

BUSINESS ANNUAL

DHOUSE PATTANA PUBLIC COMPANY LIMITED



REPORT 2022

CONTENTS

Conclusion of Important Financial Information	1
Messages from Chairman of the Board	2
Details of the Board of Directors	4
Part 1 Business Operation and Performance	8
Major Changes and Development	10
General Information about the Company	14
Nature of Business	15
Business Plan for the Year 2022	22
Shareholding Structure of the Company Group	51
Risk Management	54
Driving Business for Sustainability	68
The Management's Analysis and Discussion	86
General and Other Important Information	126
Part 2 Good Governance	128
Corporate Governance Policy	128
Corporate Governance Structure and Important Information of the Board of Directors, Sub-committees, Executives, Employees and Others	158
Report on Key Performance of Corporate Governance	186
Internal control and connected transactions	216
Part 3 Financial Statements	263
Part 4 Certification of the Correctness of Information	345
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	346
Attachment 2: Details of the Directors of the Subsidiary	369
Attachment 3: Details of the internal audit supervisor and the company's compliance supervisor	385
Attachment 4: Assets used in business and details of property appraisal items	372
Attachment 5: Good Corporate Governance Manual	383
Attachment 6: Report from the Audit Committee	419

Conclusion of Important Financial Information

List	2020	2021	2022	Unit
asset				
Cash and cash equivalents	133.74	37.57	18.65	Million baht
Real estate development costs	142.60	135.43	132.01	Million baht
Land awaiting development	528.90	435.14	430.26	Million baht
Total assets	828.98	733.01	737.65	Million baht
Liabilities and equity				
Current liabilities	325.73	265.66	168.09	Million baht
Non-current liabilities	20.68	17.26	143.29	Million baht
Total Liabilities	346.41	282.92	311.38	Million baht
Issued and Paid Capital	420.00	420.00	420	Million baht
Total shareholders' equity	482.57	450.08	426.27	Million baht
Performance				
Sales revenue	92.12	60.75	32.11	Million baht
Total income	92.70	62.00	33.33	Million baht
Gross profit	49.40	20.50	10.16	Million baht
Net profit	14.93	-6.83	-23.81	Million baht
Compared to the rate per share				
Book value	0.72	0.54	0.51	Baht
Face value *	0.50	0.5	0.5	Baht
Financial liquidity ratio				
Liquidity ratio	0.86	0.67	0.95	times
Quick liquidity ratio	0.41	0.14	0.11	times
Profitability ratio				
Gross margin	53.63	33.74	31.65	%
Operating profit margin	25.32	-7.52	-37.90	%
Net profit margin	16.11	-11.01	-71.41	%
Return on Equity	3.58	-1.46	-5.43	%
Operating efficiency ratio				
Return on assets	1.92	-0.87	-3.24	%
Return on fixed assets	3.01	-0.88	-3.76	%
Asset turnover	0.12	0.08	-0.05	times
Financial policy ratios				
Debt to Equity Ratio	0.72	0.63	0.73	times
Interest coverage ratio	7.00	-1.54	-0.58	times
Debt service coverage ratio	-0.19	-0.12	-1.79	times

Note: * The original par value for the year 2021 was 0.50 baht per share, which the Company has adjusted to the year 2022 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

Dear shareholders

2021 is the second year that the Company faced constant challenges from the spread of the virus: Corona (COVID- 19). The real estate business continues to not recover due to the periodic emergence of new strains of COVID- 19. The governments of each country are experiencing difficulties in responding to the changing and unpredictable situation.

In the year 2022, although we continued to face challenges, the Company is not complacent and has made quick decisions. The Company has a meeting to find solutions to solve problems in order to boost sales, make business strategy adjustment and clarify the operation in order to turn the situation around. The sale of real estate at profitable prices will be completed by 2027 and further investments in the financial services business are ongoing. I am very confident that the Company is ready in terms of capital and resources to operate as planned. In 2023, the Company plans to invest in 2 new projects, namely U-Park Home Project, a housing project of 678 units located on an area of 11-3-5 rai, near Mahasarakham University. The total project value is 172.22 million baht, which will be ready for sale in the 4th quarter of 2023; and the UPark Market project, which is a mixed-use building project with an area of 11 rai 1 ngan 92.3 square wah. The total project value is 152.55 million baht and it will be ready to open for sale in Q1 /2023.

Me, as the Board of Directors of the Company, would like to thank all the shareholders, business partners, financial institutions, and debenture holders of the Company for trusting and support the Company continually and show gratitude to all the management and employees of the Company who have cooperated with their full dedication and ability until the Company is able to overcome the past challenging times at a satisfactory level. I would like to assure everyone that, with the potential of personnel and the Company's business operation policies, it will enable the Company to overcome the past challenging situations and grow sustainably.

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,

- Independent Director
- Company Director

Asst. Prof. Dr. Utis Bhongchirawantana

- Vice Chairman
- Company Director

Mr. Apishar Nithianantporn

- Independent Director
- Company Director



Mr. Pongpot Lerdrungporn

- 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 MahaSarakhm 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 MahaSarakhm 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 MahaSarakhm 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 MahaSarakhm 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

Year	2010
April	DHouse Homecenter Company Limited ("DHC") was established with capital investment of 3,000,000 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	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.)
Year	2011
July	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	The 2 nd 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
Year	2012
July	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.
Year	2014
March	The 3 rd 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.
Year	2016
January	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.
Year	2017
February	The 4 th 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.
Year	2018
April	According to DHC's 2 nd Extraordinary General Meeting (EGM) of 2017 on 2 nd January 2017 and DH's 2 nd EGM of 2017 on 2 nd 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 18 th 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.
Year	2019

July	According to the 2 nd Extraordinary General Meeting (EGM) of 2019 on 17 th 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.
Year	2020
March	<p>According to Annual EGM of 2020 on 12th March 2020, there were following important decisions:</p> <ul style="list-style-type: none"> - 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). <p>Approval for taking the Company's common shares to be listed in MAI Stock Exchange.</p>
June	The 5 th 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	On 26 th 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.
Year	2021
January	<p>The Board of Directors meeting held on January 15, 2021 resolved to approve the following important matters:</p> <ul style="list-style-type: none"> - Approved for the Company to establish a subsidiary, DGroup Holdings Company Limited, with a registered capital of 10 million baht, divided into 1 million ordinary shares with a par value of 10 baht per share, of which the company holds 100% of the registered capital. The subsidiary company called for shares payment at the par value of 3 baht per share, totaling 3 million baht. - On January 28, 2021, the Company registered the establishment of such subsidiary with the Department of Business Development, Ministry of Commerce. <p>Approved for DGroup Holdings Co., Ltd. (a subsidiary company) to purchase investment in ordinary shares of D Energy & Retail Company Limited, which operates gas stations and shops within the stations, amounting to 9,998 shares with the par value of 100 baht per share, contract value amounting 1 million baht. The shareholding proportion is 100% of the registered capital.</p>
March	On March 16, 2021, the subsidiary purchased investment in ordinary shares of D Energy & Retail Company Limited
April	<p>The Annual General Meeting of Shareholders held on April 26, 2021 resolved to approve the following:</p> <ul style="list-style-type: none"> - Dividend payment at the rate of 0.03 baht per share, totaling 25.20 million baht. - Issuing and offering debentures with the limit of not more than 500 million baht or equivalent amount in other currencies. The issuance of debt instruments is intended to be used in business operations.
May	On May 5, 2021, the Company paid dividends to shareholders at the rate of 0.03 baht per share, totaling 25.20 million baht.

June	On June 15, 2021, the Company entered into an agreement to purchase and sell land awaiting development expropriated with the Department of Rural Roads with contract value amounting to 8 million baht. The Company received compensation in the amount of 6 million baht. The Company will receive the remaining compensation when the land ownership has been transferred and the building has been demolished from the expropriated land. At present, the Company is in the process of surveying, separating the land and demolishing the buildings on the expropriated land.
Year	2022
January	<ul style="list-style-type: none"> - On 13 January 2022, the Company acknowledged the workforce plan, performance according to KPI for the year 2021, the remuneration of the Board of Directors for the year 2022, and the remuneration of the executives and employees for the year 2022. - On 14 January 2022, the Company acknowledged the assessment of the Board of Directors for the year 2021, reviewed the charter of various committees, and reviewed policies. - On 27 January 2022, the Company acknowledged the progress of construction and sales for the month of December.
February	<ul style="list-style-type: none"> - On 11 February 2022, the Company acknowledged the progress of construction and sales for the month of January, approved the land lease to D Energy Co., Ltd. for three contracts, and applied for online transactions with Krung Thai Bank. - On 24 February 2022, the Company acknowledged the internal audit for the fourth quarter and gave an opinion on the financial statements for the same period.
March	On 10 March 2022, an affiliated company, D Energy and Retail Co., Ltd. (an indirect subsidiary), passed a special resolution to increase its registered capital from the original amount of 1 million baht to 5 million baht by issuing 40,000 new ordinary shares with a par value of 100 baht per share. The subsidiary called for an additional capital increase at a par value of 40 baht per share, totaling 1.60 million baht.
April	<ul style="list-style-type: none"> - On 26 April 2022, the Company approved its financial position statement for the fiscal year ended 31 December 2021, omitted allocation of money as a legal reserve, and appointed an auditor. - On 28 April 2022, the Company acknowledged the construction progress and sales for the month of March, and approved the opening of an Islamic Bank account in Thailand.
May	<ul style="list-style-type: none"> - On 12 May 2022, the Company acknowledged the report of the internal audit results of the 1st quarter, considered giving opinions on the financial statements, transactions during the 1st quarter, and investment policy. - The Company acknowledged the minutes of the Audit Committee meeting, approved the 1st quarter financial statements, and approved the revision of the organization chart. - On 25 May 2022, the Company acknowledged the progress report of construction and sales for April, and approved a loan with Islamic Bank of Thailand.
June	<p>Issuance and Offering of Debentures No. 1/2022 of the Company in the total amount not exceeding 120 million baht or in total not exceeding 120,000 units of secured debentures of D House Pattana Public Company Limited No. 1/2022, with due redemption year of 2025, offering value: 120.00 million baht (120,000 units), lasting 2 years 6 months, interest rate: 7% per year. Private placement was offered to institutional investors and/or high net worth investors. Objectives: investment in real estate development projects and as working capital.</p> <ul style="list-style-type: none"> - On 28 June 2022, A Risk Management Working Group was appointed to acknowledge the conclusions of risk assessment in the past 6 months.

	<ul style="list-style-type: none"> - The Company acknowledged the report of construction, sale, transfer for the month of May and briefly acknowledged the staff regulations (revised version). Acknowledgment of the resignation of the executive director.
July	Acknowledgment of construction, sales, transfer reports for the month of June , gave opinions on canceling the contract to buy and sell in the part of the gas station.
August	<ul style="list-style-type: none"> - Acknowledged the internal audit report for the second quarter of 2022, the Personal Data Protection Act (PDPA), and the second quarter financial statement. - Approved the statement of financial position and income statement for the 2nd quarter, the annual revenue projection for the year 2022, and the mortgage of the Company's land as collateral for debentures.
September	Acknowledged the August construction, sale, transfer report, approved amendments to staff regulations, appointed the head of the planning and cost estimation department.
October	Acknowledgment of construction, sales, transfer reports for September , approval of the appointment of a personal data protection officer working group
November	<ul style="list-style-type: none"> - Acknowledged the internal audit report for the 3rd quarter of the year 2022 , commented on the 3rd quarter financial statements , approved the audit plan and audit budget for the year 2023. - Approved the 2022 annual revenue projection (revised version) , approved the 3rd quarter financial statements. - Acknowledge the October construction, sale, transfer reports, approved the policy of recruitment procedures, salary adjustment criteria, and price comparison, etc.
December	<ul style="list-style-type: none"> - Acknowledged the November construction, sale, transfer reports, approved the issuance and offering of debt securities in a private placement with the type of promissory note – appointed a risk management working group , acknowledged the conclusions of the 2022 risk assessment, approved the risk management plan for the year 2023, etc.

1.1.3 (1) On 31th December 2022 (There is an IPO sale and disclosure of the money utilization plan according to the information disclosed to the 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 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	D Group Holding Company Limited D Energy and retail Company Limited
Head office address	House no. 99, Sarakham-Wapeepathum Rd., Talard subdistrict, Mueang MahaSarakhm 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) on www.sec.or.th or on the Company's website:

["www.dhousepattana.com"](http://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 2020 - 2022, of which the incomes can be divided into sales and other income:

Income Structure	Financial Statements					
	2020		2021		2022	
	Million Bath	Ratio	Million Bath	Ratio	Million Bath	Ratio
Sales Income	92.12	99.37%	60.75	97.99%	32.11	96.31%
income from product sales	-	-	-	-	0.01	0.04%
Other Income	0.58	0.63%	1.25	2.01%	1.21	3.64%
Total Income	92.70	100.00%	62.00	100.00%	33.33	100%

The Company has a variety of property projects which can be categorized by project and classified by property type for the year 2020-2022 as follows:




Sale Income by Project	Financial Statements (audited version)					
	2020		2021		2022	
	Million Bath	Ratio	Million Bath	Ratio	Million Bath	Ratio
The Grand Residence	30.46	33.07%	3.58	5.89%	-	0.00%
The Grand Canal	28.80	31.27%	10.59	17.43%	12.60	20.74%
The Grand Biz	32.86	35.68%	13.90	22.88%	3.82	6.28%
Pruek Pirom	-	0.00%	32.68	53.81%	15.67	25.80%
Total income from the projects	92.12	100.00%	60.75	100.00%	32.09	99.96%
Income from land sales	-	0.00%	-	0.00%	-	0.04%
Total sales income	92.12	100.00%	60.75	100.00%	32.09	100%

Sale Income by Project	Financial Statements (audited version)					
	2020		2021		2022	
	Million Bath	Ratio	Million Bath	Ratio	Million Bath	Ratio
Detached House	30.46	33.07%	3.58	5.89%	3.58	5.89%
Townhome	22.80	24.76%	10.59	17.43%	10.59	17.43%
Home Office	6.00	6.51%	-	-	-	-
Commercial Building	32.86	35.68%	13.90	22.88%	13.90	22.88%
Semi-Detached House	-	0.00%	32.68	53.81%	32.68	53.81%
Total income from the projects	92.12	100.00%	60.75	100.00%	60.75	100.00%
Income from land sales	-	0.00%	-	0.00%	-	-
Total sales income	92.12	100.00%	60.75	100.00%	60.75	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, 2022, there are 3 projects launched for sale, the details are as follow

(1) Characteristics of products or services Current projects and sales progress as of 31 December 2021

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)
 เดอะ แกรนด์ คานัล THE GRAND CANAL	14-1-69.7	397.77	163	9 March 2014	25 March 2016	52.31%	67	65	2	3	93	135.73	131.23	4.50	7.34	257.26
 Grand biz	3-2-11.5	198.02	50	16 June 2017	24 August 2018	91.07%	40	40	-	-	10	158.14	158.14	-	-	40.11
 พรุกภิรมย์	10/2/2000	215.58	65	23 June 2020	22 December 2020	65.94%	20	16	4	17	28	61.52	48.53	12.99	54.23	108.43
Total Value of Each Type												355.39	337.90	17.49	61.57	405.80
Total Value												822.76				



Remark: * Ready-to-sell house means a house where the structural work has been completed or with remaining interior work. It is able to transfer within 1-2 months. Houses to be transferred (bl) in The Grand Canal

Project (UR) are expected to be transferred in Q1 of 2023, and in Pruekpirom Project (PS) are expected to be transferred in Q1 of 2023.

Projects launched for sale on December 31, 2022 can be summarized as follows:

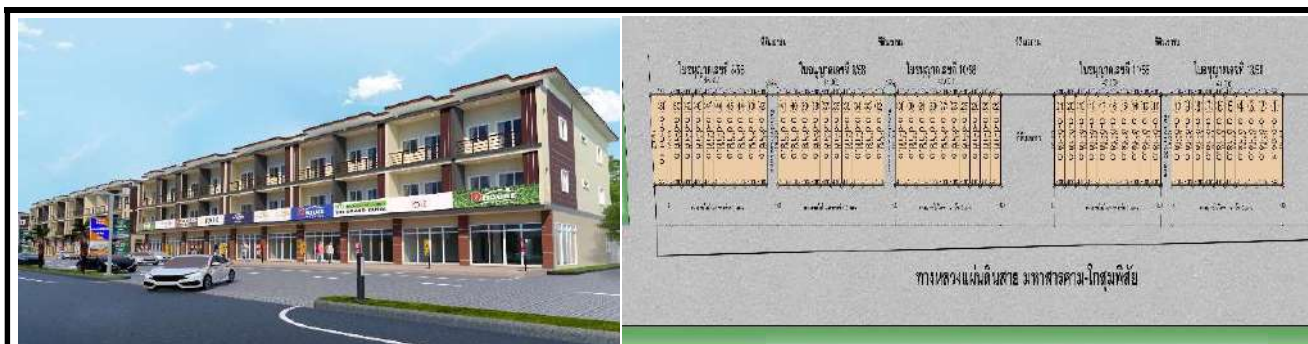
The Grand Canal





Project site plan and product examples	 
Location	From Somthawin Rat Intersection, Talard Subdistrict, Mueang MahaSarakham District, MahaSarakham Province
Status	Under construction and in the process of selling
Project area	13-0-39.70 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 MahaSarakham 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	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. 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 MahaSarakham 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.

The 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	3-1-11.50 rai
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 Bath
Initial sale price	3.69 million Bath
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,

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

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
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.

UPark Market (Mixed-Use)



Project site plan and product examples



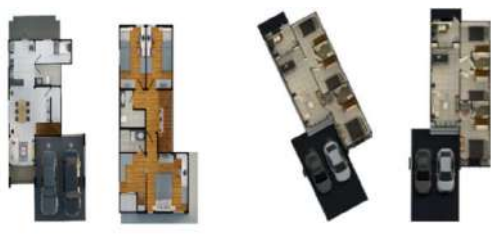


Location	Q2/2022
Project area	Under construction and in the process of selling
Project type	13-3-52 rai
Characteristic	Mixed-Use Building
Project value	Adjacent to Ban Tha Khon Yang - Ban Khi Road, Near Mahasarakham University, consisting of 1. PTT Station (3 rai 0 ngan 96 square wa), 2. UPark Market (9 rai 2 ngan 56 square wa), Total 13 rai 3 ngan 52 square wa
Initial sale price	152.55 Million Baht
Target customers	group 1 governmental officials, state enterprise employees, private employees and students, group 2, private business owners and investors
Project highlights	1. Executives have experience in housing estate business and are able to understand work processes and solve the problems correctly 2. Selection of high standard materials for construction and decoration, resulting in high-quality project 3. The entrance to the project is beautiful and has good security. 4. The location is near Maha Sarakham University with only 500 meters distance and is close to other important places such as Kham Rieng Sub-District Municipality, Kwao Yai Police Station, Talat Noi Market, Maha Sarakham University, etc.

Business Plan for The Year 2022

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 as follows:

1. U-Park

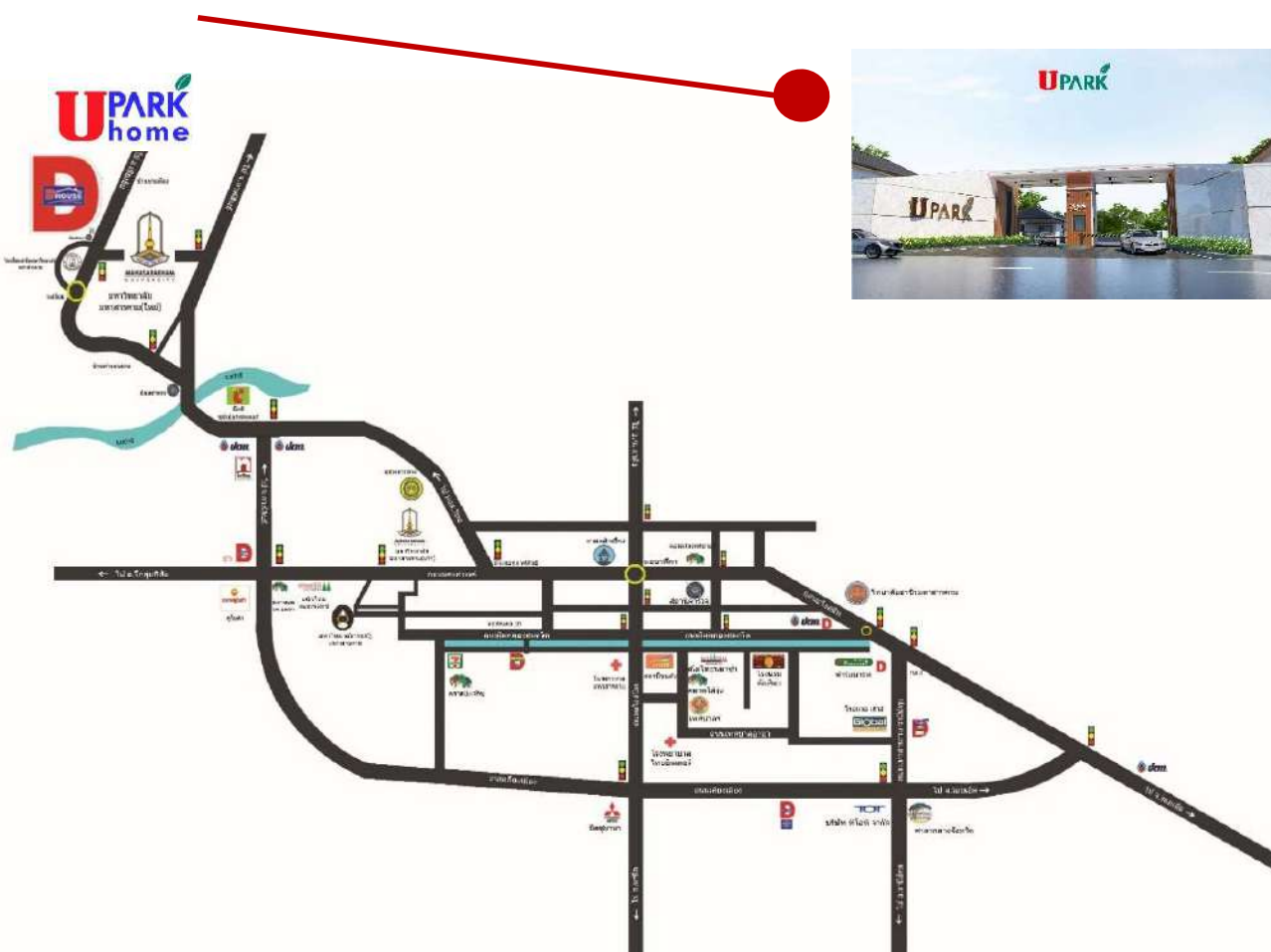
	
Project site plan and product examples	 
Launching period	Expected to be the fourth quarter of 2022
Start transferring ownership	Expected to be the first quarter 4 of 2023
Location	On the road of Ban Tha Khon Yang - Ban Khee (TorLor2202), Kham Reang Subdistrict, Kantharawichai District, Maha Sarakham Province
Status	under construction
Project area	11-3-1 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"> 2-storey semi-detached houses, 4 bedrooms, 17 Units 1-storey semi-detached houses, 2 bedrooms, 31 Units 1-storey semi-detached houses, 3 bedrooms, 19 Units <p>Total 67 Units</p>
Project value	152.55 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"> Executives have experience in residential housing business, and are able to understand working processes thoroughly and solve any arising problems. 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 Maharakham University, only 500 meters distance, and close to other important places such as Kham Rieng Subdistrict Municipality, Khewa Yai Police Station, Talat Noi, Maharakham 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 80,000 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 MahaSarakhm Province to expand. In addition, the real estate business in the province has expanded continually. According to the number of transfers of ownership of low-rise housing of MahaSarakhm Province, the number increased

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,

¹ Source: Higher Education Statistics, Staff Division, Mahasarakham University, Human Resources Division, Rajabhat Mahasarakham University, Registration and Processing, National University of Sports Campus 2020.

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.

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 MahaSarakhm and nearby provinces in many different forms to cover different communication channels, so that target customers and people in the area of MahaSarakhm 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 Economy and Industry in 2021 and Economic Outlook in 2022

For 2023, the Ministry of Finance expects the Thai economy to grow by 3.8 percent (in the forecast range of 3.3 to 4.3 percent), supported by a recovery from the tourism sector and domestic demand that continues to recover, especially because more tourists from the ASEAN region will travel to the country. It is expected that in 2023 there will be 27.5 million foreign tourists traveling to Thailand, an increase of 147 percent per year, resulting in increase income from the tourism sector and related service businesses, while the export volume of goods will slow down in line with the slowdown in the demand of the contracting countries. It is expected that exports of goods in US dollar terms will grow by 0.4 percent (in the forecast range of -0.1 to 0.9 percent).

Private consumption is expected to expand by 3.5 percent (in the range of 3.0 percent to 4.0 percent) in line with rising income from the public sector. The role of fiscal policy will also contribute to alleviating the impact of various situations continuously and help support the expansion of the Thai economy in all sectors to be thorough. As for private investment, it is expected to expand at 3.6 per cent (expected range of 3.1 to 4.1 per cent) as confidence in the domestic economy begins to improve.in terms of domestic stability headline inflation is expected to be at 2.8 percent (expected range of 2.3 to 3.3 percent), adjusted to an inflation target of 1.0-3.0 percent due to lower world energy prices. For external stability, the current account balance is expected to return to a surplus of US\$3.1 billion. or 0.5 percent of GDP (expected range of 0.0 percent to 1.0 percent of GDP).

However, for factors that affect the Thai economy that must be closely monitored on both supporting factors such as the tourism sector that has a chance to recover more than expected, especially for Chinese tourists according to the country's opening guidelines and relaxation of the Chinese government's travel restrictions, and risk factors such as: 1. Global economic slowdown and the volatility of the global financial market due to the tight monetary policies of major trading partners, especially the United States of America and European Union; 2. Global geopolitical risks in different regions which may affect international security and various factors of production and; 3. the recovery of the Chinese economy under the situation Coronavirus disease 2019 epidemic

Table 1 Disbursement Assumptions of Government expenditures for fiscal years 2022 and 2023

Unit: Million Baht	Fiscal Year 2022 expecting Jan 2023	Fiscal Year 2023 expecting Jan 2023
1. Government Expense 1.1+1.2+1.3	4,014,365	3,707,202
1.1 Total Budget Expenditure (1.1.1+1.1.2+1.1.3)	3,146,241	3,209,149
1.1.1 Regular Expenditure	2,516,573	2,496,990
1.1.2 Investment Expenditure	415,990	491,406
Annual Government Expense (1.1.1+1.1.2)	2,932,563	2,988,396
Budget Disbursement Rate	94.6	93.8
1.1.3 Year-Over-Year Expense	213,678	220,753
1.2 Expenditures Outside the Budget	400,577	64,823
1.2.1 Loan Act B.E. 2563	81,766	-
1.2.2 Loan Act B.E. 2564	318,811	64,823
1.3 Off-Budget Fund Expenditure	467,547	433,230

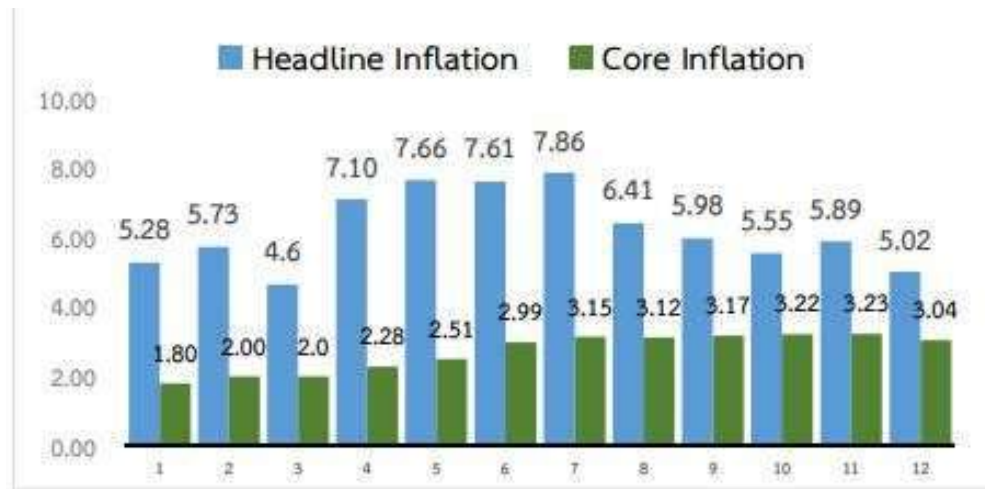
Source : Ministry of Finance

Figure 1 Estimated economic growth rate and the expansion of private consumption



Source : Ministry of Finance

Figure 2 Graph showing inflation in January 2023



Source: Ministry of Commerce

Real Estate Sector and the Construction Sector in Thailand

For the direction of the real estate market indicators regarding housing, in 2023, REIC expects that the supply side will stabilize to a slight slowdown. Because it has passed the lowest point in 2021. Units that will be licensed to allocate land across the country will be approximately 78,269 units, an increase of only 0.3%, while building permits for residential buildings are approximately 300,228 units, a decrease of 8.4%, consisting of 246,504 units of low-rise housing and are approximately 53,724 units of residential condominiums. 2023 is a year with many positive factors that encourage buying real estate in terms of infrastructure that has been developed progressively, factors from government policies, and the growing customer demand after the recovery from the Covid-19 pandemic.

For newly launched housing in the Bangkok-perimeter area, it is expected that there will be approximately 98,132 units, a decrease of 2.1%, consisting of approximately 58,046 units of housing projects, an increase of 19.4% and approximately 40,086 units of condominium projects, a decrease of 22.4%.

On the other hand, the demand for housing in 2023 is expected to decline. There will be approximately 352,761 housing ownership transfer units, a decrease of 10.2%, with a value of approximately 1,016,838 million baht, a decrease of 4.5%, divided into the transfer of ownership of low-rise housing approximately 264,571 units, a decrease of 7.4%, a value of approximately 753,628 million baht, a decrease of 2.9%; the transfer of ownership of residential condominiums amounted to approximately 88,190 units, a decrease of 17.7%, the value of approximately 263,210 million baht, a decrease of 8.8%. It is expected to affect the transfer of ownership of both new and second-hand houses, which is expected to result in the total amount of new mortgage

loans issued across the country in 2023 to be approximately 650,764 million baht, a decrease of 6.8%, and the value of outstanding housing loans nationwide to be approximately 4,955,985 million baht, an increase 4.5% compared to 2022.

“For the recovery of the real estate market on the housing side in 2022, it is mainly a recovery on the supply side, because in 2020-2021, few new units were launched for sale. The remaining units sold in the market decreased. and the economy began to recover. As can be seen, in the first and second quarters of 2022, there were plenty new launches because many cheap condos were launched during that period, and they had good sales. At the same time, the housing market, which was in demand, has been continuously launched. The market at that time was bustling. And there was a positive factor from low interest rates. People were able to apply for a lot of loan (easing the LTV), price did not go up, and economy began to be better. While the demand-side recovery in 2022 may not be very strong, the demand was expanding from the pressure arising from the end of LTV easing, the direction of interest rates that started to go up, and the transfer fee that was reduced to 1% from 2022, which was only decreased to 0.01% in 2022. In addition, the acceleration of ownership transfers during the third and fourth quarters of 2022 will bring the number of future ownership transfers. This may result in a slowdown in ownership transfers in Q 1- Q 2/2023. Therefore, the number of units and ownership transfer values may decrease from 2022 to 10.2 and 4.5%, respectively.

Northeastern Real Estate Sector

Real Estate Information Center, The Government Housing Bank (REIC) reported an overview of the housing market situation in the Northeast, which consists of Nakhon Ratchasima, Khon Kaen, Udon Thani, Ubon Ratchathani and Maha Sarakham. It was found that the situation of the housing market that is being sold in Northeast 5 provinces in the first half of 2022 in terms of supply of the ready-for-sale at the beginning of the period or total supply have the decreased number of projects. It was a decrease in the number of units, but the value has increased from the first half of 2021 (YoY). In the first half of 2022, there were new projects launched (New Supply) and the increase in the number of projects, the number of units and the value, especially in Ubon Ratchathani province. Although it is a province with a lower real estate business size, second only to Nakhon Ratchasima and Khon Kaen, but in the first half of 2022 there was an increase in the number of units and the highest value of new projects launched. Dr. Wichai Wiratkaphan, Inspector of the Government Housing Bank and Acting Director of the Real Estate Information Center revealed that a survey of housing projects offered for sale in the Northeastern region in the first half of 2022 found that there were 13,179 units worth 46,812 million baht, of which 2,525 units were divided into condominium projects worth 8,155 million baht and housing projects 10,654 units worth 38,657. There were 2,076 new projects entering the market, worth 6,174 million baht. There were 2,674 newly sold projects worth 11,642 million baht, resulting in 10,505 units left for sale, worth 35,170 million baht.

When considering the absorption rate classified by type of residence, it was found that in the first half of 2022, the total absorption rate of all types was 3.4 percent and the type with the best absorption rate was in the group of single houses, with the

absorption rate was 3.8 percent , while the condominium absorption rate was 3.5 percent . The location with the 5 highest absorption rate of condominium projects were as follows: the 1st place was Bueng Kaen Nakhon with the absorption rate of 14.7 % , the second place was Khao Yai with the absorption rate of 10.7 % , the third place was Central Ubon Ratchathani with the absorption rate of 9.1 % , the fourth place was in Nakhon Ratchasima City. with the absorption rate of 6.3 percent , and the 5th place was Klang Dong with the absorption rate of 3.3 percent.

The issuance of land allocation permits across the country in the 2nd quarter of 2022

No.	Region	No. of Project	No. of Unit	Proportion of Unit	Allocated Land	Single House	Twin House	Town House	Commercial Building	YoY Project	YoY Unit	YoY Unit
	Bangkok Perimeter	59	9,096	56.9%	69	4,223	1,012	3,737	55	31.1%	30.9%	
	East	43	3,807	23.8%	61	951	1,435	1,331	29	-15.7%	-24.3%	
	North-East	24	1,454	9.1%	57	790	426	126	55	71.4%	16.2%	
	North	13	900	5.6%	24	792	61	7	16	-27.8%	-49.9%	
	West	6	303	1.9%	29	175	-	80	19	-33.3%	-50.7%	
	South	7	281	1.8%	-	105	88	77	11	-61.1%	-75.4%	
	Central	4	158	1.0%	-	126	32	-	-	33.3%	9.0%	
	Nationwide Type Proportion	156	15,999	100.0%		240	7,162	3,054	5,358	185	-1.3%	-5.5%
						1.5%	44.8%	19.1%	33.5%	1.2%		

Source : Real Estate Information Center Government Housing Bank

Maha Sarakham Province and the real estate sector in the province

Maha Sarakham Province's economy in January 2022 indicates that the overall provincial economy showed signs of expansion compared to the same month last year. It was the result from the indicator that the supply side expanded from service sector production index expanding, the decline in the value added tax collection for the Agricultural Production Index, the amount of rice production and the quantity of livestock production. Manufacturing Production Index contracted due to electricity consumption in the industrial sector. The demand side expanded because the private investment index expanded from total investment loans. Private Consumption Index expanded from the amount of VAT Number of new registered motorcycles and electricity consumption of residential households. The government expenditure index contracted according to the results of the disbursement of regular financial expenditures, and the total amount of deposits and total credit expanded in terms of provincial economic stability. Headline inflation expands as a result from the fact that the price of non-food and beverage products has increased. The employment expanded from an increase in the number of employed people."

The supply-side economy (production) showed signs of expansion compared to the same month last year, reflected by service sector production indicators expanding. The service sector production index rose by 22.3 percent compared to the same month last year and improved from the contraction of -5.2 percent in the previous month due to a 20.9 percent increase in the

collection of value added tax. -4.4% due to the spread of the Coronavirus 2019 that continues to affect the tourism sector since April 2021. Agricultural production has contracted. The Agricultural Production Index contracted by -10.2 percent compared to the same month last year and continued from the contraction of -5.8 percent in the previous month. This was a result of a decrease in the amount of rice and livestock products entering the market from the previous year. Industrial production contracted. The Manufacturing Production Index contracted by -0.7 percent compared to the same month last year. The contraction continued from the previous month's contraction of -6.2 percent due to the decline in electricity consumption in the industrial sector of -0.7 percent. The number of industrial plants and the accumulated registered capital of industrial factories increased by 4.3 and 2.2 percent, respectively.

Spending Economic Indicator (Demand Side)	2021	2021						2022
		Q1	Q2	Q3	Q4	Nov	Dec	Jan
Private Consumption Index (%yoy)	-10.4	-25.5	7.6	-11.5	-9.2	-18.7	-5.1	0.5
Private Investment Index (%yoy)	3.5	2.5	4.2	3.7	3.8	3.9	3.5	4.3
Government Expenditure Index (%yoy)	19.8	35.2	28.9	13.9	3.5	-56.1	16.2	-19.2

Regarding economic stability, the provincial headline inflation in January 2022 grew by 0.6 percent as a result of rising prices of non-food and beverage products. Employment in January 2022 grew by 7.5 percent compared to the same month last year, with a total of 416,171 people employed after starting to relax the measures to control the spread of the coronavirus 2019, relaxation of activities and the situation in which some and economic activity began to resume as usual. It was a good signal for employment recovery.

On fiscal matters in January 2022 , it was found that the total budget disbursement in January 2022 amounted to 466.7 million baht, a decrease of -17.2 percent compared to the same month last year from the disbursement of regular expenditures in the amount of 332.8 million baht, a contraction of -26.7 percent. Capital expenditures amounted to 133.9 million baht, an increase of 22.2 percent. The result of revenue collection in January 2022 was 85.6 million baht, a decrease of -18.0 percent compared to the same month last year from revenue collection of other government agencies. Local Treasury and Local Revenue and the Local Excise Department contracted by -55.8, -44.6, -16.7 and -8.8 percent , respectively. For the budget balance in January 2022 , there was a deficit of -383.6 million baht.

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 MahaSarakham	M Town	The Victoria Mahasarakham	THADA LAKE VIEW	The Tadeo
					
Project type	Detached house	Town house	Detached house	Detached house / Semi-detached house	Town home
Location	Tha Song Khon Subdistrict, Mueang MahaSarakham District, Mahasarakham Province	Thakhonyang Subdistrict, Mueang MahaSarakham District, MahaSarakham Province	Tha Song Khon Subdistrict, Mueang MahaSarakham District, Mahasarakham Province	Tha Song Khon Subdistrict, Mueang MahaSarakham District, Mahasarakham Province	Wat Pa Ku Kaew Road, Kham Rieng Subdistrict, Kantharawichai District, Maha Sarakham Province
Number of floors	2	2.5	1-2	1-2	1
Number of bedrooms	3-4	4	3-4	2-3	2
Number of bathrooms	2-3	3	2-3	2-3	2
Number of parking lots (car)	2	1	2	2	1
Usable area (square meter)	114-280	200	155.50 - 245.60	80-147	55
Number of units (total)	323	Under Construction	170	73	92
Number of units (remaining for sale)	-		-	12	75
Price per house (baht)	3,950,000 – 13,390,000	2390000	2,800,000 – 5,300,000	1,890,000– 4,490,000	1,190,000
Company's name	LAND AND HOUSES PUBLIC COMPANY LIMITED	-	-	THADA REAL ESTATE COMPANY LIMITED	THE NOTTING HILL COMPANY LIMITED
Contact Information	1198	095-224-4289	093-550-8889	092-135-8888	093-537-3222

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	Baan Hau A Quality Residence	The Perfect Home	LIVABLE HOME MAHASARAKHAM	Yu Lao Ruai
					
Project type	Detached house / Semi-detached house	Detached house	Detached house	Detached house / Semi-detached house	Detached house
Location	Wat Pa Ku Kaew Road, Kham Rieng Subdistrict, Kantharawichai District, Maha Sarakham Province	Keng Subdistrict, Mueang Maha Sarakham District, Maha Sarakham Province	Kham Rieng Subdistrict, Kantharawichai District, Maha Sarakham Province	Kham Rieng Subdistrict, Kantharawichai District, Maha Sarakham Province	Talat Subdistrict, Mueang Maha Sarakham District, Maha Sarakham Province
Number of floors	1-2	1	1	2	1
Number of bedrooms	3-5	2-4	2-3	2-3	2
Number of bathroom	3-4	2-4	2-3	2-3	2
Number of parking lots (car)	2	2	2	2	1
Useable area (square meter)	130-243	132	52-105	170	51.8 - 105.8
Number of units (Total)	40	-	-	14	6
Number of units (remaining for sale)	-	-	-	-	-
Price per house (baht)	2,580,000 - 3,780,000	2,200,000-3,000,000	1,890,000 - 2,100,000	3,690,000-4,250,000	1,990,000-2,190,000
Company's name	THE NOTTING HILL COMPANY LIMITED	-	-	L.H.M.PROPERTY COMPANY LIMITED	jingjai.property
Contact Information	093-537-3222	085-862-1976	094-878-2699	089-688-3854	092-324-5542

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 Chill	Villa Nara	Baan Punsuook Gardent Vill	One House Garden Vill	Baan Pruksachat
					
Project type	Town Home	Detached house / Semi-detached house	Detached house / Semi-detached house	Detached house	Detached house
Location	Keng Subdistrict, Mueang Maha Sarakham District Maha Sarakham Province	Nakhon Sawan Road, Talat Subdistrict, Mueang Maha Sarakham District, Maha Sarakham Province	Wat Pa Ku Kaew Road, Kham Rieng Subdistrict, Kantharawichai District, Maha Sarakham Province	road-3069 Kham Rieng Subdistrict, Kantharawichai District, Maha Sarakham Province	road-291 Waeng Nang Subdistrict, Mueang District, Maha Sarakham Province
Number of floors	2	1-2	1-2	1	1
Number of bedrooms	2-3	3	2-3	2	2
Number of bathrooms	3	3	2	2	2
Number of parking lots (car)	1	2	1-2	1	1
Useable area (square meter)	128	150-185	62.8-129	120	280
Number of units (Total)	125	183	-	26	30
Number of units (remaining for sale)	5	-	-	Under Construction	-
Price per house (baht)	1,400,000 – 2,500,000	3,460,000	2,550,000 – 3,390,000	1,690,000	2,000,000-2,500,000
Company's name	-	VILLANARA (2017) LIMITED PARTNERSHIP	PRAPHASSORN PROPERTY CO.,LTD.	-	PHUCHONG PROPERTY COMPANY LIMITED
Contact Information	086- 634-2772	095-224-4289	086-773-6121	095-224-4289	086-773-6121

(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.

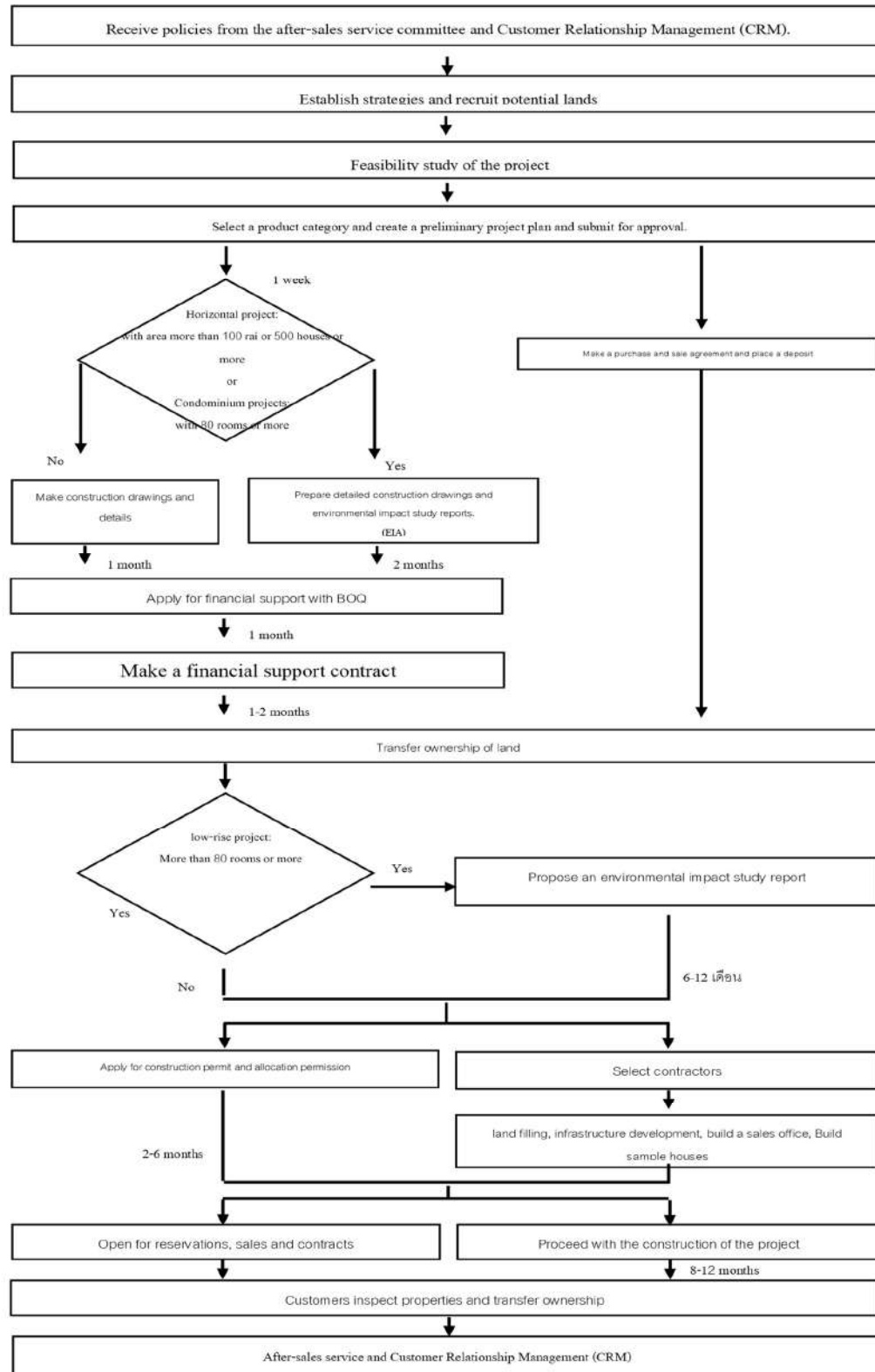
3.5 After-sales service

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.

Real Estate Project Development Process



3.7 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 31st Dec 22		
1) Buildings and equipments	97.31	Owned by the Company	No obligation
2) Property development costs	132.01	Owned by the Company	Take a mortgage as collateral with a financial institution
3) Lands awaiting development	430.26	Owned by the Company	Take a mortgage as collateral with a financial institution
4) Investments property	43.22	Owned by the Company	No obligation
5) Intangible assets	0.57	Owned by the Company	No obligation
6) Right-of-use assets	2.59	Rental agreement, details in clause 5.2.1 and 5.2.2	No obligation
Total net book value	705.96		

Property, plant and equipment

Property, plant and equipment of the Company as of December 31, 2022 has a net book value in the financial statements of 97.31 million baht, with details as follows:

Type/characteristic of assets	Net book value (Million baht)	Property	Obligation
	On 31st Dec 22		
1) Land Buildings and structures	90.36	Owned by the Company	No obligation
2) Machinery and equipment	0.48	Owned by the Company	No obligation
3) Office supplies	1.30	Owned by the Company	No obligation

4) Vehicles	5.11	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
5) Letter sign	0.06	Owned by the Company	No obligation
Total net book value	97.31		

The real estate development costs of the Company as of December 31, 2022 have a net book value in the financial statements equal to 132.01 million baht, with details as follows:

Project Name	Type of Assets	Net book value (Million baht)	Property	Obligation
		On 31st Dec 22		
The Grand Canal Talat Subdistrict, Mueang Maha Sarakham District, Maha Sarakham Province	Townhome and home office	39.31	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	15.65	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	72.03	Owned by the Company	No obligation
Other	-	5.02		
Total net book value		132.01		

Lands awaiting development The company's lands held for development as of December 31, 2021 has a net book value in the financial statements of 430.26 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	49422 49201 21905 23442 23856 23301 41055 21732	59-1-23.90	272.67	490.69 ^{1/}	11 th January 2022	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 109044	4-1-93	10.40	35.86 ^{1/}	11 th January 2022	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/}	11 th January 2022	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 Location2/: Next to Maha Sarakham-Wapi Pathum Road (Tor Lor 2040)	24200 24201 89014 89015 90539	3-1-18.4	1.88	19.16 ^{1/}	25 th January 2020	Owned by the Company	No obligation
Total		81-3-47	430.26	737.84			

Note: 2/On June 15, 2021, the Company entered into an agreement to purchase and sell land waiting for expropriation with the Department of Rural Roads. Contract value is in the amount of 8 million baht, and the company receives compensation in the amount of 6 million baht. The company will receive the remaining compensation when the land ownership is transferred and the building is demolished from the expropriated land.

Investments property the company's lands held for development as of December 31,2022 has a net book value in the financial statements of 44.19 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	58724	7-3-69.30	44.19	57.05 ^{1/}	7 th Febuary 2023	Owned by the Company	Take a mortgage as collateral with a financial institution remaining debt burden
Total		7-3-69.3	44.19	57.05			

Remark : ¹ Appraisal by Real Appraisal Company Limited by Ms.Sirichayaporn Worawicwong appraiser, Wor Thor.118, which is an approved by the SEC by assessing vacant lands the market approach method as the basis for determining the value of assets under a complete ownership, for public purpose

Intangible assets

As of December 31, 2022, the Company has intangible assets used in business operation, namely computer software copyrights, which has a net value of 0.57 million baht (capital value of 1.05 million baht and accumulated amortization of 0.48 million baht).

Rights-of-use assets

As of December 31, 2022, 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 2.59 million baht (capital value is 2.93 million baht and accumulated amortization is 2.82 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 Lertroongporn, 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 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></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
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	<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. <p>In the event that either party breaches the agreement, it can be considered as a reason for 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.</p>				
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 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
--	---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------

2) The lease agreement of the land on which the warehouse 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	30 th November 2022														
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	3 years, (beginning on December 1, 2022 and ending on November 30, 2025)														
Rental rates and rental payments	<p>89,100 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 2023</td><td>89,100 baht</td></tr><tr><td>2</td><td>30th November 2024</td><td>89,100 baht</td></tr><tr><td>3</td><td>30th November 2025</td><td>89,100 baht</td></tr></table>			Year	Pay by	Rent to be paid	1	30 th November 2023	89,100 baht	2	30 th November 2024	89,100 baht	3	30 th November 2025	89,100 baht
Year	Pay by	Rent to be paid													
1	30 th November 2023	89,100 baht													
2	30 th November 2024	89,100 baht													
3	30 th November 2025	89,100 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 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
--	----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------

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 2022
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, 2023 and ending on November 30, 2025)

Rental rates and rental payments	<div>220,000 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 2023</td><td>200,000 baht</td></tr><tr><td>2</td><td>30th November 2024</td><td>200,000 baht</td></tr><tr><td>3</td><td>30th November 2025</td><td>200,000 baht</td></tr></table>	Year	Pay by	Rent to be paid	1	30 th November 2023	200,000 baht	2	30 th November 2024	200,000 baht	3	30 th November 2025	200,000 baht
Year	Pay by	Rent to be paid											
1	30 th November 2023	200,000 baht											
2	30 th November 2024	200,000 baht											
3	30 th November 2025	200,000 baht											
Agreement renewal and termination	<div><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 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.- 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.</div>												

	- 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
--	-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------

Insurance Policy

Contract party	Krungthai Panich Insurance Public Company Limited
Policy number	50-21-0005486
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 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> <ol style="list-style-type: none"> 1) Damages from the storm in the amount not exceeding 2,000,000 baht per time and throughout the insured period 2) Damages from flood disaster in the amount not exceeding 2,000,000 baht per time and throughout the insured period 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 4) Hail damages in the amount not exceeding 2,000,000 baht per time and throughout the insured period 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 6) Damages arising from water disasters in the amount not exceeding 200,000 baht per time and throughout the insured period 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 8) Damage arising from aircraft disasters in the amount not exceeding 10,000,000 baht per time and throughout the insured period 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 10) Damage arising from an explosion in the amount not exceeding 10,000,000 baht per time and throughout the insured period 11) Damage to electrical appliances in the amount not exceeding 50,000 baht per time and throughout the insured period <p><u>Other conditions</u></p> <ol style="list-style-type: none"> 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 2) Cash insurance in the amount not exceeding 50,000 baht / time and throughout the insured period 3) Liability insurance against third parties with nuance amount of 500,000 baht / time and throughout the insured period 4) Glass insurance in the amount not exceeding 50,000 baht / time and throughout the insured period

	5) Theft and robbery insurance In the amount not exceeding 100,000 baht / time and throughout the insured period
Date entering contract	1 st July 2023
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 2022 to 1 July 2023
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
2	500953902	17 th Feb 2026	20 th Jan 2026	4	Car	HAVAL

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 are 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	<ul style="list-style-type: none"> - 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




January	<p>The Board of Directors' Meeting held on January 15, 2021 passed the resolutions to approve as follows:</p> <ul style="list-style-type: none"> - To 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 holds 100% of the registered share capital. The subsidiary had called up of Baht 3 per share, totaling of Baht 3 million. <p>The Company had already registered the establishment of the mentioned subsidiary with the Department of Business Development, the Ministry of Commerce on January 28, 2021.</p> <ul style="list-style-type: none"> - To approve D Group Holdings Company Limited (the subsidiary) purchase 9,998 ordinary shares with the par value of Baht 100 of D Energy and Retail Company Limited, which operates in the oil station and retail business, contract value of Baht 1 million, representing to 100% shareholding of the registered share capital
March	<p>On March 16, 2021, the subsidiary had purchased investment in ordinary shares of D Energy and Retail Company Limited.</p>

The details of the net assets of the D Energy and Retail Company Limited at the acquisition date were summarized as follows:

	<i>Bath</i>
Cash and cash equivalents	<u>1,000,000</u>
Net assets	1,000,000
Shareholding (%)	<u>100</u>
Purchasing value of subsidiary	<u>1,000,000</u>

(5) Work which has not yet been delivered

As of December 31, 2021, 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 6 units worth 17.49 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)	
 เดอะ แกรนด์ คานัล THE GRAND CANAL	400.33	163	96	51.38%	2	4.50	Quarter 1 Year 2023
 Grand biz	198.25	50	10	91.07%	-	-	Quarter 1 Year 2023
 พัทธกสิวิสัย พัทธกสิวิสัย	224.18	65	45	65.94%	4	12.29	Quarter 1 Year 2023
Total					6	17.49	

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.

As 28th January 2021 DHOUSE PATTANA PUBLIC COMPANY LIMITED (“DHOUSE”) บริษัท “company” execute the registration of the establishment of a subsidiary with the Department of Business Development. Ministry of Commerce famous DGroup Holdings Co., Ltd. have authorized capital 10,000,000 baht divided into ordinary 1,000,000 shares par value 10 Baht in which the company holds a percentage of 100 of the authorized capital. However subsidiaries call for shares par value 3 บาท total 3 million baht

On March 16, 2021, DGroup Holdings Co., Ltd. (a subsidiary) purchased 9,998 shares of investment in ordinary shares of D Energy & Retail Company Limited, which operates gas stations and shops within service stations, with par value 100 baht per share and contract value amount 1 million baht, and 100% shareholding of registered capital. As a result, the Company and its subsidiaries (“Companies Group”) consist of

The Extraordinary General Meeting of Shareholders of D Energy and Retail Co., Ltd. (an indirect subsidiary) held on 10th March 2022 made a special resolution to increase the registered capital from 1 million baht to 5 million baht by issuing 40,000 ordinary shares with a par value of 100 baht per share. The indirect subsidiary called for additional share capital at the par value of 40 baht per share, totaling 1.60 million baht. The indirect subsidiary registered the capital increase with the Department of Business Development. Ministry of Commerce on 14th March 2022, resulting in the Company and its subsidiaries (“Group of Companies”) consisting of

Company's name	Founded in Thailand	Business type	authorized capital (Baht)	Shareholding
<u>Large company</u> DHouse Pattana Public Company Limited	Thailand	Property development	420,000,000	-
<u>Direct subsidiaries</u> DGroup Holdings Co., Ltd.	Thailand	general merchandise wholesale	10,000,000	100.00
<u>Indirectly subsidiaries</u> D ENERGY & RETAIL CO., LTD.	Thailand	operates gas stations and shops within service stations	2,600,000	100.00

1.3.4. Shareholders

(1) List of Major Shareholders

On 31st December 2022, 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. Pongpot	Lerdrungporn	149,020,000	17.74%
2. Mr. Att	Lerdrungporn	147,050,000	17.51%
3. Dr. Pongnarin	Lerdrungporn	145,320,000	17.30%
4. Mr. Chanwit	Kaewwisit	81,935,000	9.75%
5. Mr. Chaichan	Kaewwisit	63,145,000	7.52%
6. Mr. Channarong	Kaewwisit	58,820,000	7.00%
7. Mrs. Rapeepun	Kaewwisit	33,071,000	3.94%
8. Mr. Jarul	Leetrairung	23,644,300	2.81%
9. Mr. Krit	Kiarsuranon	20,187,700	2.40%
10. Miss Napaporn	Kiarsuranon	15,163,900	1.81%
Minor Shareholders		108,807,900	102,643,100
Total		840,000,000	840,000,000
Total Paid-Up Capital		420,000,000	420,000,000

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 2022, the Company has 1,305 minor shareholders.

1. 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.

2. Issuance of Other Equity

- None –

3. 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 to 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 2021, Effective date: 13 August 2021

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.

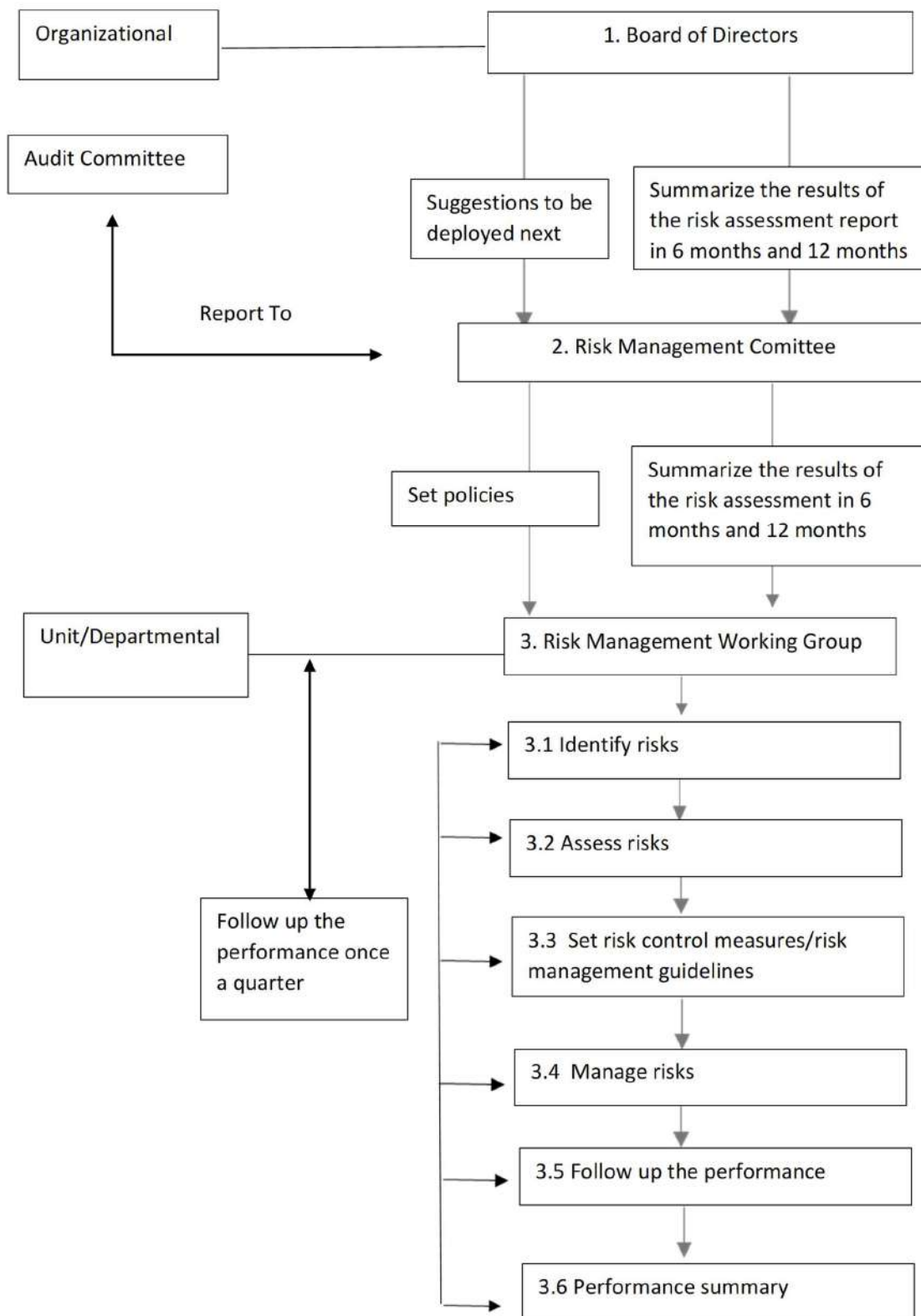
Risk Management Committee

- 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



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 MahaSarakhm 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 MahaSarakhm 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 MahaSarakhm 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 factor 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 MahaSarakhm 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 fewer customers visiting the projects. The situation has affected 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 MahaSarakhm 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 Sarakhm 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 MahaSarakhm 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, considering 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	
<ul style="list-style-type: none"> Installment payment for the first mortgage contract for 2 years or more 	90%
<ul style="list-style-type: none"> 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
Upark (Mixed-Use)	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 considering 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 considered. 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 exercises 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 personals 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 MahaSarakhm 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, 2021, the Company's debt to equity ratio was 0.63 times, a decrease compared to that of December 31, 2020 (before the mobilization of equity) with a debt-to-equity ratio of 0.72

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 2020 and December 31, 2021, the Company has loans from connected persons of 256.32 million baht, 283.78 million baht, 200.18 million baht, 110.25 million baht, and 93.25 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, 2020 and December 31, 2021, the Company received bank overdrafts and short-term loans from financial institutions for the loan amount of 140.39 million baht 189.52 million baht, and 149.60 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 2021, 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 MahaSarakham Province, is slightly affected. Because the real estate market of MahaSarakham Province is small and the competition is mainly of local capital. In addition, MahaSarakham Province is a city of education with students, educational personals, and many business operators in the province, resulting in turnover in the province, resulting in a large number of customers visiting the project in 2021, 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 2021, 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 considers 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 considers 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 standardized 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 considers 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 - Bottombase 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).

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.

(6.) 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.

6.1 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.

6.2 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 acting 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

1. Contribute to the national and social economic development
2. To be a leader in business operations that are transparent and sustainable, along with cohabiting with society and environment
3. 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
 - Date, time and place of the shareholders' meeting
 - 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
 - Objectives and reasons, and the opinion of the Board of Directors on each agenda item proposed, which includes

- a) 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.
- b) 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 directors 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.
- c) 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
- d) Agenda for appointment of auditors - name of auditors, affiliated company, work experience, independent of the auditors, audit fees and other service fees

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

(3) 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:

- List of directors and executives who attend the meeting, and the proportion of directors who attended the meeting or do not attending the meeting
- Method of voting and counting of votes, meeting resolutions and voting results (agree, disagree, abstain) of each agenda item.
- 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@dhouse.in.th or telephone number 043-722-000
- Regular customer meetings of salespeople and executives

2.2 Partner

Partner expectations

- There is a fair procurement process and contract terms or agreements. Helping knowledge, developing potential, upgrading production and management to meet standards. Clarify and ensure that suppliers respect human rights treat workers fairly Social and Environmental Responsibility In addition, the Company will have a process for reviewing and evaluating trading partners in order to develop sustainable business operations with each other.

Responses to Partner expectations

- Listen to opinions or suggestions of customers via contact email: info@dhouse.in.th or telephone number 043 -722 -000

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)		compare electricity consumption during the year	Percentage difference in annual electricity consumption
	2021	2022	2021-2022	2021-2022
January	2,818.30	2,285.40	532.90	19%
February	2,379.00	2,247.30	131.70	6%
March	3,150.60	3,138.60	12.00	0%
April	3,144.00	2,720.10	423.90	13%
May	3,727.80	2,850.30	877.50	24%
June	3,466.20	3,323.40	142.80	4%
July	3,085.50	3,247.80	162.30	5%
August	3,433.50	3,009.30	424.20	12%
September	2,845.50	3,162.00	316.50	11%

October	3,135.30	2,857.50	277.80	9%
November	2,923.20	2,812.80	110.40	4%
December	2,318.10	2,588.70	270.60	12%
Total energy consumption	36,427.00	34,243.20	2,183.80	10%

Note: Percentage of difference in electricity use for the year 2021 and 2022 Green = reduction in electricity consumption, Red = increase in electricity consumption In 2021, electricity consumption is 36,427.00 megawatt hours per year. In 2022, the electricity consumption is 34,243.20 megawatt hours per year. Compared to each other, it was found that in 2021, the amount of electricity consumption was 6.28% lower than in 2022.

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)		compare water consumption during the year	Percentage difference in annual water consumption
	2021	2022	2021-2022	2021-2022
January	48.00	45.00	3.00	6%
February	65.00	59.00	6.00	9%
March	53.00	47.00	6.00	11%
April	91.00	44.00	47.00	52%
May	106.00	39.00	67.00	63%
June	80.00	41.00	39.00	49%
July	68.00	42.00	26.00	38%
August	45.00	52.00	-10.00	22%
September	38.00	85.00	-47.00	124%
October	51.00	45.00	6.00	12%
November	61.00	64.00	-3	5%
December	60.00	42.00	18	30%
Total energy consumption	766.00	605.00	161.00	36%

Percentage of difference in water supply consumption for the year 2021 and 2022 Note: Green = decrease in tap water usage, red = increase in tap water usage In 2021, tap water consumption is 766 cubic meters. In 2022, there was a water consumption of 605 cubic meters. Compared, it was found that in 2022, the amount of water used decreased from the year 2021 at 26.61%.

(3) Garbage, waste and pollution management

3.1 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:

- **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.
- **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.
- **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

(4) Management to reduce greenhouse gas problems

4.1 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:

- 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.
- 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

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



- 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



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



- Social support - Supporting sewer pipes to maintain public wells (Nong Ki) and granting funds for the construction of public housing to the Land Office, Maha Sarakham Province.



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 31 December 2020		End 31 December 2021		End 31 December 2022	
	Million baht	proportion	Million baht	proportion	Million baht	proportion
Cash and cash equivalents	133.74	16.13%	37.57	5.13%	16.65	2.53%
Other receivables	0.05	0.01%	0.08	0.01%	0.42	0.06%
Cost of property development	142.60	17.20%	135.43	18.48%	132.01	17.90%
Inventories	2.28	0.28%	2.93	0.40%	6.92	0.94%
Other current assets	0.91	0.11%	1.82	0.25%	1.59	0.22%
Total current assets	279.58	33.73%	177.83	24.26%	159.59	21.63%
Restricted bank deposits	0.21	0.03%	0.29	0.04%	0.32	0.04%
เงินลงทุนในบริษัทย่อย	0.00	0.00%	0.00	0.00%	0.00	0.00%
Land held for development	528.90	63.80%	435.14	59.36%	430.26	58.33%
Investments property	0.00	0.00%	43.43	5.92%	44.19	5.99%
Property, plant and equipment	13.02	1.57%	67.31	9.18%	97.31	13.19%
Rights-of-use assets	2.47	0.30%	2.12	0.29%	2.59	0.35%
Intangible assets	0.78	0.09%	0.68	0.09%	0.57	0.08%
Deferred tax assets	1.57	0.19%	3.37	0.46%	0.00	0.00%
Other non-current assets	2.45	0.30%	2.83	0.39%	2.82	0.38%
Total non-current assets	549.40	66.27%	555.17	75.74%	578.06	78.37%
Total assets	828.98	100.00%	733.01	100.00%	737.65	100%

Bank overdrafts and short-term loans from financial institutions	189.52	22.86%	149.60	20.41%	9.95	1.35%
Trade and other payables	2.50	0.30%	1.29	0.18%	3.68	0.50%
Short-term loans from related persons	110.25	13.30%	93.25	12.72%	137.00	18.57%
Current portion of liabilities	7.78	0.94%	13.77	1.88%	6.32	0.86
Current portion of lease liabilities	0.94	0.11%	0.98	0.13%	0.73	0.10%
Income tax payable	0.00	0.00%	0.00	0.00%	0.00	0.00%
Advance received	14.20	1.71%	6.04	0.82%	9.62	1.30%
Other current liabilities	0.55	0.07%	0.73	0.10%	0.79	0.11%
Total current liabilities	325.73	39.29%	265.66	36.24%	168.09	22.79%
Long-term loans from financial institutions	12.25	1.48%	8.48	1.16%	16.48	2.23%
Long-term leases liabilities	3.29	0.40%	2.29	0.31%	3.04	0.41%
Provisions for employee benefit	1.77	0.21%	2.68	0.37%	116.59	15.81%
Provisions	1.88	0.23%	1.92	0.26%	3.27	0.44%
Other non-current liabilities	1.50	0.18%	1.90	0.26%	1.94	0.26%
Total non-current liabilities	20.68	2.49%	17.26	2.35%	143.29	19.42%
Total liabilities	346.41	41.79%	282.92	38.60%	311.38	42.21%
Share capital	420.00	50.66%	420.00	57.30%	420	56.94%
Ordinary shares	420.00	50.66%	420.00	57.30%	420	56.94%
Premium on share capital	7.79	0.94%	7.79	1.06%	7.79	1.06%
Legal reserve	0.75	0.09%	0.75	0.10%	0.75	0.10%
Retained earnings (loss)	54.03	6.52%	21.55	2.94%	(2.27)	-0.31%
Total Existing Shareholders' Equity	0.00	0.00%	0.00	0.00%	0.00	0.00%
Total shareholders' equity	482.57	58.21%	450.08	61.40%	426.27	57.89%
Total liabilities and equity	828.98	100.00%	733.01	100.00%	737.65	100%

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.

(2) Statement of cash flows for the year ended 31st December 2020, 31st December 2021 and 31st December 2022

List	Audit statements		
	Year 2020	Year 2021	Year 2022
Cash flows from operating activities			
Profit (loss) before income tax	16.61	(8.15)	(20.44)
Adjustment to reconcile profit before income tax to cash received (paid) from operating activities			
Depreciation and amortization	1.59	1.98	2.53
Loss on asset retirement	-	0.02	0.00
Interest income	-	(0.01)	(0.00)
Finance costs	6.62	3.95	8.27
Cash flows before changes in operating assets and liabilities	24.82	(2.58)	(10.07)
Changes in operating assets and liabilities			
Other receivables	0.04	(0.03)	(0.35)
Property development costs	7.05	6.77	3.50
Inventory	1.21	(0.65)	(3.99)
Other current assets	(0.42)	(0.92)	0.24
Deposits at banks with collateral obligations	0.03	(0.09)	(0.03)
Other non-current assets	3.22	(0.39)	0.02
Trade payables and other payables	0.04	(1.00)	1.61
Advance payment	13.60	(8.15)	3.58
Other current liabilities	(0.42)	(0.18)	0.06
Provisions for employee benefit	0.32	0.34	0.59
Provisions	-	0.05	0.01
Other non-current liabilities	(0.62)	0.40	0.07
Cash generated (paid) from operations	46.35	6.08	(4.76)
Interest income	-	0.01	0.00
pay income tax	(6.04)	-	0.00
Net cash provided by (spent in) operating activities	40.30	(6.08)	(4.76)
Cash flows from investing activities			
Purchase of investments in subsidiaries	-	(1.00)	0.00
Purchase of investments property	-	(0.21)	(0.76)
Purchase of building and equipments	(3.42)	(4.85)	(26.31)
selling property	-	-	0.43
Purchase of intangible assets	(0.05)	-	-
Buy land awaiting development	-	-	-
Net cash used in investing activities	(3.47)	(6.06)	(26.64)
Cash flows from financing activities			
Bank overdrafts and short-term borrowings from financial institutions increased.	49.13	(39.92)	(139.65)

List	Audit statements		
	Year 2020	Year 2021	Year 2022
Receive more short-term loans from related parties.	16.60	0.00	117.00
Pay short-term loan payments from related parties.	(106.53)	(17.00)	(73.25)
Receive long-term loans from financial institutions.	20.12	10.00	14.51
Repay long-term loans from financial institutions	(23.39)	(7.78)	(13.88)
Repay of liabilities under a finance lease	(0.98)	(1.17)	(0.08)
Receive capital increase	116.39	-	(138)
Pay financial costs	(5.69)	(3.99)	-
Dividend paid	-	(25.20)	-
Net cash (spent in) financing activities	65.64	(85.05)	12.48
Net increase (decrease) in cash and cash equivalents	102.48	(97.19)	(18.92)
Cash and cash equivalents – beginning-of-the-year balance	31.27	134.74	37.57
Cash and cash equivalents - year-end balance	133.74	37.55	18.64

Overview of business operations an 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

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

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 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 2022, the Company has 3 projects in the process, which are:

- 1) 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 400.33 million baht. Ownership has been transferred for 65 and 98 units are remaining for sales.
- 2) "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 198.25 million baht. Ownership has been transferred for 40 units and 10 units are remaining for sales.
- 3) 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 224.18 million baht. Ownership has been transferred for 16 units and 49 units are remaining for sales.

For the year 2019, 2020 and 2021, the Company has sales revenue of 141.82 million baht, 92.12 million baht, and 60.75 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 recognized 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 2021, 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 2020, 2021 and 2022, the Company had a net profit (loss) of 14.93 million baht, (6.83) million baht and (23.81) Million baht or equivalent to 16.11 percent, (11.24) percent and (74.14) 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.

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

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.

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.

4.2 Performance and profitability

Revenue

Income structure	Financial statements					
	Year 2020		Year 2021		Year 2022	
	Million baht	proportion	Million baht	proportion	Million baht	proportion
Sales revenue	92.12	99.37%	60.75	97.99%	32.09	96.31%
Sales product	-	-	-	-	0.01	0.04%
Other revenue	0.58	0.63%	1.25	2.01%	1.21	3.64%
Total revenue	92.70	100.00%	62.00	100.00%	33.32	100.00%

Sales revenue

Revenue from real estate sales for the year 2020, 2021 and 2022 were 92.12 million baht, 60.75 million baht and 32.11 million bahts respectively, or representing 99.37 percent, 97.99 percent and 96.37 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 2019, 2020 and 2021 with the details as follows:

Project name	Year 2019		Year 2020		Year 2021	
	Million baht	proportion	Million baht	proportion	Million baht	proportion
The Grand Residence	30.46	33.07%	3.58	13.61%	-	0.00%
The Grand Canal	28.80	31.26%	10.59	17.43%	12.60	20.74%

Grand Biz	32.86	35.67%	13.90	22.88%	3.82	6.28%
Pruek Pirom (Salaklang)	-	-	32.69	53.81%	15.67	25.80%
Total sales revenue	92.12	100.00%	60.75	100.00%	32.09	99.96%
Total	-	-	-	-	0.01	0.04%
Total sales	92.12	100.00%	60.75	100.00%	32.11	100.00%

Note: The financial statements for the year 2022 have reclassified accounting items for comparison with the year 2021.

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
Prukpirom Salaklang	June 2020	March 2018	December 2020 ^{/1}
Upark	October 2022	December 2021	January 2023

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 2020, 2021 and 2022 with the details as follows:

Property type	Year 2020		Year 2021		Year 2022	
	Million baht	proportion	Million baht	proportion	Million baht	proportion
Detached house	30.46	33.07%	3.58	5.89%	0.00	0.00%
Town home	22.80	24.75%	10.59	17.43%	12.60	39.24%
Home office	6.00	6.51 %	0.00	0.00%	0.00	0.00%
Commercial building	32.86	35.67%	13.90	22.88%	3.82	11.89%
Semi-detached house	-	0.00%	32.69	53.81%	15.67	48.82%
Total revenue from the projects	92.12	100.00%	60.75	100%	32.09	99.96%
Vacant land	-	-	-	-	0.01	0.04%
Total sales revenue	92.12	100.00%	60.75	100%	32.11	100.00%

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.

For the year 2021, the company has income from real estate sales of 60.75 million baht, which is from the transfer of ownership of the Grand Residence project of 3.58 million baht, The Grand Canal project of 10.59 million baht, The Grand Biz project amounted to 13.90 million baht and Prukpirom City Hall project amounted to 32.69 million baht compared to the year 2020, a decrease of 31.37 million baht or a 34.05 percent decrease, mainly due to the decline in revenue, was observed, due to the situation of COVID-19 re-emerging in the country and intensifying. As a result, some customers temporarily delayed their project visits and purchase decisions. Also, the bank did not approve the loan to some customers. Therefore, they were unable to transfer ownership. For the subsidiary, there is no sales revenue. Revenues from real estate sales for the year 2019, 2020 and 2021 are 141.82 million baht, 92.12 million baht and 60.75 million baht, respectively, or 99.73%, 99.37% and 97.99% of total revenue, respectively.

For the year 2022, the Company has income from the sale of real estate in the amount of 32.09 million baht, which is income from the transfer of ownership of The Grand Canal project in the amount of 12.60 million baht, the Grand Biz project in the amount of 3.82 million baht and the Prukpirom City Hall project in the amount of 15.67 million baht. Compared to the year 2021, it decreased in the amount of 47.11 million baht. The decrease was due to some customers temporarily postponing project visits and purchasing decisions. And the bank did not approve loans to some customers.

Therefore, ownership could not be transferred. For subsidiaries in 2022, sales revenue amounted to 0.02 million baht.

For the income from the sale of real estate for the year 2020, 2021 and 2022, it was 92.12 million baht, 60.75 million baht and 32.11 million baht, respectively, or representing 99.37 percent, 97.99 percent and 96.31 percent of total income respectively.

Other revenue

Other revenue of the Company consists of reversed income from estimated repair allowance and interest income, etc. For the year 2020, 2021 and 2022 they were 0.58 million baht, 1.25 million baht and 1.21 million baht representing 0.63 percent, 2.01 percent and 3.64 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 recognized. 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 2020, 2021 and 2022 are as follows:

Project name	Year 2020		Year 2021		Year 2022	
	Million baht	Proportion to sales revenue	Million baht	Proportion to sales revenue	Million baht	Proportion to sales revenue
The Grand Residence	13.0 8	42. 93%	1.76	49.30%	0.00	0.00%
The Grand Canal	14.79	51.36%	6.48	61.17%	7.82	62.05%
Grand Biz	14.84	45.16%	7.65	55.01%	2.43	65.53%
Prukpirom Salaklang	-	-	24.27	74.24%	11.52	73.50%
other cost	-	-	0.10	0.00%	0.18	0.00%
Total cost of sales	42.71	4 6.37 %	40.26	66.26%	21.94	68.35%

Cost of sales by property type for the year 2019, 2020 and 2021 with details as follows:

Property type	Year 2020		Year 2021		Year 2022	
	Million baht	Proportion to sales revenue	Million baht	Proportion to sales revenue	Million baht	Proportion to sales revenue
Detached house	13.08	42.93%	1.76	49.30%	0.00	0.00%
Town home	12.28	53.83%	6.48	61.71%	7.82	62.05%
Home office	2.52	41.94%	0.00	0.00%	0.00	0.00%

Property type	Year 2020		Year 2021		Year 2022	
	Million baht	Proportion to sales revenue	Million baht	Proportion to sales revenue	Million baht	Proportion to sales revenue
Commercial building	14.84	45.16%	7.65	55.01%	2.43	63.52%
Semi-detached house	-	-	24.27	74.24%	11.52	73.50%
other cost	-	-	0.10	0.00%	0.18	0.00%
Total cost of sales	42.71	46.37%	40.26	66.26%	21.94	68.35%

For the year 2020, 2021 and 2022 the Company had cost of sales of 42.71 million baht, 40.26 million baht and 21.94 or 46.37 percent, 66.26 percent and 68.35 percent of sales revenue, respectively.

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 adjustments tend 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.

Cost of sales for the year 2021 is 40.26 million baht. The main cost of sales comes from the transfer of ownership of the Prukpirom Project (City Hall) amounting to 24.27 million baht or equivalent to 74.24% of the revenue from project sales because it is the first phase of the launch of new projects. In addition, during the past COVID-19 epidemic, the Company has adjusted the selling price of the project by increasing the promotion policy by providing promotions, free gifts and special cash discounts for customers who buy houses during that period. In addition, the Company has changed the type of construction materials. As a result, the cost of sales to revenue of the project is higher than other projects. As for the cost of sales of the Grand Canal project, amounting to 6.48 million baht or 61.17% of the revenue from project sales, the cost of sales to income ratio of the project is higher when compared to the same period of the previous year. For the cost of sales of the Grand Biz project, amounted to 7.65 million baht or 55.01% of the revenue from project sales, the cost of sales to income of the project is similar to the previous year.

For the year 2022, the company has cost of sales equal to 21.94 million baht or 68.35% of sales revenue. Compared to the year 2021 with cost of sales equal to 40.26 million baht, a decrease of 18.32 million baht or a decrease of 45.50%.

Gross profit and gross margin

list	Year 2020	Year 2021	Year 2022
Sales revenue	92.12	60.75	32.11
Cost of sales	42.71	40.26	21.94
Gross profit	49.41	20.50	10.16
Gross margin	53.63%	33.74%	31.65%

For the year 2020, 2021 and 2022 the Company's gross profit was 49.41 million baht, 20.50 million baht and 10.16 million baht or the gross profit margin was 55.63 percent, 33.74 percent and 36.65 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 2020, 2021 and 2022 are as follows:

Project name	Year 2020		Year 2021		Year 2022	
	Million baht	Gross margin	Million baht	Gross margin	Million baht	Gross margin
The Grand Residence	17.37	57.07%	1.81	50.70%	-	-
The Grand Canal	14.01	48.64%	4.11	38.83%	4.78	37.95%
Grand Biz	18.02	54.84%	6.25	44.99%	1.39	36.47%
Prukpirom Salaklang	-	0.00%	8.42	25.76%	4.15	26.50%
Other Cost	-	-	(0.10)	-	(0.16)	-
Total gross profit	49.41	53.63%	20.50	33.74%	10.16	31.67%

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.

Gross profit for the year 2021 is 20.50 million baht or accounted for a gross profit margin of 33.74%. The main gross profit comes from the Prukpirom Project (City Hall) amounting to 8.42 million baht or accounting for 25.76 percent of the revenue from sales; The Grand Biz Project, amounting to 6.25 million baht or equivalent to a gross profit margin of 44.99 percent; The Grand Canal project amounting to 4.11 million baht or accounting for a gross profit margin of 38.83%; and the Grand Residence project, amounting to 1.81 million baht or a gross profit margin of 50.70%. The gross profit margin of each project was lower than

the same period in the previous year because it is the first phase of the sale of the Prukpirom Project (City Hall), which is a new project. In addition, during the past COVID-19 epidemic, the Company has adjusted the selling price of the project by increasing the promotion policy by providing promotions, free gifts and special cash discounts for customers who buy houses during that period. In addition, the Company has changed the type of construction materials. As a result, the gross profit margin per project sales revenue is lower than the same period last year.

Gross profit for the year 2022 was 10.16 million baht or a gross profit margin of 31.65 %. The main gross profit came from the Pruekpirom (City Hall) project in the amount of 4.15 million baht or 26.50 % of the revenue from sales, of The Grand Canal Project in the amount of 4.78 million baht or equivalent to a gross profit margin of 37.95 % and the Grand Biz Project in the amount of 1.39 million baht or equivalent to a gross profit margin of 36.47 %. The profit of each project was be lower than the same period last year because the Company has adjusted the selling price of the project by increasing sales promotion policies by providing promotions, free gifts and special cash discounts for customers who bought houses during that period. In addition, the Company has changed the type of materials used in construction. As a result, the gross profit margin per project sales revenue was lower than the same period last year.

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.

Selling expenses for the year 2020, 2021 and 2022 are 4.88 million baht, 3.83 million baht and 3.02 million bath or 5.30 percent, 6.31 percent and 4.98 percent of the revenue from sales, respectively. Details can be summarized as follows.

Selling expenses	Year 2020		Year 2021		Year 2022	
	Million baht	Proportion to sales revenue	Million baht	Proportion to sales revenue	Million baht	Proportion to sales revenue
Expenses related to salespeople	1.44	1.56%	1.50	2.47%	1.46	2.40%
Promotional expenses	0.09	0.10%	0.08	0.13%	0.22	0.36%
Home sales expenses	3.26	3.54%	2.19	3.61%	1.26	2.07%
Costs for other things	0.09	0.10%	0.06	0.10%	0.09	0.14%
Total cost of sales	4.88	5.30%	3.83	6.31%	3.02	4.98%

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.

Selling expenses for the year 2021 of the Company is 3.83 million baht or 6.31% of sales revenue, decreased from the same period of the previous year by 1.05 million baht or decreased by 21.45% mainly due to less ownership transfers than the same period of the previous year. As a result, the cost of selling houses from 3.26 million baht during the year 2020 was reduced to 2.19 million baht in 2021, a decrease of 1.07 million baht, a 32.84% decrease compared to the same period last year. The aforementioned reduction will vary according to the amount of ownership transfer. In addition, in 2021, there were expenses related to sales staff in the amount of 1.50 million baht or 2.47% of the sales revenue. The main sales staff expenses come from salesperson's remuneration of 1.30 million baht and salesperson's commission of 0.20 million baht.

Selling expenses for the year 2022 of the Company is 3.02 million baht or 4.98% of sales revenue, decreased from the same period of the previous year by 0.81 million baht decrease varies according to the amount of ownership transfers. In addition, in 2022 there were expenses related to sales staff in the amount of 1.46 million baht or 2.40 percent of sales revenue. The main expenses related to sales staff come from compensation for sales staff in the amount of 1.29 million baht and commissions for sales staff in the amount of 0.17 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 2020, 2021 and 2022 are 21.71 million baht, 22.48 million baht and 20.52 million bath or 23.64 percent, 45.51 percent and 41.55 percent of the revenue from sales, respectively. They can be summarized as follows:

Administrative expenses	Year 2020		Year 2021		Year 2022	
	Million baht	Proportion to sales revenue	Million baht	Proportion to sales revenue	Million baht	Proportion to sales revenue
Salary and benefits – The personal	4.23	4.59	6.60	10.86%	6.12	12.39%
Salary and benefits – The management	9.62	10.44%	5.61	9.23%	5.91	11.97%
Office expenses	0.79	0.86%	0.53	0.87%	0.38	0.76%
Building and equipment expenses	1.79	1.94%	2.41	0.55%	0.49	5.98%

Administrative expenses	Year 2020		Year 2021		Year 2022	
	Million baht	Proportion to sales revenue	Million baht	Proportion to sales revenue	Million baht	Proportion to sales revenue
Professional fees - consultant fees	6.02	6.53%	5.65	3.97%	2.95	5.98%
ค่าใช้จ่ายบวกทกกลับภาษี	0.00	0.00%	0.00	0.00%	0.00	0.00%
Other expenses	3.57	3.88%	1.34	2.21%	1.72	3.49%
Total administrative expenses	21.78	23.64%	22.48	37.00%	20.52	41.56%

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.

For the year 2021, the Company has administrative expenses of 22.48 million baht or 37% of sales revenue. It was an increase of 0.70 million baht or an increase of 3.21% compared to 2020, mainly due to an increase in administrative expenses, coming from an increase in staff expenses from the recruitment of new employees, the increased cost of purchasing office equipment, auditing expenses of subsidiaries, and the fees for various permissions to support the expansion of the business in the group of companies. As a result, the overall administrative expenses were higher than the same period of the previous year.

For the year 2022, the company had administrative expenses of 20.52 million baht or 61.57 percent of sales revenue, a decrease of 1.96 million baht.

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 2019, 2020 and 2021 with financial costs of 4.09 million baht, 6.71 million baht and 3.95 Million baht or 2.88 percent, 7.29 percent and 6.50 percent of revenue from sales, respectively.

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.

Finance cost for the year 2021 is 3.95 million baht or 6.50% of sales revenue. It was decreased from the same period of the previous year by 2.77 million baht, or a 41.22% decrease. The main reason for the decrease was because the Company gradually repaid short-term loans from related parties and repaid long term loans from financial institutions. As a result, the financial cost decreased when compared to the same period last year.

Financial cost for the year 2022 was 8.27 million baht or 25.77% of sales revenue. An increase from the same period of the previous year in the amount of 4.33 million baht, or an increase of 109.63%, with the main reason for the increase due to the year 2022 the Company issued and offered debentures in the amount of 120 million baht. The interest rate is 7 percent per year, resulting in an increase in finance costs compared to the same period last year.

list	Year 2020		Year 2021		Year 2022	
	Million baht	proportion	Million baht	proportion	Million baht	proportion
Sales revenue	92.12	100.00%	60.75	100.00%	32.11	100.00%
Cost of sales	42.71	46.37%	40.26	66.26%	21.94	68.35%
Other income	0.58	0.63%	1.25	2.05%	1.21	3.78%
Selling expenses	4.88	5.30%	3.83	6.31%	3.02	9.42%
Administrative expenses	21.78	23.64%	22.48	37.00%	20.52	63.92%
Financial cost	6.71	7.29%	3.95	6.50%	8.27	25.77%
Income tax expenses (income)	1.68	1.82%	(1.69)	(2.78%)	3.37	10.50%
Net profit for the year	14.94	16.21% ¹	(6.83)	(11.24%) ¹	(23.81)	(74.17%)

Income tax expenses

The Company's income tax expenses (incomes) for the year 2020, 2021 and 2022 are 1.69 million baht, (1.69) million baht and (3.37) million baht, or equivalent to 1.82%, (2.78)% and (10.50%) of the sale income respectively. The change of expenses (income) income tax will vary according to the profit (loss) before tax of the Company.

Net profit and net profit margin

The Company had net profit (loss) for the year 2020, 2021 and 2022 equal to 14.93 million baht, (6.83) million baht and (23.81) Million baht or equivalent to net profit (loss) of 16.11 percent, (11.24) percent and (74.17) percent of the revenue from sales respectively.

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

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.

For the year 2021, the Company has a net loss of 6.83 million baht or a net loss rate of 11.24%, mainly due to the situation of the COVID-19 epidemic which has returned to spread in the country again and intensified. As a result, some operations of the Company were delayed. Therefore, the Company's home ownership transfer plan did not meet expectations, resulting in decreased sales rate. And in terms of expenses, the Company also has selling and administrative expenses that have increased from staff expenses, office equipments, audit fees and other fees increased to support the business expansion of the companies group. From the above factors, a decrease in the overall net profit margin for the year 2021 was observed when compared to the previous year.

For the year 2022, the company had a net loss of 23.81 million baht or a net loss rate of 74.17%, an increase of 16.98 million baht or a loss of 248.62% compared to the year 2021 due to lower sales. This caused the house ownership transfer plan to not be as expected. And in terms of the Company's expenses, there was also a higher rate of administrative expenses compared to revenue from sales because the Company has expenses to support the expansion of the business in the group of companies.

Performance in case of excluding sales transactions to connected

list	Year 2020			Year 2021			Year 2022		
	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	92.12	-	92.12	60.75	(3.58)	57.17	32.11	-	32.11
Cost of sales	42.71	-	42.71	40.26	(1.90)	38.36	21.94	-	21.94
Gross profit	49.41	-	49.41	20.49	-	18.81	10.16	-	10.16
Gross margin	53.63%		53.63%	33.74%		32.90%	31.65%		31.65%
Other income	0.58	-	0.58	1.25	-	1.25	1.25	-	1.25
Profit before expenses	49.99	-	49.99	21.74	-	20.06	11.38	-	11.38
Selling expenses	4.88	-	4.88	3.83	(0.13)	3.70	3.02	-	3.02
Administrative expenses	21.78	-	21.78	22.48	-	22.48	20.52	-	20.52
Profit before finance costs and income tax	23.33	-	23.33	(4.57)	-	(6.12)	(12.17)	-	(12.17)
Profit margin (loss) before finance costs and income tax	25.32%		25.32%	(7.52)%		(10.93)%	(37.90%)		(37.90%)
Financial cost	6.71	-	6.71	3.95	-	3.95	8.27	-	8.27
Profit before income tax	16.62	-	16.62	(8.52)	-	(10.07)	(20.44)	-	(20.44)
income tax	1.68	-	1.68	1.69	(0.31)	1.38	3.37	-	3.37
Net profit	14.94	-	14.94	(6.83)	-	(8.69)	(23.81)	-	(23.81)
Net profit (loss) margin ¹	16.21%		16.21%	(11.24)%		(15.20)%	(74.17%)		(74.17%)

Performance in cases of excluding sales transactions to connected persons

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

For the year 2021, the Company has income from the sale of real estate to connected persons amounting to 1 unit, which is a commercial building from the Grand Biz project worth 3.58 million baht. The price and conditions of sale to the connected person are in accordance with terms of sale to third parties. There are cost of sales of 1.9 million baht, sales-related expenses of 0.13 million baht and tax added back as if the above transaction did not occur of 0.31 million baht. However, excluding the sale to connected persons, the Company will have the remaining revenue from sales of 57.17 million baht, gross profit of 18.81 million baht, representing a gross profit margin of 32.90%, resulting in an increase in operating losses equal to 8.69 million baht or a net loss rate of 15.20%. However, the sale of real estate to a connected person is a normal business transaction of the Company. The prices and general trading conditions are the same as selling to general customers and the Company does not provide benefits to connected persons.

For the year 2022, the Company has no income from sales to connected persons.

Return on Equity

The Company's ROE in 2020, 2021 and 2022 are 3.58%, -1.46% and -5.43% respectively. The return on equity will have a variable direction according to the net profit of the Company.

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.

For the year 2021, the Company has a return on shareholders of -1.46%, which was a lower return on shareholders from the previous year as a result of the year 2021, the Company has a decrease in ownership transfers due to the epidemic situation of COVID-19 which return to spread in the country and intensify. As a result, some operations of the Company were delayed. As a result, the Company's home ownership transfer plan did not meet expectations. And in terms of expenses, the Company also has selling and administrative expenses that have increased from staff expenses, office equipments, audit fees and other fees increased to support the business expansion of the group of companies. As a result of the above factors, there was a net loss for the year 2021, resulting in a decrease in the return on equity.

For the year 2022, the Company has a return on equity at - 5.43 percent, which has a decrease from the previous year as a result of the year 2022, the Company has a transfer of ownership that decreased due to the past COVID-19 epidemic situation causing the economy to slow down. The number of visitors to the project was less than last year, resulting in the decrease of the number of bookings and bank lending. As a result, the return on equity decreased.

4.3 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 MahaSarakham 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.

4.4 Ability to manage assets

Asset

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.

As of December 31, 2021, the Company had total assets of 733 million baht. Compared to the end of 2020 with total assets of 829.98 million baht, there was a decrease of 96.98 million baht or a decrease of 11.68%, mainly due to the reduction of cash items and cash equivalents of 97.17 million baht, real estate development costs of 7.16 million baht, and other current assets that increased by 7.35 million baht, a total decrease of 96.98 million baht due to repayment of short-term and long-term borrowings to financial institutions and connected persons in the amount of 63.49 million baht, dividend payment to shareholders of 25.20 million baht. As a result of the Company's loss, the overall total assets decreased when compared to the end of 2020

On 31st December 2022, the Company had total assets of 737.65 million baht, compared to the end of 2021 with total assets of 733.01 million baht, an increase of 4.64 million baht or an increase of 0.63 %. This is mainly due to the increase in office equipment, tools and machinery.

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 2020, as of 31st December 2021 and 31st December 2022 the Company has property development costs of 142.60 million baht, 135.43 million baht and 132.01 million baht

Property development costs	31 st December 2020		31 st December 2021		31 st December 2022	
	Million baht	proportion	Million baht	proportion	Million baht	proportion
The Grand Residence	0.95	0.67%	0.00	0.00%	0.00	0.00%
The Grand Canal	44.20	31.00%	43.42	11.20%	39.31	29.77%
Grand Biz	16.98	11.91%	15.16	32.06%	15.65	11.85%
Pruk Pirom Salaklang	80.36	56.35%	75.82	55.98%	72.03	54.57%
UPark 1	0.00	0.00%	0.09	0.06%	0.51	0.39%
The river condo	0.00	0.00%	0.95	0.70%	1.96	1.48%
Total property development costs	142.60	100.00%	135.43	100.00%	132.01	100%

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

Real estate development costs	31 st December 2020		31 st December 2021		31 st December 2022	
	Million baht	proportion	Million baht	proportion	Million baht	proportion
Land cost	74.26	52.07%	63.17	46.64%	58.01	43.94%
Construction cost	43.91	30.79%	46.89	34.62%	44.83	33.96%
Cost of utilities	16.88	11.84%	16.58	12.24%	18.78	14.22%
Financial cost	1.19	0.84%	0.20	0.59%	0.72	0.54%
Other cost	6.36	4.46%	8.00	5.91%	9.68	7.33%
Total project development costs	142.60	100.00%	135.43	100.00%	132.01	100%
Houses ready for sale	-	0.00%	-	0.00%	-	0.00%
Total property development costs	142.60	100.00%	135.43	100.00%	132.01	100%

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 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.

As of December 31, 2021, the Company has real estate development costs equal to 135.43 million baht, a decrease of 7.07 million baht from the end of 2020 or a 4.96% decrease, mainly due to the transfer of real estate ownership in The Grand Residence Project, The Grand Canal Project, Grand Biz Project and Prukpirom Project (City Hall) to buyers. As a result, the costs of the said projects were reduced by 0.95 million baht, 0.79 million baht, 1.82 million baht and 4.55 million baht, respectively, while the cost of the U Park 1 Project and The River Condo Project was recorded as increased by 0.09 million baht and 0.95 million baht, respectively.

As of 31st December 2022, the Company has real estate development costs equal to 132.01 million baht, a decrease from the end of 2021 in the amount of 3.42 million baht, or a decrease of 2.53%, which was mainly due to the transfer of ownership of The Grand Canal Project and Prukpirom (City Hall) Project to buyers. As a result, the cost of real estate development was reduced.

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 2019, 31st December 2020 and 31st December 2021 the Company has inventories of 2.03 million baht, 1.07 million baht and 2.28 million baht and 2.93 million baht or accounting for 0.28 percent, 0.15 percent, 0.28 percent and 0.40 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.

As of December 31, 2021, the company's inventory items increased by 0.65 million baht or an increase of 28.39% due to the Company having higher bookings. Therefore, in order to keep up with the needs of customers, the Company plans to order construction materials and equipments temporarily more than usual to speed up the production of the houses. As a result, at the end of the year, there were more inventories compared to the previous year.

As of December 31, 2022, the company has an increase in inventories of 3.99 million baht due to the company's higher bookings. Therefore, in order to keep up with the needs of customers. The company therefore plans to temporarily increase the purchase of construction materials and equipment. to accelerate the production of the house As a result, at the end of the year, there were more inventories 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 2020, 31st December 2021 and 31st December 2022 the Company has other current assets equal to 0.91 million baht, 1.82 million baht and 1.59 million baht or 0.11 percent, 0.25 percent and 0.22 percent of total assets respectively

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 2020, 31st December 2021 and the 31st December 2022 Company has land items awaiting development equal to 528.90 million baht, 435.14 million baht and 430.26 million baht or 63.72 percent, 59.36 percent and 58.33 percent of total assets, respectively. The details can be summarized as follows:

Lands awaiting development	31 st December 2020		31 st December 2021		31 st December 2023	
	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%	277.56	63.79%	272.68	63.37%
Adjacent to the Grand Canal project	10.40	1.97%	10.40	2.39%	10.40	2.42%
Adjacent to Grand Biz project	145.31	27.47%	145.31	33.39%	145.31	33.77%
Next to the head office	1.88	0.35%	1.88	0.43%	1.88	0.44%
Total land for development	528.90	100.00%	435.14	100.00%	430.26	100%

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.

As of December 31, 2021, the Company has lands awaiting development equal to 435.14 million baht or 59.36% of total assets. This was decreased when compared to at the end of 2020. The reason for the decrease was because the Company transferred lands for preparing for future project development into the cost of real estate development for investment in the amount of 43.22 million baht and transferred them to the land, building and equipment accounts in the amount of 57.07 million baht, therefore causing a decrease in lands awaiting development compared to the end of 2020.

As of December 31, 2022, the Company has lands awaiting development equal to 430.26 million baht or 58.33% of total assets. This was decreased when compared to at the end of 2021. The reason for the decrease was because the Company

transferred lands for preparing for future project development into the cost of real estate development for investment in the amount of 4.88 million baht therefore causing a decrease in lands awaiting development compared to the end of 2020.

Property, plant and equipment

Property, plant and equipment consist of land office buildings, sales offices, furnishings and office supplies, equipment, tools, vehicles, etc. As of 31st December 2020, 31st December 2021 and 31st December, 2022 the Company has items in buildings and equipment equal to 10.72 million baht, 13.02 million baht and 67.31 Million baht or equal to 1.47 percent, 1.57 percent and 24 percent of total assets, respectively, which can be detailed as follows:

Buildings and equipment	31 st December 2020		31 st December 2021		31 st December 2022	
	Million baht	proportion	Million baht	proportion	Million baht	proportion
Lands	-	0.00%	50.98	75.74%	55.86	57.40%
Buildings	6.83	52.46%	8.49	12.62%	7.66	7.87%
Work in progress (head office)	1.28	9.83%	0.00	0.00%	0.00	0.00%
Roads in office area	0.00	0.00%	0.00	0.00%	0.00	0.00%
Vehicles	3.82	29.34%	4.60	6.84%	5.11	5.25%
Office equipment	0.90	6.91%	0.83	1.24%	1.30	1.34%
Tools	0.10	0.77%	0.38	0.56%	0.48	0.50%
Letter signs	0.01	0.08%	0.08	0.13%	0.06	0.06%
Work in progress (billboards)	0.08	0.61%	0.00	0.00%	0.00	0.00%
Work in progress (gas station)	-	0.00%	1.58	2.34%	26.19	26.91%
Work in progress (work control office)	-	0.00%	0.36	0.01	0.65	0.67%
Total buildings and equipment	13.02	100.00%	67.31	100.00%	97.31	100%

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.

As of December 31, 2021, the Company had lands, buildings and equipments equal to 67.31 million baht or 9.18 percent of total assets, an increase from the end of 2020 by 54.29 million baht or 417.07% increase from the main reason of increased land items of 50.98 million baht. This was due to the transfers of the record from land pending development to land list, and an increase in the addition of the head office extension amounting to 1.66 million baht to support the expansion of the business. Also, there was an increase of 0.78 million baht in vehicles for use in the business. There was also a list of work in progress (gas station) and work control office, amounting to 1.94 million baht.

As of 31st December 2022, the Company has property, buildings and equipment equal to 97.31 million baht or 13.19% of total assets, an increase from the end of 2021 in the amount of 30 million baht or equivalent to increased by 44.57%, mainly due to an increase in equipment items, tools and machinery, and vehicles for internal use. There was also an increase in the list of works under construction (gas stations).

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 2022, the Company has right-of- use assets of 2.59 million baht or 0.35% 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 2020, of 31st December 2021 and 31st December 2022 the Company has intangible assets equal to 0.78 million baht, 0.68 million baht 0.57 Million baht or equivalent to 0.09 percent, 0.09 percent and 0.08 percent of total assets, respectively

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 2020, as of 31st December 2021, and 31st December 2022 the Company had deferred tax assets equal to 1.57 million baht ,3.37 million baht and 0.00 million baht or equal to 0.19, 0.46 percent and 0.00 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 and corporate income tax awaiting refund etc. As of 31st December 2020, as of 31st December 2021 and 31st December 2022 the Company has other non-current assets equal to 2.45 million baht, 2.83 million baht and 2.82 Million baht or equivalent to 0.30 percent, 0.39 percent and 0.38 percent of total assets, respectively.

Liability

As 31st December 2020 as of 31st December 2021 and 31st December 2022 the Company had total liabilities of 346.41 million baht, 282.92 million baht and 311.38 Million baht or 41.79 percent, 38.60 percent and 42.21 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 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.

As of December 31, 2021, the Company had total liabilities of 282.92 million baht, compared to the end of 2020 with total liabilities of 346.41 million baht, a decrease of 63.49 million baht or a decrease of 18.33%, mainly due to the reduction from repayment of loans from financial institutions of 46.49 million baht and short-term loans from connected persons of 17 million baht, resulting in a decrease in overall liabilities compared to the end of 2020.

institutions at As of 31st December 2022, the Company has total liabilities of 311.38 million baht, compared to the end of 2021 with total liabilities of 282.92 million baht, an increase of 28.46 million baht or 10.06 % increase with the main cause of the increase from the issuance and offering of debentures in the amount of 120 million baht.

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 2020, 31st December 2021 and 31st December 2022 the Company has overdrafts and short-term loans from financial institutions equal to 189.52 million baht, 149.39 million baht and 9.95 Million baht or 22.86 percent, 20.41 percent and 1.35 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 2019		31 st December 2020		31 st December 2021	
	Million baht	proportion	Million baht	proportion	Million baht	proportion
Overdraft (OD)	50.39	35.89%	29.52	15.58%	29.60	19.76%
Promissory Note (P/N)	90.00	64.11%	160.00	84.42%	120.00	80.21%
Total	140.39	100.00%	189.52	100.00%	149.60	100%

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.

As of December 31, 2021, the Company had overdrafts and short-term loans from financial institutions equal to 149.60 million baht or 20.41 percent of the total liabilities and shareholders' equity, a decrease from the end of 2020 by 39.92. million baht, or a decrease of 21.06%, mainly due to a decrease in repayment of promissory notes with financial institutions of 40 million baht, resulting in a decrease in the overall overdrafts and short-term loans from financial institutions compared to the end of 2020.

As of December 31, 2022, the company has overdraft. And short-term loans from financial institutions equal to 9.95 million baht or 1.35 percent of the total liabilities and shareholders' equity of the company, decreased from the end of 2021 in the amount of 139.65 million baht. 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 2020 as of 31st December 2021 and 31st December 2022 the Company has trade payables and other payables equal to 2.50 million baht, 1.29 million baht and 3.68 Million baht or equal to 0.30 percent, 0.18 percent and 0.50 percent of total liabilities and total shareholders' equity of the Company, respectively. As of 31st December 2022 the Company's trade payables decrease from the same period of the previous year by 2.39 million baht or equivalent to 185.66

percent decrease, due to a decrease in trade payables amount of 1.05 million baht and due to a decrease in other payables amount of 1.34 million baht

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 2020 as 31st December 2021 and 31st December 2022 the Company has short-term loans from connected persons equal to 110.25 million baht, 93.25 million baht and 137 Million baht or representing 13.30 percent, 12.72 percent and 18.57 percent of the liabilities and total shareholders' equity, respectively, with details as follows:

Short-term loans from connected persons	31 st December 2020		31 st December 2021		31 st December 2022	
	Million baht	proportion	Million baht	proportion	Million baht	proportion
Loans from directors	55.25	50.11%	53.25	57.10%	112.00	81.75%
Loans from connected persons	55.00	49.89%	40.00	42.90%	25.00	18.25%
Total	110.25	100.00%	93.25	100%	137.00	100%

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 As of December 31, 2021, the Company has 8 promissory notes with related persons, totaling 40.00 million baht, with an interest rate of 2.50%. However, the Company has a policy to reduce its reliance on borrowings from directors and related persons in the future. The Company has changed the policy of financing the Company's source of funds with companies. In addition, the Company has set up a plan to repay loans from connected persons. 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.

As of 31st December 2021, the Company has short-term loans from connected persons amounting to 93.25 million baht or 12.72% of total liabilities and shareholders' equity, decreasing when compared with the end of 2020 in the amount of 17.00 million baht or a decrease of 15.42% 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.

As of December 31, 2022, the Company had short-term loans from related parties in the amount of 137 million baht or 18.57% of total liabilities and shareholders' equity. An increase compared to the end of 2021 in the amount of 44.00 million baht.

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 2020, 31st December 2021 and 31st December 2022 the Company has loans from financial institutions equal to 20.28 million baht, 22.25 million baht and 22.80 million baht or 2.44 percent, 3.04 percent and 3.09 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 2020		31 st December 2021		31 st December 2022	
	Million baht	proportion	Million baht	proportion	Million baht	proportion
Loan due within one year from financial institutions	8.03	39.60%	13.77	61.90	6.32	27.73%
Long-term loans from financial institutions	12.25	60.40%	8.48	38.10	16.48	72.27%
Total loans from financial institutions	20.28	100.00%	22.25	100.00%	22.80	100%

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.

As 31th December 2021 the company has loans from financial institutions. 22.25 million baht or equal to 3.04 of liabilities and total shareholders' equity of the Company increased from the same period last year in number 1.97 million baht because at the end of the year the company has borrowed more 10 million baht which the company received a credit line under the low interest loan measure (Soft Loan) Bank of Thailand and during the year, the company repaid loans from financial institutions. 28.03 million baht

The Company has loans from financial institutions equal to 22.80 million baht or 3.09 percent of total liabilities and shareholders' equity of the Company, an increase of 0.55 million baht from the same period of the previous year. During the year, the Company had repaid 13.88 million baht, additional borrowings of 14.51 million baht and finance fees of 0.08 million baht.

Advance received

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 December 31, 2019, December 31, 2020 and as of December 31, 2021, the Company had advance receipts equal to 0.60 million baht, 14.20 million baht and 6.04 million baht or equal to 0.08%, 1.71% and 0.82% of the liabilities and the total shareholders' equity of the Company, respectively. The change in advance receipts as of December 31, 2020 decreased from the same period in the previous year by 13.60 million baht or equivalent to a decrease of 2266.67 mainly due to the transfer of ownership of the Grand Biz Project.

As of December 31, 2021, there are advance receipts of 6.04 million baht, which are advance payments of 5 units of The Grand Canal Project with a value of 0.03 million baht and Prukpirom City Hall project of 3 units with a value of 0.01. million baht. In addition, in 2021, the Company entered into an agreement to purchase and sell lands awaiting for expropriation with the Department of Rural Roads, with contract value in the amount of 8 million baht. The Company received compensation in the amount of 6 million baht, so it was recognized as an advance payment and the Company received the remaining compensation when transferring the ownership of the land and demolishing the building from the lands that have been expropriated.

As of 31st December 2022, there was an advance amount of 9.62 million baht, an increase of 3.58 million baht compared to the previous year, mainly due to the advance payment for the transfer of ownership of the house in the Prukpirom (City Hall) Project of 1 unit. So, it is recognized as money received in advance and the Company will recognize it as income when the house ownership is transferred to the customer.

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 2020, 31st December 2021 and 31st December 2022 the Company has other current liabilities equal to 0.55 million baht, 0.73 million baht and 0.79 million baht or 0.07 percent, 0.10 percent and 0.11 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

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.

As of December 31, 2021, there was an increase of 0.40 million baht compared to the same period last year or an increase of 26.51% due to an increase in recognition of construction insurance payables in 2021.

As of 31st December 2022, the Company has financial lease liabilities of 3.77 million baht, an increase of 0.52 million baht from the end of 2021, or an increase of 15.95%, mainly due to additional financial leases in the year. 2022

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 2020		31 st December 2021		31 st December 2022	
	Million baht	proportion	Million baht	proportion	Million baht	proportion
- Parts that due within one year	0.94	22.22%	0.98	29.93%	0.73	19.41%
- Financial lease agreements	3.29	77.78%	2.29	70.07%	3.04	80.59%
Total financial lease agreement	4.23	100.00%	3.26	100.00%	3.78%	100%

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 2020, 31st December 2021 and 31st December 2022 as of the Company has employee benefits liability provision equal to 1.45 million baht, 1.77 million baht and 2.68 million baht or equivalent to 0.20 percent, 0.22 percent and 0.37 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 31st December 2020, 31st December 2021 and as of 31st December 2022 the Company has other non-current liabilities equal to 1.50 million baht, 1.90 million baht and 1.97 million baht or representing 0.18 percent, 0.26 percent and 0.27 percent of the Company's liabilities and total shareholders' equity, However, the change as of 31st December 2022 increased compared to the same period of the previous year in the amount of 0.07 million baht, or an increase of 3.85 % due to the recognition of construction insurance payables increased in 2022.

Shareholders' Equity

Shareholders' equity as of 31st December 2020, 31st December 2021 and as of 31st December 2022 equal to 482.57 million baht, 450.08 million baht and 462.77 million baht or 58.21 percent, 61.40 percent and 62.67 percent of the Company's liabilities and total shareholders' equity, respectively.

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.

As of December 31, 2021, the Company's debt to equity ratio was 0.63 times, a decrease of 0.09 times when compared to the end of 2020 due to a decrease more liabilities of 63.49 million baht while shareholders' equity decreased in amount of 33.49 million baht, resulting in a decrease in the debt to equity ratio compared to the end of the year 2020.

As of December 31, 2022, the Company's debt to equity ratio was 0.73 times, a decrease of 0.1 times when compared to the end of 2021 due to a decrease in total liabilities of 28.46 million baht while shareholders' equity decreased in amount of 23.81 million baht, resulting in a decrease in the debt to equity ratio compared to the end of the year 2021.

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.

On April 26, 2021, at the general meeting of shareholders, it was resolved to approve the dividend payment at the rate of 0.03 baht per share, totaling 25.20 million baht, and on May 5, 2021, the Company paid dividends to the shareholders at the rate of 0.03 baht per share, totaling 25.20 million baht.

On January 1, 2022, - On December 2022 at the general meeting of shareholders, it was resolved to approve the dividend payment at the rate of 0.03 baht per share.

Liquidity analysis

Cash flow statement	Year 2020	Year 2021	Year 2022
Cash flows from operating activities (spent)	40.30	(6.08)	(4.76)
Cash flows from investing activities (used in)	(3.47)	(6.06)	(26.64)
Cash flows from financing activities (spent)	65.64	(85.05)	12.48
Increased (decreased) net cash flow	102.48	(97.19)	(18.92)

Cash flows from operating activities

The Company has cash flows from operating activities (spent) for the year 2020, 2021 and 2022 equal to 40.30 million baht, (6.08) million baht and as of (4.76) million baht respectively.

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.

For the year 2021, the Company's cash flow from operating activities was 6.08 million baht. The Company had a loss before income tax of 8.51 million baht. The main cash inflow was from the sale and transfer of ownership of the Grand Residence project, Grand Biz project, The Grand Canal Project and the Prukpirom City Hall Project. In terms of cash, it was used in its main operating activities which were repayment of trade accounts payable and an increase in other current assets.

For the year 2022, the company's cash flow from operating activities was (4.76) million baht. The company had a loss before income tax in the amount of (20.44) million baht, with cash inflows mainly from the sale and transfer of ownership of the Grand Canal project, Grand Biz and Prukpirom City Hall Project. In terms of cash flow, the main expenses were on operating activities to support the expansion of the business group

Cash flows from investing activities

The Company has cash flows from investing activities (spent) for the year 2020, 2021 and 2022 equal to (3.47) million baht, (6.06) million baht and as of (26.64) million baht respectively.

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.

For the year 2021, the Company has spent cash flow in investing activities equal to 6.06 million baht. The main investment is on renovation of the head office and sales office for the new project.

For the year 2022, the Company has spent cash flow in investing activities equal to 26.64 million baht. The main investment is on renovation for the new project.

Cash flows from financing activities

The Company had cash flows from financing activities (spent) for the year 2020, 2021 and 2022 equal to (65.64) million baht, (85.05) million baht and as of 12.48 million baht respectively.

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.

For the year 2021, the Company had cash flows used in financing activities of 85.05 million baht, consisting of cash flows used for repaying short-term loans from financial institutions amounting to 39.92 million baht, repaying short-term loans from related parties of 17 million baht (net), repayment of long-term loans from financial institutions in the amount of 7.78 million baht, paying off liabilities under a finance lease of 1.17 million baht, paying financial costs of 3.99 million baht, and paying dividends to shareholders of 25.20 million baht. For cash inflows, there were loans from the Soft Loan measure from financial institutions in the amount of 10 million baht.

For the year 2022, the Company had cash flow used in financing activities of 12.48 million baht, which was used to repay short-term loans from financial institutions in the amount of 139.65 million baht, net repayment of short-term loans from related parties in the amount of 73.25 million baht, to repay long-term loans from financial institutions in the amount of 13.88 million baht, to pay for liabilities under finance leases in the amount of 1.38 million baht, to pay finance fees in the amount of 0.08 million baht and to pay finance costs in the amount of 7.38 million baht. For cash received, cash flow received from long-term loans from

financial institutions was in the amount of 14.51 million baht, short-term borrowings from related parties in the amount of 117 million baht, and debentures in the amount of 120 million baht.

Financial ratios

Financial ratios		Financial statements (audited)		
		Year 2020	Year 2021	Year 2022
Liquidity Ratios				
Liquidity ratio	times	0.86	0.67	0.95
Current ratio	times	0.41	0.14	0.11
Cash flow liquidity ratio	times	0.12	-0.02	-0.02
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	0.29	0.29	0.16
Average product sales period	day	1231	1243	2194
Trade payable turnover ratio	times	17.74	21.26	8.84
Payment period of trade payable debts	day	20	17	41
Cash Cycle	day	1211	1226	2153
Profitability Ratios				
Gross margin	%	53.63%	33.74%	31.65%
Operating profit margin	%	25.32%	-7.52%	-37.90%
Other margin	%	0.63%	2.05%	3.78%
Cash-to-profit rate	%	172.78%	133.07%	39.12%
Net profit margin	%	16.11%	-11.01%	-71.47%
Return on Equity	%	3.58%	-1.46%	-5.43%
Efficiency Ratios				
Return on assets	%	1.91%	-0.87%	-3.24%
Return on fixed assets	%	3.01%	-0.88%	-3.76%
Asset turnover	times	0.12	0.08	0.05
Financial Policy Ratios				
Debt to equity ratio	times	0.72	0.63	0.73
Interest coverage ratio	times	7.00	-1.54	-0.58
Obligatory coverage ratio (Cash basis)	times	-0.19	-0.12	-1.79
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 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.

As of December 31, 2021, the Company's liquidity ratio has decreased. This was mainly due to the decrease in current assets. This was because real estate development costs decreased and current liabilities decreased because during the year, the Company gradually repaid short-term loans from related parties and repaid long-term loans from financial institutions.

The Company's liquidity ratio has increased. The main reason was an increase in current assets. And current liabilities decreased because during the year, the Company gradually repaid short-term loans from related parties and repaid long-term loans from financial institutions.

Quick ratio

As of 31st December 2020, 31st December 2021 and as of 31st December 2022 the Company has a quick ratio of 0.41 times, 0.14 times and 0.11 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 2020, 31st December 2021 and as of December 31, 2022, the Company's inventory turnover ratio is 0.29 times, 0.29 times and 0.16 times respectively, and the average sales period is 1,231 days, 1,243 days and 2,194 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 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.

As of December 31, 2021, the inventory turnover ratio was 0.29 times and the average sales period was 1,243 days. The inventory turnover ratio increased from the end of the previous year. Because the company has started to develop the Prukpirom City Hall project and has launched a new project. As a result, real estate development costs were recorded. In addition, during the year 2020, the Company recognized revenue from project sales higher than the year 2021 mainly from the transfer of the Prukpirom City Hall project.

The inventory turnover ratio was 0.16 times and the average inventory period was 2,194 days. The inventory turnover ratio increased from the end of the previous year since the Company has started developing the Prukpirom Project, City Hall and The Grand Biz Project, and started a new project in the business group. As a result, the real estate development cost was recorded higher. In addition, during the year 2021, the company recognized the revenue from project sales higher than the year 2022 mainly from the transfer of the Prukpirom City Hall project.

Trade payable turnover ratio and average payable period

As of 31st December 2020, 31st December 2021 and as of 31st December 2022 the Company has trade payable turnover ratio of 17.74 times, 21.26 times and 8.84 times respectively, and the average trade payable debt repayment period is 20 days, 17 days and 41 days. respectively.

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.

As of 31st December 2021, there is an increase in trade payable turnover ratio by 3.52 times. This is because the Company recognizes 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.

Cash Cycle

As of 31st December 2020, 31st December 2021 and as of 31st December 2022 the Company has a cash cycle of 1,211 days, 1,211 days and 2,153 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, cannot 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.

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.

As of 31st December 2022, the Company has a cash cycle of 2,153 days, an increase from the end of the previous year. This was because the Company has accelerated the development of Prukpirom Project, City Hall, Grand Biz Project, Canal Project and has launched new project which is under construction, together with the year 2021, the Company recognizes revenue from project sales higher than the year 2022, resulting in an increase in the average product sales period. While the average trade payables payment period was close to the end of the previous year. As a result, the overall picture of the cash cycle increased from the end of the previous year..

Interest coverage ratio and debt service coverage ratio

For the year 2020, 2021 and 2022 the Company has an interest coverage ratio of 7.00 times, -1.54 times and -0.58 times, respectively, and the debt service coverage ratio is -0.19 times, -0.12 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 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.

For the year 2021, the interest coverage ratio is -1.54 times, a decrease compared to the year 2020 due to the Company's operating loss. Consequently, the overall interest coverage rate of the Company decreased when compared to the year 2020. The coverage rate was -0.12 times, decreased when compared to the previous year. The Company paid off loans from financial institutions and paid dividends. As a result, the said ratio decreased compared to the previous year.

For the year 2022, the interest coverage ratio was - 0.58 times, an increase compared to the year 2021 , as a result of the Company having cash from operations and increasing financial costs. As for the ability to pay obligations, it was - 1.79 times, a decrease compared to the previous year because the Company received money from debentures and increased interest. As a result, the said ratio decreased compared to the previous year.

Debt to equity ratio

As of 31st December 2020 31st December 2021 and as of 31st December 2022 the Company has a debt to equity ratio of 0.72 times, 0.63 times and 0.73 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 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.

As of December 31, 2021, the Company's debt to equity ratio was 0.63 times, a decrease compared to the end of the previous year. This was because overall liabilities decreased by 63.49 million baht, mainly due to a decrease in repayment of short-term loans from financial institutions and repayment of principal from related parties. Meanwhile, the shareholders' equity decreases from the dividend payment to the shareholders. As a result, the debt-to-equity ratio decreased when compared to the previous year.

As of 31st December 2022, the Company's debt to equity ratio was 0.73 times, an increase compared to the end of the previous year. This was due to an increase in overall liabilities of 28.46 million baht, with the main reason being the increase in cash from debenture, while the shareholders' equity decreased from the company's performance. As a result, the debt to equity ratio increased 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	D Group Holding Company Limited D Energy and retail Company Limited
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 One Report) on www.sec.or.th or on the Company's website:

www.dhousepattana.com"

Auditor	Siam Truth Audit Company Limited 338 Preecha Complex A Building, 8th Floor, Ratchadaphisek Road Samsenok Subdistrict, Huai Khwang District, Bangkok 10310 Phone: 02-275-9599
Internal control system auditor	Honor Audit and Advisory Company Limited 518/5 Maneeya Center Building, 8th Floor Ploenchit Road, Lumpini Subdistrict, Pathumwan District, Bangkok 10330 Phone: 02-684-1299 Fax: 02652-0791
Legal Advisor	Vudthisan Co., Ltd 1783/82 Ladprao 35/1 Ladprao Road, Samsenok Subdistrict, Huai Khwang District Bangkok 10310 Phone: 081-618-2458
Financial Advisor	Asset Pro Management Company Limited The Offices at Central World, 10 th Floor, Room 1011-1012, Rama 1 Road, Pathumwan, Pathumwan, Bangkok 10330 Phone: 02 264 5678 Fax: 02 264 5679
Securities Registrar for Common Shares	Thailand Securities Depository Company Limited The Stock Exchange of Thailand Building 93 Ratchadaphisek Road, Dindaeng Subdistrict, Dindaeng District, Bangkok 10400 Phone: 02 009 9999 Fax: 02 009 9991

5.2 Other Important Information

- None -

5.3 Legal Disputes

As of December 31, 2022, 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, 2025 the Company has no securities in the stock exchange of other countries.

Good Governance

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:

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

- Determination of objectives and business goals
- Creation of a corporate culture that adheres to ethics, including behaving as models
- Supervision of proper structure and implementation of the Board for the achievement of objectives and the Company's goals to conduct business efficiently
- 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:

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

Matters that the Directors should not act on:

- 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
- 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

- Objectives of the establishment of the Company
- Response to target customers

- Profitability or competitiveness by creating value for companies and customers
- 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

- Environment and changes in various factors, including the proper use of innovation and technology
- The needs of customers and stakeholders
- 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

- 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
- 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.

- 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:

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

- 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:

- To supervise, monitor and ensure that performance of the Board is efficient and achieves company objectives and goals.
- To supervise to ensure that all directors take part in fostering an ethical corporate culture and good corporate governance.
- 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.
- 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.
- 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

- Board composition consisting of more than half of the independent directors
- 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-committee.

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-committee.

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

- 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.
- 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
- Ensure sufficiently appropriate and concise internal control system of the subsidiary and that all its transactions is legal and in accordance with related regulations
- 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 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:

- 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).
- 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
- 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:

- 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.
- 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.
- 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:

- The business has complied with laws, regulations, and standards related to the use of information technology
- 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.
- 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.
- 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:
 - pinion on accuracy, completeness and reliability of the Company's financial reports;
 - pinions on the adequacy of the Company's internal control system;
 - pinions 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;
 - pinion on the suitability of the auditor;
 - pinion on the connected transaction or items that may have conflicts of interest;
 - Number of Audit Committee meetings and the attendance of each member in audit committee in the meetings;
 - Comments or overall remarks received by the Audit Committee from the performance of duties under the charter;
 - 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:

- Company vision and values
- Nature of business operation of the Company

- List of the Board of Directors and Executives
- Financial statements and reports on financial status and operating results for both the current and the previous year
- Form 56-1 and annual report that can be downloaded
- Any other information or documents presented by the Company to analysts, fund managers, or various media
- Direct and indirect shareholding structures
- Company group structure Including subsidiaries, associates, joint ventures and special purpose enterprises / vehicles (SPEs / SPVs)
- Direct and indirect major shareholders holding shares of 5 percent of the total issued shares and having voting rights.
- Direct and indirect shareholding of directors, major shareholders, and senior executives
- Invitations to Ordinary and Extraordinary Shareholders' Meetings
- Company regulations and memorandum
- Company supervision policy, anti-corruption policy, policy on information technology supervision and management, risk management policy, including methods for managing various risks
- 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
- Code of conduct for employees and directors
- 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
 - a. 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.
 - b. 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
 - c. 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.
 - d. 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

- The Company should conduct business properly, abiding by and complying with the law.
- The Company should conduct its business by not infringing on the intellectual property or copyright of others.
- The Company should operate a business that is not contrary to the custom or tradition or not causing damage to the society.
- The Company is responsible for the society and the community, including supporting activities that take part in social creation and environmental promotion.
- The Company should conduct business and compete in the market with fairness.
- The Company should protect the interests of all stakeholders with fairness.
- The Company must disclose information sufficiently, timely, correctly and transparently on a regular basis.
- 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.

- **Perform duties professionally**
 - a. All directors must be aware of the roles and responsibilities of the Board.
 - b. 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
 - c. Directors should define corporate objectives and goals based on sustainability
 - d. Directors should cooperate in performing their duties by utilizing their own knowledge and capability fully and effectively.
 - e. Directors should protect the interests of the shareholders and treat stakeholders with fairness.
- **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.

- **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.

- 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.
- Executives should manage the work with honesty, by considering the interests of the Company rather than their personal interests.
- 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.
- Executives must demonstrate adherence to ethics and code of conduct, by behaving as role models for employees.
- Executives do not use their positions or duties for unjustifiable personal gain.
- Executives should treat employees politely, rule subordinates with fairness, and do not use power in a wrong way.
- 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:

- **Things to behave towards oneself:**
 - a. Employees must strictly abide by laws, rules, regulations, policies and procedures within the framework of good morality and tradition, and ignore bad behaviors.
 - b. Employees should perform their duties with honesty, diligence, and determination, and improve work efficiency even further for the benefit of employees and the Company.
 - c. Employees must perform their duties with knowledge and abilities to the fullest extent.

- d. 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.
- **Code of conduct to treat colleagues**
 - a. 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.
 - b. 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.
 - c. 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.
- **Code of conduct to the Company**
 - a. Employees should have faith, confidence, loyalty to, and maintain the reputation of the company.
 - b. Employees should report matters affecting the operations or the reputation of the Company to the supervisor without delay.
 - c. 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.
 - d. Employees will not use the Company's assets and information for personal gain.
- **Points to avoid in the conduct that are contrary to the interests of the company**
 - a. Employees should not use their positions or duties for personal gain.
 - b. Employees do not use the Company's assets and information, and customer information for personal benefit.
 - c. Employees should not engage in direct and indirect actions in businesses that compete with the Company or have conflict of interests with the Company.
 - d. 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.
 - e. 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
- **Behaviors towards customers**
 - a. 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.
 - b. 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.

- **Code of conduct towards business partners and third parties**

- a. Employees should treat business partners or third parties with dignity, honesty, and equality.
- b. 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.
- c. Employees should not call for or receive dishonest property or benefits with partners or third parties.

5. Codes of conduct regarding environmental conditions.

- Have a sense of environmental responsibility such as saving natural resources and energy and choosing a work model that is 5.1 environmentally friendly.
- Use natural resources as efficiently as possible.
- Bring back used items that can be reused to be used with the most benefits.
- Conserve and improve buildings, premises, tools, machines and the environment to make them better, be in a neat condition, and hygienic.
- 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).

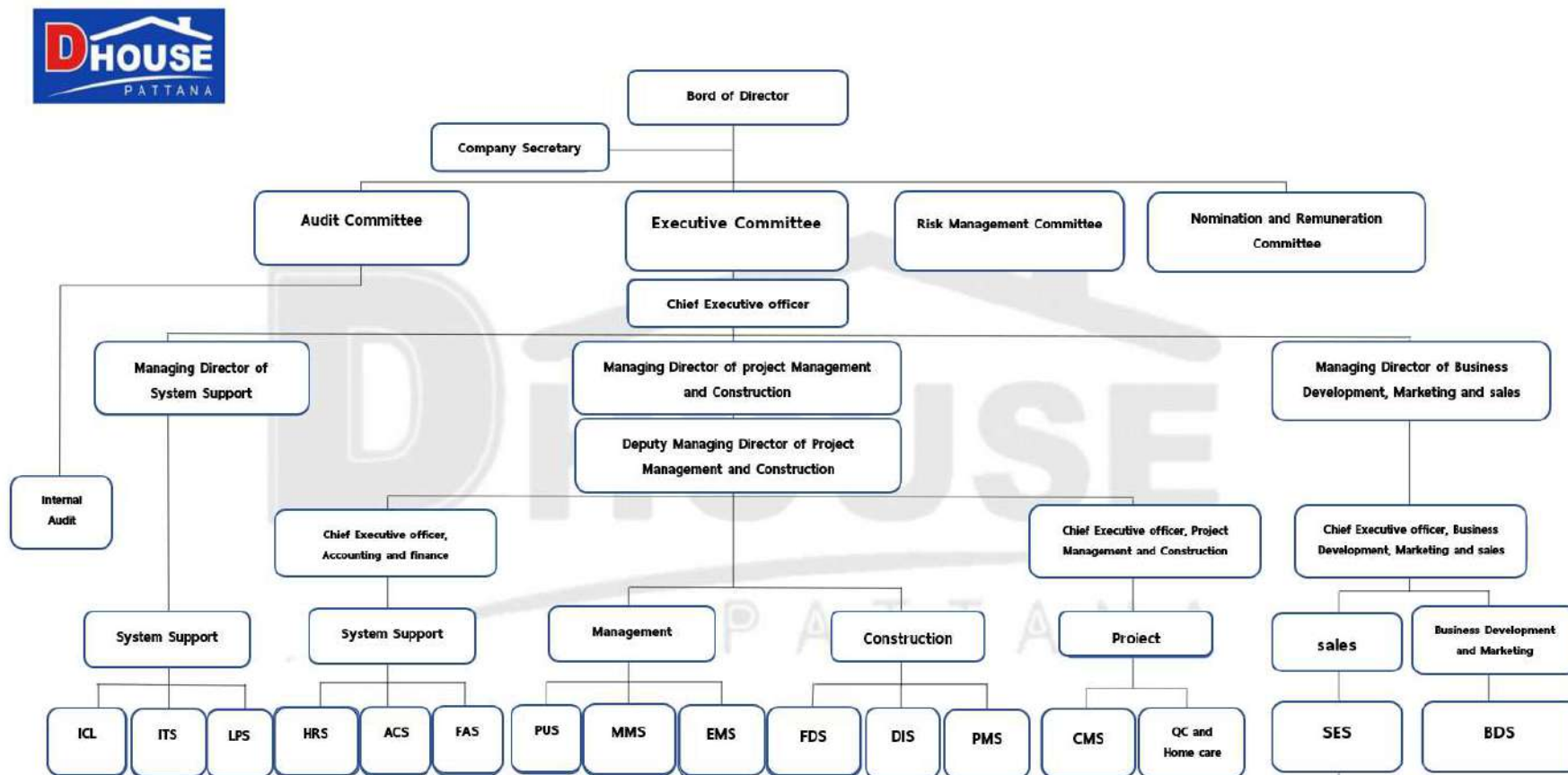
8. Review

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 2022

The Company has established a good corporate governance manual. This was approved by the Board of Directors Meeting No. 3/2022 on August 13, 2022, referring to the principles of good corporate governance for listed companies in 2022 (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.

Corporate Governance Structure and Important Information of the Board of Directors, Sub-committees, Executive 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 outsourced company audit the internal control system annually. This company reports directly to the Audit Committee.

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

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, 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 shareholder's 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 2020, 2021 and 2022 are as follows:

List of Board of Directors		Number of meetings attended / total meetings after taking office		
		Year 2020	Year 2021	Year 2022
1. Asst. Prof. Dr. Teeraphan	Ungphakorn	7/7	5/5	6/6
2. Mr. Chaiyut	Lerdrungporn	7/7	5/5	6/6
3. Mrs. Pranee	Lerdrungporn	7/7	5/5	6/6
4. Mr. Pongpot	Lerdrungporn	7/7	5/5	6/6
5. Dr. Pongnarin	Lerdrungporn	7/7	5/5	6/6
6. Mr. Att	Lerdrungporn	7/7	5/5	6/6
7. Mr. Chaichan	Kaewwisit	7/7	5/5	5/6
8. Mr. Channarong	Kaewwisit	7/7	5/5	5/6
9. Dr. Ong-art	Chanprasitchai	7/7	5/5	6/6
10. Mr. Apishar	Nithiantporn	7/7	5/5	6/6
11. Assoc. Prof. Dr. Utis	Bhongchirawantana	7/7	5/5	6/6

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 2022 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 Nithiantporn	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:
 - Opinion on accuracy, completeness and reliability of the financial reports of the Company
 - Opinion on the adequacy of the Company's internal control system

- 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
- Opinion on the suitability of the auditor
- Opinion on connected transactions or transactions that may lead to conflicts of interest
- Number of Audit Committee meetings and attendance of each audit committee's meeting
- Opinions or overall observations received by the Audit Committee from the performance of their duties under the charter
- 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 2020, 2021 and 2022 are as follows:

List of the Audit Committee	Number of meetings attended / total meetings after taking office		
	Year 2020	Year 2021	Year 2022
1 Dr. Ong-art Chanprasitchai	4/4	5/5	4/4
2 Asst. Prof. Dr. Teeraphan Ungphakorn	4/4	5/5	4/4
3 Mr. Apishar Nithianantporn	4/4	5/5	4/4

7.3.2 Risk Management Committee

The Risk Management Committee as of 31st December 2022 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 2020, 2021 and 2022 are as follows:

List of Risk Management Committee	Number of meetings attended / total meetings after taking office		
	Year 2020	Year 2021	Year 2022
1. Assoc. Prof. Dr. Utis Bhongchirawantana	2/2	2/2	2/2
2. Mr. Pongpot Lerdrungporn	2/2	2/2	2/2
3. Mr. Att Lerdrungporn	2/2	2/5	2/5

7.3.3 Nomination and Remuneration Committee

The Nomination and Remuneration Committee as of 31st December 2022 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 2020 , 2021 and 2022 are as follows:

List of the Nomination and Remuneration Committee	Number of meetings attended / total meetings after taking office		
	Year 2020	Year 2021	Year 2022
1. Mr. Apishar Nithianantporn	2/2	1/1	1/1
2. Asst. Prof. Dr. Utis Bhongchirawantana	1/1	1/1	1/1
3. Mr. Pongpot Lerdrungporn	2/2	1/1	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 affective date from 30th January 2020.

7.3.4 Executive Committee

The Executive Committee as of 31st December 2021 consists of 7 members as follows:

order	Name list	position
1	Mr. Chaiyut Lerdrungporn ^{/1}	Chief Executive Officer
2	Mrs. Pranee Lerdrungporn ^{/1}	Executive Vice President
3	Mr. Pongpot Lerdrungporn ^{/1}	Executive Director

order	Name list	position
4	Mr. Att Lerdrungporn / ¹ .	Executive Director
5	Dr. Pongnarin Lerdrungporn / ¹ .	Executive Director
6	Ms. Wanna Sriboonrung	Executive Director

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.

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 2020, 2021 and 2022 are as follows:

List of Executive Committee		Number of meetings attended / total meetings after taking office		
		Year 2020	Year 2021	Year 2022
1. Mr. Chaiyut	Lerdrungporn	11/11	12/12	12/12
2. Mrs. Pranee	Lerdrungporn	11/11	6/12	12/12
3. Mr. Pongpot	Lerdrungporn	11/11	12/12	12/12
4. Mr. Att	Lerdrungporn	11/11	12/12	12/12
5. Dr. Pongnarin	Lerdrungporn	11/11	12/12	12/12
6. Mr. Chanvit	Kaewwisit	11/11	-	-
7. Mr. Chaichan	Kaewwisit	11/11	-	-

Note: Mr. Chanvit Kaewwisit, Mr. Chaichan Kaewwisit resigned from the position of Director of executive Committee effective on 10th January 2020.

Mr. Thanaphon Mr. Thanaphon resigned from the position of Director of executive Committee effective on 25th December 2020 and Miss Piathip Miss Piathip. committee effective on 25th February 2021

7.4 Executives' information

As of 31st December 2022, the Company has 5 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	Miss Wanna	Sriboonrueang	Accountant
5	Mr. Songphon	Heebkaew	Accountant

Chief Executive Officer

At the Board of Directors Meeting No. 1/2022 on 26th February 2022, 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.

7.4.1 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 2022 Annual General Meeting of Shareholders held on April 26, 2022 resolved to determine the remuneration of the Company's directors for the year 2022 by determining the meeting allowance. (baht/person/time) with details as follows:

Meeting allowance	Chairman (baht per person)	Director (baht per person)
Board of Directors	10,000	8,000
Audit Committee	8,000	6,000
Risk Management Committee	7,000	5,000
Nomination and Remuneration Committee	7,000	5,000
Executive Committee	8,000	6,000

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 2022 must be no more than 1,200,000 baht (one million two hundred thousand baht).

Directors' remuneration for the year 2020, 2021 and 2022 are as follows:

List of Board of Directors		Directors' remuneration (baht)		
		Year 2020	Year 2021	Year 2022
1. Asst. Prof. Dr. Teeraphan.	Ungpakorn	36,000	76,000	60,000
2. Mr. Chaiyut	Lerdrungporn	28,000	130,000	48,000
3. Mrs. Pranee	Lerdrungporn	28,000	58,000	40,000

List of Board of Directors		Directors' remuneration (baht)		
		Year 2020	Year 2021	Year 2022
4. Mr. Pongpot	Lerdrungporn	-	-	-
5. Dr. Pongnarin	Lerdrungporn	-	-	-
6. Mr. Att	Lerdrungporn	-	-	-
7. Mr. Chaichan	Kaewwisit	28,000	38,000	40,000
8. Mr. Channarong	Kaewwisit	28,000	38,000	40,000
9. Dr. Ong-art	Chanprasitchai	28,000	76,000	48,000
10. Mr. Apishar	Nithianantporn	28,000	71,000	48,000
11. Assoc. Prof. Dr. Utis	Bhongchirawantana	28,000	55,000	48,000

Remuneration of the Audit Committee in 2020, 2021 and 2022 are follows:

List of the Audit Committee		Audit Committee's Remuneration (Baht)		
		Year 2020	Year 2021	Year 2022
1. Dr. Ong-art Chanprasitchai		7,000	38,000	32,000
2. Asst. Prof. Dr. Teeraphan Ungpakorn		5,000	28,000	24,000
3. Mr. Apishar Nithianantporn		5,000	28,000	24,000

Remuneration of the Risk Management Committee in 2020, 2021 and 2022 are detailed as follows:

List of the Risk Management Committee		Remuneration of the Risk Management Committee (Baht)		
		Year 2020	Year 2021	Year 2022
2. Asst. Prof. Dr. Utis Bhongchirawantana		5,000	14,000	14,000
3. Mr. Pongpot Lerdrungporn		-	-	-
4. Mr. Att Lerdrungporn		-	-	-

Remuneration of Executive Directors in 2020, 2021 and 2022 are as follows:

List of Executive Directors		Remuneration of Executive Directors (Baht)		
		Year 2020	Year 2021	Year 2022
1. Mr. Chaiyut	Lerdrungporn	28,000	92,000	96,000
2. Mrs. Pranee	Lerdrungporn	20,000	35,000	72,000
3. Mr. Pongpoj	Lerdrungporn	-	-	-
4. Mr. Att	Lerdrungporn	-	-	-
5. Dr. Pongnarin	Lerdrungporn	-	-	-
6. Ms. Wanna	Sriboonrung	-	-	-

Remark : Mr. Thanin Chiacharoen has moved to the position of construction control manager. ** Starting in June 2022 onwards

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 2020		Year 2021		Year 2022	
	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	6	4.72	5	4.82	5	4.45

Note: Total remuneration of the executives is in form of salary, provident fund contributions, employee benefits upon retirement and social security fund contributions

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 2020, 2021 and 2022 the Company has (excluding executives) 45 personnel, 69 personnel, and 65 personals respectively, which can be divided by job description as follows:

Department	31 st December 2020	31 st December 2021	31 st December 2022
	Number of employees (people)	Number of employees (people)	Number of employees (people)
System Support	1	12	11
Accounting and Finance	8	11	9
Management	8	8	8
Project Support	4	6	5
Project Construction	14	20	20
Sales	6	8	7
Business Development and Marketing	1	1	1
Internal Audit	3	3	3
Total employees	45	69	65

Total compensation of employees of the Company (excluding management) in 2019, 2020 and 2021, amounted to 4.84 million baht, 5.46 million baht and 7.98 million baht, respectively, as compensation in the form of salary, bonuses, commissions, Social Security Fund Contributions, Provident funds 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:

- Be an employee who is recruited as full-time employees with a service life of 1 year or more.
- Show his/her intention to become a member of the fund
- 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

- 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%
- 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

- Establishment of the Fund Committee
 - The employer shall appoint a representative from the employer department at least 1 person to be a fund director.
 - The employee shall elect a representative of the employee department at least 1 person to be a fund director.
 - 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

- b. Be a member under this regulation
- c. Haber 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. Power and duties of the Fund Committee

- 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.
- Holding and vacationing of office of the Fund Committee
 - The Fund Committee members are in position until resignation.
 - 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 organized 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.
- 4.) The Human Resources Department must control the budget for development within the specified budget plan.
- 5.) 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.
- 6.) The Human Resources Department is responsible for evaluating and monitoring the results of the courses organized.
- 7.) 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 Wanna Sriboonrueang - Accountant (Previous Name – Family Name) - None – Date of Appointment: - 14 th January 2022	40	<u>Bachelor's Degree</u> Bachelor of Accounting, Ramkhamhaeng University	None	None	2022-Present	Director of Accounting and Finance DHOUSE PATTANA Public Company Limited	Development of Residential Property for Sale
						25017 - 2021	Chief Accountant, DHOUSE PATTANA Public Company Limited	Development of Residential Property for Sale
						2549 – 2560	Chief Accountant, V.THANAVIT GROUP COMPANY LIMITED	Accounting Service

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. Songphon Heepkaew - accountant (Previous Name – Family Name) -None – Date of Appointment: 14th January 2022	38	<u>Bachelor's degree</u> Faculty of Business Administration, Accounting, Rajabhat Maha Sarakham University	None	None	2022-Present	Accountant, DHOUSE PATTANA Public Company Limited	Development of Residential Property for Sale
3.	Miss Kamolchanok Chantrakul - Company secretary (Previous Name – Family Name) None - Date of Appointment: 1st November 2018	28	<u>Bachelor's Degree</u> Bachelor of Public Administration, Khon Kaen University <u>Certificate(s)</u> Company Secretary Program (CSP) Class 112/2020, Thai Institute of Directors	Niece of Mr. Chaiyut Lerdrungporn and Mrs. Pranee Lerdrungporn	None	2564 - Present	Company secretary, DHOUSE PATTANA Public Company Limited	Development of Residential Property for Sale

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	42	- 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
			<p>Technology Bophitphimuk Chakkrawat Campus</p> <p>- Bachelor's degree Bachelor of Arts, Department of Mass Communication, Ramkhamhaeng University</p> <p>- Certified Public Accountant of Thailand</p> <p>- Certificate in Internal Audit, Class 7 from the Federation of Accounting Professions</p> <p>- Certificate from the Federation of Accounting Professions for course "Preparation for Audit Office Visit for Quality Assurance under ISQC1 standard, Class 3"</p>					

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" 					

7.6.2 List of Chief Investor Relations

Mr. Att Lerdrungporn

E-mail Address: att@thouse.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 2020 - 2022 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 2022, to Siam Truth Audit Company Limited, totaling 2,000,000 baht. The aforementioned compensation consisted of: quarterly audit fees and annual audit fee, with details as follows:

Auditor's remuneration	Year 2020	Year 2021	Year 2022
Remuneration (baht)	1,550,000	2,000,000	2,000,000

Note: Auditor's remuneration for 2019 includes audit expenses of pro-forma consolidated financial statements audit for the year 2017.

Non-audit fee

- none -

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 11 persons as follows:

1. Asst. Prof. Dr. Teeraphan	Ungphakorn	Chairman of the Board – Independent Director
2. Mr. Chaiyut	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 2022, 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 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.

7. 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 discloses 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.

8. 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 2022, 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 contract 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 organization'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 2022, the Board of Directors has held 5 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 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:

The assessment results will be calculated as a percentage of the full score from the following scoring criteria:

- Scores of 95.01% or more = Excellent, meaning excellent performance.
- Score 90.01 -95.00% = Good, meaning that the performance exceeded the specified standards and is occasionally excellent
- Score 85.01-90.00% = Medium, means that the performance is below the specified standard
- Below 85.00% = Need improvement, means that the performance is below the specified standard

Summary of the Board of Directors' Assessment Score

List	Annual Assessment Results 2021		Annual Assessment Results 2022		Note
	Score	Score (percentage)	Score	Score (percentage)	
Evaluator 1	189	79%	227	95%	
Evaluator 2	208	87%	169	70%	
Evaluator 3	237	99%	237	99%	
Evaluator 4	232	97%	240	100%	
Evaluator 5	237	99%	238	99%	
Evaluator 6	224	93%	233	97%	
Evaluator 7	217	90%	240	100%	

Evaluator 8	226	94%	212	88%	
Evaluator 9	215	90%	234	98%	
Evaluator 10	214	89%	239	100%	
Evaluator 11	240	100%	207	86%	
Assessment results		96.2%		94%	

According to the results of the Board of Directors' self-assessment for the year 2022, the score was 94%, which is considered to be an excellent operation in that regard.

Summary of the Audit Committee's Assessment Score

List	Annual Assessment Results 2021		Annual Assessment Results 2022		Note
	Score	Score (percentage)	Score	Score (percentage)	
Evaluator 1	80	100	80	100%	
Evaluator 2	79	98.7%	79	99%	
Evaluator 3	78	97.5%	80	100%	
Assessment results		98.7%		99%	

According to the results of the self-assessment of the Audit Committee in 2022, the score was 99%, which is considered to be an excellent operation in that regard.

Summary of Risk Management Committee's Assessment Score

List	Annual Assessment Results 2021		Annual Assessment Results 2022		Note
	Score	Score (percentage)	Score	Score (percentage)	
Evaluator 1	76	100%	71	92%	
Evaluator 2	74	97.3%	72	97%	
Evaluator 3	64	85.5%	66	84%	
Assessment results		94.2%		97%	

*From the results of self-assessment of the Risk Management Committee for the year 2022, the score was 97%, which is considered an excellent operation in that regard.

Summary of the Scores of the Nomination and Remuneration Committee's Assessment

List	Annual Assessment Results 2564		Annual Assessment Results 2563		Note
	Score	Score (percentage)	Score	Score (percentage)	
Evaluator 1	64	92%	76	100%	
Evaluator 2	59	97%	71	93%	
Evaluator 3	64	84%	66	87%	
Assessment results		91%		93%	

*According to the self-assessment results of the Nomination and Remuneration Committee for the year 2022, the score was 93%, which is considered an excellent operation in that regard.

Summary of the Assessment Score of the Executive Committee

List	Annual Assessment Results 2564		Annual Assessment Results 2563		Note
	Score	Score (percentage)	Score	Score (percentage)	
Evaluator 1	70	97%	70	97%	
Evaluator 2	66	91.6%	72	100%	
Evaluator 3	68	94%	69	96%	
Evaluator 4	72	100	61	85%	
Evaluator 5	72	100	59	82%	
Evaluator 6	70	97	54	75%	
Assessment results		96.6%		89%	

*From the results of self-assessment of the Executive Committee for the year 2022, the score was 89%, which is considered that there has been some action in that regard.

Summarize the results of the CEO performance appraisal form

List	Score	Score (percentage)	Note
Evaluator 1	228	100%	
Evaluator 2	214	94%	
Evaluator 3	228	100%	
Evaluator 4	228	100%	
Evaluator 5	167	73%	
Evaluator 6	227	100%	
Evaluator 7	223	98%	
Evaluator 8	215	94%	
Evaluator 9	215	94%	
Evaluator 10	213	93%	
Assessment results		95%	

*According to the performance evaluation of Mr. Pongpot Lerdrungporn, Chief Executive Officer (CEO), the performance of the year 2022 is at an excellent level.

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 2022, 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, expertise 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 2022 are as follows:

List of Board of Directors		Number of meetings attended / total meetings after taking office
		Year 2022
1 Asst. Prof. Dr. Teeraphan	Ungphakorn	6/6
2. Mr. Chaiyut	Lerdrungporn	6/6
3. Mrs. Pranee	Lerdrungporn	6/6
4. Mr. Pongpot	Lerdrungporn	6/6
5. Dr. Pongnarin	Lerdrungporn	6/6
6. Mr. Att	Lerdrungporn	6/6
7. Mr. Chaichan	Kaewwisit	5/6
8. Mr. Channarong	Kaewwisit	5/6
9. Dr. Ong-art	Chanprasitchai	6/6
10. Mr. Apishar	Nithianantporn	6/6
11. Asst. Prof. Dr. Utis	Bhongchirawantana	6/6

Note: Mr. Chanvit Kaewwisit resigned from the position of director with effect from 20th March 2020 onwards. 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

(1) Directors' remuneration in cash

The 2022 annual ordinary shareholders' meeting, held on 26th April 2022, resolved on the remuneration of the Company's directors for the year 2022 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	10,000	8,000
Audit Committee	8,000	6,000
Risk Management Committee	6,000	5,000
Nomination and Remuneration Committee	6,000	5,000
Executive Committee	8,000	6,000

Remark: For directors who are executives who receive regular salary, they will not receive remuneration (meeting allowance) each time, however, the remuneration of the Board of Directors and Sub-Committees for the year 2022, including all committees, must not exceed 1,200,000 baht (one million and two hundred thousand baht).

Summary of meeting allowances for various committees for the year 2022, DHouse Pattana Public Company Limited

List	Name-Surname	position	Board remuneration (baht)					
			Board of Directors	Executive Committee	Audit Committee	Nomination and Remuneration Committee	Risk Management Committee	Total for Year 2022
1.	Asst. Prof. Theeraphan Ungphakorn	Chairman of the Board / Independent Director / Director / Audit Committee	60,000	-	24,000	-	-	84,000
2.	Mr. Chaiyut Lerdrungporn	Vice Chairman / Executive Director / Company Director	56,000	88,000	-	-	-	144,000
3.	Mrs. Pranee Lerdrungporn	Director / Director / Executive Director	54,000	66,000	-	-	-	120,000
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	-	-	-	-	-	-
7.	Mr. Chaichan Kaewwisit	Director / Director	40,000	-	-	-	-	40,000
8.	Mr. Channarong Kaewwisit	Director / Director	40,000	-	-	-	-	40,000

9.	Asst. Prof. Dr. Utis Bhongchirawantana	Company / Member of the Nomination and Remuneration Committee / Member of the Risk Management Committee	48,000	-	-	5,000	14,000	67,000
10.	Mr. Apishar Nithianantporn	Director / Independent Director / Director / Audit Committee / Nomination and Remuneration Committee	48,000	-	24,000	7,000	-	79,000
11.	Dr. Ong-art Chanprasitchai	Director / Independent Director / Company Director / Audit Committee	48,000	-	32,000	-	-	80,000
Total								542,000

***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 2022 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

The results of the follow-up revealed that the company has completely followed the guidelines for each issue. In addition, the company has followed up to ensure compliance with good corporate governance in other issues. with details as follows

(1) Prevention of Conflicts of Interest

- Employees should not use their positions or duties for personal gain.
- Employees do not use the Company's assets and information, and customer information for personal benefit.
- Employees should not engage in direct and indirect actions in businesses that compete with the Company or have conflict of interests with the Company.
- 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
- 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 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:

- a. 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.
- b. Directors, executives, employees and staffs of the Company must maintain confidentiality and / or internal information of the Company and subsidiaries.

- c. 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.
- d. 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.
- e. 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.
- f. 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.
- g. Interests of Directors
 - 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.
 - 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.
 - 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 fee 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 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 support, 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 whistle blow 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:

- By mail: Audit Committee DHouse Pattana Public Company Limited 99 Sarakham-Wapi Pathum Road, Talat Subdistrict, Mueang Maha Sarakham District, Maha Sarakham Province 44000
- by Email: ST_01@dhhouse.in.th
- On the website: <https://www.dhousepattana.com/>
- By phone: 043-722-000, 088-557-6708, 088-557-3027

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 2020, 2021 and 2022 are as follows:

List of the Audit Committee	Number of meetings attended / total meetings after taking office		
	Year 2020	Year 2021	Year 2022
1.Dr. Ong-art Chanprasitchai	4/4	5/5	4/4
2. Asst.Prof.Dr. Teeraphan Ungphakorn	4/4	5/5	4/4
3. Mr. Apishar Nithianantporn	4/4	5/5	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 2022, 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 2022, 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 2022, the Audit Committee has performed all duties as assigned by the Board of Directors with full knowledge and skills. They can act independently. There have 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 Ny 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

Details of the meeting attendance of the Risk Management Committee in 2021 and 2022 are as follows: The ability to compete, compliance with the law and the relevant official regulations are correct

Attendance details of the Risk Management Committee meetings in 2021 and 2022 are as follows:

List of Risk Management Committee	Number of meetings attended / total meetings after taking office	
	Year 2021	Year 2022
1. Asst.Prof.Dr. Utis Bhongchirawantana	2/2	2/2
2. Mr. Pongpot Lerdrungporn	2/2	2/2
3. Mr. Att Lerdrungporn	2/2	2/2

Attendance details of the Nomination and Remuneration Committee meetings in 2021 and 2022 are as follows:

List of the Nomination and Remuneration Committee	Number of meetings attended / total meetings after taking office	
	Year 2021	Year 2022
1. Mr. Apishar Nithianantporn	1/1	1/1
2. Asst.Prof.Dr. Utis Bhongchirawantana	1/1	1/1
3. Mr. Pongpot Lerdrungporn	1/1	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 2022 are as follows:

List of the Executive Committee	Number of meetings attended / total meetings after taking office	
	Year 2022	
1. Mr. Chaiyut Lerdrungporn		12/12
2. Mrs. Pranee Lerdrungporn		6/12
3. Mr. Pongnarin Lerdrungporn		12/12
4. Mr. Pongpot Lerdrungporn		12/12
5. Mr. Att Lerdrungporn		12/12
6. Ms. Wanna Sriboonrueng		12/12
7. Mr. Thanin Jiacharoen		5/12

Remark: Mr. Thanin Chiacharoen has moved to the position of construction control manager. ** Starting in June 2022 onwards8.3.2 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 2022, 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:

- 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 2022 to fit the responsibility and additional duties of the Board of Directors and sub-committees after listing the

various committees	Year 2021	Year 2562
<u>Director</u>	<u>Meeting allowance per time</u>	<u>Meeting allowance per time</u>
<u>Board of Directors</u>		
- Chairman of the Board of Directors	10,000	10,000
- Director	8,000	8,000
<u>Audit Committee</u>		
- Chairman of the Audit Committee	8,000	8,000
- Audit Committee	6,000	6,000
<u>Risk Management Committee</u>		
- Chairman of the Risk Management Committee	7,000	7,000
- Risk Management Committee	5,000	-
<u>Nomination and Remuneration Committee</u>		
- Chairman of the Nomination and Remuneration Committee	7,000	7,000
- Member of the Nomination and Remuneration Committee	5,000	5,000
<u>Board of Directors</u>		
- Executive Chairman	8,000	8,000
- Executive Director	6,000	6,000

Company in the Market for Alternative Investment (MAI) with details of the increase in remuneration as follows:

- 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.

- 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 2022

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:

Asst. Prof. Dr. Utis	Bhongchirawantana	Chairman of the Risk Management Committee (Independent Director)
Mr. Pongpot	Lerdrungporn	Member of the Risk Management Committee (Independent Director)
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 2022, 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 2022.
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 2022, 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 2022, 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. Wanna	Sriboonruang	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 2022, there were 12 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. 2/2022 on 25th February 2022, 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 unauthorized 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 2022 ended 31st December 2022 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 2022, the Company's operating results and cash flows for the year ended the same day. This was proposed to the Audit Committee Meeting No. 2/2022 on 25th February 2022 and the Board of Directors Meeting No. 2/2022 on 25th February 2022, 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 2022

The results of the internal control system audit in 2022 can be summarized as follows:

1. Internal control and management

The internal auditor is of the opinion that during the audit period, the Company's internal control and management systems were at a satisfactory level, with an environment that helps promote the Company's internal control system. Policies have been established and there is control over operation of both the management and operations departments. Also, there is a system for monitoring performance results regularly

2. Compliance with the Company's regulations

The internal auditor is of the opinion that in most of the items selected to be audited, the agency has complied with the established rules and procedures. However, the defects that are detected have been discussed with the agency's management for improvement to be in accordance with the predetermined operating procedures.

3. Financial accounting transactions and compliance with Laws

The internal auditor is of the opinion that during the audit period, the Company has a system to control the preparation of financial accounting transactions, and has prepared financial information and information necessary for the administration related to the work system that is adequately audited. Moreover, the documents are stored for easy inspection and it has complied with the law related 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

Prioritization (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

Prioritization

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>

As for the audit report in the 4th quarter of 2025, which was audited in December 2021 and presented to the Audit Committee meeting on 25th February 2025 as follows

Summary of audit observations in the fourth quarter of 2022

Number	Activity	Observation	Risks and Effects	Priority	Suggestion	Management comments/Completed schedule	responsible person
Human resources, salary and wages system							
1.	Monitoring the implementation of short-term plans	<p>There is no monitoring data on actual operations compared to the specified short-term plans.</p> <p>The company has a short-term work plan for the human resources department and general administration with clearly approved operation details and frequency of preparation on 3rd January 2022. Anyway, there was no preparation of monitoring data on actual operations compared to the specified short-term plan to serve as a database to confirm that the plan is appropriate and</p>	<ul style="list-style-type: none"> As a result, there is no clear system for monitoring the implementation of the plan to check whether the progress of the operation is as specified or not, and if it is not as specified, what the causes are. Therefore, there is no information that can be analyzed to clearly plan future operations. 	Important	<ul style="list-style-type: none"> The Company should prepare data to compare the actual operations with the plans set by the Company, along with regularly reporting to the management. The Company should instruct the operators to collect operational data according to the actual period and should collect the data by stating the cause of the cases that do not work as planned, and specify a solution or a clear 	<p>Management to clarify meeting day</p> <p>Schedule : XX</p>	Waewmanee (Human Resources and General Administration Department)

Number	Activity	Observation	Risks and Effects	Priority	Suggestion	Management comments/Completed schedule	responsible person
		can be used as the source of planning for the next year.	<ul style="list-style-type: none"> This may result in no clear solutions and adjustment to correspond to the plan. And can there will be no database to be used for analysis and making planning decisions or setting the next planning period. 		course of action to be used as a database. This will ensure that the Company's work planning is appropriate and can be used as a reliable source for determining plans for the following year.		
2.	To act in place of some positions	<p>The Company appoints a replacement in a higher position, and some positions last more than 1 year.</p> <p>At present, the Company has assigned employees to act in place of some positions, which have the following observations:</p>	<ul style="list-style-type: none"> Acting in a higher position can render certain considerations, audits, and decisions ineffective. Prolonged substitution treatment may reflect: 	Important	<ul style="list-style-type: none"> The Company should consider the assignment of a replacement in an equivalent or lower position only to prevent mistakes in work performance. Alternatively, the Company should review policies and procedures in the promotion 	<p>Management to clarify meeting day</p> <p>Schedule : XX</p>	Management

Number	Activity	Observation	Risks and Effects	Priority	Suggestion	Management comments/Completed schedule	responsible person
		<ul style="list-style-type: none"> - There is a replacement for one position higher than the rank. - Two positions have been substituted for a period longer than 1 year. <p>Details are in Appendix A-1.</p>	<ul style="list-style-type: none"> - The assigned position structure is inconsistent with the actual performance of duties and position division. - If the workload is too heavy, there may be a risk that the work will not be effective. 		<p>process in cases where a promotion requires an acting period to assess the performance and determine if the employee is suitable for promotion. The same procedure must be applied in all cases where promotion is considered, and the period of acting must be determined to assess performance and determine the structure of compensation while acting clearly.</p> <ul style="list-style-type: none"> • For long-acting positions The company should consider the extent to which it acts on its behalf. whether that's 		

Number	Activity	Observation	Risks and Effects	Priority	Suggestion	Management comments/Completed schedule	responsible person
					enough or not and work without a responsible person is necessary or not to consider restructuring or speed up recruitment		
3.	Manpower planning and review	<p>The Company has not reviewed the long-term manpower plan of the Human Resources and General Administration departments and has not identified the reasons for recruiting personnel not according to the plan.</p> <p>After reviewing the short-term and long-term manpower plans of the Company, the following observations were made:</p> <ul style="list-style-type: none"> - There was no review of the long-term manpower plan of the Human Resources and General 	<ul style="list-style-type: none"> • This may lead to a workforce that is not aligned with the long-term plans, causing executives to receive inaccurate information, and resulting in inefficient planning and control of personnel costs. • This may result in the company having insufficient human resources or excessive manpower rates for the amount 	Important	<ul style="list-style-type: none"> • The Company should review the long-term manpower plan to be in line with the business plan and organizational structure. There should be a survey of the need for personnel in every department, and clearly specify the number of personnel required to perform all operations in all departments of the organization in each period, along with clearly proposing to the 	<p>Management to clarify meeting day</p> <p>Schedule : XX</p>	<p>Waewmanee</p> <p>(Human Resources and General Administration Department)</p>

Number	Activity	Observation	Risks and Effects	Priority	Suggestion	Management comments/Completed schedule	responsible person
		<p>Administration departments according to the changes in the mid-term business plan with a decrease in the number of projects, affecting the recruitment of personnel.</p> <p>- Actual manpower reports compared with the manpower plan for the year 2022 were prepared and presented to management regularly, However, the reports did not specify the reasons for the recruitment of personnel not according to the plan.</p>	<p>of work in each period, which can lead to operations not meeting the set targets.</p> <ul style="list-style-type: none"> • If no cause is specified in the event that the actual power does not go according to plan and there is no regular reporting of related parties, it may cause those involved to be unaware of the recruitment progress. Additionally, there is no information to use in recruitment planning appropriately and timely. There is also no overall 		<p>authorized person for approval.</p> <ul style="list-style-type: none"> • Data should be prepared to compare the current manpower with the specified manpower plan. In addition, the cause should be clearly specified in case it does not go according to the plan, including reporting to relevant persons regularly. 		

Number	Activity	Observation	Risks and Effects	Priority	Suggestion	Management comments/Completed schedule	responsible person
			recruitment data used as a database for manpower planning by the Company.				
4.	Nomination Process Documentation	<p>There is no document preparation as required by the operating regulations and insufficient collection of supporting documents for recruiting employees, including not specifying the contract number in the employment contract document.</p> <p>From examination of the profiles of 24 new employees in 2022 , it was found that</p> <ul style="list-style-type: none"> - There was a delay in manpower recruitment for 3 positions for which no cause was identified in the event 	<ul style="list-style-type: none"> • If there is no new employee orientation document, the Company has no evidence to confirm that employees have received orientation. If there is an issue, employees may argue that they did not receive the orientation. This might reflect operations that do not comply with the admissions process appropriately. • This leaves no evidence to show 	important	<ul style="list-style-type: none"> • The Company should instruct the HR personnel or recruitment team to complete documentation related to the recruitment of employees as required by the document format, including specifying important details. • The company should instruct the operator to verify the accuracy and completeness of the information and detailed documents every time, and store the documents in the employee's profile 	<p>Acknowledged and will take action according to the suggestion</p> <ul style="list-style-type: none"> • There is a generation of employee orientation form. <p>(FM-DHP-HRS-057) approved on 26 Dec. 2022</p> <p>Schedule : December 2022</p>	Waewmanee (Human Resources and General Administration Department)

Number	Activity	Observation	Risks and Effects	Priority	Suggestion	Management comments/Completed schedule	responsible person
		<p>that the recruitment does not meet the specified period for 3 items: Design 4 _ AP Project Construction Officer 3 _ Coordinator and Human Resources and General Administration 2 _ Officer 1</p> <ul style="list-style-type: none"> - New employee orientation is not provided as stipulated in the Human Resources Department Procedure (DHP-WM-03) for all cases. See details in Appendix A-2. - There are incomplete documents collection for recruitment of 4 employees. Details are in Appendix A-2. - The contract number is not specified in the employment contract document for 11 full-time employees and probationary employees. 	<p>that the recruitment process has been fully followed and may cause errors or risks of lack of substantial evidence for proper reference.</p> <ul style="list-style-type: none"> • The Company may not have information that can be used to determine the correct personnel action. • This causes the contract to lose credibility and inability to refer to other relevant documents in a timely manner. This includes operations that do not comply with the operating 		<p>file so that they can be traced back in a timely manner.</p> <ul style="list-style-type: none"> • The Company should collect information on application documents and other supporting documents after the Company has fully approved the employment. This will make it easier to search and reference the information and ensure that the Company has the necessary information to make the correct personnel action. 		

Number	Activity	Observation	Risks and Effects	Priority	Suggestion	Management comments/Completed schedule	responsible person
		Details are in the appendix. A -2	regulations set by the Company.				
5.	Termination of employment/resignation process	<p>The Company does not collect the reasons for resignation and prepare a resignation statistics to analyze problems and trends to correct or prevent the resignation of employees.</p> <p>From inspection of the list of employees who resigned within the year 2022 from 1 January 2022 to 13 December 2022, it was found that the Company had employees specify the reason for resignation in the document "Application for resignation," but without gathering the reasons for resignation and making a</p>	<ul style="list-style-type: none"> • If there is no problem analysis report and solutions to prevent the resignation of employees, it may become unknown what the statistical reasons are for employees resigning. This information can be used as a guideline to fix issues and avoid recurrence or prevent resignations appropriately. • The Company may not be able to recruit personnel to keep up 	Should pay attention	The Company should collect causes and prepare a problem analysis report, including the management status of employee resignation issues, before summarizing the results and monitoring the problems each month, including finding solutions to retain knowledgeable employees to stay with the Company. Also, these information should be presented to executives to clearly acknowledge	<p>Acknowledged and will take action according to the suggestion</p> <p>Schedule : January 2023</p>	Waewmanee (Human Resources and General Administration Department)

Number	Activity	Observation	Risks and Effects	Priority	Suggestion	Management comments/Completed schedule	responsible person
		resignation statistics to analyze problems and solutions or prevent the resignation of employees clearly.	with the expansion of manpower in each department. As a result, the operation did not meet the goals set by the Company.		the management process of the department.		

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 31st December 2021 and the year 2022 ended 31st December 2022 with details as follows:

Companies / individuals who may have conflicts	Nature of business	Relationship	Connected transactions (have = Ü, none = X)	
			Year 2020 ended 31 st December 2021	Year 2021 ended 31 st December 2022
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. 	x	Ü

Companies / individuals who may have conflicts	Nature of business	Relationship	Connected transactions (have = Ü, none = X)	
			Year 2020 ended 31 st December 2021	Year 2021 ended 31 st December 2022
		- Aunt-in-law of Mr. Channarong Kaewwisit and Mr. Chaichan Kaewwisit		
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. Chaikut Lerdrungporn and Mrs. Pranee Lerdrungporn	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. Chaikut Lerdrungporn and Mrs. Pranee Lerdrungporn	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. Chaikut Lerdrungporn and Mrs. Pranee Lerdrungporn	Ü	Ü
6. Mr. Chanvit Kaewwisit	-	- Shareholders holding 7.52 percent of the shares, nephew of Mr. Chaikut Lerdrungporn and Mrs. Pranee Lerdrungporn	Ü	Ü
7. Mr. Chaichan Kaewwisit	-	- Director, Authorized Director, and a shareholder holding 7.52 percent of the shares - Nephew of Mr. Chaikut Lerdrungporn and Mrs. Pranee Lerdrungporn	Ü	Ü

Companies / individuals who may have conflicts	Nature of business	Relationship	Connected transactions (have = Ü, none = X)	
			Year 2020 ended 31 st December 2021	Year 2021 ended 31 st December 2022
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	Ü
9. 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
10. 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
11. Denenergy & Retail Co.Ltd	Business of fuel retailer (Gas station)	- D Group Holdings Co., Ltd. (Subsidiary) Mr. Pongpot Lerdrungporn and Mr. Att Lerdrungporn together hold 100.00% of the shares.	X	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 2022 ended 31st December 2021 and the year 2022 ended 31st December 2022 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 2021 ended 31 st December 2021	Year 2022 ended 31 st December 2022	
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 MahaSarakhm District, MahaSarakhm 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 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
1) Mr. Chaiyut Lerdrungporn	<u>Land rental</u>	0.23	0.23	
2) Mrs. Pranee Lerdrungporn	The Company has rented land from the Lerdrungporn family.			
3) Dr.Pongnarin Lerdrungporn				
4) Mr.Pongpot Lerdrungporn				
5) Mr. Att Lerdrungporn	<u>Accrued rent</u>	0.02	0.02	
	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 2021 ended 31 st December 2021	Year 2022 ended 31 st December 2022	
				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
	The accounting recordings adjusted and reclassified in accordance with TFRS 16 Re: Lease Agreement.			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
	<u>Rights of use assets</u>			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
	- Net book value at the beginning of the period	2.13	1.95	of 81,000 baht and the rental fee is adjusted up every 3 years 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).
	- Amortization during the period	-	-	
		(0.18)	(0.18)	
	- Net book value at the end of the period	1.95	2.01	On November 30, 2022, the company renewed the lease agreement for the land where the warehouse is located No. 2 from December 1, 2022 to November 30, 2025 and recorded the right-of-use

Companies / individuals who may have conflicts	Characteristics of the connected transactions	Value of connected transactions (million baht)		Necessity and reasonableness
		Year 2021 ended 31 st December 2021	Year 2022 ended 31 st December 2022	
	<u>Interest paid for right of use assets</u>	0.14	0.13	assets for a period of 3 years, with a rental charge of The annual rate is 89,100 baht, which is the rental rate that has been increased by 10% of the previous rental rate.
	<u>Accrued interest on right of use assets</u>	0.01	0.01	
	<u>Lease liabilities</u>	2.13	2.27	

Companies / individuals who may have conflicts	Characteristics of the connected transactions	Value of connected transactions (million baht)		Necessity and reasonableness
		Year 2021 ended 31 st December 2021	Year 2022 ended 31 st December 2022	
				<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 81,900 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 2021 ended 31 st December 2021	Year 2022 ended 31 st December 2022	
Mr. Chaiyut Lerdrungporn	<u>Loans from related parties</u>			<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>On September 7, 2022, the company returned the promissory note to Mr. Chaiyut Lerdrungporn in the amount of 3 million baht and on November 1, 2022 in order to reduce the interest burden for the business.</p> <p>The Company has considered canceling the old promissory note in full amount and has issued a new promissory note instead in the whole amount of 37 million baht. The interest rate is 1% per annum and there is no collateral. Referring to the interest rate from a promissory note loan from Kasikorn Bank.</p>
	The Company borrowed money from Mr. Chaiyut Lerdrungporn as follows:	40.00	40.00	
	- Balance at the beginning of the period	-	5.00	
		-	(3.00)	
		40.00	42.00	
	- Additional borrowers during the period	1.00	0.89	
	- Repayment during the period			
	- Balance	0.08	0.04	
	<u>Interest paid</u>			
	The Company has paid 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 2021 ended 31 st December 2021	Year 2022 ended 31 st December 2022	
	<u>Accrued interest</u> The Company has accrued interest on the loan.			<p>And on November 11, 2022, the company submitted an application for permission to offer debt securities in the form of PP-offering no more than 10 bills, promissory notes. Bond maturity is a bill that is specified to be paid on demand or when money is received (at call). Its purpose is to be used as capital. turnover The total amount offered for sale is 1 copy with a total offering value of 5 million baht, which was offered to Mr. Chaiyut Lerrungporn in the amount of 1 copy with a value of 5 million baht, with the face of the ticket issued on November 15, 2022, at an interest rate of 1% per annum. and without collateral Referring to the interest rate from the promissory note loan from Kasikorn Bank that the company currently borrows.</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>
	<u>Guaranteed credit facility from financial institutions</u>			<p>Mr. Chaiyut Lerdrungporn has guaranteed credit facilities to creditors of financial institutions for the Company on behalf of</p>

Companies / individuals who may have conflicts	Characteristics of the connected transactions	Value of connected transactions (million baht)		Necessity and reasonableness
		Year 2021 ended 31 st December 2021	Year 2022 ended 31 st December 2022	
	<p>Mr. Chaiyut Lerdrungporn has guaranteed credit facilities of the Company.</p> <p>- Total guarantee limit</p> <p>- residual load</p>	<p>127.00</p> <p>61.04</p>	<p>25.00</p> <p>14.53</p>	<p>individuals with collateral, which composes of land and buildings owned by the Company and the assets of Mr. Chaiyut Lerdrungporn, 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 support from financial institutions for use in business operations.</p>
Mrs. Pranee Lerdrungporn	<p><u>Guaranteed credit facility from financial institutions</u></p> <p>Mrs. Pranee Lerdrungporn has guaranteed credit facilities of the Company.</p>	<p>-</p> <p>-</p> <p>-</p> <p>-</p>	<p>-</p> <p>85.00</p> <p>(15.00)</p> <p>70.00</p>	<p>The Company borrowed money from Mrs. Pranee Lerdrungporn by entering into a promissory note. To be used as working capital in the business on June 11, 2022 in the amount of 5 million baht, on June 28, 2022 in the amount of 5 million baht and on June 30, 2022 in the amount of 5 million baht, with an interest rate of 2.50% per year, referring to interest rate of bonds Unsecured debentures of real estate companies</p>

Companies / individuals who may have conflicts	Characteristics of the connected transactions	Value of connected transactions (million baht)		Necessity and reasonableness
		Year 2021 ended 31 st December 2021	Year 2022 ended 31 st December 2022	
	- Total guarantee limit	-	0.28	<p>listed on the Stock Exchange of Thailand Therefore considered the interest rate of 2.50 percent per year and without collateral.</p> <p>and in order to reduce the interest burden for the business The company therefore considered returning 3 promissory notes to Mrs. Pranee Lerrungporn, totaling 15 million baht, with an interest rate of 2.5% and wassuing a new promissory note instead. by submitting an application for permission to offer debt securities in the form of PP-offering no more than 10 bills, type of promissory note Maturity of debt instruments are bills that are specified to be paid on demand or upon receipt of money (at call). The objective is to be used as working capital in the business. The total amount offered for sale is 2 copies with a total offering value of 95 million baht, which is offered to Mrs. Pranee Lertrungporn in the amount of 70 million baht, with the face of the ticket issued on September 16, 2022, at an interest rate of 1% per annum, and no collateral Referring to the interest rate from the promissory note loan from Kasikorn Bank that the company currently borrows.</p>
	- residual load	-	0.06	

Companies / individuals who may have conflicts	Characteristics of the connected transactions	Value of connected transactions (million baht)		Necessity and reasonableness
		Year 2021 ended 31 st December 2021	Year 2022 ended 31 st December 2022	
				<u>Opinion of the Audit Committee</u> Such items are necessary. with reasonable conditions and interest rates. And it is for the benefit of the Company's business operations.
Mr. Pongpot Lerdrungporn	<u>Loans from connected persons</u> The Company borrowed money from Mr. Pongpot Lerdrungporn as follows: - Balance at the beginning of the period - Additional borrowers during the period - Repayment during the period - Balance	12.04 - - 12.04 0.30	12.04 - (12.04) - 0.20	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. On August 19, 2022 and September 7, 2022, the company therefore considered returning the promissory notes to Mr. Pongpot Lerdrungporn, both in the amount of 5.04 million baht and 7 million baht, respectively, with a total value of 12.04 million baht.

Companies / individuals who may have conflicts	Characteristics of the connected transactions	Value of connected transactions (million baht)		Necessity and reasonableness
		Year 2021 ended 31 st December 2021	Year 2022 ended 31 st December 2022	
	<u>Interest paid</u> The Company has paid interest on the loan.	0.03	-	<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.
	<u>Accrued interest</u> The Company has accrued interest on the loan.			
	<u>Guaranteed credit facility from financial institutions</u> Mr. Pongpot Lerdrungporn has guaranteed credit facilities of the Company.	139.00	35.00	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.

Companies / individuals who may have conflicts	Characteristics of the connected transactions	Value of connected transactions (million baht)		Necessity and reasonableness
		Year 2021 ended 31 st December 2021	Year 2022 ended 31 st December 2022	
	<ul style="list-style-type: none"> - Total guarantee limit - Residual load 	66.76	23.01	<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>
Mr. Att Lerdrungporn	<p><u>Loans from connected persons</u></p> <p>The Company borrowed money from Mr. Att Lerdrungporn as follows:</p> <ul style="list-style-type: none"> - Balance at the beginning of the period - Additional borrowers during the period 	<p>1.21</p> <p>-</p> <p>-</p> <hr/> <p>1.21</p> <hr/> <p>0.03</p>	<p>1.21</p> <p>-</p> <p>(1.21)</p> <hr/> <p>-</p> <hr/> <p>0.02</p>	<p>The Company borrowed money from Mr. Att Lerdrungporn 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>On August 19, 2022, the company therefore considered returning all promissory notes to Mr. At Lerdrungporn, total value of 1.21 million baht.</p>

Companies / individuals who may have conflicts	Characteristics of the connected transactions	Value of connected transactions (million baht)		Necessity and reasonableness
		Year 2021 ended 31 st December 2021	Year 2022 ended 31 st December 2022	
	<p>- Repayment during the period</p> <p>- Balance</p> <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>	0.00	0.00	<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>
	<p><u>Guaranteed credit facility from financial institutions</u></p>			<p>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</p>

Companies / individuals who may have conflicts	Characteristics of the connected transactions	Value of connected transactions (million baht)		Necessity and reasonableness
		Year 2021 ended 31 st December 2021	Year 2022 ended 31 st December 2022	
	<p>Mr. Att Lerdrungporn has guaranteed credit facilities of the Company.</p> <ul style="list-style-type: none"> - Total guarantee limit - Residual load 	<p>60.00</p> <p>52.23</p>	<p>10.00</p> <p>8.48</p>	<p>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>
	Accounting recordings as previously reported			

Companies / individuals who may have conflicts	Characteristics of the connected transactions	Value of connected transactions (million baht)		Necessity and reasonableness
		Year 2021 ended 31 st December 2021	Year 2022 ended 31 st December 2022	
	<u>Building rental fee</u> The company leased a building from Mr. Att Lerdrungporn. <u>Accrued rent</u> The Company has an accrued building rental fee to Mr. Att Lerdrungporn	0.20 0.02	0.20 0.02	<p>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 30th 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 SEC¹ (as detailed in Part 2.2.5 Assets Used in the Business Operation).</p> <p>And allow on November 30, 2022 to renew the lease for the second time until December 1, 2022 to November 30, 2025 and record the use</p>
	The accounting records adjusted and reclassified in accordance with TFRS 16 Re: Lease Agreement.			

Companies / individuals who may have conflicts	Characteristics of the connected transactions	Value of connected transactions (million baht)		Necessity and reasonableness
		Year 2021 ended 31 st December 2021	Year 2022 ended 31 st December 2022	
	<u>Rights of use assets</u> - Net book value at the beginning of the period - Amortization during the period - Net book value at the end of the period <u>Interest paid for right of use assets</u> <u>Accrued interest on right of use assets</u> <u>Lease liabilities</u>	0.34 - (0.18) 0.16 0.02 0.00 0.17	0.16 0.59 (0.18) 0.57 0.01 - 0.57	of the license for 3 years with an allowance of 220,000 baht as The rate for what was adjusted for 10. of the previous rounds. <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)

Companies / individuals who may have conflicts	Characteristics of the connected transactions	Value of connected transactions (million baht)		Necessity and reasonableness
		Year 2021 ended 31 st December 2021	Year 2022 ended 31 st December 2022	

Dr. Pongnarin Lerdrungporn	<u>Guaranteed credit facility from financial institutions</u> Dr. Pongnarin Lerdrungporn has guaranteed credit facilities of the Company.	101.00 29.90	35.00 23.01	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
Mr. Chanvit Kaewwisit	<u>Loans from connected persons</u> The Company borrowed money from Mr. Chanvit Kaewwisit as follows: <u>Interest paid</u> The Company has paid interest on the loan.	109.00 44.53	25.00 14.53	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 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.

Companies / individuals who may have conflicts	Characteristics of the connected transactions	Value of connected transactions (million baht)		Necessity and reasonableness
		Year 2021 ended 31 st December 2021	Year 2022 ended 31 st December 2022	
				<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 operation.
Mr. Chaichan Kaewwisit	<u>Guaranteed credit facility from financial institutions</u> Mr. ChaiChan Kaewwisit has guaranteed credit facilities of the Company. - Total guarantee limit - Residual load	91.00 19.90	25.00 14.53	Mr. Chaichan 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. <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 support from a financial institution for use in business operations.

Companies / individuals who may have conflicts	Characteristics of the connected transactions	Value of connected transactions (million baht)		Necessity and reasonableness
		Year 2021 ended 31 st December 2021	Year 2022 ended 31 st December 2022	
Mr. Channarong Kaewwisit	<u>Guaranteed credit facility from financial institutions</u> Mr. Chan Narong Kaewwisit has guaranteed credit facilities of the Company. - Total guarantee limit - Residual load	 30.00 19.56	 30.00 18.01	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. <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 support from a financial institution for use in business operations.
Miss Krittipa Kiatsuranion	<u>Buying a Vehicle</u> As of January 11, 2021, the Company entered into a car sales and purchase contract for Ford	 50.00 -	 40.00 25.00	As the company has launched new projects and is working on opening more projects, the vehicles used in operations are not sufficient for use. The purchasing department therefore asked for approval to purchase more cars. The Company therefore bought a car from Miss Krittipa

Companies / individuals who may have conflicts	Characteristics of the connected transactions	Value of connected transactions (million baht)		Necessity and reasonableness
		Year 2021 ended 31 st December 2021	Year 2022 ended 31 st December 2022	
	Fiesta (used) with Miss Krittipa Kiatsuranion worth 238,900 baht	(10.00) 40.00 1.08 0.08	(40.00) 25.00 0.56 0.02	Kiatsuranion which is a used car. The car price is the market price that is traded with third parties. <u>Opinion of the Audit Committee</u> Such items are necessary and reasonable. And it is for the benefit of the Company's business operations.

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.

Mr. Krik Kiatsuranon	<u>Loans from connected persons</u> The Company borrowed money from Mr. Kris. Kiat Suranon as follows:			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
----------------------	---------------------------------------------------------------------------------------------------------------	--	--	---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------

Companies / individuals who may have conflicts	Characteristics of the connected transactions	Value of connected transactions (million baht)		Necessity and reasonableness
		Year 2021 ended 31 st December 2021	Year 2022 ended 31 st December 2022	
	- Balance at the beginning of the period	50.00	50.00	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. <u>Opinion of the Audit Committee</u> The list is reasonable and necessary and is for the benefit of the Company's business operations.
	- Additional borrowers during the period	-	-	
	- Repaid during the period	-	(10.00)	
	- Ending Balance	50.00	50.00	
	<u>Interest paid</u>	1.25	1.08	
	The Company has paid interest on the loan.			
	<u>Accrued interest - related persons</u>	0.10	0.08	
	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 2021 ended 31 st December 2021	Year 2022 ended 31 st December 2022	
Sarakham Petroleum Company Limited	<u>Property development costs</u> The Company bought fuel from the Sarakham Petroleum Co., Ltd.	0.22	0.21	<p>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.</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>
Denergy & Retail Co.Ltd	<u>Deposit received in advance</u> On March 29, 2022, the company received advance deposit. According to the contract to buy and sell buildings and structures PTT gas station, Kam Rieng worth 3,900,000 baht and on April 25,	-	-	<p>The company entered into a construction contract for the PTT gas station project, Kam Rieng, with D Energy and Retail Co., Ltd. on November 25, 2021. Total contract value 37,222,500.46 baht. Later, on February 28, 2022, the company canceled the construction contract. and has entered into an agreement to buy and sell buildings and structures PTT gas station project, Kham Rieng instead of the contract</p>

Companies / individuals who may have conflicts	Characteristics of the connected transactions	Value of connected transactions (million baht)		Necessity and reasonableness
		Year 2021 ended 31 st December 2021	Year 2022 ended 31 st December 2022	
	<p>2022, the company received a second deposit in advance worth 3,500,000 baht, totaling 7,400,000 baht.</p> <p>And on December 1, 2022, the company made a memorandum of agreement to cancel the purchase and sale agreement and agreed to return the deposit. Total value 7,400,000 baht</p>			<p>on March 1, 2022, a total of 9 contracts with a total value of 37,222,500.46 baht, consisting of</p> <p>Contract No. 65030001, contract to buy and sell highway sign, value 1,030,000 baht</p> <p>Contract No. 65030002 Purchase and Sale Agreement Billboard at the entrance to the project worth 904,540.94 baht</p> <p>Contract No. 65030003, contract to buy and sell, price tag, value 64,232.06 baht</p> <p>Contract No. 65030004 Purchase and Sale Agreement Oil distribution island building worth 1,883,427.72 baht</p> <p>Contract No. 65030005 Purchase and Sale Agreement System for placing oil storage tanks and dispensers worth 6,096,094.51 baht</p> <p>Contract No. 65030006 Contract to buy and sell a 1-storey commercial building worth 7,809,362.39 baht.</p>

Companies / individuals who may have conflicts	Characteristics of the connected transactions	Value of connected transactions (million baht)		Necessity and reasonableness
		Year 2021 ended 31 st December 2021	Year 2022 ended 31 st December 2022	
				<p>Contract No. 65030007, a contract to buy and sell Cafe Amazon, 2 floors, worth 3,065,592.56 baht</p> <p>Contract No. 65030008, contract to buy and sell bathroom building, value 2,672,177.90 baht</p> <p>Contract No. 65030009 Purchase and Sale Agreement Utilities work worth 13,697,072.38 baht</p> <p>According to the contract to buy and sell 9 contracts, the price is determined from the company's standard price estimation. PTT Oil and Retail Public Company Limited, which the company sets the price in the contract according to the value of the construction cost, is not profitable, and in the event that the company is completed, finds that the building cost value does not meet the contract to buy. will sell The company will make a letter to increase, reduce the value of the purchase and sale contract. sent to D Energy and Retail Co., Ltd. for further acknowledgment, as this condition is specified in the purchase</p>

Companies / individuals who may have conflicts	Characteristics of the connected transactions	Value of connected transactions (million baht)		Necessity and reasonableness
		Year 2021 ended 31 st December 2021	Year 2022 ended 31 st December 2022	
				and sale agreement, clause 11. The increase or decrease in the value of the purchase and sale agreement has already been made.
	<u>Rental income</u> On December 1, 2022, the company has entered into a contract to lease land and buildings. PTT Gas Station Kam Riang with D Energy and Retail Co., Ltd. from January 1, 2023 to December 31, 2025, the rental rate is 200,000 baht per month.	-	-	On December 1, 2022, the company entered into a memorandum of agreement to terminate the contract to buy and sell all 9 contracts of buildings above and agreed to return the deposit. The total value is 7,400,000 baht already. and on that day The company has entered into a new contract instead by making a "lease agreement for land and buildings" instead of the purchase and sale agreement. To be used as a PTT gas station, Kam Riang, for a period of 3 years from January 1, 2023 to December 31, 2025, and the lease can be renewed for 3 years each time, not more than 7 times in total, with Monthly rent setting The rental rate is 200,000 baht per month and the rental is increased every 3 years at the rate of 10 percent of the previous rental rate. Since there is no rental rate from nearby areas to refer to, the Company has determined the rental rate by calculating the depreciation

Companies / individuals who may have conflicts	Characteristics of the connected transactions	Value of connected transactions (million baht)		Necessity and reasonableness
		Year 2021 ended 31 st December 2021	Year 2022 ended 31 st December 2022	
				<p>of the estimated value of the assets for rent. 20-year depreciation rate or 5 percent instead</p> <p>The rental rate is based on the following information.</p> <p>Leased assets = 37,222,500 baht</p> <p>5% depreciation per year = 1,861,125 baht</p> <p>Depreciation per month = 155,093.75 baht</p> <p>Therefore, the company has agreed to charge a monthly rental rate of 200,000 baht to cover the depreciation value of the rental property.</p> <p><u>Opinion of the Audit Committee</u></p> <p>Such items are necessary and reasonable. And it 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 2021 ended 31 st December 2021	Year 2022 ended 31 st December 2022	
	<u>Loans from related companies</u> The Company borrowed money from D Energy and Retail Co., Ltd. as follows: - Beginning balance - Additional borrowing during the period -Repayment during the period Balance <u>interest expenses</u> The Company has paid interest on such loans.	- - - - - - -	- 7.00 - 7.00 - 0.00 0.00	<p>The company has submitted an application for permission to offer debt securities in the form of PP-offering no more than 10 bills, type of promissory note. Maturity of debt instruments are bills that are specified to be paid on demand or upon receipt of money (at call). The objective is to be used as working capital in the business. The total amount offered for sale is 1 copy with total offering value of 7 million baht, which has been offered to D Energy and Retail Co., Ltd. in the amount of 1 copy with the value of 7 million baht, with the face of the ticket issued on December 23, 2022 with interest rate of 100 percent. 4 per year and no collateral Referring to the interest rate from the current loan from Krung Thai Bank that D Energy and Retail Co., Ltd.</p> <p>Opinion of the Audit Committee</p> <p>Such items are necessary and reasonable. And it 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 2021 ended 31 st December 2021	Year 2022 ended 31 st December 2022	
	<p>accrued interest</p> <p>The Company has accrued interest on such loans.</p>			

Guidelines for resolving issues in observations from internal audits for the year 2022

The company has taken corrective action according to the issues and recommendations that internal auditors detect strictly. In Q1/22, there were 3 issues detected, which the Company is in the process of operation. In the second quarter of 2022, one issue was detected, which was the request for a construction permit. The company has made improvements.

2.9.1.3 Other opinion of the Audit Committee which is different from the opinion of the Board of Directors

At the Board of Directors Meeting No. 1/2022 held on February 24, 2022, the Board of Directors approved the principles for measures and procedures for approving related party transactions as follows:

Internal control system audit supervisor

In the event that there are transactions between the Company and related persons Persons who may have conflicts of interest have a stake Or there may be a conflict of interest in the future, which is a commercial agreement in the same way that a reasonable person would do with general contract parties in the same situation. With commercial bargaining power without the influence of being a director, executive or related person. and have normal trading conditions or market prices under reasonable conditions can check and does not cause a transfer of benefits The Company's management can operate 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 related party transaction that is not a normal commercial transaction The Company will provide an opinion by the Audit Committee on the necessity and suitability of such transaction. In the event that the Audit Committee does not have expertise in considering related transactions that may occur The company will consider an independent appraiser. Independent specialist or auditor to give opinions on such connected transactions to the Audit Committee for the Audit Committee to use in making decisions and giving opinions to the Board of Directors or shareholders as the case may be The Company has disclosed the related transactions in the notes to the financial statements audited by the Company's auditor. And the company has disclosed such related party 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 stock exchange. such related transactions Complied with the law on securities and stock exchange and regulations, announcements, orders or requirements of the Stock Exchange of Thailand. Persons who may have conflicts or have interests in the related transactions will not have the right to vote on such related transactions.

Policy or trend of future connected transactions

In the future, if the Company has a necessity to conduct related transactions with persons who may have conflicts of interest with the Company. The company will set various conditions in accordance with the nature of normal business operations and is a market price which can be compared with the conditions or prices incurred in the same type of business that the company deals with outsiders. price commentator rate of remuneration Including the necessity and appropriateness of such connected transactions. In the event that the Audit Committee does not have expertise in considering related transactions that may occur The company will consider an independent appraiser. An independent expert or the company's auditor will give opinions on such connected transactions. for the Audit Committee to use in making decisions and giving opinions to the Board of Directors or shareholders as the case may be

Related transactions that may occur in the future Directors must comply with the rules set by the SEC Office. SEC and the Stock Exchange of Thailand And the director must not approve any transaction that he or a person may have a conflict of interest in any other manner with the company. And must disclose such transactions to the Board of Directors for the Board of Directors to consider. The company must comply with the law on securities and stock exchange and regulations, announcements, orders or requirements of the Stock Exchange of Thailand. Including complying with the requirements relating to the disclosure of connected transactions and the acquisition or disposal of the Company's assets. And in accordance with the accounting standards set by the Association of Accountants strictly. In addition, the company will not do any transactions with related companies that are not normal business operations of the company.

However, the current connected transactions that will continue to exist in the future are: 1) Land rental from Mr. Chaikut Lertrungporn, Mrs. Pranee Lertrungporn, Dr. Pongnarin Lertrungporn, Mr. Pongpoj Lertrungporn. Porn and Mr. At Lertrungporn to use as the location of the office. The rental price is in accordance with the appraisal price. By using the market price comparison method appraised by a capital market appraisal company and a main appraiser approved by the Securities and Exchange Commission. 2) Lease of buildings from Mr. At Lertrungporn for use in Store materials and equipment in business operations. The rental price is in accordance with the appraisal price. By using the market price comparison method appraised by a capital market appraisal company and a main appraiser approved by the Securities and Exchange Commission. Sarakham Petroleum Co., Ltd. for use in operations The company has compared prices and conditions with other dealers. It is not different from providing services to general business partners. including considering the location which is close to the company's office

For loans from directors and related persons The Company has a policy to borrow money from any person or juristic person. Related The short-term loans from directors and related persons of that company. The Company has a policy to reduce reliance on loans from directors and related persons. Since the company has a policy to find the company's own funding sources.

In addition, the company has funding from the initial public offering of newly issued ordinary shares. This allows the company to have sufficient working capital for business operations without having to rely on loans from directors again.

for relying on directors management and family in guaranteeing loans from financial institutions of the Company Including using personal assets as collateral for loans from financial institutions of Mr. Chaiyut Lerdrungporn, Mrs. Pranee Lerdrungporn, Dr. Pongnarin Lerdrungporn, Mr. Pongpot Lerdrungporn, Mr. At Lerdrungporn, and Mr. Chanvit Kaewwisit. Mr. Channarong Kaewwisit and Mr. Chaichan Kaewwisit without any compensation for guarantee or use of assets as collateral. The Company can withdraw the loan guarantee and partially release the collateral to reduce financial dependence on the directors. management and family

Measures to protect investors

to protect investors In the future, if there are any connected transactions between the Company and its subsidiaries with persons who may have conflicts of interest. have a stake Or there may be a conflict of interest in the future. The company will arrange for the presentation of such transactions through the audit committee meeting. and the Board of Directors' meeting attended by audit committee members (except related party transactions). with trade agreements with general trading conditions which the Board of Directors has approved in principle that the management can proceed At the Board of Directors' Meeting No. 2/2020 on February 25, 2020, in order to ensure that the related transactions are fair and have an appropriate pricing policy. The Board of Directors must perform their duties in accordance with the Securities and Exchange Act and the regulations, notifications and requirements of the Stock Exchange of Thailand. Including complying with the requirements regarding the disclosure of connected transactions. and the acquisition or disposal of important assets of listed companies strictly. In addition, the company has disclosed related party transactions in the notes to financial statements that have been audited by the auditor. and the annual report form (56-1 One Report) has been completed.



DHOUSE PATTANA Public Company Limited

Part 3

Financial Statements

DHOUSE PATTANA PUBLIC COMPANY LIMITED
FINANCIAL STATEMENTS AND AUDITOR'S REPORT
FOR THE YEAR ENDED DECEMBER 31, 2022



บริษัท สยาม ทูธ สอบบัญชี จำกัด
338 อาคารปรีชาคอมเพล็กซ์ เอ ชั้น 8
ถนนรัชดาภิเษก สามเสนนอก หัวขวาง
กรุงเทพมหานคร 10310 ประเทศไทย
โทรศัพท์ 02 275 9599, 094 559 3894
<http://www.siamtruth.com>

Siam Truth Audit Company Limited
338 Preecha Complex Building A, 8th Floor,
Ratchadaphisek Road, Samsennok, Huaykwang,
Bangkok, 10310, Thailand
Telephone 02 275 9599, 094 559 3894
<http://www.siamtruth.com>

AUDITOR'S REPORT

To the Shareholders of Dhouse Pattana Public Company Limited

Opinion

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

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

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in my professional judgment, were of most significance in my audit of the consolidated and separate financial statements of the current period. These matters were addressed in the context of my audit of the consolidated and separate 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>Cost of property development and land held for development</p> <p>Cost of property development and land held for development are significant high value transaction, cost of property development 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. In addition, land held for development was delayed for the property development resulting that it has to be stated at the lower of cost or net realizable value. As at December 31, 2022, the carrying amount of cost of property development and land held for development are of Baht 132.01 million and Baht 430.26 million, respectively, as disclosed in notes 6 and note 9, to the financial statements, respectively.</p> <p>I have identified cost of property development and land held for development to be the key audit matters as its high value is significant to the consolidated 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 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. - 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.

Other Information

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

My opinion on the consolidated and separate 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 consolidated and separate financial statements, my responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated and separate 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 Consolidated and Separate Financial Statements

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

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

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

Auditor's Responsibilities for the Audit of the Consolidated and Separate Financial Statements

My objectives are to obtain reasonable assurance about whether the consolidated and separate financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes my opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with 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 consolidated and separate financial statements.

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

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

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

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

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

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



Kraist Silapamongkonkul
Certified Public Accountant
Registration Number 9429

Siam Truth Audit Company Limited
Bangkok
February 27, 2023

DHOUSE PATTANA PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

STATEMENT OF FINANCIAL POSITION

AS AT DECEMBER 31, 2022

Baht

	Note	Consolidated financial statements		Separate financial statements	
		2022	2021	2022	2021
Assets					
Current assets					
Cash and cash equivalents	5	18,648,438	37,567,087	13,032,015	34,736,582
Other receivables		423,966	75,141	187,129	75,141
Cost of property development	4, 6	132,009,985	135,433,398	132,009,985	135,433,398
Inventories	4, 7	6,918,313	2,932,121	5,610,873	2,932,121
Other current assets		1,587,394	1,823,239	992,248	1,823,239
Total current assets		159,588,096	177,830,986	151,832,250	175,000,481
Non-current assets					
Restricted bank deposits		323,527	292,749	323,527	292,749
Investments in subsidiaries	4, 8	-	-	3,000,000	3,000,000
Land held for development	9	430,264,627	435,141,963	430,264,627	435,141,963
Investments property	4, 10	44,191,062	43,430,213	126,236,441	94,408,019
Property, plant and equipment	4, 11	97,309,319	67,307,961	14,632,157	16,330,155
Right-of-use assets	4, 12	2,586,662	2,116,125	2,586,662	2,116,125
Intangible assets		573,195	678,901	573,195	678,901
Deferred tax assets	28	-	3,372,398	-	3,372,398
Other non-current assets		2,815,842	2,834,625	2,211,870	2,834,625
Total non-current assets		578,064,234	555,174,935	579,828,479	558,174,935
Total assets		737,652,330	733,005,921	731,660,729	733,175,416

DHOUSE PATTANA PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

STATEMENT OF FINANCIAL POSITION

AS AT DECEMBER 31, 2022

Baht

		Consolidated		Separate	
		financial statements		financial statements	
	Note	2022	2021	2022	2021
Liabilities and shareholders' equity					
Current liabilities					
Bank overdrafts and short-term loans					
from financial institutions	13	9,951,873	149,599,103	9,951,873	149,599,103
Trade and other payables	4, 14	3,675,803	1,286,759	3,334,891	1,236,759
Short-term loans from related parties	4	137,000,000	93,250,000	144,000,000	93,250,000
Current portion of liabilities	16	6,322,221	13,774,625	2,855,979	13,774,625
Current portion of lease liabilities	4, 12	732,907	977,087	732,907	977,087
Advance received	15	9,620,588	6,042,588	9,620,588	6,042,588
Other current liabilities		788,834	728,982	776,415	728,489
Total current liabilities		168,092,226	265,659,144	171,272,653	265,608,651
Non-current liabilities					
Long-term loans from financial institutions	16	16,477,389	8,478,861	5,622,881	8,478,861
Long-term leases liabilities	4, 12	3,043,192	2,287,184	3,043,192	2,287,184
Debenture	17	116,590,193	-	116,590,193	-
Provisions for employee benefit	18	3,271,738	2,678,061	3,271,738	2,678,061
Provisions	19	1,936,381	1,921,838	1,936,381	1,921,838
Other non-current liabilities		1,969,014	1,895,931	1,968,304	1,895,931
Total non-current liabilities		143,287,907	17,261,875	132,432,689	17,261,875
Total liabilities		311,380,133	282,921,019	303,705,342	282,870,526
Shareholders' equity					
Share capital					
Ordinary shares	20	420,000,000	420,000,000	420,000,000	420,000,000
Premium on share capital	21	7,792,527	7,792,527	7,792,527	7,792,527
Retained earnings (deficit)					
Appropriated					
Legal reserve		746,600	746,600	746,600	746,600
Unappropriated		(2,266,930)	21,545,775	(583,740)	21,765,763
Total shareholders' equity		426,272,197	450,084,902	427,955,387	450,304,890
Total liabilities and shareholders' equity		737,652,330	733,005,921	731,660,729	733,175,416

DHOUSE PATTANA PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

STATEMENTS OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED DECEMBER 31, 2022

Baht

	Note	Consolidated financial statements		Separate financial statements	
		2022	2021	2022	2021
Revenues from sales	4, 24	32,105,361	60,751,739	32,091,146	60,751,739
Cost of sales		(21,943,429)	(40,255,034)	(21,927,725)	(40,255,034)
Gross profit		10,161,932	20,496,705	10,163,421	20,496,705
Other income	24	1,214,991	1,248,042	980,003	1,242,407
Selling expenses	25, 26	(3,022,862)	(3,834,304)	(2,946,167)	(3,834,304)
Administrative expenses	4, 25, 26	(20,521,930)	(22,477,549)	(19,673,991)	(22,251,926)
Loss from operations		(12,167,869)	(4,567,106)	(11,476,734)	(4,347,118)
Finance costs	4, 27	(8,272,438)	(3,946,283)	(7,500,371)	(3,946,283)
Loss before income tax		(20,440,307)	(8,513,389)	(18,977,105)	(8,293,401)
Tax income (expense)	28	(3,372,398)	1,686,029	(3,372,398)	1,686,029
Loss for the year		(23,812,705)	(6,827,360)	(22,349,503)	(6,607,372)
Other comprehensive loss:					
Items that will never be reclassified subsequently to profit or loss					
Defined benefit plan actuarial loss	18	-	(569,588)	-	(569,588)
Income tax relating to items that will never be reclassified subsequently to profit or loss	28	-	113,918	-	113,918
Other comprehensive loss - net of tax		-	(455,670)	-	(455,670)
Total comprehensive loss		(23,812,705)	(7,283,030)	(22,349,503)	(7,063,042)
Loss per share					
Basic loss per share		(0.0283)	(0.0081)	(0.0266)	(0.0079)
Weighted average number of ordinary shares (shares)		840,000,000	840,000,000	840,000,000	840,000,000

DHOUSE PATTANA PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY

FOR THE YEAR ENDED DECEMBER 31, 2022

Baht

		Consolidated financial statements					
		Equity holders of the parent				Total	
Note		Issued and paid-up share capital	Premium on share capital	Retained earnings(deficit)		Total equity holders of the parent	Former shareholders' equity
				Appropriated legal reserve	Unappropriated		
	Balance as at January 1, 2021	420,000,000	7,792,527	746,600	54,028,805	482,567,932	1,000,000
	Dividend payment	-	-	-	(25,200,000)	(25,200,000)	-
	Total comprehensive loss	-	-	-	(7,283,030)	(7,283,030)	-
	Purchase of investment in subsidiary	-	-	-	-	-	(1,000,000)
	Balance as at December 31, 2021	420,000,000	7,792,527	746,600	21,545,775	450,084,902	-
	Total comprehensive loss	-	-	-	(23,812,705)	(23,812,705)	-
	Balance as at December 31, 2022	420,000,000	7,792,527	746,600	(2,266,930)	426,272,197	-

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

DHOUSE PATTANA PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY

FOR THE YEAR ENDED DECEMBER 31, 2022

FOR THE YEAR ENDED DECEMBER 31, 2022						Balut
	Note	Separate financial statements				Total shareholders' equity
		Issued and paid-up share capital	Premium on share capital	Retained earnings(deficit)		
				Appropriated legal reserve	Unappropriated	
Balance as at January 1, 2021		420,000,000	7,792,527	746,600	54,028,805	482,567,932
Dividend payment	22	-	-	-	(25,200,000)	(25,200,000)
Total comprehensive loss		-	-	-	(7,063,042)	(7,063,042)
Balance as at December 31, 2021		420,000,000	7,792,527	746,600	21,765,763	450,304,890
Total comprehensive loss		-	-	-	(22,349,503)	(22,349,503)
Balance as at December 31, 2022		420,000,000	7,792,527	746,600	(583,740)	427,955,387

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

DHOUSE PATTANA PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED DECEMBER 31, 2022

Baht

	Consolidated		Separate	
	financial statements		financial statements	
	2022	2021	2022	2021
Cash flows from operating activities				
Loss before income tax	(20,440,307)	(8,513,389)	(18,977,105)	(8,293,401)
Adjustments to reconcile loss before income tax to net cash generated (paid) from operating activities				
Depreciation and amortization	2,527,314	1,977,642	2,515,801	1,977,642
Loss on written-off of assets	1,967	17,494	1,967	17,494
Gain on sales of assets	(429,999)	-	(429,999)	-
Interest income	(4,160)	(12,501)	(855)	(7,067)
Finance costs	8,272,438	3,946,283	7,500,371	3,946,283
Loss from operations before changes in				
operatings assets and liabilities	(10,072,747)	(2,584,471)	(9,389,820)	(2,359,049)
Changes in operatings assets and liabilities				
Other receivables	(348,825)	(25,377)	(111,988)	(25,377)
Cost of property development	3,495,165	6,766,904	3,495,165	6,766,904
Inventories	(3,986,191)	(648,319)	(2,678,751)	(648,319)
Other current assets	235,845	(916,031)	830,991	(916,031)
Restricted bank deposits	(30,778)	(85,282)	(30,778)	(85,282)
Other non-current assets	18,783	(385,600)	622,755	(385,600)
Trade and other payables	1,609,389	(1,004,721)	1,344,989	(1,054,721)
Advance received	3,578,000	(8,153,912)	3,578,000	(8,153,912)
Other current liabilities	59,852	176,751	47,926	176,258
Provisions for employee benefit	593,677	339,744	593,677	339,744
Provisions	14,543	45,408	14,543	45,408
Other non-current liabilities	73,083	397,332	72,373	397,332
Cash paid from operations	(4,760,204)	(6,077,574)	(1,610,918)	(5,902,645)
Interest income	4,160	12,501	855	7,067
Net cash used in operating activities	(4,756,044)	(6,065,073)	(1,610,063)	(5,895,578)

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

10

DHOUSE PATTANA PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED DECEMBER 31, 2022

Baht

	Consolidated		Separate	
	financial statements		financial statements	
	2022	2021	2022	2021
Cash flows from investing activities				
Purchase of investments in subsidiaries	-	(1,000,000)	-	(3,000,000)
Purchase of investments property	(760,849)	(211,909)	(25,374,975)	(211,909)
Purchase of building and equipments	(26,311,763)	(4,847,250)	(1,054,342)	(4,847,250)
Sale of assets	430,000	-	430,000	-
Net cash used in investing activities	(26,642,612)	(6,059,159)	(25,999,317)	(8,059,159)
Cash flows from financing activities				
Decrease in bank overdrafts and				
short-term loans from financial institutions	(139,647,230)	(39,915,993)	(139,647,230)	(39,915,993)
Proceeds from short-term loan from related parties	117,000,000	-	122,000,000	-
Repayment for short-term loan from related parties	(73,250,000)	(17,000,000)	(71,250,000)	(17,000,000)
Proceeds from long-term loans from financial institutions	14,508,159	10,000,000	108,159	10,000,000
Repayment for long-term loans from financial institutions	(13,882,785)	(7,778,915)	(13,882,785)	(7,778,915)
Repayment for financial fees	(79,250)	-	-	-
Repayment for leases liabilities	(1,381,828)	(1,169,044)	(1,381,828)	(1,169,044)
Finance cost paid	(7,377,252)	(3,986,700)	(6,631,696)	(3,986,700)
Proceeds from debenture	120,000,000	-	120,000,000	-
Repayment for debenture issuing cost	(3,409,807)	-	(3,409,807)	-
Dividend paid	-	(25,200,000)	-	(25,200,000)
Net cash provided by (used in) financing activities	12,480,007	(85,050,652)	5,904,813	(85,050,652)
Net decrease in cash and cash equivalents	(18,918,649)	(97,174,884)	(21,704,567)	(99,005,389)
Cash and cash equivalents at the beginning of the year	37,567,087	134,741,971	34,736,582	133,741,971
Cash and cash equivalents at end of the year	18,648,438	37,567,087	13,032,015	34,736,582

Additional details of non-cash items

Year 2022, the Group had purchased the vehicles at cost in the amount of Baht 1.25 million

paid by cash of Baht 0.37 million and the remaining amount had been made by entering into a lease agreement.

DHOUSE PATTANA PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 2022

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 in the “Market for Alternative Investment (mai)” on October 26, 2020.

The Company and its subsidiaries (“the Group”) are engaged in 3 principal businesses as follows:

- Property development.
- Wholesale for general products.
- Oil station and retail business.

The Company’s major shareholders were as follow:

Major shareholders	Nationality	Shareholding	
		December 31,	
		2022	2021
Lerdrungporn Group	Thai	52.80	52.80
Kaewwisit Group	Thai	28.63	28.82

The financial statements have been approved for issue by the Company’s Board of Directors on February 27, 2023.

2. BASIS OF PREPARATION OF THE FINANCIAL STATEMENTS

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

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

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

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

BASIS OF PREPARATION OF THE CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements relate to the Company and its subsidiaries (together referred to as the “Group”)

Subsidiaries	Country of incorporation	Business type	%	
			Shareholding	
			December 31,	
			2022	2021
Direct subsidiary				
D Group Holdings Company Limited	Thailand	Wholesale for general products	100	100
Indirect subsidiary				
D Energy and Retail Company Limited	Thailand	Oil station and retail business	100	100

The preparations of the consolidated financial statements have been based on the same accounting policies for the same or similar accounting transactions or accounting events.

Acquisitions from entities under common control

Business combination under common control are accounted for using a method similar to the pooling of interest method. Under that method the acquirer recognizes assets and liabilities of the acquired businesses at their carrying amounts in the consolidated financial statements of the ultimate parent company at the moment of the transaction. The difference between the carrying amount of the acquired net assets and the consideration transferred is recognized as surplus or discount from business combinations under common control in shareholder’s equity. The surplus or discount will be transferred to retained earnings upon divestment of the businesses acquired.

The results from operations of the acquired businesses will be included in the consolidated financial statements of the acquirer from the beginning of the comparative period or the moment the businesses came under common control, whichever date is later, until control ceases.

On March 16, 2021, D Group Holdings Company Limited (the subsidiary) had purchased the investments in ordinary shares of D Energy and Retail Company Limited, from the existing shareholders which was the same group of the Company’s major shareholders, therefore, those purchase of investment was identified as the business combination under common control that had the same ultimate controlling-party whether before or after the business combination.

Subsidiaries

Subsidiaries are an entity controlled by the Group. The Company is deemed to have control over the subsidiaries if it has rights, or is exposed, to variable returns from its involvement with the subsidiaries, and it has the ability to direct the activities that significantly affect the amount of its returns. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases.

The existing shareholders’ equity from business combination under common control are presented at the net book value of the existing shareholders’ equity of subsidiary before business transferred in the statement of financial position under “shareholders’ equity”.

Transactions eliminated on consolidation

Intra-group balances and transactions, and any unrealized income or expenses arising from intra-group transactions, are eliminated.

New financial reporting standards

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

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

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

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

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

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

3. SIGNIFICANT ACCOUNTING POLICIES

The measurement bases used in preparing the financial statements

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

Revenue

Revenue is recognized when a customer obtains control of the goods or services in an amount that reflects the consideration to which the Group 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 Group accounts for a contract with a customer when it has entered into an agreement between counter parties that creates enforceable rights and obligations. The Group 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 Group 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 Group 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 Group has not yet delivered any premiums to the customer, the Group 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 Group makes payments such as registration fee for the transfer and lease of real estates and common area fee to the juristic person of real estate projects on behalf of customers. If the Group receives distinct goods or services from the customer, the Group 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 Group 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 Group 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 Group 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.

Sale of goods and rendering of services

Revenue from sales of goods is recognized when a customer obtains control of the goods, generally on delivery of the goods to the customers. For contracts that permit the customers to return the goods, revenue is recognized to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognized will not occur. Therefore, the amount of revenue recognized is adjusted for estimated returns.

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

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.

Revenue from rendering of services

Revenue from rendering of services are recognized when services are rendered.

Interest income

Interest income is recognized using the effective interest method.

Interest income is calculated by applying the effective interest rate to the gross book value of financial assets.

When financial assets are determined to credit impair, interest income is calculated by applying the effective interest rate to the net book value (gross book value less allowance for expected credit losses) of the financial assets. If the financial assets are not credit impaired, interest income is calculated basing on the original gross book value.

Other income

Other income is recognized on an accrual basis.

Consideration payable to the customer

The Group 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.

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.

Financial instruments

Financial assets and financial liabilities are recognized in the Group's consolidated and separate statements of financial position when the Group 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 Group classifies financial assets that are debt instruments as financial assets that are subsequently measured at amortized cost or fair value depends on the Group'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

- Financial assets measured at fair value through profit or loss

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

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

Offsetting

Financial assets and financial liabilities are offset, and the net amount is presented in the statement of financial position when the Group 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 Group 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 Group, are still recognized as financial assets and recognized as borrowing which have collateral for proceeds received.

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

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

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

Write-off

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

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

Allowance for expected credit losses on financial assets

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

The Group 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 Group'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 Group 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 Group 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 Group 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 Group 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 Group 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 Group'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 Group derecognizes financial liabilities when, and only when, the Group'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 Group 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 Group 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.

Other receivables and contract assets

Other receivables are stated at their invoice value less allowance for expected credit losses.

A receivable is recognized when the Group has an unconditional right to receive consideration. If revenue has been recognized before the Group has an unconditional right to receive consideration, the amount is recognized as a contract asset that means accrued income.

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 Group 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 Group 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 Group's asset and has been managed by a licensed fund manager.

The provident fund receives a cash contribution from employee and the Group. 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 Group 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 Group 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 Group 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 Group have made an offer of voluntary redundancy, it is probable that the offer will be accepted, and the number of acceptances can be estimated reliably. If benefits are payable more than 12 months after the end of the reporting period, then they are discounted to their present value.

Income tax

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

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

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

Current tax

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

Deferred tax

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

Deferred tax is 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 Group takes into account the impact of uncertain tax positions and whether additional taxes and interest may be due. The Group 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 Group to change their judgement regarding the adequacy of existing tax liabilities; such changes to tax liabilities will impact tax expense in the period that such a determination is made.

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

A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilized, including unutilized taxable losses. Deferred tax assets are reviewed at the end of reporting period date and reduced its carrying amount to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized against to the temporary differences and unutilized taxable losses.

Cash and cash equivalents

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

Cost of property development

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

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

The details of cost calculation

- | | | |
|----------------------------|---|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Land | - | Purchase price of land, cost for the acquisition and development of land 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 of houses are allocated based on salable area |
| Capitalized borrowing cost | - | Interest expense and fee incurred from loans in bringing the property development, arising before the project will be fully developed, are allocated based on actual incurred relevant to land and construction. |

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

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

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

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

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

Cost of property sold are also including cost of other products which the Group 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 Group 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.

Investments in subsidiaries

Investments in subsidiaries in the separate financial statements are accounted for using the cost method net of allowance for impairment (if any).

Land held for development

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

Cost comprises of cost of land and related expenses.

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

Investment property

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

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

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

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

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

Subsequent costs

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

Reclassification to property, plant and equipment

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

Property, plant and equipment**Owned assets**

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

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

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

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

Leased assets

Leases in terms of which the Group substantially assume all the risk and rewards of ownership are classified as finance leases. Property, plant 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 property, plant and equipment and cost of renovations are recognized in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Group within more than one accounting period, and its cost can be measured reliably. The carrying amount of the replaced part is derecognized. The costs of the day-to-day servicing of property, plant and equipment are recognized in profit or loss as incurred.

Depreciation

Depreciation is calculated based on the depreciable amount of building 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 freehold land and assets under construction.

Depreciation for the finance lease assets is charged as expense for each reporting period. The depreciation method for leased assets is consistent with that for depreciable assets that are owned by the Group.

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

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

Intangible assets

Intangible assets that are acquired by the Group 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 methods, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate.

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

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

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

Calculation of recoverable amount

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

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

In determining fair value less costs to sell, an appropriate valuation model is used. These calculations are corroborated by a valuation model that, based on information available, reflects the amount that the Group could obtain from the disposal of the asset in an arm's length transaction between knowledgeable, willing parties, after deducting the costs of disposal.

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.

Leases

As a lessee

The Group 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 Group 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 Group 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 Group 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 Group 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 Group is unable to obtain reasonable assurance that the ownership of the underlying asset is substantially transferred to the Group 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 Group applies the derecognition and impairment requirements, in according to the financial instrument principle, to the net investment in the lease. The Group 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 Group'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 Group 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 Group 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 lease assets are consumed.

Provisions

A provision is recognized in the statement of financial position when the Group 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 of residential condominium units, that the revenue from sales have been already recognized, are estimated by calculating the quantity and value of materials used in each project, including labour cost and other related expenses necessary used to complete the project. The changes of materials price, labour cost and other related expenses are also determined. The estimated cost are regularly reviewed and at each time that actual cost incurred are materially different from the cost estimates.

Dividends

Dividend and interim dividend payment are recorded in the period in which they are approved by Shareholders' meeting and Board of Directors' meeting.

Debt issued and other borrowings

Debt issued and other borrowings are initially recognized at the fair value of the proceeds received. Debt issued and other borrowings are subsequently measured at amortized cost, using the effective interest method. Any difference between proceeds and the redemption value is recognized as an interest in profit or loss over the period of the borrowings.

Basic loss per share

Basic loss per share is calculated by dividing the loss for the years attributable to ordinary shareholders of the Group 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) Allowance for impairment on investments

The Group treats investments as impaired when there has been a significant or prolonged decline in the fair value below their cost or where other objective evidence of impairment exists. The determination of what is “significant” or “prolonged” requires judgment of the management.

d) Property, plant and equipment

The recognition of cost incurred in the carrying amount of an item of property, plant and equipment ceases when the item is in the location and condition necessary for it to be capable of operating in the manner intended by management.

In determining depreciation of buildings and equipment, the management is required to make estimates of the useful lives and residual values of buildings and equipment and to review estimated useful lives and residual values when circumstance changes.

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

e) Intangible assets

The initial recognition and measurement of intangible assets, and subsequent impairment testing, require management to make estimates of cash flows to be generated by the asset or the cash generating units and to choose a suitable discount rate in order to calculate the present value of those cash flows.

f) Deferred tax assets

The Group recognizes deferred tax assets for all deductible temporary differences to the extent that it is probable that future taxable profit will be available against which such deductible temporary differences can be utilised, including unutilized taxable loss. Significant management judgement is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and level of estimate future taxable profits.

g) Leases

The Group 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 Group transfers or is transferred the risks and rewards of leased assets.

Determining the lease term of contracts with renewal and termination options

In determining the lease term, the management is required to use judgement in evaluating whether it is reasonably certain whether or not to exercise the option to renew or terminate the lease considering all relevant facts and circumstances that create an economic incentive for it to exercise either the renewal or termination.

Incremental borrowing rate

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

h) Post-employment benefits

The obligation under the defined benefit plan is determined based on actuarial techniques which depends on various assumptions, including discount rate, future salary increase rate, mortality rate and staff turnover rate.

i) Impairment of non-financial assets

The carrying amounts of the Group's non-financial assets are reviewed at each reporting period to determine whether there is any indication of impairment. If any such indication exists, the assets' recoverable amounts are estimated.

j) 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 Group recognizes revenue over time in the following circumstances:

- the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs;
- the Group's performance creates or enhances an asset that the customer controls as the asset is created or enhanced; or

- the Group's performance does not create an asset with an alternative use to the Group and the Group 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.

k) Advance received from sales of real estate

Sales of real estate contract made with customers stipulates that the Group is entitled to receive partial payments from customers when the contract has commenced such as booking payment, contract payment and down payment. The Group determines that there are no significant financing components arising from the payments received from customers because they are not the Group's funding but the customers' guarantee for contractual performance.

l) Real estate development costs estimation

In calculating cost of land and houses and residential condominium units sold, the Group has to estimate all real estate development costs, comprising land and land improvement costs, design and construction costs, public utility costs, borrowing costs and other related costs. The management estimates these costs based on their business experience in the business and revisits the estimations on a periodical basis or when the actual costs incurred significantly vary from the estimated costs.

m) Allowance for diminution in value of real estate development costs

The Group 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.

n) 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.

o) Contributions to housing estate juristic persons

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

4. TRANSACTIONS WITH RELATED PARTIES

A related party is a person or entity that has control, or are controlled by, the Company and subsidiaries, whether directly or indirectly, or which are under common control with the Company and subsidiaries.

They also include a person which directly or indirectly own a voting interest in the Company and subsidiaries 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 and subsidiaries' operations, including, close family members of mentioned person and entity that has control or significant influence whether directly or indirectly.

Significant transactions with related parties for the years ended December 31, 2022 and 2021 were as follows:

	Consolidated		Baht	
	financial statements		Separate financial statements	
	2022	2021	2022	2021
Revenue from sale				
Related persons	-	3,600,000	-	3,600,000
Purchase of construction materials				
D Energy and Retail Co., Ltd.	-	-	130,077	-
Purchase of supplies				
Sarakham Petroleum Co., Ltd.	205,057	225,400	205,057	225,400
Purchase of assets				
D Energy and Retail Co., Ltd.	-	-	100,000	-
Fammart Corporation Co., Ltd.	-	160,000	-	160,000
Directors	-	270,000	-	270,000
Related persons	-	238,900	-	238,900

	Consolidated		Separate	
	financial statements		financial statements	
	2022	2021	2022	2021
Amortization right-of-use assets				
Directors	357,989	355,128	357,989	355,128
Other expenses				
Sarakham Petroleum Co., Ltd.	-	648	-	648
Directors	340,488	234,943	340,488	234,943
Interest expense				
D Energy and Retail Co., Ltd.	-	-	6,904	-
Directors	1,403,664	1,353,101	1,403,664	1,353,101
Related persons	698,468	1,243,074	698,468	1,243,074

Key management personnel compensation

Key management personnel compensation for the years ended December 31, 2022 and 2021 consisted of:

	Consolidated and separate financial statements	
	2022	2021
Short-term benefits	4,473,450	4,466,410
Post-employment benefits	431,772	355,108
Total	4,905,222	4,821,518

Directors' remuneration

Directors' remuneration represents benefits paid to the director of the Group in accordance with Section 90 of the Public Company Limited Act, B.E.2535 exclusive of salaries and related benefit payable to directors who hold executive positions.

For the years ended December 31, 2022 and 2021, the Group paid directors' remuneration in the amount of Baht 0.65 million and Baht 0.54 million, respectively.

The significant balances of assets and liabilities with related parties as at December 31, 2022 and 2021 were as follows:

	Consolidated		Separate	
	financial statements		financial statements	
	2022	2021	2022	2021
Investments in subsidiary				
D Group Holdings Co., Ltd.	-	-	3,000,000	3,000,000
Right-of-use assets				
Directors	2,586,662	2,116,125	2,586,662	2,116,125
Rental payables				
Directors	24,781	23,749	24,781	23,749
Accrued interest expenses				
D Energy and Retail Co., Ltd.	-	-	6,904	-
Directors	95,123	113,065	95,123	113,065
Related persons	21,233	84,932	21,233	84,932
Lease liabilities				
Directors	2,846,448	2,303,939	2,846,448	2,303,939

Short-term loans from related parties

Short-term loans from related parties as at December 31, 2022 and 2021 consisted of:

	Consolidated		Separate	
	financial statements		financial statements	
	2022	2021	2022	2021
D Energy and Retail Co., Ltd.	-	-	7,000,000	-
Directors	112,000,000	53,250,000	112,000,000	53,250,000
Related persons	25,000,000	40,000,000	25,000,000	40,000,000
Total	137,000,000	93,250,000	144,000,000	93,250,000

Movements of short-term loans from related parties for years ended December 31, 2022 and 2021 were as follows:

	Consolidated		Separate	
	financial statements		financial statements	
	2022	2021	2022	2021
Beginning balance	93,250,000	110,250,000	93,250,000	110,250,000
Increase	117,000,000	-	122,000,000	-
Decrease	(73,250,000)	(17,000,000)	(71,250,000)	(17,000,000)
Ending balance	137,000,000	93,250,000	144,000,000	93,250,000

Baht

The Group entered into a loan agreement with directors and related persons by issuing promissory notes due at call, interest charged at the rate of 1 - 2.50 percent per annum and unsecured.

The Group entered into a loan agreement with related company by issuing promissory notes due at call, interest charged at the rate of 4 percent per annum and unsecured.

Significant agreements

The Company

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 November 30, 2022, the Company renewed for the 2nd rental agreement for constructions with related person, a rental period of 3 years starting from December 1, 2022 to November 30, 2025. The rental agreement may be renewed for 10 times of 3 years each, at a yearly rental of Baht 220,000 and rental shall be increase every 3 years at the rate of 10% of previous rental.

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 times of 10 years each, at a yearly rental of Baht 149,000 referring to the market price from an independent appraiser 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, at a yearly rental of Baht 81,000 referring to the market price from an independent appraiser and rental shall be increase every 3 years at the rate of 10% of previous rental.

On November 30, 2022, the Company renewed for the 2nd rental agreement for land with related persons, a rental period of 3 years starting from December 1, 2022 to November 30, 2025. The rental agreement may be renewed for 10 times of 3 years each, at a yearly rental of Baht 81,900 and rental shall be increase every 3 years at the rate of 10% of previous rental.

Subsidiaries**Year 2022**

D Group Holdings Company Limited invested in the increased ordinary shares of D Energy and Retail Company Limited in the amount of Baht 1.60 million (see note 8).

Year 2021

D Group Holdings Company Limited purchased ordinary shares of D Energy and Retail Company Limited, contract value of Baht 1 million from the existing shareholders which are shareholders and directors (see note 8).

Co-guarantee for liabilities

As at December 31, 2022 and 2021, related parties had co-guaranteed liabilities as follows:

	Guarantor/Collateral	Note	guarantee	insured	2022		2021		Babit
					Credit limit	Principal	Credit limit	Principal	
a)	D Group Holdings Company Limited, D Energy and Retail Company Limited and directors	16	Loan from financial institutions	Dhouse Pattana Public Company Limited	39,000,000	-	-	-	-
b)	Directors and related persons and mortgaged land including construction	13	Bank overdrafts	Dhouse Pattana Public Company Limited	15,000,000	9,951,873	30,000,000	29,599,103	
		16	Loan from financial institutions		74,000,000	8,478,000	30,000,000	22,253,486	
c)	Directors and related persons	13	Short-term loans from financial institutions	Dhouse Pattana Public Company Limited	-	-	120,000,000	120,000,000	
		13	Letter of guarantee		19,000,000	8,489,888	15,000,000	8,489,888	
		12	Leases liabilities		2,762,781	246,348	2,762,781	985,392	
d)	Dhouse Pattana Public Company Limited, D Group Holdings Company Limited and directors Dhouse Pattana Public Company Limited mortgaged investments property	13	Bank overdrafts	D Energy and Retail Company Limited	15,000,000	-	-	-	-
e)	Dhouse Pattana Public Company Limited, D Group Holdings Company Limited and directors Dhouse Pattana Public Company Limited mortgaged investments property	16	Loan from financial institutions	D Energy and Retail Company Limited	38,000,000	14,400,000	-	-	-
f)	D Group Holdings Company Limited and directors Dhouse Pattana Public Company Limited mortgaged investments property	13	Bank overdrafts	D Energy and Retail Company Limited	5,000,000	-	-	-	-
g)	Dhouse Pattana Public Company Limited mortgaged land held for development D Group Holdings Company Limited and directors Dhouse Pattana Public Company Limited mortgaged land held for development	13	Short-term loans from financial institutions	D Energy and Retail Company Limited	6,000,000	-	-	-	-

Nature of relationship

Name	Country/ Nationality	Relation	Type of relation
D Group Holdings Company Limited	Thailand	Direct subsidiary	Direct shareholding
D Energy and Retail Company Limited	Thailand	Indirect subsidiary	Indirect shareholding
Sarakham Petroleum Company Limited	Thailand	Related company	Common director
Farmmart Corporation Company Limited	Thailand	Related company	Common director
Related persons	Thai	Related persons	Close family member of management and/or shareholder

Bases of measurement for intercompany revenues and expenses

	Pricing policies
Purchase and sale of goods and assets	Referred to market price/ stipulate in the agreement
Rental of land including constructions	Stipulate in the agreement
Other expenses	Referred to market price
Interest expenses	Referred to commercial bank's interest rate.

5. CASH AND CASH EQUIVALENTS

Cash and cash equivalents as at December 31, 2022 and 2021 consisted of:

	Consolidated		Separate	
	financial statements		financial statements	
	2022	2021	2022	2021
Cash	31,242	36,209	8,982	3,420
Cash at banks	18,617,196	37,530,878	13,023,033	34,733,162
Total	18,648,438	37,567,087	13,032,015	34,736,582

Baht

6. COST OF PROPERTY DEVELOPMENT

Cost of property development as at December 31, 2022 and 2021 consisted of:

	<i>Baht</i>	
	Consolidated and separate financial statements	
	2022	2021
Property for sale		
Land and house	9,390,046	4,796,339
Property under development		
Land	55,595,020	61,887,560
Construction in progress	66,333,397	68,004,554
Capitalized interest cost	691,522	744,945
Total	132,009,985	135,433,398

Movements of cost of property development for the years ended December 31, 2022 and 2021 were summarized as follows:

	<i>Baht</i>	
	Consolidated and separate financial statements	
	2022	2021
Cost of sales	(21,013,067)	(39,534,235)
Construction cost	17,517,904	32,329,134
Capitalized interest cost included in		
Cost of property development	71,750	40,417
Interest rate (%)	2 - 7	2

As at December 31, 2022 and 2021, the Group mortgaged land with construction as collateral for credit facilities of loan (see notes 13 and 16) which its carrying value were summarized as follow:

	<i>Baht</i>	
	Consolidated and separate financial statements	
	2022	2021
Property under development	50,154,099	48,605,674

Information of property projects as at December 31, 2022 and 2021 were summarized as follow:

	<i>Baht</i>	
	Consolidated and	
	separate financial statements	
	2022	2021
Total estimated sale value of property projects		
which were in the process of selling	468,039,900	485,217,500
Total sale value of units which their controls		
were transferred to the customers	185,215,822	153,038,822
Total sale value under the contracts which		
were in the process of transferring of control	17,490,000	20,203,600

The Group had the obligations under contracts with customers that are unsatisfied which the Group expects to satisfy these performance obligations within the 1 year.

7. INVENTORIES

Inventories as at December 31, 2022 and 2021 consisted of:

	<i>Baht</i>			
	Consolidated		Separate	
	financial statements		financial statements	
	2022	2021	2022	2021
Construction materials	5,610,873	2,932,121	5,610,873	2,932,121
Fuel	1,298,832	-	-	-
Supplies	8,608	-	-	-
Total	6,918,313	2,932,121	5,610,873	2,932,121

8. INVESTMENTS IN SUBSIDIARIES

Investments in subsidiaries in the separate financial statements as at December 31, 2022 and 2021 consisted of:

Subsidiaries	<i>Baht</i>		%			
	Paid-up share capital		Shareholding		Cost value	
	2022	2021	2022	2021	2022	2021
Direct Subsidiary						
D Group Holdings Company Limited	3,000,000	3,000,000	100	100	3,000,000	3,000,000
Indirect Subsidiary						
D Energy and Retail Company Limited	2,600,000	1,000,000	100	100	2,600,000	1,000,000

The Extraordinary General Meeting of Shareholders of D Energy and Retail Company Limited (Indirect subsidiary) held on March 10, 2022 passed a special resolution to approve to increase the registered share capital from Baht 1 million to Baht 5 million by issuing new ordinary shares of 40,000 shares with par value of Baht 100 each. The indirect subsidiary called up for the increased shares at Baht 40 each, totalling of Baht 1.60 million.

The indirect subsidiary registered the increase of share capital with the Department of Business Development, the Ministry of Commerce on March 14, 2022.

The Board of Directors' Meeting of the Company held on January 15, 2021 passed the resolutions to approve as follows:

- To 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 holds 100% of the registered share capital. The subsidiary had called up of Baht 3 per share, totaling of Baht 3 million.

The Company had already registered the establishment of the mentioned subsidiary with the Department of Business Development, the Ministry of Commerce on January 28, 2021.

- To approve D Group Holdings Company Limited (the subsidiary) purchase 9,998 ordinary shares with the par value of Baht 100 of D Energy and Retail Company Limited, which operates in the oil station and retail business, contract value of Baht 1 million, representing to 100% shareholding of the registered share capital (see note 4).

On March 16, 2021, the subsidiary had purchased investment in ordinary shares of D Energy and Retail Company Limited.

The details of the net assets of the D Energy and Retail Company Limited at the acquisition date were summarized as follows:

	<i>Baht</i>
Cash and cash equivalents	1,000,000
Net assets	1,000,000
Shareholding (%)	100
Purchasing value of subsidiary	1,000,000

9. LAND HELD FOR DEVELOPMENT

Movements of land held for development for the years ended December 31, 2022 and 2021 were as follows:

	Note	Baht	
		Consolidated financial statements	Separate financial statements
At cost			
At January 1, 2021		528,899,875	528,899,875
Purchase/ transfer-in		438,198	438,198
Disposal		-	-
Transfer to investment property	10	(43,218,304)	(94,196,110)
Transfer to property, plant and equipment	11	(50,977,806)	-
At December 31, 2021		435,141,963	435,141,963
Purchase/ transfer-in		-	-
Disposal		-	-
Transfer to investment property	10	-	(4,877,336)
Transfer to property, plant and equipment	11	(4,877,336)	-
At December 31, 2022		430,264,627	430,264,627

As at December 31, 2022 and 2021, the Group mortgaged land held for development as collateral for credit facilities of loan and to secure debentures (see notes 13, 16 and 17) which its carrying value were summarized as follow:

	Baht	
	Consolidated and separate financial statements	
	2022	2021
Land held for development	429,974,182	155,710,747

A certain of land held for development with the carrying value of Baht 0.82 million were expropriated by Maha Sarakham Rural Road Office at the expropriated value of Baht 8 million.

On June 15, 2021, the Company entered into an agreement to purchase and sell such expropriated land held for development with by the Department of Rural Roads at the contract value of Baht 8 million, which the Company will receive the compensation of Baht 6 million and the remaining compensation will be receive when the Company transfers the ownership of the land and completely removes constructions from the expropriated land.

10. INVESTMENT PROPERTY

Movements of investment property for the years ended December 31, 2022 and 2021 were as follows:

		Consolidated financial statements			Separate financial statements			Baht
		Assets			Assets			
	Note	Land	under construction	Total	Land	under construction	Total	
Cost								
At January 1, 2021		-	-	-	-	-	-	
Increase		-	211,909	211,909	-	211,909	211,909	
Transfer from land held for development	9	43,218,304	-	43,218,304	94,196,110	-	94,196,110	
At December 31, 2021		43,218,304	211,909	43,430,213	94,196,110	211,909	94,408,019	
Increase		-	760,849	760,849	-	25,374,974	25,374,974	
Transfer from land held for development	9	-	-	-	4,877,336	-	4,877,336	
Transfer from property, plant and equipment	11	-	-	-	-	1,576,112	1,576,112	
At December 31, 2022		43,218,304	972,758	44,191,062	99,073,446	27,162,995	126,236,441	

Fair value of investment property as at December 31, 2022 and 2021 were as follow:

	Consolidated		Separate		<i>Baht</i>
	financial statements		financial statements		
	2022	2021	2022	2021	
Land	57,047,400	57,047,400	132,466,400	124,387,400	

Fair value of investment property as at December 31, 2022 and 2021 was determined by basing on the asset valuation as followed:

The vacant land with the carrying amount of Baht 43.22 million (year 2021: amount of Baht 43.22 million) in the consolidated financial statements and of Baht 99.07 million (year 2021: amount of Baht 94.20 million) in the separate financial statements were appraised by an independent appraiser based on market comparison approach.

As at December 31, 2022, the Group mortgaged investment property as collateral for credit facilities of loan (see notes 13 and 16) which its carrying value were summarized as follow:

		<i>Baht</i>
	Consolidated	Separate
	<u>financial statements</u>	<u>financial statements</u>
Land	<u>43,218,304</u>	<u>99,073,446</u>

11. PROPERTY, PLANT AND EQUIPMENT

Movements of property, plant and equipment for the years ended December 31, 2022 and 2021 were as follows:

	Consolidated financial statements						Bait
	Land	Buildings	Machinery and equipment	Office equipment	Vehicles	Assets under construction	Total
At cost							
At January 1, 2021	-	10,341,905	177,664	2,085,273	16,002,564	1,360,638	29,568,044
Purchase/ transfer-in	50,977,806	2,268,685	374,229	327,098	1,301,900	2,697,897	57,947,615
Disposal/ transfer-out	-	-	(13,522)	(3,972)	-	(2,122,559)	(2,140,053)
At December 31, 2021	50,977,806	12,610,590	538,371	2,408,399	17,304,464	1,935,976	85,775,606
Purchase/ transfer-in	4,877,336	-	220,293	800,375	1,265,447	26,479,607	33,643,058
Disposal/ transfer-out	-	-	(2,000)	-	(2,499,000)	(1,576,112)	(4,077,112)
At December 31, 2022	55,855,142	12,610,590	756,664	3,208,774	16,070,911	26,839,471	115,341,552
Accumulated depreciation							
At January 1, 2021	-	3,507,990	85,051	1,177,762	12,180,034	-	16,950,837
Depreciation	-	608,455	74,550	311,341	522,462	-	1,516,808
Disposal/ transfer-out	-	-	-	-	-	-	-
At December 31, 2021	-	4,116,445	159,601	1,489,103	12,702,496	-	18,467,645
Depreciation	-	836,972	114,410	354,152	758,086	-	2,063,620
Disposal/ transfer-out	-	-	(33)	-	(2,498,999)	-	(2,499,032)
At December 31, 2022	-	4,953,417	273,978	1,843,255	10,961,583	-	18,032,233

	Consolidated financial statements						Bahr
	Land	Buildings	Machinery and equipment	Office equipment	Vehicles	Assets under construction	Total
Net book value							
Owned assets	50,977,806	8,494,145	378,770	919,296	1,562,046	1,935,976	64,268,039
Assets under finance leases	-	-	-	-	3,039,922	-	3,039,922
At December 31, 2021	50,977,806	8,494,145	378,770	919,296	4,601,968	1,935,976	67,307,961
Owned assets	55,855,142	7,657,173	482,686	1,365,519	1,222,578	26,839,471	93,422,569
Assets under finance leases	-	-	-	-	3,886,750	-	3,886,750
At December 31, 2022	55,855,142	7,657,173	482,686	1,365,519	5,109,328	26,839,471	97,309,319

	Separate financial statements					Bath
	Buildings	Machinery and equipment	Office equipment	Vehicles	Assets under construction	Total
At cost						
At January 1, 2021	10,341,905	177,664	2,085,273	16,002,564	1,360,638	29,968,044
Purchase/ transfer-in	2,268,685	374,229	327,098	1,301,900	2,697,897	6,969,809
Disposal/ transfer-out	-	(13,522)	(3,972)	-	(2,122,559)	(2,140,053)
At December 31, 2021	12,610,590	538,371	2,408,399	17,304,464	1,935,976	34,797,800
Purchase/ transfer-in	-	203,303	174,070	1,265,447	289,369	1,932,189
Disposal/ transfer-out	-	(2,000)	-	(2,499,000)	(1,576,112)	(4,077,112)
At December 31, 2022	12,610,590	739,674	2,582,469	16,070,911	649,233	32,652,877
Accumulated depreciation						
At January 1, 2021	3,507,990	85,031	1,177,762	12,180,034	-	16,950,837
Depreciation	608,455	74,550	311,341	522,462	-	1,516,808
Disposal/ transfer-out	-	-	-	-	-	-
At December 31, 2021	4,116,445	159,601	1,489,103	12,702,496	-	18,467,645
Depreciation	856,972	113,907	343,142	758,086	-	2,052,107
Disposal/ transfer-out	-	(33)	-	(2,498,999)	-	(2,499,032)
At December 31, 2022	4,953,417	273,475	1,832,245	10,961,583	-	18,020,720
Net book value						
Owned assets	8,494,145	378,770	919,296	1,562,046	1,935,976	13,290,233
Assets under finance leases	-	-	-	3,039,922	-	3,039,922
At December 31, 2021	8,494,145	378,770	919,296	4,601,968	1,935,976	16,330,155
Owned assets	7,657,173	466,199	750,224	1,222,578	649,233	10,745,407
Assets under finance leases	-	-	-	3,886,750	-	3,886,750
At December 31, 2022	7,657,173	466,199	750,224	5,109,328	649,233	14,632,157

	<i>Million Baht</i>	
	Consolidated and separate financial statements	
	2022	2021
As at December 31		
The gross carrying amount of fully depreciated that is still in use	11.67	13.96

As at December 31, 2022, the Group mortgaged land as collateral for credit facilities of loan (see notes 13 and 16) which its carrying value were summarized as follow:

	<i>Baht</i>
	Consolidated financial statements
Land	55,855,142

Movements of the right-of-use assets recognized as vehicles for the years ended December 31, 2022 and 2021 were summarized as follows:

	<i>Baht</i>
	Consolidated and separate financial statements
Net book value	
At January 1, 2021	3,334,113
Less Amortization	(294,191)
At December 31, 2021	3,039,922
Increase	1,252,547
Less Amortization	(405,719)
At December 31, 2022	3,886,750

The Group entered into the lease agreement for vehicles with other parties. The Group recognized the right-of-use assets as part of property, plant and equipment.

12. LEASES

Right-of-use assets

Movements of the right-of-use assets for the years ended December 31, 2022 and 2021 were summarized as follows:

	<i>Baht</i>		
	Consolidated and separate financial statements		
	Land	Building	Total
Net book value			
At January 1, 2021	2,131,105	340,149	2,471,254
Less Amortization	(177,380)	(177,749)	(355,129)
At December 31, 2021	1,953,725	162,400	2,116,125
Increase	238,828	589,698	828,526
Less Amortization	(178,205)	(179,784)	(357,989)
At December 31, 2022	2,014,348	572,314	2,586,662

The Company leases of warehouses and leases of land for the warehouse for a period of 3 years, with the extension options at the end of lease term. The rental is payable yearly at the rate as specified in the contract (see note 4).

The Company leases of land for the office building for a period of 9 years and 244 days, with the extension options at the end of lease term. The rental is payable yearly at the rate as specified in the contract (see note 4).

Leases liabilities

As at December 31, 2022 and 2021, leases liabilities consisted of:

	<i>Baht</i>	
	Consolidated and separate financial statements	
	2022	2021
Amount of leases liabilities	5,375,167	4,904,774
Less Deferred interest	(1,599,068)	(1,640,503)
Leases liabilities	3,776,099	3,264,271
Less Current portion	(732,907)	(977,087)
Long-term liabilities	3,043,192	2,287,184

Movements of leases liabilities for the years ended December 31, 2022 and 2021 were as follows:

	<i>Baht</i>	
	Consolidated and	
	separate financial statements	
	2022	2021
Beginning balance	3,264,271	4,224,186
Enter into the lease	1,706,373	-
Amortized interest	190,875	209,129
Lease payment	(1,381,828)	(1,169,044)
Rental payables	(3,592)	-
Ending balance	3,776,099	3,264,271

As at December 31, 2022 and 2021, leases liabilities presented by term of repayment period were summarized as follow:

	<i>Baht</i>		
	Consolidated and separate financial statements		
		Deferred	Minimum
Due of payment	Present value	interest expenses	lease payment
2022			
Within 1 year	732,907	179,244	912,151
More than 1 year but not over 5 years	1,241,543	548,257	1,789,800
Over 5 years	1,801,649	871,567	2,673,216
Total	3,776,099	1,599,068	5,375,167
2021			
Within 1 year	977,087	156,123	1,133,210
More than 1 year but not over 5 years	421,752	496,596	918,348
Over 5 years	1,865,432	987,784	2,853,216
Total	3,264,271	1,640,503	4,904,774

Lessor

	<i>Baht</i>	
	Consolidated and separate financial statements	
	2022	2021
For the year ended December 31,		
Recognized in profit or loss		
Interest expense from leases liabilities	190,875	209,129
Expensed relating to leases of low-value-assets	14,980	14,980

As at December 31, 2022 and 2021, the Group had the minimum lease payment under short-term lease relating to low-value-assets and non-cancellable agreement other than those lease liabilities as follow:

	<i>Baht</i>	
	Consolidated and separate financial statement	
Due of payment	2022	2021
Within 1 year	14,980	14,980
More than 1 year but not over 5 years	10,700	36,380
Total	25,680	51,360

13. BANK OVERDRAFTS AND SHORT-TERM LOANS FROM FINANCIAL INSTITUTIONS

Bank overdraft and short-term loans from financial institutions as at December 31, 2022 and 2021 consisted of:

	<i>Baht</i>	
	Consolidated and separate financial statements	
	2022	2021
Bank overdrafts	9,951,873	29,599,103
Promissory note	-	120,000,000
Total	9,951,873	149,599,103

The Group has the credit facilities from financial institutions which were detailed as follows:

	Credit limit				<i>Baht</i>	%
	Company		Subsidiaries			
Type of credit facilities	2022	2021	2022	2021	Referred interest rate	
Bank overdraft	15,000,000	30,000,000	20,000,000	-	Savings accounts/ SPRL	
Promissory notes	-	120,000,000	6,000,000	-	Savings accounts	
Letters of guarantee	19,000,000	15,000,000	-	-	-	

Collateral

The Group had mortgaged land including construction of cost of property development, land held for development, investment property and property, plant and equipment (see notes 6, 9, 10 and 11).

The Company, D Group Holdings Company Limited and the directors of the Company had guaranteed for loans of D Energy and Retail Company Limited (see note 4).

D Group Holdings Company Limited and D Energy and Retail Company Limited had guaranteed for loans of the Company (see note 4).

The Company's directors and related persons had guaranteed for loans (see note 4).

14. TRADE AND OTHER PAYABLES

Trade and other payables as at December 31, 2022 and 2021 consisted of:

	Consolidated		Separate	
	financial statements		financial statements	
	2022	2021	2022	2021
Trade payables	1,155,400	103,580	1,155,400	103,580
Other payables				
Accrued expenses	2,520,403	1,183,179	2,179,491	1,133,179
Total	3,675,803	1,286,759	3,334,891	1,236,759

15. ADVANCE RECEIVED

Movement of advance received for the years ended December 31, 2022 and 2021 were summarized as follows:

	<i>Baht</i>	
	Consolidated and separate financial statements	
	2022	2021
Beginning balance	6,042,588	14,196,500
Increase	3,618,000	6,168,588
Decrease	(10,000)	(87,000)
Recognized as revenue	(30,000)	(14,235,500)
Ending balance	9,620,588	6,042,588

Advance received arising from purchasing house unit from the Group which the customer made a wholly or partially payment. The Group will transfer advance received to recognize as revenue from sale when they completely transfer control over the house to the customer.

16. LOAN FROM FINANCIAL INSTITUTIONS

Loan from financial institutions as at December 31, 2022 and 2021 consisted of:

Financial Institutions	Credit limit		Principal		Bahi %		Term of payment	Due of payment
	2022	2021	Referred interest rate	Interest instalment				
The Company								
Commercial bank	8,000,000	8,000,000	-	6,857,172	2	At the end of each month	Jun 2020 - Jun 2022	Installment 1 st - 6 th ; Installment 7 th - 23 rd ; grace period for both of principal and interest monthly principal and interest repayment of Baht 0.10 million repayment for the outstanding remained
Commercial bank	10,000,000	10,000,000	-	3,871,094	2	At the end of each month	Jul 2020 - Jul 2022	Installment 1 st - 6 th ; Installment 7 th - 23 rd ; grace period for both of principal and interest monthly principal and interest repayment of Baht 0.57 million repayment for the outstanding remained
Commercial bank	2,000,000	2,000,000	-	1,504,019	2	At the end of each month	Sep 2020 - Sep 2022	Installment 1 st - 6 th ; Installment 7 th - 12 th ; Installment 13 th - 23 rd ; grace period for both of principal and interest monthly interest repayment monthly principal and interest repayment of Baht 0.17 million; repayment for the outstanding remained
Commercial bank	10,000,000	10,000,000	8,478,860	10,021,201	2, 6	At the end of each month	Nov 2021 - Nov 2025	Installment 1 st - 6 th ; Installment 7 th - 47 th ; grace period for both of principal and interest monthly principal and interest repayment of Baht 0.24 million; repayment for the outstanding remained

Financial institutions	Credit limit		Bahi		Referred interest rate	Interest	Term of payment	Due of payment
	2022	2021	2022	2021				
Commercial bank	22,000,000	-	-	-	MLR	At the end of each month	10 Years	Installment 1 st - 10 th : monthly principal repayment of Bahi 0.13 million Installment 11 th - 34 th : monthly principal repayment of Bahi 0.20 million Installment 35 th - 58 th : monthly principal repayment of Bahi 0.25 million Installment 59 th - 119 th : monthly principal repayment of Bahi 0.25 million Installment 120 th : repayment for the outstanding remained
Commercial bank	17,000,000	-	-	-	MLR	At the end of each month	10 Years	Installment 1 st - 10 th : monthly principal repayment of Bahi 0.07 million Installment 11 th - 34 th : monthly principal repayment of Bahi 0.14 million Installment 35 th - 58 th : monthly principal repayment of Bahi 0.20 million Installment 59 th - 119 th : monthly principal repayment of Bahi 0.20 million Installment 120 th : repayment for the outstanding remained
Commercial bank	13,500,000	-	-	-	SPRL	At the end of each month	3 Years	Principal repayment 80% of the selling price when mortgage are released.
Commercial bank	50,500,000	-	-	-	SPRL	At the end of each month	3 Years	Principal repayment 80% of the selling price when mortgage are released.
Total			8,478,860	22,253,486				
Less Current portion of liabilities			(2,855,979)	(13,774,625)				
Long-term loan			5,622,881	8,478,861				

Financial institutions	Credit limit		Principal		Referred interest rate	Interest installment	Term of payment	Due of payment
	2022	2021	2022	2021				
Subsidiaries								
Commercial bank	30,300,000	-	14,400,000	-	MLR	At the end of each month	Mar 2022 - Mar 2032	Installment 1 st - 10 th ; Installment 11 th - 119 th ; Installment 120 th ; grace period for principal monthly principal and interest repayment of Baht 0.36 million repayment for the outstanding remained
Commercial bank	5,000,000	-	-	-	MLR	At the end of each month	6 Years	Installment 1 st - 4 th ; Installment 5 th - 71 st ; Installment 72 nd ; grace period for principal monthly principal repayment of Baht 0.09 million repayment for the outstanding remained
Commercial bank	2,700,000	-	-	-	MLR	At the end of each month	10 Years	Installment 1 st - 10 th ; Installment 11 th - 119 th ; Installment 120 th ; grace period for principal monthly principal and interest repayment of Baht 0.03 million repayment for the outstanding remained
Total								
Less Deferred financial fee			14,400,000	-				
Net			(79,250)	-				
Less Current portion of liabilities			14,320,750	-				
Long-term loan			(3,466,242)	-				
			10,854,508	-				
Grand total								
Less Deferred financial fee			22,878,860	22,253,486				
Net			(79,250)	-				
			22,799,610	22,253,486				
Less Current portion of liabilities			(6,322,221)	(13,774,625)				
Long-term loan			16,477,389	8,478,861				

Movements of loan from financial institution for the years ended December 31, 2022 and 2021 were summarized as follows:

Baht

	Consolidated		Separate	
	financial statements		financial statements	
	2022	2021	2022	2021
Beginning balance	22,253,486	20,032,401	22,253,486	20,032,401
Add Increase in loan	14,508,159	10,000,000	108,159	10,000,000
Less Repayment	(13,882,785)	(7,778,915)	(13,882,785)	(7,778,915)
Financial fee paid	(79,250)	-	-	-
Ending balance	22,799,610	22,253,486	8,478,860	22,253,486

Collateral

The Group had mortgaged land including construction of cost of property development, land held for development, investment property and property, plant and equipment (see notes 6, 9, 10 and 11).

The Company' directors had mortgaged land including constructions (see note 4).

The Company, D Group Holdings Company Limited and the directors of the Company had guaranteed for loans of D Energy and Retail Company Limited (see note 4).

D Group Holdings Company Limited and D Energy and Retail Company Limited had guaranteed for loans of the Company (see note 4).

The Company' directors had guaranteed for loans (see note 4).

As at December 31, 2022 and 2021, loan from financial institution presented by term of repayment period were summarized as follow:

Baht

	Consolidated		Separate	
	financial statements		financial statements	
	2022	2021	2022	2021
Due date of payment				
within 1 year	6,322,221	13,774,625	2,855,979	13,774,625
more than 1 year but not over 5 years	16,477,389	8,478,861	5,622,881	8,478,861
Total	22,799,610	22,253,486	8,478,860	22,253,486

The terms and conditions of agreement regarding loan from financial institution are summarized as follow:

- a) Decrease in share capital.
- b) Engage in finance transaction which are not a normal course of business.

17. DEBENTURES

The Group issued the unsubordinated secured debentures with debenture holders' representative at par value of Baht 1,000 which its details were summarized as follow:

			<i>Baht</i>				
			Principal			%	
Issued date	Units	Credit limit	December 31, 2022	Year Tenor	Maturity date	Interest rate	Interest payment
The Company							
Aug 19, 2022	120,000,000	120,000,000	120,000,000	2 Year 6 months	Feb 18, 2025	7.00	each quarterly
Less Deferred debenture issuing cost			(3,409,807)				
Debentures			116,590,193				
Less Current portion of debentures			-				
Long-term debentures			116,590,193				

The carrying amount and fair values of debentures (gross amount before issuing cost) as at December 31, 2022 were summarized as follow:

		<i>Baht</i>	
		Consolidated and separate financial statements	
		Carrying amount	Fair value
Debentures		120,000,000	119,983,333

Fair values for traded debentures have been determined based on quoted selling prices from The Thai Bond Market Association at the close of the business at the end of the reporting period.

Movements of debentures for the year ended December 31, 2022 were summarized as follows:

	<i>Baht</i>
Beginning balance	-
Issuance of debentures	120,000,000
Repayment	-
Ending balance	<u>120,000,000</u>
Debenture issuing cost	(4,013,545)
Written-off as borrowing cost	<u>603,738</u>
Ending balance	<u>(3,409,807)</u>
Net	<u>116,590,193</u>
Due of payment	
Within 1 year	-
More than 1 year but not over 5 years	<u>116,590,193</u>
Total	<u>116,590,193</u>

The Ordinary General Shareholders' Meeting held on April 26, 2021 passed the resolutions to approve to issue and offer the debenture with the total amount not exceeding of Baht 500 million or equivalence in other currencies. The issuance of debentures is intended for use in the business operation.

During the year 2022, the Group considers issuing debentures by approved issuance of debentures are detailed as follow:

Approval:	The Board of Directors' Meeting held on June 15, 2022.
Name:	Secured Debentures of Dhouse Pattana Public Company Limited No. 1/2022 due B.E.2568.
Amount:	Not exceed Baht 120 million.
Tenor:	2 Year 6 Months.
Interest rate	7% per annum.
Type:	Unsubordinated and secured debentures in registered name form with debenture holders' representative.
Offering:	Private placement to the institutional investors and/or high net-worth investors.
Objective	Used for investment in real estate development projects and as working capital.

Collateral The debentures' issuer agrees that since the date of collateral contract until the repayment is complete, the debentures' issuer shall maintain the ratio of, over the debentures' life, collateral assets' value to the total value of unredeemed debentures not less than 1.7:1 which its details are as follow:

To mortgage land held for development which is the right of the debentures' issuer with its appraisal value of Baht 257.85 million. In the case that the collateral assets' value as per the collateral contract has its appraisal value lower than the determined value, the debentures' issuer has to provide the replacement assets as additional collateral with the total value at any time shall not less than as specified in the condition.

Under rights and responsibilities of debenture issuer, the Group is required to comply with the terms and responsibilities as follow:

Maintain the net debt to equity ratio of the financial statements not exceed 2.5:1 over the tenor of the debentures.

Net debt refers of the interest-bearing debt of the debenture issuer.

18. PROVISIONS FOR EMPLOYEE BENEFITS

Provisions for employee benefit as at December 31, 2022 and 2021 consisted of:

	<i>Baht</i>	
	Consolidated and separate financial statements	
	2022	2021
Post employment benefits		
Present value of obligations	3,271,738	2,678,061
Less Current portion	-	-
Long-term provisions	3,271,738	2,678,061

Movements of the present value of provisions for employee benefit for the years ended December 31, 2022 and 2021 were summarized as follows:

	<i>Baht</i>	
	Consolidated and separate financial statements	
	2022	2021
Post-employment benefit plan		
Present value of provision for employee benefit		
At January 1	2,678,061	1,768,729
Included in profit or loss:		
Current service cost	516,282	282,614
Interest cost	77,395	57,130
Included in other comprehensive income (loss):		
Actuarial loss	-	569,588
At December 31	3,271,738	2,678,061

Principal actuarial assumptions as at December 31, 2022 and 2021 were as follow:

	<i>%</i>
	Consolidated and separate financial statements
Discount rate	2.89
Salary increase rate	6.00
Turnover rate	1.50 - 25.00

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 provisions for employee benefit as at December 31, 2022 and 2021 are summarized below:

	<i>Baht</i>			
	Consolidated and separate financial statements			
	2022		2021	
	Increase	Decrease	Increase	Decrease
Discount rate (1% Movement)	(466,234)	562,003	(391,804)	473,153
Salary increase rate (1% Movement)	595,314	(499,658)	470,547	(397,472)
Turnover rate (10% Movement)	(160,464)	173,555	(135,701)	146,578

The Group presented in the statement of comprehensive income for the years ended December 31, 2022 and 2021 as follow:

	<i>Baht</i>	
	Consolidated and Separate financial statements	
	2022	2021
Cost of sale	182,168	83,896
Selling expenses	41,529	17,859
Administrative expenses	369,980	237,989
Total	593,677	339,744

19. PROVISIONS

Movements of provision for the years ended December 31, 2022 and 2021 were summarized as follows

	<i>Baht</i>		
	Consolidated and separate financial statements		
	Provision for maintenance	Contribution to housing estate juristic persons	Total
As at January 1, 2021	777,789	1,098,641	1,876,430
Increase	216,360	103,826	320,186
Actual payment	(4,910)	-	(4,910)
Reversal	(269,868)	-	(269,868)
As at December 31, 2021	719,371	1,202,467	1,921,838
Increase	120,603	53,938	174,541
Actual payment	(4,325)	-	(4,325)
Reversal	(155,673)	-	(155,673)
As at December 31, 2022	679,976	1,256,405	1,936,381

20. SHARE CAPITAL

Movement of share capital for the years ended December 31, 2022 and 2021 were summarized as follows:

		Baht			
	Par value	2022		2021	
	per share	Number	Amount	Number	Amount
Share capital					
Ordinary shares					
At January 1	0.50	840,000,000	420,000,000	840,000,000	420,000,000
At December 31	0.50	840,000,000	420,000,000	840,000,000	420,000,000
Issued and paid-up shares					
Ordinary shares					
At January 1	0.50	840,000,000	420,000,000	840,000,000	420,000,000
At December 31	0.50	840,000,000	420,000,000	840,000,000	420,000,000

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.

21. 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.

22. DIVIDEND

Baht

Dividend	Approval	Approval date	Dividend payment date	Dividend per share	Actual dividend paid
Year 2021	The Ordinary General Meeting of Shareholders	26 Apr 21	5 May 21	0.03	25,200,000

23. LEGAL RESERVE

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

24. REVENUE FROM CONTRACT WITH CUSTOMERS

Disaggregation of revenue

Baht

	Consolidated		Separate	
	financial statements		financial statements	
	2022	2021	2022	2021
Type of goods or services				
Revenue from sale	32,105,361	60,751,739	32,091,146	60,751,739
Rental and service income	345,044	79,885	116,953	79,885
Interest income	4,160	12,501	855	7,067
Gain on sales of assets	429,999	-	429,999	-
Other income	435,788	1,155,656	432,196	1,155,455
Total	1,214,991	1,248,042	980,003	1,242,407
Grand total	33,320,352	61,999,781	33,071,149	61,994,146
Timing of revenue recognition				
At a point in time	32,971,148	61,907,395	32,953,341	61,907,194
Over time	349,204	92,386	117,808	86,952
Total	33,320,352	61,999,781	33,071,149	61,994,146

25. EMPLOYEE BENEFIT EXPENSES

Employee benefit expenses for the years ended December 31, 2022 and 2021 were summarized as follow:

	Consolidated		Separate	
	financial statements		financial statements	
	2022	2021	2022	2021
Salaries and wages	11,202,317	11,843,859	11,085,551	11,843,859
Defined benefit plans	593,677	339,744	593,677	339,744
Provident fund	340,096	326,730	340,096	326,730
Others	1,154,003	1,034,874	1,150,401	1,034,874
Total	13,290,093	13,545,207	13,169,725	13,545,207

Provident fund

The provident funds established by the Group for its employees under the Provident Fund Act B.E. 2530 comprises contributions made monthly by the employees and by the Group. The provident fund will be paid to the employees upon termination in accordance with the rules of the Fund. At the present, the provident funds are managed by SCB Asset Management.

	Consolidated	
	separate financial statements	
	2022	2021
For the year ended December 31		
Contributions paid to the provident fund	340,096	326,730

26. EXPENSES BY NATURE

Expenses by nature for the years ended December 31, 2022 and 2021 were summarized as follow:

			<i>Baht</i>	
	Consolidated		Separate	
	financial statements		financial statements	
	2022	2021	2022	2021
Employee expenses	13,290,093	13,545,207	13,169,725	13,545,207
Depreciation and amortization	2,527,314	1,977,642	2,515,801	1,977,642
Consultant and services expenses	3,270,963	5,667,085	2,952,363	5,667,085
Registration and transfer fee	1,259,967	2,190,113	1,259,967	2,190,113

27. FINANCE COSTS

Finance costs for the years ended December 31, 2022 and 2021 were summarized as follow:

			<i>Baht</i>	
	Consolidated		Separate	
	financial statements		financial statements	
	2022	2021	2022	2021
Interest expenses	6,752,155	3,986,700	6,545,748	3,986,700
Bank charge	1,592,033	-	1,026,373	-
Total	8,344,188	3,986,700	7,572,121	3,986,700
Less capitalized finance cost	(71,750)	(40,417)	(71,750)	(40,417)
Net	<u>8,272,438</u>	<u>3,946,283</u>	<u>7,500,371</u>	<u>3,946,283</u>

28. INCOME TAX

Income tax of the Group for the years ended December 31, 2022 and 2021 was calculated at a rate specified by the Revenue Department on net earnings after adjusting certain conditions according to the Revenue Code. The Group recorded the corporate income tax as expense for the years and recorded the accrued portion as liabilities in the statements of financial position.

Tax income (expense) for the years ended December 31, 2022 and 2021 were as follow:

	<i>Baht</i>	
	Consolidated and separate financial statements	
	2022	2021
Income tax recognized in profit or loss		
Current tax expense		
Current year	-	-
Deferred tax		
Movements in temporary differences	(3,372,398)	1,686,029
Tax income (expense)	(3,372,398)	1,686,029

	<i>Baht</i>		
	Consolidated and separate financial statements		
	2021		
	Before tax	Tax income	Net of tax
Income tax recognized in other comprehensive income			
Defined benefit plan actuarial losses	(569,588)	113,918	(455,670)

69

DEFERRED TAX

Deferred tax as at December 31, 2022 and 2021 consisted of:

	<i>Baht</i>	
	Consolidated and separate financial statements	
	2022	2021
Deferred tax assets	796,461	3,372,398
Deferred tax liabilities	(796,461)	-
Deferred tax assets - net	-	3,372,398

Movement of deferred tax assets and liability occurred during the year were summarized as follows:

	<i>Baht</i>					
	Consolidated and separate financial statements					
	As at January 1, 2021	Profit (loss)	Other comprehensive income	As at December 31, 2021	Profit (loss)	As at December 31, 2022
Deferred tax assets						
Right-of-use assets	20,470	17,093	-	37,563	14,644	52,207
Provisions	505,538	(27,169)	-	478,369	(478,369)	-
Advance received	785,991	(785,991)	-	-	89,907	89,907
Provisions for employee benefit	353,745	67,948	113,918	535,611	118,736	654,347
Loss carry forward	-	2,320,855	-	2,320,855	(2,320,855)	-
Total	1,665,744	1,592,736	113,918	3,372,398	(2,575,937)	796,461
Deferred tax liabilities						
Advance payment	(93,293)	93,293	-	-	(796,461)	(796,461)

29. OPERATING SEGMENT

Operating segment information is reported in a manner consistent with the internal reports that are regularly reviewed by the chief operating decision maker in order to make decisions about the allocation of resources to the segment and assess its performance measured basing on segment operating profit or loss on a basis consistent with that used to measure operating profit or loss in the financial statements.

The chief operating decision maker has been identified as the Board of Directors of the Company.

Business segment

The Group identified their business segment as follow:

Dhouse Pattana Public Company Limited	Property development.
D Group Holdings Company Limited	Wholesale for general products.
D Energy and Retail Company Limited	Oil station and retail business.

All inter-segment transaction were eliminated in preparing the consolidated financial statements.

Operating segment for the years ended December 31, 2022 and 2021 were summarized as follow:

	Property development		Oil station		Total	
	2022	2021	2022	2021	2022	2021
Revenue						
Timing of revenue recognition						
At a point in time	32,091,146	60,751,739	14,215	-	32,105,361	60,751,739
Cost of sales	(21,927,725)	(40,255,034)	(15,704)	-	(21,943,429)	(40,255,034)
Segment gross profit (loss)	10,163,421	20,496,705	(1,489)	-	10,161,932	20,496,705

Assets and liabilities as at December 31, 2022 and 2021 were as follows:

	Property development		Wholesale products		Oil station		Total	
	2022	2021	2022	2021	2022	2021	2022	2021
Assets								
Cash and cash equivalents	13,032,015	34,736,582	223,572	1,922,982	5,392,851	907,523	18,648,438	37,567,087
Other receivables	187,129	75,141	-	-	236,837	-	423,966	75,141
Cost of property development	132,009,985	135,433,398	-	-	-	-	132,009,985	135,433,398
Inventories	5,610,874	2,932,121	-	-	1,307,439	-	6,918,313	2,932,121
Other current assets	992,248	1,823,239	-	-	595,146	-	1,587,394	1,823,239
Restricted bank deposits	323,527	292,749	-	-	-	-	323,527	292,749
Land held for development	430,264,627	435,141,963	-	-	-	-	430,264,627	435,141,963
Investments property	44,191,062	43,430,213	-	-	-	-	44,191,062	43,430,213
Property, plant and equipment	96,677,537	67,307,961	-	-	631,782	-	97,309,319	67,307,961
Right-of-use assets	2,586,662	2,116,125	-	-	-	-	2,586,662	2,116,125
Intangible assets	573,195	678,901	-	-	-	-	573,195	678,901
Deferred tax assets	-	3,372,398	-	-	-	-	-	3,372,398
Other non-current assets	2,211,870	2,834,625	-	-	603,972	-	2,815,842	2,834,625

73

Geographical information

The Group operate in a single geographical segment principally in Thailand. There are no material revenues derived from or assets located in foreign countries. Therefore, revenue and assets presented in the financial statements are geographical segment reporting.

Major customers

For the years ended December 31, 2022 and 2021:

No single customer represents a major customer because the Group have large number of customers, who are end users covering business and individuals.

30. COMMITMENTS AND CONTINGENT LIABILITIES

As at December 31, 2022 and 2021, the Group has commitments and contingent liabilities as follows:

Commitments

- a) As at December 31, 2022 and 2021, the Group has letters of guarantee issued by the banks regarding to the obligation under the agreement as follow:

	<i>Baht</i>	
	Consolidated and separate financial statements	
	2022	2021
Letters of guarantee for land allotment with provision of public utilities or public services	7,051,710	7,051,710
Letters of guarantee for providing and maintenance the public utilities	1,438,178	1,438,178
Total	8,489,888	8,489,888

- b) As at December 31, 2022 and 2021, the Group has commitments regarding to the agreements as follow:

Baht

	Consolidated		Separate	
	financial statements		financial statements	
	2022	2021	2022	2021
Monthly				
The security agreement	109,782	83,460	109,782	83,460
Remaining amount				
Contractor agreement	6,027,515	6,653,731	6,027,515	6,653,731
Service agreement	25,680	1,025,860	25,680	1,025,860
Purchase orders for goods and material	2,166,171	-	730,771	-

31. FINANCIAL INSTRUMENTS

A financial instrument is any contract that gives rise to both a financial asset of one entity and a financial liability or equity instrument of another entity.

Significant financial instruments of the Group presented in the statement of financial position 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 or related parties, debenture and lease liabilities.

Risk management policy

The Group are exposed to risks from changes in interest rates and currency exchange rates and risks from non-performance of contractual obligations by counterparties. The Group uses derivatives, as and when it considers appropriate, to manage such risks. In addition, the Group has a policy to enter into contracts with creditworthy counterparties. Therefore, the Group 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 Group.

The exposure to interest rate risk of the Group relates primarily to their deposits at financial institutions, bank overdrafts, loan from financial institution, loan from related person or related parties, debenture and lease liabilities. 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 Group do not use derivatives to manage their interest rate risk.

	Consolidated financial statement		Separate financial statement	
	Interest rate		Interest rate	
	Variable	Fixed	Variable	Fixed
As at December 31, 2022				
Financial assets				
Cash at bank	18,617,196	-	13,023,033	-
Restricted bank deposits	323,527	-	323,527	-
Financial liabilities				
Bank overdraft and short-term loans				
from financial institutions	9,951,873	-	9,951,873	-
Short-term loans from related parties	-	137,000,000	-	144,000,000
Loan from financial institutions	14,320,750	8,478,860	-	8,478,860
Lease liabilities	-	3,776,099	-	3,776,099
Debenture	-	116,590,193	-	116,590,193
As at December 31, 2021				
Financial assets				
Cash at bank	37,530,878	-	34,733,162	-
Restricted bank deposits	292,749	-	292,749	-
Financial liabilities				
Bank overdraft and short-term loans				
from financial institutions	149,599,103	-	149,599,103	-
Short-term loans from related persons	-	93,250,000	-	93,250,000
Loan from financial institutions	-	22,253,486	-	22,253,486
Lease liabilities	-	3,264,271	-	3,264,271

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 Group.

The Group is exposed to credit risk primarily with respect to other receivables. However, the Group controls such risk by establishing credit limits for clients and counter parties and analysing their financial position as an ongoing basis. The Group is not expected to have much concentration risk of credit exposure and the maximum possible credit loss is the carrying amount shown in the statement of financial position.

The Group determines the impairment of other receivables basing on an expected credit loss model which the Group 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 Group will be unable to liquidate financial assets and/or procure sufficient funds to discharge obligations in a timely manner, resulting in a financial loss.

The maturity dates of financial instruments held as of December 31, 2022 and 2021, counting from the statements of financial position date were as follows:

Baht

	Consolidated financial statement					
	As at December 31, 2022					
	At call	Within 1 year	1 - 5 years	Over 5 years	No maturity	Total
Financial assets						
Cash at bank	18,617,196	-	-	-	-	18,617,196
Other receivables	-	423,966	-	-	-	423,966
Restricted bank deposits	-	-	-	-	323,527	323,527
Financial liabilities						
Bank overdraft and short-term						
loan from financial institutions	-	9,951,873	-	-	-	9,951,873
Trade and other payables	-	3,675,803	-	-	-	3,675,803
Short-term loans from related persons	137,000,000	-	-	-	-	137,000,000
Loan from financial institutions	-	6,322,221	16,477,389	-	-	22,799,610
Lease liabilities	-	732,907	1,241,543	1,801,649	-	3,776,099
Debenture	-	-	116,590,193	-	-	116,590,193

Baht

	Separate financial statement					
	As at December 31, 2022					
	At call	Within 1 year	1 - 5 years	Over 5 years	No maturity	Total
Financial assets						
Cash at bank	13,023,033	-	-	-	-	13,023,033
Other receivables	-	187,129	-	-	-	187,129
Restricted bank deposits	-	-	-	-	323,527	323,527
Financial liabilities						
Bank overdraft and short-term						
loan from financial institutions	-	9,951,873	-	-	-	9,951,873
Trade and other payables	-	3,334,891	-	-	-	3,334,891
Short-term loans from related parties	144,000,000	-	-	-	-	144,000,000
Loan from financial institutions	-	2,855,979	5,622,881	-	-	8,478,860
Lease liabilities	-	732,907	1,241,543	1,801,649	-	3,776,099
Debenture	-	-	116,590,193	-	-	116,590,193

Baht

	Consolidated financial statement					
	As at December 31, 2021					
	At call	Within 1 year	1 - 5 years	Over 5 years	No maturity	Total
Financial assets						
Cash at bank	37,530,878	-	-	-	-	37,530,878
Other receivables	-	75,141	-	-	-	75,141
Restricted bank deposits	-	-	-	-	292,749	292,749
Financial liabilities						
Bank overdraft and short-term						
loan from financial institutions	-	149,599,103	-	-	-	149,599,103
Trade and other payables	-	1,286,759	-	-	-	1,286,759
Short-term loans from related persons	93,250,000	-	-	-	-	93,250,000
Loan from financial institutions	-	13,774,625	8,478,861	-	-	22,253,486
Lease liabilities	-	977,087	421,752	1,865,432	-	3,264,271

Baht

	Separate financial statement					
	As at December 31, 2021					
	At call	Within 1 year	1 - 5 years	Over 5 years	No maturity	Total
Financial assets						
Cash at bank	34,733,162	-	-	-	-	34,733,162
Other receivables	-	75,141	-	-	-	75,141
Restricted bank deposits	-	-	-	-	292,749	292,749
Financial liabilities						
Bank overdraft and short-term						
loan from financial institutions	-	149,599,103	-	-	-	149,599,103
Trade and other payables	-	1,236,759	-	-	-	1,236,759
Short-term loans from related persons	93,250,000	-	-	-	-	93,250,000
Loan from financial institutions	-	13,774,625	8,478,861	-	-	22,253,486
Lease liabilities	-	977,087	421,752	1,865,432	-	3,264,271

d) Fair value

The fair value disclosures of financial instruments, considerable judgment is necessarily required in estimation of fair value. Accordingly, the estimated fair value presented herein is not necessarily indicative of the amount that could be amid in a current market exchange. The use of different market assumptions and/or estimation methodologies may have a material effect on the estimated fair value.

The fair value information disclosure does not include fair value information for financial assets and financial liabilities measured at amortized cost if the carrying amount is a reasonable approximation of fair value.

Baht

	Consolidated financial statement				
	Carrying	Fair value			
	amount	Level 1	Level 2	Level 3	Total
As at December 31, 2022					
Financial assets					
Assets disclosed at fair value					
Investment property	43,218,304	-	43,218,304	-	43,218,304

Baht

	Separate financial statement				
	Carrying	Fair value			
	amount	Level 1	Level 2	Level 3	Total
As at December 31, 2022					
Financial assets					
Assets disclosed at fair value					
Investment property	99,073,446	-	99,073,446	-	99,073,446

Baht

	Consolidated financial statement				
	Carrying	Fair value			
	amount	Level 1	Level 2	Level 3	Total
As at December 31, 2021					
Financial assets					
Assets disclosed at fair value					
Investment property	43,218,304	-	43,218,304	-	43,218,304

Baht

	Separate financial statement				
	Carrying	Fair value			
	amount	Level 1	Level 2	Level 3	Total
As at December 31, 2021					
Financial assets					
Assets disclosed at fair value					
Investment property	94,196,110	-	94,196,110	-	94,196,110

32. EVENTS AFTER THE REPORTING PERIOD

The Board of Directors' Meeting held on February 27, 2023, passed a resolutions to approve as follows:

- 32.1 The increase of registered share capital from Baht 420 million to Baht 462 million by issuing new ordinary shares not exceeding of 84 million shares with the par value of Baht 0.50 each in the amount not exceeding of Baht 42 million to reserve for the issuance and offering of the increased ordinary shares under the general mandate method.
- 32.2 Issuance and offering of the increased ordinary shares under the general mandate method, not exceeding of 84 million shares at Baht 0.50 par value, totaling of Baht 42 million to offer to a specific investor (Private Placement).
- 32.3 The allocation of the increased ordinary shares under the general mandate method in the amount not exceeding 84 million shares with the par value of Baht 0.50 each, to a specific investor (Private Placement).

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	42	<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> - Director Accreditation Program (DAP), Class 168/2020, Thai Institute of Directors - Investment Advisor for Complex Instruments Type 1, The	None	0.13%	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, 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
			Securities and Exchange Commission, Thailand - Investment Planner, The Securities and Exchange Commission, Thailand - CFP Financial Planner from the Thai Financial Planners Association					
2	Mr. Chaiyut Lerdrungporn Vice Chairman - Chairman of the Executive Committee (Previous Name – Family Name) - None - Date of Appointment: - 21 st March 2013	66	<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.	0.13%	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
				Chaichan Kaewwisit				
3	Mrs. Pranee Lerdrungporn - Director - Executive Vice Chairman (Previous Name – Family Name) - Miss Pranee Watcharamanee Date of Appointment: - 31 st May 2018	66	<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. Chaikut 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	0.12%	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	44	<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 168/2020, Thai Institute of Directors	None	0.12%	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
5	Asst. Prof. Dr. Utis Bhongchirawantana Director - Independent Director - Member of Nomination and Remuneration Committee - Chairman of the Risk Management Committee	39	<u>Ph.D.</u> - Doctor of Philosophy (Economics), Kasetsart University <u>Master's Degree</u>	None	0.11%	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

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. Uthit Saengla-iad Date of Appointment : - 5 th November 2019		- 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 168/2020, Thai Institute of Directors			2019 - Present	Course Liason (Assistant Professor) Mahasarakham University	Educational Institute
						2006 - ปัจจุบัน	Assistant Professor, Faculty of Accounting and Management, Mahasarakham University	Educational Institute
						2018	Deputy Dean for Quality Assurance, Mahasarakham University	Educational Institute
6	Mr. Apishar Nithianantporn - Director - Audit Committee Member - Independent Director - Chairman of the Nomination and Remuneration Committee	40	<u>Master's Degree</u> - Master of Science in Marketing Management University College Kensington, United Kingdom	None	0.12%	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

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. Jetsada Nithi-anantakul Date of Appointment: - 5 th November 2019		<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, Class 7, King Prajadhipok's Institute			2012 - Present	Director / Managing Director Thai TAN Intergroup Company Limited	Producer and Seller of Ready-To-Eat Instant Canned Food
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 -	44	<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. Chaiyut Lerdrungporn and Mrs. Pranee Lerdrungporn - Younger Brother of Dr. Pongnarin Lerdrungporn - Older Brother of Mr. Att Lerdrungporn	17.74%	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 			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	53	<u>Ph.D.</u> - Doctor of Philosophy (Information Technology), King	- Son of Mr. Chaikut Lerdrungporn and Mrs. Pranee Lerdrungporn	17.30%	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		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), Class165/2019, Thai Institute of Directors	- 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
9	Mr. Att Lerdrungporn Director - Executive Director - Member of the Risk Management Committee	43	<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	17.51%	2018 - Present	Director / Executive Director / Member of the Risk Management Committee / Managing Director of Business Development, Sales, and	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
	- Managing Director of Business Development, Sales, and Marketing (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			Marketing, DHouse Pattana Public Company Limited	
						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	43	<u>Bachelor's Degree</u>	- Nephew of Mr. Chaiyut	7%	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: - 24 th July 2012	44	<u>Master's Degree</u> - Master of Political Science, Ramkhamhaeng University <u>Bachelor's Degree</u> - Bachelor of Arts (Humanities), Mahasarakham University <u>Certificate(s)</u> - Director Accreditation Program (DAP), Class 171/2020, Thai Institute of Directors	- Nephew of Mr. Chaiyut Lerdrungporn and Mrs. Pranee Lerdrungporn - Younger Brother of Mr. Chan Kaewwisit	7.52%	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
						2018 - Present	Director, Sarakham Oil Company Limited	Fuel and Lubricant Retailer

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
						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 Chantarakul - Company secretary (Previous Name – Family Name) - None - Date of Appointment: 1 st November 2018	28	<u>Bachelor's Degree</u> Bachelor of Public Administration, Khon Kaen University <u>Certificate(s)</u> - Company Secretary Program (CSP) Class 112/2020, Thai Institute of Directors	- Niece of Mr. Chaikut Lerdrungporn and Mrs. Pranee Lerdrungporn	0.00%	2021 - Present	Company secretary, DHOUSE PATTANA Public Company Limited	Development of Residential Property for Sale
						2017-2018	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
13	Miss Wanna Sriboonrueang - Accountant (Previous Name – Family Name) - None – Date of Appointment: - 14 th January 2022	40	<u>Bachelor's Degree</u> Bachelor of Accounting, Ramkhamhaeng University	None	0.01%	2017 - Present	Chief Accountant, DHOUSE PATTANA Public Company Limited	Development of Residential Property for Sale
						2006 - 2017	Chief Accountant, V.THANAVIT GROUP COMPANY LIMITED	Accounting Service
14	Mr. Songphon Heepkaew - Accountant (Previous Name – Family Name) - None – Date of Appointment: - 14th January 2022	38	<u>Bachelor's degree</u> Faculty of Business Administration, Accounting, Rajabhat Maha Sarakham University	None	0.00%	2022 - Present	accountant DHouse Pattana Public Company Limited	Development of Residential Property for Sale
						2021 – 2022	cost accountant DHouse Pattana Public Company Limited	Development of Residential Property for Sale
						2014 – 2020	Chief Accountant Kor Kiatchai Pattana Transport Co., Ltd.	transport service



DHOUSE PATTANA Public Company Limited

Attachment 2

Details of the Directors of the Subsidiary

Details of the Directors of the Subsidiary

DGroup Holdings 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	Type of Business
1	Mr. Att Lerdrungporn Director - Executive Director - Member of the Risk Management Committee - Managing Director of Business Development, Sales, and Marketing (Previous Name – Family Name) - Mr. Phongthat Lerdrungporn Date of Appointment : - 31st May 2018	43	<u>Master's Degree</u> - MBA in Marketing West Texas A&M University, USA <u>Bachelor's Degree</u> - Bachelor of Business Administration (Marketing), Kasetsart University- Certificate(s) - Director Accreditation Program (DAP), Class 170/2020. Thai Institute of Directors	- Son of Mr. Chaiyut Lerdrungporn and Mrs. Pranee Lerdrungporn - Younger brother of Dr. Pongnarin Lerdrungporn and Mr. Pongpot 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
						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	Governmental Organization

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. 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 – Date of Appointment: - 27th April 2010	44	<u>Master's Degree</u> - MBA (International Business), Pacific States University, USA <u>Bachelor's Degree</u> - Bachelor of Civil Engineering, Mahidol University - Certificate in Construction Management, University of California, Los Angeles - Director Accreditation Program (DAP), Class 170/2020, Thai Institute of Directors	- Son of Mr. Chaiyut Lerdrungporn and Mrs. Pranee Lerdrungporn - Younger Brother of Dr. Pongnarin Lerdrungporn - Older Brother of Mr. Att 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
						2013 – Present	Director Sarakhom 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
--	--	--	--	--	--	----------------	-----------------------------------------------------	----------------------------------------------------------------------

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	Dr. Pongnarin Lerdrungporn - Director - Executive Director - Managing Director of System Support Division (Previous Name – Family Name) - None – Date of Appointment : - 27th April 2010	45	<u>Ph.D.</u> - Doctor of Philosophy (Information Technology), King Mongkut's University of Technology North Bangkok Master's Degree - Master of Science (Information Technology), King Mongkut's University of Technology North Bangkok Bachelor's Degree - Bachelor of Law in Civil and Criminal Law, Chulalongkorn University - Bachelor of Business Administration (Computer), Rangsit University Certificate(s)	- Son of Mr. Chaiyut Lerdrungporn and Mrs. Pranee Lerdrungporn - Older brother of Mr. Pongpot Lerdrungporn and Mr. Att 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
						2003 - Present	Director, Farmmart Corporation Company Limited	Retailer, Wholesaler, Provider of Spaces and Buildings for Rent

			- Director Accreditation Program (DAP), Class165/2019, Thai Institute of Directors					
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	Mr., Chaichan Kaewwisit - Director (Previous Name – Family Name) - None – Date of Appointment: - 24th July 2012	43	Master's Degree - Master of Political Science, Ramkhamhaeng University Bachelor's Degree - Bachelor of Arts (Humanities), Mahasarakham University- Certificate(s) - Director Accreditation Program (DAP), Class 171/2020, Thai Institute of Directors	- Nephew of Mr. Chaikut Lerdrungporn and Mrs. Pranee Lerdrungporn - Younger Brother of Mr. Chan Kaewwisit	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
						2018 - Present	Director, Sarakham Oil Company Limited	Fuel and Lubricant Retailer
						2014 - Present	Director, Sarakham Petroleum Company Limited	Retailer and Wholesaler of Consumer Goods
						2003- Present	Director, Farmmart Moderntrade Company Limited	Retailer and Wholesaler of Consumer Goods

						2014-ปัจจุบัน	Director, Sarakhm Petroleum Company Limited	Fuel Retailer (Gas Station)
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
5	Mr. Channarong Kaewwisit - Director (Previous Name – Family Name) - None – Date of Appointment: - 27 April 2010	44	<u>Bachelor's Degree</u> - Program : Aircraft Mechanic, Sierra Academy Aeronautics <u>Certificate(s)</u> - Director Accreditation Program (DAP), Class 171/2020, Thai Institute of Directors	Nephew of Mr. Chaiyut Lerdrungporn and Mrs. Pranee Lerdrungporn - Older Brother of Mr.Chan Kaewwisit	9.44%	2011 - Present	Director, DHouse Pattana Public Company Limited	Development of Residential Property for Sale
						2014 - Present	Director, Sarakhm Petroleum Company Limited	Fuel Retailer (Gas Station)
						2003 - Present	Director, Farmmart Moderntrade Company Limited	Retailer and Wholesaler of Consumer Goods

Details of the Directors of the Subsidiary

D ENERGY & RETAIL 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	Type of Business
1	Mr. Att Lerdrungporn Director - Executive Director - Member of the Risk Management Committee - Managing Director of Business Development, Sales, and Marketing (Previous Name – Family Name) - Mr. Phongthat Lerdrungporn Date of Appointment : - 31st May 2018	43	<u>Master's Degree</u> - MBA in Marketing West Texas A&M University, USA <u>Bachelor's Degree</u> - Bachelor of Business Administration (Marketing), Kasetsart University- Certificate(s) - Director Accreditation Program (DAP), Class 170/2020. Thai Institute of Directors	- Son of Mr. Chaityut Lerdrungporn and Mrs. Pranee Lerdrungporn - Younger brother of Dr. Pongnarin Lerdrungporn and Mr. Pongpot 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
						2020 - Present	Director, D ENERGY & RETAIL CO., LTD.	Fuel Retailer (Gas Station) and Wholesaler. Retailer, Provider of Spaces for Rent
						2009 - Present	Director Fammart Corporation Company Limited	Retailer, Wholesaler, Provider of Lands and Buildings for Rent

						2013 – 2017	President of Tha Phra Subdistrict Administration Organization	Governmental Organization
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. 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 – Date of Appointment: - 27th April 2010	44	<u>Master's Degree</u> - MBA (International Business), Pacific States University, USA <u>Bachelor's Degree</u> - Bachelor of Civil Engineering, Mahidol University - Certificate in Construction Management, University of California, Los Angeles - Director Accreditation Program (DAP), Class 170/2020, Thai Institute of Directors	- Son of Mr. Chaiyut Lerdrungporn and Mrs. Pranee Lerdrungporn - Younger Brother of Dr. Pongnarin Lerdrungporn - Older Brother of Mr. Att 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
						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
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	Mr. Chanvit Kaewwisit - Director (Previous Name – Family Name) - None – Date of Appointment: - 27th April 2010	38	<u>Bachelor's Degree</u> - Mahasarakham University <u>Certificate</u> Director Certification Program (DCP)	- Nephew of Mr. Chaiyut Lerdrungporn and Mrs. Pranee Lerdrungporn		2017- Present	Director, Sarakhm Trading Company Limited	Executive in Commerce, Industry, Marketing, and Sales
						2017 – Present	Director, Sarakhm Oil Company	Limited Fuel and Lubricant Retailer
						2014 - Present	Director, Sarakhm commerce Company	Executive in Commerce, Industry, Marketing, and Sales
						2014 - Present	Director, Sarakhm Petroleum Company	Limited Fuel Retailer (Gas Station)
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	<p>Dr. Pongnarin Lerdrungporn</p> <ul style="list-style-type: none"> - Director - Executive Director - Managing Director of System Support Division <p>(Previous Name – Family Name)</p> <ul style="list-style-type: none"> - None – <p>Date of Appointment :</p> <ul style="list-style-type: none"> - 27th April 2010 	45	<p>Ph.D.</p> <ul style="list-style-type: none"> - Doctor of Philosophy (Information Technology), King Mongkut's University of Technology North Bangkok - Master's Degree - Master of Science (Information Technology), King Mongkut's University of Technology North Bangkok - Bachelor's Degree- Certificate in Construction Management, University of California, Los Angeles - Bachelor of Law in Civil and Criminal Law, Chulalongkorn University - Bachelor of Business Administration (Computer), Rangsit University - Certificate(s) - Director Accreditation Program (DAP), Class165/2019, Thai Institute of Directors 	<p>- Son of Mr. Chaiyut Lerdrungporn and Mrs. Pranee Lerdrungporn</p> <p>- Older brother of Mr. Pongpot Lerdrungporn and Mr. Att Lerdrungporn</p>	23.33%	2010 - Present	<p>Director / Executive</p> <p>Director / Managing</p> <p>Director of System Support Division, DHouse Pattana Public Company Limited</p>	Development of Residential Property for Sale
						2003 - Present	<p>Director, Farmmart Corporation Company Limited</p>	<p>Retailer, Wholesaler, Provider of Spaces and Buildings for Rent</p>



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	42	<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 - Certified Public Accountant of Thailand 	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
			<ul style="list-style-type: none"> - 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" 					



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 2022		
1) Buildings and equipments	97.31	Owned by the Company	No obligation
2) Property development costs	132.01	Owned by the Company	Take a mortgage as collateral with a financial institution. See details in clause 5.1.2.
3) Lands awaiting development	430.26	Owned by the Company	Take a mortgage as collateral with a financial institution. See details in clause 5.1.3.
4) Investment Property	44.19	Owned by the Company	No obligation
5) Intangible assets	0.57	Owned by the Company	No obligation
6) Right-of-use assets	2.59	Rental agreement	No obligation
Total net book value	706.93		

Buildings and equipment

Buildings and equipments of the Company as of December 31, 2022 has a net book value in the financial statements of 97.31 million baht, with details as follows:

Type/characteristic of assets	Net book value (Million baht)	Property	Obligation
	On 31 st Dec 2022		
1) Lands	55.86	Owned by the Company	No obligation
2) Buildings and structures	34.50	Owned by the Company	No obligation
3) Machinery and equipment	0.48	Owned by the Company	No obligation
4) Office supplies	1.30	Owned by the Company	No obligation
5) letter sign	0.06	Owned by the Company	No obligation
6) Vehicles	5.11	The company is the owner and parts of Them are hire purchase contracts, Details In clause b5.2.3	As collateral under a partial hire purchase agreement
Total net book value	97.31		

The real estate development costs of the Company as of December 31, 2022 have a net book value in the financial statements equal to 132.01million baht, with details as follows:

Project Name	Type of Assets	Net book value as of December 31, 2022 (Million baht)	Property	Obligation
The Grand Canal Talat Subdistrict, Mueang Maha Sarakhm District, Maha Sarakhm Province	Townhome and home office	39.31	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 Sarakhm District, Maha Sarakhm Province	Commercial building	15.65	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 Sarakhm District, Maha Sarakhm Province	Detached house and semi- detached house, commercial building	72.03	Owned by the Company	No obligation
Other		5.02		
Total		132.01		

Intangible assets

As of December 31, 2022, the Company has intangible assets used in business operation, namely computer software copyrights, which has a net value of 0.57 million baht (capital value of 1.05 million baht and accumulated amortization of 0.48 million baht).

Rights-of-use assets

As of December 31, 2022, 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 2.59 million baht (capital value is 2.93 million baht and accumulated amortization is 0.34 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> <ul style="list-style-type: none"> 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. Pongpot Lerdrungporn, a major shareholder, director and executive of the Company 5) Mr. Att Lerdrungporn 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 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	<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
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	<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.- 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																																	

	<p>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.</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.
--	--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------

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 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. Pongpot Lerdrungporn, a major shareholder, director and executive of the Company 5) Mr. Att Lerdrungporn, 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 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) And has renewed the contract for the second time, the contract period is 3 years (starting from December 1, 2022 and ending on November 30, 2025).

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> <p>2 renewal of the contract with the following details:</p> <table><tr><th>Year</th><th>Pay by</th><th>Rent to be paid</th></tr><tr><td>1</td><td>30th November 2023</td><td>89,100 baht</td></tr><tr><td>2</td><td>30th November 2024</td><td>89,100 baht</td></tr><tr><td>3</td><td>30th November 2025</td><td>89,100 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 2023	89,100 baht	2	30 th November 2024	89,100 baht	3	30 th November 2025	89,100 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																							
Year	Pay by	Rent to be paid																							
1	30 th November 2023	89,100 baht																							
2	30 th November 2024	89,100 baht																							
3	30 th November 2025	89,100 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																								

	<p>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.</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
--	-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------

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 2022
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, 2022 and ending on November 30, 2025)
Rental rates and rental payments	89,100 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 2023</td><td>89,100 baht</td></tr><tr><td>2</td><td>30th November 2024</td><td>89,100 baht</td></tr><tr><td>3</td><td>30th November 2025</td><td>89,100 baht</td></tr></table>	Year	Pay by	Rent to be paid	1	30 th November 2023	89,100 baht	2	30 th November 2024	89,100 baht	3	30 th November 2025	89,100 baht	
Year	Pay by	Rent to be paid													
1	30 th November 2023	89,100 baht													
2	30 th November 2024	89,100 baht													
3	30 th November 2025	89,100 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 with out 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 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.														

	<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
--	---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------

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 11 title deeds, total area of 70-2-910.9rai <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	26 th January 2023	Real Appraisal Company Limited / Ms. Sirichayaporn Worawichwong, Main Appraisal, (Wor Thor. 118)	For public purposes	Market Approach	493.31 Million Baht
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.	11 th January 2023	Real Appraisal Company Limited / Ms. Sirichayaporn Worawichwong, Main Appraisal, (Wor Thor. 118)	For public purposes	Market Approach	195.08 Million Baht
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	26 th January 2023	Real Appraisal Company Limited / Ms. Sirichayaporn Worawichwong, Main Appraisal, (Wor Thor. 118)	For public purposes	(Market Approach) (Cost Approach)	37.56 Million Baht



DHOUSE PATTANA Public Company Limited

Attachment 5

Good Corporate Governance Manual

Message from the board of Director

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 2022

Vision / 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

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.

- 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.
- Executives should manage the work with honesty, by considering the interests of the Company rather than their personal interests.
- 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.
- Executives must demonstrate adherence to ethics and code of conduct, by behaving as role models for employees.
- Executives do not use their positions or duties for unjustifiable personal gain.
- Executives should treat employees politely, rule subordinates with fairness, and do not use power in a wrong way.
- 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:

- Employees must strictly abide by laws, rules, regulations, policies and procedures within the framework of good morality and tradition, and Ignore bad behaviors.
- Employees should perform their duties with honesty, diligence, and determination, and improve work efficiency even further for the benefit of employees and the Company.
- Employees must perform their duties with knowledge and abilities to the fullest extent.
- 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

- 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.
- 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.

- 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

- Employees should have faith, confidence, loyalty to, and maintain the reputation of the company.
- Employees should report matters affecting the operations or the reputation of the Company to the supervisor without delay.
- 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.
- 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

- Employees should not use their positions or duties for personal gain.
- Employees do not use the Company's assets and information, and customer information for personal benefit.
- Employees should not engage in direct and indirect actions in businesses that compete with the Company or have conflict of interests with the Company.
- 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
- 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

- 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.
- 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

- Employees should treat business partners or third parties with dignity, honesty, and equality.
- 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.
- Employees should not call for or receive dishonest property or benefits with partners or third parties.

5. Codes of conduct regarding environmental conditions.

- Have a sense of environmental responsibility such as saving natural resources and energy and choosing a work model that is environmentally friendly.
- Use natural resources as efficiently as possible.
- Bring back used items that can be reused to be used with the most benefits.
- Conserve and improve buildings, premises, tools, machines and the environment to make them better, be in a neat condition, and hygienic.
- 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

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

1.1. Setting objectives and goals

1.2. Formulation of strategy, operating policy, as well as allocation of important resources to achieve objectives and goals.

1.3. 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:

1.1. Have competitiveness and a good performance with regard to long-term impacts

1.2. Conduct business ethically, respect rights of and be responsible for shareholders and stakeholders

1.3. 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 consider 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 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 2022, 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 2022, 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 2022, 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 2022, 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