26th February 2021.

Chief Executive Officer

At the Board of Directors Meeting No. 2/2020 on 25th February 2020, the Board of Directors has resolved to appoint Mr. Pongpot Lerdrungporn as Chief Executive Officer with the scope of duties and responsibilities as follows:

1) Manage, control, supervise and approve operations relevant to the day-to-day management of the Company for the benefit of the Company and in accordance with the Company's policies, strategies and operational plans set by the Board of Directors and / or the Executive Committee, for the benefit of the Company and in accordance with the objectives, regulations, rules, orders, resolutions of the Board of Directors meeting and resolutions of the shareholders' meeting of the Company under the relevant legal framework and the scope of powers and duties set by the Board of Directors.

2) Prepare policies, strategies, goals, business plans and the annual budget as well as the management structure and various administrative power structure of the Company to be proposed to the Executive Committee for consideration before presenting to the Board of Directors for approval.

3) Regularly monitor, audit, control and report the overall performance of the Company to the Board of Directors and the Executive Committee.

4) Ensuring senior executives and personnel in various departments perform duties and operate with efficiency and effectiveness, including pushing for continuous development of the organization and personnel as well as maintain a good image of the organization.

5) Have the power to consider new business investments to be presented to the Executive Committee and / or the Board of Directors.

6) Have the power to hire, appoint, move, lay off, dismiss and set remuneration for employees at levels lower than the Chief Executive Officer, which is within the scope of the Company's regulations and requirements.

7) Have the power to issue, amend, update regulations and orders about the operations of the Company in order to make it operate in accordance with the planned company policies, as well as helping to protect the interests of the Company and to maintain discipline in the organization.

8) Delegate and / or assign other persons to perform duties and / or to carry out any matters instead of the officer within the scope of the approval authority criteria or regulations or orders set by the Board of Directors and / or what has been set by the Board of Directors.

9) Have the power to act and represent the Company to third parties in any business related and beneficial to the Company.

10) Have the power to approve operating expenses and / or other expenses which are the Company's normal expense in the approved amount. The officer also has the power to negotiate and approve any legal contract and / or undertaking actions related to the operation of the Company under the authority and / or the financial amount approved by the Board of Directors and / or the Executive Committee.

11) Carry out any action as delegated by the Executive Committee and / or the Directors.

In this regard, for delegation of authority and the responsibilities of the Chief Executive Officer as mentioned above, The Chief Executive Officer must comply with various requirements and agendas approved by the Board of Directors and this will not include the authority and / or delegation of any item that he or she or sub-authorized person or people who may have a conflict (as defined in the Notification of the Capital Market Supervisory Board) or who may have a stake or interest in any other way that conflicts with the Company. Approval of the aforementioned transactions must be submitted to the Board of Directors 'meeting and / or the shareholders' meeting. (as the case may be) to be approved as required by the Company's regulations or relevant laws.

7.4.2 Policy on remuneration of directors and executives

The Company has a policy of paying directors and executives' remuneration to motivate directors and executives to lead the organization to achieve both short-term and long-term goals. It is a rate that can compete in the same business group in the same area in order to maintain quality directors and executives. Directors and executives who are assigned more duties and responsibilities will receive additional compensation appropriate to their duties and responsibilities by taking into account the suitability of the business type, relationship with the performance of the Company, which corresponds to the market norm and the same industry, including the duties and responsibilities of each director and executive. The Nomination and Remuneration Committee is responsible for determining necessary and appropriate remunerations in monetary form for directors, sub-committees, and committees, Chief Executive Officer, including executives who have a duty to report directly to the Chief Executive Officer. For the remuneration of directors and sub-committees, the Remuneration Committee will propose to the Board of Directors' meeting for approval to be presented to the annual ordinary shareholders' meeting for approval every year.

7.4.3 Directors and executives' remuneration

Directors' remuneration

The 2020 annual ordinary shareholders' meeting, held on 12th March 2020, resolved on the remuneration of the Company's directors for the year 2020 by determining the meeting allowance (baht / person / time) with the details as follows:

Meeting allowance	Chairman (baht per person)	Director (baht per person)
Board of Directors	9,000	7,000
Audit Committee	7,000	5,000
Risk Management Committee	5,000	3,000
Nomination and Remuneration Committee	5,000	3,000
Executive Committee	5,000	3,000

Note: Directors who are executives, who receive regular salary, will not receive remuneration (meeting allowance) each time.

The remuneration for all directors and sub-committees for the year 2020 must be no more than 1,200,000 baht (one million two hundred thousand baht).

Directors' remuneration for the year 2018, 2019 and 2020 are as follows:

List of Board of Directors	Directors' remuneration (baht)				
	Year 2018			Year 2019	Year 2020
	DH	DHC	DHOUSE		
1. Asst. Prof. Dr. Teeraphan Ungpakorn.	-	-	-	9,000	36,000
2. Mr. Chaiyut Lerdrungporn	-	-	-	7,000	28,000
3. Mrs. Pranee Lerdrungporn	-	-	-	7,000	28,000
4. Mr. Pongpot Lerdrungporn	-	-	-	-	-
5. Dr. Pongnarin Lerdrungporn	-	-	-	-	-
6. Mr. Att Lerdrungporn	-	-	-	-	-
7. Mr. Chaichan Kaewwisit	-	-	-	7,000	28,000
8. Mr. Channarong Kaewwisit	-	-	-	7,000	28,000
9. Mr. Chanvit Kaewwisit	-	-	-	7,000	14,000
10. Dr. Ong-art Chanprasitchai	-	-	-	7,000	28,000
11. Mr. Apishar Nithianantporn	-	-	-	7,000	28,000
12. Assoc. Prof. Dr. Utis Bhongchirawantana	-	-	-	7,000	28,000

Remuneration of the Audit Committee in 2019 and 2020 are as follows:

List of the Audit Committee	Audit Committee's Remuneration (Baht)	
	Year 2019	Year 2020
1. Dr. Ong-art Chanprasitchai	7,000	7,000
2. Asst. Prof. Dr. Teeraphan Ungpakorn	5,000	5,000
3. Mr. Apishar Nithianantporn	5,000	5,000

Remuneration of the Risk Management Committee in 2019 and 2020 are detailed as follows:

List of the Risk Management Committee	Remuneration of the Risk Management Committee (Baht)	
	Year 2019	Year 2020
2. Asst. Prof. Dr. Utis Bhongchirawantana	-	5,000
3. Mr. Pongpot Lerdrungporn	-	-
4. Mr. Att Lerdrungporn	-	-

Remuneration of Executive Directors in 2019 and 2020 are as follows:

List of Executive Directors	Remuneration of Executive Directors (Baht)	
	Year 2019	Year 2020
1. Mr. Chaiyut Lerdrungporn	7,000	28,000
2. Mrs. Pranee Lerdrungporn	5,000	20,000
3. Mr. Pongpoj Lerdrungporn	-	-
4. Mr. Att Lerdrungporn	-	-
5. Dr. Pongnarin Lerdrungporn	-	-
6. Mr. Thanaphon Pattanasoon	-	-
7. Ms. Piathip Khamthom	-	-
8. Mr. Thanin Jiacharoen	-	-
9. Mr. Chanvit Kaewwisit	5,000	5,000
10. Mr. Chaichan Kaewwisit	5,000	5,000

For the remuneration for directors, members of the Audit Committee, members of the Nomination and Remuneration Committee, and Executive Directors, the amount each year may be changed depending on the resolution of the annual ordinary shareholders' meeting of the Company.

Executives' remuneration

Remuneration of company executives are as follows:

List	Year 2018		Year 2019		Year 2020	
	Number of people	Compensation	Number of people	Compensation	Number of people	Compensation
	(people)	(Million baht)	(people)	(Million baht)	(people)	(Million baht)
Total Remuneration of Executives	5	2.37	5	3.56	6	2.17

Note: Total remuneration of the executives is in form of salary, provident fund contributions, employee benefits upon retirement and social security fund contributions

As of 31st December 2020, the Company has no accrued compensation or benefits to the executives.

Other remuneration

The 2020 annual ordinary shareholders' meeting on 12th March 2020 has approved the allocation of 217,000,000 newly-issued common shares of the Company with a par value of 0.50 baht per share. 217,000,000 shares were offered for sale to the public, totaling 25.86 percent of the number of shares sold after this capital increase.

The shares offered for sale to the public in such amount were offered for sale to directors, executives and / or employees of the Company for not more than 10 percent of the shares that are offered to the public at this time. In the event that there are capital increase ordinary shares remaining from the allocation for the directors, executives and / or employees of the Company, the action must be taken to bring the remaining ordinary shares into the initial public offering (IPO). The offering price is the same price as the initial public offering (IPO) price, and the shares will be offered for sale together with the IPO.

Policy and Rules for Directors' Remuneration

The Nomination and Remuneration Committee sets the policy and criteria for the remuneration of directors and proposes to the Board of Directors for consideration and approval before presenting to the annual ordinary shareholders' meeting for approval. At the 2020 annual ordinary shareholders' meeting held on 12th March 2020, the directors' remuneration was determined in the form of meeting allowance per time when the directors attend the meeting only, with no monthly compensation and other types of compensation. The directors holding executive positions in the Company will not be entitled to receive the above remuneration.

The determination of remuneration for directors is based on their duties, responsibility and the performance of the directors that benefit the Company when comparing with that of the same industry. The remuneration must be much enough to retain the directors who have the required qualifications. The directors who have been assigned greater duties and responsibility will receive the more compensation that fits the assigned duties and responsibilities. The payment of remuneration for directors must not exceed the budget according to the resolution of the annual ordinary shareholders' meeting. It will be effective from the date of approval from the shareholders' meeting onwards until the shareholders' meeting resolves to change otherwise.

Policies and criteria for senior executives' remuneration

The Nomination and Remuneration Committee is responsible for setting up the compensation policy and criteria for senior executives, which composes of the Chief Executive Officer and Managing Director, such as salary, bonus, etc. to propose to the Board of Directors for approval. Such compensation is determined taking into account the suitability of the type of business, relationship with the performance of the Company, which corresponds the market norm and the same industry group, including the duties and responsibilities of each senior executive. The committee also makes sure the remuneration is at a rate that can compete in the same business group in the same area in order to retain quality senior executives. Senior executives who receive additional assignments and responsibilities will receive additional compensation appropriate to their duties and responsibilities.

7.5 Personnel information

In the year 2018, 2019 and 2020, the Company has (excluding executives) 42 personnel, 41 personnel and 45 personnel, respectively, which can be divided by job description as follows:

Department	31 st December 2018	31 st December 2019	31 st December 2020
	Number of employees (people)	Number of employees (people)	Number of employees (people)
System Support	3	1	1
Accounting and Finance	7	7	8
Management	5	5	8
Project Support	17	6	4
Project Construction	7	14	14
Sales	5	6	6
Business Development and Marketing	-	1	1
Internal Audit	1	1	3
Total employees	42	41	45

Total compensation of employees of the Company (excluding the executives) in 2018, 2019 and 2020 amounted to 4.46 million baht, 6.41 million baht, 4.80 million baht and 5.21 million baht, respectively, in forms of salary, commission, provident fund and employee benefits.

Provident fund

The Company has established a provident fund under the management of SCB Asset Management Co., Ltd., effective on 16th March 2020, to encourage employees' morale and to motivate them to work with the Company for long term.

Criteria for joining the provident fund for employees

1. A person who can become a member of this fund must have all the following qualifications:
 - 1.1 Be an employee who is recruited as full-time employees with a service life of 1 year or more.
 - 1.2 Show his/her intention to become a member of the fund
 - 1.3 Have obtained approval from the fund committee to become a member.

In addition, members can leave the fund and can return to members of the fund one more time after leaving the fund for one year.

2. Savings and contributions

2.1 Members have to pay the savings to the fund on a monthly basis and delivered them to the fund along with the delivery of employer contributions, my requiring the employer to deduct the accumulated money from the wages at the following rates:

- Working period is less than 3 years, the cumulative rate of 3%
- Working period is 3 years or more, the cumulative rate of 5%

2.2 The employer will pay contributions to the fund to each member, and pay on them the same day as the date of cumulative payment in item 2.1 at the following rates

- Working period is less than 3 years, 3% contribution rate
- Working period is 3 years or more, 5% contribution rate

3. Fund Committee

3.1 Establishment of the Fund Committee

3.1.1 The employer shall appoint a representative from the employer department at least 1 person to be a fund director.

3.1.2 The employee shall elect a representative of the employee department at least 1 person to be a fund director.

3.1.3 The employee representative must have the following qualifications

- (A) Not being a person appointed by the employer to be the employer fund committee as already mentioned in item 3.1.1
- (B) Be a member under this regulation
- (C) Have applied to be elected according to the electoral rules for employee member of fund committee as specified in the regulations
- (D) Must have a work period of 1 year or more
- (E) Have completed at least a Bachelor's degree.

4.2 Power and duties of the Fund Committee

4.2.1 Signing on a matter that is specific for the Company. At least 1 person from the employer and employee members of the Fund Committee shall sign together.

4.4 Holding and vacationing of office of the Fund Committee

4.2.2 The Fund Committee members are in position until resignation.

4.2.3 In the case of an offense which causes serious damage to the employer, the Company will not pay contributions and benefits arising from such money to members. Payments of contributions and benefits arising from such money to members must be according to the following criteria:

5. Fund payment

A. In the event that an employee applies for membership for the first time

Working period	Percentage of contributions and benefits of contributions
Less than 2 years	0
At least 2 years but less than 3 years	25
At least 3 years but less than 4 years	50
At least 4 years but less than 5 years	75
5 years or more	100

B. In the event that a member resigns from the fund without resigning from work and re-applies as a member of the fund

Working period	Percentage of contributions and benefits of contributions
Less than 2 years	0
At least 2 years but less than 3 years	25
At least 3 years but less than 4 years	50
At least 4 years but less than 5 years	75
5 years or more	100

In addition, for the following cases, members will receive a 100% contribution and benefit in the event of:

(A) Death

(B) Full retirement from work

(C) Sickness to the point of being unable to work, with a certificate from a doctor accepted by the employer who concludes that the member is no longer able to perform the work of the employer.

(D) Becoming an insane person, incompetent person, or as incompetent person, with a certificate from a doctor accepted by the employer who concludes that the member can no longer perform his/her duties

(E) Permanent disability, meaning disability due to any cause to make him/her unable to perform any duties in a full-time job

(F) The employer requesting for cancellation of provident fund benefits.

(G) The employer cancelling the business.

(H) The fund being cancelled

In case the fund does not pay the contributions and benefits arising from the money the Company contributed to the fund to members upon the retirement of membership, only in the event of an offense which causes serious damage to the employer, the money that the Company pays contributions to the fund

and the benefits arising from the money that the Company contributes in the part that has already been considered expenditure, whether in whole or in part, shall be regarded as the income of the Company: DHouse Pattana Public Company Limited.

6. Investment plan

Investment plans for employee provident funds are divided into

- Bond Policy (PVDMPFFI)
- Equity Policy (PVDMPFEQ)

From the investment policies above, the Fund Committee has established only one investment plan for members, namely Bond policy 80% Equity policy 20% (PVDMPFFI 80% PVDMPFEQ 20%).

Labor dispute

In the past 3 years, the Company has not had any significant labor disputes.

Human resource development policy

The company realizes the importance of training and human development in order to enhance the knowledge and capability of the employees by supporting internal and external training and seminars, and those organised external institutions with specific expertise as appropriate and necessary, with the following guidelines

- 1) The Human Resources Department is responsible for assessing the needs of the Company's human resource development and setting up annual development plans along with budgeting for expenses to be completed before January of every year. The human resource development plan must always be done in advance based on the actual needs according to the annual development plan for each department.
- 2) The Human Resources Department must monitor the training plan. If there is a need for changes or modifications, they must notify the relevant parties in advance.
- 3) The Human Resources Department must control the budget for development within the specified budget plan.
- 4) The Human Resource Department will operate as a supervisor in charge of the training. All parties who want to organize the training must cooperate and coordinate with the Human Resources Department on the date, time, place, tools and equipment that will be used, etc.
- 5) The Human Resources Department is responsible for evaluating and monitoring the results of the courses organized.
- 6) The Company encourages its directors to attend seminars in relevant and appropriate courses in order for them to continuously develop knowledge and lead the Company to progress.

7.6 Other important information

7.6.1 Details of the person who is assigned the highest responsibility in the accounting department, those assigned to be directly responsible for the supervision of bookkeeping, company secretary, and the Internal Audit Supervisor from outside of DHouse Pattana Public Company Limited

No.	Name/Position(s)/Date of Appointment	Age (Year)	Education Qualifications	Family Relationship among Executives	Proportion of Shareholding (%)	Work Experience in the Past 5 Years		
						Period	Position and Name of Organization/Company	Type of Business
1	Miss Piathip Khanthom - Executive Director - Director of Accounting and Finance (Person who has been assigned the highest responsibility in accounting and finance) (Previous Name – Family Name) - None - Date of Appointment: 1 st November 2018	44	<u>Bachelor's Degree</u> - Bachelor of Accountancy, Bansomdejchaopraya Rajabhat University - Bachelor of Business Administration (Management), Rajabhat Maha Sarakham University <u>Certificate (s)</u>	None	None	2018 – Present	Executive Director / Vice President of Accounting and Finance, DHOUSE PATTANA Public Company Limited	Development of Residential Property for Sale
						2017-1028	Accounting and Finance Manager, Able Medical Company Limited	Production and distribution of medicines

No.	Name/Position(s)/Date of Appointment	Age (Year)	Education Qualifications	Family Relationship among Executives	Proportion of Shareholding (%)	Work Experience in the Past 5 Years		
						Period	Position and Name of Organization/Company	Type of Business
			- E-learning course: CFO's Orientation Course (English Version), Stock Exchange of Thailand			2015 - 2017	Head of Accounts Payable Department Belink Media Company Limited	Production and management of advertising media
2	Miss Wanna Sriboonrueang - Accountant (Previous Name – Family Name) - None – Date of Appointment: - 25 th December 2017	37	<u>Bachelor's Degree</u> Bachelor of Accounting, Ramkhamhaeng University	None	None	2017 - Present	Accountant, DHOUSE PATTANA Public Company Limited	Development of Residential Property for Sale
						2006 - 2017	Chief Accountant, V.THANAVIT GROUP COMPANY LIMITED	Accounting Service
3	Miss Kamolchanok Chantrakul - Company secretary	26	<u>Bachelor's Degree</u>	Niece of Mr. Chaiyut Lerdrungporn	None	2021 - Present	Company secretary, DHOUSE PATTANA Public Company Limited	Development of Residential Property for Sale

No.	Name/Position(s)/Date of Appointment	Age (Year)	Education Qualifications	Family Relationship among Executives	Proportion of Shareholding (%)	Work Experience in the Past 5 Years		
						Period	Position and Name of Organization/Company	Type of Business
	(Previous Name – Family Name) - None - Date of Appointment: 1 st November 2018		Bachelor of Public Administration, Khon Kaen University <u>Certificate(s)</u> Company Secretary Program (CSP) Class 112/2020, Thai Institute of Directors	and Mrs. Pranee Lerdrungporn		2017-2018	Accounting and Finance Manager, Able Medical Company Limited	Production and distribution of medicines

Details of the Internal Audit Supervisor

The Company uses outsourced services such as Honor Audit and Advisory Company Limited to work as the internal audit supervisor. It has assigned Ms. Piyamas Ruengsangrob as Executive Director to be the main responsible person for performing the duties of the Company's internal auditor.

No.	Name/Position(s)/Date of Appointment	Age (Year)	Education Qualifications	Family Relationship among Executives	Proportion of Shareholding (%)	Work Experience in the Past 5 Years		
						Period	Position and Name of Organization/Company	Name of Organization / Affiliation / Company
1.	Ms. Piyamas Ruengsangrob	41	<ul style="list-style-type: none"> - Master's degree Master of Accounting in Financial Accounting and Assurance, Thammasat University - Graduate Certificate, Department of Auditing, Chulalongkorn University - Bachelor's degree Bachelor of Business Administration (Accounting), Rajamangala Institute of Technology Bophitphimuk Chakkrawat Campus - Bachelor's degree Bachelor of Arts, Department of Mass Communication, Ramkhamhaeng University 	None	None	2010 - Present	Executive Director	Honor Audit and Advisory Company Limited
						2019 - Present	Special Instructor	Bangkok University
						2019	Special Instructor	Thammasat University
						2012 - 2014, and 2019 - Present	Special Instructor	Burapha University
						2000 - 2010	Audit Manager	MAC OFFICE CO., LTD.

No.	Name/Position(s)/Date of Appointment	Age (Year)	Education Qualifications	Family Relationship among Executives	Proportion of Shareholding (%)	Work Experience in the Past 5 Years		
						Period	Position and Name of Organization/Company	Name of Organization / Affiliation / Company
			<ul style="list-style-type: none"> - Certified Public Accountant of Thailand - Certificate in Internal Audit, Class 7 from the Federation of Accounting Professions - Certificate from the Federation of Accounting Professions for course "Preparation for Audit Office Visit for Quality Assurance under ISQC₁ standard, Class 3" - Certificate from the Investor Club Association Course "Practice after Being Promoted in Investment " - Certificate in Tax Law, Thammasat University, course "Customs, Excise Tax And stamp duty ", " VAT", "specific business tax ", " corporate income tax ", "personal income tax" and "international taxation" 					

7.6.2 List of Chief Investor Relations

Mr.Att Lerdrungporn

E-mail Address: att@dhhouse.in.th

Phone: 043 722 000/092 665 5656

7.6.3 Auditor's remuneration

The Company paid audit fee for the financial statements for the year 2017 - 2019 to Siam Truth Audit Company Limited and the annual ordinary shareholders' meeting for the year 2020 approved the audit fee, for the year in the period ended on 31st December 2020, to Siam Truth Audit Company Limited, totaling 1,550,000 baht. The aforementioned compensation consisted of: quarterly audit fees and annual audit fee, with details as follows:

Auditor's remuneration	Year 2018	Year 2019	Year 2020
Remuneration (baht)	1,420,000	2,000,000	1,550,000

Note: Auditor's remuneration for 2019 includes audit expenses of pro-forma consolidated financial statements audit for the year 2017.

Non-audit fee

- none -

2.8 Report on Key Performance of Corporate Governance

8.1 Summary of the Board's Performance in the past year

Board of Directors of DHouse Pattana Public Company Limited comprises of 10 persons as follows:

1. Asst. Prof. Dr. Teeraphan Ungphakorn	Chairman of the Board - Independent Director
2. Mr. Chaikut Lerdrungporn	Vice Chairman of the Board / Executive Director
3. Mr. Apishar Nithianantporn	Director - Independent Director
4. Dr. Ong-art Chanprasitchai	Director - Independent Director
5. Asst. Prof. Dr. Utis Bhongchirawantana	Director - Independent Director
6. Mrs. Pranee Lerdrungporn	Director - Executive Director
7. Mr. Pongpot Lerdrungporn	Director - Executive Director
8. Mr. Att Lerdrungporn	Director - Executive Director
9. Dr. Pongnarin Lerdrungporn	Director - Executive Director
10. Mr. Channarong Kaewwisit	Director
11. Mr. Chaichan Kaewwisit	Director

The Board of Directors has performed their duties prudently, transparently and fairly, with a wide range of knowledge, skills, and experiences. They are able to exercise their own judgment independently, have leadership, serve to define strategies, directions, policies, goals and missions of the Company to provide executives and employees with the aim of operating in the same direction. In the year 2020, there were 5 meetings, which can be summarized as follows:

1. The Board of Directors has considered and reviewed the strategy, goals and operating directions of the Company to make them appropriate and consistent with business operations, including monitoring and supervising the implementation of the Company's strategy to comply with relevant policies, rules, laws and regulations.

2. The Board has determined the management structure, nominated and approved the appointment of the Executive Committee and Chief Executive Officer, and other sub-committees such as the Audit Committee, the Nomination and Remuneration Committee and the Risk Management Committee as appropriate.

3. The Board has reviewed, examined and approved the annual business plan. and new investment projects, and business expansion plans with large investments as proposed by the management.

4. Control the management of risk to be at an appropriate level, within the legal framework, objectives and resolutions of the shareholders' meeting with honesty, careful consideration of the best interests of the Company and responsibility to shareholders and all stakeholders.

5. The Board of Directors has established a written corporate governance policy and approved the said policy and reviews it at least once a year.



6. The Board of Directors has reviewed and adapted the good corporate governance code (CG Code) to suit the business context. In 2020, the Board of Directors jointly considered and reviewed the code at the 3rd Board of Directors Meeting on 13th August 2020.

7. The Board promotes the code of ethics as follows:

The Company adheres to the transparent, honest and fair business practices and issues the code of ethics for the Board of Directors, executives and employees, and requires the directors, executives and employees to comply with the code of conduct for directors, executives and employees of the Company, to perform duties according to the Company's mission within the legal and regulatory framework of the Company on the basis of a professional code of conduct. There are activities to promote compliance with the code of conduct and a culture of good corporate governance. Also, the Company provides effective communication of guidelines and follow up on compliance with the code of conduct to all employees.

8. Prevention of conflicts of interest

The Board determines the management tools to ensure that the Company has an efficient and transparent business management for the best interests of the shareholders, the Company has established measures to eliminate conflicts of interest as follows:

- Measures to eliminate conflicts of interest

The Board of Directors has considered transactions that may lead to conflicts of interest connected transactions or related transactions appropriately within the framework of good ethics. They have been scrutinized by the Audit Committee and actions have been taken to ensure that the regulations of the Stock Exchange of Thailand and the Securities and Exchange Commission are complied with. As well, there are disclosures of information on transactions that may have conflicts of interest to the public. The Company has determined regulations and processes for approving transactions that may lead to conflicts of interest for the executives, employees and related parties to follow.

9. Risk Management

The Board of Directors attaches great importance to risk management. The Company has set and assessed the risks of the business. Measures are in place to prevent and manage risks. This includes risks affecting the Company's operations as described in the Risk Factors section. In addition, the Company has established a Risk Management Committee of which the scope of power, duties and responsibilities are clearly defined in the Risk Management Committee Charter, which has been approved by the Board of Directors.

In 2020, the Board of Directors has considered and reviewed the strategy, goals and operating directions of the Company to make them appropriate and consistent with business operations, including monitoring and supervising the implementation of the Company's strategy with compliance with policies, rules, laws and regulations related as well as managing the risks at the appropriate level, within the legal framework, objectives and resolutions of the meeting. These are



done with honesty, careful consideration of the best interests of the Company and the responsibility to shareholders and to all stakeholders.

The Company's Regulations stipulate that the Board of Directors consists of: executive directors, non-executive directors and independent directors with at least one-third and not less than three independent directors. The qualifications of an independent director are subject to what the Stock Exchange of Thailand has set. The Board of Directors selects a director from the non-executive directors to be the chairman of the board. The Board of Directors selects one person to act as the secretary of the Board of Directors. The secretary of the Board of Directors may or may not be a director.

One shareholder has one vote for one share. In an election of directors, one shareholder may vote for one person at a time or several persons at a time as the shareholders' meeting deems appropriate. But in each vote, shareholders must also vote. All votes obtained under Article 1 may not be divided in the number of votes to any one person. So, the shareholders cannot divide their vote in the selection of directors to any one person with more or less votes according to Section 70, paragraph one of the Public Company Act (use NON-CUMULATIVE VOTING method only).

The persons who receive the highest number of votes, in the descending order, are elected as directors equal to the number of directors to be elected at that time. In the event that the persons elected in descending order have the same number of votes, with number of persons exceeding the number of directors to be elected at that time, the chairman of the meeting has a deciding vote.

In the event that the Company directors want to be directors of another company, it must be approved by the Board of Directors. The specific committees, namely, the Audit Committee, the Nomination and Remuneration Committee, the Risk Management Committee shall have a term of office of 3 years. The term 1 year here refers to the period between the date of the annual ordinary shareholders' meeting of the year appointed until the date of the annual ordinary shareholders' meeting in the following year.

Roles of Chief Executive Officer

The Chief Executive Officer is appointed by selection by the Nomination and Remuneration Committee or a person assigned by the Board of Directors, to be selected and proposed to the Board of Directors, which will consider, select and approve the appointment. He/she must have appropriate qualifications and not be under any of the prohibitions under the Public Limited Companies Act and must be a person with knowledge, ability and experience that is beneficial to the Company's business operations as well, with honesty and integrity. He/she must have business ethics and enough time to devote knowledge, skills and perform duties for the Company to the fullest.

The Chief Executive Officer has the following duties and responsibilities:

1. Manage, supervise and approve operations that are relevant to the day-to-day management of the Company for the benefit of the Company and in accordance with the policies, strategies and operational plans of the Company set by the Board of Directors and or the Executive Committee. Act



for the benefit of the Company and in accordance with the objectives, regulations, rules, orders, resolutions of the Board of Directors 'meetings and resolutions of the shareholders' meetings of the Company within the framework of the relevant laws and the scope of powers and duties set by the Board of Directors.

2. Prepare policies, strategies, goals, business plans and the annual budget as well as the management structure and various administrative powers structure of the Company to be proposed to the Executive Committee for consideration before presenting to the Board of Directors for approval.

3. Regularly monitor, control, and report the overall performance of the Company to the Board of Directors and the Executive Committee.

4. Ensure that the senior executives and employees in various departments perform their duties and operate efficiently and effectively, including pushing for continuous development of the organization and personnel as well as maintain a good image of the organization.

5. Have the power to consider new business investments to be presented to the Executive Committee And / or the Board of Directors.

6. Have the power to hire, appoint, move, lay off, dismiss and set compensation for employees at levels lower than the Chief Executive Officer, which is within the scope of the Company's regulations and requirements.

7. Have the power to issue, amend, update rules, regulations and orders about the operation of the Company in order to operate in accordance with the established company policies, as well as help protect the interests of the Company and maintain discipline in the organization.

8. Delegate power and / or assign another person to perform duties and / or to perform any matters on his/her behalf within the scope of the approval authority criteria or regulations or orders set by the Board of Directors and / or the Executive Committee.

9. Have the power to act and represent the Company to third parties in any business related and beneficial to the Company.

10. Have the authority to approve operating expenses and / or other expenses which are normal company expenses in the approved limit, including having the power to negotiate and approve the entrance into a legal contracts and / or any activities related to the operations of the Company according to the authority and / or the amount approved by the Board of Directors and / or the Executive Committee.

11. Perform any action as assigned by the Executive Committee and / or company directors.

Business ethics

The Board of Directors has a clear policy in conducting business with ethics, honesty and integrity. The Executive Committee and all employees must perform their duties with honesty, set up ethical standards in the Company's business operations and promote good practice in the



organization and business processes with awareness that If all departments reflect organisation's ethical values through their operations and commitment, it is an important part of building confidence in the Company. The Company sets the expectations that the organization has for all employees. This also includes the understanding of the Company's principles, practices and intent. The Company considers it extremely important for all employees to strictly abide by the principles as well as aims to foster a good corporate culture in accordance with the good corporate governance principles of the Stock Exchange of Thailand.

Internal control and audit systems

The Company realizes the importance of an internal control system that is appropriate for the current business operation, in both management and operational levels and ensure it is effective and in accordance with the business goals, duties and responsibilities of each department. The Company clearly sets the duties and operational powers of the operators and executive in written to control and supervise the use of the Company's assets for the maximum benefit.

Risk management

The Board of Directors attaches great importance to risk management. The Company has set and assessed the risks of the business. Measures are in place to prevent and manage risks. This includes risks affecting the operations of the Company in order to assess the risks and effects of changing events in terms of economy, finance, society and law, including industry competition. Also, the Company regularly prescribes measures to manage corrective actions as appropriate.

The Company has appointed an Audit Committee, of which the members hold all positions as independent directors, to inquire about the correctness, adequate disclosure of information and the reliability of financial statements.

Important strategies and policies of the Company are communicated to the Board of Directors, executives and all employees through various tools or communication channels suitable for the content. The Board of Directors has monitored the performance and progress as well as acknowledged the performance report and provided feedback or suggestions on a quarterly basis.

Ensuring that all directors are responsible for performing their duties and allocating sufficient time.

Directors will be informed of the schedule of the Board of Directors' meetings for the next meeting in advance in order for the Board to perform their duties efficiently and allocate sufficient time. In each meeting of the Board of Directors, there is an appropriate period for consideration. The directors will receive supporting documents at least 5 days in advance to allow time to study the information. In 2020, the Board of Directors has held 7 company meetings.



Appointment of Directors and Executives

Nomination and Appointment of Directors

The Board of Directors appoints the Nomination and Remuneration Committee, consisting of 2 independent and non-executive directors and 1 executive director to define the structure and composition of the Board of Directors on the matter of qualifications of each director.

In selecting and proposing suitable persons to replace directors of the Company whose terms have expired and / or whose positions are vacant and / or with condition of additional appointment, the Nomination and Remuneration Committee will consider recruiting persons by taking into account knowledge, abilities, expertise and experience, and the fact that those persons have a good work history, good vision, including morality, ethics, and can devote sufficient time to the Company and be attentive in the performance of their duties according to their responsibilities, which are beneficial to the operation of the Company.

The Board of Directors has appropriate qualifications in accordance with the Company's business strategy and possesses diversity of knowledge, capability, skills, experience and expertise which are beneficial to the operations of the Company.

Remuneration for Directors and Executives

The Company has a policy to pay remuneration to directors and executives that motivate directors and executives to lead the organization to achieve both short-term and long-term goals. It ensures that the remuneration is at a competitive rate in the same business group in order to maintain and retain quality directors and executives. Directors and executives who are assigned more duties and responsibilities will receive additional compensation appropriate to their duties and responsibilities by taking into account the suitability of the business type, relationship with the performance of the Company, which correspond to the general conditions of the market (Market Norm) and of the same industry, including the duties and responsibilities of each director and executive. The Nomination and Remuneration Committee is responsible for determining necessary and appropriate remunerations in monetary form for directors, sub-committees, and committees, Chief Executive Officer including executives who have a duty to report directly to the Chief Executive Officer. For the remuneration of directors and sub-committees, the Remuneration Committee proposes it to the Board of Directors 'meeting for approval to be presented to the regular shareholders' meeting for approval annually.

Ensuring that there is an appropriate risk management and internal control system

The Company is committed to continually developing and improving its risk management system throughout the organization in accordance with international principles and standards

(COSO-ERM) under the concept that risk management is not an activity that is excluded from the core activities or processes of an organization, but is considered a part of corporate governance, planning and strategy formulation at both departmental and corporate levels, under the supervision of the Board of Directors. The Risk Management Committee has been appointed to have appropriate risk management duties, implement, drive and support the risk management process by the Risk Management Team, by considering external and internal factors in strategic, performative, financial, and regulatory compliance areas, including the criteria for assessing risk events from the perspective of opportunity and the impact of risk events, to prioritize the determination of control and / or reduction measures of risk to the acceptable level.

8.1.1 Nomination, Development and Evaluation of the Board's Performance

Performance Evaluation

In accordance with good corporate governance principles for listed companies, the Board and sub-committees of listed companies are recommended to conduct self-assessment at least once a year in order for the them to jointly consider the performance and make improvements. The assessment should be made both on a panel basis and on an individual basis, with the following scoring criteria:

- 0 = Strongly disagree or no action has been taken in that regard
- 1 = Disagree or little action has been taken on the matter
- 2 = Agree or some action has been taken on that matter
- 3 = Quite agree or some action has been taken on that matter
- 4 = Strongly agree or action has been very well performed on that matter

The assessment results will be calculated as a percentage of the full score from the following scoring criteria:

1. Scores of 95.01% or more = Excellent, meaning excellent performance.
2. Score 90.01 -95.00% = Good, meaning that the performance exceeded the specified standards and is occasionally excellent
3. Score 85.01-90.00% = Medium, means that the performance is below the specified standard

4. Below 85.00% = Need improvement, means that the performance is below the specified standard

Summary of the Board of Directors' Assessment Score

List	Score	Score (percentage)	Note
Evaluator 1	189	79%	
Evaluator 2	208	87%	
Evaluator 3	237	99%	
Evaluator 4	232	97%	
Evaluator 5	237	99%	
Evaluator 6	224	93%	
Evaluator 7	217	90%	
Evaluator 8	226	94%	
Evaluator 9	215	90%	
Evaluator 10	214	89%	
Evaluator 11	240	100 %	
Assessment results		92%	

Summary of the Audit Committee's Assessment Score

List	Score	Score (percentage)	Note
Evaluator 1	77	96 %	
Evaluator 2	65	86%	
Evaluator 3	77	96%	
Assessment results		93%	

Summary of Risk Management Committee's Assessment Score

List	Score	Score (percentage)	Note
Evaluator 1	66	92%	
Evaluator 2	65	90%	
Evaluator 3	66	92%	
Assessment results		91%	

Summary of the Scores of the Nomination and Remuneration Committee's Assessment

List	Score	Score (percentage)	Note
Evaluator 1	64	92%	
Evaluator 2	59	97%	
Evaluator 3	64	84%	
Assessment results		91%	

Summary of the Assessment Score of the Executive Committee

List	Score	Score (percentage)	Note
Evaluator 1	70	97%	
Evaluator 2	70	97%	
Evaluator 3	62	86%	
Evaluator 4	68	94%	
Evaluator 5	65	90%	
Evaluator 6	69	96%	
Evaluator 7	70	97%	
Assessment results		94%	

Board of Directors

The Board of Directors set up annual performance assessment in order for the Board to review the performance, problems and obstacles during the year. In the year 2020, the Company hired a consultant from external company, Honor Audit and Advisory Company Limited, to provide advice to review and improve the performance assessment form of the Board of Directors, to implement it with appropriate criteria, make it consistent with the good practice code (CG CODE) issued by the SEC and analyze and evaluate the results obtained from the performance assessment form of the Board of Directors. In addition, the consultant also has duties to make comments and suggestions to be used by the Company in improving and developing the performance of duties of the Board of Directors. Moreover, the Company sets the annual performance index of the Board in accordance with the CG CODE and the international DJSI standard, which consist of four assessments: the Company's performance, Performance assessment results of the entire Board of Directors, The meeting attendance of the Board of Directors, and participation in expressing opinions of the Board of Directors in the meetings.



Nomination of the directors and highest executive of the Company

For the selection of persons to be appointed as directors or the highest executive of the Company, persons appointed as directors and the highest executive of the Company must be qualified persons under Section 68 of the Public Limited Companies Act 2535 and the Capital Market Supervisory Board Notification No. Tor Jor. 39/2559 regarding the application and permission to offer for sale of new stock. The Company selects persons to nominate for appointment as directors and senior management through the Nomination and Remuneration Committee, with the composition and criteria for recruiting as follows:

Nomination of the Board of Directors

In appointing Company directors, the Nomination and Remuneration Committee, consisting of 2 independent directors out of the total 3 committee members, will select and screen qualified persons according to the Company's regulations, and will nominate qualified candidates, to acquire professional and diverse directors based on the structure, size and composition of the board. The Committee proposes opinions to the Board of Directors then, the aforementioned list of directors will be presented to the shareholders' meeting to be elected as directors according to the following criteria, with elements and the qualifications of the Board of Directors being detailed as follows:

Compositions

1. Must have knowledge and understanding of the principles of good corporate governance and good practice in corporate governance.
2. Have knowledge of the business of the Company and show good communication abilities.
3. According to the Company's Regulations, the Company's Board of Directors must consist of at least 5 directors and not less than half of the Directors must reside in the Kingdom of Thailand. Company Directors must be residents of the Kingdom of Thailand and must be qualified persons as required by law, and may or may not be shareholders of the Company.
4. The Board of Directors consists of executive directors, non-executive directors, and independent directors, with least one third and not less than three independent directors. The qualifications of independent directors are as stipulated by the Stock Exchange of Thailand.

Qualifications

- (1) Must have appropriate qualifications and not be under any of the prohibitions under the Public Limited Companies Act.
- (2) Must be a knowledgeable person having abilities and experience that are beneficial to the Company's business operations. Possess a quality of honesty and have business ethics and enough time to devote knowledge and skills and perform duties for the Company to the fullest.



The Board of Directors is appointed by the shareholders' meeting for with the following appointment criteria:

(1) A shareholder has one (1) vote per one (1) share.

(2) In an election of directors, the voting method may be used to elect directors individually, one person at a time, or several persons at a time as the shareholders' meeting deems appropriate. But in each vote, the shareholders must vote with votes according to item (1) and the votes cannot be divided in the election of directors to any person more or less according to Section 70 of the Public Limited Companies Act (use NON-CUMULATIVE VOTING method only).

(3) Persons who receive the highest number of votes in descending order shall be elected as directors equal to the number of directors required or to be elected at that time. In the event that the persons elected in descending order have an equal number of votes, and that number exceeds of the number of directors required or to be elected at that time, the chairman of the meeting shall cast a casting vote.

Nomination of independent directors

In the selection of independent directors, the Company has set the nomination criteria as follows:

1. Must have appropriate qualifications and not be under any of the prohibitions under the Public Limited Companies Act.

2. Must be a person who has knowledge, ability and experience that is beneficial to the Company's business operations as with integrity, business ethics and enough time to devote knowledge and potential and perform duties for the Company to the fullest.

3. Hold no more than 1% of the total number of shares with voting rights of the Company, parent company, subsidiary company, associated company, major shareholder or controlling person of the Company. This includes the holding of shares by connected persons of that independent director.

4. Not being or having been a director who takes part in management, employee, staff, advisor who earn regular salary or controlling person of the Company, parent company, subsidiary company, associated company, same level subsidiary, major shareholders or of the person having control power of the Company unless he/she has been removed from aforementioned characteristic for not less than 2 years before being appointed. This does not include the case of independent directors being a government official or advisor to the government agency, which is a major shareholder or an authorized person of the Company in the past.

5. Not being a person with pedigree relation with or by legal registration in the relationship of parent, spouse, sibling and child, including the spouse of the children of the executives, major

shareholders, controlling persons, or a person who will be nominated as an executive or a controlling person of the Company or subsidiary.

6. Do not have or have ever had a business relationship with the Company, parent company, subsidiary company, associated company, major shareholders or a controlling persons of the Company in a manner that may hinder his independent judgment, including not being or having been a significant shareholder or a controlling person of a person having a business relationship with the Company, parent company, subsidiary company, associated company, major shareholders or controlling person of the Company, unless they have retired from such nature for at least 2 years, to be appointed as an independent director.

7. Not being or having been an auditor of the Company, parent company, subsidiary company, associated company, shareholders or controlling persons of the Company, and not being a significant shareholder, controlling person, or the audit office which has auditors of the Company, parent companies, subsidiaries, associated companies, major shareholders or the controlling persons of the company under affiliation, unless he or she has been discharged from the aforementioned characteristics for at least 2 years prior to his/her appointment as an independent director.

8. Not being or have been a service provider of any professional, including legal advisor or financial advisor which receives a service fee of more than 2 million baht per year from the Company, parent company, subsidiary company, associated company, major shareholders or controlling persons of the Company and not being a significant shareholder, controlling person or a partner of that professional service provider, unless he/she has ceased from having the aforementioned characteristics at least 2 years before the date of appointment as an independent director.

9. Not being a director who has been appointed as a representative of the Company's directors, major shareholder or a shareholder who is connected to the major shareholders.

10. Shall not operate a business of the same nature and in significant competition with the business of the Company, subsidiaries or not being a significant partner in a partnership or a participating director, an employee, advisor who receives salaries or hold shares more than 1% of eligible shares with voting right of other companies which operate a business of the same nature and in significant competition with the business of the Company or subsidiary.

11. An independent director shall hold office for a continuous period of not more than 9 years from the date of his/her first appointment as an independent director. In the event that an independent director is to be appointed to continue the position, The Board must reasonably consider such necessity.

12. Not having any other characteristics that make him/her incapable of expressing independent opinions with regard to the Company's operations.

13. The above independent director may be assigned by the Board of Directors to make operational decisions of the Company, parent company, subsidiary company, associated company, same level subsidiary, major shareholders or controlling persons by making decisions in the form collective decisions.

14. Be a person who is able to perform duties and express opinions or report the performance of the duties assigned independently without being under the control of the executives or the major shareholders of the Company, connected persons or persons in close relatives of such persons.

15. Be trusted and generally accepted.

16. Be able to devote sufficient time to carry out the duties of independent directors.

Nomination of the highest executive of the Company

The Board of Directors has considered and assigned the Nomination and Remuneration Committee to consider the criteria and methods for recruiting a qualified person to hold the position of Chief Executive Officer, which is the highest executive position of the Company. together with reasons provided for the Board of Directors to consider and appoint such person further. In the selection process, the Company has considered and screened a qualified person with suitable qualifications, knowledge, skills, expertises and experiences that are beneficial to the Company's operation and who understands the business of the Company very well and is able to manage work to achieve objectives and goals set by the Board of Directors.

8.1.2 Meeting attendance and remuneration for individual directors

Details of attendance at the Board of Directors' meetings in the year 2018, 2019 and 2020 are as follows:

List of Board of Directors	Number of meetings attended / total meetings after taking office				
	Year 2018			Year 2019	Year 2020
	DH	DHC	DHOUSE		
1 Asst. Prof. Dr. Teeraphan Ungphakorn	-	-	-	1/1	7/7
2. Mr. Chaiyut Lerdrungporn	4/4	4/5	9/9	6/6	7/7
3. Mrs. Pranee Lerdrungporn	-	-	5/5	6/6	7/7
4. Mr. Pongpot Lerdrungporn	4/4	5/5	9/9	6/6	7/7
5. Dr. Pongnarin Lerdrungporn	4/4	4/5	9/9	6/6	7/7
6. Mr. Att Lerdrungporn	-		5/5	6/6	7/7
7. Mr. Chaichan Kaewwisit	4/4	3/5	9/9	5/6	7/7
8. Mr. Channarong Kaewwisit	3/4	-	7/9	5/6	7/7
9. Mr. Chanvit Kaewwisit	3/4	3/5	8/9	5/6	7/7
10. Dr. Ong-art Chanprasitchai	-	-	-	1/1	7/7
11. Mr. Apishar Nithianantporn	-	-	-	1/1	7/7
12. Asst. Prof. Dr. Utis Bhongchirawantana	-	-	-	1/1	7/7

Note: Mr. Chanvit Kaewwisit resigned from the position of director with effect from 20th March 2020 onwards.

Mrs. Mrs. Pranee Lerdrungporn resigned from the Board of Directors after the end of accounting period (10th February 2021). The Company is in the process of selecting a new director and will continue to notify the Stock Exchange of Thailand.



Remuneration of directors

The Company has a policy of paying directors and executives' remuneration to motivate directors and executives to lead the organization to achieve both short-term and long-term goals. It is a rate that can compete in the same business group in the same area in order to maintain quality directors and executives. Directors and executives who are assigned more duties and responsibilities will receive additional compensation appropriate to their duties and responsibilities by taking into account the suitability of the business type, relationship with the performance of the Company, which corresponds to the market norm and the same industry, including the duties and responsibilities of each director and executive. The Nomination and Remuneration Committee is responsible for determining necessary and appropriate remunerations in monetary form for directors, sub-committees, and committees, Chief Executive Officer, including executives who have a duty to report directly to the Chief Executive Officer. For the remuneration of directors and sub-committees, the Remuneration Committee will propose to the Board of Directors' meeting for approval to be presented to the annual ordinary shareholders' meeting for approval every year.

The 2020 annual ordinary shareholders' meeting, held on 12th March 2020, resolved on the remuneration of the Company's directors for the year 2020 by determining the meeting allowance (baht / person / time) with the details as follows:

Meeting allowance	Chairman (baht per person)	Director (baht per person)
Board of Directors	9,000	7,000
Audit Committee	7,000	5,000
Risk Management Committee	5,000	3,000
Nomination and Remuneration Committee	5,000	3,000
Executive Committee	5,000	3,000

Note: Directors who are executives, who receive regular salary, will not receive remuneration (meeting allowance) each time.

The remuneration for all directors and sub-committees for the year 2020 must be no more than 1,200,000 baht (one million two hundred thousand baht).



Summary of meeting allowances for various committees for the year 2020, DHouse Pattana Public Company Limited

that	Name-Surname	position	Board remuneration (baht)					
			Board of Directors	Executive Committee	Audit Committee	Nomination and Remuneration Committee	Risk Management Committee	Total for Year 2020
1.	Asst. Prof. Theeraphan Ungphakorn	Chairman of the Board / Independent Director / Director / Audit Committee	72,000	-	25,000	-	-	97,000
2.	Mr. Chaiyut Lerdrungporn	Vice Chairman / Executive Director / Company Director	56,000	77,000	-	-	-	133,000
3.	Mrs. Pranee Lerdrungporn	Director / Director / Executive Director	56,000	50,000	-	-	-	106,000
4.	Mr. Pongnarin Lerdrungporn	Director / Director / Executive Director	-	-	-	-	-	-
5.	Mr. Pongpot Lerdrungporn	Director / Director of the Company / Member of the Nomination and Remuneration Committee / Member of the Risk Committee / Member of the Executive Committee	-	-	-	-	-	-
6.	Mr. Att Lerdrungporn	Director / Director / Risk Management Committee / Executive Director	-	-	-	-	-	-



that	Name-Surname	position	Board remuneration (baht)					
			Board of Directors	Executive Committee	Audit Committee	Nomination and Remuneration Committee	Risk Management Committee	Total for Year 2020
7.	Mr. Chaichan Kaewwisit	Director / Director	56,000	-	-	-	-	56,000
8.	Mr. Channarong Kaewwisit	Director / Director	56,000	-	-	-	-	56,000
9.	Asst. Prof. Dr.Utis Bhongchirawantana	Director / Independent Director / Director of the Company / Member of the Nomination and Remuneration Committee / Member of the Risk Management Committee	56,000	-	-	3,000	10 , 000	69,000
10.	Mr. Apishar Nithianantporn	Director / Independent Director / Director / Audit Committee / Nomination and Remuneration Committee	56 , 000	-	25,000	10,000	-	91,000
11.	Dr. Ong-art Chanprasitchai	Director / Independent Director / Company Director / Audit Committee	56 , 000	-	35,000	-	-	91,000
Total								699,000

***Note: Directors who are executives, who receive regular salary, will not receive remuneration (meeting allowance) each time. The remuneration for all directors and sub-committees for the year 2020 must be no more than 1,200,000 baht (one million two hundred thousand baht).**



Other remuneration of directors

The 2020 annual ordinary shareholders' meeting on 12th March 2020 has approved the allocation of 217,000,000 newly-issued common shares of the Company with a par value of 0.50 baht per share. 217,000,000 shares were offered for sale to the public, totaling 25.86 percent of the number of shares sold after this capital increase.

The shares offered for sale to the public in such amount were offered for sale to directors, executives and / or employees of the Company for not more than 10 percent of the shares that are offered to the public at this time. In the event that there are capital increase ordinary shares remaining from the allocation for the directors, executives and / or employees of the Company, the action must be taken to bring the remaining ordinary shares into the initial public offering (IPO). The offering price is the same price as the initial public offering (IPO) price, and the shares will be offered for sale together with the IPO.

In accordance with the resolution of the Board of Directors Meeting No. 4/2020, held on 2nd October 2020, there was an approval for the allocation of newly issued common shares to directors, executives and / or employees of the Company, totaling no more than 21,720,000 shares, representing no more than 10.00% of the number of shares offered in this time. Also, the qualifications of the directors, executives and / or employees of the Company that are entitled to receive the allocation of the newly issued common shares were determined. The meeting passed a resolution approving the allocation of the newly issued common shares to 6 directors and executives totaling not more than 7,200,000 shares, with details of each allocation as follows:

order	Name-Surname	Position / Company	Maximum number of allocated shares (shares)	% Of IPO shares
1	Asst. Prof. Dr. Teeraphan Ungphakorn	Chairman of the Board / Audit Committee / Independent Director	1,200,000	0.55%
2	Mr. Chaiyut Lerdrungporn	Vice Chairman	1,200,000	0.55%
3	Mrs. Pranee Lerdrungporn	Director	1,200,000	0.55%
4	Dr. Ong-art Chanprasitchai	Chairman of the Audit Committee / Independent Director	1,200,000	0.55%
5	Mr. Apishar Nithianantporn	Audit Committee / Independent Director	1,200,000	0.55%
6	Asst. Prof. Dr. Utis Bhongchirawantana	Independent Director	1,200,000	0.55%
Total			7,200,000	3.31%

8.1.3 Supervision of Subsidiaries and Associated Companies

-None-

8.1.4 Monitoring to ensure the implementation of the corporate governance policy and practice

The company pays attention to good corporate governance by stating related policies and practices in the Company's corporate governance policy and business ethics, including fostering real practice of corporate governance to build confidence for all groups of stakeholders. In the past year, the Company has followed up on compliance with good corporate governance in accordance with the principles of corporate governance of the Company, covering 8 principles of practice as follows:

- 1) Realize the roles and responsibilities of the Board of Directors as leaders who create sustainable value for the business.
- 2) Set objectives and the main goals of the business for sustainability.
- 3) Strengthen effective committees
- 4) Recruiting and developing top executives and personnel management
- 5) Promote innovation and conduct business with responsibility
- 6) Ensuring that there is a risk management system and appropriate internal control
- 7) Maintain financial credibility and disclosure
- 8) Support participation and communication with shareholders

(1) Prevention of Conflicts of Interest

The Company has established a policy that the Board of Directors, executives and employees must perform their duties for the best interests of the Company. In the event that any person has a stake in the transactions considered, the person must notify the supervisor and not take part in the consideration of such transactions. The Company has set the precautions to avoid in the conducts that contradict the Company's interests as follows:

- 1.1 Employees should not use their positions or duties for personal gain.
- 1.2 Employees do not use the Company's assets and information, and customer information for personal benefit.
- 1.3 Employees should not engage in direct and indirect actions in businesses that compete with the Company or have conflict of interests with the Company.



1.4 Employees should not have financial interests with customers or business partners, whether in the position of business owner, partner, shareholder, director, creditor, debtor or advisor. If there is such stake, it must be disclosed to the supervisor

1.5 Employees should not charge or accept any property from customers and people doing business with the Company other than expenses and the fees charged by the Company.

In the past year, the Company has examined cases that may cause conflicts of interest with the following conclusions:

The Company has a model for project developments in form of the Company supervising and supplying equipment by itself / hiring sub-contractors. During the year 2016, the Company has developed the Grand Biz project, resulting in hiring of turnkey contractors to administer construction works in areas of construction materials and labor according to the workload specified by the Company, to be responsible for the construction of the Grand Biz project. The main contractor is PB Engineering Company Limited, which has performed construction in the years 2016-2019, totaling 30 units. In 2018, the Company started construction in the Pruek Pirom project, of which the construction is operated by using the Company's engineering team to supervise the construction work and hiring the contractors to be responsible for works in parts. In Pruek Pirom project, there are some jobs such as structure building works, iron fence works, etc. that the Company hired PB Engineering Company Limited to do, resulting in the year 2018, 2019 and 2020, the Company having hired PB Engineering for 41.17%, 37.00% and 49.97% of the total construction value in each year, respectively. The audit found that PB Engineering Co., Ltd. is not involved with the the directors, executives, and employees of the Company in any way.

(2) Use of inside information for benefits

The Company monitors the use of inside information in accordance with the law and good corporate governance principles, which has been defined in writing in the policy of using insider information as follows:

DHouse Pattana Public Company Limited has a policy not to allow directors, executives and persons aware of the inside information of the operating results to trade company securities from the date of being aware of the information until the information has been made public. There is also prohibition for publishing inside information that should not be disclosed in order to create a price for the securities, especially in securities trading in period of 1 month before the financial statements are released to the public and 1 day after the financial statements are released to the public.

The Company has also established measures to prevent the misuse of inside information (Insider Trading) by people with information on inside information, which means directors, executives and employees of the organization dealing with inside information (including their spouse and underage children) in writing and notify the said guidelines for everyone in the organization to follow with the details as follows:

- 1) The Board of Directors has established written guidelines for keeping and preventing the use of inside information and inform the said guidelines for everyone in the organization to follow. All directors and executives responsible for legally reporting their securities holdings must be required to submit such reports to the Board of Directors on a regular basis, including disclosure in the annual report.
- 2) 2) Directors, executives, employees and staffs of the Company must maintain confidentiality and / or internal information of the Company and subsidiaries.
- 3) 3) Directors, executives, employees and staffs of the Company must not bring any confidentiality and / or inside information of the Company and its subsidiaries to disclose or seek benefits for themselves or for the benefit of any other person, either directly or indirectly and whether or not it will be rewarded.
- 4) 4) Directors, executives, employees and staffs of the Company and subsidiaries must not trade, transfer or accept the transfer of the Company's securities using secret and / or information inside the Company and / or enter into any legal act by using secrets and / or information inside the Company, which may cause damage to the Company Whether directly or indirectly. This requirement includes the spouse and minor children of the Company's directors, executives, employees and staffs. Anyone who violates these regulations will be considered a serious offense.
- 5) It is prohibited for directors, executives and employees who are aware of information inside the Company and subsidiaries, which may have an impact on the trading price of the Company's securities, for at least 1 month before the quarterly financial statements and annual financial statements are released, and they have to wait at least 24 hours after disclosing such information to the public including prohibition for disclosure of such information to other persons.
- 6) The directors, executives and employees of the Company are prohibited from disclosing inside information of the Company and its subsidiaries to third parties or other persons who do not act in preventing the wrong use of inside information.
- 7) Interests of Directors
 - 7.1 The Board of Directors must have a requirement that directors report their interests at least before considering that agenda and record this matter in the minutes of the Board of Directors meeting.
 - 7.2 The Board of Directors must supervise the director who has a significant interest in a manner that may cause such director to be unable to independently express opinions and make him/her refrain from participating in the meeting to consider in that agenda.
 - 7.3 The Company has provided information to directors and executives on duties for which the executives have to report on holding of assets in the Company and penalties under the Securities and Exchange Act B.E. 2535 (including the amendments) and the requirements of the Stock Exchange of Thailand. In the event that the directors or executives trade the Company's securities, they



must report holding of securities occurring with their own company, spouses or cohabitants as husbands and wives, underage children, and juristic persons in which themselves, their spouses or cohabitants as husbands and wives and underage children hold more than 30 percent of the total shares with voting rights, and the said combined shareholding is the largest proportion in that juristic persons according to Section 59 of the Securities and Exchange Act B.E. 2535 (including the amendments), within 3 business days to the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand to acknowledge and publicize the matters further.

In this regard, the Company has prescribed disciplinary penalties for any violation of the use of inside information for personal interest which began with a written admonition, temporarily suspension of work without pay, or termination of work. The punishment will be based on the intent of the action and the seriousness of the offense.

In addition, the Company has assigned the directors and executives to be responsible for the preparation and disclosure of the securities holding report and the report on the change in securities holding every time the Company's securities are traded, transferred or accepted within 3 business days from the date of trading, transfer or acceptance to the Securities and Exchange Commission and The Stock Exchange of Thailand, and prepared reports of interests of directors and executives to the Company, to provide the Company with information for internal use. The Company Secretary sends a copy of the said report to the Chairman of the Board of Directors and the Chairman of the Audit Committee within 7 days from the date the Company receives the report.

(3) Anti-Corruption

The Company has established policies and procedures to counteract corruption. The Board has assigned the Audit Committee to supervise the internal control system. The executives are responsible for raising awareness and communicating their duties in good faith to all employees through the formulation of an anti-corruption policy, with details as follows:

The Board of Directors of DHouse Pattana Public Company Limited has a policy to not accept any corruption by defining the definition of "corruption" as "acts that are unlawful or with the intention to circumvent the law or violate generally accepted standards of moral conduct to obtain the benefit of themselves or the Company, such as abuse of power in a position, informing to give assets or benefits to the officials, etc. "

The Company's anti-corruption policy covers all businesses and transactions in all related departments. In this regard, any form of corruption is prohibited by the directors, executives, employees of the Company, including subsidiaries, associated companies, other companies that the Company has power to control, or third parties associated with the Company.



Anti-Corruption Work Plan

The Company requires the executives in each department to work together with their employees in order to assess the risks that may cause corruption in the Company and jointly find anti-corruption measures to suit the assessable risks, and propose them to the Board of Directors for acknowledgment and for approval on an annual basis.

Scope and practice

1. Gifts, hospitality fees and other expenses that are similar to gifts or hospitality fees

The Company prohibits giving or accepting gifts, hospitality fees, or other expenses which resembles gifts or a hospitality fees worth more than 3,000 baht per time.

2. Convenience Payments

The Company forbids convenience payments or payments conducted to speed up the process or for the facilitation of conducting business.

3. Charitable Donations

The Company can donate charitable money to the foundations, associations, public charities according to the announcement of the Revenue Department about requesting a donation deduction.

4. Business relationship

The Company prohibits bribery or support fund in conducting business with any other business, which occurs directly or through third parties, including subsidiaries, joint venture companies, agents, consultants, brokers, trading partners, contractors or intermediaries which are directly under the control of the Company. If there is any transaction that resembles support fund supportm, the transaction must be processed through the procurement process to be able to show transparency in the use of such fund.

5. Government procurement

All company operations and government dealings must be transparent, honest, legitimate according to regulations related to government procurement as well as laws that prohibit efforts to improperly influence government officials, including rules and regulations issued by the Office of the National Anti-Corruption Commission.

6. Political contributions or assistance

The Company must not provide any financial support or assistance in politics, either directly or indirectly with political parties, officials of political parties, election candidate, organizations or persons involved in politics, to be used as one of the channels for bribery, however, if the company wants to make political contributions, it must be transparent, and the Company must take action according to applicable laws.

Requirements for the implementation of the plan

1. Communication

The Company has implemented the anti-corruption policy and posted the announcement on the publicity board in front of the head office. and branch offices of the Company.

2. Leader

The Board of Directors will consider updating or revising the anti-corruption policy annually by authorizing the Chief Executive Officer to plan the work for use in practice in all areas of the Company.

3. Financial Records and Audits

The Finance and Accounting Department is responsible for defining unique accounting codes and keeping documents relevant to the transactions in the scope and above guidelines, by separately stored them in separate folders, in order to facilitate the audit. Besides, the Company has a policy to hire an internal auditor to develop and maintain an appropriate financial reporting mechanism with accuracy and transparency, including internal mechanisms to monitor and control the financial reporting system to be in accordance with international accepted accounting standards.

4. Human resources

By following an anti-corruption policy, no employee will be demoted or adversely affected by a denial of bribery. However, if any director, executive or employee fails to comply with the anti-corruption policy, they will be subject to appropriate penalties in each case, starting from salary cuts, suspension, with the maximum penalty of termination of employment.

5. Monitoring and Review

The Company has a policy to hire an internal auditor to monitor and review the appropriateness, sufficiency and efficiency of the audit work plan from time to time, and takes steps to make the improvements as appropriate. The company secretary delivers annual reports of the audit and review results of the audit work plan to the Audit Committee of the Company. In an urgent case, the Company secretary must promptly report to the Board of Directors and the Audit Committee. The Audit Committee will assess the adequacy of the audit work plan and disclose the audit results in the annual report for the shareholders to acknowledge.

6. Expressing Concerns and Recommendation

The Company allows employees and outsiders to whistleblow through the channels specified in the document about special communication channel for reporting fraud. The company secretary will be responsible for hearing opinions and recommend implementation of anti-corruption measures.

7. Training



The Company provides an orientation training for all new employees and annual training for directors, executives and employees to gain knowledge and understanding of the Company's anti-corruption policy.

8. Management and Responsibility

The Chief Executive Officer is responsible and delegated to oversee the effective implementation of the plan in accordance with a clear line of command.

(4) Whistleblowing

The Company has provided a channel for complaints and whistleblowing to receive complaints, comments, or suggestions from the executives, employees of the Company, stakeholders who are affected or are at risk of being affected by the Company's business operations or from the performance of duties of the Board of Directors, executives and employees of the Company relating to illegal acts or lacks of ethics, including behaviors that reflect the corruption associated with the Company, with the following communication channels:

1) By mail

Audit Committee

DHouse Pattana Public Company Limited

99 Sarakham-Wapi Pathum Road, Talat Subdistrict, Mueang Maha Sarakham District, Maha Sarakham Province 44000

2) by Email

Boad.AC@dhouse.in.th

3) On the website

<https://www.dhousepattana.com/>

4) By phone

043-722-000, 088-557-6708, 088-557-3027

In the past year, the Company did not find any complaints on all communication channels related to fraud or violation of the Company's good corporate governance policy.

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

8.2.1 The number of meetings and attendance of the individual Audit Committee

Details of attending the Audit Committee meetings in 2019 and 2020 are as follows:

List of the Audit Committee	Number of meetings attended / total meetings after taking office	
	Year 2019	Year 2020
1 Dr. Ong-art Chanprasitchai	1/1	4/4
2 Asst.Prof.Dr. Teeraphan Ungphakorn	1/1	4/4
3 Mr. Apishar Nithianantporn	1/1	4/4

8.2.2 Performance Results of the Audit Committee

Report from the Audit Committee

The Audit Committee of the Company consists of 3 independent directors who are experts and have experience in management, accounting and law.

The Audit Committee performs duties as assigned by the Board of Directors by being able to perform duties independently, without restrictions on receiving information. They have received good cooperation from the Company, which corresponds with the regulations of the Stock Exchange of Thailand. In the year 2020, the Audit Committee held 4 meetings. In addition, there were discussions and exchanges with the executives, auditors and internal auditors as appropriate.

The Audit Committee supports the Board of Directors to carry out their duties successfully, while monitoring and promoting good corporate governance. Summary of the key results of the operations are as follows:

1. Internal control and management

The Audit Committee has jointly reviewed the internal audit plan for the year, which was prepared by the Internal Audit Division By considering various business risk factors, including the manpower rate plan, and reviewed the audit report of the Internal Audit Division and the auditor about the evaluation of the internal control system, risk management, and good corporate governance.

The Audit Committee is of the opinion that, during the inspection period, the Company has a good level of internal control and management system. There is an environment that helps to promote the Company's internal control system. The Company has a concrete risk management. There is operational control of both the management and the operations department, including a system to monitor the performance on a regular basis. In case there are observations, there are

discussions with the executives of the Company in order to make improvements according to suggestions in some issues to increase the effectiveness of internal controls and increase operational efficiency. The management has clearly set guidelines for improvement and set the responsible persons and the correction period. And improvements have been made on important issues.

2. Compliance with the Company's regulations

The Audit Committee jointly assessed the performance of the Company's regulations. The Internal Audit Committee is of the opinion that, from the selected audited items, in most cases, the organization has followed the established rules and procedures. The deficiencies that were detected were discussed with the management of the agency to be fixed and improved to comply with the specified operating procedures. The management has clearly set guidelines for improvement and determining the responsible person and the correction period and appropriate follow-up has been taken.

3. Financial accounting transactions and legal compliance

The Audit Committee has reviewed the compliance with the laws on securities and exchange, the regulations of the Stock Exchange, and the other laws relating to the Company's business on a regular basis. The Internal Audit Committee is of the opinion that, during the inspection period, the Company has internal control system and the process of preparing financial accounting transactions so that the financial reports are reliable and correct as they should, has complete, accurate and up-to-date financial and necessary information for management, and the document is stored well for easy inspection. The Company has been complying with the law relating to the Company.

4. Consideration of the connected transactions

The Audit Committee has reviewed the appropriateness and sufficiency of connected transactions, including transactions with connected persons, that may cause conflicts of interest. It was found that in the year 2020, the Company entered into connected transactions which are characterized as a normal trade transaction. They are reasonable and are for the most benefits to the business of the Company. There are transparency, accuracy, and complete disclosure of information.

5. Consideration and approval of scope of work and annual audit plan

The Audit Committee has reviewed and approved the scope of work and the audit plan for the year 2020, as well as overseeing the work of the internal control system auditors. It covers risk supervision and management and internal control. The Audit Committee also made recommendations and additional recommendations to the management and related departments in order to operate efficiently and continuously.

In the year 2020, the Audit Committee has performed all duties as assigned by the Board of Directors with full knowledge and skills. They can act independently. There has been no restrictions on obtaining information from directors, executives, employees and related parties. As well, the Committee has given opinions and recommendations for the benefit of all stakeholders equally.

In the overall picture, the Audit Committee is of the opinion that the Company adheres to business ethics. The Board of Directors and the Company's management are also committed to performing their duties in order to achieve the Company's goals in a professional manner with accurate reporting of financial and operational information. There are appropriate and efficient systems of internal control and internal audit. There is corporate governance by adhering to transparency, honesty, responsibility for the performance of duties, and competitiveness, including legal compliance and correct relevant official regulations.

8.3 Summary of performance of duties of other committees

8.3.1 Number of meetings and attendance of individual sub-committees

Attendance details of the Risk Management Committee meetings in 2019 and 2020 are as follows:

List of Risk Management Committee	Number of meetings attended / total meetings after taking office	
	Year 2019	Year 2020
1. Asst.Prof.Dr. Utis Bhongchirawantana	1/1	2/2
2. Mr. Pongpot Lerdrungporn	1/1	2/2
3. Mr. Att Lerdrungporn	1/1	2/2

Attendance details of the Nomination and Remuneration Committee meetings in 2019 and 2020 are as follows:

List of the Nomination and Remuneration Committee	Number of meetings attended / total meetings after taking office	
	Year 2019	Year 2020
1. Mr. Apishar Nithianantporn	-	2/2
2. Asst.Prof.Dr. Utis Bhongchirawantana	-	1/1
3. Mr. Pongpot Lerdrungporn	-	2/2
4. Mr. Att Lerdrungporn	-	1/1

Note: Mr. Att Lerdrungporn resigned from the Nomination and Remuneration Committee, with effect from 30th January 2020 onwards

Attendance details of the Executive Committee meetings in 2019 and 2020 are as follows:

List of the Executive Committee	Number of meetings attended / total meetings after taking office	
	Year 2019	Year 2020
1. Mr. Chaiyut Lerdrungporn	1/1	10 / 12
2. Mrs. Pranee Lerdrungporn	1/1	10 / 12
3. Mr. Pongnarin Lerdrungporn	1/1	12 / 12
4. Mr. Pongpot Lerdrungporn	1/1	12 / 12
5. Mr. Att Lerdrungporn	1/1	12/12
6. Mr. Thanaphon Pattanasoon	-	10/10
7. Mr. Thanin Jiacharoen	-	10/10
8. Ms. Piathip Khanthom	-	8/10
9. Mr. Chanwit Kaewwisit	1/1	1/1
10. Mr. Chaichan Kaewwisit	1/1	1/1

8.3.2 Summary of performance of duties of sub-committees

Report of the Nomination and Remuneration Committee for the year 2020

Board of Directors DHouse Pattana Public Company Limited has appointed the Nomination and Remuneration Committee which consists of 3 independent directors as follows:

1. Mr. Apishar Nithianantporn Chairman of the Nomination and Remuneration Committee
2. Asst. Prof. Dr. Utis Bhongchirawantana - Member of the Nomination and Remuneration Committee
3. Mr. Pongpot Lerdrungporn - Member of the Nomination and Remuneration Committee

Nomination and Remuneration Committee's duties and responsibilities are in accordance with the Charter of the Nomination and Remuneration Committee. In 2020, the Nomination and Remuneration Committee held a meeting 1 time and reported a summary of the performance to the Board of Directors for acknowledgment, which can be summarized the essence as follows:

1. Considered the remuneration for the Board of Directors of the Company, along with remuneration for the Company's sub-committees.

The Nomination and Remuneration Committee has considered the determination of remuneration for the Board of Directors and the remuneration for the sub-committees by comparing with the remuneration for directors in the property business at the same level, including the scope of duties and responsibilities of directors and sub-committees. Therefore, it recommends the increased remuneration to the Board of Directors and additional committees for the year 2020 to fit the responsibility and additional duties of the Board of Directors and sub-committees after listing the



Company in the Market for Alternative Investment (MAI) with details of the increase in remuneration as follows:

Committees	2020	2021 (baht)
<u>Position</u>	<u>Meeting allowance per time</u>	<u>Meeting allowance per time</u>
<u>Board of Directors</u>	9,000	10,000
• Chairman of the Board of Directors	7,000	8,000
• Directors		
<u>Audit Committee</u>	7,000	8,000
• Chairman of the Audit Committee	5,000	6,000
• Members of Audit Committee		
<u>Risk Management Committee</u>	5,000	7,000
• Chairman of the Risk Management Committee	3,000	5,000
• Members of Risk Management Committee		
<u>Nomination and Remuneration Committee</u>	5,000	7,000
• Chairman of the Nomination and Remuneration Committee	3,000	5,000
• Members of the Nomination and Remuneration Committee		
<u>Executive Committee</u>	7,000	8,000
• Chairman of the Executive Committee	5,000	6,000
• Executive Directors		

2. Reviewed the Charter of the Nomination and Remuneration Committee.

The Nomination and Remuneration Committee has reviewed the Charter of the Nomination and Remuneration Committee to be appropriate and complete in accordance with the current situation and in accordance with the principles of good corporate governance.

3. Evaluated the performance of the Board of Directors (both as a committee and individuals) and sub-committees (as entire committees).

Nomination and Remuneration Committee has organized an evaluation of the performance of the Board of Directors (both as a committee and individuals), sub-committees (as entire committees) in accordance with the principles of corporate governance of the Stock Exchange of Thailand and the Securities and Exchange Commission (SEC) to use the results of the assessment to improve and develop performance for better efficiency.



Report of the Risk Management Committee for the Year 2020

DHouse Pattana Public Company Limited realizes the importance of enterprise risk management covering strategic risks, financial risks, operational risks, and compliance risks. The Company has established a Risk Management Committee consisting of executive directors and independent directors who are experienced, have knowledge, as well as have understanding of the Company's business operations. They serve to provide suggestions on directions and plans for implementing the Company's risk management framework. This is to ensure that the Company can manage risks effectively and grow sustainably, in line with the vision and mission shown to stakeholders. There are 3 members of the Risk Management Committee as follows:

1. Asst. Prof. Dr. Utis Bhongchirawantana, Chairman of the Risk Management Committee (Independent Director)
2. Mr. Pongpot Lerdrungporn, Member of the Risk Management Committee (Independent Director)
3. Mr. Att Lerdrungporn, Member of the Risk Management Committee (Independent Director)

The Risk Management Committee has performed its duties within the scope of responsibilities set out in the Charter of Risk Management Committee, which requires at least two meetings a year and special meetings as appropriate. For the year 2020, there are 2 Risk Management Committee meetings, which can be summarized as follows:

1. Consider and approve the Company's risk management plan for the year 2020.
2. Consider and approve the risk management governance structure, by appointing a secretary of the Risk Management Committee to supervise the activities, coordinate the meeting, present the topic of the meeting according to the agendas, and prepare a report summarizing the meeting resolution.
3. Review the risk management policy throughout the organization, including risk management process, and the level of risks accepted by the Company to suit the current situation and the business operations to be efficient and in accordance with international standards.
4. Consider and approve the establishment of Key Risk Indicators (KRIs) as a tool for monitoring and controlling risk factors related to the Company's business operations and the timely management.
5. Consider and approve the results of corporate and departmental risk assessments, focusing on measures to control and manage the risk events that have serious impacts on the Company.

In 2020, the Risk Management Committee remains committed to overseeing the efficiency and effectiveness of corporate risk management under changing business strategies. This is to ensure



that risk management is adequate and is continuously implemented. And that it is able to manage the risk to an acceptable level, enabling the Company to achieve the objectives of the business operation as defined for the best benefits of shareholders and stakeholders of all groups.

Report of Executive Committee

In 2020, Thailand's economic situation continues to slow down and faces various internal and external risk factors that continue to occur. For this reason, the Company is aware of the situation and is not complacent about the problem that arises. Therefore, it accelerates the strengthening of the organization in all aspects in order to be able to operate the business continuously and ready to move forward to expand the business for sustainable growth. The Executive Board assists the Board of Directors in considering, auditing and scrutinizing important matters before proposing to the Board of Directors for consideration. This allows the Company to run its business very well.

The Executive Board of DHouse Pattana Public Company Limited consists of 7 members as follows:

- | | | |
|------------------|---------------|--------------------------------------|
| 1. Mr. Chaiyut | Lerdrungporn, | Chief Executive Officer |
| 2. Mrs. Pranee | Lerdrungporn | Vice Chairman of the Executive Board |
| 3. Mr. Pongpot | Lerdrungporn | Director |
| 4. Mr. Att | Lerdrungporn | Director |
| 5. Dr. Pongnarin | Lerdrungporn | Director |
| 6. Ms. Piathip | Khanthom | Director |
| 7. Mr. Thanin | Chiacharoen | Director |

The Executive Board assists the Board of Directors in considering, auditing and scrutinizing important matters before proposing to the Board of Directors for consideration. This enables the Company to run the business very well. In the year 2020, there were 9 meetings which can be summarized as follows:

1. Set up a business strategy plan

Determining the strategy and operating plan of the Company on a quarterly basis. The plan has been passed on to executives and employees at all levels in the organization for acknowledgment, to be implemented in accordance with and to achieve the goals set.

2. Check and follow up on the performance of the Company

Checking and monitoring the performance of the business on a monthly basis in order to be in accordance with the work plan and as what has been assigned by the Board of Directors.

3. Perform actions as assigned by the Board of Directors.



Considering and approving the annual budget and investment of the Company before proposing to the Board of Directors for approval.

The Executive Board is committed to performing its duties with great care, honesty, prudence, and is ready to develop the business to the fullest capacity, by taking into account the best interests of the Company, shareholders and all stakeholders, including ensuring that the Company has operating systems in a manner that is lawful and ethical in accordance with good corporate governance principles to lead the organization towards stable and sustainable progress.



2.9 Internal control and connected transactions

2.9.1 internal control

The Company pays attention to good internal control system. This will help run the business more efficiently and effectively. The Company has an Audit Committee responsible for reviewing the internal control and operating systems of the Company through coordination with the auditors, internal auditors and the Company's management in the areas related to the review of financial reports to have adequate and reliable disclosure of information and to approve transactions relating to the Company's internal control system with an auditor, internal auditors and management attending the meeting appropriately. This is done to present to the Audit Committee for acknowledgment, track of progress and to find ways to resolve matters in observations so that the matters in observations can be corrected promptly.

2.9.1.1 Sufficiency and suitability of the internal control system

At the Board of Directors' meeting No. 2/2021 on 25th February 2021, 4 independent directors and 3 members of Audit Committee attended the meeting. The Board of Directors has assessed and considered the adequacy of the Company's internal control system according to the internal control system adequacy assessment form of the Office of the Securities and Exchange Commission by inquiring information from the management and related departments under the concept of COSO (The Committee of Sponsoring Organization of the Treadway Commission) which consists of:

- 1.) Control of Environment
- 2.) Risk Assessment
- 3.) Control of Activities
- 4.) Information & Communication
- 5.) Monitoring Activities

From the consideration of the Board of Directors, it is of the opinion that The Company has an internal control system that is adequate and suitable for the business operations. The Company has provided sufficient personnel to operate the system efficiently. In addition, the Company has an internal control system for monitoring, controlling and supervising the operations to be able to protect the Company's assets from improper or unauthorised use by directors or executives. This includes adequate transactions with persons who may have conflicts and connected persons.

In addition, Siam Truth Audit Co., Ltd. by Mr. Kraisit Silmongkolkul, the auditor license number 9429, who is the Company's auditor and is a certified public accountant from the Office of the Securities and Exchange Commission has audited the Company's financial statements for the quarterly and for the year 2020 ended 31st December 2020 and presented the Audit Report dated 25th February 2021. The auditor's report provided an unconditional opinion that the company financial statements shows the Company's consolidated financial position as of 31st December 2020, the Company's operating results and cash flows for the year ended the same day. This was proposed to the Audit Committee Meeting No. 2/2021 on 25th February 2021 and the Board of

Directors Meeting No. 2/2021 on 25th February 2021, whereby the auditor has audited the internal control system related to the Company's operation in preparing and presenting financial statements in a reasonable manner, and the risk assessment of material misstatement of the Company. And there are no reports of observations and suggestions on the Company's accounting internal control system for the year 2020.

The results of the internal control system audit in 2020 can be summarized as follows:

1. Internal control and management

Internal auditors are of the opinion that, during the inspection period, the Company has a good level of internal control and management system. There is an environment that helps to promote the Company's internal control system. The Company has a concrete risk management. There is operational control of both the management and the operations department, including a system to monitor the performance on a regular basis. In case there are observations, there are discussions with the management of the Company to improve upon some recommendations to increase the efficiency of internal control and to increase operational efficiency. The management has set guidelines for improvement, clearly set the responsible person and the correction period and improvements have been made on important issues.

2. Compliance with the Company's regulations

Internal auditors are of the opinion that, from the items checked, in most cases, the organization has followed the established rules and procedures. The deficiencies that were detected were discussed with the management of the agency in order to fix and improve then to be in accordance with the specified operating procedures. The management has set clear guidelines for improvement and determined the responsible person and the correction period, and appropriate follow-up is taken.

3. Financial accounting transactions and compliance with Laws

Internal auditors are of the opinion that, during the inspection period, the Company has an internal control system and the process of preparing financial accounting transactions so that the financial report is reliable and correct as it should be, has complete, accurate and up-to-date financial and necessary information for management. In addition, the documents are stored for easy inspection, and the Company has been complying with the law relating to the Company.

2.9.1.2 Correction of deficiencies relating to the internal control system

The Company realizes the importance of a good internal control system. This will help run the business more efficiently and effectively. The Company has an Audit Committee and a Risk Management Committee to perform the duty of reviewing the appropriate internal control system. And there are internal audits in accordance with the principles of good corporate governance. In this regard, the Audit Committee and Risk Management Committee have meetings to approve transactions relating to the Company's internal control system, submit the information to the Audit Committee and the Risk Management Committee for acknowledgment, track the progress, and find ways to resolve matters in observations so that the matters in observations can be corrected promptly.

The Company has provided an internal auditor, which is an external agency, such as Honor Audit and Advisory Company Limited, to act as a consultant in establishing a strong internal control system, along with eliminating risks and investigating unusual transactions. This is to assess that the Company has established internal controls and has designed them reasonably and sufficiently to prevent any risks that may arise, and corresponds with the guidelines of COSO (The Committee of Sponsoring Organization of the Treadway Commission) as well as the guidelines of the Stock Exchange of Thailand. The internal auditors considered five key elements: the Control of Environment, Risk Assessment, Control of Activities, Information & Communication, and Monitoring. This has been checked continuously on a quarterly basis. There is a determination to set the audit report to be delivered directly to the Audit Committee so that the internal auditors can work independently and honestly present audit reports. It is divided into important work systems with details of the work system as follows:

Work system
1 . Control of environment
2. Risk assessment
3 . Control of activities
- Business development system and land recruitment and purchase system
- Sales system and after-sales service
- System of control and management of construction projects and inventories
- Cost control and project budget systems
- All types of procurement (project and general procurement)
- Human resource management, payment of salaries and wages
- Accounting and financial reporting system
- Accounting and financial systems related to the above systems
4.Information technology system

Criteria for determining the level of risk of controlled activities

Prioritisation (very important, important and deserving attention) of the detected issues as a guideline for considering the Company's corrective action according to the level of risk that the organization can accept

Prioritisation

Priority	Criteria for Determination
Very important	<p>Control about the policy, strategy of the Company or agency. Without such control, it will affect the direction and procedures involved, including the measurement of the effectiveness of the work as well as the reputation and credibility of the organization.</p> <p>In this situation the actions should be taken to speed up and implement plans to control such weaknesses to be completed within 3 months, for example, the absence of a policy, rules and regulations or the presence without compliance, lack of good control, deficiencies in recording and reporting accounting and financial information or other deficiencies that have a high impact on the organization. The management should make basic adjustments as well as supervise the operation until there is confidence that the risk control system will be improved, or in the case of human errors of 20.01% or more.</p>
Important	<p>Control that reduces or prevents the risk of causing fraud or operating errors.</p> <p>In this situation, the management should complete the rectification within 6 months or in case of errors due to human error from 5.01% - 20.00%.</p>
Deserving attention	<p>A control that increases the efficiency of the work, performance monitoring and control of performance</p> <p>In this situation potential risk and effect or damage to the organization are less likely to happen or in the case of human error from 0.01% - 5.00%.</p>

For the internal control audit results of the Company during the first quarter and the second quarter of 2020, the internal control system auditors did not find any observations. From the third quarter of 2020 that the internal control system auditors has audited in September 2020 and presented to the Audit Committee Meeting on 12th November 2020, there is one observation and suggestion, which the Company has corrected and re-examined in the fourth quarter of the audit in 2020 and no such issues have been found. For the fourth quarter of 2020 audit report, of which the audit took place in December 2020 and which was presented to the Audit Committee meeting on 25th February 2021, there were 15 observations and recommendations. The details are as follows:



Summary of audit observations in the fourth quarter of 2020

Order	Activity	Notices	Risks and Impacts	Priority	Suggestion
1.	Archiving of important documents of human resources department	<p>Important documents of the Human Resources department were lost. And the Company does not have a clear data storage system.</p> <p>From the review, it was found that important documents that have been approved by Human Resources' authorities, such as the annual personnel rate plan, annual budget plan documents, etc., were lost, causing the Company to sign for approval from the authorized person backwards (signed during the period of the audit during 8th to 10th December 2020), in which, from the inquiry of the head of human resources, it was found that since the former operator resigned, the stored signed authorizations were lost, causing information to be presented to the new authorized signatory.</p>	<ul style="list-style-type: none"> • When there is a need to use information from the relevant department, it will not be able to use the information in a timely manner, which affects operations in the event of loss of data used in operations or when the data has been changed intentionally or unintentionally from the operators. • In the event of an emergency, data may be lost and the evidence is not available in the event there is misleading. Also, there will be no data to be used for analysis in planning the operations related to the future segment. 	Important	<ul style="list-style-type: none"> • The Company should instruct the Human Resources staff to clearly store important data related to the work system and to back it up in the central drive of the Company to have information ready to support any doubt and prevent errors of data loss. • The Company should prepare files of important documents and a registration control of documents imported - exported of the files to provide information for tracking documents whether sensitive information is stored or used in relevant segments, to prevent loss of data used in operations or to handle the event that data has been changed



Order	Activity	Notices	Risks and Impacts	Priority	Suggestion
		However, the Company does not have a clear backup system for stored documents.			intentionally or unintentionally from the operators.
2.	Review of operational manuals	<p>The Company has defined operational procedures that are not comprehensive for important activities and does not have a clear review of operating procedures.</p> <p>From a review of the Operational Manual DHP-WM-03, Manual of Human Resources and Administration Department, issue of 18th March 2020, it was found that</p> <ul style="list-style-type: none"> • Procedures for deductions and returns of employee guarantees are not covered. • There is no review of operating procedures in accordance with current operations as follows. 	<ul style="list-style-type: none"> • Employees do not act under the same guidelines and standards. And there is a risk of error from the operators including a risk of continuity of work if the employee resigns or is unable to continue their work. • Employees may be subject to incorrect conduct arguments. They may state that they do not know the correct course of action and that there are no explicit restrictions or prohibitions on them, thus the Company may not be able to punish or compensate for damages 	Important	The Company should set operational procedures to cover important activities and should instruct the Human Resources staffs to review the operating manual to be in accordance with current operations before presenting to the authorized person for consideration, signing, approval and clear promulgation.



Order	Activity	Notices	Risks and Impacts	Priority	Suggestion
		<ul style="list-style-type: none"> - Clocking process - because at present it has been changed to a finger scan - The procedure for submitting pay slip and the signing of pay slip - since it is now changed to send employee payslips via E-mail. • The procedure for preparing employee leave certificates is included in the performance assessment policy. 	resulting from the improper performance of their duties.		
3.	Review of manpower plans and recruiting of manpower rates according to the plan	<p>The Company has not been recruiting according to the manpower plan. And the cause was not specified in the event that the recruitment fails as planned.</p> <ul style="list-style-type: none"> • An examination of the 2020 manpower rate plan found that the recruitment of personnel did not go as planned and the cause 	<ul style="list-style-type: none"> • It may cause the Company to not have enough personnel to operate and lack of qualified persons suitable for the position specified by the Company. • If the cause is not identified, in the event that the recruitment does not 	Deserving attention	The Company should specify the cause in the event that the recruitment does not go according to the plan, including corrective actions, and the manpower rate plan should be reviewed in accordance with the current situation before presenting to the authorized person to sign, approve and announce,



Order	Activity	Notices	Risks and Impacts	Priority	Suggestion
		<p>of the recruitment not going according to plan was not identified. From inquiries of the staffs of the Human Resources Department, it was found that the applicant's qualifications do not meet the Company's requirements. In addition, the situation of the COVID-19 epidemic caused the recruitment to fail to meet the established manpower rate plans.</p> <ul style="list-style-type: none"> • From the inspection of the recruitment in period specified by the Company, it was found that the period for recruiting personnel is clearly specified in "Personal Requisition Document". If the recruitment is not available, the recruitment period will be postponed to the next month with no clear cause. 	<p>comply with the manpower recruitment plan, and there is no review of the manpower rate plan to be consistent with the current situation, it may affect the recruitment of personnel to perform the duties of the Human Resources Department and make it impossible to know the time required to recruit. As well, the number of employees sufficient to implement the work plans of various departments or the business plan specified by the Company will not be known. Additionally, if the existing personnel or those recruited are enough to meet the workload, it may affect the performance, making the Company not achieve the set target.</p>		<p>to prevent the risk of the shortage of personnel used in performing work according to the plans of various departments, business plan or goals set by the Company.</p>



Order	Activity	Notices	Risks and Impacts	Priority	Suggestion
4.	The consistency of the manpower rate plans with the organizational structure chart	The Company does not set a personnel plan for each job position (per department), making it impossible to verify consistency in the position specified in the organizational structure chart clearly.	This causes the Company to be unable to verify the consistency of the position specified in the organizational structure chart clearly. As a result, human resource staffs may not be able to recruit employees that correspond to the job position in the organizational structure chart as specified by the Company.	Deserving attention	The Company should review or update the manpower rate plan for each job position before presenting to the authorized person to sign, approve and announce to prevent the risk of recruiting employees that do not meet the job position in the organization structure chart set by the Company.
5.	Preparation of analysis data and storage of statistics of recruiting channels	The Company does not provide a written performance analysis and storage of recruitment channel statistics. From the review, it was found that the Company has set up the recruiting channels for employees through various channels such as internal recruiting announcements, public relations boards, in the internet, Job Thai website, and recommendations from	<ul style="list-style-type: none"> • If there is no recruiting channel statistics storage, it may lead to lack of a database for analysis and evaluation to be used as a tool for channel selection decisions that is most efficient and cost-effective. • This may cause recruitment to fail to meet the established manpower rate plan. This may result in 	Deserving attention	Companies should require HR staffs to compile a written performance analysis and recruiting channel statistics storage to be used as a tool for channel selection decisions with the most efficiency and cost-effectiveness.



Order	Activity	Notices	Risks and Impacts	Priority	Suggestion
		employees of the Company, etc., but the Company does not perform analysis and store statistics of the recruiting channel in writing.	the requesting agency lacking the manpower to support the task received in a timely manner.		
6.	Document storage in employee profile files	<p>The Company has kept the new employee admission documents in the employee profiles and the employees' signatures are incomplete.</p> <p>From an examination of 14 new employees in 2020, it was found that there were 7 inadequate documentation for recruiting employees, such as bank account document, criminal background check documents, medical certificate, and social security notification, etc., and there are 6 incomplete signings on the applicant interview forms, as detailed in Appendix A-1.</p>	<ul style="list-style-type: none"> • There is no evidence to show that procedures and processed are being adequately followed, and may lead to errors or the lack of important evidence for proper reference. • This may cause the Company to not have accurate information to use in considering human resource action. • If there is no signing as required in the applicant interview documents, it will cause the admission information to be unreliable and the Company may 	Important	<ul style="list-style-type: none"> • The Company should collect complete / appropriate information, application documents and other supporting documents for convenience in searching or referring to information in considering the performance of the Human Resources Department to make sure it is operating properly and in accordance with the procedures and regulations set by the Company.



Order	Activity	Notices	Risks and Impacts	Priority	Suggestion
			recruit employees without proper consideration of authority before entering work.		
7.	Probation evaluation	<p>The Company does not assess the employee's probation results within the period specified in the probation contract.</p> <p>From the examination of the list of 14 new employees who entered in the year 2020, it was found that there was no probation evaluation form for one employee, namely Ms. Sunisa Mapakae (Internal System Control Officer). From the inquiry, the Human Resources department reported that those charged with assessing and approving the probation results were inconvenient to assess employees for a specified period of time.</p>	<ul style="list-style-type: none"> • Employees may not be aware of their performance assessments. Those who have good performance may lack encouragement, while those who perform poorly may not have improvements and correction of deficiencies in the given positions. • This may cause the Company to be burdened with hiring personnel with knowledge and abilities that do not meet the criteria set by the Company. In addition, operations may go wrong, which affects and causes damage to the Company. 	Deserve attention	The Company should conduct a complete and appropriate evaluation of the probationary workers in accordance with the probation criteria. It should carry out the evaluation according to the cycle specified in the work regulations to monitor and consider performance results including behavior during probation, in order to be able to use the evaluation results to consider whether the probationary workers can perform their work well, and whether they suit regular employee positions of the Company or not.



Order	Activity	Notices	Risks and Impacts	Priority	Suggestion
8.	Preparation of a probationary employment contract	<p>The Company did not renew the employment contract of the probationary workers to be used as clear evidence in reference in case of a dispute.</p> <p>From the examination, it was found that the Company has not renewed the employment contract of one probationary employee, Miss Sunisa Mapakae (Internal System Control Officer), whose work has expired within the period specified in the contract (terminated as a probationary worker on 26th November 2020) but has not yet been evaluated for the probationary work to be enrolled in the Company.</p>	In the event that the employees' probationary contracts are terminated and those employees work under the responsibility of the Company, it will be contrary to labor law including the maintenance trade secrets, and flexibility in regulations. So there may be an unfair employment situation and a lack of documentation to refer to future disputes.	Deserve attention	The Company should review the employment contracts by specifying details and having the Company's representatives and employees completely sign them mutual employment agreements including to hedge the risk of trade secrets, flexibility in regulations, employment unfairness, and disputes between employees and the Company that may arise in the future.
9.	Preparation of provident fund documentation	<p>The documents to report the enrollment into the provident fund contains incomplete details of the beneficiary of the applicants.</p>	In case of force majeure that the applicant dies, it will result in the Company not having a clear contact information to inform the provident fund agency to	Deserve attention	The Company should instruct employees who meet the criteria for applying to the fund to completely specify the information in the



Order	Activity	Notices	Risks and Impacts	Priority	Suggestion
		From the examination of the list of 25 employees who reported to enroll in the provident fund, it was found that the documents for receiving the provident fund did not specify the details of the beneficiaries according to the form of application documents for the fund for 1 item, namely Mr. Thanin Jiacharoen (Manager of Construction Control Department), which may cause the Company to have no clear information to transfer the money back to the beneficiaries.	transfer the money back to the beneficiaries.		enrollment document of provident fund as well as require the Human Resources staff to check the completeness of the information in the provident fund registration document once again before submitting the information to the provident fund agency, to prevent mistakes in the event of force majeure of the beneficiary employees.
10.	Performance of the work according to the established law	<p>There are some actions that do not comply with the Labor Protection Act.</p> <p>From the review, it was found that the Company has performed improperly according to the law on important matters as follows:</p>	The Company is at risk of non-compliance to Labor Protection Act B.E. 2541, which may cause a labor dispute against the Company, lawsuits from employees, and affect the corporate image with reference to the relevant laws as follows:		<ul style="list-style-type: none"> The Company should review the regulations on working hours and overtime by specifying the conditions for continuing work without regular breaks due to necessity in the event of a continuous duty or as an emergency to comply with



Order	Activity	Notices	Risks and Impacts	Priority	Suggestion
		<p>- Payroll deductions of employees: there are salary deductions for employees due to entering work late and not scanning fingers for office entrance - leave, according to the employee regulations set by the Company</p> <p>- Staff break time: the employees work continuously during lunch breaks with only 30-40 minutes of rest and employees do not have a break before entering overtime for at least 2 hours continuously.</p> <p>- Reimbursement of employee guarantees: there is delay in paying back employees, not corresponding to what is required by law.</p>	<p>- Labor Protection Act, B.E. 2541, Section 76 states that employers are prohibited from deducting wages. The employer can deduct wages in the following cases</p> <ol style="list-style-type: none"> 1) Tax deduction or other payments required by law. 2) Deduction of union fees 3) Pay off cooperative debt 4) Deduct some insurance or deduction for damages by the employee with employee's consent 5) Withholding accumulated money, etc. If violated, shall be liable to imprisonment for a term of not exceeding six months or a fine not exceeding one hundred thousand baht or both. <p>- Labor Protection Act, 2541 B.E., section 27 regarding the rest period: the</p>		<p>Labor Protection Act, B.E. 2541.</p> <ul style="list-style-type: none"> • For the employee guarantee payments, the Company should repay employees to comply with Labor Protection Act, B.E. 2541 that sets the case where employees resign and cannot enter the process of obtaining a refund of the guarantee within the period specified by the law. In this case, the Company should provide a written notice or follow-up for resigning employees to collect employee guarantees, as evidence to prevent disputes or prosecutions from employees and to prevent additional expenses on the interest of holding employee guarantee as required by law.



Order	Activity	Notices	Risks and Impacts	Priority	Suggestion
			<p>employer must provide employee with the rest period during the day of not less than 1 hour and in case of continuous overtime work of not less than 2 hours, there must be a rest period of 20 minutes before the employee begins to work overtime.</p> <p>- Labor Protection Act 2541 B.E., Section 10, if the employer calls or receives the security or make a guarantee contract with the employee to compensate the employee for the damage done, when the employer terminates employment, the employer shall return the security together with interest (if any) to the employee within seven days from the date on which the employer terminates the employment or the date on which the</p>		



Order	Activity	Notices	Risks and Impacts	Priority	Suggestion
			employee resigns, or the date the insurance contract expires, as the case may be.		
11.	Tax withholding on board meeting allowances	The Company has withheld tax from the board meeting allowance in the manner that is not correct according to the method set by the Revenue Department.	As a result, the Company has withheld tax and paid the meeting allowance incorrectly as required by the Revenue Department. Consequently, the beneficiaries of receiving meeting allowances may pay too low or high withholding tax. If the submission of the withholding tax is too low, the Company may be subject to additional penalties from the Revenue Department and this may cause disputes or complaints from the beneficiaries of receiving the meeting allowance later.	Important	The Company should deduct the withholding tax correctly. The withholding tax should be deducted for the board meeting allowance in accordance with the nature of income due to work duties or the position of work or from the service according to Section 40 (2) of the Revenue Code. So, when the Company pays meeting allowances and remuneration to the board, the Company has to withhold income tax under Section 50 (1) of the Revenue Code, which must be calculated according to the progressive rate and submit withholding tax with form Phor Ngor Dor. 1 in the part of "income under Section 40 (2) in case the



Order	Activity	Notices	Risks and Impacts	Priority	Suggestion
					<p>payee is resident in Thailand"</p> <p>Note: Additional consultations of the Revenue Department can refer to the following:</p> <p>1. Discussion letter of the Revenue Department No. 0702/382 dated 4th February 2014.</p> <p>2. Discussion letter of the Revenue Department No. Kor Kor. 0702/3170 dated 16th March 2015</p>
12.	Annual employee performance assessment	<p>The Company has incorrectly calculated the total score of performance based on the KPIs in the employee performance assessment of the year 2019.</p> <p>From a random review of the employee performance assessment for the year 2019, both in office and project</p>	<p>• If the assessment document is not recorded correctly, the assessment score summary may affect the reliability of the information and an error in determining compensation. The information used is not correct and appropriate.</p>	Deserve attention	<p>The Company should instruct the Human Resources staffs to review the information of the assessment documents to make sure they are correct and complete, and have a review and approval by the authority and clearly summarize the results of the</p>



Order	Activity	Notices	Risks and Impacts	Priority	Suggestion
		segments, totaling 30 cases, it was found that the total score of performance based on the Key Performance Indicators (KPIs) was incorrectly for 2 cases. Details are in Appendix A-2. In this regard, Mr. Viriya's assessment data was revised immediately on the date of examination (10th December 2020).	<ul style="list-style-type: none"> This prevents the performance from being in accordance with the employee assessment process and causes the information in the assessment to be unreliable, not to reflect the assessment score from the supervisor, which is the assessment results to be improved in the future. 		assessment before using information / documents to consider compensation. This is to ensure that the information is accurate, reliable and does not lead to misoperation, and reflects the actual assessment scores from the supervisors that can be clearly referenced.
13.	Executive assessment	For the executive assessment for the year 2019, there are unofficial documents for the assessment and unofficial determination of criteria for assessment.	If there is no performance assessment, it may affect the reliability of information and performance in each sector and may cause errors in the consideration of compensation for incorrectly used information. And thus the Company has no evaluation reference which is linked to the transparent	Deserve attention	The criteria for assessing the Chief Executive Officer should be set, including making clear documentation for the assessment and presenting this to the Board of Directors for acknowledgment at the meeting. Also, the action should be taken to appropriately record notes of the said assessment



Order	Activity	Notices	Risks and Impacts	Priority	Suggestion
			determination of remuneration.		details in the meeting minutes.
14.	Preparation of employee termination documents	<p>The Company does not clearly provide a form of employee termination document for employees who do not leave in accordance with the regulations.</p> <p>An examination of 11 resigning employees in 2020 found that the Company did not have any documentation of termination of employees who do not resign according to company regulations (unable to follow up to the employees to come back to prepare the resignation documents) according to the handbook set by the Company, for 4 employees as follows:</p> <ul style="list-style-type: none"> - Ms. Wichuda Chitjong - Miss Nawaporn Chummanee - Ms. Parinda Namwongsa 	<ul style="list-style-type: none"> • This enables employees to impersonate their existing positions in the Company for conduct that may violate the law or refer to them for their benefit. This will cause the Company to lose reputation and credibility in the future. • Employees who do not have documented termination of their employment may cause the HR department to be unaware of the number of employees who have terminated their employment and therefore does not take the names out of social security list or the list of current employees 	Deserve attention	The Company should provide a complete resignation / vacation certificate, as specified by the operating manual, to provide employees with guidelines that comply with the rules and prevent employees' actions that could damage the Company's value, reputation and reliability.



Order	Activity	Notices	Risks and Impacts	Priority	Suggestion
		<p>- Ms. Chanyaphak Chantasang</p> <p>In this regard, there is an amendment by preparing the employee's termination document immediately on the date of the review (10th December 2020).</p>			
15.	Tracking of the reimbursement of employee guarantees	<p>The Company does not provide a written notification or tracking for employees who have resigned to receive a refund of the employee guarantee.</p> <p>An examination of the payment of guarantee refund for 9 employees found that there were 2 cases of which the guarantee had not yet been returned. And there is no documented notification or tracking for employees who had resigned to receive a refund of</p>	<p>This could result in disputes or lawsuits from employees who has resigned from the Company. for the benefits that the employees deserve. In addition, the Company may be liable for additional expenses in respect of the interest on holding the employee guarantee as required by the law.</p>	Important	<p>The Company should provide a clear written notice or tracking for employees who has resigned to receive employee guarantees, as evidence to prevent disputes or prosecutions from employees and prevent additional expenses in respect of interest from holding the employee guarantee as required by law.</p>



Order	Activity	Notices	Risks and Impacts	Priority	Suggestion
		<p>the employee guarantee in writing, namely,</p> <ul style="list-style-type: none"> - Mr. Surachai Bunperm due to the inconvenience for collection - Ms. Sakunkan Wongsangchan due to inconvenience for collection <p>From the inquiries, the Human Resources staffs stated that, in practice, employees are tracked on Line application only.</p>			

Guidelines for resolving issues in observations from internal audits for the year 2020

The Company has solved the issues according to recommendations made by internal auditors strictly. In the 3rd quarter / 2020, one issue was detected, namely, advance payment of checks of the procurement system. It has already been solved in a specified period of time. In the 4th quarter / 2020, there were 15 issues detected as follows: 1. The storage of important documents of the Human Resources Department - the Company immediately took action on the advice of internal auditors; 2. Review of the operating manual; 3. Review of manpower rate plans and recruitment of the manpower rate according to the plan; 4. The consistency of the manpower rate plan with organizational structure chart; 5. Preparation of analysis data and recruiting channels statistics storage; 6. Document storage in employee profile files; 7. Evaluation of probation; 8. Preparation of employment contract for probation; 9. Preparation of provident fund documentation; 10. Operation in accordance with the established law; 11. Tax withholding for board meeting allowances; 12. Annual employee performance assessment; 13. Executive assessment; 14. Preparation of employee termination documents; 15. Tracking of the reimbursement of employee guarantees. There are still 4 issues pending to be resolved in the next quarter: 1. Consistency of the manpower rate plan with the organizational structure chart; 2. Preparation of provident fund documents; 3. Compliance with the regulations; and 4. Tax withholding of board meeting allowances. **In this regard, the Company has already resolved the issues in recommendations of the internal auditors and will repeat investigations into issues in observations and recommendations in the next cycle of audit.**

2.9.1.3 Other opinion of the Audit Committee which is different from the opinion of the Board of Directors

-None-

2.9.1.4 Internal control system audit supervisor

At the Audit Committee Meeting on 13th Nov 2019, No. 1/2019, Honor Audit and Advisory Company Limited was appointed to act as the Company's internal auditor. Ms. Piyamas Rueangsangrop is the main person responsible for performing the duties of the Company's internal auditor, performing duties from 1st January 2020 - 31st December 2020. the Audit Committee has considered the qualifications of Honor Audit and Advisory Co., Ltd. and Ms. Piyamas Rueangsangrop and saw that they were appropriate enough to perform such duties, because they are independent persons, have knowledge and ability to inspect various departments, and have a good understanding of business. The Company hired Honor Auditor and Advisory Company Limited on 25th January 2018 in examining the Company's internal control system during July 2018 in all systems, in accordance with the principles of COSO (The Committee of Sponsoring Organization of the Treadway Commission) and the guidelines of the Association of Internal Auditors of Thailand, and continuously monitor the performance of the Company's internal control system to ensure that the Company has an efficient and effective internal control system. This will affect the performance

of employees and the organization in accordance with the plan and make it achieve the goals set by the management smoothly and efficiently, and bring about the benefit of management, including reliable financial reports. The internal auditor of the Company will present various relevant reports to the Audit Committee and the Company's executives to benefit in good corporate governance.

Honor Audit and Advisory Company Limited has reviewed all internal control systems for the 1st time / 2018 during July 2018, and issued the first report on 4th September 2018 and had an audit to monitor the improvement of the internal control system and to continuously issue internal audit reports. Subsequently, on 8th August 2019, the Company audited all internal control systems for the 1st time, and on 6th November 2019, the Company audited all internal control systems for the second time. There were continuous resolves of issues in suggestions until all issues from the internal control audit report of all systems can be solved. The details of the internal control audit report are issued as follows:

Audit Report	Audit	Date of Issuing Report
1. Audit of internal control systems throughout the organization and follow-ups.		
1.1 Audit report of internal control systems throughout the organization	Audit all work systems	4 th September 2018
1.2 Audit report on improvement of the internal control system	Follow up on improvements	27 th February 2019
1.3 Audit report on improvement of the internal control system	Follow up on improvements	28 th May 2019
1.4 Audit report of internal control systems throughout the organization No. 1	Audit all work system	8 th August 2019
1.5 Audit report of internal control systems throughout the organization No. 2	Examine all work systems and follow up on improvements	6 th November 2019
1.6 Audit report of the results in resolving issues according to recommendation No. 1/2020	Follow up on improvements	4 th February 2020
1.7 Audit report of the results in resolving issues according to recommendation No.2 / 2020.	Follow up on improvements	3 rd April 2020
2. The audit of the internal control system according to the audit plan for the year 2020		
2.1 Internal Audit Report for the first quarter of 2020	Quarterly circulation	24 th April 2020
2.2 Internal Audit Report for the second quarter of 2020	Quarterly circulation	3 rd August 2020
2.3 Internal Audit Report for the third quarter of 2020	Quarterly circulation	12 th November 2020
2.4 Internal Audit Report for the fourth quarter of 2020	Quarterly circulation	25 th February 2021



In 2020, the Company started auditing the internal control system according to the annual audit plan. This is in accordance with the appropriate audit of the internal control system according to the audit plan to enable the cCompany to develop the internal control system efficiently. The qualifications of a person holding the position of Internal Audit Supervisor are shown in Attachment 3.

2.9.1.5 Appointment, removal and transfer of the person holding the position of Internal Audit Supervisor

The approval, appointment, removal and transfer of the Company's Internal Audit Supervisor must be approved by the Audit Committee.



9.2. Connected transactions

9.2.1 List of connected persons and the nature of the relationship

The Company has transactions with persons who may have conflicts of interest. The connected transactions that occurred are transactions with directors and / or executives and / or major shareholders and connected companies in which persons with conflicts are directors and / or executives and / or major shareholders, occurring in the accounting period of the year 2019 ended 31st December 2019 and the year 2020 ended 31st December 2020 with details as follows:

Companies / individuals who may have conflicts	Nature of businesses	Relationship	Connected transactions (have = ü , none = X)	
			Year 2019 ended 31 st December 2019	Year 2020 ended 31 December 2020
1. Mr. Chaiyut Lerdrungporn	-	<ul style="list-style-type: none"> - Vice Chairman of the Board of Directors, Company Directors, Chief Executive Officer - Father of Mr. Pongpoj Lertrungporn, Mr. At Lertrungporn and Mr. Pongnarin Lertrungporn, the Company's major shareholders and spouse of Mrs. Pranee Lertrungporn - Uncle of Mr. Channarong Kaewwisit and Mr. Chaichan Kaewwisit 	ü	ü
2. Mrs. Pranee Lerdrungporn	-	<ul style="list-style-type: none"> - Director, Executive Vice President - Mother of Mr. Pongpoj Lertrungporn, Mr. At Lertrungporn and Mr. Pongnarin Lertrungporn, the major shareholders of the Company and spouse of Chaiyuth Lertrungporn who are directors of the Company. - Aunt-in-law of Mr. Channarong Kaewwisit and Mr. Chaichan Kaewwisit 	ü	ü



Companies / individuals who may have conflicts	Nature of businesses	Relationship	Connected transactions (have = ü , none = X)	
			Year 2019 ended 31 st December 2019	Year 2020 ended 31 December 2020
3. Mr. Pongpot Lerdrungporn	-	- Director, Authorized Director, Executive Director, Chief Executive Officer and a shareholder holding 17.30 percent of the shares - Son of Mr. Chaiyut Lertrungporn and Mrs. Pranee Lertrungporn	ü	ü
4. Mr. Att Lerdrungporn	-	- Director, Authorized Director, Executive Director, Managing Director of Business Development, Sales and Marketing Division and holds 17.50% of the shares. - Son of Mr. Chaiyut Lertrungporn and Mrs. Pranee Lertrungporn	ü	ü
5. Dr. Pongnarin Lerdrungporn	-	- Director, Authorized Director, Executive Director, Managing Director of System Support Division And a shareholder holding 17.30 percent of the shares - Son of Mr. Chaiyut Lertrungporn and Mrs. Pranee Lertrungporn	ü	ü
6. Mr. Chanvit Kaewwisit	-	- Shareholders holding 7.52 percent of the shares, nephew of Mr. Chaiyut Lertrungporn and Mrs. Pranee Lertrungporn	ü	ü
7. Mr. Chaichan Kaewwisit	-	- Director, Authorized Director, and a shareholder holding 7.52 percent of the shares - Nephew of Mr. Chaiyut Lertrungporn and Mrs. Pranee Lertrungporn	ü	X



Companies / individuals who may have conflicts	Nature of businesses	Relationship	Connected transactions (have = ü , none = X)	
			Year 2019 ended 31 st December 2019	Year 2020 ended 31 December 2020
8. Mr. Channarong Kaewwisit	-	- Director, Authorized Director, and a shareholder holding 7.00 percent of the shares - Nephew of Mr. Chaiyut Lertrungporn and Mrs. Pranee Lertrungporn	ü	X
9. Miss Krittipha Kiatsuranon	-	- Wife of Mr. Pongpot Lertrungporn, a major shareholder of the Company	ü	X
10. Miss Nawaporn Sanguantrakul	-	- Wife of Mr. At :ertrungporn, a major shareholder of the Company	ü	X
11. Miss Sawanan Daengprasert	-	- Wife of Dr. Pongnarin Lertrungporn, a major shareholder of the Company	ü	X
12. Ms. Songsiri Phoosotsri	-	- Wife of Mr. Chanwit Kaewwisit, a major shareholder of the Company	ü	X
13. Mr. Krich Kiatsuranon ^{1/}	-	- Shareholder with proportion of 0.42% - The father of Miss Krittipha Kiatsuranon, who is the wife of Mr. Pongpot Lerdrungporn, a major shareholder of the Company	ü	ü
14. Mrs. Chutima Sanguantrakul ^{2/}	-	- Shareholder with proportion 0.42% - Mother of Ms. Nawaporn Sanguantrakul who is the wife of Mr. Att Lerdrungporn, a major shareholder of the Company	ü	ü



Companies / individuals who may have conflicts	Nature of businesses	Relationship	Connected transactions (have = ü , none = X)	
			Year 2019 ended 31 st December 2019	Year 2020 ended 31 December 2020
15. Ms. Suchada Kunwasi ^{3 /}	-	- Shareholder with proportion 0.42% - Sister of Mrs. Chutima Sanguantrakul who the mother (with status as aunt) of Miss Nawaporn Sanguantrakul, wife of Mr. Att, Lerdrungporn a major shareholder of the Company.	ü	ü
Sarakham Petroleum Company Limited	Business of fuel retailer (Gas station)	- Mr. Channarong Kaewwisit, Mr. Chanvit Kaewwisit, Mr. Chai Chan Kaewwisit, Mrs. Rapeepan Kaewwisit (mother of Mr. Channarong, Mr. Chanvit and Mr. Chaichan Kaewwisit and Mr. Pongpot Lerdrungporn ,collectively hold 100.00 percent of shares. - Mr. Channarong Kaewwisit, Mr. Chanvit Kaewwisit, Mr. Chaichan Kaewwisit, Mrs. Rapeepan Kaewwisit (mother of Mr. Channarong, Mr. Chanvit and Mr. Chaichan Kaewwisit) and Mr. Pongpot Lerdrungporn are authorized directors.	ü	ü

Note: 1 / Mr. Krich Kiatsuranon is not considered a connected person of the Company according to the Notification of the Capital Market Supervisory Board No. Tor Jor. 21/2551 Re: Rules on Connected Transactions, since Mr. Krich Kiatsuranon is the father of Miss Kritipa Kiatsuranon who is the wife of Mr. Pongpot Lerdrungporn, who is an executive director and a major shareholder of the Company. Therefore, it does not fall within the scope of the definition. However, the disclosure of information in this section is aimed at transparency, fairness and benefit to the shareholders of the Company. 2 / Mrs. Chutima Sanguantrakul is not considered a connected person of the Company according to the Notification of the Capital Market Supervisory Board No. Tor Jor. 21/2551 Re: Rules on Connected Transactions since Mrs. Chutima Sanguantrakul is the mother of Miss Nawaporn Sanguantrakul, the wife of Mr. Att Lerdrungporn, who is an executive director and a major shareholder of the Company. Therefore, it does not fall within the scope of the definition. 3 / Ms. Suchada Kunwasi is not considered a connected person of the Company according to the Notification of the Capital Market Supervisory Board No. Tor Jor. 21/2551 Re: Rules on Connected Transactions since Miss Suchada Kunwasi is the aunt of Miss Nawaporn Sanguantrakul, the wife of Mr. Att Lerdrungporn ,who is an executive director and a major shareholder of the Company. Therefore, it does not fall within the scope of the definition. However, the disclosure of information in this section is aimed at transparency, fairness and benefit to the shareholders of the Company.



9.2.2 Details of connected transactions

Details of the transactions between the Company and persons who may have conflicts of interest arising in the accounting period of the year 2019 ended 31st December 2019 and the year 2020 ended 31st December 2020 with details as follows:

Companies / individuals who may have conflicts	Characteristics of the connected transactions	Value of connected transactions (million baht)		Necessity and reasonableness
		Year 2019 ended 31 st December 2019	Year 2020 ended 31 st December 2020	
Lerdrungporn Family	Accounting recordings as previously reported			The company rented land number 24204 for 7 rai 3 ngan 63 square wah from Mr. Chaiyut Lerdrungporn, Mrs. Pranee Lerdrungporn , Dr. Pongnarin Lerdrungporn , Mr. Pongpot Lerdrungporn and Mr. Att Lerdrungporn, located in Talat sub-district, Mueang MahaSarakham District, MahaSarakham Province, to be used as office locations for a period of 3 years from 1 st June 2019 with a rental fee of 10,000 baht per month. Afterwards, the Company has made a new lease agreement for a period of 10 years, effective from 30 th November 2019, and the lease can be renewed for 10 years, a total of not more than 4 times. The rental fee is 230,000 baht per year and the rental fee is
1) Mr. Chaiyut Lerdrungporn	<u>Land rental</u>	0.08	0.23	
2) Mrs. Pranee Lerdrungporn	The Company has rented land from the Lerdrungporn family.	0.02	0.02	
3) Dr.PongnarinLerdrungporn				
4) Mr.Pongpoj Lerdrungporn	<u>Accrued rent</u>			
5) Mr. Att Lerdrungporn	The Company has accrued land rental fee with the Lerdrungporn family .			



Companies / individuals who may have conflicts	Characteristics of the connected transactions	Value of connected transactions (million baht)		Necessity and reasonableness
		Year 2019 ended 31 st December 2019	Year 2020 ended 31 st December 2020	
	The accounting recordings adjusted and reclassified in accordance with TFRS 16 Re: Lease Agreement.			adjusted up every 3 years at the rate of 10 % of the previous rent. On August 13 th 2020, the Company has entered into a new lease agreement to replace the original agreement, divided by type of use, which are 1) land lease agreement with an area of 5 rai 0 ngan 53 square wa to be used as office location. The lease period is 10 years and the lease can be renewed for 10 years for a total of no more than 4 times. The right of use assets are recorded for a period of 20 years with an annual rental fee of 149,000 baht and the rental fee is adjusted up every 3 years at the rate of 10 % of the previous rent and 2) the land lease agreement for an area of 2 rai, 3 ngan, 10 square wah to be used as a warehouse location. The lease period is 3 years and the lease can be renewed for 3 years for a total of not more than 10 times. The right of use assets are recorded for a period of 3 years with an annual rental fee of 81,000 baht and the rental fee is adjusted up every 3 years
	<u>Land rental</u>	0.08	-	
	<u>Accrued rent</u>	0.02	-	
	<u>Rights of use assets</u>			
	- Net book value at the beginning of the period	-	2.32	
	- Amortization during the period	-	(0.19)	
	- Net book value at the end of the period		<u>2.13</u>	
	<u>Interest paid for right of use assets</u>	-	0.14	
	<u>Accrued interest on right of use assets</u>	-	0.01	
	<u>Lease liabilities</u>		2.22	



Companies / individuals who may have conflicts	Characteristics of the connected transactions	Value of connected transactions (million baht)		Necessity and reasonableness
		Year 2019 ended 31 st December 2019	Year 2020 ended 31 st December 2020	
				at 10 % of the previous rent. These are based on the appraisal price, appraised by an appraiser who has been approved by the Office of the SEC / ¹ (as detailed in Part 2 . 2 . 5 Assets Used in the Business).



Companies / individuals who may have conflicts	Characteristics of the connected transactions	Value of connected transactions (million baht)		Necessity and reasonableness
		Year 2019 ended 31 st December 2019	Year 2020 ended 31 st December 2020	
				<p><u>Opinion of the Audit Committee</u></p> <p>The above transaction is a transaction in relation to the asset lease from the connected persons, which the Company has to enter into for the benefit of the Company's business operations. The rental rate is appropriate and reasonable, corresponding to the appraisal price, which is based on independent appraisers, who has been approved by the SEC (details of the assessment appear in Attachment 4)</p>

Note: ¹ / Appraised by Sims Property Consultants Co., Ltd. by Mr. Somrak Bongkotprapha, the main appraiser, Wor Thor. 036, a property valuation company approved by the SEC, by assessing the rent of land and buildings (warehouses) by comparing market data as a basis for determining the value of assets under complete ownership, and set the rental rate proportion under complete ownership for public purposes on 15th October 2019, with an annual market rental value of 435,000 baht and the rental fee is adjusted every 3 years at a rate of 10%. Such annual market rental value composes of the rent of land and buildings, including the rental fee of the 1,840 square meter warehouse of Mr. Att Lerdrungporn. The Company has entered into a lease agreement, classified by usages and ownership of the asset with the details are as follows 1) Land lease agreement, size 5-0-53 rai, which is the location of the office, the term of the contract is 10 years, the rental rate is 149,000 baht per year.

2) Land lease agreement of 2-3-10 rai, which is the location of the warehouse, the term of the agreement is 3 years (the period is equal to the warehouse lease), the rental rate is 81,000 baht per year. 3) Building lease (warehouse), the term of agreement is 3 years, the rental rate 200,000 baht per year.



Companies / individuals who may have conflicts	Characteristics of the connected transactions	Value of connected transactions (million baht)		Necessity and reasonableness
		Year 2019 ended 31 st December 2019	Year 2020 ended 31 st December 2020	
Mr. Chaiyut Lerdrungporn	<p><u>Loans from related parties</u></p> <p>The Company borrowed money from Mr. Chaiyut Lerdrungporn as follows:</p> <ul style="list-style-type: none"> - Balance at the beginning of the period - Additional borrowers during the period - Repayment during the period - Balance <p><u>Interest paid</u></p> <p>The Company has paid interest on the loan.</p> <p><u>Accrued interest</u></p> <p>The Company has accrued interest on the loan.</p>	<p>138.61</p> <p>14.00</p> <p>(29.11)</p> <hr/> <p>123.50</p> <hr/> <p>-</p>	<p>123.50</p> <p>3.50</p> <p>(87.00)</p> <hr/> <p>40.00</p> <hr/> <p>1.27</p> <p>0.08</p>	<p>The Company borrowed money from Mr. Chaiyut Lerdrungporn to be used as working capital in business by making a loan contract with no interest rate charged. Later, since 1st January 2020, the format has been changed to promissory notes and the interest rate began to be charged at the rate of 2.50 percent per annum based on the interest rate of debt instruments : Unsecured bonds of companies in the property business group listed on the Stock Exchange of Thailand. Thus, the interest is charged at the rate of 2.50% per annum and there is no guarantee.</p> <p><u>Opinion of the Audit Committee</u></p> <p>Such items are necessary with reasonable terms and interest rates and is for the benefit of the Company's business operations.</p>



Companies / individuals who may have conflicts	Characteristics of the connected transactions	Value of connected transactions (million baht)		Necessity and reasonableness
		Year 2019 ended 31 st December 2019	Year 2020 ended 31 st December 2020	
	<p><u>Guaranteed credit facility from financial institutions</u></p> <p>Mr. Chaiyut Lerdrungporn has guaranteed credit facilities of the Company.</p> <ul style="list-style-type: none"> - Total guarantee limit - residual load 	<p>212.00</p> <p>92.20</p>	<p>167.00</p> <p>62.09</p>	<p>Mr. Chaiyuth Lertrungporn has guaranteed credit facilities to creditors of financial institutions for the Company on behalf of individuals with collateral, which composes of land and buildings owned by the Company and the assets of Mr. Chaiyut Lertrungporn, which are savings deposits. This is in accordance with the conditions set by the financial institution creditors. Such guarantee has no compensation.</p> <p><u>Opinion of the Audit Committee</u></p> <p>The transaction is reasonable and is for the benefit of the Company's business operations. Because there is a need to follow conditions for obtaining credit</p>



Companies / individuals who may have conflicts	Characteristics of the connected transactions	Value of connected transactions (million baht)		Necessity and reasonableness
		Year 2019 ended 31 st December 2019	Year 2020 ended 31 st December 2020	
				support from financial institutions for use in business operations.
Mrs. Pranee Lerdrungporn	<u>Loans from connected persons</u> The Company borrowed money from Mrs. Pranee Lerdrungporn as follows: <ul style="list-style-type: none"> - Balance at the beginning of the period - Additional borrowers during the period - Repayment during the period - Balance 	- - - - -	- 0.50 (0.50) - -	The Company borrowed money from Mrs. Pranee Lerdrungporn to be used as working capital in business by entering into a loan agreement with no interest rate charged since 2 nd March 2020 and there is no collateral. The Company has already repaid the whole loan amount. <u>Opinion of the Audit Committee</u> The list is reasonable and necessary and is for the benefit of the Company's business operations.
	<u>Guaranteed credit facility from financial institutions</u> Mrs. Pranee Lerdrungporn has guaranteed credit facilities of the Company.			Mrs. Pranee Lerdrungporn has guaranteed credit facilities with creditors of financial institutions for the Company on behalf of individual with collateral, composing of land and buildings owned by the Company and



Companies / individuals who may have conflicts	Characteristics of the connected transactions	Value of connected transactions (million baht)		Necessity and reasonableness
		Year 2019 ended 31 st December 2019	Year 2020 ended 31 st December 2020	
	<ul style="list-style-type: none"> - Total guarantee limit - residual load 	<p>133.00</p> <p>77.21</p>	<p>50.00</p> <p>10.00</p>	<p>Mrs. Pranee Lertrungporn's assets which are saving deposits. This is in accordance with the conditions set by the financial institution creditors. Such guarantee has no compensation.</p> <p><u>Opinion of the Audit Committee</u></p> <p>The transaction is reasonable and is for the benefit of the Company's business operations. This is because it is necessary to meet the conditions for obtaining credit support from a financial institution for use in business operations.</p>



Companies / individuals who may have conflicts	Characteristics of the connected transactions	Value of connected transactions (million baht)		Necessity and reasonableness
		Year 2019 ended 31 st December 2019	Year 2020 ended 31 st December 2020	
Mr. Pongpot Lerdrungporn	<u>Loans from connected persons</u>			The Company borrowed money from Mr. Pongpot Lerdrungporn to be used as working capital in business by making a loan agreement with no interest rate charged. Later, since 1 st January 2020 the format has been changed to promissory notes and the interest rate began to be charged at the rate of 2.50 percent per annum based on the interest rate of debt instrument: unsecured bonds of companies in the property business group listed on the Stock Exchange of Thailand. Thus, the interest is charged at the rate of 2.50% per annum and there is no guarantee.
	The Company borrowed money from Mr. Pongpot Lerdrungporn as follows:			
	- Balance at the beginning of the period	56.33	3.24	
	- Additional borrowers during the period	9.08	10.10	
	- Repayment during the period	(62.17)	(1.30)	
	- Balance	3.24	12.04	
	<u>Interest paid</u>	-	0.28	<u>Opinion of the Audit Committee</u> Such item is necessary, with reasonable terms and interest rates and is for the benefit of the Company's business operations.
	The Company has paid interest on the loan.			
	<u>Accrued interest</u>	-	0.03	
	The Company has accrued interest on the loan.			



Companies / individuals who may have conflicts	Characteristics of the connected transactions	Value of connected transactions (million baht)		Necessity and reasonableness
		Year 2019 ended 31 st December 2019	Year 2020 ended 31 st December 2020	
	<p><u>Guaranteed credit facility from financial institutions</u></p> <p>Mr. Pongpot Lerdrungporn has guaranteed credit facilities of the Company.</p> <ul style="list-style-type: none"> - Total guarantee limit - Residual load 	<p>252.00</p> <p>132.19</p>	<p>169.00</p> <p>64.09</p>	<p>Mr. Pongpot Lerdrungporn has guaranteed credit facilities with financial institution creditors for the Company on behalf of individuals with collateral, composing of land and buildings owned by the Company and Mr. Pongpot Lerdrungporn 's assets which are savings deposits. This is in accordance with the conditions set by the financial institution creditors There is no compensation for such guarantee.</p> <p><u>Opinion of the Audit Committee</u></p> <p>The transaction is reasonable and is for the benefit of the Company's business operations. This is because it is necessary to meet the conditions for obtaining credit support from a financial institution for use in business operations.</p>



Companies / individuals who may have conflicts	Characteristics of the connected transactions	Value of connected transactions (million baht)		Necessity and reasonableness
		Year 2019 ended 31 st December 2019	Year 2020 ended 31 st December 2020	
Mr. Att Lerdrungporn	<u>Loans from connected persons</u>			The Company borrowed money from Mr. At Lertrungporn to be used as working capital in business by making a loan agreement with no interest rate charged. Later, since 1 st January 2020 the format has been changed to promissory notes and the interest rate began to be charged at the rate of 2.50 percent per annum based on the interest rate of debt instrument: unsecured bonds of companies in the property business group listed on the Stock Exchange of Thailand. Thus, the interest is charged at the rate of 2.50% per annum and there is no guarantee.
	The Company borrowed money from Mr. Att Lerdrungporn as follows:			
	- Balance at the beginning of the period	36.05	3.11	
	- Additional borrowers during the period	6.50	3.00	
	- Repayment during the period	(39.44)	(4.90)	
	- Balance	<u>3.11</u>	<u>1.21</u>	
		-	0.04	
	<u>Interest paid</u>			<u>Opinion of the Audit Committee</u>
	The Company has paid interest on the loan.			Such item is necessary, with reasonable terms and interest rates and is for the benefit of the Company's business operation.
		-	0.00	



Companies / individuals who may have conflicts	Characteristics of the connected transactions	Value of connected transactions (million baht)		Necessity and reasonableness
		Year 2019 ended 31 st December 2019	Year 2020 ended 31 st December 2020	
	<u>Accrued interest</u> The Company has accrued interest on the loan.			
	<u>Guaranteed credit facility from financial institutions</u> Mr. Att Lerdrungporn has guaranteed credit facilities of the Company. - Total guarantee limit - Residual load	173.00 117.20	90.00 50.00	Mr. Att Lerdrungporn has guaranteed credit facilities with financial institution creditors for the Company on behalf of individuals with collateral, composing of land and buildings owned by the Company and Mr. At Lerdrungporn 's assets which are savings deposits. This is in accordance with the conditions set by the financial institution creditors There is no compensation for such guarantee. <u>Opinion of the Audit Committee</u> The transaction is reasonable and is for the benefit of the Company's business operations. This is because it is necessary to meet the conditions for obtaining credit



Companies / individuals who may have conflicts	Characteristics of the connected transactions	Value of connected transactions (million baht)		Necessity and reasonableness
		Year 2019 ended 31 st December 2019	Year 2020 ended 31 st December 2020	
				support from a financial institution for use in business operations.
	Accounting recordings as previously reported			The Company has rented a multi-purpose building, from Mr. Att Lerdrungporn located on the land number 24204 , Talat Subdistrict, Mueang Maha Sarakham District, Maha Sarakham Province. The usable area is 1,840 square meters. The building is used for storing materials and equipment for the business operation for a period of 3 years from 30 th November 2019 and the lease can be renewed for a period of 3 years for a total of not more than 10 times. The right of use asset is recorded for a period of 3 years with an annual rental rate of 200,000 baht and the rental fee is adjusted every 3 years at 10 % of the previous rent, based on the appraisal price by an appraiser who has been approved by the SEC / ¹ (as detailed in
	<u>Building rental fee</u> The company leased a building from Mr. Att Lerdrungporn.	0.02	0.20	
	<u>Accrued rent</u> The Company has an accrued building rental fee to Mr. Att Lerdrungporn	0.02	0.02	



Companies / individuals who may have conflicts	Characteristics of the connected transactions	Value of connected transactions (million baht)		Necessity and reasonableness
		Year 2019 ended 31 st December 2019	Year 2020 ended 31 st December 2020	
	The accounting records adjusted and reclassified in accordance with TFRS 16 Re: Lease Agreement.			Part 2.2.5 Assets Used in the Business Operation).
	<u>Land rental</u>	0.02	-	
	<u>Accrued rent</u>	0.02	-	
	<u>Rights of use assets</u>			
	- Net book value at the beginning of the period	-	0.53	
	- Amortization during the period	-	0.19	
	- Net book value at the end of the period	-	0.34	
	<u>Interest paid for right of use assets</u>	-	0.03	
	<u>Accrued interest on right of use assets</u>	-	0.00	



Companies / individuals who may have conflicts	Characteristics of the connected transactions	Value of connected transactions (million baht)		Necessity and reasonableness
		Year 2019 ended 31 st December 2019	Year 2020 ended 31 st December 2020	
	<u>Lease liabilities</u>	-	0.35	<u>Opinion of the Audit Committee</u> The above transaction is a transaction in relation to the asset lease from the connected person, which the company has to enter into for the benefit of the Company's business when considering the current situation. The rental rate is appropriate and reasonable, corresponding to the appraisal price which is based on independent appraisers who has been approved by the SEC (details of the assessment appear in Attachment 4)

a Note :1/ Appraised by Sims Property Consultants Company Limited by Mr. Somrak Bongkotprapha, the main appraiser, Wor Thor. 036, which is a highly regarded property appraisal Company approved by the SEC, by assessing the rent of land and buildings (warehouses) by comparing market data as a basis for determining the value of assets under complete ownership, and setting the rental rate proportion under complete ownership for public purposes on 15th October 2019, with an annual market rental value of 435,000 baht and the rental fee is adjusted every 3 years at a rate of 10%. Such annual market rental value compose of the rent of land and buildings, which is combined with the rent of land sized 7-3-63 rai of the Lerdrungporn family. The company has entered into a lease agreements, classified by usages and ownership of the asset with the details as follows: 1) Land lease agreement, size 5-0-53 rai, which is the location of the office, the term of the contract is 10 years, the rental rate is 149,000 baht per year. 2) Land lease agreement of 2-3-10 rai, which is the location of the warehouse, the term of the agreement is 3 years (the period is equal to the warehouse lease agreement), the rental rate is 81,000 baht per year. 3) Building lease (warehouse), the term of the agreement is 3 years, the rental rate is 200,000 baht per year.



Companies / individuals who may have conflicts	Characteristics of the connected transactions	Value of connected transactions (million baht)		Necessity and reasonableness
		Year 2019 ended 31 st December 2019	Year 2020 ended 31 st December 2020	
Dr. Pongnarin Lerdrungporn	<u>Loans from connected persons</u> The Company borrowed money from Dr. Pongnarin Lerdrungporn as follows: <ul style="list-style-type: none"> - Balance at the beginning of the period 4.16 - Additional borrowers during the period 3.00 - Repayment during the period (7.16) - Balance - 			The Company borrowed money from Dr. Pongnarin Lerdrungporn for use as working capital in business by entering into a loan agreement with no interest charged and no collateral. The Company has already repaid the whole loan. Opinion of the Audit Committee The list is reasonable and necessary and is for the benefit of the Company's business operations.
	<u>Guaranteed credit facility from financial institutions</u> Dr. Pongnarin Lerdrungporn has guaranteed credit facilities of the Company. <ul style="list-style-type: none"> - Total guarantee limit 212.00 - Residual load 92.20 			Dr. Pongnarin Lerdrungporn has guaranteed credit facilities with financial institution creditors for the Company on behalf of individuals with collateral, composing of land and buildings owned by the Company and Mr. Pongnarin Lerdrungporn 's assets which are savings deposits. This is in accordance with the conditions set by the financial institution creditors There is no compensation for such guarantee.



Companies / individuals who may have conflicts	Characteristics of the connected transactions	Value of connected transactions (million baht)		Necessity and reasonableness
		Year 2019 ended 31 st December 2019	Year 2020 ended 31 st December 2020	
				<p><u>Opinion of the Audit Committee</u></p> <p>The transaction is reasonable and is for the benefit of the Company's business operations. This is because it is necessary to meet the conditions for obtaining credit support from a financial institution for use in business operations.</p>
	<p><u>Other creditors</u></p> <p>The Company has other payable transactions with Dr. Pongnarin Lerdrungporn.</p>	0.01	-	<p>The Company has purchased office equipment. by Dr. Pongnarin Lerdrungporn making an advance payment on behalf of the Company. The Company has already repaid the said item.</p> <p><u>Opinion of the Audit Committee</u></p> <p>The said transaction is a normal trade transaction with general prices and conditions, like making transactions with third parties. It is appropriate, reasonable and for the benefit of the Company.</p>



Companies / individuals who may have conflicts	Characteristics of the connected transactions	Value of connected transactions (million baht)		Necessity and reasonableness
		Year 2019 ended 31 st December 2019	Year 2020 ended 31 st December 2020	
Mr. Chanvit Kaewwisit	<u>Loans from connected persons</u>			<p>The company borrowed money from Mr. Chanvit Kaewwisit to be used as working capital in business by making a loan agreement with no interest rate charged. Later, since 1st January 2020 the format has been changed to promissory notes and the interest rate began to be charged at the rate of 2.50 percent per annum based on the interest rate of debt instrument: unsecured bonds of companies in the property business group listed on the Stock Exchange of Thailand. Thus, the interest is charged at the rate of 2.50% per annum and there is no guarantee.</p> <p><u>Opinion of the Audit Committee</u></p> <p>Such item is necessary, with reasonable terms and interest rates and is for the benefit of the Company's business operation.</p>
	The Company borrowed money from Mr. Chanvit Kaewwisit as follows:			
	- Balance at the beginning of the period	38.35	15.33	
	- Additional borrowers during the period	17.00	-	
	- Repayment during the period	(40.02)	(13.33)	
	- Balance	15.33	2.00	
	<u>Interest paid</u>			
	The Company has paid interest on the loan.	-	0.20	
		-	0.00	



Companies / individuals who may have conflicts	Characteristics of the connected transactions	Value of connected transactions (million baht)		Necessity and reasonableness
		Year 2019 ended 31 st December 2019	Year 2020 ended 31 st December 2020	
	<u>Accrued interest</u> The Company has accrued interest on the loan.			
	<u>Guaranteed credit facility from financial institutions</u> Mr. Chanvit Kaewwisit has guaranteed credit facilities of the Company. - Total guarantee limit - Residual load	232.00 112.19	149.00 44.09	Mr. Chanvit Kaewwisit has guaranteed credit facilities with financial institution creditors for the Company on behalf of individuals with collateral, composing of land and buildings owned by the Company and Mr. Chanvit Kaewwisit 's assets which are savings deposits. This is in accordance with the conditions set by the financial institution creditors. There is no compensation for such guarantee. <u>Opinion of the Audit Committee</u> The transaction is reasonable and is for the benefit of the Company's business operations. This is because it is necessary to meet the conditions for obtaining credit



Companies / individuals who may have conflicts	Characteristics of the connected transactions	Value of connected transactions (million baht)		Necessity and reasonableness
		Year 2019 ended 31 st December 2019	Year 2020 ended 31 st December 2020	
				support from a financial institution for use in business operations.
Mr. Chaichan Kaewwisit	<u>Loans from connected persons</u> The Company borrowed money from Mr. Chai Chan Kaewwisit as follows: <ul style="list-style-type: none"> - Balance at the beginning of the period - Additional borrowers during the period - Repayment during the period - Balance 	0.27 - (0.27) <hr/> - <hr/>	- - - <hr/> - <hr/>	The Company borrowed money from Mr. Chachan Kaewwisit for use as working capital in business by entering into a loan agreement with no interest charged and no collateral. The Company has already repaid the whole loan. <u>Opinion of the Audit Committee</u> The list is reasonable and necessary and is for the benefit of the Company's business operations.
	<u>Guaranteed credit facility from financial institutions</u>			Mr. Chaichan Kaewwisit has guaranteed credit facilities with financial institution creditors for the Company on behalf of individuals with collateral, composing



Companies / individuals who may have conflicts	Characteristics of the connected transactions	Value of connected transactions (million baht)		Necessity and reasonableness
		Year 2019 ended 31 st December 2019	Year 2020 ended 31 st December 2020	
	<p>Mr. ChaiChan Kaewwisit has guaranteed credit facilities of the Company.</p> <ul style="list-style-type: none"> - Total guarantee limit - Residual load 	<p>162.00</p> <p>42.20</p>	<p>91.00</p> <p>26.09</p>	<p>of land and buildings owned by the Company. This is in accordance with the conditions set by the financial institution creditors. There is no compensation for such guarantee.</p> <p><u>Opinion of the Audit Committee</u></p> <p>The transaction is reasonable and is for the benefit of the Company's business operations. This is because it is necessary to meet the conditions for obtaining credit support from a financial institution for use in business operations.</p>



Companies / individuals who may have conflicts	Characteristics of the connected transactions	Value of connected transactions (million baht)		Necessity and reasonableness
		Year 2019 ended 31 st December 2019	Year 2020 ended 31 st December 2020	
Mr. Channarong Kaewwisit	<p><u>Guaranteed credit facility from financial institutions</u></p> <p>Mr. Chan Narong Kaewwisit has guaranteed credit facilities of the Company.</p> <ul style="list-style-type: none"> - Total guarantee limit - Residual load 	<p>103.00</p> <p>39.08</p>	<p>20.00</p> <p>9.31</p>	<p>Mr. Chan Narong Kaewwisit has guaranteed credit facilities with financial institution creditors for the Company on behalf of individuals with collateral, composing of land and buildings owned by the Company. This is in accordance with the conditions set by the financial institution creditors. There is no compensation for such guarantee.</p> <p><u>Opinion of the Audit Committee</u></p> <p>The transaction is reasonable and is for the benefit of the Company's business operations. This is because it is necessary to meet the conditions for obtaining credit support from a financial institution for use in business operations.</p>
Miss Krittipa Kiatsuranion	<p><u>Net Sales Revenue</u> ^{1/}</p> <p>As of 2nd July 2019, the Company entered into a land and building purchase of the Grand Biz project to the Miss Krittipa</p>	7.96	-	The three-story commercial building prices of the Grand Biz project is a regular prices that the Company sells to third parties.



Companies / individuals who may have conflicts	Characteristics of the connected transactions	Value of connected transactions (million baht)		Necessity and reasonableness
		Year 2019 ended 31 st December 2019	Year 2020 ended 31 st December 2020	
	Kiatsuranion for 2 unit: No. 565/9 and 565/10, worth 7.99 million baht.			<p><u>Opinion of the Audit Committee</u></p> <p>The above transaction is a normal business transaction of the Company, with general prices and trading terms like selling to general customers. The company does not benefit the person involved in any way.</p>
Ms. Nawaporn Sanguantrakul	<p><u>Net Sales Revenue</u> ^{1/}</p> <p>As of 26th September 2019 and 1st October 2019, the Company entered into an agreement of land and buildings purchase of the Grand Biz project to Ms. Nawaporn Sanguantrakul for 4 units, No. 556, 557, 558 and 559, worth 15.97 million baht.</p>	15.91	-	<p>The three-story commercial building prices of the Grand Biz project is a regular prices that the Company sells to third parties.</p> <p><u>Opinion of the Audit Committee</u></p> <p>The above transaction is a normal business transaction of the Company, with general prices and trading terms like selling to general customers. The company does not benefit the person involved in any way.</p>



Companies / individuals who may have conflicts	Characteristics of the connected transactions	Value of connected transactions (million baht)		Necessity and reasonableness
		Year 2019 ended 31 st December 2019	Year 2020 ended 31 st December 2020	
Miss Sawanan Daengprasert	<u>Net Sales Revenue</u> ^{1/} As of 5 th April 2019, the Company entered into an agreement of land and buildings purchase of the Grand Biz project to Miss Sawanan Daengprasert for 2 units: No. 564 and 565, worth 7,990,000 baht.	7.96	-	The three-story commercial building prices of the Grand Biz project is a regular prices that the Company sells to third parties. <u>Opinion of the Audit Committee</u> The above transaction is a normal business transaction of the Company, with general prices and trading terms like selling to general customers. The Company does not benefit the person involved in any way.
Miss Songsiri Phoosotsri	<u>Net Sales Revenue</u> ^{1/} As of 21 st November 2019, the Company entered into an agreement of land and buildings purchase of the Grand Canal project to Miss Songsiri Phoosotsri for 1 unit: No. 168, worth 2,285,000 baht.	2.2 8	-	Townhome price of The Grand Canal project is normal price that the Company sells to third parties. <u>Opinion of the Audit Committee</u> The above transaction is a normal business transaction of the Company, with general prices and trading terms like selling to



Companies / individuals who may have conflicts	Characteristics of the connected transactions	Value of connected transactions (million baht)		Necessity and reasonableness
		Year 2019 ended 31 st December 2019	Year 2020 ended 31 st December 2020	
				general customers. The Company does not benefit the person involved in any way.

Note: 1 / Net revenue from sales may differ from the sales value according to the purchase agreement. This is because it is in accordance with the Financial Reporting Standards No. 15 on revenue from contracts with customers.



Companies / individuals who may have conflicts	Characteristics of the connected transactions	Value of connected transactions (million baht)		Necessity and reasonableness
		Year 2019 ended 31 st December 2019	Year 2020 ended 31 st December 2020	
Mr. Krikkiat Suranon	<u>Loans from connected persons</u>			The Company borrowed money from Mr. Krikkiat Suranon to be used as fund for property development and working capital, by making a loan agreement with interest rate of 1.50-4.00% per annum. Later, since 1 st January 2020 the format has been changed to promissory notes and the interest rate began to be charged at the rate of 2.50 percent per annum based on the interest rate of debt instrument: unsecured bonds of companies in the property business group listed on the Stock Exchange of Thailand. Thus, the interest is charged at the rate of 2.50% per annum and there is no guarantee.
	The Company borrowed money from Mr. Kris. Kiat Suranon as follows:			
	- Balance at the beginning of the period	5.00	50.00	
	- Additional borrowers during the period	45.00	-	
	- Repaid during the period	-	-	
	- Ending Balance	50.00	50.00	
	<u>Interest paid</u>	0.40	1.25	<u>Opinion of the Audit Committee</u> The list is reasonable and necessary and is for the benefit of the Company's business operations.
	<u>Accrued interest - related persons</u>	0.08	0.10	
	The Company has paid interest on the loan.			
	The Company has accrued interest on the loan.			



Companies / individuals who may have conflicts	Characteristics of the connected transactions	Value of connected transactions (million baht)		Necessity and reasonableness
		Year 2019 ended 31 st December 2019	Year 2020 ended 31 st December 2020	
Miss Suchada Kunwasi	<p><u>Loans from related parties</u></p> <p>The Company borrowed money from Ms. Suchada Kunwasi as follows:</p> <ul style="list-style-type: none"> - Balance at the beginning of the period - Additional borrowers during the period - Repaid during the period - Balance <p><u>Interest paid</u></p> <p>The Company has paid interest on the loan.</p> <p><u>Accrued interest</u></p> <p>The Company has accrued interest on the loan.</p>	<p>2.50</p> <p>-</p> <p>-</p> <hr/> <p>2.50</p> <p>0.10</p> <p>0.01</p>	<p>2.50</p> <p>-</p> <p>-</p> <hr/> <p>2.50</p> <p>0.06</p> <p>0.01</p>	<p>The Company borrowed money from Miss Suchada Kunwasi to be used as fund for property development and working capital, by making a loan agreement with interest rate of 4.00% per annum. Later, since 1st January 2020 the format has been changed to promissory notes and the interest rate began to be charged at the rate of 2.50 percent per annum based on the interest rate of debt instrument: unsecured bonds of companies in the property business group listed on the Stock Exchange of Thailand. Thus, the interest is charged at the rate of 2.50% per annum and there is no guarantee.</p> <p><u>Opinion of the Audit Committee</u></p> <p>The list is reasonable and necessary and is for the benefit of the Company's business operations.</p>



Companies / individuals who may have conflicts	Characteristics of the connected transactions	Value of connected transactions (million baht)		Necessity and reasonableness
		Year 2019 ended 31 st December 2019	Year 2020 ended 31 st December 2020	
Mrs. Chutima Sanguantrakul	<u>Loans from related parties</u>			The Company borrowed money from Mrs. Chutima Sanguantrakul to be used as fund for property development and working



Companies / individuals who may have conflicts	Characteristics of the connected transactions	Value of connected transactions (million baht)		Necessity and reasonableness
		Year 2019 ended 31 st December 2019	Year 2020 ended 31 st December 2020	
	<p>The Company borrowed money from Mrs. Chutima Sanguantrakul as follows:</p> <ul style="list-style-type: none"> - Balance at the beginning of the period - Additional borrowers during the period - Repaid during the period - Balance 	<p>2.50</p> <p>-</p> <p>-</p> <hr/> <p>2.50</p> <hr/>	<p>2.50</p> <p>-</p> <p>-</p> <hr/> <p>2.50</p> <hr/>	<p>capital, by making a loan agreement with interest rate of 4.00% per annum. Later, since 1st January 2020 the format has been changed to promissory notes and the interest rate began to be charged at the rate of 2.50 percent per annum based on the interest rate of debt instrument: unsecured bonds of companies in the property business group listed on the Stock Exchange of Thailand. Thus, the interest is charged at the rate of 2.50% per annum and there is no guarantee.</p>
	<p><u>Interest paid</u></p> <p>The Company has paid interest on the loan.</p>	<p>0.10</p>	<p>0.06</p>	<p><u>Opinion of the Audit Committee</u></p> <p>The list is reasonable and necessary and is for the benefit of the Company's business operations.</p>
	<p><u>Accrued interest</u></p> <p>The company has accrued interest on the loan.</p>	<p>0.01</p>	<p>0.01</p>	



Companies / individuals who may have conflicts	Characteristics of the connected transactions	Value of connected transactions (million baht)		Necessity and reasonableness
		Year 2019 ended 31 st December 2019	Year 2020 ended 31 st December 2020	
Sarakham Petroleum Company Limited	<u>Property development costs</u> The Company bought fuel from the Sarakham Petroleum Co., Ltd.	0.05	0.06	The Company purchased fuel from a gas station belonging to the Company's connected juristic person, which is in the vicinity of the Company's office for use in operations. Such transactions are normal business transactions. Because it is a gas station near the office, so the Company chooses to use the said gas station service. <u>Opinion of the Audit Committee</u> The said transaction is a normal trade transaction with general prices and conditions similar to transactions with third parties. It is appropriate, reasonable and for the benefit of the Company.
		0.01	0.00	The Company purchases fuel and products from gas stations and stores belonging to the Company's connected juristic



Companies / individuals who may have conflicts	Characteristics of the connected transactions	Value of connected transactions (million baht)		Necessity and reasonableness
		Year 2019 ended 31 st December 2019	Year 2020 ended 31 st December 2020	
	<p><u>Other expenses</u></p> <p>The Company bought fuel from Sarakham Petroleum Company Limited, which is an administrative expense.</p>			<p>person. The place is in the vicinity of the Company's office. The purchase is for use in operations. Such transactions are normal business transactions. Because it is a gas station and a shop near the office, so the Company chooses to use the said gas station and shop.</p> <p><u>Opinion of the Audit Committee</u></p> <p>The said transaction is a normal trade transaction with general prices and conditions similar to transactions with third parties. It is appropriate, reasonable and for the benefit of the Company.</p>



Opinion of the Audit Committee

In the Audit Committee Meeting No. 2/2021 on 25th February 2021, there were opinions on connected transactions of the Company with the Company or with people that may have conflicts of interest, have interests, may have conflicts of interest in the future according to the announcement of the Securities and Exchange Commission. The meeting has considered that the transactions are reasonable and in accordance with fair trade conditions and are treated in the same manner as other unrelated parties, and there is no transfer of benefits between the Company and the connected persons.

9.2.3 Measures and procedures for approval of connected transactions

At the Board of Directors' Meeting No. 2/2020 on 25th February 2020, the Board of Directors has approved the principles for measures and procedures for approving connected transactions as follows:

Measures and procedures for approving connected transactions

In the event that there is a transaction between the Company and the connected persons, persons who may have conflicts of interest, who have stakes, or may have conflicts of interest in the future, which is a commercial agreement in the same manner as a general would do with a common counterpart in the same situation, with trade bargaining power without influence in having the status of directors, executives or connected persons, and with normal trading conditions or market prices, under reasonable conditions, and with the condition that this transaction can be examined and does not cause a transfer of benefits, the Company's management can operate this normally under the principles approved by the Board of Directors and prepare a summary report to report to the Audit Committee every quarter.

In the event that there is a connected transaction that is not a normal trade transaction, the Company will provide an opinion by the Audit Committee on the necessity and appropriateness of the transaction. In the event that the Audit Committee does not have expertise in considering possible connected transactions, the Company will provide independent appraisers, specialized independent experts, or auditors to give opinions on the said related transactions to the Audit Committee. This is to be used by the Audit Committee in decision-making and aforementioned persons are also responsible in giving opinions to the Board of Directors or shareholders as the case may be. The Company has disclosed the connected transactions in the notes to the financial statements audited by the Company's auditors. The Company disclosed such transactions in the Annual Registration Statement (Form 56-1) and the Company's Annual Report (Form 56-2) in accordance with the rules and laws governing securities and exchange. Approvals of such related transactions has complied with the law on securities and exchange and regulations, announcements, orders or rules of the Stock Exchange of Thailand. Those who may have conflicts or have an interests in making connected transactions will not have the right to vote on such connected transactions.



14.5 Policy or tendency of future connected transactions

In the future, if the Company has a need to enter into a connected transaction with a person who may have a conflict of interest with the Company, the Company will prescribe various conditions according to the nature of normal business operation and market prices which can be compared with the conditions or prices incurred with the same type of business that the Company does with third parties. The Company will have Audit Committee comments on price, rate of compensation, including the necessity and appropriateness of the said transaction. In the event that the Audit Committee does not have expertise in considering possible connected transactions, the Company will provide independent appraisers, independent experts or the Company's auditor to give opinions on the said transaction. This is to be used by the Audit Committee in decision-making and giving opinions to the Board of Directors or shareholders as the case may be.

For the connected transactions that may occur in the future, directors must comply with the criteria established by the SEC and the Stock Exchange of Thailand and directors must not approve any transaction that he/she or the person who may have a conflict of interest in any manner with the Company conducts and must disclose such transaction to the Board of Directors for consideration. The Company must comply with the law on securities and exchange and regulations, announcements, orders or rules of the Stock Exchange of Thailand. This includes complying with the requirements regarding information disclosure, connected transactions and the acquisition or disposition of the Company's assets, and in accordance with the accounting standards stipulated by the Association of Accountants strictly. In addition, the Company will not enter into connected transactions with connected companies that are not the normal business operations of the Company.

However, the current and ongoing transactions in the future compose of: 1) Lease of land from Mr. Chaikut Lerdrungporn, Mrs. Pranee Lerdrungporn, Dr. Pongnarin Lerdrungporn, Mr. Pongpot Lerdrungporn and Mr. Att Lerdrungporn for use as office locations. The rental price is according to the appraisal price by using the market price comparison method, assessed by the capital market appraisal company and the main appraiser approved by the Office of the Securities and Exchange Commission; 2) Lease of building from Mr. Att Lerdrungporn to keep materials and equipment in the business. The rental price is according to the appraisal price by using the market price comparison method, assessed by the capital market appraisal company and the main appraiser approved by the Securities and Exchange Commission; 3) Purchase of furl from Sarakham Petroleum Company Limited for use in business operations, in which the Company has compared prices and conditions with other suppliers and found out that they are not different from services with general partners, and considered the location of the business which is close to the Company's office.

For loan items from directors and connected persons, the Company has a policy to borrow money from any connected person or juristic person. For the list of short-term loans from directors and connected persons of the Company, the Company has a policy to reduce dependence on borrowings from directors and connected persons. This is because the Company has a policy to source its own funds. In addition, the Company has funding from the initial public offering of the



newly issued common shares. This allows the Company to have sufficient working capital to operate its business without having to rely on borrowings from the directors.

For reliance on the directors, executives and their family in the guarantees of loans from financial institutions of the Company, including the allocation of personal assets as collateral for loans from financial institutions of Mr. Chaikut Lerdrungporn, Mrs. Pranee Lerdrungporn, Dr. Pongnarin Lerdrungporn, Mr. Pongpot Lerdrungporn, Mr. Att Lerdrungporn, Mr. Chanvit Kaewwisit, Mr. Chan Narong Kaewwisit and Mr. Chaichan Kaewwisit without any compensation for guaranteeing or taking the property as collateral, the Company can withdraw the loan guarantee and release some collateral to reduce the financial dependence from the directors, executives, and their family.

14.6 Investor Protection Measures

In order to protect the investors, if there is any connected transaction in the future between the Company and its subsidiaries with a person who may have conflicts of interest, have a stake or there may have conflicts of interest in the future, the Company will arrange a presentation of the said item through the Audit Committee meeting and a meeting of the Board of Directors attended by the Audit Committee (except for connected transactions where there are trade agreements with general trade terms, which the Board of Directors has approved in principle that the management can proceed at the Board of Directors' Meeting No. 2/2020 on 25th February 2020). In order to ensure that the transactions are fair and have a reasonable pricing policy, the Board of Directors must perform duties in accordance with the law on securities and exchange and the regulations, announcements and rules of the Stock Exchange of Thailand, including compliance with the disclosure requirements of the connected transaction. In addition, the Company has disclosed the related transactions in the notes to the audited financial statements and the annual report form (56-1 One Report) completely.



DHOUSE PATTANA Public Company Limited

Part 3

Financial Statements



DHOUSE PATTANA PUBLIC COMPANY LIMITED
(FORMERLY: DHOUSE PATTANA COMPANY LIMITED)
FINANCIAL STATEMENTS AND AUDITOR'S REPORT
FOR THE YEAR ENDED DECEMBER 31, 2020

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>
<p><i>Cost of property development and land held for development</i></p> <p>Cost of property development and land held for development are significant high value transaction and comprise a various cost component such as cost of land, cost of land development, construction costs, related cost for property development and capitalized borrowing cost. As at December 31, 2020, the carrying amount of cost of property development and land held for development are of Baht 142.60 million and Baht 528.90 million, respectively, as disclosed in notes 7 and note 8, to the financial statements, respectively.</p> <p>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 component, which affects to the complicated records, allocations and computations.</p>	<p>Other than making the inquiries, the audit procedures for cost of property development and land held for development included sampling test as follows:</p> <ul style="list-style-type: none"> - assessing the efficiency and test of internal control relates to the purchase system and property development system. - inspecting the evidences relating to purchase of land between the Company and the seller for example; agreement to purchase and sell includes evidences of land payment and document communicated with the government. - 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 evidence payment. - allocation test of cost of property development per unit. - assessing and calculation test of borrowing costs basing on the capitalized borrowing costs. - physical observation project of construction to determine the relationship between physical and accounting records. - testing the valuation model for the calculation of net realizable value regarding to land held for development as per the appraisal report of an independent appraiser, including assess and test the appropriateness of the variables and estimation comprising the market price of other assets and the dissimilarity of detail of asset. - assessing the qualifications, knowledge, capabilities and expertise of the appraiser and the terms and conditions of appraisal to consider the matters that may be effected to the objectivity or limiting scope of work of the appraiser.

<i>The key audit matter</i>	<i>Audit procedures</i>
<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, 2020, sale of property is of Baht 92.12 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, receiving documents, ownership transfer document and other conditions specified in purchase and sale agreement. - testing the calculation of trade discount. - 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, related safeguards.

From the matters communicated with those charged with governance, I determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit 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.

A handwritten signature in blue ink, appearing to read 'Krairit S.'.

(Kraisit Silapamongkonkul)
Certified Public Accountant
Registration Number 9429

Siam Truth Audit Company Limited
Bangkok, February 25, 2021



DHOUSE PATTANA PUBLIC COMPANY LIMITED
(FORMERLY: DHOUSE PATTANA COMPANY LIMITED)
STATEMENT OF FINANCIAL POSITION
AS AT DECEMBER 31, 2020

Baht

	Note	2020	2019
Assets			
Current assets			
Cash and cash equivalents	6	133,741,971	31,266,237
Other receivables		49,765	5,413
Cost of property development	5, 7	142,598,082	149,588,416
Inventories		2,283,803	1,072,422
Other current assets		907,208	483,554
Total current assets		279,580,829	182,416,042
Non-current assets			
Restricted bank deposits		207,467	236,178
Land held for development	8	528,899,875	528,899,875
Building and equipment	9	13,017,207	10,720,406
Right-of-use assets	4, 5, 10	2,471,254	-
Intangible assets		784,606	840,404
Deferred tax assets	25	1,572,451	882,821
Other non-current assets		2,449,025	5,665,835
Total non-current assets		549,401,885	547,245,519
Total assets		828,982,714	729,661,561

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

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DHOUSE PATTANA PUBLIC COMPANY LIMITED
(FORMERLY: DHOUSE PATTANA COMPANY LIMITED)
STATEMENT OF FINANCIAL POSITION
AS AT DECEMBER 31, 2020

Baht

	Note	2020	2019
Liabilities and shareholders' equity			
Current liabilities			
Bank overdraft and short-term loans from financial institutions	11	189,515,096	140,386,169
Trade and other payables	5, 12	2,500,610	2,313,833
Current portion of liabilities	13	8,719,584	671,696
Short-term loans from related persons	5	110,250,000	200,180,927
Income tax payable		-	3,673,638
Advance received	21	14,196,500	599,860
Other current liabilities		552,231	977,008
Total current liabilities		325,734,021	348,803,131
Non-current liabilities			
Long-term loans from financial institutions	14	12,248,983	22,691,290
Long-term leases liabilities	4, 5, 10	3,288,020	1,480,366
Provisions for employee benefit	15	1,768,729	1,448,181
Provisions	16	1,876,430	1,793,273
Other non-current liabilities		1,498,599	2,201,919
Total non-current liabilities		20,680,761	29,615,029
Total liabilities		346,414,782	378,418,160
Shareholders' equity			
Share capital	17		
Issued and paid-up share capital			
Ordinary shares		420,000,000	311,400,000
Premium on share capital	18	7,792,527	-
Retained earnings	19		
Appropriated			
Legal reserve		746,600	-
Unappropriated		54,028,805	39,843,401
Total shareholders' equity		482,567,932	351,243,401
Total liabilities and shareholders' equity		828,982,714	729,661,561

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

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DHOUSE PATTANA PUBLIC COMPANY LIMITED
(FORMERLY: DHOUSE PATTANA COMPANY LIMITED)
STATEMENTS OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED DECEMBER 31, 2020

Baht

	Note	2020	2019
Revenues from sales	5, 20	92,117,422	142,125,598
Cost of sales		(42,712,499)	(66,660,628)
Gross profit		49,404,923	75,464,970
Other income	20	581,728	387,347
Selling expenses	22, 23	(4,881,652)	(6,825,047)
Administrative expenses	5, 22, 23	(21,778,935)	(14,623,299)
Profit from operating activities		23,326,064	54,403,971
Finance costs	5, 25	(6,713,894)	(4,094,743)
Profit before income tax		16,612,170	50,309,228
Tax expense	26	(1,680,166)	(9,596,321)
Profit for the year		14,932,004	40,712,907
Other comprehensive income		-	-
Total comprehensive income		14,932,004	40,712,907
Earnings per share	28		
Basic earnings per share		0.02	0.07
Weighted average number of ordinary shares (shares)		665,527,869	622,800,000

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

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DHOUSE PATTANA PUBLIC COMPANY LIMITED
(FORMERLY: DHOUSE PATTANA COMPANY LIMITED)
STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY
FOR THE YEAR ENDED DECEMBER 31, 2020

Baht

	Note	Issued and paid-up share capital	Premium on share capital	Retained earnings		Total
				Appropriated legal reserve	Unappropriated	
Balance as at January 1, 2019		360,000,000	-	-	(49,469,506)	310,530,494
Decrease in ordinary shares	17	(48,600,000)	-	-	48,600,000	-
Total comprehensive income		-	-	-	40,712,907	40,712,907
Balance as at December 31, 2019		311,400,000	-	-	39,843,401	351,243,401
Increase in ordinary shares	17, 18	108,600,000	7,792,527	-	-	116,392,527
Legal reserve	19	-	-	746,600	(746,600)	-
Total comprehensive income		-	-	-	14,932,004	14,932,004
Balance as at December 31, 2020		420,000,000	7,792,527	746,600	54,028,805	482,567,932

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



DHOUSE PATTANA PUBLIC COMPANY LIMITED
(FORMERLY: DHOUSE PATTANA COMPANY LIMITED)
STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED DECEMBER 31, 2020

Baht

	2020	2019
Cash flows from operating activities		
Profit before income tax	16,612,170	50,309,228
Adjustments to reconcile profit before income tax to net cash generated (paid) from operating activities		
Depreciation and amortization	1,585,793	1,017,136
Finance costs	6,620,213	4,016,578
Profit from operating before changes in operating assets and liabilities	24,818,176	55,342,942
Changes in operating assets and liabilities		
Other receivables	(44,352)	8,919
Cost of property development	7,053,434	44,532,154
Inventories	(1,211,381)	954,639
Other current assets	(423,654)	1,107,692
Restricted bank deposits	28,711	(116,289)
Other non-current assets	3,216,810	(1,348,632)
Trade and other payables	35,909	(2,031,087)
Advance received	13,596,640	(10,490,140)
Other current liabilities	(424,777)	282,497
Provisions for employee benefit	320,548	302,219
Provisions	83,157	1,501,771
Other non-current liabilities	(703,320)	1,931,415
Cash generated from operations	46,345,901	91,978,100
Income tax paid	(6,043,435)	(6,998,588)
Net cash provided by operating activities	40,302,466	84,979,512

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

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DHOUSE PATTANA PUBLIC COMPANY LIMITED
(FORMERLY: DHOUSE PATTANA COMPANY LIMITED)
STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED DECEMBER 31, 2020

Baht

	2020	2019
Cash flows from investing activities		
Purchase of building and equipments	(3,424,586)	(5,114,802)
Purchase of intangible assets	(46,010)	(258,458)
Net cash used in investing activities	(3,470,596)	(5,373,260)
Cash flows from financing activities		
Increase in bank overdraft and short-term loans		
from financial institutions	49,128,927	134,694,991
Proceeds from short-term loan from related persons	16,600,000	94,580,000
Repayment for short-term loan from related persons	(106,530,927)	(178,175,772)
Proceeds from long-term loans from financial institutions	20,118,505	-
Repayment for long-term loans from financial institutions	(23,386,104)	(94,270,433)
Repayment for leases liabilities	(984,283)	(594,697)
Increase in ordinary shares	116,392,527	-
Finance cost paid	(5,694,781)	(4,819,180)
Net cash provided by (used in) financing activities	65,643,864	(48,585,091)
Net increase in cash and cash equivalents	102,475,734	31,021,161
Cash and cash equivalents at the beginning of the year	31,266,237	245,076
Cash and cash equivalents at end of the year	133,741,971	31,266,237

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

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DHOUSE PATTANA PUBLIC COMPANY LIMITED
(FORMERLY: DHOUSE PATTANA COMPANY LIMITED)
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 2020

1. GENERAL INFORMATION

Dhouse Pattana Public Company Limited (“the Company”) is incorporated in Thailand and has its registered office at 99 Sarakham-Wapi Pathum Road, Talat, Mueang Maha Sarakham, Maha Sarakham.

The Company was listed on the Stock Exchange of Thailand “(Mai)” on October 26, 2020.

The principal activities of the Company involve property development.

The Company’s major shareholders were as follow:

Major shareholders	Nationality	%	
		Shareholding	
		December 31,	
		2020	2019
Lerdrungporn Group	Thai	52.53	70.28
Kaewwisit Group	Thai	22.04	29.72

The financial statements have been approved for issue by the Company’s Board of Directors on February 25, 2021.

Coronavirus disease 2019 Pandemic

The situation of Coronavirus disease 2019 Pandemic (COVID-19) has significantly affected to the Company’s business activities in terms of property development and distribution. Due to the measures of the Government sector regarding to restrict and protect the communicable disease, including, the decrease in domestic purchasing power, there is significantly impacts to the Company’s financial position, operating results, and cash flows at present, and is expected to do so in the future. The Company’s management has continuously monitored ongoing that situation to assess the financial impact in respect of the valuation of assets, provisions and contingent liabilities. As the situation has evolved, the management’s judgements and significant accounting estimates will be reviewed.

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 are presented in Thai Baht, which is the Company’s functional currency. The preparation of these financial statements is in Thai and English language and issued for Thai reporting purposes.

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 revised financial reporting standards and interpretations, including the accounting guidance which are effective for fiscal years beginning on or after January 1, 2020. 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 interpretations and accounting guidance and disclosures in the notes to the financial statements to users of TFRS, except a set of 5 financial reporting standards related to financial instruments and TFRS 16 Leases that have changed key principles of these standards are summarised below:

Thai Financial Reporting Standards related to financial instruments

The set of TFRSs related to financial instruments consists of five TAS, TFRS and TFRIC as follow:

- TAS 32 Financial Instruments: Presentation
- TFRS 7 Financial Instruments: Disclosures
- TFRS 9 Financial Instruments
- TFRIC 16 Hedges of a Net Investment in a Foreign Operation
- TFRIC 19 Extinguishing Financial Liabilities with Equity Instruments

These TFRSs related to financial instruments make stipulations relating to the classification of financial instruments and their measurement at fair value or amortized cost (taking into account the type of instrument, the characteristics of the contractual cash flows and the Company’s business model), calculation of impairment using the expected credit loss method, and hedge accounting. These include stipulations regarding the presentation and disclosure of financial instruments.

The impact of the adoption of these standards on the Company's financial statements is as follows.

- Recognition of credit losses that the Company is to recognize an expected credit losses on its financial assets, and it is no longer necessary for a credit-impaired event to have occurred. The Company applies the simplified approach to consider the lifetime allowance for expected credit losses of trade receivables.

TFRS 16 Leases

TFRS 16 Leases establishes principles for the recognition, measurement, presentation and disclosure of leases, requiring lessees to recognize assets and liabilities for all leases which the lease term is over 12 months. There are substantially unchanged to lessor accounting from its predecessor, lessors continue to classify leases as operating or finance.

The Company has adopted the financial reporting standards related to financial instruments and leases which the cumulative effect of initially applying such standards is recognized as an adjustment to the retained earnings as at January 1, 2020, and the comparative information was not restated.

The cumulative effect of the changes in accounting policies is described in note 4 to the financial statements.

Accounting Guidance on "Temporary relief measures on accounting alternatives in response to the impact of COVID-19 pandemic situation"

The Federation of Accounting Professions announced Accounting Guidance on "Temporary relief measures on accounting alternatives in response to the impact of COVID-19 pandemic situation". Its objectives are to alleviate some of the impact of applying certain financial reporting standards, and to provide clarification about accounting treatments during the period of uncertainty relating to this situation.

The Accounting Guidance was announced in the Royal Gazette on April 22, 2020 and it is effective for the Company's financial statements prepared for reporting periods ending between January 1, 2020 to December 31, 2020.

The Company has not elected to apply the temporary relief measures on accounting alternatives.

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

The Federation of Accounting Professions issued of new and revised financial reporting standards and interpretations including accounting guidance, which are effective for fiscal years beginning on or after January 1, 2021. 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 interpretations and accounting guidance and disclosures in the notes to the financial statements to users of TFRS.

At present, the management of the Company is evaluating the impact of this standard to the financial statements in the period when it is adopted.

3. SIGNIFICANT ACCOUNTING POLICIES

The measurement bases used in preparing the financial statements

- 3.1 The Company has changed the accounting policies due to the adoption of a set of financial reporting standards related to financial instruments and TFRS 16 Leases which are effective for fiscal years beginning on or after January 1, 2020. The effects of accounting policy differences are as follow:

Financial instruments

Accounting policy applicable from January 1, 2020

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 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

Except the interests in subsidiaries, associated companies and joint ventures

- 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. Dividends 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 investments 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 investments 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/ allowance for doubtful accounts

Accounting policy applicable from January 1, 2020

The Company applies the Simplified Approach/ the General 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.

Trade and other accounts receivable and contract assets

Accounting policy applicable before January 1, 2020

Trade and other receivables are stated at their invoice value less allowance for doubtful accounts.

A receivable is recognized when the Company has an unconditional right to receive consideration. If revenue has been recognized before the Company has an unconditional right to receive consideration, the amount is recognized as a contract asset that means accrued income.

The Company records allowance for doubtful accounts that is provided for the estimated losses that may be incurred in collection of receivables.

In determined an allowance for doubtful accounts, the management needs to make judgment for estimated losses for each outstanding debtor. The allowances for doubtful accounts are determined through a combination of analysis of debt aging, collection experience, and taking into account change in the current economic conditions. However, the use of different estimates and assumptions could affect the amounts of allowances for receivable losses and adjustments to the allowances may therefore be required in the future.

Bad debts are written off when incurred.

Contract assets are measured at the amount of consideration that the Company is entitled to, less impairment losses.

Leases

Accounting policy applicable from January 1, 2020

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>
Lands	3 and 20
Buildings	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 instruments 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.

Lease liabilities

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. The lease payments included fixed payments less any lease incentive receivable and amounts expected to be payable under a residual value guarantee. The lease payments also include amount under purchase, extension or termination option if the Company is reasonably certain to exercise option.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made. Interest expense is recognized in profit or loss.

The lease liability is remeasured when there is a change in lease term, change in lease payments, change in the estimate of the amount expected to be payable under a residual value guarantee, or a change in the assessment of purchase, extension or termination options. When the lease liability is remeasured, a corresponding adjustment is made to the carrying amount of the right-of-use asset or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

Short-term leases and leases of low-value assets

The Company recognized payments under leases that, have a lease term of 12 months or less at the commencement date, or are leases of low-value assets, as expenses on a straight-line basis over the lease term, unless another systematic basis is more representative of the time pattern in which economic benefits from the leases assets are consumed.

Accounting policy applicable before January 1, 2020

Finance lease

Leases of assets which transfer substantially all the risks and rewards of ownership to the lessee are classified as finance leases. Finance leases are capitalized at the lower of the fair value of the leased assets and the present value of the minimum lease payments. Lease payments are apportioned between the finance charge and the reduction of the outstanding liabilities. The finance charge is allocated to the periods during the lease term so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Operating leases

Leases of assets which all the risks and rewards of ownership have substantially not transferred to the lessee are classified as operating leases.

Payments made under operating leases are recognized in profit or loss on a straight-line basis over the term of the lease. Lease incentives received are recognized in profit or loss as an integral part of the total lease payments made.

Contingent rentals, as a revision of rental is confirmed, are included in the calculation of the minimum payment for the remaining term of the lease

- 3.2 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 is recognized when control is transferred to the customer, generally upon the Company transfers the legal of ownership (Freehold) 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.

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.

Rental income and its related services

Rental income and its related services 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.

Interest income

Interest income is recognized as income on an accrual basis, based on the effective rate method.

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

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, and dividends on preference shares classified as liabilities.

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

Interest expenses are recognized as an expenses 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.

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 expense for the year comprises current and deferred tax.

Current 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 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 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 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 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 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 are allocated based on salable area. 2) Construction costs are allocated based on actual cost incurred relevant to each house.
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 estimation are also regularly reviewed.

Cost of property development 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.

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.

Building and equipment

Owned assets

Building 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 building and equipment have different consumption patterns or useful lives, they are accounted for as separate items (major components) of building and equipment.

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

An item of building 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

Leased assets

Leases in terms of which the Company substantially assume all the risk and rewards of ownership are classified as finance leases. building and equipment acquired by way of finance leases is capitalized at the lower of its fair value and the present value of the minimum lease payments at the inception of the lease, less accumulated depreciation and allowance for impairment losses (if any).

Lease payments are apportioned between the finance cost and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance cost are recognized in the statement of profit or loss.

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 building 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 building 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	5, 10 and 20
Machinery and equipment	5
Office equipment	5
Vehicles	5 and 10

Depreciation is recognized as an expense in profit or loss.

No depreciation is provided on assets under construction.

Depreciation for the finance lease assets is charged as expense for each accounting period. The depreciation method for leased assets is consistent with that for depreciable assets that are owned by the Company.

The residual value of an asset is the estimated amount that an entity 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, the residual value and the 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

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 license	10

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

The amortization method, the residual value and the 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 with indefinite useful lives are not amortized, but are tested for impairment annually either individually or at the cash generating unit level. The assessment of indefinite useful lives of the intangible assets is reviewed annually.

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 building 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. For intangible assets that have indefinite useful lives or are not yet available for use, the recoverable amount is estimated each year at the same time.

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 can 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 been recognized.

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. The expected future cash flows are discounted by using a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. The unwinding of the discount is recognized as a finance cost.

Estimated cost of property development

The cost of utilities and public facilities under construction, 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.

Dividends

Dividend and interim dividend payment are recorded in the period in which they are approved by Shareholders' meeting and Board of Directors' meeting.

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.

Premium on share

According to the Section 51 of the Public Limited Companies Act B.E. 2535 requires companies to set aside share subscriptions 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.

Basic earnings per share

Basic earnings per share is calculated by dividing profits for the years 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) Building and equipment

The recognition of cost incurred in the carrying amount of an item of building 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 building 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.

d) Intangible assets

The initial recognition and measurement of 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.

e) 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.

f) 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 consider whether the company has transferred or has been transferred all 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.

g) 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. Subsequent actual payment may differ from these estimates.

h) Impairment

The carrying amounts of the Company's 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.

i) 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 entity's performance as the entity performs;
- the entity's performance creates or enhances an asset that the customer controls as the asset is created or enhanced; or
- the entity's performance does not create an asset with an alternative use to the entity and the entity 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.

j) 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.

k) Project development costs estimation

In calculating cost of land and houses and residential condominium units sold, the Company has to estimate all project 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.

l) 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.

m) Provision for maintenance of housing and public utilities

In recording provision for maintenance of housing 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.

n) Contributions to housing estate juristic persons

The Company estimates its contributions to housing estate juristic persons using the rate specified by the laws and regulations and the budgeted costs of public utilities as a basis for the calculation.

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. CHANGES IN ACCOUNTING POLICIES

The Company has adopted the financial reporting standards related to TFRS 16 Lease since January 1, 2020. The Company has recognized the cumulative effect of initially applying these standards as an adjustment, to the right-of-use assets and lease liabilities as at January 1, 2020, and the comparative information was not restated.

The impacts on the statement of financial position from change in accounting policies are as follows:

			<i>Baht</i>
	December 31, 2019	The impacts of financial reporting standards related to	January 1, 2020
Statement of financial position	(as previously reported)	Leases	(restated)
Assets			
Right-of-use assets	-	2,827,453	2,827,453
Liabilities			
Current portion of lease liabilities	671,696	231,494	903,190
Long-term of leases liabilities	1,480,366	2,595,959	4,076,325
Leases			

Upon initial application of TFRS 16 the Company recognized lease liabilities previously classified as operating leases at the present value of the remaining lease payments, discounted using the Company's incremental borrowing rate at January 1, 2020 and the Company recognized the right-of-use assets at the amount equal to the lease liabilities. For leases previously classified as finance leases, the Company recognized the carrying amount of the right-of-use assets and lease liabilities based on the carrying amounts of the lease assets and lease liabilities immediately before the date of initial application of TFRS 16.



	<i>Baht</i>
Operating lease commitments as at December 31, 2019	6,718,178
Effect of changes in accounting policy	
Less: Short-term leases	(1,917,751)
Less: Deferred interest expenses	<u>(1,972,974)</u>
Increase in lease liabilities	2,827,453
Liabilities under finance lease agreements as at December 31, 2019	<u>2,152,062</u>
Lease liabilities as at January 1, 2020	<u><u>4,979,515</u></u>
Weighted-average incremental borrowing rate (% per annum)	<u><u>5.65</u></u>

	<i>Baht</i>
Lease liabilities comprise of:	
Current portion of leases liabilities	231,494
Long-term of leases liabilities	<u>2,595,959</u>
Total	<u><u>2,827,453</u></u>

As at January 1, 2020, the adjustments of right-of-use assets were summarized below:

	<i>Baht</i>
Land	2,309,020
Buildings	<u>518,433</u>
Total	<u><u>2,827,453</u></u>

5. 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, 2020 and 2019 were as follows:

	<i>Baht</i>	
	2020	2019
Sarakham Petroleum Co., Ltd.		
Purchase of supplies	64,900	54,400
Other expenses	910	9,185
Directors		
Rental of land including warehouse	-	95,833
Amortization right-of-use assets	356,199	-
Interest expense	1,796,725	-
Related persons		
Revenue from sale	-	34,235,000
Interest expense	1,378,767	597,192

Key management personnel compensation

Key management personnel compensation for the years ended December 31, 2020 and 2019 consisted of:

	<i>Baht</i>	
	2020	2019
Short-term benefits	4,530,880	3,406,734
Post-employment benefits	216,551	156,914
Total	<u>4,747,431</u>	<u>3,563,648</u>

Directors' remuneration

Directors' remuneration represents benefits paid to the director of the Company in accordance with Section 90 of the Public Company Limited Act, exclusive of salaries and related benefit payable to directors who hold executive positions.

For the years ended December 31, 2020 and 2019, the Company paid directors' remuneration in the amount of Baht 0.64 million and Baht 0.11 million, respectively.

The significant balances of assets and liabilities with related parties as at December 31, 2020 and 2019 were as follows:

	<i>Baht</i>	
	2020	2019
Right-of-use assets		
Directors	2,471,254	-
Other payables		
Director	-	7,790
Rental payables		
Directors	22,356	35,833
Accrued interest expenses		
Directors	117,312	-
Related persons	116,781	93,767
Leases liabilities		
Directors	2,573,604	-

Short-term loans from related persons

Short-term loans from related persons as at December 31, 2020 and 2019 consisted of:

	<i>Baht</i>	
	2020	2019
Directors	55,250,000	145,180,927
Related persons	55,000,000	55,000,000
Total	110,250,000	200,180,927

Movements of short-term loans from related persons for the years ended December 31, 2020 and 2019 were as follows:

	<i>Baht</i>	
	2020	2019
Beginning balance	200,180,927	283,776,699
Increase	16,600,000	94,580,000
Decrease	(106,530,927)	(178,175,772)
Ending balance	110,250,000	200,180,927

The Company entered into a loan agreement with directors by issuing promissory notes due at call, interest charged at the rate of 2.50 percent per annum (year 2019 loan agreement: no interest charged) and unsecured.

The Company entered into a loan agreement with related persons by issuing promissory notes due at call, interest charged at the rate of 2.50 percent per annum (year 2019 loan agreement: interest rate 1.5 - 4 percent per annum) and unsecured.

Significant agreements

The Company entered into the rental agreement for constructions with related persons, a rental period of 3 years starting from December 1, 2019 to November 30, 2022. The rental agreement may be renewed for 10 times of 3 years each. referring to the market price from an independent appraiser, at a yearly rental of Baht 200,000.

On August 13, 2020, the Company had terminated the former rental agreement for land and entered into a new agreement to revise the rental area and rental rate detailed as follow:

The former agreement

The Company entered into the rental agreement for land with related persons, the rental agreement has a period of 10 years starting from December 1, 2019 to November 30, 2029 and may be renewed for 4 time of 10 years each. referring to the market price from an independent appraiser, at a yearly rental of Baht 230,000 and rental shall be increase every 3 years at the rate of 10% of previous rental.

The new agreement

The land rental agreement for the office building

The Company entered into the rental agreement for land with related persons, the rental agreement has a period of 9 years, 244 days starting from April 1, 2020 to November 30, 2029 and may be renewed for 4 time of 10 years each. referring to the market price from an independent appraiser, at a yearly rental of Baht 149,000 and rental shall be increase every 3 years at the rate of 10% of previous rental.

The land rental agreement for the warehouse

The Company entered into the rental agreement for land with related persons, a rental period of 2 years, 244 days starting from April 1, 2020 to November 30, 2022. The rental agreement may be renewed for 10 times of 3 years each, referring to the market price from an independent appraiser, at a yearly rental of Baht 81,000 and rental shall be increase every 3 years at the rate of 10% of previous rental.

Co-guarantee for liabilities

As at December 31, 2020, related persons had co-guaranteed liabilities as follows:

The directors of the Company had mortgaged land including construction to secure loans from financial institution, and the directors of the Company had guaranteed bank overdrafts, loans from financial institution and leases liabilities. Moreover, bank deposit of the director was registered to secure for short-term loans from financial institutions, without compensation (see notes 11 and 14).

Nature of relationship

Name	Country/ Nationality	Relation	Type of relation
Sarakham Petroleum Co., Ltd.	Thailand	Related company	Common directors
Related persons	Thai	-	Members of close family of management and/or shareholder

Bases of measurement for intercompany revenues and expenses

	Pricing policies
Purchase and sale of goods	Market price
Rental of land including constructions	Market price
Other expenses	Market price
Interest expenses	The commercial bank's interest rate.

6. CASH AND CASH EQUIVALENTS

Cash and cash equivalents as at December 31, 2020 and 2019 consisted of:

	<i>Baht</i>	
	2020	2019
Cash	3,825	6,982
Cash at banks	133,738,146	31,259,255
Total	133,741,971	31,266,237

7. COST OF PROPERTY DEVELOPMENT

Cost of property development as at December 31, 2020 and 2019 consisted of:

	<i>Baht</i>	
	2020	2019
Property for sale		
House with land	5,285,263	-
Property under development		
Land	73,288,998	84,189,385
Construction in progress	62,960,196	62,801,308
Capitalized interest cost	1,063,625	2,597,723
Total	142,598,082	149,588,416

Movements of cost of property development for the years ended December 31, 2020 and 2019 were summarized below:

	<i>Baht</i>	
	2020	2019
Cost of sales	(42,293,353)	(64,374,712)
Construction cost	35,239,919	19,842,559
Capitalized interest cost included in		
Cost of property development	63,100	464,642
Interest rate (%)	2.00 - 4.85	4.60 - 6.25

As at December 31, 2020 and 2019, the Company mortgaged land with construction as collateral for credit facilities of loan (see notes 11 and 14) which its carrying value were summarized as follow:

	<i>Baht</i>	
	2020	2019
Property under development	53,793,201	118,412,345

Information of property projects as at December 31, 2020 and 2019 were summarized as follow:

	<i>Baht</i>	
	2020	2019
Total estimated sale value of property projects		
which were in the process of selling	512,408,200	644,217,200
Total sale value of units which their controls		
were transferred to the customers	92,117,422	142,125,598
Total sale value under the contracts which		
were in the process of transferring of control	54,666,500	10,565,900

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.

8. LAND HELD FOR DEVELOPMENT

Movements of land held for development for the years ended December 31, 2020 and 2019 consisted of:

	<i>Baht</i>
At cost	
At January 1, 2019	528,899,875
Purchase/ transfer in	-
Disposal/ transfer out	-
At December 31, 2019	528,899,875
Purchase/ transfer in	-
Disposal/ transfer out	-
At December 31, 2020	528,899,875

As at December 31, 2020 and 2019, the Company mortgaged land held for development as collateral for credit facilities of loan (see notes 11 and 14) which its carrying value were summarized as follow:

	<i>Baht</i>	
	2020	2019
Land held for development	527,024,582	527,024,582

As at December 31, 2020 and 2019, a certain of land held for development with the carrying value of Baht 0.89 million were expropriated by Maha Sarakham Rural Road Office at the expropriated value of Baht 8 million. At the present, the Company is in the process of refunding a compensation and transfer the ownership of such expropriated land with Maha Sarakham Rural Road Office.



9. BUILDING AND EQUIPMENT

Movement of building and equipment for the years ended December 31, 2020 and 2019 consisted of:

						<i>Baht</i>
	Buildings	Machinery and equipment	Office equipment	Vehicles	Assets under construction	Total
At cost						
At January 1, 2019	4,100,000	104,240	1,377,351	11,634,905	1,464,312	18,680,808
Purchase/ transfer in	5,110,215	14,270	284,818	3,917,659	3,645,903	12,972,865
Disposals/ transfer out	-	-	-	-	(5,110,215)	(5,110,215)
At December 31, 2019	9,210,215	118,510	1,662,169	15,552,564	-	26,543,458
Purchase/ transfer in	1,131,690	59,154	423,104	450,000	2,492,328	4,556,276
Disposals/ transfer out	-	-	-	-	(1,131,690)	(1,131,690)
At December 31, 2020	10,341,905	177,664	2,085,273	16,002,564	1,360,638	29,968,044
Accumulated depreciation						
At January 1, 2019	2,718,582	40,999	724,918	11,407,856	-	14,892,355
Depreciation	305,340	20,738	207,200	397,419	-	930,697
Disposal/ transfer out	-	-	-	-	-	-
At December 31, 2019	3,023,922	61,737	932,118	11,805,275	-	15,823,052
Depreciation	484,068	23,314	245,644	374,759	-	1,127,785
Disposal/ transfer out	-	-	-	-	-	-
At December 31, 2020	3,507,990	85,051	1,177,762	12,180,034	-	16,950,837
Net book value						
Owned assets						
At December 31, 2019	6,186,293	56,773	730,051	118,985	-	7,092,102
At December 31, 2020	6,833,915	92,613	907,511	488,417	1,360,638	9,683,094
Assets under finance leases						
At December 31, 2019	-	-	-	3,628,304	-	3,628,304
At December 31, 2020	-	-	-	3,334,113	-	3,334,113

	<i>Million Baht</i>	
	2020	2019
At December 31,		
The gross carrying amount of fully depreciated that is still in use	<u>13.61</u>	<u>13.31</u>

Movements of the right-of-use assets recognized as vehicles for the year ended December 31, 2020 were summarized as follows:

	<i>Baht</i>
Net book value as at January 1, 2020	3,628,304
Less Amortization	<u>(294,191)</u>
Net book value as at December 31, 2020	<u>3,334,113</u>

The Company entered into the lease agreement for vehicles with other parties. The Company recognized the right-of-use assets as part of building and equipment.

10. LEASES

Right-of-use assets

Movements of the right-of-use assets for the year ended December 31, 2020 were summarized as follows:

		<i>Baht</i>		
	Note	Land	Building	Total
Net book value as at January 1, 2020		-	-	-
Effect of changes in accounting policies	4	2,309,020	518,433	2,827,453
Less Amortization		<u>(177,915)</u>	<u>(178,284)</u>	<u>(356,199)</u>
Net book value as at December 31, 2020		<u>2,131,105</u>	<u>340,149</u>	<u>2,471,254</u>

The Company leases of warehouses for 3 years, with extension options at the end of lease term. The rental is payable yearly as specified in the contract.

The Company leases of land for the office building for 9 years, 244 days, with extension options at the end of lease term. The rental is payable yearly as specified in the contract.

The Company leases of land for the warehouse for 2 years, 244 days, with extension options at the end of lease term. The rental is payable yearly as specified in the contract.

Leases liabilities

Leases liabilities as at December 31, 2020 consisted of:

	<i>Baht</i>
Leases liabilities	6,073,818
Less Deferred interest	<u>(1,849,632)</u>
Net	4,224,186
Less Current portion	<u>(936,166)</u>
Long-term leases liabilities	<u>3,288,020</u>

Movements of leases liabilities for the year ended December 31, 2020 were as follows:

	<u>Note</u>	<i>Baht</i>
Beginning balance		2,152,062
Effect of changes in accounting policies	4	2,827,453
Amortized interest		228,954
Lease payment		<u>(984,283)</u>
Ending balance		<u>4,224,186</u>

As at December 31, 2020, lease liabilities presented by term of repayment period were summarized as follow:

		<i>Deferred</i>	<i>Minimum</i>
<u>Due of payment</u>	<u>Present value</u>	<u>interest expenses</u>	<u>lease payment</u>
Within 1 year	936,166	197,045	1,133,211
More than 1 year but not over 5 years	1,362,545	544,846	1,907,391
Over 5 years	<u>1,925,475</u>	<u>1,107,741</u>	<u>3,033,216</u>
Total	<u>4,224,186</u>	<u>1,849,632</u>	<u>6,073,818</u>

As a lessee*Baht***For the year ended December 31, 2020****Recognized in profit or loss**

Interest expense from lease liabilities 288,954

11. BANK OVERDRAFTS AND SHORT-TERM LOANS FROM FINANCIAL INSTITUTIONS

Bank overdrafts and short-term loans from financial institutions as at December 31, 2020 and 2019 were as follows:

	<i>Baht</i>	
	2020	2019
Bank overdrafts	29,515,096	50,386,169
Promissory note	160,000,000	90,000,000
Total	189,515,096	140,386,169

The Company had the credit facilities from financial institutions which were detailed as follows:

Type of credit facilities	<i>Million Baht</i>		<i>% per annum</i> Referred interest rate
	Credit limit 2020	2019	
Bank overdrafts	108	58	Savings accounts
Promissory note	160	90	Savings accounts
Letter of guarantee	15	15	-

Collateral

The Company had mortgaged land including construction of cost of property development and land held for development (see notes 7 and 8).

The directors of the Company had guaranteed for loans (see note 5).

The directors of the Company entered into the business security agreement and registered their bank deposit to secure for short-term loans from financial institutions (see note 5).

12. TRADE AND OTHER PAYABLES

Trade and other payables as at December 31, 2020 and 2019 consisted of:

		<i>Baht</i>
	2020	2019
Trade payables	1,253,847	1,290,127
Other payables		
Accrued expenses	1,246,763	1,023,706
Grand total	2,500,610	2,313,833

13. CURRENT PORTION OF LIABILITIES

Current portion of liabilities as at December 31, 2020 and 2019 consisted of:

			<i>Baht</i>
	Note	2020	2019
Loans from financial institution	14	7,783,418	-
Leases liabilities	10	936,166	671,696
Total		8,719,584	671,696



14. LOAN FROM FINANCIAL INSTITUTIONS

Loan from financial institutions as at December 31, 2020 and 2019 consisted of:

Financial institutions	Credit limit		Principal		Referred interest rate	Interest installment	Term of payment	Due of payment	
	2020	2019	2020	2019					
Commercial bank	-	75,000,000	-	23,300,000	MLR	At the end of each month	Within 3 years	Principal repayment 70% of the contract price when mortgage are released.	
Commercial bank	8,000,000	-	7,973,198	-	2	At the end of each month	Within 2 years	Installment 1 st - 6 th : Installment 7 th - 23 rd : Installment 24 th :	grace period monthly principal and interest repayment of Baht 0.10 million repayment for the outstanding remained
Commercial bank	10,000,000	-	10,050,769	-	2	At the end of each month	Within 2 years	Installment 1 st - 6 th : Installment 7 th - 23 rd : Installment 24 th :	grace period monthly principal and interest repayment of Baht 0.57 million repayment for the outstanding remained
Commercial bank	2,000,000	-	2,008,434	-	2	At the end of each month	Within 2 years	Installment 1 st - 6 th : Installment 7 th - 12 th : Installment 13 th - 24 th :	grace period monthly interest repayment monthly principal and interest repayment of Baht 0.17 million.
Total			20,032,401	23,300,000					
Less Deferred financial cost			-	(608,710)					
Net			20,032,401	22,691,290					
Less Current portion of liabilities			(7,783,418)	-					
Long-term loan			12,248,983	22,691,290					

Movements of loan from financial institution for the years ended December 31, 2020 and 2019 were summarized as follows:

	<i>Baht</i>	
	2020	2019
Beginning balance	22,691,290	116,961,723
Add Increase in loan	20,118,505	-
Borrowing cost	608,710	-
Less Repayment	(23,386,104)	(94,270,433)
Ending balance	20,032,401	22,691,290

Collateral

The Company had mortgaged land including construction of cost of property development and land held for development (see notes 7 and 8).

The directors of the Company had mortgaged land including constructions (see note 5).

The directors of the Company had guaranteed for loans (see note 5).

As at December 31, 2020 and 2019, loan from financial institution presented by term of repayment period were summarized as follow:

	<i>Baht</i>	
	2020	2019
Due date of payment		
within 1 year	7,783,418	-
more than 1 year but not over 5 years	12,248,983	22,691,290
Total	20,032,401	22,691,290

15. PROVISIONS FOR EMPLOYEE BENEFITS

Provisions for employee benefits as at December 31, 2020 and 2019 consisted of:

	<i>Baht</i>	
	2020	2019
Post employment benefits		
Present value of obligations	1,768,729	1,448,181
Provisions for employee benefit	1,768,729	1,448,181
Less Current portion	-	-
Provisions for long-term employee benefit	1,768,729	1,448,181

Movements of the present value of provisions for employee benefit for the years ended December 31, 2020 and 2019 were summarized as follows:

	<i>Baht</i>	
	2020	2019
Post-employment benefit plan		
Present value of provisions for employee benefit as at January 1,	1,448,181	1,145,962
Included in profit or loss:		
Current service cost	273,771	265,205
Interest cost	46,777	37,014
Present value of provisions for employee benefit as at December 31,	<u>1,768,729</u>	<u>1,448,181</u>

Principal actuarial assumptions as at December 31, 2020 and 2019 were as follow:

	<i>Percent</i>
Discount rate (%)	3.23
Salary increase rate (%)	5.00
Turnover rate (%)	1.91 - 22.92

Discount rate were the market yields on government's bond for legal severance payments plan and pension.

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 long-term provisions for employee benefit as at December 31, 2020 and 2019 are summarized below:

	2020		2019	
	Increase	Decrease	Increase	Decrease
Discount rate (1% Movement)	(197,901)	237,637	(168,802)	203,128
Salary increase rate (1% Movement)	269,113	(226,366)	212,957	(179,856)
Turnover rate (20% Movement)	(172,381)	207,961	(134,353)	160,829

The Company presented in the statement of comprehensive income for the years ended December 31, 2020 and 2019 as follow:

	Baht	
	2020	2019
Cost of sale	79,073	74,468
Selling expenses	16,840	15,868
Administrative expenses	224,635	211,883
Total	320,548	302,219

16. PROVISIONS

Provisions as at December 31, 2020 and 2019 consisted of:

			<i>Baht</i>
	Provision for maintenance	Compensation for housing estate juristic persons	Total
As at January 1, 2019	64,974	226,528	291,502
Increase	931,483	870,836	1,802,319
Actual paid	(12,146)	-	(12,146)
Reversal of provision	(169,060)	(119,342)	(288,402)
As at December 31, 2019	815,251	978,022	1,793,273
Increase	284,640	120,619	405,259
Actual paid	(6,009)	-	(6,009)
Reversal of provision	(316,093)	-	(316,093)
As at December 31, 2020	777,789	1,098,641	1,876,430

17. SHARE CAPITAL

Movement of share capital for the years ended December 31, 2020 and 2019 were summarized as follows:

				<i>Baht</i>	
	Par value	2020		2019	
	per share	Number	Amount	Number	Amount
Share capital					
Ordinary shares					
At January 1	86.50, 100	3,600,000	311,400,000	3,600,000	360,000,000
Change in par value		619,200,000	-	-	-
Increase of new shares		217,200,000	108,600,000	-	-
Reduction of shares		-	-	-	(48,600,000)
At December 31	0.50, 86.50	<u>840,000,000</u>	<u>420,000,000</u>	<u>3,600,000</u>	<u>311,400,000</u>
Issued and paid-up shares					
Ordinary shares					
At January 1	86.50, 100	3,600,000	311,400,000	3,600,000	360,000,000
Change in par value		619,200,000	-	-	-
Increase of new shares		217,200,000	108,600,000	-	-
Reduction of shares		-	-	-	(48,600,000)
At December 31	0.50, 86.50	<u>840,000,000</u>	<u>420,000,000</u>	<u>3,600,000</u>	<u>311,400,000</u>

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

The Ordinary General Meeting of Shareholders held on March 12, 2020 passed the resolutions to approve as follows:

- 17.1 Convert the company limited to a public company.
- 17.2 Change the par value of share capital from Baht 86.50 each to Baht 0.50 each.
- 17.3 Increase the authorized share capital from Baht 311.40 million to Baht 420 million by issuing new ordinary shares of 217.20 million shares with the par value of Baht 0.50 each.

The Company has registered to convert to a public company, change its par value and increase of its registered share capital with the Ministry of Commerce on March 18, 2020.

17.4 Allot new ordinary shares of 217.20 million shares, with the par value of Baht 0.50 each for the Initial Public Offering as follows:

17.4.1 Allot new ordinary shares to persons having relationship as directors, executives, major shareholder, controlled and related parties and sponsors who have done benefits to the company not exceeding 25 percent of the Initial Public Offering. However, the proportion of shares allotted to sponsors must not exceed 15 percent of the Initial Public Offering.

17.4.2 Allot the remaining shares for the Initial Public Offering.

17.5 Assign the authorisation to the Board of Directors or Chief Executive Officer or the person assigned by the Board of Directors or Chief Executive Officer to determine the related details and conditions regarding the mentioned share offering such as offering period, offering price, share repayment and appointment of underwriters, etc.

17.6 During October 16 - 20, 2020, the Company offered the share capital in the amount of 217.20 million shares to the public for subscription shares at the offering price of Baht 0.60 per share.

The Company received the proceeds from the public for subscription shares, total in the amount of Baht 130.32 million (the Company recorded expenses for selling increase share capital in the amount of Baht 13.93 million deducted from share premium account).

The Company had already registered the change in its paid-up share capital with the Ministry of Commerce on October 21, 2020 due to the Company had received share subscription for the increased ordinary shares from Baht 311.40 million to Baht 420 million.

The Extraordinary General Meeting of Shareholders held on July 17, 2019 passed the resolution to approve the decrease of authorized share capital to compensate for deficit by reduction of par value from Baht 100 per share to Baht 86.50 per share, equivalent to Baht 48.60 million.

The Company has registered the decrease of its authorized shares capital with the Ministry of Commerce on August 23, 2019.

18. 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.

19. LEGAL RESERVE

According to the Public Limited Companies Act B.E. 2535, 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.

20. REVENUE FROM CONTRACT WITH CUSTOMERS**Disaggregation of revenue**

	<i>Baht</i>	
	2020	2019
Type of goods or services		
Revenue from sale of property	92,117,422	142,125,598
Rental income	114,395	169,048
Other income	467,333	218,299
Total	92,699,150	142,512,945
Grand total	92,699,150	142,512,945
Timing of revenue recognition		
At a point in time	92,584,755	142,343,897
Over time	114,395	169,048
Total	92,699,150	142,512,945

21. ADVANCE RECEIVED

Movement of advance received for the years ended December 31, 2020 and 2019 were summarized as follows:

	<i>Baht</i>	
	2020	2019
Beginning balance	599,860	11,090,000
Increase	15,261,500	6,898,860
Decrease	(10,000)	(124,000)
Recognized as revenue	(1,654,860)	(17,265,000)
Ending balance	14,196,500	599,860

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 house to the customer.

22. EMPLOYEE BENEFIT EXPENSES

	<i>Baht</i>	
	2020	2019
Wages and salaries	9,258,162	7,891,482
Defined benefit plans	320,548	302,219
Defined contribution plans	397,005	265,760
Others	1,059,599	495,500
Total	11,035,314	8,954,961

23. EXPENSES BY NATURE

Expenses by nature for the years ended December 31, 2020 and 2019 consisted of:

	<i>Baht</i>	
	2020	2019
Employee expenses	11,035,314	8,954,961
Depreciation and amortization	1,585,793	1,017,136
Consultant and services expenses	6,508,017	4,083,029
Registration and transfer fee	3,260,841	5,236,903

24. PROVIDENT FUND

The defined contribution plans comprise provident funds established by the Company for its employees under the Provident Fund Act B.E. 2530. Membership to the funds is on a voluntary basis. Contributions are made monthly by the employees at rates ranging from 3% to 5% of their basic salaries and by the Company at rates ranging from 3% to 5% of the employees' basic salaries. The provident funds are registered with the Ministry of Finance as juristic entities and are managed by SCB Asset Management Company Limited licensed Fund Manager and will be paid to the employees upon termination in accordance with the rules of the Fund. In the year 2020, the Company contributed in the amount of Baht 0.12 million.

25. FINANCE COSTS

Finance costs for the years ended December 31, 2020 and 2019 consisted of:

		<i>Baht</i>
	2020	2019
Interest expenses	6,168,283	4,481,220
Bank charge	608,711	78,165
Total	6,776,994	4,559,385
Less capitalized finance cost	(63,100)	(464,642)
Net	<u>6,713,894</u>	<u>4,094,743</u>

26. INCOME TAX

Corporate income tax of the Company for the years ended December 31, 2020 and 2019 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 expense for the years ended December 31, 2020 and 2019 as follows:

		<i>Baht</i>
	2020	2019
Income tax recognised in profit or loss		
Current tax expense		
Current year	2,369,796	10,088,020
Deferred tax expense		
Movement in temporary differences	(689,630)	(491,699)
Total	<u>1,680,166</u>	<u>9,596,321</u>

Reconciliation of effective tax rate	2020		2019	
	%	Baht	%	Baht
	<u>Tax rate</u>		<u>Tax rate</u>	
Profit before income tax expense		16,612,170		50,309,228
Income tax using the Thai corporation tax rate	20	3,322,434	20	10,061,846
Income subject to tax		2,820,300		-
Expenses not deductible for tax purposes		41,959		547,704
Addition expenses for tax purposes		(3,814,897)		(521,530)
Current tax	14	2,369,796	20	10,088,020
Income tax addition - deferred		(689,630)		(491,699)
Tax expense	10	1,680,166	19	9,596,321

DEFERRED TAX

Deferred tax as at December 31, 2020 and 2019 consisted of:

	<i>Baht</i>	
	2020	2019
Deferred tax assets	1,665,744	882,821
Deferred tax liabilities	(93,293)	-
Deferred tax assets - net	1,572,451	882,821

Movement of deferred tax assets and liability occurred during the year were summarized as follows:

	As at January 1, 2019	Profit	As at December 31, 2019	Profit (loss)	<i>Baht</i> As at December 31, 2020
Deferred tax assets					
Right-of-use assets	-	-	-	20,470	20,470
Provisions	161,930	431,255	593,185	(87,647)	505,538
Advance received	-	-	-	785,991	785,991
Provisions for employee benefit	229,192	60,444	289,636	64,109	353,745
Total	391,122	491,699	882,821	782,923	1,665,744
Deferred tax liability					
Advance payment	-	-	-	(93,293)	(93,293)
Total	-	-	-	(93,293)	(93,293)

27. 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.

Geographical segments

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

For the years ended December 31, 2020 and 2019, the Company has revenue from major as follow:

	<i>Person</i>		<i>Baht</i>	
	Major customers		Revenue	
	2020	2019	2020	2019
Property development	-	2	-	35,130,000

28. EARNINGS PER SHARE

Basic earnings per share

Basic earnings per share for the years ended December 31, 2020 and 2019 is calculated by dividing profit 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. The adjusting of the number of ordinary shares to reflect the impact of the changing the par value (see note 17). The prior year's basic earnings per share have been recalculated as if the changing the par value had been distributed at the beginning of the earliest period reported.

For the years ended December 31, 2020 and 2019 were as follows:

	<i>Baht</i>	
	2020	2019
Profit for the year	14,932,004	40,712,907
Weighted average number of ordinary shares (Shares)		
Ordinary shares at the beginning of year	3,600,000	3,600,000
The effect of change in par value	619,200,000	619,200,000
Increase in ordinary shares	42,727,869	-
Weighted average number of ordinary shares	665,527,869	622,800,000
Basic earnings per shares	0.02	0.07

29. COMMITMENTS AND CONTINGENT LIABILITIES

As at December 31, 2020 and 2019, the Company had commitments and contingent liabilities as follows:

Commitments

- a) As at December 31, 2020 and 2019, the Company has letters of guarantee issued by the banks regarding to the obligation under the agreement as follow:

	<i>Million Baht</i>	
	2020	2019
Letters of guarantee for land allotment with provision of public utilities or public services	7.05	7.05
Letters of guarantee for providing and maintenance the public utilities	1.44	1.44
Total	8.49	8.49

- b) As at December 31, 2020 and 2019, the Company has commitments regarding to the agreements as follow:

	<i>Million Baht</i>	
	2020	2019
Monthly		
The security agreement	0.10	0.08
Remaining amount		
Contractor agreement	1.50	4.53
Service agreement	1.71	2.98

30. 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.

Financial instruments of the Company principally comprise cash and cash equivalents, deposits at banks, other receivables, trade and other payables, bank overdrafts, loan from financial institutions, loan from related person and lease liabilities.

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.

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, bank overdrafts, loan from financial institution and loan from related person. 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.

	<i>Baht</i>	
	<u>Variable interest rate</u>	<u>Fixed interest rate</u>
As at December 31, 2020		
Financial assets		
Cash at bank	133,738,146	-
Restricted bank deposits	207,467	-
Financial liabilities		
Bank overdraft and short-term loans from financial institutions	189,515,096	-
Short-term loans from related persons	-	110,250,000
Long-term loan from financial institutions	-	20,032,401
Lease liabilities	-	4,224,186
As at December 31, 2019		
Financial assets		
Cash at bank	31,259,255	-
Restricted bank deposits	236,178	-
Financial liabilities		
Bank overdraft and short-term loans from financial institutions	140,386,169	-
Short-term loans from related persons	-	55,000,000
Long-term loans from financial institutions	22,691,290	-
Lease liabilities	-	2,152,062

b) Credit risk

Credit risk refers to the risk that a counter party will default on its contractual obligations, resulting in a financial loss to the Company.

The Company is exposed to credit risk primarily with respect to other receivables. However, the Company controls such risk by establishing credit limits for clients and counter parties and analysing their financial position as an ongoing basis. The Company is not expected to have much concentration risk of credit exposure.

The Company determines the impairment of trade receivables basing on an expected credit loss model which the Company have established and maintain an appropriate credit loss model. The risk management department periodically reviews the parameters and the data used in the credit loss model.

c) 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, 2020 and 2019, counting from the statements of financial position date were as follows:

							Baht
							As at December 31, 2020
	Carrying amount	At call	Within 1 year	1 - 5 years	Over 5 years	No maturity	Total
Financial assets							
Cash at bank	133,738,146	133,738,146	-	-	-	-	133,738,146
Other receivables	49,765	-	49,765	-	-	-	49,765
Restricted bank deposits	207,467	-	-	-	-	207,467	207,467
Financial liabilities							
Bank overdraft and short-term							
loan from financial institutions	189,515,096	-	189,515,096	-	-	-	189,515,096
Trade and other payables	2,500,610	-	2,500,610	-	-	-	2,500,610
Short-term loans from related persons	110,250,000	110,250,000	-	-	-	-	110,250,000
Long-term loan from financial institutions	20,032,401	-	7,783,418	12,248,983	-	-	20,032,401
Lease liabilities	4,224,186	-	936,166	1,362,545	1,925,475	-	4,224,186
							Baht
							(% per annum)
							As at December 31, 2019
	Interest rate	At call	Within 1 year	1 - 5 years	Over 5 years	No maturity	Total
Financial assets							
Cash at bank	-	31,259,255	-	-	-	-	31,259,255
Other receivables	-	-	5,413	-	-	-	5,413
Restricted bank deposits	0.18	-	-	-	-	236,178	236,178
Financial liabilities							
Bank overdraft and short-term							
loan from financial institutions	1.25	-	140,386,169	-	-	-	140,386,169
Trade and other payables	-	-	2,313,833	-	-	-	2,313,833
Short-term loans from related persons	1.50 - 4.00	200,180,927	-	-	-	-	200,180,927
Long-term loan from financial institutions	4.60 - 4.85	-	-	22,691,290	-	-	22,691,290
Lease liabilities	3.92	-	671,696	1,480,366	-	-	2,152,062

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.

31. RECLASSIFICATION

The Company has reclassified certain accounts in the financial statement as at December 31, 2019, to conform to the presentation of statements of current year as follow:

	Before	Reclassification	<i>Baht</i> After
Statement of financial position			
Non-current liabilities			
Provisions	-	1,793,273	1,793,273
Other non-current liabilities	3,995,192	(1,793,273)	2,201,919
Statements of comprehensive income			
Revenues from sales	141,822,883	302,715	142,125,598
Cost of sales	(66,357,913)	(302,715)	(66,660,628)

32. EVENTS AFTER THE REPORTING PERIOD

The Board of Directors' Meeting held on January 15, 2021 passed the resolutions to approve as follows:

- 32.1 Approve the incorporation of subsidiary "D Group Holdings Company Limited" with the authorized share capital of Baht 10 million, divided into 1 million ordinary shares with the par value of Baht 10 each, which the company's shareholding is 99.99 percent.

The establishment of these company was registered with the Ministry of Commerce on January 28, 2021.

- 32.2 To approve D Group Holdings Company Limited to purchase 9,998 ordinary shares of D Energy and Retail Company Limited at the selling price of Baht 100, totaling of Baht 999,800 from the existing shareholders (the par value of Baht 100). which the company's shareholding is 99.98 percent. D Energy and Retail Company Limited operates in the oil and retail business.



Part 4

Certification of the Correctness of Information

The Company has carefully reviewed the information in this annual registration statement / annual report. The Company hereby certifies that such information is correct, complete, not false, and does not mislead others, or does not lack of information that should be disclosed in the essence. In addition, the Company hereby certifies that:

(1) Financial statements and financial information summarized in the annual registration statement / annual report have shown the information correctly and are complete in all material matters related to the financial position, performance and the cash flow of the Company;

(2) The Company has set up a good disclosure system to ensure that the Company has disclosed the information in the essential parts of the Company correctly and completely, as well as supervising the implementation of the aforementioned systems;

(3) The Company has established a good internal control system and supervise the implementation of the aforementioned systems, and the Company has informed of the internal control system assessment information as of the latest available date to the auditor and the Audit Committee of the Company. This covers significant deficiencies and changes in the internal control system, including any wrong actions that may affect the Company's financial reporting.

In this case, as proof that all documents are the same documents that the Company has verified as correct, the Company has assigned Mr. Att Lerdrungporn to sign this document on every page as well. If any document does not contain the name of Mr. Att Lerdrungporn, the Company will consider it not the information that the Company has certified the accuracy of the information as mentioned above.

Authorized Directors

Name-Surname	Position	Signature
1. Mr. Pongpot Lerdrungporn	Company Director / Chief Executive Officer	_____
2. Mr. Pongnarin Lerdrungporn	Director	_____

Delegate

Name-Surname	Position	Signature
Mr. Att Lerdrungporn	Director	_____



DHOUSE PATTANA Public Company Limited

Attachment 1

Details of directors, executives, persons having controlling power,
persons assigned the highest responsibility in accounting and finance, persons assigned to
be directly responsible for the supervision of bookkeeping, and company secretaries



Details of directors, executives, persons having controlling power,

persons assigned the highest responsibility in accounting and finance, persons assigned to be directly responsible for the supervision of bookkeeping, and company secretaries of DHOUSE PATTANA PUBLIC COMPANY LIMITED

No.	Name/Position(s)/Date of Appointment	Age (Year)	Education Qualifications	Family Relationship among Executives	Proportion of Shareholding (%)	Work Experience in the Past 5 Years		
						Period	Position and Name of Organization/Company	Type of Business
1	Asst.Prof.Dr. Teeraphan Ungpakorn - Chairman of the Board - Independent Director - Audit Committee Member (Previous Name – Family Name) - Mrs.Teerapan Suppa-aem Date of Appointment : - 5 th November 2019	41	<u>Ph.D.</u> - Doctoral of Philosophy in Finance, University of Birmingham, United Kingdom <u>Master's Degree</u> - Master of Science in Financial Management University of East London, United Kingdom <u>Bachelor's Degree</u> - Bachelor of Business Administration (Finance), Khon Kaen University <u>Certificate(s)</u>	None	None	2019 - Present	Chairman of the Board / Audit Committee Member / Independent Director, DHouse Pattana Public Company Limited	Development of Residential Property for Sale
						2003 - Present	Assistant Professor, Faculty of Accounting and Management, Maharakham University	Educational Institute



No.	Name/Position(s)/Date of Appointment	Age (Year)	Education Qualifications	Family Relationship among Executives	Proportion of Shareholding (%)	Work Experience in the Past 5 Years		
						Period	Position and Name of Organization/Company	Type of Business
			<ul style="list-style-type: none"> - Director Accreditation Program (DAP), Class 168/2020, Thai Institute of Directors - Investment Advisor for Complex Instruments Type 1, The Securities and Exchange Commission, Thailand - Investment Planner, The Securities and Exchange Commission, Thailand - CFP Financial Planner from the Thai Financial Planners Association 					



No.	Name/Position(s)/Date of Appointment	Age (Year)	Education Qualifications	Family Relationship among Executives	Proportion of Shareholding (%)	Work Experience in the Past 5 Years		
						Period	Position and Name of Organization/Company	Type of Business
2	Mr. Chaiyut Lerdrungporn Vice Chairman - Chairman of the Executive Committee (Previous Name – Family Name) - None - Date of Appointment: - 21 st March 2013	65	<u>Bachelor's Degree</u> - Bachelor of Business Administration (Management), Isaan University (Previous Name: Bandit Business Administration College) <u>Certificate(s)</u> - Director Accreditation Program (DAP), Class 165/2019, Thai Institute of Directors	- Spouse of Mrs. Pranee Lerdrungporn - Father of Dr. Pongnarin Lerdrungporn, Mr. Pongpot Lerdrungporn, and Mr. Att Lerdrungporn - Uncle of Mr.s Chainarong Kaewwisit and Mr. Chaichan Kaewwisit	None	2013 - Present	Vice Chairman / Chairman of the Executive Committee, DHouse Pattana Public Company Limited	Development of Residential Property for Sale
						2003 - Present	Director, Farmmart Corporation Company Limited	Retailer
						1994 - Present	Director Numpong Greenville Company Limited	Property Trade



No.	Name/Position(s)/Date of Appointment	Age (Year)	Education Qualifications	Family Relationship among Executives	Proportion of Shareholding (%)	Work Experience in the Past 5 Years		
						Period	Position and Name of Organization/Company	Type of Business
3	Mrs. Pranee Lerdrungporn - Director - Executive Vice Chairman (Previous Name – Family Name) - Miss Pranee Watcharamanee Date of Appointment: - 31 st May 2018	65	<u>Bachelor's Degree</u> - Bachelor of Business Administration (Management), Isaan University <u>Certificate(s)</u> - Director Accreditation Program (DAP), Class 165/2019, Thai Institute of Directors	- Spouse of Mr. Chaiyut Lerdrungporn - Mother of Dr. Pongnarin Lerdrungporn, Mr. Pongpot Lerdrungporn, and Mr. Att Lerdrungporn - Aunt-In-Law of Mr.s Chainarong Kaewwisit and Mr. Chaichan Kaewwisit	None	2018 – Present	Director / Executive Vice Chairman, DHouse Pattana Public Company Limited	Development of Residential Property for Sale
						2003 - Present	Director, Farmmart Corporation Company Limited	Retailer, Wholesaler, Provider of Lands and Buildings for Rent



No.	Name/Position(s)/Date of Appointment	Age (Year)	Education Qualifications	Family Relationship among Executives	Proportion of Shareholding (%)	Work Experience in the Past 5 Years		
						Period	Position and Name of Organization/Company	Type of Business
4	Dr. Ong-art Chanprasitchai Director - Independent Director - Chairman of the Audit Committee (Previous Name – Family Name) - None - Date of Appointment: - 5 th November 2019	43	<u>Ph.D.</u> Doctor of Philosophy (Technopreneurship and Innovation Management), Chulalongkorn University <u>Master's Degree</u> Master of Business Administration, Chulalongkorn University <u>Bachelor's Degree</u> - Bachelor of Business Administration (Finance), Khon Kaen University <u>Certificate(s)</u> - Director Accreditation Program (DAP), Class	None	None	2019 - Present	Director / Chairman of the Audit Committee / Independent Director DHouse Pattana Public Company Limited	Development of Residential Property for Sale
						2005 - Present	Lecturer, Faculty of Accounting and Management, Mahasarakham University	Educational Institute



No.	Name/Position(s)/Date of Appointment	Age (Year)	Education Qualifications	Family Relationship among Executives	Proportion of Shareholding (%)	Work Experience in the Past 5 Years		
						Period	Position and Name of Organization/Company	Type of Business
			168/2020, Thai Institute of Directors					
5	Asst. Prof. Dr. Utis Bhongchirawantana Director - Independent Director - Member of Nomination and Remuneration Committee - Chairman of the Risk Management Committee (Previous Name – Family Name) - Mr. Uthit Saengla-iad Date of Appointment : - 5 th November 2019	38	<u>Ph.D.</u> - Doctor of Philosophy (Economics), Kasetsart University <u>Master's Degree</u> - Master of Economics, Chiang Mai University <u>Bachelor's Degree</u> - Bachelor of Economics, Maejo University <u>Certificate(s)</u> - Director Accreditation Program (DAP), Class	None	None	2019 - Present	Director / Independent Director / Member of Nomination and Remuneration Committee / Chairman of the Risk Management Committee, DHouse Pattana Public Company Limited	Development of Residential Property for Sale
						2019 - Present	Course Liason (Assistant Professor) Maharakham University	Educational Institute
						2006 - ปัจจุบัน	Assistant Professor, Faculty of Accounting and Management, Maharakham University	Educational Institute
						2018	Deputy Dean for Quality Assurance, Maharakham University	Educational Institute



No.	Name/Position(s)/Date of Appointment	Age (Year)	Education Qualifications	Family Relationship among Executives	Proportion of Shareholding (%)	Work Experience in the Past 5 Years		
						Period	Position and Name of Organization/Company	Type of Business
			168/2020, Thai Institute of Directors					
6	Mr. Apishar Nithianantporn - Director - Audit Committee Member - Independent Director - Chairman of the Nomination and Remuneration Committee (Previous Name – Familiy Name) - Mr. Jetsada Nithi-anantakul Date of Appointment: - 5 th November 2019	39	<u>Master's Degree</u> - Master of Science in Marketing Management University College Kensington, United Kingdom	None	None	2562 – Present	Director / Audit Committee Member / Independent Director / Chairman of the Nomination and Remuneration Committee, DHouse Pattana Public Company Limited	Development of Residential Property for Sale
			<u>Bachelor's Degree</u> - Bachelor of Arts (English), Rangsit University <u>Certificate(s)</u> - Director Accreditation Program (DAP), Class 154/2018, Thai Institute of Directors - New Generation Leader under Democracy Program,			2012 - Present	Director / Managing Director Thai TAN Intergroup Company Limited	Producer and Seller of Ready-To-Eat Instant Canned Food



No.	Name/Position(s)/Date of Appointment	Age (Year)	Education Qualifications	Family Relationship among Executives	Proportion of Shareholding (%)	Work Experience in the Past 5 Years		
						Period	Position and Name of Organization/Company	Type of Business
			Class 7, King Prajadhipok's Institute					
7	Mr. Pongpot Lerdrungporn - Director - Executive Director - Member of Nomination and Remuneration Committee - Member of the Risk Management Committee - Chief Executive Officer (Previous Name – Family Name) - None -	41	<u>Master's Degree</u> - MBA (International Business), Pacific States University, USA <u>Bachelor's Degree</u> - Bachelor of Civil Engineering, Mahidol University <u>Certificate(s)</u>	- Son of Mr. Chaikut Lerdrungporn and Mrs. Pranee Lerdrungporn - Younger Brother of Dr. Pongnarin Lerdrungporn	23.33%	2010 - Present	Director / Executive Director / Member of Nomination and Remuneration Committee / Member of the Risk Management Committee / Chief Executive Officer, DHouse Pattana Public Company Limited	Development of Residential Property for Sale
						2020 - Present	Director, D ENERGY & RETAIL CO., LTD.	Fuel Retailer (Gas Station) and Wholesaler. Retailer, Provider of Spaces for Rent



No.	Name/Position(s)/Date of Appointment	Age (Year)	Education Qualifications	Family Relationship among Executives	Proportion of Shareholding (%)	Work Experience in the Past 5 Years		
						Period	Position and Name of Organization/Company	Type of Business
	Date of Appointment: - 27 th April 2010		<ul style="list-style-type: none"> - Certificate in Construction Management, University of California, Los Angeles - Director Accreditation Program (DAP), Class 170/2020, Thai Institute of Directors 	- Older Brother of Mr. Att Lerdrungporn		2013 – Present	Director Sarakham Petroleum Company Limited	Fuel Retailer (Gas Station)
						2003 – Present	Director Farmmart Moderntrade Company Limited	Retailer and Wholesaler of Consumer Goods
						2003 - Present	Director Farmmart Corporation Company Limited	Retailer, Wholesaler, Provider of Lands and Buildings for Rent
8	Dr. Pongnarin Lerdrungporn - Director - Executive Director - Managing Director of System Support Division	43	<u>Ph.D.</u> - Doctor of Philosophy (Information Technology),	- Son of Mr. Chaiyut Lerdrungporn	23.33%	2010 - Present	Director / Executive Director / Managing Director of System Support Division, DHouse Pattana Public Company Limited	Development of Residential Property for Sale



No.	Name/Position(s)/Date of Appointment	Age (Year)	Education Qualifications	Family Relationship among Executives	Proportion of Shareholding (%)	Work Experience in the Past 5 Years		
						Period	Position and Name of Organization/Company	Type of Business
	(Previous Name – Family Name) - None - Date of Appointment : - 27 th April 2010		King Mongkut's University of Technology North Bangkok <u>Master's Degree</u> - Master of Science (Information Technology), King Mongkut's University of Technology North Bangkok <u>Bachelor's Degree</u> - Bachelor of Law in Civil and Criminal Law, Chulalongkorn University - Bachelor of Business Administration (Computer), Rangsit University <u>Certificate(s)</u> - Director Accreditation Program (DAP),	and Mrs. Pranee Lerdrungporn - Older brother of Mr. Pongpot Lerdrungporn and Mr. Att Lerdrungporn		2003 - Present	Director, Farmmart Corporation Company Limited	Retailer, Wholesaler, Provider of Spaces and Buildings for Rent



No.	Name/Position(s)/Date of Appointment	Age (Year)	Education Qualifications	Family Relationship among Executives	Proportion of Shareholding (%)	Work Experience in the Past 5 Years		
						Period	Position and Name of Organization/Company	Type of Business
			Class165/2019, Thai Institute of Directors					
9	Mr. Att Lerdrungporn Director - Executive Director - Member of the Risk Management Committee - Managing Director of Business Development, Sales, and Marketing	39	<u>Master's Degree</u> - MBA in Marketing West Texas A&M University, USA <u>Bachelor's Degree</u>	- Son of Mr. Chaiyut Lerdrungporn and Mrs. Pranee Lerdrungporn	23.61%	2018 - Present	Director / Executive Director / Member of the Risk Management Committee / Managing Director of Business Development, Sales, and Marketing, DHouse Pattana Public Company Limited	Development of Residential Property for Sale



No.	Name/Position(s)/Date of Appointment	Age (Year)	Education Qualifications	Family Relationship among Executives	Proportion of Shareholding (%)	Work Experience in the Past 5 Years		
						Period	Position and Name of Organization/Company	Type of Business
	(Previous Name – Family Name) - Mr. Phongthat Lerdrungporn Date of Appointment : - 31 st May 2018		- Bachelor of Business Administration (Marketing), Kasetsart University <u>Certificate(s)</u> - Director Accreditation Program (DAP), Class 170/2020. Thai Institute of Directors	- Younger brother of Dr. Pongnarin Lerdrungporn and Mr. Pongpot Lerdrungporn		2020 - Present	Director, D ENERGY & RETAIL CO., LTD.	Fuel Retailer (Gas Station) and Wholesaler. Retailer, Provider of Spaces for Rent
						2009 - Present	Director Farmmart Corporation Company Limited	Retailer, Wholesaler, Provider of Lands and Buildings for Rent
						2013 – 2017	President of Tha Phra Subdistrict Administration Organization	Governmental Organization
10	Mr. Channarong Kaewwisit - Director	42	<u>Bachelor's Degree</u>	- Nephew of Mr. Chaiyut	9.44%	2011 - Present	Director, DHouse Pattana Public Company Limited	Development of Residential Property for Sale



No.	Name/Position(s)/Date of Appointment	Age (Year)	Education Qualifications	Family Relationship among Executives	Proportion of Shareholding (%)	Work Experience in the Past 5 Years		
						Period	Position and Name of Organization/Company	Type of Business
	(Previous Name – Family Name) - None - Date of Appointment : - 27 April 2010		- Program : Aircraft Mechanic, Sierra Academy Aeronautics <u>Certificate(s)</u> - Director Accreditation Program (DAP), Class 171/2020, Thai Institute of Directors	Lerdrungporn and Mrs. Pranee Lerdrungporn - Older Brother of Mr.Chan Kaewwisit		2014 - Present	Director, Sarakham Petroleum Company Limited	Fuel Retailer (Gas Station)
						2003 - Present	Director, Farmmart Moderntrade Company Limited	Retailer and Wholesaler of Consumer Goods
11	Mr., Chaichan Kaewwisit - Director (Previous Name – Family Name) - None - Date of Appointment:	41	<u>Master's Degree</u> - Master of Political Science, Ramkhamhaeng University <u>Bachelor's Degree</u> - Bachelor of Arts (Humanities), Mahasarakham University	- Nephew of Mr. Chaikut Lerdrungporn and Mrs. Pranee Lerdrungporn	10.14%	2012 - Present	Director, DHouse Pattana Public Company Limited	Development of Residential Property for Sale
						2018 - Present	Director, Sarakham Trading Company Limited	Executive in Commerce, Industry, Marketing, and Sales



No.	Name/Position(s)/Date of Appointment	Age (Year)	Education Qualifications	Family Relationship among Executives	Proportion of Shareholding (%)	Work Experience in the Past 5 Years		
						Period	Position and Name of Organization/Company	Type of Business
	- 24 th July 2012		<u>Certificate(s)</u> - Director Accreditation Program (DAP), Class 171/2020, Thai Institute of Directors	- Younger Brother of Mr. Chan Kaewwisit		2018 - Present	Director, Sarakham Oil Company Limited	Fuel and Lubricant Retailer
						2014 - Present	Director, Sarakham Petroleum Company Limited	Fuel Retailer (Gas Station)
						2014 - Present	Director, Sarakham Commerce Company Limited	Executive in Commerce, Industry, Marketing, and Sales
						2009 - Present	Director, Farmmart Moderntrade Company Limited	Retailer and Wholesaler of Consumer Goods
12	Miss Kamolchanok Chantrakul - Company secretary (Previous Name – Family Name)	26	<u>Bachelor's Degree</u> Bachelor of Public Administration, Khon Kaen University	- Niece of Mr. Chaiyut Lerdrungporn	None	2021 - Present	Company secretary, DHOUSE PATTANA Public Company Limited	Development of Residential Property for Sale



No.	Name/Position(s)/Date of Appointment	Age (Year)	Education Qualifications	Family Relationship among Executives	Proportion of Shareholding (%)	Work Experience in the Past 5 Years		
						Period	Position and Name of Organization/Company	Type of Business
	- None - Date of Appointment: 1 st November 2018		<u>Certificate(s)</u> - Company Secretary Program (CSP) Class 112/2020, Thai Institute of Directors	and Mrs. Pranee Lerdrungporn				
				-		2017-2018	Accounting and Finance Manager, Able Medical Company Limited	Production and distribution of medicines
13	Miss Piathip Khanthom - Executive Director - Director of Accounting and Finance (Person who has been assigned the highest responsibility in accounting and finance)	44	<u>Bachelor's Degree</u> - Bachelor of Accountancy, Bansomdejchaopraya Rajabhat University - Bachelor of Business Administration	None	None	2018 – Present	Executive Director / Vice President of Accounting and Finance, DHOUSE PATTANA Public Company Limited	Development of Residential Property for Sale



No.	Name/Position(s)/Date of Appointment	Age (Year)	Education Qualifications	Family Relationship among Executives	Proportion of Shareholding (%)	Work Experience in the Past 5 Years		
						Period	Position and Name of Organization/Company	Type of Business
	(Previous Name – Family Name) - None - Date of Appointment: 1 st November 2018		(Management), Rajabhat Maha Sarakhm University			2017-1028	Accounting and Finance Manager, Able Medical Company Limited	Production and distribution of medicines
			<u>Certificate (s)</u> - E-learning course: CFO's Orientation Course (English Version), Stock Exchange of Thailand			2015 - 2017	Head of Accounts Payable Department Belink Media Company Limited	Production and management of advertising media
14	Mr. Thanin Jiacharoen - Executive Director - Director of Construction and Project Support	51	<u>Bachelor's Degree</u> Bachelor of Engineering (Civil Engineer), Rajamangala University of Technology Eastern Uten Tawai Campus	None	None	2014 - Present	Executive Director / Director of Construction and Project Support, DHOUSE PATTANA Public Company Limited	Development of Residential Property for Sale



No.	Name/Position(s)/Date of Appointment	Age (Year)	Education Qualifications	Family Relationship among Executives	Proportion of Shareholding (%)	Work Experience in the Past 5 Years		
						Period	Position and Name of Organization/Company	Type of Business
	(Previous Name – Family Name) - Mr. Thaweesak Jiacharoen Date of Appointment: 26 th May 2014		<u>Certificate(s)</u> - 1-4 floors Residential House Design Course - Concrete Cross-section, Beam and Column Design Course			2004 - 2014	Project manager, Siam Global Engineering Co., Ltd.	Contract for large construction such as steel structure factory
15	Miss Wanna Sriboonrueang - Accountant (Previous Name – Family Name) - None – Date of Appointment: - 25 th December 2017	27	<u>Bachelor's Degree</u> Bachelor of Accounting, Ramkhamhaeng University	None	None	2017 - Present	Accountant, DHOUSE PATTANA Public Company Limited	Development of Residential Property for Sale
						2006 - 2017	Chief Accountant, V.THANAVIT GROUP COMPANY LIMITED	Accounting Service



DHOUSE PATTANA Public Company Limited

Attachment 2

Details of the Directors of the Subsidiary

Details of the Directors of the Subsidiary

-None-



DHOUSE PATTANA Public Company Limited

Attachment 3

Details of the internal audit supervisor and the company's compliance supervisor



Details of the Internal Audit Supervisor

The Company uses outsourced services such as Honor Audit and Advisory Company Limited to work as the internal audit supervisor. It has assigned Ms. Piyamas Ruengsangrob as Executive Director to be the main responsible person for performing the duties of the Company's internal

No.	Name/Position(s)/Date of Appointment	Age (Year)	Education Qualifications	Family Relationship among Executives	Proportion of Shareholding (%)	Work Experience in the Past 5 Years		
						Period	Position and Name of Organization/Company	Name of Organization / Affiliation / Company
1.	Ms. Piyamas Ruengsangrob	41	- Master's degree Master of Accounting in Financial Accounting and Assurance, Thammasat University - Graduate Certificate, Department of Auditing, Chulalongkorn University - Bachelor's degree Bachelor of Business Administration (Accounting), Rajamangala Institute of	None	None	2010 - Present	Executive Director	Honor Audit and Advisory Company Limited
						2019 - Present	Special Instructor	Bangkok University
						2019	Special Instructor	Thammasat University
						2012 - 2014, and 2019 - Present	Special Instructor	Burapha University
						2000 - 2010	Audit Manager	MAC OFFICE CO., LID.

No.	Name/Position(s)/Date of Appointment	Age (Year)	Education Qualifications	Family Relationship among Executives	Proportion of Shareholding (%)	Work Experience in the Past 5 Years		
						Period	Position and Name of Organization/Company	Name of Organization / Affiliation / Company
			Technology Bophitphimuk Chakkrawat Campus - Bachelor's degree Bachelor of Arts, Department of Mass Communication, Ramkhamhaeng University - Certified Public Accountant of Thailand - Certificate in Internal Audit, Class 7 from the Federation of Accounting Professions - Certificate from the Federation of Accounting Professions for course "Preparation for Audit Office Visit for Quality Assurance under ISQC1 standard, Class 3"					

No.	Name/Position(s)/Date of Appointment	Age (Year)	Education Qualifications	Family Relationship among Executives	Proportion of Shareholding (%)	Work Experience in the Past 5 Years		
						Period	Position and Name of Organization/Company	Name of Organization / Affiliation / Company
			<ul style="list-style-type: none"> - Certificate from the Investor Club Association Course "Practice after Being Promoted in Investment " - Certificate in Tax Law, Thammasat University, course "Customs, Excise Tax And stamp duty ", " VAT", "specific business tax ", " corporate income tax ", "personal income tax" and "international taxation" 					



DHOUSE PATTANA Public Company Limited

Attachment 4

Assets used in business and details of property appraisal items

Assets Used in Business Operation

The main assets used in the operation of the Company's business are: buildings and equipment, property development costs, lands awaiting development, intangible assets, and right-of-use assets, with details as follows:

Type/characteristic of assets	Net book value (Million baht)	Property	Obligation
	On 31 st Dec 20		
1) Buildings and equipments	13.02	Owned by the Company	No obligation
2) Property development costs	142.60	Owned by the Company	Take a mortgage as collateral with a financial institution. See details in clause 5.1.2.
3) Lands awaiting development	528.90	Owned by the Company	Take a mortgage as collateral with a financial institution. See details in clause 5.1.3.
4) Intangible assets	0.78	Owned by the Company	No obligation
5) Right-of-use assets	2.47	Rental agreement	No obligation
Total net book value	687.77		

Buildings and equipment

Buildings and equipments of the Company as of December 31, 2020 has a net book value in the financial statements of 13.02 million baht, with details as follows:

Type/characteristic of assets	Net book value (Million baht)	Property	Obligation
	On 31 st Dec 20		
1) Buildings and structures	8.20	Owned by the Company	No obligation
2) Machinery and equipment	0.10	Owned by the Company	No obligation
3) Office supplies	0.90	Owned by the Company	No obligation
4) Vehicles	3.82	The Company is the owner and parts of them are hire purchase contracts, details in clause 5.2.3	As collateral under a partial hire purchase agreement
Total net book value	13.02		

The real estate development costs of the Company as of December 31, 2020 have a net book value in the financial statements equal to 142.60 million baht, with details as follows:

Project Name	Type of Assets	Net book value as of December 31, 2020 (Million baht)	Property	Obligation
The Grand Residence Talat Subdistrict, Mueang Maha Sarakham District, Maha Sarakham Province	Detached house	0.95	Owned by the Company	No obligation
The Grand Canal Talat Subdistrict, Mueang Maha Sarakham District, Maha Sarakham Province	Townhome and home office	44.20	Owned by the Company	Take a mortgage as collateral with a financial institution Outstanding debt 9.60 million baht
Grand Biz Tha Song Khon Subdistrict, Mueang Maha Sarakham District, Maha Sarakham Province	Commercial building	16.99	Owned by the Company	Take a mortgage as collateral with a financial institution Outstanding debt 8.30 million baht

Phrukpirom Salaklang Wang Naeng Subdistrict, Mueang Maha Sarakham District, Maha Sarakham Province	Detached house and semi- detached house, commercial building	80.36	Owned by the Company	No obligation
Other	-	0.10		
Total		142.60		

Location	Title Deed No.	Area (rai)	Net book value (million baht)	Appraisal price (million baht)	Appraisal date	Property	Obligation
1) On the road of Ban Tha Khon Yang - Ban Chi (New University) Location: Next to Ban Tha Khon Yang Road - Ban Khee (Tor Lor 2202), Kham Rieng Subdistrict, Kantharawichai District, Maha Sarakham Province	21720 21732 21905 23301 23442 23856 26980 41055 44680 49201 49421-49423 51407 52192 55068 58469- 58472 58689- 58699 58720- 58734	74-2-9	371.41	511.37 ^{1/}	25 th January 2021	Owned by the Company	Take a mortgage as collateral with a financial institution No remaining debt burden

2.) Adjacent to the Grand Canal project Location: Separated from Somthawin Ratsadon Road, Talat Subdistrict, Mueang Maha Sarakham District Maha Sarakham Province	95123	4-1-93	10.40	35.86 ^{1/}	25 th January 2021	Owned by the Company	Take a mortgage as collateral with a financial institution Outstanding debt 9.60 million baht
3.) Adjacent to the Grand Biz project Location: Adjacent to Maha Sarakham - Kosum Phisai Road (Tor Lor 208), Tha Song Khon Subdistrict, Mueang Maha Sarakham District, Maha Sarakham Province	8076 99725 99728 99729	14-3-11.7	145.31	192.13 ^{1/}	25 th January 2021	Owned by the Company	Take a mortgage as collateral with a financial institution Outstanding debt of 8.38 million baht.
4) next to the head office Location: Next to Maha Sarakham-Wapi Pathum Road (Tor Lor 2040)	24200 24201 89014 89015 90539	3-1-18.4	1.88	19.16 ^{1/}	7 th January 2020	Owned by the Company	No obligation
Total		97-0-32.10	529.00	758.52			

Intangible assets

As of December 31, 2020, the Company has intangible assets used in business operation, namely computer software copyrights, which has a net value of 0.78 million baht (capital value of 1.05 million baht and accumulated amortization of 0.27 million baht).

Rights-of-use assets

As of December 31, 2020, the Company has right-of-use assets, ie right of use in land lease agreements, and the right of use in the building lease agreement which has a net value of 2.47 million baht (capital value is 2.82 million baht and accumulated amortization is 0.35 million baht).

Summary of other relevant contracts

The Company has entered into lease agreements in relation to business operations. The details of the important contracts are as follows:

Land lease agreement

The Company has entered into 2 land lease agreements, with the details of the agreements as follows:

1) The lease agreement of the land where the head office is located

Agreement	Land lease agreement
Parties and Relationships	<p>Lessor:</p> <p>1) Mr. Chaiyut Lerdrungporn who is a director and company executive</p> <p>2) Mrs. Pranee Lerdrungporn , a director and company executive</p> <p>3) Dr. Pongnarin Lerdrungporn, a major shareholder, director and executive of the Company</p> <p>4) Mr. Pongpot Lerdrungporn, a major shareholder, director and executive of the Company</p> <p>5) Mr. Att Lerdrungporn a major shareholder, director and executive of the Company</p> <p>Lessee: the Company</p>
Date entering agreement	13 th August 2020
Details of agreement	Lease of the land number 24204 of 5 rai 0 ngan 53 square wa, located at Talat Subdistrict, Mueang MahaSarakham District, Mahasarakham Province, to be used as an office location or used in business operations according to the objectives of the lessee
Duration of agreement	9 years 244 days (beginning on April 1, 2020 and ending on November 30, 2029)

Rental rates and rental payments	<div>149,000 baht per year with rent increased every 3 years at 10% of the previous rent, with details as follows</div> <table><tr><th>Year</th><th>Pay by</th><th>Rent to be paid</th></tr><tr><td>1</td><td>30th November 2020</td><td>149,000 baht</td></tr><tr><td>2</td><td>30th November 2021</td><td>149,000 baht</td></tr><tr><td>3</td><td>30th November 2022</td><td>149,000 baht</td></tr><tr><td>4</td><td>30th November 2023</td><td>164,000 baht</td></tr><tr><td>5</td><td>30th November 2024</td><td>164,000 baht</td></tr><tr><td>6</td><td>30th November 2025</td><td>164,000 baht</td></tr><tr><td>7</td><td>30th November 2026</td><td>180,000 baht</td></tr><tr><td>8</td><td>30th November 2027</td><td>180,000 baht</td></tr><tr><td>9</td><td>30th November 2028</td><td>180,000 baht</td></tr><tr><td>10</td><td>30th November 2029</td><td>198,000 baht</td></tr></table>	Year	Pay by	Rent to be paid	1	30 th November 2020	149,000 baht	2	30 th November 2021	149,000 baht	3	30 th November 2022	149,000 baht	4	30 th November 2023	164,000 baht	5	30 th November 2024	164,000 baht	6	30 th November 2025	164,000 baht	7	30 th November 2026	180,000 baht	8	30 th November 2027	180,000 baht	9	30 th November 2028	180,000 baht	10	30 th November 2029	198,000 baht
Year	Pay by	Rent to be paid																																
1	30 th November 2020	149,000 baht																																
2	30 th November 2021	149,000 baht																																
3	30 th November 2022	149,000 baht																																
4	30 th November 2023	164,000 baht																																
5	30 th November 2024	164,000 baht																																
6	30 th November 2025	164,000 baht																																
7	30 th November 2026	180,000 baht																																
8	30 th November 2027	180,000 baht																																
9	30 th November 2028	180,000 baht																																
10	30 th November 2029	198,000 baht																																
Agreement renewal and termination	<div><ul style="list-style-type: none">- The lessee can renew the lease for a further 10 years, a total of not more than 4 times, by requiring the lessee to notify the lessor the intention to renew the lease in writing before the end of the rental period for at least 1 year every time the lessee wants to renew the lease.- In the event that the lessee renews the lease, as for the rent, the rent shall be increased every 3 years at the rate of 10% of the previous rent.- In the event that the assignee or the sublessee refuses to pay the rent and the lessor has already informed the lessee, the lessor has the right to terminate this agreement.- In the event that either party breaches the agreement, it can be considered as a reason for the another party to terminate the lease, by giving notice in writing to another party and to rectify and clarify the breach of the agreement within 90 days from the date of receiving the notice.</div>																																	
Other important conditions	<div><ul style="list-style-type: none">- When the lease is expired without renewal, or whether the lease is terminated for any reason, all buildings on the leased land become the property of the landlord who is the lessor immediately.- In the event that the lessee has notified his/her intention to renew the lease before the expiration of the lease term, the lessor is willing to proceed with a new land lease agreement and register the lease of the leased land If the lessee has such wishes.</div>																																	

	<ul style="list-style-type: none"> - The lessee can take the space of the building which is in the ownership of the lessee be rented for other purposes. The lease term for space rental must not exceed the term of the lease of the land that the lessee has the right under this agreement. - The lessor agrees to the lessee to transfer the leasehold rights under this agreement, or sublease in all part. The lessee agrees to pay all expenses without having to acquire the consent of the lessor, and the lessor agrees to sign the documents in order to transfer the leasehold rights or sublease including the complete registration, but the lessee is still responsible for paying the rent until the end of the lease if the assignee or the sublessee refuses to pay the rent under this agreement. - During the period for which the lease is in force, if the lessor wishes to sell the leased land, the lessor must notify the lessee with the price and terms or conditions in order for the lessee to be entitled to purchase the leased land before other interested parties. The lessee must notify the lessor of his/her intention to purchase the leased land within 90 days from the date of receiving the notice. However, in the event that the lessor sells the rented land below the price and / or has less or better terms and conditions that the lessor has already proposed to the lessee, the lessor must also bid and / or offer conditions that are less or better to the lessee again for consideration, in which the lessee has to notify the lessor within the said time as well. - In the event that the government surrender some ownership of land for the government or state enterprises to use in any case, if the lessee wishes to continue to lease, some rental rates must be reduced. - The lessee will be responsible for the local maintenance tax, house and land tax for buildings and structures under this agreement, or any other tax related to building and land, which the government charges from the use of building and / or land. For tax on the rent received by the lessor, the lessor will pay himself.
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2) The lease agreement of the land on which the warehouse is located.

Agreement	Land lease agreement
Parties and Relationships	Lessor: 1) Mr. Chaiyut Lerdrungporn who is a director and company executive 2) Mrs. Pranee Lerdrungporn, a director and company executive 3) Dr. Pongnarin Lerdrungporn a major shareholder, director and executive of the Company 4) Mr. Pongpoj Lerdrungporn, a major shareholder, director and executive of the Company 5) Mr. Att Lerdrungporn, a major shareholder, director and executive of the Company Lessee: the Company
Date entering agreement	13 th August 2020

Details of agreement	Lease of the land number 24204 in the amount of 2 rai 3 ngan 10 square wa, located at Talat Subdistrict, Mueang MahaSarakham District, Mahasarakham Province, to be used in the business according to the objectives of the lessee												
Duration of agreement	2 years, 244 days (beginning on April 1, 2020 and ending on November 30, 2022)												
Rental rates and rental payments	<p>81,000 baht per year with rent increased every 3 years at 10% of the previous rent, with details as follows</p> <table><tr><th>Year</th><th>Pay by</th><th>Rent to be paid</th></tr><tr><td>1</td><td>30th November 2020</td><td>81,000 baht</td></tr><tr><td>2</td><td>30th November 2021</td><td>81,000 baht</td></tr><tr><td>3</td><td>30th November 2022</td><td>81,000 baht</td></tr></table>	Year	Pay by	Rent to be paid	1	30 th November 2020	81,000 baht	2	30 th November 2021	81,000 baht	3	30 th November 2022	81,000 baht
Year	Pay by	Rent to be paid											
1	30 th November 2020	81,000 baht											
2	30 th November 2021	81,000 baht											
3	30 th November 2022	81,000 baht											
Agreement renewal and termination	<ul style="list-style-type: none">- The lessee can renew the lease for a further 3 years, a total of not more than 10 times, by requiring the lessee to notify the lessor the intention to renew the lease in writing before the end of the rental period for at least 1 year every time the lessee wants to renew the lease.- In the event that the lessee renews the lease, as for the rent, the rent shall be increased every 3 years at the rate of 10% of the previous rent.- In the event that the assignee or the sublessee refuses to pay the rent and the lessor has already informed the lessee, the lessor has the right to terminate this agreement.- In the event that either party breaches the agreement, it can be considered as a reason for the another party to terminate the lease, by giving notice in writing to another party and to rectify and clarify the breach of the agreement within 90 days from the date of receiving the notice.												
Other important conditions	<ul style="list-style-type: none">- When the lease is expired without renewal, or whether the lease is terminated for any reason, all buildings on the leased land become the property of the landlord who is the lessor immediately.- In the event that the lessee has notified his/her intention to renew the lease before the expiration of the lease term, the lessor is willing to proceed with a new land lease agreement and register the lease of the leased land If the lessee has such wishes.- The lessor agrees to the lessee to transfer the leasehold rights under this agreement, or sublease in all part. The lessee agrees to pay all expenses without having to acquire the consent of the lessor, and the lessor agrees to sign the documents in order to transfer the leasehold rights or sublease including the complete registration, but the lessee is still responsible for paying the rent												

	<p>until the end of the lease if the assignee or the sublessee refuses to pay the rent under this agreement.</p> <ul style="list-style-type: none"> - During the period for which the lease is in force, if the lessor wishes to sell the leased land, the lessor must notify the lessee with the price and terms or conditions in order for the lessee to be entitled to purchase the leased land before other interested parties. The lessee must notify the lessor of his/her intention to purchase the leased land within 90 days from the date of receiving the notice. However, in the event that the lessor sells the rented land below the price and / or has less or better terms and conditions that the lessor has already proposed to the lessee, the lessor must also bid and / or offer conditions that are less or better to the lessee again for consideration, in which the lessee has to notify the lessor within the said time as well. - In the event that the government surrender some ownership of land for the government or state enterprises to use in any case, if the lessee wishes to continue to lease, some rental rates must be reduced. - The lessee will be responsible for the local maintenance tax, house and land tax for buildings and structures under this agreement, or any other tax related to building and land, which the government charges from the use of building and / or land. For tax on the rent received by the lessor, the lessor will pay himself
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Building (warehouse) lease agreement

The Company has rented the building space to be used as a warehouse building for materials, tools and equipment of the Company. The agreement details are summarized as follows:

Agreement	Building lease agreement
Parties and Relationships	Lessor: Mr. Att Lerdrungporn, a major shareholder, director and executive of the Company Lessee: the Company
Date entering agreement	30 th November 2019
Details of agreement	Rental of multi-purpose building, located on the land title deed number 24204, Talat Subdistrict, Mueang MahaSarakham District, Mahasarakham Province, with the usable area of 1,840 square meters, to be used for storing materials and equipment in business operations, or used as an office location, or used in business operations according to the objectives of the lessee
Duration of agreement	3 years (starting on December 1, 2019 and ending on November 30, 2022)
Rental rates and rental payments	200,000 baht per year with rent increased every 3 years at 10% of the previous rent, with details as follows:

	<table><tr><th>Year</th><th>Pay by</th><th>Rent to be paid</th></tr><tr><td>1</td><td>30th November 2020</td><td>200,000 baht</td></tr><tr><td>2</td><td>30th November 2021</td><td>200,000 baht</td></tr><tr><td>3</td><td>30th November 2022</td><td>200,000 baht</td></tr></table>	Year	Pay by	Rent to be paid	1	30 th November 2020	200,000 baht	2	30 th November 2021	200,000 baht	3	30 th November 2022	200,000 baht
Year	Pay by	Rent to be paid											
1	30 th November 2020	200,000 baht											
2	30 th November 2021	200,000 baht											
3	30 th November 2022	200,000 baht											
Agreement renewal and termination	<ul style="list-style-type: none">- The lessee can renew the lease for a further 3 years, a total of not more than 10 times, by requiring the lessee to notify the lessor the intention to renew the lease in writing before the end of the rental period for at least 1 year every time the lessee wants to renew the lease.- In the event that the lessee renews the lease, as for the rent, the rent shall be increased every 3 years at the rate of 10% of the previous rent.- In the event that the assignee or the sublessee refuses to pay the rent and the lessor has already informed the lessee, the lessor has the right to terminate this agreement.- In the event that either party breaches the agreement, it can be considered as a reason for the another party to terminate the lease, by giving notice in writing to another party and to rectify and clarify the breach of the agreement within 90 days from the date of receiving the notice.												
Other important conditions	<ul style="list-style-type: none">- When the lease is expired without renewal, or whether the lease is terminated for any reason, all buildings on the leased land become the property of the landlord who is the lessor immediately.- In the event that the lessee has notified his/her intention to renew the lease before the expiration of the lease term, the lessor is willing to proceed with a new land lease agreement and register the lease of the leased land If the lessee has such wishes.- The lessor agrees to the lessee to transfer the leasehold rights under this agreement, or sublease in all part. The lessee agrees to pay all expenses without having to acquire the consent of the lessor, and the lessor agrees to sign the documents in order to transfer the leasehold rights or sublease including the complete registration, but the lessee is still responsible for paying the rent until the end of the lease if the assignee or the sublessee refuses to pay the rent under this agreement.- During the period for which the lease is in force, if the lessor wishes to sell the leased land, the lessor must notify the lessee with the price and terms or conditions in order for the lessee to be entitled to purchase the leased land before other interested parties. The lessee must notify the lessor of his/her intention to purchase the leased land within 90 days from the date of receiving the notice. However, in the event that the lessor sells the rented land below the price and / or has less or better terms and conditions that the lessor has already proposed to the lessee, the												

	<p>lessor must also bid and / or offer conditions that are less or better to the lessee again for consideration, in which the lessee has to notify the lessor within the said time as well.</p> <ul style="list-style-type: none">- In the event that the government surrender some ownership of land for the government or state enterprises to use in any case, if the lessee wishes to continue to lease, some rental rates must be reduced.- The lessee will be responsible for the local maintenance tax, house and land tax for buildings and structures under this agreement, or any other tax related to building and land, which the government charges from the use of building and / or land. For tax on the rent received by the lessor, the lessor will pay himself
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Details about property appraisal

Appraised property	Date of appraisal of property	Appraiser / Name of the main appraiser	Objective of appraisal	Appraisal method	Appraisal price
1) Vacant land On the road of Ban Tha Khon Yang - Ban Chi (New Village) <u>Property:</u> Land for 46 title deeds, total area of 74-2-9 rai (29,809.00 sq.w.) <u>Location:</u> Ban Tha Khon Yang Road - Ban Chi (Tor Lor 2202), Kham Reang Sub-district, Kantharawichai District, Mahasarakham Province <u>Ownership:</u> The Company <u>Obligations:</u> Take the mortgage as collateral with a financial institution.	25 th January 2021	Real Appraisal Company Limited / Ms. Sirichayaporn Worawichwong, Main Appraisal, (Wor Thor. 118)	For public purposes	Market Approach	511.37million baht

Appraised property	Date of appraisal of property	Appraiser / Name of the main appraiser	Objective of appraisal	Appraisal method	Appraisal price
2) Vacant land Adjacent to Grand Biz Project, Maha Sarakham Road - Kosum Phisai (TorLor 208) <u>Property:</u> 4 title deeds, total area of 14-3-11.7 rai (5,911.70 sq.w.) <u>Location:</u> Maha Sarakham Road - Kosum Phisai (Tor Lor 208), Tha Song Khon Subdistrict Mueang Maha Sarakham District, Mahasarakham Province <u>Ownership:</u> The Company <u>Obligations:</u> Take the mortgage as collateral with a financial institution.	25 th January 2021	Real Appraisal Company Limited / Ms. Sirichayaporn Worawichwong, Main Appraisal, (Wor Thor. 118)	For public purposes	Market Approach and Cost Approach	192.13 million baht

Appraised property	Date of appraisal of property	Appraiser / Name of the main appraiser	Objective of appraisal	Appraisal method	Appraisal price
3) Vacant land Next to the Grand Residence project <u>Property:</u> 5 plots of land, total area of 3-1-18.4 rai (1,318.40 sq.wa.) <u>Location:</u> Sarakham-Wapi Pathum Road (Tor Lor 2040), Talat Subdistrict, Mueang Maha Sarakham District, Mahasarakham Province <u>Ownership:</u> The Company <u>Obligations:</u> No obligation	25 th January 2021	Real Appraisal Company Limited / Ms. Sirichayaporn Worawichwong, Main Appraisal, (Wor Thor. 118)	For public purposes	Market Approach	19.16 million baht
4) vacant land Next to the Grand Canal project <u>Property:</u> 2 plots of land, total area of 4-2-14.0 rai 1 / (1,814.0 sq.wa.) <u>Location:</u> Rim Klong Somthawin Road, Talat Subdistrict, Mueang Maha Sarakham District, Mahasarakham Province <u>Ownership:</u> The Company <u>Obligations:</u> Take the mortgage as collateral with a financial institution	25 th January 2021	Real Appraisal Company Limited / Ms. Sirichayaporn Worawichwong, Main Appraisal, (Wor Thor. 118)	For public purposes	Market Approach and Cost Approach	35.86 million baht

Appraised property	Date of appraisal of property	Appraiser / Name of the main appraiser	Objective of appraisal	Appraisal method	Appraisal price
5) Land and buildings Next to the Grand Residence project <u>Property:</u> 1 title deed, total area of 7-3-63.0 rai (3,163.0 sq.wa.), with 1 item of building, namely 1. A single-storey warehouse building, area of 1,232.00 square meters. <u>Location:</u> Adjacent to an unnamed alley, separated from Maha Sarakham-Phayakkhaphum Phisai Road (Tor Lor 2040), Talat Subdistrict, Mueang Maha Sarakham District, Mahasarakham Province <u>Ownership</u> of: 1. Mr. Chaiyut Lertrungporn 2. Mrs. Pranee Lertrungporn 3. Mr. Pongnarin Lertrungporn 4. Mr. Pongpoj Lertrungporn 5. Mr. Athlertrungporn <u>Obligations:</u> No obligation	15 th October 2019	Sims Property Consultant Company Limited / Mr.Somrak Bongkotprapha, Main Appraisal (Wor Thor. 036)	For public purposes	Market Approach is the basis for determining the value of assets under complete ownership and determining the rental rate proportion under complete ownership	- Market rental value per year ^{2/} : 0.43 million baht - Value under leasehold ^{3/} : 3.48 million baht

Remarks: ^{1/} Total land of 1 title deed, total area of 0-0-21 rai (21.00 square wa), which is a public utility plot. The appraiser has considered not to appraise this part of the property. : ^{2/} Annual market rental value of 0.43 million baht, adjusting rental every 3 years 10% : ^{3/} The value under the leasehold rights of 3.48 million baht, the lease period of 10 years



DHOUSE PATTANA Public Company Limited

Attachment 5

Good Corporate Governance Manual

Message from the Board of Directors

The Board of Directors of DHouse Pattana Public Company Limited intends to promote the Company to be an efficient organization in business operation, and to be an ethical, honest, fair and verifiable organization. This is a factor that leads to creation of long-term benefits for the business itself and its shareholders, with regard to fairness to all stakeholders, which is in accordance with the guidelines of the Stock Exchange of Thailand.

The Board of Directors sees the importance of such management style. Therefore, the good corporate governance principles are compiled in accordance with the guidelines of the Stock Exchange of Thailand and the practice guidelines of international standards. This good corporate governance policy is therefore formulated. The objective is to provide transparency in the operations at all levels, comprising the Board of Directors, the executives and the operational staffs, to perform duties with honesty, morality, ethics and responsibilities towards the organization, shareholders, third parties, as well as the community and society.

Therefore, to make such principles lead to good governance in management, the Board therefore requests that the executives and company employees study and understand, and apply these principles in all works at present and in the future.

.....
(Asst. Prof. Dr. Teeraphan Ungphakorn)
Chairman of the Board of Directors
DHouse Pattana Public Company Limited

13th August 2020

Vision and Mission

Vision

To be no. 1 property development Company in the Northeast region.

Mission

1. Operational Excellence

2. Customer Growth

Code of conduct: what will maintain the organization

"Discipline, honesty, practice, development"

Good corporate governance policy

Board of Directors DHouse Pattana Public Company Limited is committed to efficient management of the organization in accordance with good corporate governance principles. We believe that the principles of good corporate governance will be an important part to enhance business operations as well as leading to success with effective management, morality, ethics, as well as social responsibility. We adhere to the principles of good corporate governance in accordance according to the guidelines of the Stock Exchange of Thailand and regulations of the Securities and Exchange Commission, with 8 items as follows:

- 1) Realize the roles and responsibilities of the Board of Directors as leaders who create sustainable value for the business.
- 2) Set objectives and the main goals of the business for sustainability.
- 3) Strengthen effective committees
- 4) Recruiting and developing top executives and personnel management
- 5) Promote innovation and conduct business with responsibility
- 6) Ensuring that there is a risk management system and appropriate internal control
- 7) Maintain financial credibility and disclosure
- 8) Support participation and communication with shareholders

Based on the above principles, the Company has established strict guidelines for practice and has clearly directed the employees to comply with the principles for good corporate governance and to promote the organization in accordance with the principles of good governance, composing of:

- Integrity
- Transparency
- Independence
- Accountability
- Fairness
- Corporate Social Responsibility

These principles of corporate governance reflect the values, practices and directions used within the Company. This will help build confidence for the business and make it be able to compete well under operation with ethics, international standards and according to the law. These are considered important principles in the evaluation of the management of the Board and the executives, as well as the performance of employees at all levels.

Code of conduct

In order for the Board of Directors, executives and employees of the Company to have good practice and behave in a way that is appropriate for professional business conduct, as well as having virtue, being aware of the responsibility to the economy, society and stakeholders based on honesty, justice, and transparency, there is a specification of ethics and business ethics of DHouse Pattana Public Company Limited as the standard to serve as a framework for conducting business and for the directors, executives, employees and all related parties to acknowledge and consider as a further practice.

The Company has established ethics and business ethics as the following standards:

1. Code of business conduct of the company

- 1.1 The Company should conduct business properly, abiding by and complying with the law.
- 1.2 The Company should conduct its business by not infringing on the intellectual property or copyright of others.
- 1.3 The Company should operate a business that is not contrary to the custom or tradition or not causing damage to the society.
- 1.4 The Company is responsible for the society and the community, including supporting activities that take part in social creation and environmental promotion.
- 1.5 The Company should conduct business and compete in the market with fairness.
- 1.6 The Company should protect the interests of all stakeholders with fairness.
- 1.7 The Company must disclose information sufficiently, timely, correctly and transparently on a regular basis.
- 1.8 The Company should be careful not to confuse stakeholders and cause their misunderstanding about the facts of information.

2. Code of Conduct of Company Directors

Directors Should have a guideline for acting in order to comply with the Company's business ethics. They should always remember that performance of their duties is not only the obligation and responsibility to the company shareholders, but also responsibility to the customer and other stakeholders. Consideration of the common interests of all such groups is an overall practice. The directors must have the responsibility to act in accordance with the following guidelines.

2.1 Perform duties professionally

- 2.1.1 All directors must be aware of the roles and responsibilities of the Board.

2.1.2 Directors must abide by the laws, regulations and the director's charter, by making decisions with caution, impartiality and honesty for the best interest of the Company

2.1.3 Directors should define corporate objectives and goals based on sustainability

2.1.4 Directors should cooperate in performing their duties by utilizing their own knowledge and capability fully and effectively.

2.1.5 Directors should protect the interests of the shareholders and treat stakeholders with fairness.

2.2 No conflict of interest with the Company

All directors will disclose their interests that may conflict with the Company, avoid events that may lead to conflicts, and protect the interests of the company both in areas of inside information and correct use of information or company assets.

2.3 Be good role models for the organization

All directors will abide by the principles of good corporate governance and are leaders in implementing the Company's various corporate governance policies, which are based on balanced responsibility to stakeholders.

3. Executives' Code of Conduct

All executives should act in accordance with the directions and goals set by the Board, and perform duties as a representative of the organization, taking into account the duties and responsibilities to the Company, and the responsibilities to other stakeholders, including employees, shareholders, customers, business partners, competitors, creditors, environment, society and community. The executives will strictly adhere to the following guidelines.

3.1 Executives should abide by the law, rules and regulations within the framework of morality and good tradition, ignore bad behavior, and decide to take any action with all sincerity for the best interests of the Company, customers, shareholders and employees.

3.2 Executives should manage the work with honesty, by considering the interests of the Company rather than their personal interests.

3.3 Executives should have broad vision, manage the work with care and prudence, be examples for efficiency enhancement and effectiveness with ethics, to achieve the Company's objectives and goals.

3.4 Executives must demonstrate adherence to ethics and code of conduct, by behaving as role models for employees.

3.5 Executives do not use their positions or duties for unjustifiable personal gain.

3.6 Executives should treat employees politely, rule subordinates with fairness, and do not use power in a wrong way.

3.7 Executives should support capacity development and increase the efficiency of employees' work by providing appropriate welfare for employees, with sincerity, respect for their rights and listen to employees' opinions

4. Employees' code of conduct.

In order to encourage good and efficient work, and to promote happiness in the workplace, employees should follow these guidelines:

4.1 Things to behave towards oneself:

4.1.1 Employees must strictly abide by laws, rules, regulations, policies and procedures within the framework of good morality and tradition, and Ignore bad behaviors.

4.1.2 Employees should perform their duties with honesty, diligence, and determination, and improve work efficiency even further for the benefit of employees and the Company.

4.1.3 Employees must perform their duties with knowledge and abilities to the fullest extent.

4.1.4 Employees should have a positive attitude towards the Company, respect and obey the instructions of the supervisor in accordance with the Company's policies and regulations.

4.2 Code of conduct to treat colleagues

4.2.1 Employees should treat their colleagues in a friendly manner, have good courtesy, have sincerity, respect for rights of and respect one another, to promote a good working environment.

4.2.2 Employees should have solidarity with one other, be generous to help one other without causing conflicts that will lead to damages to others and the Company.

4.2.3 Employees should avoid bringing information or stories of others, both with regard to work performance and personal matters, to reveal to others or to criticize in a way that will cause damage both to fellow employees and to the Company.

4.3 Code of conduct to the Company

4.3.1 Employees should have faith, confidence, loyalty to, and maintain the reputation of the company.

4.3.2 Employees should report matters affecting the operations or the reputation of the Company to the supervisor without delay.

4.3.3 Employees should keep the Company's secret, and should not disseminate the Company's information, news, innovation, both in objective and intellectual areas, which will have a damaging effect on the Company.

4.3.4 Employees will not use the Company's assets and information for personal gain.

4.4 Points to avoid in the conduct that are contrary to the interests of the company

4.4.1 Employees should not use their positions or duties for personal gain.

4.4.2 Employees do not use the Company's assets and information, and customer information for personal benefit.

4.4.3 Employees should not engage in direct and indirect actions in businesses that compete with the Company or have conflict of interests with the Company.

4.4.4 Employees should not have financial interests with customers or business partners, whether in the position of business owner, partner, shareholder, director, creditor, debtor or advisor. If there is such stake, it must be disclosed to the supervisor

4.4.5 Employees should not charge or accept any property from customers and people doing business with the Company other than expenses and the fees charged by the Company

4.5 Behaviors towards customers

4.5.1 Employees should provide good service to customers on a regular basis, be honest and able to explain to customers about their rights as well as being responsible for the interests of customers.

4.5.2 Employees are expected to provide services that are fast, honest, and fair in order to impress and build confidence and trust from the customers to meet customer needs.

4.6 Code of conduct towards business partners and third parties

4.6.1 Employees should treat business partners or third parties with dignity, honesty, and equality.

4.6.2 Employees must not bring secrets or trade information of business partners or third parties to be disclosed to other persons or the public and should not insult the partner.

4.6.3 Employees should not call for or receive dishonest property or benefits with partners or third parties.

5. Codes of conduct regarding environmental conditions.

5.1 Have a sense of environmental responsibility such as saving natural resources and energy and choosing a work model that is environmentally friendly.

5.2 Use natural resources as efficiently as possible.

5.3 Bring back used items that can be reused to be used with the most benefits.

5.4 Conserve and improve buildings, premises, tools, machines and the environment to make them better, be in a neat condition, and hygienic.

5.5 Maintain and improve safety standards to eliminate the possible danger.

6. Recommendations when problems occur

Code of conduct established this document is unable to cover all matters. Employees may encounter unexpected circumstances. When they are unsure of the suitability of conduct, employees should consult the supervisor according to order of hierarchy.

7. Monitoring

Any directors, executives, and employees who do not comply with or act contrarily to the code of business conduct of the Company shall be punished as appropriate in each case from verbal admonition to dismissal (refer to the penalties of the HR department).

8. Review

This code of conduct is required to be reviewed every year or when necessary.

Compliance to Good Corporate Governance Principles

The Company pays attention to the good corporate governance principles. Good corporate governance will increase the competitiveness of the Company, result in sustainable business growth, and create maximum benefits to shareholders, employees and all related parties. The Board of Directors has established a policy to support good corporate governance based on the Corporate Governance Code for Listed Companies 2017 as a guideline for organizational management. This is to ensure that any of the Company's operation is fairly conducted, and take into account the best interests of shareholders and all stakeholders. The principles of corporate governance of the Company cover the following 8 principles of practice:

Principle 1: Recognize the roles and responsibilities of the Board of Directors as the corporate leader that creates sustainable value for the Company:

1.1. The Board understands its role and recognizes the responsibility as a leader who must oversee the organization's good management, which covers

- (1) Setting objectives and goals
- (2) Formulation of strategy, operating policy, as well as allocation of important resources to achieve objectives and goals.
- (3) Monitoring, evaluation and overseeing the reporting of operation results

1.2. To create sustainable value for business, the Board will supervise the business operation that leads to good Governance Outcomes at least as follows:

- (1) Have competitiveness and a good performance with regard to long-term impacts
- (2) Conduct business ethically, respect rights of and be responsible for shareholders and stakeholders
- (3) benefit society and develop or reduce negative impact on the environment
- (4) Be able to adapt under changing factors.

The Board of Directors has adhered to the principles of sustainable value creation in the form of policies to guide management, which lead to implementation of all directors, executives and employees with the following principles:

1.2.1 The Board of directors will behave as an example as an organization leader, by adhering to the principles of good corporate governance to drive the organization towards long-term sustainability

1.2.2 The Board must take into account the ethical business operation, including the impact on society and the environment in addition to the performance

1.2.3 The Board must provide a charter, the policy for directors, executives and employees to communicate with practitioners as written principles and guidelines for the conduct of their operations.

In addition, the Board of Directors has to communicate with practitioners such as directors, executives and employees, ensuring that there are sufficient mechanisms to facilitate action, follow up the performance, and regularly review policies and practices.

1.3. The Board is responsible for ensuring that all directors and executives perform their duties with duty of care, and duty of loyalty, and ensure that the operations are in accordance with the law, company regulations, and the resolution of the shareholders' meeting, including compliance with the established policies, the process of approving operations in accordance with the authority manual of the Company, investment, conduct of business that has a significant impact on the Company, transaction with a connected persons, acquisition / disposal of assets, and dividend payment. However, it must comply with the law.

1.4. The Board understands the scope of duties and responsibilities of the committee and set the scope of assignment of duties and responsibilities to the Chief Executive Officer and the management clearly, as well as monitoring and supervising the Chief Executive Officer to perform duties as assigned.

1.4.1 The Board will prepare a Board Charter stating the duties and responsibilities of all committees, and review the charter at least once a year, including reviewing the division of roles and duties of the Board, Chief Executive Officer, and the management regularly to comply with the direction of the organization;

1.4.2 The Board must understand its scope of duties, and delegate management authority to the management through the preparation of the Chief Executive Officer Charter in writing. However, such assignment does not relieve the Board of Directors' duties and responsibilities. However, the Board of Directors has to monitor the management to perform the duties assigned. The scope of duties of the Board, Chief Executive Officer, and the management is divided according to their responsibilities as follows:

Matters that the Board will take care to ensure proper actions:

(1) Determination of objectives and business goals

(2) Creation of a corporate culture that adheres to ethics, including behaving as models

(3) Supervision of proper structure and implementation of the Board for the achievement of objectives and the Company's goals to conduct business efficiently

(4) Setting a compensation structure that motivates personnel to work in line with the objectives and company goals.

Matters that the Board of Directors works with the management to take appropriate action:

(1) Setting and reviewing annual strategies, goals, and work plans

(2) Overseeing the adequacy of the risk management system and internal control

(3) Establishing a manual of authority that is appropriate to the management's responsibilities.

(4) setting a resource allocation framework, development and budget, such as policies, personnel management plans, and information technology policy

(5) Monitoring and evaluation of operations

(6) Ensuring the reliability of the disclosure of financial and non-financial information

Matters that the Directors should not act on:

(1) Management in accordance with strategies, policies, plans approved by the Board, which are the duties and responsibilities of the Chief Executive Officer and the management in making decisions, such as procurement, recruitment of personnel to work, etc. The committee should monitor and supervise the results without interfering with decision-making unless there is a need

(2) Matters that have prohibitions such as approving transactions that have conflict of interest with the directors.

Principle 2: Define the business objectives and main goals for sustainability:

2.1 The Board of Directors will set or supervise the objectives and the Company's goals to adhere to sustainability, with condition that they are consistent with creating value for businesses, customers, stakeholders, and the society as a whole

2.1.1 The Board is responsible for ensuring that the business has clear and appropriate objectives and goals, which can be used as the main idea in business model defining, and communicate to everyone in the organization to move in the same direction. This may be made into a shared vision and values of the organization, or objectives and principles based on the principles of

(1) Objectives of the establishment of the Company

(2) Response to target customers

(3) Profitability or competitiveness by creating value for companies and customers

(4) Long-term existence of the Company under both opportunity and risk factors affecting the Company and stakeholders

2.1.2 In achieving company objectives goals, the Board will determine a business model that can create value for the business, stakeholders, and society as a whole, considering

(1) Environment and changes in various factors, including the proper use of innovation and technology

(2) The needs of customers and stakeholders

(3) Business competence, expertise and competitiveness

2.1.3 Corporate values reflect the characteristics of good corporate governance, such as accountability, integrity, transparency, due consideration of social and environmental responsibilities), etc.

2.1.4 The Board will promote communication and strengthen the purpose and the goals of the Company to be reflected in the decisions and operations of the personnel at all levels until it becomes an organizational culture.

2.2 The Board will ensure that the objectives, goals and strategies in the medium term and / or the annual plan of the Company consistent with the achievement of the objectives and company goals with innovation and technology being used appropriately and safely

2.2.1 The Board shall supervise the formulation of annual strategies and work plans in accordance with the objectives and goals of the Company, taking into account the Company's surrounding factors, as well as acceptable opportunities and risks. It shall encourage or review objectives, goals, and strategies for medium term of 3-5 years to ensure that annual strategies and plans take into account the longer term effects, and can be reasonably anticipated

2.2.2 In formulating annual strategies and work plans, the Board will ensure to analyze the environment, various factors and risks that may affect stakeholders involved throughout the value chain including various factors that may affect the achievement of company objectives and goals. There should be a mechanism to truly understand the needs of stakeholders with the following principles

(1) Clear methods, processes, participation channels or communication channels between stakeholders and the Company, to ensure that the business can, as accurately as possible, access and receive information on issues or the needs of each stakeholder group

(2) Identify the relevant stakeholders of the Company, both inside and outside, including individuals, groups of individuals, organizations, such as employees, shareholders, customers, business partners, communities, society, environment, government agencies, and regulators, etc.

(3) State stakeholders' issues and expectations. to be analyzed and classified according to their importance and impacts on both the Company and the stakeholders. This is to select important matters that will create value with stakeholders to implement for good result.

2.2.3 For strategy formulation, the Board will oversee the promotion of innovation, and application of innovation and technology to build competitiveness, responding to the needs of stakeholders while remaining on the basis of social and environmental responsibility.

2.2.4 The specified goals should be suitable for the business environment and the Company's potential. The Board will set goals that are both monetary and non-monetary. Also, it is aware of the risks of setting goals that could lead to illegal behavior, or unethical conduct

2.2.5 The Board ensures that objectives and goals are passed on through strategies and plans throughout the organization.

2.2.6 The Board shall supervise the appropriate allocation of resources and operational controls and monitor the implementation of the annual strategy and work plan. It may appoint persons responsible for supervising and monitoring the performance.

Principle 3: Strengthen Effective Board

3.1. The Board is responsible for defining and reviewing the Board structure in terms of size, composition, proportion of independent directors that are appropriate and necessary to lead the organization to objectives and the goals of the Company

3.1.1 The Board shall oversee that the Board consists of members with various qualifications in terms of skills, experience, abilities and specific characteristics, as well as gender and age, needed to achieve the company objectives and goals, by preparing a table of elements of the directors' knowledge (skill matrix) to ensure that it gets a qualified overall Board able to understand and meet the needs of stakeholders. In addition, at least one non-executive director must have experience in the business, or the main industry in which the Company operates

3.1.2 The Board will consider an appropriate number of directors, able to perform their duties efficiently, with the number of directors not less than 5 and not more than 12, depending on the size and category, and business complexity

3.1.3 The Board of Directors has a proportion between the executive directors and non-executive directors that reflects the appropriate balance of power as follows:

(1) Most directors should be non-executive directors who are able to freely express opinions on the operation of the management.

(2) Directors must have the number and qualifications of independent directors in accordance with the rules of the Office of the Securities and Exchange Commission, and the Stock Exchange of Thailand. The Company also ensures that the independent directors can work efficiently with all members of the Board and can express their opinions independently.

3.1.4 The Board shall disclose a policy for determining the composition of diverse members, and directors' information such as age, gender, education background, experience, shareholding percentage, years of being directors, and the holding of director positions in other listed companies in the annual report and on the Company's website

3.2. The Board of Directors will elect a suitable person to be the Chairman of the Board and ensure that the composition and operation of the Board of Directors facilitates the exercise of independent judgment.

3.2.1 The Chairman of the Board is an independent director.

3.2.2 The President and Chief Executive Officer have different responsibilities. The Board will determine the powers and duties of the Chairman of the Board and the Chief Executive Officer to be clear, so that no one has unlimited power, including separating the person holding the position of the Chairman of the Board from the person holding the position of the Chief Executive Officer

3.2.3 The Chairman of the Board plays a leader role of the Board. The duties of the Chairman of the Board are covered in the following matters:

(1) To supervise, monitor and ensure that performance of the Board is efficient and achieves company objectives and goals

(2) To supervise to ensure that all directors take part in fostering an ethical corporate culture and good corporate governance

(3) Set the agenda for the Board meetings in consultation with the Chief Executive Officer and have measures to supervise that important matters are included in the agenda

(4) Allocate sufficient time for the management to make a proposal and for the directors to discuss important issues thoroughly. Encourage directors to exercise prudent discretion and to give opinions freely

(5) Strengthen the relationship between executive directors and non-executive directors, and between the Board and the management

3.2.4 In the event that the Chairman of the Board and the Chief Executive Officer are not clearly separated, for example, the Chairman of the Board and the Chief Executive Officer are the same person, The Chairman of the Board is not an independent director, The Chairman of the Board and Chief Executive Officer are people of the same family, or the Chairman of the Board is a member of the executive committee, working group, or is assigned to have administrative responsibilities, etc., the Board will promote a balance of power between B and the management from

(1) Board composition consisting of more than half of the independent directors

(2) Appointing an independent director to consider the agenda of the board meeting

3.2.5 The Board of Directors will set a policy for independent directors to hold positions for a continuous period of not more than 9 years from the date of first appointment as independent director. In the event that an independent director is to be appointed to continue the position, the Board will reasonably consider such necessity.

3.2.6 So that important matters are considered in more detail, the Board of Directors will consider appointing sub-committees, number of meetings and number of times that each director attended the meeting in the past year, and report on the performance of every sub-committees.

3.2.7 The Board shall ensure that the roles and duties of the Board, sub-committees, number of meetings, number of times each director attended the meeting in the past year, are disclosed and reports on the performance of every sub-committees.

3.3. The Board of Directors will supervise the recruitment and selection of directors, to ensure that there is a transparent and clear process for obtaining a qualified committee with the required elements.

3.3.1 The Board of Directors will establish a Nomination and Remuneration Committee of which most of the members and the chairman should be independent directors.

3.3.2 The Nomination and Remuneration Committee will hold a meeting to consider the criteria and methods for recruiting persons to qualify for the Board of Directors with the appropriate composition, knowledge and expertise, including considering the history of such persons and proposing opinions to the Board of Directors Before presenting to the shareholders' meeting to appoint directors. In addition, shareholders will be provided with sufficient information about the persons nominated for decision-making.

3.3.3 Nomination and Remuneration Committee will review the criteria and methods for nominating directors to make recommendations to the Board of Directors prior to the selection of directors who are due to complete their term. And in case the Nominating Committee nominates the former director, it should take into account the performance of the said director.

3.3.4 In the event that the Board of Directors has appointed any person to be an advisor to the Nomination and Remuneration Committee, information of that advisor will be disclosed in the annual report, including his/her independence or the fact that he/she has no conflict of interest.

3.4. In proposing the remuneration to the shareholders for approval, the Board of Directors will consider the structure and remuneration to be suitable for their responsibilities, and motivate the Board to lead the organization to achieve both short-term and long-term goals

3.4.1 The Board of Directors will establish a Nomination and Remuneration Committee, of which most of the members and the chairman are independent directors, to consider the policies and criteria for determining remuneration.

3.4.2 Directors' remuneration is consistent with the Company's strategy and long-term plan, their experience, duties, accountabilities and responsibilities, including the benefits expected to receive from each director. Directors who are assigned additional duties and responsibilities, such as members of a sub-committee, should also receive appropriate additional compensation. This is in a comparable manner at the level practiced from the same industry.

3.4.3 Shareholders are required to approve the structure and directors' remuneration, both in forms of monetary and non-monetary. The Board of Directors will consider each type of compensation to be appropriate, both fixed-rate compensation such as remuneration, meeting allowance, etc. and performance-based compensation of the Company such as bonus, pension etc. They are linked to the value that the Company generates for shareholders, but shouldn't be so high that the Company only focus on short-term results.

3.4.4 The Board will disclose policies and criteria for determining director remuneration that reflect the duties and responsibilities of each person, including styles and the amount of compensation. The amount of compensation disclosed will include the remuneration received by each director as a director of the subsidiary company.

3.4.5 In the event that the Board has appointed any person to be an advisor to the Nomination and Remuneration Committee, information of that advisor will be disclosed in the annual report, including his/her independence or the fact that he/she has no conflict of interest.

3.5. The Board will ensure that all directors are responsible for performing their duties and allocate adequate time for them to do so.

3.5.1 The Board shall ensure that there is a mechanism to support directors to understand their roles and duties.

3.5.2 The Board will determine the criteria for the directors in holding positions in other companies by considering the performance of directors who hold positions in many companies, to ensure that directors can devote sufficient time to perform their duties in the Company. It will determine the number of listed companies each director will hold a position to suit the nature or business condition of the Company, but in total not more than 5 listed companies. This is because the efficiency of their duties as a director may decrease if the number of companies that the director holds positions is too high. In addition, the Company has arranged to disclose the above rules.

3.5.3 The Board will establish a system for reporting other positions of the directors and disclose this information.

3.5.4 In case a director holds a position of director or executive, or have a direct or indirect interest in other businesses that have a conflict or can use the opportunity or company information to their advantage, the Board of Directors must ensure that the Company has adequate safeguards and informs the shareholders to acknowledge this.

3.5.5 Each director will attend not less than 75% of the total number of board meetings held in the year.

3.6. The Board of Directors shall ensure that there is a framework and mechanism to govern the policies and operations of subsidiaries and other businesses in which the Company has significantly invested. At the level appropriate for each business Including subsidiaries and other businesses that the Company invested has the same understanding as well.

3.6.1 The Board of Directors will consider and determine the supervision policies for subsidiary companies, including

(1) Degree of appointment of persons to be directors, executives or controlling persons of a subsidiary company, provided in writing. In general, this should be appointed by the Board of Directors, unless such company is a small company that is operating arms of the business, the Board may assign the Chief Executive Officer to appoint it.

(2) Determine the scope of duties and responsibilities of the person representing the Company according to item (1) and have the representative of the Company take care of the implementation of the subsidiary's policy, and in the event that a subsidiary has joint ventures, the Board should establish a policy for the representative to do the best for the benefit of the subsidiary and in accordance with the parent company's policy

(3) Ensure sufficiently appropriate and concise internal control system of the subsidiary and that all its transactions is legal and in accordance with related regulations

(4) Disclosure of financial position and performance of transactions with connected persons, acquisition or disposition of assets, other important transactions, capital increase, capital decrease, dissolution of subsidiaries, etc.

3.6.2 If it is a significant investment in other businesses, for example, the investment having a stake of 20% but not more than 50% of the investment amount or requiring additional investment that is significant to the Company, if necessary, the Board will ensure that shareholder's agreement or any other agreement is made to provide clarity on the administrative power and involvement in making important decisions, and performance tracking, to be able to be used as information in the preparation of financial statements of the Company according to standards and deadlines.

3.7. The Board will arrange for an annual performance evaluation of the Board, sub-committees, and individual directors. The assessment results will also be used for further development of the duties.

3.7.1 The Board and sub-committees will evaluate their performance at least once a year in order for the them to jointly consider the performance and problems for further improvement, by stipulating the norms that will be used to compare with the performance.

3.7.2 In evaluating the performance, the Board assesses both on a faculty and individual basis by means of self-evaluation and cross evaluation, as well as discloses the criteria, process and overall assessment results in the annual report.

3.7.3 The Board may consider arranging an external consultant to assist in the formulation of guidelines, and recommend issues for evaluating the performance of the Board at least every three years and disclose such actions in the annual report.

3.7.4 The Board's assessment results will be used to determine the suitability of the Board composition.

3.8. The Board of Directors shall supervise the Board and each director to have knowledge and understanding about the roles, duties, nature of business operations, and laws relating to business operation, as well as encouraging all directors to acquire skills and knowledge for their performance of duties on a regular basis.

3.8.1 The Board shall ensure that persons appointed as new directors will be suggested and acquire useful information on the performance of their duties. This includes an understanding of corporate objectives, goals, and values, as well as the nature of the business and business practices of the Company.

3.8.2 The Board will ensure that the directors are continually trained and develop the necessary knowledge

3.8.3 The Board has an understanding of laws, rules, standards, risks and environment related to the business operation, including receiving updated information on a regular basis.

3.8.4 The Board will disclose information on the ongoing training and knowledge development of the Board members in the annual report.

3.9. The Board will ensure that the operations of the Board are in order and have access to necessary information, and that there are a company secretary with the necessary knowledge and experience, and is appropriate to support the operation of the Board.

3.9.1 The Board will organize meetings and set agenda of the board meeting in advance, so that directors can arrange their time and attend the meetings.

3.9.2 The number of board meetings will be considered to suit to the duties and responsibilities of the Board of Directors, including the nature of the business of the Company. The meetings are held at least 6 times per year. In case the Board does not hold a meeting every month, it will require the management to report the performance to the Board in the months that the meetings are not held, so that the Board can supervise and control the operation of the management team continuously and promptly.

3.9.3 The Board shall ensure that there is a mechanism for each Board member and the management to be free to propose matters that are beneficial to the Company on the agenda of the meeting.

3.9.4 Meeting documents Will be delivered to the directors at least 7 days in advance of the meeting date.

3.9.5 The Board will encourage the Chief Executive Officer to invite top executives to attend the board meeting to directly provide more detailed information as it relates to the agenda and to have opportunities to get to know the top executives for the consideration of future succession plans.

3.9.6 The Board can access to additional necessary information from the Chief Executive Officer, company secretary or other executives who have been assigned, within the scope of the policy set and, if necessary, the Board may acquire independent opinions from external advisors or professionals, which is considered as expenses of the Company.

3.9.7 The Board has a policy for non-executive directors to hold meetings among themselves as necessary to discuss various issues on handling of interest without the management, and to inform the Chief Executive Officer of the said meetings.

3.9.8 The Board will determine the appropriate qualifications and experience of the company secretary to perform the duty of giving advice on legal and regulatory matters that the Board must know, oversee the management of board meeting documents, important documents, and the Board's activities, including to coordinate the implementation of the board resolutions. In addition, the Board of Directors will disclose the qualifications and experiences of the company secretary in the annual report and on the Company's website.

3.9.9 The company secretary will receive training and develop knowledge on an ongoing basis that will benefit the performance of duties. In the event that there is a Certified Program, the company secretary will be trained for the said course.

Principle 4: Recruitment and Development of Top Executives and Personnel Management

4.1. The Board will ensure that the Chief Executive Officer and senior executives are nominated and developed to have the knowledge, skills, experience and characteristics necessary to drive the organization towards its goals.

4.1.1 The Board will consider, or assigned to the Nomination and Remuneration Committee to consider the criteria and methods for recruiting qualified persons to hold the position of Chief Executive Officer.

4.1.2 The Board will monitor and supervise the Chief Executive Officer to ensure that there is an appropriate senior executive management. At least, the Board or the Nomination and Remuneration Committee should, together with the Chief Executive Officer, consider the criteria and methods for recruiting and appointing people and agreeing to the persons whom the Chief Executive Officer proposes to be the top executives.

4.1.3 To ensure business continuity, the Board will oversee a succession plan in order to prepare for the succession of the Chief Executive Officer and senior executives. And the Chief Executive Officer shall report the performance according to the succession plan to the Board for acknowledgment periodically, at least once a year.

4.1.4 The Board will promote and support the Chief Executive Officer and senior executives to be trained and developed to increase knowledge and experience that is beneficial to the operation.

4.1.5 The Board will clearly determine policies and procedures for holding positions of directors at other companies of the Chief Executive Officer and senior executives, both in types of director positions and number of companies that they can serve in position.

4.2. The Board will oversee an appropriate regulation of compensation and evaluation structure.

4.2.1 The Board will set up an incentive structure for the Chief Executive Officer, senior executives and other personnel in all levels of work in accordance with the company objectives and goals, and in consistency with the long-term interests of the business. This includes:

(1) To consider the appropriateness of the salary remuneration proportion, short-term results such as bonuses and long-term results such as Employee Stock Ownership Plan (ESOP).

(2) To formulate a policy on remuneration by taking into account factors such as higher or equal compensation level to approximately industry level, and business performance

(3) To formulate policies on evaluation criteria and communicate them

4.2.2 The Board, excluding executive directors, has a role in remuneration and performance evaluation for Chief Executive Officer In the following areas:

(1) Approve the evaluation criteria for Chief Executive Officer with evaluation criteria. Motivate the Chief Executive Officer to operate the Company to meet the objectives, goals, strategies and in line with the long-term interests of the Company, by notifying the Chief Executive Officer about the criteria for evaluation in advance.

(2) Evaluate the performance of the Chief Executive Officer annually, or may assign the Nomination and Remuneration Committee to assess him/her and have the Chairman of the Board or Senior Directors communicate the results of the assessment, including development issues for the Chief Executive Officer to acknowledge.

(3) Approve the annual compensation of the Chief Executive Officer, and conduct the performance evaluation of the Chief Executive Officer, including other relevant factors.

4.2.3 The Board will approve the criteria and factors for performance evaluation, as well as approve the compensation structure of the senior executives and follow up for the Chief Executive Officer to evaluate the top executives in accordance with the said assessment principles

4.2.4 The Board shall oversee the formulation of criteria and factors for performance evaluation of the entire organization.

4.3. The Board of Directors understands the structure and relationship of shareholders that may affect the management and operation of the Company.

4.3.1 The Board understands the structure and relationship of shareholders which could take the form of an agreement within the family affairs, whether in writing or not, shareholder agreement or the policies of the parent company group. This affects the power to control the management of the Company.

4.3.2 The Board will ensure that the agreement as specified in 4.3.1 is not an obstacle to the Board's performance, such as having a suitable person to succeed the position.

4.3.3 The Board will ensure that information is disclosed according to various agreements that affect the control of the Company.

4.4. The Board will monitor the management and development of personnel to ensure appropriate amount of knowledge, skills, experience and motivation.

4.4.1 The Board shall oversee the human resource management to be in line with the direction and strategy of the Company, and that employees at all levels are knowledgeable, possess appropriate level of ability and motivation, and are treated fairly to retain the organization's talented personnel.

4.4.2 The Board will oversee the establishment of a provident fund or other mechanism to ensure that employees have sufficient savings to support retirement, as well as supporting employees to have knowledge and understanding of money management, and to choose an investment policy that corresponds to their age ranges, risk level, or ensure that there is a life path investment policy.

Principle 5: Promote Innovation and Responsible Business Operation

5.1. The Board of Directors will focus on and support innovation that brings value to the business, while creating benefits for customers or related parties, and have social and environmental responsibility. It aims not to cause any inappropriate behavior.

5.1.1 The Board will pay more attention to the creation of an organizational culture that promotes innovation, and ensure that the management takes part in the strategy review, and development planning, and follows up the performance.

5.1.2 The Board will promote innovation to add value to the business according to the constantly changing environment. It covers business models, ways of thinking, perspective design and development of real estate models, improvement of construction processes and work processes, including cooperation with the Company's partners.

5.2. The Board of Directors monitors the management to conduct business in a responsible manners to society and environment and reflect it in the operational plan to ensure that all parties of the Company have acted in accordance with the objectives, main goals and strategic plans of the Company.

5.2.1 The Board shall oversee a mechanism to ensure that the Company conducts business ethically, has social and environmental responsibility, does not violate the rights of stakeholders, to guide all parts of the Company to achieve the main sustainable goals. The Company may formulate policies or guidelines which covers the following matters:

(1) Responsibilities to employees and workers

To act in accordance with the relevant laws and standards and treat employees and employees fairly, respect human rights, including offering fair compensation and benefits, welfare that is not less than those that the law has stipulated or more as appropriate, to take care of health and safety in work environment, offer trainings to educate, develop potential and promote progress. It also provides opportunities for employees to develop their working skills in other areas.

(2) Responsibility to customers

To comply with relevant laws and standards, to take into account health, safety, fairness, customer data retention, after-sales service throughout the warranty period after sales, to monitor and measure customer satisfaction results for organizational improvement, including advertising, public relations and sales promotion (Sales Conduct). All must be done responsibly and without causing misunderstanding or taking advantage of the misunderstanding of customers.

(3) Responsibility to business partners

To have a fair procurement process and terms of contracts or agreements, to give knowledge, develop potential, and raise the level of production and management to meet the standard, to clarify and supervise trade partners to respect human rights, treat labor fairly, and be responsible for society and environment. In addition, the Company will have a process for reviewing and evaluating business partners to develop sustainable business operations.

(4) Responsibility towards the community

To bring knowledge and business experience to develop projects that can promote tangible benefits to the community, to track and measure long-term success progress

(5) Environmental responsibility

To prevent, reduce, manage and ensure that the Company does not create or cause any negative impact on the environment, which covers the use of raw materials, energy, water, renewable resource, to take care for and restore biodiversity affected by business operations, to release and manage waste arising from doing business, and Greenhouse gas emissions, etc.

(6) Fair competition

To operate business in a transparent manner and not to create unfair competitive advantages.

(7) Anti-Corruption

To comply with all applicable laws and standards, to determine the Company to have and publicly announce the anti-corruption policy. This may be exercised by joining as a member of networks in the fight against corruption, including supporting other companies and business partners to have an anti-corruption policy as well as joining the network.

5.3. The Board will monitor the management to allocate and manage resources to be efficient and effective, taking into account the impact and development of resources throughout the value chain in order to achieve sustainable objectives and main goals. Resources can be categorized into six categories: finance, production, wisdom, personnel, society and relationships, and nature.

5.3.1 The Board recognizes the need for resources to be used, as well as realizing that the use of each resource affects each other.

5.3.2 The Board is aware that different business models have different effects on resources. Therefore, in deciding on a business model, the impact and cost-effectiveness should be considered, while still being on the basis of ethical conduct, responsibility, and to create sustainable business value.

5.3.3 The Board will ensure that, in achieving objectives and the main goals of the business, the management has reviewed, developed and supervised the efficient and effective use of resources by keeping in mind the changes of internal and external factors.

5.4. The Board provides a framework for corporate governance and management of information technology that correspond to the needs of the business, including ensuring that information technology is used to increase business opportunities and improve business operations, and that there is risk management, so that the business can achieve its main objectives and goals, with the governance and information technology management frameworks as follows:

(1) The business has complied with laws, regulations, and standards related to the use of information technology

(2) The business has an information security system for confidentiality, maintenance of integrity and data availability, as well as to prevent any misuse of information or unauthorized alteration of information.

(3) The business has considered information technology risks and provides measures to manage such risks in various areas, such as business continuity management, incident management that affects the security of information systems, asset management, etc.

(4) The business has considered the allocation and management of information technology resources. There are criteria and factors for determining the priorities of the information technology program, such as suitability and alignment with the strategic plan, impact on business operations, urgency of use, budget and human resources in information technology, and consistency with business model, etc.

5.4.1 The Board will establish a policy on the allocation and management of information technology resources, which covers the allocation of sufficient resources for business operations and establishment of guidelines to accommodate in the event that the resources cannot be allocated enough as specified.

5.4.2 The Board shall supervise or assign the Risk Management Committee to supervise the Company's risk management, including information technology risk management.

5.4.3 The Board will stipulate a policy and measure on the security of the information system.

Principle 6: Ensure That There Is An Appropriate Risk Management and Internal Control System

6.1. The Board shall ensure that the Company has a risk management system and internal control to achieve its objectives effectively, and practice in accordance with relevant laws and standards.

6.1.1 The Board understands the major risks of the business and approves all acceptable risks.

6.1.2 The Board will consider and approve risk management policies that are aligned with the business' main objectives, goals, strategies and acceptable risks, as a framework for the risk management process for everyone in the organization to be in the same direction. The Board will pay attention to early warning signs and ensure that the risk management policy is reviewed at least 1 time per year.

6.1.3 The Board ensures that the Company identifies risks by considering factors both inside and outside the organization that may cause the Company to fail to achieve the specified objectives. This can be divided into all 4 sides as follows:

- (1) Strategic risk
- (2) Operational risk
- (3) Financial risk
- (4) Compliance risk

6.1.4 The Board will ensure that the Company assesses the impact and likelihood of the identified risks in order to prioritize the risks, and has appropriate risk management methods such as taking risks, treating or controlling risk, terminating risk, and transferring risk.

6.1.5 The Board can assign the Risk Management Committee or the Audit Committee to consider article 6.1.1 - 6.1.4 before proposing to the Board for consideration as they find appropriate for the business.

6.1.6 The Board will regularly monitor and evaluate the effectiveness of risk management.

6.1.7 The Board is responsible for ensuring that the business operates in accordance with the law, and related standards, both domestically and internationally.

6.1.8 In case the Company has a subsidiary or other businesses in which the Company has significantly invested (having 20% but not more than 50% of the voting rights), the Board of Directors will

take the results of the assessment of the internal control system and the risk management as part of the consideration under article 6.1.1 - 6.1.7, too.

6.2. The Board must establish an Audit Committee capable of performing duties effectively and being independent.

6.2.1 The Board must arrange an Audit Committee consisting of at least 3 members, all of whom must be independent directors and have qualifications and duties in accordance with the regulations of the Securities and Exchange Commission and the Stock Exchange of Thailand.

6.2.2 The Board has established the duties of the Audit Committee in writing with the following functions:

(1) To review the financial reports to ensure that they are accurate and reliable, including adequate disclosure of information by coordinating with the external auditors and the management responsible for preparing quarterly and annual reports and reviewing the Company's financial reports to be accurate and adequately disclosed.

(2) To review to ensure that the Company has internal control systems and internal audit systems that are appropriate and efficient, to consider the independence of the internal audit department as well as to approve the appointment, transfer and termination of the head of the internal audit unit, and may suggest a review or audit of any items that are deemed necessary; to make recommendations on the important and necessary improvement of the internal control system to the Board of Directors by reviewing them together with external auditors.

(3) To ensure that the operations of the Company are in accordance with the laws, regulations, procedures, laws on securities and exchange, SET's regulations, and the Company's announcement or regulations;

(4) To review that the Company have a good internal audit system, to consider the adequacy of the budget, personnel and the independence of the internal audit unit;

(5) To consider and review the performance report of the internal audit unit and approve the annual internal audit plan;

(6) To propose recommendations to the Board of Directors in considering appointment, transfer, promotion and assess the performance of the head of the internal audit unit;

(7) To consider the disclosure of the Company's information in the event of a connected transaction or a transaction that may lead to conflicts of interest to make it accurate and complete according to the regulations of SET and related regulations;

(8) To select, propose to appoint an independent person to act as the auditor, including proposing the remuneration of the Company's auditors to the Board of Directors as well as to attend a meeting with the auditor without the management in the meeting at least once a year;

- (9) To ensure that the Company has an appropriate and efficient risk management system;
- (10) To report on the performance of the Audit Committee to the Board of Directors for acknowledgment at least 4 times a year;
- (11) To evaluate the internal audit performance of the Audit Committee at least once a financial year to the Board of Directors for acknowledgment.
- (12) To prepare the Audit Committee's reports and with at least the following information:
- (12.1) Opinion on accuracy, completeness and reliability of the Company's financial reports;
 - (12.2) Opinions on the adequacy of the Company's internal control system;
 - (12.3) Opinions on the compliance with the law on securities and exchange, the regulations of the Stock Exchange of Thailand, or laws relating to the Company's business;
 - (12.4) Opinion on the suitability of the auditor;
 - (12.5) Opinion on the connected transaction or items that may have conflicts of interest;
 - (12.6) Number of Audit Committee meetings and the attendance of each member in audit committee in the meetings;
 - (12.7) Comments or overall remarks received by the Audit Committee from the performance of duties under the charter;
 - (12.8) Other items that the shareholders and investors should acknowledge under the scope and responsibilities assigned by the Board of Directors.
- (13) To participate in the review of the appointment, dismissal, and evaluation of the staff of the internal audit department;
- (14) In the performance of duties, the Audit Committee has the power to invite the management, executives, or employees of related companies to give comments, attend meetings or send documents that are relevant or necessary;
- (15) The Board must conduct self-assessment and assess overall performance;
- 6.2.3 The Board of Directors will ensure that the Company has a mechanism or tools to enable the Audit Committee to access information necessary for the performance of their assigned duties, such as allowing the Audit Committee to summon relevant persons to provide information, to discuss with the auditor, or to seek independent opinions from other professional advisors to be accompanied with consideration of the Audit Committee.
- 6.2.4 The Board will arrange for a person or an internal audit unit who are independent in performing their duties to be responsible for developing and reviewing the efficiency of the risk

management system and internal control, along with reporting to the Audit Committee and disclosing the review report in the annual report.

6.2.5 The Audit Committee must comment on the adequacy of the risk management system and internal control, and disclose it in the annual report.

6.3. The Board will monitor and manage any conflicts of interest that may arise between the Company and the management, the Board of Directors or shareholders. This includes preventing improper use of company assets, information and opportunities, and doing business with those who have relationship with the Company in an inappropriate manner.

6.3.1 The Board shall supervise the information security system. This includes setting up confidentiality policies and practices, maintaining integrity and availability of information, managing market sensitive information. Moreover, senior executives and employees, as well as relevant third parties such as legal advisors, and financial advisors, must follow the information security system as well.

6.3.2 The Board will ensure management and follow up on transactions that may have conflicts of interest, including ensuring that there are guidelines and procedures in order to make such transactions proceed according to the processing and disclosure procedure as required by law. This is for the benefit of the Company and the shareholders as a whole, where stakeholders will not participate in decision-making.

6.3.3 The Board has a requirement that the directors report their interests at least before considering the agenda of the board meeting and record this matter in the board meeting minutes. In addition, the Board of Directors will oversee the directors who have significant interests in a manner that may prevent such directors from expressing their independent opinions to refrain from participating in the meeting to consider in that agenda.

6.4. The Board will supervise the formulation of a clear anti-corruption policy and practice, and communicate them at all levels of the organization and to outsiders in order to achieve practical implementation.

6.4.1 The Board will organize a project or guidelines for anti-corruption, including supporting activities that promote and instilling all employees to obey the law and related regulations.

6.5. The Board will supervise the business to have a mechanism for receiving complaints and taking actions in the case there are whistleblowers.

6.5.1 The Board shall ensure a mechanism and processes to manage (record, track progress, resolve problems, report) complaints of stakeholders, and ensure that there is more than one convenient channel for receiving complaints, including disclosing the channels for receiving complaints on the website or the annual report.

6.5.2 The Board ensures that there are clear policies and guidelines in case someone helps identifying the clues. There will be a channel for whistleblowing through the Company's website or through the assigned independent directors / Audit Committee. Additionally, there is also a process for reviewing action data and reporting to the Board.

6.5.3 The Board shall ensure that there are appropriate protective measures for the whistleblowers with good faith.

Principle 7: Maintain Financial Credibility and Disclosure of Information.

7.1. The Board is responsible for overseeing the financial reporting system and the disclosure of important information to be correct, adequate, timely, in accordance with relevant rules, standards and practices.

7.1.1 The Board shall ensure that personnel involved in the preparation and disclosure of information have knowledge, skills and experience suitable for their duties and responsibilities, and that there are adequacy of personnel. Such personnel include chief executives of the accounting and finance department, accountants, internal auditors, company secretaries and investor relation staffs.

7.1.2 In giving approval to disclosure of information, the Board will take into account the relevant factors. In the event of a financial reports, at least the following factors will be considered:

(1) Evaluation of the adequacy of the internal control system

(2) Opinion of the auditors in the financial report and observations of the auditors regarding the internal control system, including observations of the auditors through other communication channels (if any).

(3) Opinions of the Audit Committee

(4) Consistency with the Company's objectives, main goals, strategies and policies.

7.1.3 The Board will ensure that the disclosure of information, which includes financial statements, annual report, and Form 56-1 can adequately reflect financial status and operating results. It will also encourage the Company to prepare Management Discussion and Analysis (MD&A) to accompany with the disclosure of the financial statements every quarter. This is to provide investors with better information and to make them understand the changes that occur to the financial status and operating results of each quarter, in addition to the numbers in the financial statements alone.

7.1.4 In the event that any disclosure relates to a particular director, such director will also ensure that the disclosure of his or her part is complete and accurate, such as the shareholder information of his/her group and disclosures in connection with shareholder's agreement of his/her group.

7.2. The Board will monitor the sufficiency of financial liquidity and the ability to pay debts.

7.2.1 The Board will ensure that the management monitors and evaluates the financial status of the business and regularly reports them to the Board. The Board and the management will work together to find solutions as soon as possible if there are signs of liquidity problems and debt

servicing ability. The sample contract indicating financial liquidity problems and debt servicing ability is of details as follows:

- (1) Continued losses
- (2) Low cash flow
- (3) Incomplete financial information
- (4) Lack of a suitable accounting system
- (5) Lack of assessments of cash flow and budget.
- (6) No business plan
- (7) Liabilities that increase in excess of assets
- (8) Problems in inventory drainage and debt collection

7.2.2 In approving any transactions or proposing opinions to the shareholders' meeting for approval, the Board shall ensure that the occurrence of such transactions will not affect the continuity of business operation, financial liquidity, or the ability to pay debts.

7.3. In the condition that the business faces financial problems or is likely to have problems, the Board shall ensure that the business has plans to resolve the problem, or that there are other mechanisms that can solve financial problems, with consideration of the rights of stakeholders.

7.3.1 In the event that the business is likely to be unable to pay debt or has financial problems, the Board will follow it closely and ensure that the business operates with care and complies with the disclosure requirements.

7.3.2 The Board will oversee the business to formulate a plan for solving financial problems with regard to fairness to the stakeholders, including creditors, as well as follow up the problem solving by having the management report on the status regularly.

7.3.3 The Board shall ensure that any decision in solving financial problems of the Company, in any ways, must be justifiable.

7.4 The Board will consider making a sustainability report as appropriate.

7.4.1 The Board will consider the appropriateness of disclosure of legal compliance information, code of conduct, anti-corruption policy, treatment of employees and stakeholders, which includes fair treatment and respect for human rights, including social and environmental responsibility, by taking into account a nationally or internationally recognized reporting framework Such information may be disclosed in the annual report or may be prepared as a separate book as appropriate for the business.

7.4.2 The Board will ensure that disclosures are important matters, and reflect the practice that will lead to the creation of sustainable value for the business.

7.5. The Board will direct the management to set up a unit or persons in charge of the investor relations, who communicate with the shareholders and other stakeholders such as investors and analysts. This must be done appropriately, equally and timely.

7.5.1 The Board will establish a communication policy and disclosure policy to ensure that communication and disclosure of information to third parties is appropriate, equitable, timely, using appropriate channels. In addition, it must be done in manner that protect confidential information and information that affects securities prices. Also, there must be communication with the whole organization to acknowledge and understand the implementation of the said policy.

7.5.2 The Board will set up the persons responsible for providing information to the third party. Such persons must be suitable for performing duties, understand the business of the Company, including objectives, main goals, and values and have ability to communicate well with the capital market such as the Chief Executive Officer, Managing Director and the coordinators of the Investor Relations Department, etc.

7.5.3 The Board will supervise the management to determine direction and support in investor relations, such as providing a practice guideline of information usage, management policy of information that affects share prices, while clearly stipulates duties and responsibilities of investor relations to provide effective communication and disclosure of information.

7.6. The Board will promote the application of information technology in disseminating information.

7.6.1 In addition to disseminating information according to the specified criteria and through the channels of the Stock Exchange of Thailand, the Board will consider disclosing information in both Thai and English via other channels as well, for example, the Company's website. This will be done on a regular basis, along with presenting current information. Specification of the minimum information that the business will disclose on the website is as follows:

- (1) Company vision and values
- (2) Nature of business operation of the Company
- (3) List of the Board of Directors and Executives
- (4) Financial statements and reports on financial status and operating results for both the current and the previous year
- (5) Form 56-1 and annual report that can be downloaded
- (6) Any other information or documents presented by the Company to analysts, fund managers, or various media
- (7) Direct and indirect shareholding structures

(8) Company group structure Including subsidiaries, associates, joint ventures and special purpose enterprises / vehicles (SPEs / SPVs)

(9) Direct and indirect major shareholders holding shares of 5 percent of the total issued shares and having voting rights.

(10) Direct and indirect shareholding of directors, major shareholders, and senior executives

(11) Invitations to Ordinary and Extraordinary Shareholders' Meetings

(12) Company regulations and memorandum

(13) Company supervision policy, anti-corruption policy, policy on information technology supervision and management, risk management policy, including methods for managing various risks

(14) Charter, or duties, responsibilities, qualifications, term of office of the Board, including matters that need to be approved by the Board, the charter or the duties, responsibilities, qualifications, term of office of the Audit Committee, Nomination and Remuneration Committee, Risk Management Committee, and the Executive Committee

(15) Code of conduct for employees and directors

(16) Contact information for the complaints department or the person responsible for the investor relations, the company secretary such as the name of the person who can provide information, phone number, email, etc.

Principle 8: Encourage Participation and Communication with Shareholders.

8.1. The Board shall ensure that the shareholders participate in making decisions on important matters of the Company.

8.1.1 The Board will take care of important matters, both issues stipulated in the law and issues that may affect the direction of operations of the business, by ensuring they have passed the consideration and / or approval of the shareholders, Such important matters will be included in the agenda of the shareholders' meeting. The notice calling for the shareholders' meeting will consist of:

(1) Date, time and place of the shareholders' meeting

(2) The agenda of the meeting, specifying whether it is an agenda for acknowledgment or for approval, clearly divided into matters, for example, in agenda relating to directors, there were separation of matters for the election of directors and approval of the directors' remuneration for each agenda item.

(3) Objectives and reasons, and the opinion of the Board of Directors on each agenda item proposed, which include

(3.1) Dividend payment approval - dividend payment policy, proposed dividend rate, including reasons and supporting information. In the event of a proposed omission of dividend payment, reasons and information must be provided.

(3.2) Agenda for appointment of directors - specifying name, age, education and work history, number of listed companies and general companies the director is holding positions in, criteria and recruitment methods, type of director proposed, and in the case of proposing the name of the former director to be re-elected, information of attendance at the last year's meeting and the date of appointment as the Company's director must be provided

(3.3) Agenda for directors' remuneration approval - policy and criteria for determining remuneration for each director position, and remuneration for all types of directors, both in monetary form and other benefits.

(3.4) Term for appointment of auditors - names of auditors, affiliated company, work experience, independence of the auditors, audit fees and other service fees

(4) Proxy form in the form prescribed by the Ministry of Commerce.

(5) Other supporting information such as voting procedures, counting and notification of votes, the right of each type of share to vote, information of independent directors proposed by the Company to act as a proxy for shareholders, documents required from the shareholders prior to the meeting, documents for proxy, and a map of the meeting venue, etc.

8.1.2 The Board will support the participation of shareholders, namely:

(1) Setting criteria for minority shareholders to propose additional agenda items prior to the date of the shareholders' meeting:

The Board will consider inclusion of the matters proposed by the shareholders as meeting agenda. In the event that the Board of Directors rejects the matters proposed by the shareholders on the agenda, the Board of Directors must notify the shareholders of the reasons for acknowledgment.

(2) Criteria for minority shareholders to nominate persons to hold the position of directors:

In this regard, the Board of Directors shall ensure that such criteria are disclosed to the shareholders in advance.

8.1.3 The Board will ensure that the invitation letters of the shareholders' meetings contains correct, complete and sufficient information for exercising shareholders' rights.

8.1.4 The Board will provide opportunities to send invitation letters to the shareholders' meeting together with related documents and publish on the Company's website at least 28 days before the meeting date.

8.1.5 The Board will allow shareholders to submit questions prior to the meeting date, by setting rules for submitting questions in advance, and publishing the aforementioned criteria on the Company's website as well.

8.1.6 The invitation letters to shareholders' meetings and all related documents will be made in English, and published along with the Thai version.

8.2 The Board will ensure that the operations of the shareholders' meeting are neat, transparent, efficient and allow shareholders to exercise their rights.

8.2.1 The Board will set the date, time and venue of the meeting with regard to the convenience of shareholders' meeting attendants, such as appropriate and sufficient meeting times for discussion, meeting place that is convenient for traveling etc.

8.2.2 The Board shall ensure that there is no action that restricts the opportunity to attend the meeting or create undue burdens on the shareholders, for example, the shareholders or proxies should not be required to bring more documents or evidences than defined in the guidelines of the relevant regulators.

8.2.3 The Board will promote the use of technology in the shareholders' meeting, in shareholder registration, and score counting and display, so that the meeting can be done quickly and accurately.

8.2.4 The Chairman of the Board of Directors presiding over the shareholders' meeting is responsible for ensuring that the meeting is in accordance with the laws, relevant rules, and Company's regulations, including allocating appropriate time for each agenda specified in the invitation letters to the meeting, and allowing shareholders to express opinions and raise questions at the meeting on matters related to the Company.

8.2.5 So that the shareholders can take part in making decisions on important matters, the directors, as attendees and as shareholders, will not encourage addition of unnecessary notice not being notified in advance to the meeting agenda, especially in important agenda that shareholders need time to study information before making a decision.

8.2.6 All directors and relevant executives will attend the meeting. So that shareholders can ask them relevant questions.

8.2.7 Before the start of the meeting, shareholders will be informed of the number and proportion of shareholders attending the meeting in person and that of the shareholders who appoint someone, methods of meeting, voting and counting of votes.

8.2.8 In the event that there are many items in any agenda, the chairman of the meeting will arrange a separate resolution for each item, for example, in case the shareholders exercise their right to appoint individual directors during the appointment of directors.

8.2.9 The Board will encourage the use of ballot papers for important agenda items, and encourage independent people to count or check the votes in the meeting. It will also disclose the votes for agreeing, disagreeing and abstaining in each agenda to the meeting and record the votes in the minutes of the meeting.

8.3. The Board will ensure that the disclosure of the meeting resolutions and preparation of the minutes of the shareholders' meeting are correct and complete.

8.3.1 The Board will ensure that the Company discloses the resolution of the shareholders' meeting together with the voting results within the next business day through the news system of the Stock Exchange of Thailand and on the Company's website.

8.3.2 The Board will ensure the delivery of a copy of the minutes of the shareholders' meeting to the Stock Exchange of Thailand within 14 days from the shareholders' meeting date.

8.3.3 The Board will ensure that the minutes of the shareholders' meeting record at least the following information:

(1) List of directors and executives who attend the meeting, and the proportion of directors who attended the meeting or do not attending the meeting

(2) Method of voting and counting of votes, meeting resolutions and voting results (agree, disagree, abstain) of each agenda item.

(3) Issues, questions and answers at the meeting, including the name-surname of the asker and the respondent



DHOUSE PATTANA Public Company Limited

Attachment 6

Report from the Audit Committee

Report from the Audit Committee

The Audit Committee of the Company consists of 3 independent directors who are experts and have experience in management, accounting and law.

The Audit Committee performs duties as assigned by the Board of Directors by being able to perform duties independently, without restrictions on receiving information. They have received good cooperation from the Company, which corresponds with the regulations of the Stock Exchange of Thailand. In the year 2020, the Audit Committee held 4 meetings. In addition, there were discussions and exchanges with the executives, auditors and internal auditors as appropriate.

The Audit Committee supports the Board of Directors to carry out their duties successfully, while monitoring and promoting good corporate governance. Summary of the key results of the operations are as follows:

1. Internal control and management

The Audit Committee has jointly reviewed the internal audit plan for the year, which was prepared by the Internal Audit Division. By considering various business risk factors, including the manpower rate plan, and reviewed the audit report of the Internal Audit Division and the auditor about the evaluation of the internal control system, risk management, and good corporate governance.

The Audit Committee is of the opinion that, during the inspection period, the Company has a good level of internal control and management system. There is an environment that helps to promote the Company's internal control system. The Company has a concrete risk management. There is operational control of both the management and the operations department, including a system to monitor the performance on a regular basis. In case there are observations, there are discussions with the executives of the Company in order to make improvements according to suggestions in some issues to increase the effectiveness of internal controls and increase operational efficiency. The management has clearly set guidelines for improvement and set the responsible persons and the correction period. And improvements have been made on important issues.

2. Compliance with the Company's regulations

The Audit Committee jointly assessed the performance of the Company's regulations. The Internal Audit Committee is of the opinion that, from the selected audited items, in most cases, the organization has followed the established rules and procedures. The deficiencies that were detected were discussed with the management of the agency to be fixed and improved to comply with the specified operating procedures. The management has clearly set guidelines for improvement and determining the responsible person and the correction period and appropriate follow-up has been taken.

3. Financial accounting transactions and legal compliance

The Audit Committee has reviewed the compliance with the laws on securities and exchange, the regulations of the Stock Exchange, and the other laws relating to the Company's business on a regular basis. The Internal Audit Committee is of the opinion that, during the inspection period, the Company has internal control system and the process of preparing financial accounting transactions so that the financial reports are reliable and

correct as they should, has complete, accurate and up-to-date financial and necessary information for management, and the document is stored well for easy inspection. The Company has been complying with the law relating to the Company.

4. Consideration of the connected transactions

The Audit Committee has reviewed the appropriateness and sufficiency of connected transactions, including transactions with connected persons, that may cause conflicts of interest. It was found that in the year 2020, the Company entered into connected transactions which are characterized as a normal trade transaction. They are reasonable and are for the most benefits to the business of the Company. There are transparency, accuracy, and complete disclosure of information.

5. Consideration and approval of scope of work and annual audit plan

The Audit Committee has reviewed and approved the scope of work and the audit plan for the year 2020, as well as overseeing the work of the internal control system auditors. It covers risk supervision and management and internal control. The Audit Committee also made recommendations and additional recommendations to the management and related departments in order to operate efficiently and continuously.

In the year 2020, the Audit Committee has performed all duties as assigned by the Board of Directors with full knowledge and skills. They can act independently. There has been no restrictions on obtaining information from directors, executives, employees and related parties. As well, the Committee has given opinions and recommendations for the benefit of all stakeholders equally.

In the overall picture, the Audit Committee is of the opinion that the Company adheres to business ethics. The Board of Directors and the Company's management are also committed to performing their duties in order to achieve the Company's goals in a professional manner with accurate reporting of financial and operational information. There are appropriate and efficient systems of internal control and internal audit. There is corporate governance by adhering to transparency, honesty, responsibility for the performance of duties, and competitiveness, including legal compliance and correct relevant official regulations.

Dr.Ongart Chanprasitchai

Chairman of the Audit Committee



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