

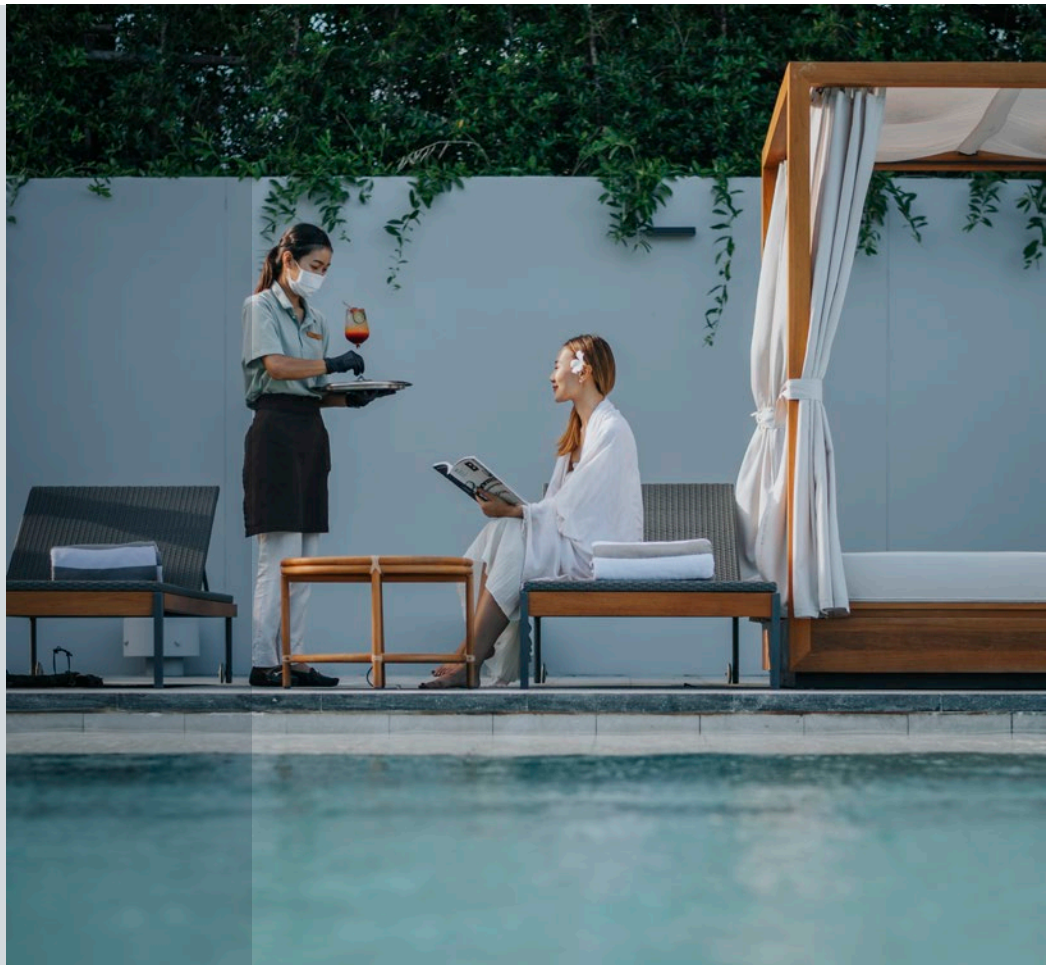


/ MORE THAN JUST **LIVING**



ANNUAL REGISTRATION STATEMENT / ANNUAL REPORT 2022
(FORM 56-1 ONE REPORT)
PROUD REAL ESTATE PUBLIC COMPANY LIMITED

PROUD **PILLARS**



SENSE OF HOSPITALITY



VALUE OF HOME BEING



HARMONIOUS LIVING

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PROUD PROMISE

More than just living is the intention and determination to create and developed to transcend the meaning of the word **"residence"**



/ VISION

"More than just living"

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

/ MISSION

"Challenge the boundary of living"

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

/ AWARDS



2022

- **November**

The company received an award at the 17th "Property Guru Thailand Property Award" of the project "VEHHA" in the category of Development Awards, Best Condo Development (Hua Hin)

2020

- **September**

The company won "Dot Property Thailand Award 2020", including the Best Luxury Condominium Hua Hin Award and the Best Branded Residence Hua Hin Award for "InterContinental Residences Hua Hin".

- **November**

Proud Real Estate Public Company Limited received the awards at the "Property Guru Thailand Property Award" event for the project "InterContinental Residences Hua Hin" as follows:

1. In the DEVELOPMENT AWARDS category, Best Luxury Condo Development (Hua Hin) and Best Branded Residence.
2. In the DESIGN AWARDS category, Best Condo Landscape Architectural Design, and in the BEST OF THAILAND AWARDS category, Best Condo Development (Thailand).



/ PROUD HISTORY

1989

30 March

Established under the name of Pasuput Co.,Ltd.

2002

4 November

The company was converted into a public limited.

2003

21 November

Change the Company's name to Focus Engineering and Construction Public Company Limited

Focus

5 October

Listed in the Stock Exchange of Thailand

19 November

Change the Company's name to Focus Development and Construction Public Company Limited

2004

2008

2019

4 November

Change the Company's name to Proud Real Estate PLC



2020

January

Launch the first luxury project in Thailand
Under the brand InterContinental -
InterContinental Residences Hua Hin



1-July

Launch of the highest condominium project in
Hua Hin - Vehha



21-February

Launch of ROMM Convent, a luxurious
condominium project, designed under
the concept of CBD Retreat Residences.

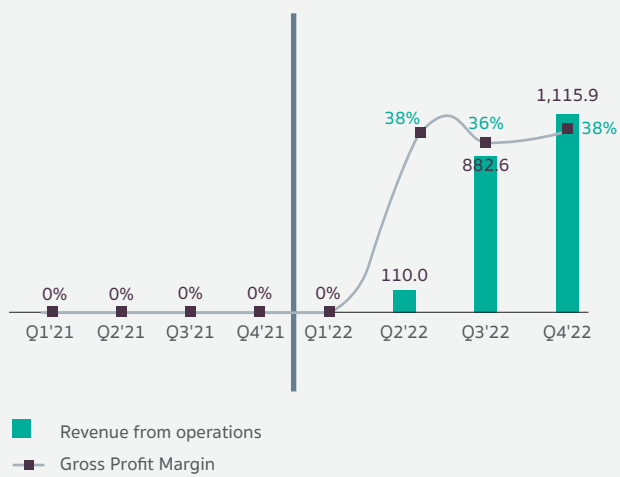
2022

2023

/ FINANCIAL HIGHLIGHTS

	2022	2021	2020
Financial Position (Unit:Million Baht)			
Total Assets	3,270.06	3,988.16	2,001.41
Total Liabilities	2,445.63	3,392.24	1,308.05
Total Shareholders' Equity	824.43	595.92	693.36
Paid-up Share Capital	641.47	641.47	641.47
Performance (Unit:Million Baht)			
Total Revenues	2,110.29	3.62	198.20
Revenues from sale of real estate	2,108.37	-	181.65
Revenues from contract work	-	-	-
Net Profit (Loss) for the year	228.52	(97.23)	(44.82)
Share Value (Baht per Share)			
Net Profit (Loss) per Share	0.356	(0.152)	(0.070)
Book Value per Share	1.29	0.93	1.08
Financial Ratio			
Current Ratio (Times)	2.28	1.86	3.61
Return on Equity (ROE) (%)	32.18	(15.08)	(6.26)
Return on Assets (ROA) (%)	13.21	(2.44)	(2.24)
Debt to Equity Ratio (times)	2.97	5.69	1.89
Total Assets Turnover (times)	1.22	0.00	0.10
Gross Profit Margin (%)	36.42	N/A	19.47
Net Profit (Loss) Margin (%)	10.83	(2,685.91)	(22.61)

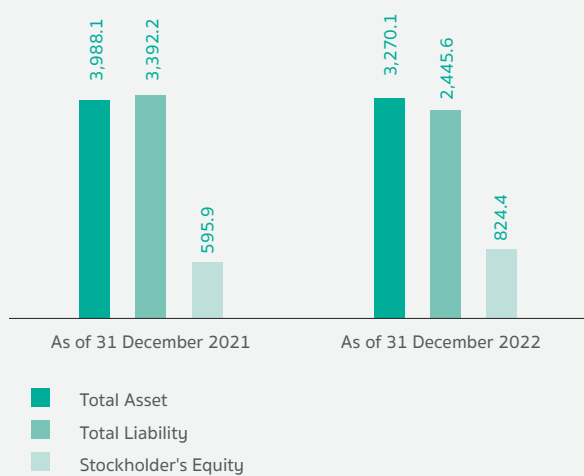
REVENUE FROM OPERATIONS (UNIT:MILLION BAHT)



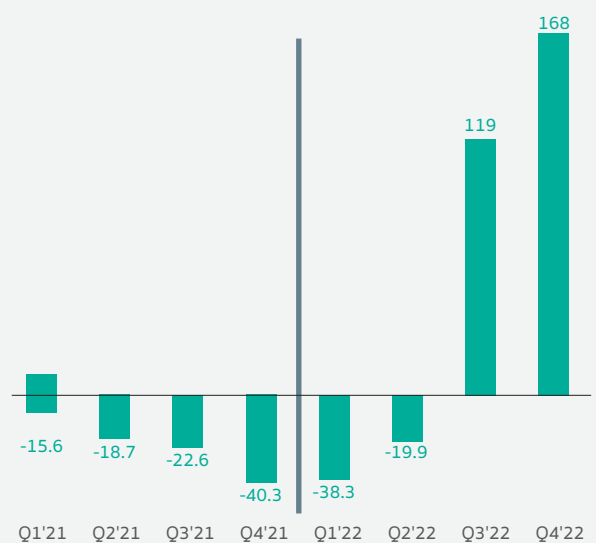
TOTAL REVENUE



FINANCIAL POSITION (UNIT:MILLION BAHT)



FINANCIAL POSITION (UNIT:MILLION BAHT)





MESSAGE FROM THE BOARD OF DIRECTORS

Dear Shareholders

In 2022, the country's economy remained volatile due to the ongoing COVID-19 pandemic and the emergence of new variants. The Russian-Ukrainian War also added to the uncertainty. Inflation and rising interest rates globally caused fluctuations in the real estate market and required a quick response. The cautious spending behavior of consumers resulted in sluggish purchasing power. The construction sector faced challenges such as rising costs for steel, oil, and transportation, which resulted in higher financial costs for real estate developers. Effective cost control and a continuous strategy are crucial for success in 2023.

The country's reopening at the end of the year improved relaxed atmosphere and spending sentiment.

However, 2022 marked a turning point for Proud Real Estate Public Company Limited (the "Company"), with a profit of 226 million baht due to the start of project transfers. The Intercontinental Residence Hua Hin project generated revenue of 2,107 million baht out of a total project value of 3,813 million baht and will continue to transfer in 2023. The project recorded a 94% sales rate, an increase from 78% the previous year end.

This strong performance has allowed the company to move forward and expand projects in both Hua Hin and Bangkok, with a focus on both vertical and horizontal growth to ensure long-term returns for shareholders. The company operates under the philosophy of "More Than Just Living."



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



(Mr. Pumipat Sinacharoen)
Chief Executive Officer

REPORT ON THE PERFORMANCE OF DUTIES OF THE AUDIT COMMITTEE FOR THE YEAR 2022

The Audit Committee of the Company consists entirely of 3 independent directors who are independent, knowledgeable, capable, and experienced in auditing financial reports, internal control system, and inspection as well as having knowledge and understanding of corporate business and qualified according to the announcement of the Capital Market Supervisory Board and the announcement of the Stock Exchange of Thailand Regarding the qualifications and scope of work of the Audit Committee, B.E. 2558. In 2022, the members of the Audit Committee are as follows:

- | | |
|-------------------------------|---------------------------------|
| 1. Mr. Anuwat Maytheewibulwut | Chairman of the Audit Committee |
| 2. Ms. Anchalee Bunsongsikul | Audit Committee |
| 3. Mr. Dan Zonmani | Audit Committee |

In 2022 the Audit Committee held 4 meetings with details of attendance, as follows

- | | |
|-------------------------------|---------------------|
| 1. Mr. Anuwat Methivibulwut | Attended 4 meetings |
| 2. Ms. Anchalee Boonsongsikul | Attended 4 meetings |
| 3. Mr. Dan Zonmani | Attended 3 meetings |

Summary of the performance of the audit committee is as follows:

1. Review financial reports

The Audit Committee reviewed the Company's quarterly financial reports and annual financial reports and consolidated financial statements by meeting with the auditors, internal auditors, and listening to statements

from management. The Audit Committee agrees with the auditor that the Company's financial reports are accurate. It is dependable as it should be in accordance with the accepted accounting standards of Thailand and sufficient and timely disclosure of information and made remarks on issues that would be beneficial to the Company regarding disclosure of information as necessary and appropriate.

2. Review the effectiveness of the internal control system.

The Audit Committee attaches immense importance to good corporate governance, risk management, and internal control by promoting the creation of an organizational culture concerning good internal control and has reviewed the audit results of the efficiency and effectiveness of the internal control system as audited by the audit department according to international standards for various work processes within the group of companies every quarter. The Audit Committee provided additional suggestions that were useful for improving the Company's operations to be more efficient and effective. The management has been followed up to make improvements according to the suggestions continuously and has continuously improved its operations to be consistent and suitable for the current business environment.

3. Review Compliance with the Law, and Related Regulations

The Audit Committee has reviewed the Company's

compliance with the Securities and Exchange Act, set requirements or laws related to the Company's business operations and work system defined.

4. Oversee internal audit work

The Audit Committee has considered the annual internal audit plan. This includes the extent of the audit based on risk considerations and the existing controls of the company's internal processes, past audit results, and information from the Company's risk assessment results, executives' interviews about their needs or concerns by giving advice and following up on corrective action on significant issues to achieve good governance and adequate internal control.

5. Consider connected transactions or transactions that may have a conflict of interest.

The Audit Committee has considered connected transactions or transactions that may have conflicts of interest of the Group to comply with the laws and regulations of the Stock Exchange of Thailand considering reasonableness, it is in the best interests of the company, and approved by the authorized person who is not a stakeholder. The Company has a policy on conflicts of interest and a policy on management of subsidiaries.

6. Review the auditor's performance and selection and nomination of auditors.

The Audit Committee has considered the terms of employment of auditors for the selection and appointment of the auditors, including the auditor's remuneration for the year 2022 and reviewing the qualifications of the auditors found to be completely correct. Therefore resolved to approve to propose to the Board of Directors for approval and to later propose for approval at the Annual General Meeting of Shareholders for the year 2022

The Audit Committee has considered the nature of other services apart from the auditing work that departments in

the company or subsidiaries employ the audit firm and is of the view that such services do not affect the independence of the auditors in the practice of auditing the financial reports of the company.

7. Self-assessment and review of the Audit Committee's charter manual.

The Audit Committee has evaluated the annual performance by using the self-assessment form according to the principles of good corporate governance, which has been reported to the Board of Directors for consideration. In this regard, the results of the self-assessment are in particularly good criteria. The Audit Committee has also reviewed and revised the Charter of the Audit Committee. to be in line with the changing situation to ensure that the performance of the previous year was complete as assigned and in line with the best practices of the Stock Exchange of Thailand and proposed to the Board of Directors for approval.

In summary, the Audit Committee has fulfilled its duties in its entirety as specified in the Audit Committee Charter approved by the Board of Directors. This is in line with the requirements of the Securities and Exchange Commission and the Stock Exchange of Thailand, and the opinion is consistent with the auditor's opinion that the Company's financial reports are correct in all material respects in accordance with the accepted accounting standards of Thailand. In addition, the company has set up an internal control system and effective internal auditing and has complied with the law and relevant regulations throughout the year 2022, no significant issues or defects were found and has continuously improved its operations to be consistent and suitable for the current business environment.



(Mr. Anuwat Maytheewibulwut)
Chairman of the Audit Committee

REPORT ON THE PERFORMANCE OF DUTIES OF THE NOMINATION AND REMUNERATION COMMITTEE FOR THE YEAR 2022

In 2022 the Company's Nomination and Remuneration Committee consists of directors 3 persons are listed as follows:

1. Mr. Anuwat Maytheewibulwut
Chairman of Nomination and Remuneration Committee
2. Mr. Anucha Sihanatkathakul
Member of the Nomination and Remuneration Committee
3. Mr. Pasu Liptapanlop
Member of the Nomination and Remuneration Committee

In 2022, the Nomination and Remuneration Committee has 1 meeting, of which 3 directors attended 1 meeting and the Nomination and Remuneration Committee has performed the duties as specified in the Nomination and Remuneration Committee Charter. There will be a meeting to review before proposing to the Board of Directors for approval. The essence of the duties is summarized as follows:

1. Recruit qualified persons according to the criteria and processes set by the regulatory agency with reference to the specification Board Skill Matrix to propose for appointment as a director of the company who retired by rotation or replace the vacant position as well as selecting company directors to serve as sub-committees and presented to the Board of Directors.
2. Consider the remuneration of the Company's directors to propose to the shareholders' meeting for approval by comparing it with the survey report on directors' remuneration of the Thai Institute of Directors Association (IOD) and similar businesses, to motivate and retain quality company directors.
3. Determine the criteria for evaluating the company's performance (Corporate KPIs), including tracking, and

evaluating performance(Corporate KPIs,), providing suggestions for improvement, and develop operational efficiency so that the performance is in accordance with the objectives set goal in line with the vision and mission of the company, and presented to the Board of Directors for approval.

4. Determine criteria for performance appraisal of the Chief Executive Officer and propose to the Board of Directors for approval, monitor and report the performance according to the above criteria to the Board of Directors for approval, and use it as information for wages, compensation, and bonuses.
5. Consider and scrutinize criteria for paying wages, compensation, and bonuses for employees of the group of companies to be appropriate, consistent with the performance, and can compete, to encourage a focus on performance to achieve goals by considering the comparison with the group of companies that have similar businesses.
6. Review the Charter of the Nomination and Remuneration Committee to be up-to-date and consistent with the current situation.

The Nomination and Remuneration Committee has performed its duties, taking into account the benefits of the company and its stakeholders, and the performance of the Company in order for the Company to have quality personnel, appropriate and fair compensation to motivate duty performances to achieve the business goals set by the Board of Directors in order for the Company to be an organization that grows sustainably.



(Mr. Anuwat Maytheewibulwut)
Chairman of the Nomination and
Remuneration Committee

REPORT ON THE PERFORMANCE OF DUTIES OF THE EXECUTIVE COMMITTEE FOR THE YEAR 2022

In 2022, the Company's Executive Committee consists of directors 4 persons are listed as follows:

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

In 2022 the Executive Committee held 12 meetings as follows:

1. Mr. Veerapong Chaiperm Not attending the meeting due to sick leave
2. Mr. Pasu Liptapanlop Attended 11 meetings
3. Ms. Proudpuh Liptapanlop Attended 12 meetings
4. Mr. Pumipat Sinacharoen Attended 12 meetings

In 2022, has reviewed investments and monitored the progress of important projects to achieve success. It is aware of the global economy and the country's economy that has been affected by the COVID-19 that has caused the real estate business to slow down. In 2022, the Executive Committee has the following important results:

1. Set policies, goals, strategies, operational plans budget for the year 2022 and various management powers of the company to present to the Board of Directors for approval. In 2022, the Executive Board presented

the procurement of land for future real estate project development of the Company to the Board of Directors for consideration and approval.

2. Control and supervise the Group's business operations in accordance with the policies, goals, strategies, operational plans, and annual budget approved by the Board of Directors effectively and in accordance with the changing business conditions from time to time, as well as providing advice and management advice to senior management.
3. The Board of Directors has assigned the executive committee to help monitor the progress of major construction projects and scrutinize investment criteria to be clear and consider the overall investment budget of the Company as well as follow up on the progress of major investment projects to be in line with the assignments by the Board of Directors to ensure that investments are in accordance with set goals.

The Executive Committee has performed its duties as assigned by the Board of Directors and in accordance with the Charter, whereby the meeting focuses on independent inquiries, opinions, and recommendations, and performs its duties with prudence, caution, and the interests of the Company and its shareholders under good governance principles for stable and sustainable business operations.



(Mr. Pasu Liptapanlop)

Vice Chairman of the Executive Committee

PROFILES OF THE BOARD OF DIRECTORS



MR.ANUWAT MAYTHEEWIBULWUT

Age 71

Positions:

- Independent Director
- Chairman
- Chairman of the Audit Committee
- Chairman of the Nomination and Remuneration Committee

Date appointed as Director on

- 13 May 2019

Education

- Master of Public Administration Program in Public Administration, Chulalongkorn University
- 2nd Hons in Bachelor of Laws, Chulalongkorn University

Training

- Director Accreditation Program (DAP) 104/2013, Thai Institute of Directors (IOD)
- Training course for senior judicial process administrators, class 15/2011 – 2012

- Training Course, National Defense College of Thailand, Class 45/ 2002 – 2003
- Training Course for Senior Administrators, Class 36
- Training Course for Senior Land Administrators, Class 7

Shareholding proportion

- None

Family relationship with other directors, executive

- None

Work Experience

Position in Other Listed Company

- 2012 – Present Independent Director and Chairman of the Audit Committee
Rojana Industrial Park Public Company Limited
- 2014 – 2018 Chairman, JSP.Property Public Company Limited

Position in Other Non-Listed Company / Other Organization

- 2022 – Present Expert Director in Administration and Management , Ministry of Interior
- 2019 – Present Expert Committee on Land, Ministry of Finance
- 2015 – Present Council of State, Office of the Council of State
- 2012 – Present Executive Vice President, Charoen Pokphand Group
- 2018 – 2022 Expert Committee of Law, Office of the Permanent Secretary, Ministry of Interior
- 2014 – 2019 Member of the National Legislative Assembly



MR.VERAPONG CHAIPERM

Age 57

Positions:

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

Date appointed as Director on

- 13 May 2019

Education

- PhD. Eng. In Environmental Engineering (Water and Wastewater Engineering), Asian Institute of Technology (AIT)
- M.S. in Civil Engineering (Environmental Engineering), University of Missouri- Rolla, U.S.A.
- B.Eng. (Civil Engineering), Chulalongkorn University

Training

- Director Accreditation Program (DAP) 163/2019, Thai Institute of Directors (IOD)
- Top Executive in Industrial Development and Investment, class 1, Institute of Business and Industrial Development (IBID)

- Certificate, Executive Program on Energy Literacy for a Sustainable Future (TEA), Class 3, Thailand Energy Academy
- Executive Program, Poompalungpadin Program (Batch 1)
- Director Certification Program (DAP) 161/2012, Thai Institute of Directors (IOD)
- Advanced Certificate course in Politics and Governance in Democratic Systems for Executives Class 15, The College of Politics and Governance, King Prajadhipok's
- Advanced Senior Executive Program, Northwestern University (USA)
- Management Development Program, Sasin Graduate Institute of Business Administration of Chulalongkorn University

Shareholding proportion

- None

Family relationship with other directors, executive

- None

Work Experience

Position in Other Listed Company

- 2021 – 2022 Independent Director and Member of the Audit Committee, Star Petroleum Refining Public Company Limited
- 2019 – 2022 Independent Director and Member of the Audit Committee, Industrial and Commercial Bank of China (Thai) Public Company Limited

Position in Other Non-Listed Company / Other Organization

- 2018 – Present Special Investment Consultant for Targeted Industries, Eastern Economic Corridor Office of Thailand
- 2017 – 2018 Director and Assistant Secretary Eastern Economic Corridor Development Executive Board
- 2012 – 2018 Governor, Industrial Estate Authority of Thailand



MR. PASU LIPTAPANLOP

Age 36

Positions:

- Director
- Vice Chairman of the Executive Committee
- Member of the Nomination and Remuneration Committee

Date appointed as Director on

- 13 May 2019

Education

- MSc in Real Estate Investment, Class Business School, United Kingdom
- BA Business Management (Finance), Second Class Honors, University of Westminster, United Kingdom

Training

- Director Accreditation Program (DAP) 138/2017, Thai Institute of Directors (IOD)

Shareholding proportion

- 35.23

Family relationship with other directors, executive

- Ms.Proudpuh Liptapanlop's brother

Work Experience

Position in Other Listed Company

- 2015 – 2018 Vice President FICC Sales, The Royal Bank of Scotland Plc (Singapore & Hong Kong)

Position in Other Non-Listed Company / Other Organization

- 2021 – Present Director, Convent Beta Company Limited
- 2021 – Present Director, Proud Horseshoe Company Limited
- 2019 – Present Director, Hua Hin Alpha 71 Company Limited
- 2019 – Present Director, Hua Hin Sky Living Company Limited
- 2016 – Present Director, Robowealth Mutual Fund Brokerage Securities Company Limited
- 2016 – Present Director, Whitewater west SEA Ltd.
- 2015 – Present Executive Director, Elite Securities Company Limited
- 2015 – Present Director, Vana Nava Company Limited
- 2015 – Present Director, Proud Group Holding Company Limited
- 2015 – Present Director, Proud Hospitality Company Limited
- 2015 – Present Director, Proud Resort Hua Hin Company Limited



MS. PROUDPUTH LIPTAPANLOP

Age 35

Positions:

- Director
- Member of the Executive Committee

Date appointed as Director on

- 13 May 2019

Education

- London Business School, United Kingdom - MSc (Distinction) in Management
- University of Oxford, United Kingdom - BA (Hons) in Economics and Management

Training

- Director Accreditation Program (DAP) 138/2017, Thai Institute of Directors (IOD)

Shareholding proportion

- 35.23

Family relationship with other directors, executive

- Mr. Pasu Liptapanlop's sister

Work Experience

Position in Other Listed Company

- None

Position in Other Non-Listed Company / Other Organization

- 2021 – Present Director, Convent Beta Company Limited
- 2021 – Present Director, Proud Horseshoe Company Limited
- 2019 – Present Director, Hua Hin Alpha 71 Company Limited
- 2019 – Present Director, Hua Hin Sky Living Company Limited
- 2016 – Present Director, Whitewater west SEA Ltd.
- 2013 – Present Director, Vana Nava Company Limited
- 2012 – Present Director, Proud Group Holding Company Limited
- 2012 – Present Director, Proud Hospitality Company Limited
- 2012 – Present Director, Proud Resort Hua Hin Company Limited
- 2012 – Present Director, Hua Hin Asset Company Limited



MR. ANUCHA SIHANATKATHAKUL

Age 63

Positions:

- Director
- Member of the Nomination and Remuneration Committee

Date appointed as Director on

- 2015

Education

- M.B.A (Finance), University of Houston, Texas, U.S.A.
- B.A. (Accounting & Management), Houston Baptist University, Texas, U.S.A.

Training

- (Fellow Member), Thai Institute of Directors (IOD) 2/2001
- Director Certification Program (DCP) 4/2000, Thai Institute of Directors (IOD)
- Director Compensation 2003
- Non-Executive Director 2004
- Board Failure and How to Fix it 2004
- CEO Performance Evaluation 2004
- Raising the Awareness of Corporate Fraud in Thailand 2005

Shareholding proportion

- None

Family relationship with other directors, executive

- None

Work Experience

Position in Other Listed Company

- 2007 – Present Director and Chairman of the Audit Committee, Amata Corporation Public Company Limited

- 2003 – 2019 Chairman and Chairman of the Executive Committee, Focus Development and Construction Public Company Limited

Position in Other Non-Listed Company / Other Organization

- Present Director, Moon Dance Bistro Company Limited
- Present Director, New Leaf Solutions Company Limited
- Present Director, Planet Blue Corporation Company Limited
- 2017 – Present Director, Thai Chinese Rayong Industrial Estate Development Company Limited
- 2016 – Present Chairman, Focus Wheig Corporation Company Limited
- 2016 – Present Director, Amata B. Grimm Power (Rayong) 5 Company Limited
- 2015 – Present Director, Amata B. Grimm Power (Rayong) 4 Company Limited
- 2015 – Present Director, Amata B. Grimm Power (Rayong) 3 Company Limited
- 2013 – Present Director, Rai Arthit Company Limited
- 2010 – Present Chairman, Data In Motion Company Limited
- 2010 – Present Director, Amata B. Grimm Power Company Limited
- 2010 – Present Director, Amata B. Grimm Power 1 Company Limited
- 2010 – Present Director, Amata B. Grimm Power 2 Company Limited
- 2010 – Present Director, Amata B. Grimm Power 4 Company Limited
- 2010 – Present Director, Amata B. Grimm Power 5 Company Limited
- 2010 – Present Director, Amata Power (Rayong) Company Limited
- 2010 – Present Director, Amata B. Grimm Power (Rayong) 1 Company Limited
- 2010 – Present Director, Amata B. Grimm Power (Rayong) 2 Company Limited
- 2008 – Present Director, Amata Asia Company Limited
- 2008 – Present Director, Amata Summit Ready Built Company Limited
- 2008 – Present Director, 888 Property Company Limited
- 2002 – Present Director, Focus Environmental Company Limited
- 1998 – Present Director, Capital Focus Company Limited
- 1989 – Present Director, Moon dance Development Company Limited



MR.PUMIPAT SINACHAROEN

Age 53

Positions:

- Director
- Member of the Executive Committee
- Chief Executive Officer

Date appointed as Director on

- 13 May 2019

Education

- MBA, Thunderbird School of Global Management, USA
- BA in Economics, Thammasat University, Thailand

Training

- Director Accreditation Program (DAP) 36/2005, Thai Institute of Directors
- Director Accreditation Program (DAP) 2007, Thai Institute of Directors
- Company Secretary Program (CSP) 27/2008, Thai Institute of Directors
- Leading in Disruptive World (Innovation), Stanford University, USA
- Design Thinking, Stanford University, USA
- Strategic Board Master Class (SBM) 9/2020, Thai Institute of Directors

Shareholding proportion

- 0.50

Family relationship with other directors, executive

- None

Work Experience

Position in Other Listed Company

- 2021 – Present Director, Kang Yong Electric Public Company Limited
- 2005 – Present Director and Audit Committee Fortune Parts Industry Public Company Limited
- 2017 – 2020 Executive Vice President, PTG Energy Public Company Limited
- 2002 – 2018 Chief People Officer and Director of AP Academy/ Chief Finance Officer (CFO) and Investor Relations, AP (Thailand) Public Company Limited

Position in Other Non-Listed Company / Other Organization

- 2018 – Present Director, The Forest Industry Organization, Ministry of Natural Resources and Environment



MS. ANCHALEE BUNSONGSIKUL
Age 53

Positions:

- Independent Director
- Member of the Audit Committee

Date appointed as Director on

- May 13, 2019

Education

- Master of Science in Finance, Saint Louis University
- Bachelor of Business Administration, Major in Finance, Chulalongkorn University

Training

- The National Defence Course Class 63, National Defence College
- Senior Justice Administration Program Class 24, Institute of Civil Service Development for Judiciary Affairs, Office of the Courts of Justice
- Director Accreditation Program (DAP) Class 163, Thai Institute of Directors

- The Executive Program in Energy Literacy for a Sustainable Future Class 12, Thailand Energy Academy
- Capital Market Leader Program Class 25, Capital Market Academy
- Academy of Business Creativity Class 6/2517, Sri Pratum University

Shareholding proportion

- None

Family relationship with other directors, executive

- None

Work Experience

Position in Other Listed Company

- 2022 – Present Member of the Audit Committee and Chairman of the Risk Management Committee, I-Tail Corporation Public Company Limited
- 2017 – Present Executive Vice President and Head of Corporate and Institutional Clients Division, Standard Chartered Bank (Thai) Public Company Limited
- 2015 – 2017 MD & Head, Financial Markets, Thailand, Standard Chartered Bank (Thai) Public Company Limited
- 2012 – 2015 MD & Head, Corporates, Thailand, Standard Chartered Bank (Thai) Public Company Limited

Position in Other Non-Listed Company / Other Organization

- None



MR. DAN ZONMANI

Age 59

Positions:

- Independent Director
- Member of the Audit Committee

Date appointed as Director on

- Feb 23, 2021

Education

- Bachelor of Management science – International marketing, Canberra University

Shareholding proportion

- None

Family relationship with other directors, executive

- None

Work Experience

Position in Other Listed Company

- None

Position in Other Non-Listed Company / Other Organization

- 2022 – Present Director, Euro Creation Company Limited
- 2021 – Present Managing Director, ADA Digital (Thailand) Company Limited
- 2018 – Present Qualified Director, Creative Economy Agency (Public Organization)

/ EXECUTIVES' PROFILE



/ MS. NATARIN PARAMAWES

Age 49

Positions:

- Executive Vice President of Sales and Marketing Division

Education

- Master of Commerce and Accountancy, Chulalongkorn University
- Bachelor of Economics, Chulalongkorn University

Work Experience

- 2021 – Present Executive Vice President of Sales and Marketing Division Proud Real Estate Public Company Limited
- 2018 – 2021 Senior Vice President - Customer Experience Major Development Public Company Limited
- 2012 – 2018 Strategic CRM Director Ananda Development Public Company Limited



/ MS. ANOTAI WORASUNTHARAROM

Age 41

Positions:

- Senior Vice President of Business Development and Strategy Division

Education

- Master of Science, Faculty of Commerce and Accountancy, Thammasat University
- Bachelor of Engineering, Faculty of Engineering, Kasetsart University

Work Experience

- 2019 – Present Senior Vice President of Business Development and Strategy Division Proud Real Estate Public Company Limited
- 2016 – 2019 Vice President of Business Development Group, Fragrant Property Public Company Limited
- 2012 – 2016 Senior Manager (Business Development and Product Development - Condo BU), Pruksa Real Estate Public Company Limited



MS. NARUEDEE KOSLATHIP

Age 43

Positions:

- Senior Vice President of Finance and Accounting Division

Education

- MBA, Finance Major, Coventry University
- Bachelor of Business Administration in Accounting, Assumption University

Work Experience

- 2022 – Present Senior Vice President of Finance and Accounting Division Proud Real Estate Public Company Limited
- 2021 – 2022 Senior Controller in Accounting and Finance UD Trucks Corporation (Thailand) Company Limited
- 2013 – 2020 Vice President of Accounting Division Minor Lifestyle Company Limited



MR. CHISARAT SURAKARN

Age 46

Positions:

- Vice President of Project Development

Education

- Bachelor of Architecture, Kasetsart University

Work Experience

- 2021 – Present Vice President of Project Development Proud Real Estate Public Company Limited
- 2020 – 2022 Assistant Vice President of Project Development Division KWI (Thailand) Public Company Limited
- 2014 – 2020 Senior Project Manager Proud Group Holding Company Limited



/ MR. KITIWAT CHINRANGKHAKUN

Age 44

Positions:

- Vice President of Project Development

Education

- Bachelor of Engineering Program in Civil Engineering, Chiang Mai University

Work Experience

- 2021 – Present Vice President of Project Development Proud Real Estate Public Company Limited
- 2020 – 2021 Assistant Vice President of Project Development Division Central Pattana Public Company Limited
- 2017 – 2019 Vice President of Project Development AP (Thailand) Public Company Limited



/ MR. EAKCHAI TEJTHIWAT

Age 35

Positions:

- Vice President of Corporate Marketing and PR Department

Education

- Bachelor of Business Administration (Marketing), Srinakharinwirot University

Work Experience

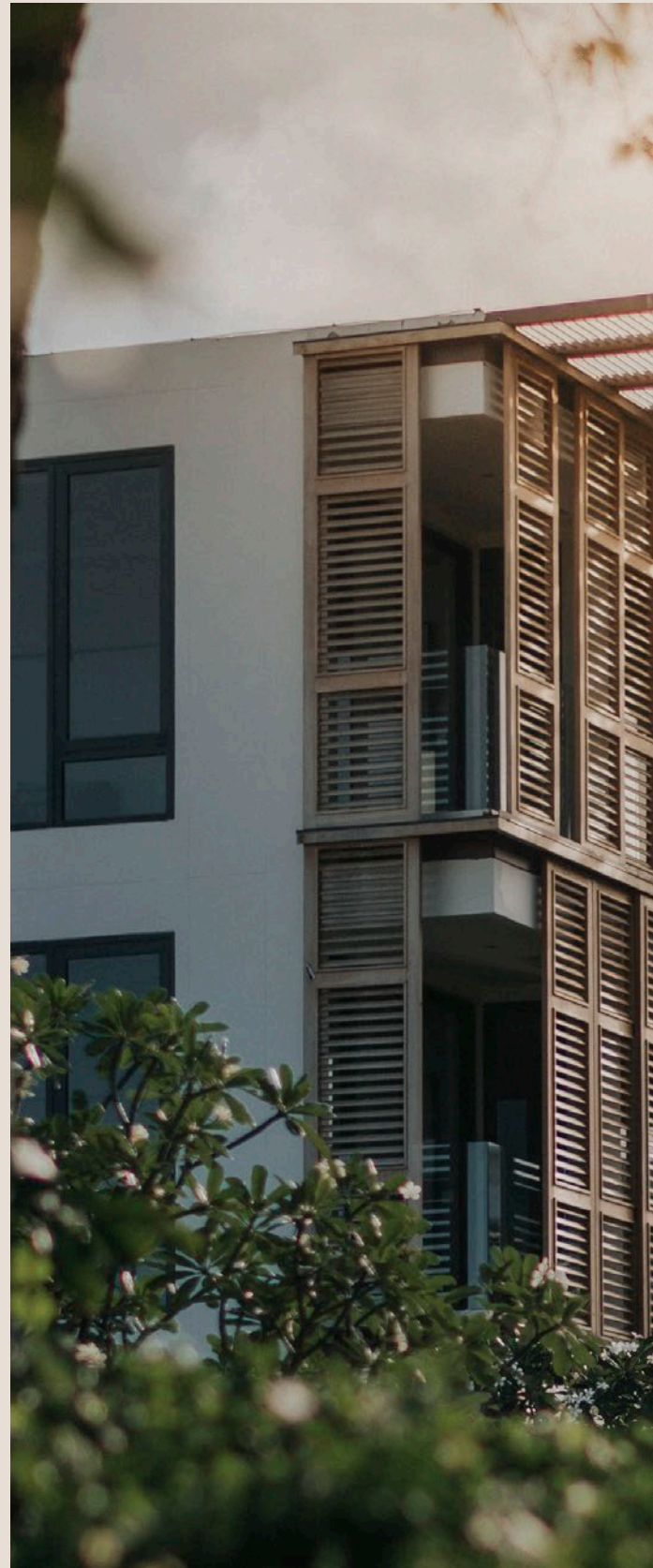
- 2021 – Present Vice President of Corporate Marketing and PR Department Proud Real Estate Public Company Limited
- 2018 – 2022 Vice President of Business Innovation Department PTG Energy Public Company Limited
- 2015 – 2018 Assistant Vice President of Internal Communications Department AP (Thailand) Public Company Limited



PART 1

BUSINESS OPERATIONS AND PERFORMANCE

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/ 1. BUSINESS STRUCTURE AND OPERATIONS

1.1 Policies and Overview of Business

Vision

More than just living

We strive to create a “living” that is more than just “living” that meets the needs of every dimension of every day with perfection, unity with environment, nature, and community to transcend traditional “living” and enhance value to society in a sustainable way.

Mission

Challenge the boundary of living

Our projects must be more than “home” or “residence.” It must be a “lifestyle” that makes the lives of people and the surrounding society better with a commitment to challenge imagination and move beyond the limit of “living” in the present form. Every project of Proud Real Estate Public Company Limited “Company” aims to set a new standard in living more than ever with the innovation for perfect living that is still united with the nature and in harmony with the environment.

Operation Strategy

In 2022, the Company focused on operating the business under the concept of “More than just living” through the key strategies as follows:

1. Business expansion into low-rise projects
2. Focus on projects in Bangkok

History

The Company was established on March 30, 1989, under the name “Pasuputh Company Limited” to operate general construction business for public and private sectors. There are major changes as follows:

- On November 4, 2002, the registered Company transformed into a public company limited.
- On November 21, 2003, the Company changed its name to Focus Engineering and Construction Public Company Limited
- On October 5, 2004, the Company was listed in the Market for Alternative Investment – MAI under the Stock Exchange of Thailand (SET).
- On November 19, 2008, the Company changed its name to Focus Development and Construction Public Company Limited.
- On May 13, 2019, the Company changed its name to Proud Real Estate Public Company Limited.

Changes in Shareholding Structure

The Board of Directors of Focus Development and Construction Public Company Limited, in the meeting No. 1/2019 held on February 20, 2019, resolved that Focus Development and Construction Public Company Limited issue and offer 451,388,889 capital increase ordinary shares at a price of 1.44 baht per share and considered and to approve the investment in real estate development business for residential development by purchasing 2 lots of land from Proud Resort Hua Hin Company Limited in the amount of 7 rai 2 ngan 48.8 square wah and from Vana



Nava Company Limited in the amount of 5 rai 1 ngan 9.5 square wah, which is 12 rai 3 ngan 57.85 square wah in total, located in Hua Hin District, Prachuap Khiri Khan Province with the purchase price of 1,325 million baht, with the terms of payment for the land as follows:

1. Paid as capital increase ordinary shares worth 650 million baht to Mr. Pasu Liptapanlop and Ms. Proudpuh Liptapanlop.
2. Loans from financial institutions amounting to 650 million baht
3. Working capital within the Company and/or promissory notes of 25 million baht

According to the conditions under Clause 1 (paid as capital increase ordinary shares), Mr. Pasu Liptapanlop and Ms. Proudpuh Liptapanlop are major shareholders

of Focus Development and Construction Public Company Limited with a proportion of more than 70 percent and changed the Company's name to Proud Real Estate Public Company Limited with the securities initial "PROUD".

Significant Changes and Development

Formerly, Focus Development and Construction Public Company Limited was mainly engaged in the construction business by accepting construction works from government agencies, state enterprises and private sector as a direct contractor (Main contractor) or Sub-contractor. At present, after the name changed to Proud Real Estate Public Company Limited, it has changed to focus on real estate development under the core concept of "More than just living."

Significant Events of the Group

Year 2022

- **April**

Prompt Solution Management Company Limited was established. The Company holds 99.99% shares with registered capital of 500,000 baht. It aims to manage condominium juristic persons and other services relating to real estate.

- **July**

Hua Hin Sky Living Company Limited, a subsidiary of which the Company holds 99.99% of shares, resolved to increase the registered capital by 50 million baht (ordinary shares of 500,000 shares at a par value of 100 baht per share from the original registered capital of 1 million baht (ordinary shares of 10,000 shares at a par value of 100 baht per share) to a new registered capital of 50 million baht (500,000 ordinary shares at par value of 100 Baht per share)

- **November**

The Company received an award at the 17th “Property Guru Thailand Property Award” of the project “VEHHA” in the category of Development Awards, Best Condo Development (Hua Hin)

Year 2021

- **April**

Proud Horseshoe Company Limited was established with the Company holding 99.99% of shares with registered capital of 20,000,000 baht and the aim to develop real estate.

- **August**

Convent Beta Company Limited was established with the Company holding 99.97% of shares with a registered capital of 1,000,000 baht and the aim to develop real estate.

- **September**

Hua Hin Alpha 71 Company Limited, a subsidiary company in which the Company holds 99.99% of shares, registered an additional capital of 750 million baht (1.5 million ordinary shares at a par value of 100 baht per share and 6 million net preferred shares at a par value of 100 baht per share) from the original registered capital of 50 million baht (common 0.5 million ordinary shares at a

par value of 100 baht each) to a new registered capital of 800 million baht (2 million ordinary shares at a par value of 100 baht each and 6 million net preferred shares at a par value of 100 baht each).

Year 2020

- **February**

The Company launched InterContinental Residences Hua Hin to the public for the first time.

- **July**

The Company issued and allocated 31,679,999 units of warrants to purchase ordinary shares of the Company for the second time (“Proud-W2 Warrants”) to the existing shareholders with a period of 3 years based on the shareholding proportion on July 1, 2017, which the first exercise date is scheduled to fall on September 29, 2017 and the last exercise date falls on July 6, 2020. On June 25, 2020, there is 1 shareholder declaring the rights, amounting 88 shares at an exercise price of 1.533 baht per share equal to an amount of 134.90 baht.

- **September**

- The Company won “Dot Property Thailand Award 2020”, including the Best Luxury Condominium Hua Hin Award and the Best Branded Residence Hua Hin Award for “InterContinental Residences Hua Hin”.
- Transfer of the last unit of condominium assets under the project name “Focus Ploenchit.” The project was coming from the acquisition of Focus Development and Construction Public Company Limited

- **November**

Proud Real Estate Public Company Limited received the awards at the “Property Guru Thailand Property Award” event for the project “InterContinental Residences Hua Hin” as follows:

1. In the DEVELOPMENT AWARDS category, Best Luxury Condo Development (Hua Hin) and Best Branded Residence.
2. In the DESIGN AWARDS category, Best Condo Landscape Architectural Design, and in the BEST OF THAILAND AWARDS category, Best Condo Development (Thailand).

1.2 Nature of Business Operation

1.2.1 Revenue Structure

Revenue Classified by Business Type

Items	2022		2021		2020	
	Million THB	%	Million THB	%	Million THB	%
Real Estate Sales Revenues	2,108.37	99.91	-	-	181.65	91.65
Financial Revenues	0.33	0.01	0.47	12.98	0.37	0.19
Other Revenues	1.59	0.08	3.15	87.02	16.18	8.16
Total Revenue	2,110.29	100.00	3.62	100.00	198.20	100.00

In 2022 Proud Real Estate Public Company Limited had a total revenue of 2,110 million baht, an increase of 58,195% from the amount of 4 million baht in 2021 as a result of sales revenue recognition from the sale of InterContinental projects Residences Hua Hin in the amount of 2,100 baht, representing 99.51% of total revenue.

1.2.2 Product Information

(1) Characteristics of products and services

The Company mainly focuses on real estate development business, which currently focuses on developing projects in prime locations including Bangkok and coastal tourism cities. The details are as follows

Real Estate for Sale Business

Project	Location	Project Type	Land Ownership	Project Area	Number of Units	Project Value (Million Baht)	Construction Duration	Sales Progress (Percentage of Project Value)
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Land in Development Projects

InterContinental Residences Hua Hin	Prachuap Kiri Khan	Condominium	Hua Hin Alpha 71 Company Limited	7-2-48.8	238	3,813	Quarter 3/2020 - Quarter 2/2023	93 percent
Vehha Hua Hin	Prachuap Kiri Khan	Condominium	Hua Hin Sky Living Company Limited	5-1-9.05	364	2,290	Quarter 1/2023 - Quarter 3/2025	13 percent
VI Ari	Bangkok Metropolis	Detached house	Proud Horseshoe Company Limited	1-0-2.2	6	495	Quarter 3/2022 - Quarter 1/2024	N/A

Project	Location	Project Type	Land Ownership	Project Area	Number of Units	Project Value (Million Baht)	Construction Duration	Sales Progress (Percentage of Project Value)
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Land Awaiting Development Projects

Convent	Bang Rak	Condominium	Convent Beta Company Limited	1-2-38.5	180	3,970	Quarter 2/2023 - Quarter 3/2026	In the process of obtaining EIA approval
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InterContinental Residences Hua Hin Project

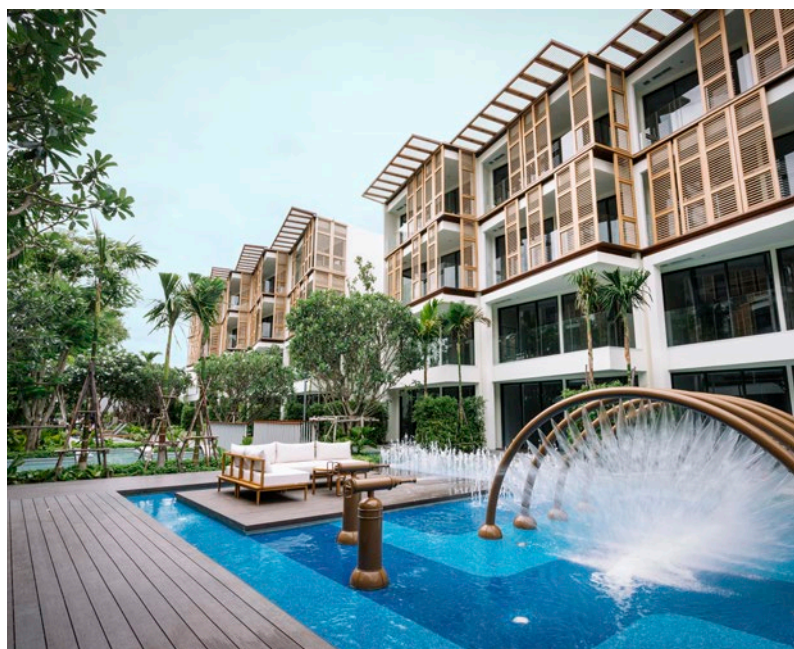
The first luxury housing project managed by the global hotel chain “IHG” on a plot of land of 7 rai 2 ngan 48.8 square wah by the beach in the heart of Hua Hin on Petchakasem Road, between Soi Hua Hin 71 (opposite Market Village shopping center), which is constructed as a low-rise condominium building with one 7-storey building and eight 4-storey buildings, totaling 238 units.

The Company uses the InterContinental brand under the project name of “InterContinental Residences Hua Hin” with the objective of meeting the needs of the high-end customer group to deliver a superior residential experience with a full range of hotel-like services and facilities under the international standards of InterContinental.

As the first residential project in Thailand under the international brand InterContinental Hotels and Resorts, one of the exclusive brands in the world, it is also the prototype of residential development under the concept “More Than Just Living”, this has made InterContinental Residences Hua Hin bring together the best elements to create an experience, living and services that are unique. Also, the interior design of the project is a combination of contemporary style and unique colonial architecture, with the building’s location that overlooks the sea. Some units include a private pool and other facilities.

InterContinental Residences Hua Hin has the following key features:

1. It is the first and only InterContinental luxury residential development in Thailand, located in the best location of Hua Hin District, which is priced at the new prominent level as the last beachfront land in the middle of Hua Hin.



2. InterContinental Hotel Group (IHG) has entered into a contract with Company, providing the project with features ready to different services such as concierge counter in the lobby area, luggage storage with porters, golf carts, and other services such as the Beach Pavilion

which can be used as banquet facilities with catering services from the hotel.

3. Support the life of family members living together with spacious rooms and public areas that support joint activities such as chess courts, mazes, etc.
4. Green area and public area of the project, amounting around 4 rai, with approximately 70% of the project area which is equal to approximately 7,000 square meters for a large garden with secluded beach and communal facilities such as 7 swimming pools for children, families, elderly, and people who need exercise, including beach pool, hidden gym, and other facilities.
5. Exclusive access to 5,900 InterContinental Hotel Group hotels around the world and exclusive “Proud Privileges” membership from its subsidiaries and partners, as well as access to 111 Social Club, a colonial beachfront café located next to InterContinental Residences Hua Hin.

7. International service with InterContinental standard which is available 7 days a week and 24 hours a day. Residents of the condominium will receive international hotel standard services such as butler service, concierge service, special meal delivery service directly to the room, chef preparation for banquet, house cleaner service, laundry for bed linen, housing repair, free internet access in public areas, and shuttle service to major locations near the project.
8. All 9 buildings are allocated into 7 groups to suit various needs. They consist of one 7-storey building and eight 4-storey buildings, and all the units of which are fully furnished in accordance with the standards of InterContinental.
9. The balcony is almost 10 sq.m. wide with a day bed to view the sea as much as possible.

Vehha Hua Hin Project

The Vehha project is in prime location, only less than 10 minutes to travel to popular destinations in Hua Hin. It is considered a landmark in the heart of Hua Hin, surrounded by tourist attractions, lifestyle sources, and complete facilities. It is close to Cicada Market and Tamarind Market - Hua Hin's famous night markets — and Bluport shopping mall. In addition, in terms of travel, it is considered convenient and easy, and there are many future transportation projects that will be developed to make traveling to Hua Hin even faster to meet the needs of all groups of people with different lifestyles.



6. Units have front with a width of 6 meters and full-height glass doors, and approximately 80% of the project area are sea view. For penthouse room type, they have sea front that is approximately 9 meters long with 270 degrees sea view.

The concept of the project is Happiness Happens; complete with Family Zone, Relax Zone and Retreat Zone, including a common area of almost 2 rai (2,647 sq.m.) that is situated in between of more than 10 floors to meet every lifestyle in a variety of ways according to the concept of “More Than Just Living”. This is a combination of relaxation



and resort-level service with superior services including services from world-class hotel chains with the Holiday Inn Vana Nava Hua Hin, an IHG hotel, and the first in Thailand to provide a free access to Vana Nava Water Park for 5 years.

The definition of Vehha is the tallest condominium in Hua Hin city with sea view in every room, ready to fulfill the complete lifestyle. The design of the buildings has a single corridor that allows every room to open up to a panoramic sea view from morning to evening, and residents to live simply with fully furnished and decorated room. Moreover, the interior of the room is designed for good lighting in the room, emphasizing on bright airiness that opens up the view to see from every corner of the room.

The highlight of the design of the project allows you to see the sea view from every square inch in your very own room. There are only 364 residential units and there are 7 room types to choose from to meet various needs, including 1 Bedroom, 1 Bedroom Plus, 1 Bedroom Plus Corner, 2 Bedroom, 2 Bedroom Jacuzzi, Penthouse, Penthouse Duplex, with living space ranging from 28 – 349 sq.m., whose functions in the room are designed to meet the needs of various lifestyles in every generation. In addition, the project uses high-quality materials that meet standards, and are designed to be suitable as a perfect vacation destination.

VI Ari Project

The project is a modern style detached house in the 1970s-1980s located in Soi Ari 3. The project has unique features such as roof design with long overhangs, small slope, thin roof structure, with horizontal and vertical sunshades that are beautifully and harmoniously proportioned as parts of the building, proportional window openings suitable for the house, and a large green space designed to interlace with the usable area on each floor to create a good atmosphere for living.

Future Projects

Empty land that needs to be developed

The Company sees the opportunity for land development which align with the Company's cash flow by looking at both Bangkok and tourist cities both high-rise project and low-rise project.

Privileges for project customers

Most of the projects that the Company is developing today and in the future have privileges created for the customers in terms of all living aspects through the benefits of "Proud Privileges", which include InterContinental Hua Hin Resort, InterContinental Phuket Resort, Holiday Inn Resort Vana Nava Hua Hin, True Arena Hua Hin, Vana Nava Water Park, Vana Sky, Blueport Hua Hin, 111

Social Club (colonial style house, which is located next to InterContinental Residences Hua Hin and renovated into a beachfront clubhouse.)

(2) Marketing and Competition

The year 2022 is considered the year of market and economic recovery, especially in the real estate sector in which the overall picture of the market has adjusted better since the Covid-19 situation, it was found that in every sector there are ways to cope with new strategies to support business operations amidst the risks. The Company has a new business plan for expanding its product portfolio, adding more projects to be more diverse, such as the affordable luxury condominium project, the tallest condominium among the landmarks of Hua Hin. We also planned to launch 2 new projects in Bangkok, namely Romm Covent, and add a horizontal project in the form of detached houses, Vi Ari, adhering to the primary business philosophy, under the commitment to deliver something beyond housing, but “More Than Just Living”. The company’s marketing plays a particularly significant role in conveying this philosophy and concepts to target customers in a concrete manner.

Characteristics of Customer and Target Group

The Company has researched the behavior and needs of target customers in various forms together with experts through Future Lab to create products and services that best meet the needs of customers. These insights are also applied to strategic planning and marketing activities.

The company’s target audience remains at B+ class and above with relatively little financial or revenue impact from COVID-19. In addition, the customer group is divided into distinct types to penetrate and understand their needs as much as possible before offering products and sales. For example, dividing customers according to the purpose of purchase; for investment, for living in a vacation home, as a second home, etc.

Distribution and Distribution Channels

The Company has planned distribution channels in accordance with the strategic plan with continuous adjustments to situations and type of products as follows:

1. Sales by the Company’s sales team: Employees will conduct sales activities both inside the project’s sales office and outside the project, such as road show booths at various locations, department stores, residential fairs, hotels affiliated with Proud Group Co., Ltd. The sales team are trained and improved according to the company’s service standards.
2. Creating Agent & International Sales Team
2022 is an extraordinarily successful year with sales through agent and the company will increase distribution channels and build distribution channel partnerships through other real estate agencies.

Organizing Marketing and Promotional Activities

From the company’s expanded business plan, the Company has worked with various brands and products and services that are suitable for the target audience or have participated in more residential contests in various aspects such as Bang & Olufsen, BNH Hospital, Bedee by BDMS application, etc. Which not only build awareness on a project, but also focuses making the Company’s name well known and trustworthy which are a continuous activity with media groups.

(3) Procurement of products and services

Real Estate Industry Outlook

The real estate overview in 2022 is likely to be slightly better than 2021. According to the forecast of the Real Estate Information Center, Government Housing Bank (REIC), only for low-rise projects have expanded by 3 percent in accordance with the GDP forecast for the year 2022 which will move to 3-4 percent. It is expected that the number of transfers will be 98,000 units in 2021, while in 2022 an increase of at least 100,000 units. Of these, in 2021, new launches of low-rise projects are 25,000 units. In 2022, it may expand to 1 time higher, increasing to 50,000 units.

However, construction costs in 2022 will go up due to the increase in the price of materials used in construction. For example, the price of steel increased by 30 percent, while cement, roofing, and sanitary ware increased by 10 percent, causing the cost of horizontal projects to increase. Transportation costs have also increased due to high oil prices. Trend of economic recovery in 2022 is not certain as there might be shortages of foreign workers in construction sites. If there is a shortage of labor, the cost will increase further, resulting in home prices rising by at least 10-15 percent. This is a challenge for developers because the purchasing power of customers has not returned to normal due to the impact of COVID-19. Banks are stricter in lending because the cost is more expensive, but the burden cannot all be passed on to the consumers as their purchasing power is limited.

The positive factor is the reopening of the country after a particularly improved COVID situation, especially the purchases demand that was held back in 2021 and hoped to return in 2022 when the economy is better.

Forecast of direction of housing supply and demand in 2022

REIC predicts supply and demand direction for housing in 2022 that there will be 77,221 units of land development permits, an increase of 12.7 percent, and there will be new housing in Bangkok-metropolitan areas of approximately 96,803 units worth 508,264 million baht, an increase from the previous year by 87.9% and 132.1% respectively. This figure includes horizontal residential projects of 49,492 units, amounting to 336,008 million baht, and condominium project of 47,311 units, amounting to 172,256 million baht. 310,976 construction permits will be issued, divided into 264,031 low-rise residential units, 46,945 residential condominium units, while housing demand in 2022 is expected to have about 373,253 housing ownership transfer units worth 997,471 million

baht, an increase from the previous year by 8.59% and 5.61% of it comprises of ownership transfer of low-rise residential units of 279,447 and transfer of ownership of condominium units of 93,806

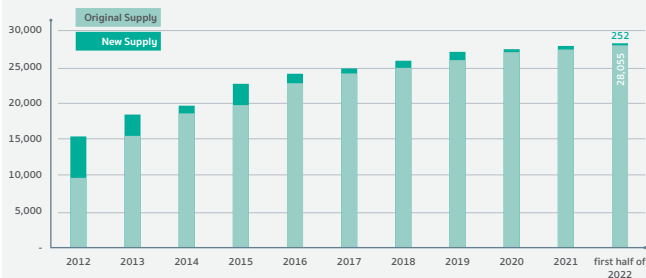
Housing market in Cha-am, Hua Hin and Pranburi

According to a survey by Knight Frank Chartered Company Limited, in the first half of 2022, there was an improvement compared to the same period in the previous year because there is low supply of condominiums in the market and the developers always organize sales promotions to reduce the number of unsold units. However, it was found that there was only one new project launched in the first half of the year, Hay Hua Hin, with starting price of about 1.39 million baht, which is not a beachfront project. However, there are still no new beachfront projects opened in the first half of the year even if the supply in the market is low. From the survey and data collection, it was found that new high-rise projects will be launched in the third quarter of 2022, which should increase the competitiveness and diversity of the condominium market in the Hua Hin area.

Supply

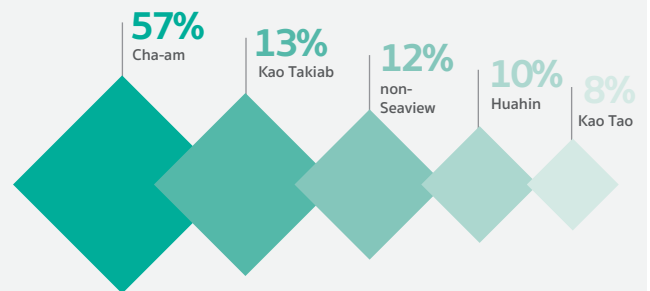
The cumulative supply of condominiums in the Cha Am - Hua Hin - Khao Tao area before 2008 to the first half of 2022 is 28,307 units. In the first half of 2022, there is supply of 1 new condominium project, approximately 252 units, which is Hay Hua Hin project located on Phet Kasem Road near Hua Na Thap Tai Road. Most of the condominium supply is located in Cha-Am area with a percentage of 57%, followed by Khao Takiab and the non-beachfront with 13% and 12% respectively. The supply of condominiums in the Hua Hin area accounted for 10%. Condominiums located in the Khao Tao area accounted for 8% of the total supply, with the majority being condominiums with no sea views accounting for 55% and sea view condominiums accounting for 45% of the total supply.

Condominium Supply at Cha-Am, Huahin, and Kao Tao in 2012 to first half of 2022



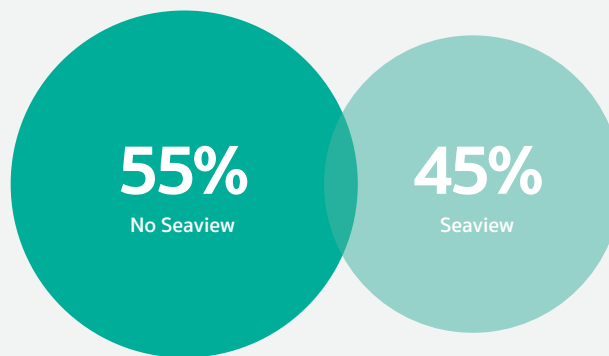
Source: Research Knight Frank Chartered (Thailand) Co., Ltd.

Supply divided by location in the first half of 2022



Source: Research Knight Frank Chartered (Thailand) Co., Ltd.

Supply divided by Scenario in the first half of 2022



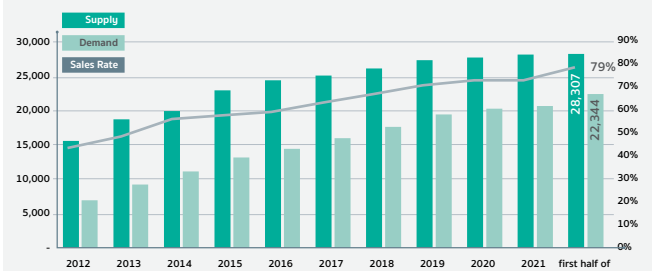
Source: Research Knight Frank Chartered (Thailand) Co., Ltd.

Demand

In the first half of 2022, condominiums in Cha-am-Hua Hin-Khao Tao areas have a total of 22,344 units sold from a total supply of 28,307 units, representing a sales rate of 79 percent, with the sales rate improvement compared to the year 2021. There was a total of 1,773 units sold in the first half of 2022 alone. From survey and data collection, it was found that overall, the number of units left for sale as of the first half of 2022 is approximately 5,963 units.

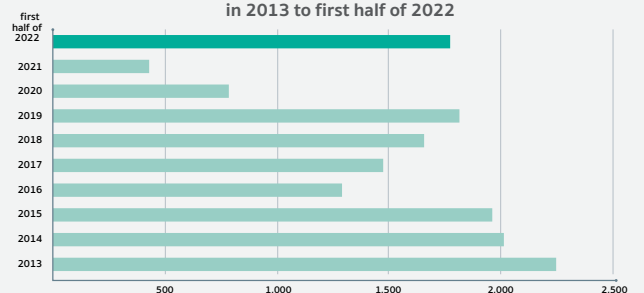
The Thai people living in Bangkok are still 90 percent of the main buyers. The remaining 5 percent are Thais in other provinces and 5% foreigners. The demand is quite responsive with the average selling price below 100,000 baht per square meter, which has a relatively good selling rate and are largely non-sea view projects.

Supply, Demand, and sales rate in condominium market in Cha-Am, Huahin, Kao Tao area in 2012 to first half of 2022



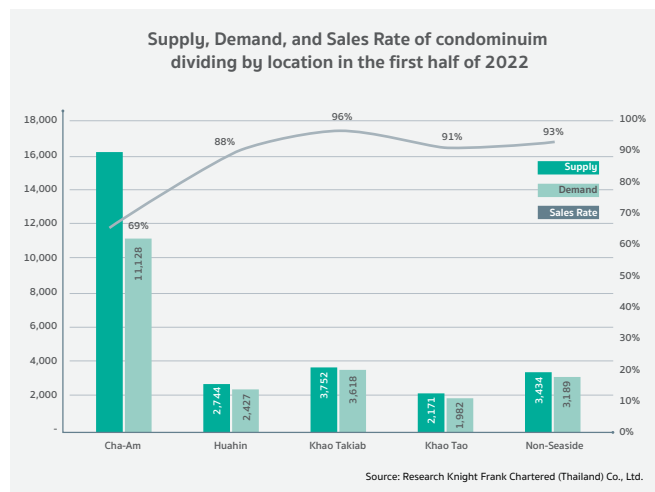
Source: Research Knight Frank Chartered (Thailand) Co., Ltd.

Number of newly sold units of the Condominium in 2013 to first half of 2022



Source: Research Knight Frank Chartered (Thailand) Co., Ltd.

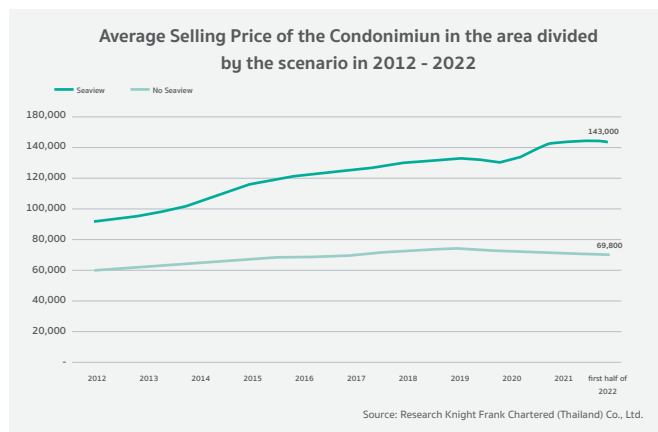
The condominiums in Khao Takiab have the highest selling rate at 96%, followed by non-seaside condominiums in Khao Tao area with selling rate of 93% and 91% respectively. Regarding the selling rate, the Hua Hin and Cha-am areas have a selling rate of 88 percent and 69 percent respectively with the Cha-am area having the highest number of units remaining at 5,078, which is approximately 85% of the total remaining supply. Nowadays, seaside land in Hua Hin for project development are almost used up. The remaining land for project development is located in Cha-am area. However, the locations in the Cha-am area are still less popular than Hua Hin because it is quite far from the amenities compared to a condominium in Hua Hin. However, there is still enough land left for development in Khao Takiab zone, compared to recent beachfront projects, the average selling price per square meter is about 150,000 baht. There is a lot of space left in the mountainside inland to develop projects and should be of interest to investors because it is in the downtown area of Hua Hin and is favored by foreigners.



Selling Price

The average selling price of condominiums with sea views in this area is about 143,000 baht per square meter. Selling prices increased by 1% from 2021. New sea view projects have an average selling price per room as high as 250,000 baht per square meter, while the average selling price of non-sea view condominiums in this area is

about 69,800 baht per square meter. The selling price is relatively stable and has decreased by 1.3 percent from 2021 because there are projects with more than 50 percent of available rooms left for sale in the Cha-am area. The entrepreneurs therefore continue to organize promotions and discounts to close the project sales. The new non-sea zone projects have selling prices of about 52,000 baht per square meter, causing the average price of the non-sea zone to decrease slightly.



Trends

The market direction of Hua Hin condominium in 2022 has improved and increased purchasing power, resulting in fewer units sold in the market, especially with the seaside projects where there are not many units left for sale and land in the seaside development in Hua Hin or Khao Takiab town is scarce and difficult to develop. However, if a project is developed next to the sea, the selling price will have a direction to adjust higher. There may be an average price per square meter higher than 150,000 baht due to the lack of land left, continuously increasing price of construction materials. The project in Cha-am zone may take some time to sell unsold units with decreased price due to the age of the condominium as seen in some projects.

While the completed project in Hua Hin is ready at the beginning of 2022, there are still ongoing promotions to close the project, reflecting that the condominium project in Cha Am - Hua Hin - Khao Takiab is balanced in terms of supply and demand. According to the survey, there will be new high-rise projects launched in Vana Nava water

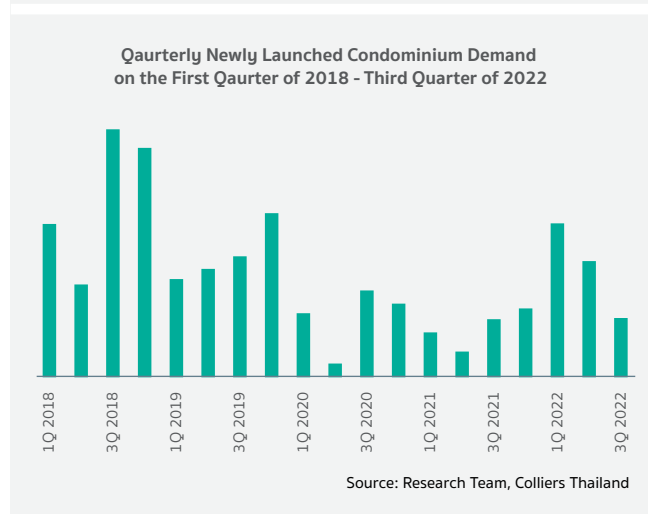
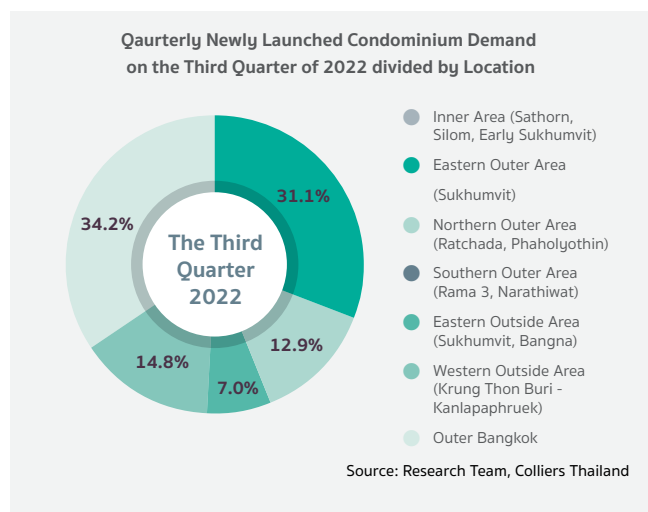
park area. The highlight is the view from the living room overlooking the sea. This will be a new supply of the market in the second half of 2022 and should cause some excitement in the Hua Hin condominium market. From the launch of the said project, it reflects that the trend of increasing condominiums is expanding to areas that are not adjacent to the sea because there is still quite a lot of land left to be developed, and with attractive selling price and features, the project may receive good responses from buyers.

Bangkok housing market

Research Department at Colliers Thailand found that the overall supply of new condominiums for sale in Bangkok at the end of Q3 2022 decreased markedly as many developers prepared plans for the launch more than 10,000 of new units in the last quarter. It was found that there were only 9 new condominium projects with 5,491 units and a total investment value of 14,683 million baht, a decrease from the previous quarter of 5,177 units or 51.4 percent. Moreover, out of all the newly opened supply, they are still developed by major developers in the Stock Exchange of Thailand, up to 4,398 units which is 80% with a total investment value of approximately 12,580 million baht, along with non-listed developers only 1,093 units, or 19.9%, with a total investment value of approximately 2,103 million baht. It is expected that during the last quarter of the year, the launch of new condominium projects will become active again and may result in new supply of condominiums in the Bangkok area this year surpassing 40,000 units again. During the past third quarter, it was found that major developers have opened sample rooms of many new condominium projects which will be launched during the last quarter of the year for a visit. Both in the area along the Chao Phraya River as well as in the city center area, including in the area along the Purple Line train route: Tao Poon - Rat Burana (Kanchanapisek Ring Road), which is a new route that its land has started to be delivered and the construction will begin at the end of this year. As a result, the launch of new condominium projects in

the area is bustling again. It is found that in the past, some land development projects have the developer changed, including the suspension of sales of condominium projects in some condominium projects due to sales problems that did not achieve the goals.

Some major developers are preparing for the launch of new projects again after delaying plans to launch new projects in the last two years, and most still choose to launch new projects in areas with their relative confidence in purchasing power and with less competitors such as in areas near the new train station under construction, educational facilities, work sources, etc. In addition, some projects have been redesigned to meet the needs of more customers in the last quarter of the year.



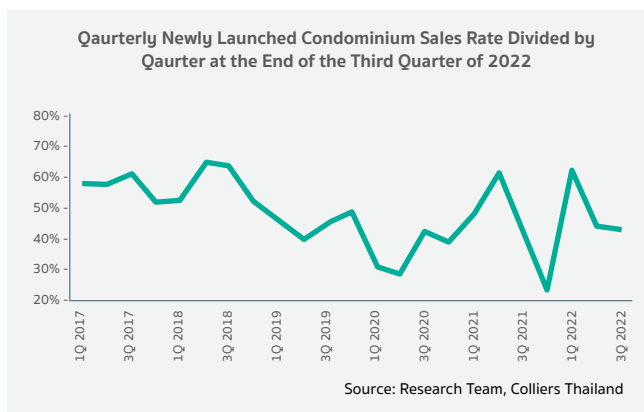
Supply

For the supply of new condominiums launched in the third quarter of the year. 2022 for Bangkok area in the past, most developers still choose to launch projects at a price of less than 2 million baht per unit and are still located in the most outskirts of Bangkok 1,877 units, 34.2%, followed by areas around the east (Sukhumvit) 1,704 units, or 31.1%. Developments in the inner-city areas (Sathorn, Silom, early Sukhumvit) are the areas where no new projects launched. However, some developers are still preparing for a launch in these areas in the last quarter of the year. Research Department of Colliers Thailand predicts that in the last quarter of this year, overall, the launch of new condominium projects in the Bangkok area will be bustling again. Condominium projects near universities, the Chao Phraya River, or even condominium projects along the mass transit lines that are under construction will still be popular due to the purchasing power of developers in the last quarter of the year.

Selling Price

Average selling price of newly launched condominiums during the third quarter. 2022 is about 95,330 baht per square meter, an increase of 8.7 percent from the previous quarter. Since some new projects launched in the past quarter are located next to BTS stations, the average selling price is quite high, but Colliers Thailand Research Department found that in the past quarter, there are only 2 new condominium projects launched for sale in the Bangkok area, namely price range 50,001 - 100,000 baht per square meter, which is 3,451 units or 64.5%, and the price range of 100,001 -150,000 baht per square meter, which is 2,040 units or 35.5 %. Both price ranges are prices that are easily affordable to purchasers. It is the price range that the purchasing power can still respond very well in the past. Most of these are condominium projects near new mass transit lines under construction and in the eastern outskirts of the city. Most developers still use the

price as the strategic selling point to attract the purchasing power, as well as designing new room styles to present to customers in response to the needs of the generation of purchasing power. It was found that some projects have more than 35 room designs.

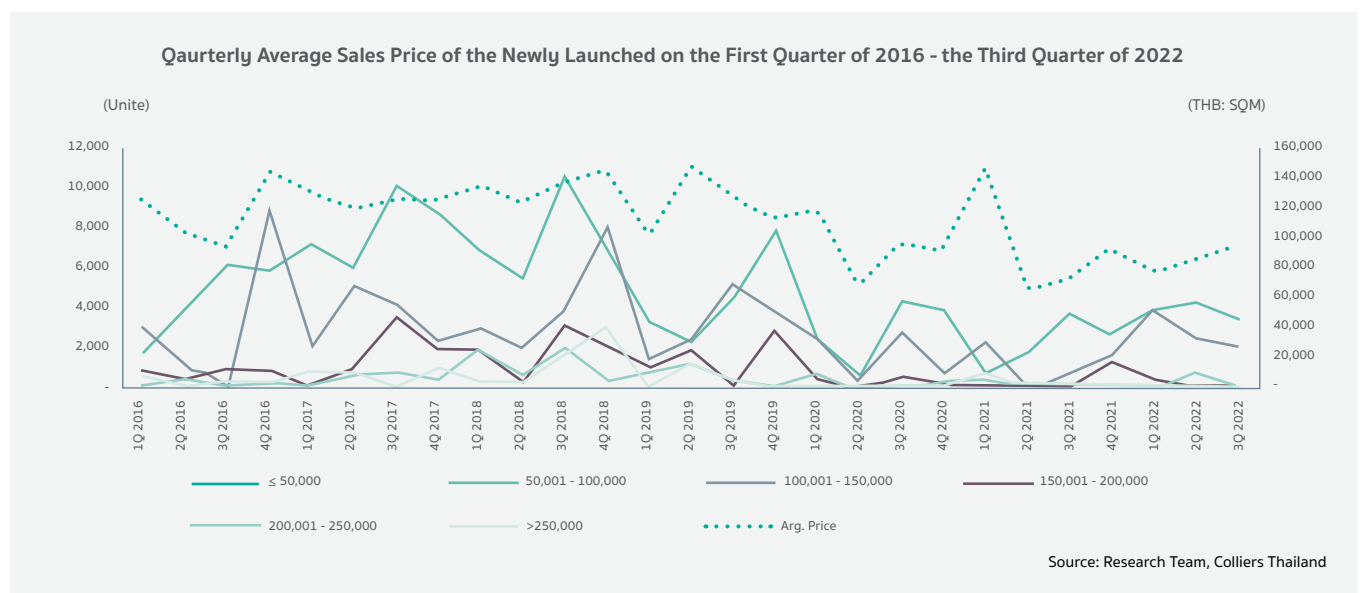


Demand

Foreign purchasing power is still the target group of large developers in the stock market, especially projects in the areas of Sukhumvit, Rama9 and Ratchadapisek, which are central business areas. Although many developers have been able to sell units in projects along the mass transit lines that are being built for foreign buyers as seen from the sales of new condominiums that have been launched for sale in the past. It is found that some major developers have modified the room layout in some projects under construction by adjusting, reducing sales units, merging some sales units together to increase the size of the unit according to the needs of the purchasing power, especially foreign purchasing power which still favors large-space units that have been quite well received. Colliers found that condominium projects in Bangkok are still gaining interest in joint ventures with foreign developers, especially developers from Japan. In the last quarter, there were more than 3 projects with joint venture plan announced, mostly ones located in Sukhumvit, Phra Rama 4, Bangna and On Nut areas.

The average selling rate of newly launched condominiums in the third quarter is approximately 43.0 percent, a decrease of 1.0 percent from the previous quarter. Although there were new condominium projects open for sale in the past, many projects were able to generate sales very well, but at the same time, there were some large projects that are unable to generate sales as expected by developers. As a result, the average selling rate dropped slightly. Colliers Thailand Research Department found that domestic and foreign purchasing power continues to be interested in the condominium market in Bangkok as seen from the picture of Sales offices of many new projects crowded with a lot of interested customers. Most of the purchasing power is still looking for and interested in condominium projects with low selling price per unit. Condominiums with selling prices ranging from approximately 50,000-100,000 baht per square meter and an average of selling price of 1.2-2.0

million baht are still interesting for buyers. Consequently, some projects have sold more than 50.0 percent of the units. in such brief period., Colliers Thailand Research Department views that condominium projects in the price range will still continuously be popular products among, both developers and buyers in the last quarter of the year. It is predicted that major developers in the market will continue to develop new projects in the said price range to the market in large numbers. Most of them are in the area along the yellow, pink, and blue train lines, etc., and will continue to receive interest from different purchasing powers, reflecting the revitalization of the market that has begun to improve this year, especially during the last quarter of the year. The market will be highly active because developers are preparing to launch more than 15 new projects with a total investment value of more than 20,000 million baht in the last quarter.



(4) Assets Used in Business Operations

As of December 31, 2022, the Company and its subsidiaries have main assets used in business operations as follows:

1. Real Estate Development Cost

The cost of real estate development includes land and buildings for sale in various projects with the book value in the consolidated financial statement as of December 31, 2022, equal to 2,721.45 million baht. The subsidiaries have the land and premises of 1,630 million baht mortgaged with the commercial bank as a collateral for loans borrowed from the bank. The real estate development cost is detailed as follows:

Unit: Million Baht

Items	Total
Cost of land for development	1,998.41
Real Estate Development Cost	636.21
Financial Costs	86.83
Total	2,721.45

As of December 31, 2022, the Company and its subsidiaries have net outstanding real estate development costs according to the project-for-sale account as follows:

No.	Project Name	Book Value Cost (Net) As of 31 December 2022 (million baht)	Encumbrance
1	InterContinental Residences Hua Hin	1,073.50	Mortgaged with financial institutions
2	VEHHA Project	278.27	
3	VI Ari Project	205.59	
4	Future Projects	1,164.09	
	Total	2,721.45	

2. Building & Equipment

As of December 31, 2022, the Company and its subsidiaries have buildings and equipment used for business operations as follows:

Unit: Million Baht

Details	Cost Price	Cost Price	Book Value	Encumbrance
Office Supplies & Accessories	55.58	(13.61)	41.97	None
Vehicles	0.82	(0.31)	0.51	None
Total	56.40	(13.92)	42.48	

3. Right-of-use Assets

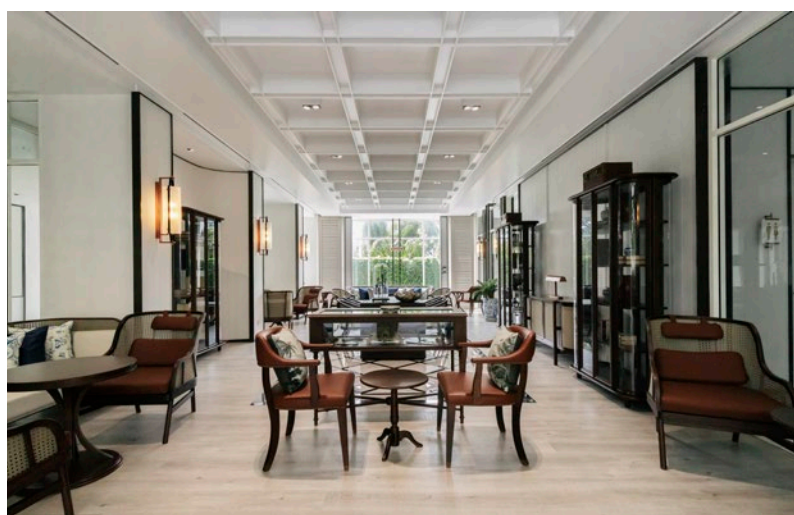
As of December 31, 2022, the Company and its subsidiaries have rights of use assets of use rights in business operations as follows:

Unit: Million Baht

Details	Cost Price	Cost Price	Book Value	Encumbrance
Land	7.71	(1.71)	6.00	None
Building	20.21	(16.34)	3.78	None
Vehicles	2.45	(1.97)	0.48	None
Total	30.28	(20.02)	10.26	

4. Intangible Assets

As of December 31, 2022, the Company and its subsidiaries have intangible assets used in business operations, namely software and computer program licenses, with a net book value of 4.78 million baht.



1.3 Shareholding structure of the Company Group

1.3.1 Shareholding structure of the Company Group

The Company has a policy to invest in real estate development business or if there is any business that is attractive and has good returns, the Company may consider investing through the consideration and approval of the Board of Directors

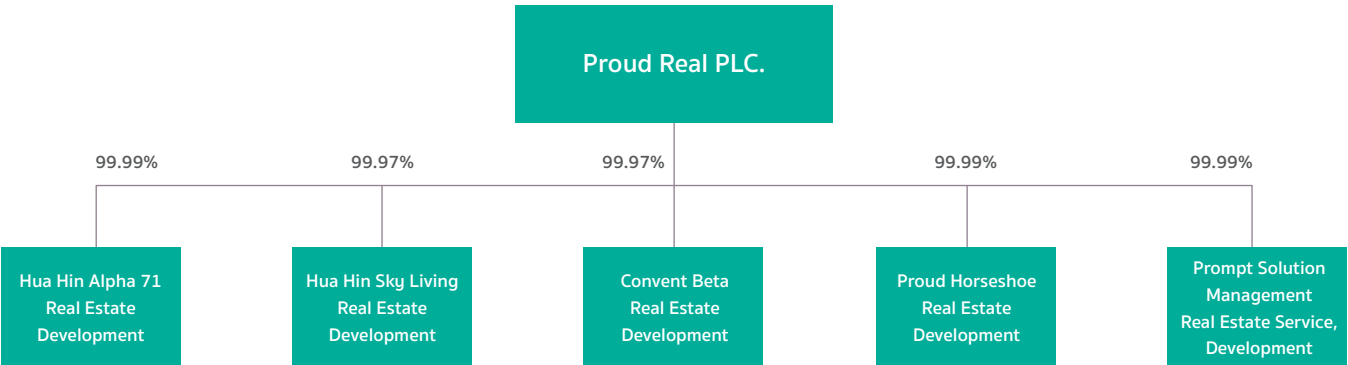
The management policy of subsidiary companies is to invest long-term in shareholding. The directors who are representatives of the Company will be sent to join the management of the subsidiary in proportion to the Company’s shareholding to set important policies and control the business operations of the subsidiaries in

order to be in the right direction and generate profits for the company.

The proportion of investment in subsidiaries as of December 31, 2022, is equivalent to 25.96 percent of total assets in the Company’s financial statements. In the future, the Company will invest in other businesses in addition to the existing ones based on potential risks, as well as good returns to the Company.

Proud Real Estate Public Company Limited is a real estate developer in Thailand that currently has only one segment: real estate development business group that focuses on creating residential projects that elevate “residence” into a living experience under the concept of “More than just living”, which combines relaxation and resort-level services, allowing you to immerse yourself in nature and the luxury of modern life every day.

Investment Structure of the Company Group



1.3.2 Persons with Possible Conflicts

- None -

1.3.3 Relationship with major shareholder's business group

Ms. Proudpuh Liptapanlop and Mr. Pasu Liptapanlop are major shareholders of the Company, holding 70.48 % of shares and are directors of the Company which have an agenda that may have a conflict of interest or connected transactions. The Company will proceed in accordance with the SET's rules to protect the interests of the Company and shareholders. Directors with conflicts of interest will not participate in decision-making on the agenda with conflicts of interest.

1.3.4 Shareholders

(1) List of the first 10 major shareholders of the Company as of the closing date of the register on December 30, 2022, as follows:

No.	Shareholders	Number of Shares	Proportion (%)
1	Mr. Pasu Liptapanlop	226,046,445	35.24
2	Ms. Proudpuh Liptapanlop	226,046,444	35.24
3	Ramkhamhaeng 191 Co., Ltd.	62,000,000	9.67
4	Ms. Nannalin Paiboonpreedee	9,789,200	1.53
5	Mr. Thaninchot Tantiphanrak	9,500,000	1.48
6	Mr. Wuttichai Piriyothaisakul	7,977,700	1.24
7	Mr. Sinchoke Piriyothaisakul	7,692,300	1.20
8	Mrs. Naparat Sihanatkathakul	4,525,800	0.71
9	Ms. Orachon Charoenponganan	4,476,600	0.70
10	Mr. Pumipat Sinacharoen	3,177,500	0.50
	Other shareholders	80,237,051	12.50
		641,469,040	100.00

Source : Thailand Securities Depository Co., Ltd.

(2) Agreement Between Major Shareholders

- None -

1.4 Amount of registered capital and paid-up capital

The Company has a registered capital of 673,148,951.00 baht with a paid-up registered capital of 641,469,040 baht divided into 641,469,040 ordinary shares with a par value of 1 baht per share.

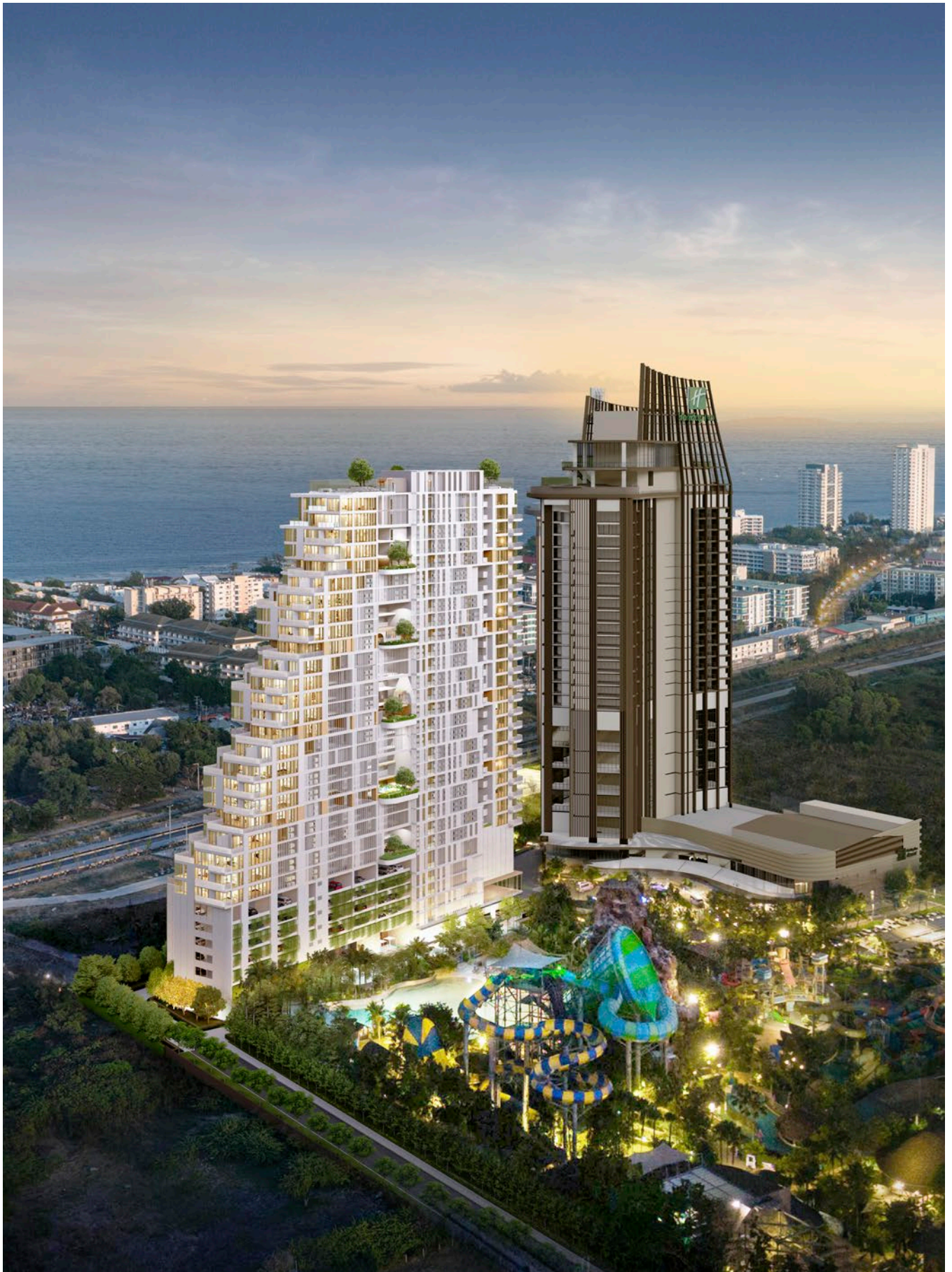
1.5 Issuance of other securities

- None -

1.6 Dividend Payment Policy

The Company will pay dividends of not less than 40% of net profit after tax and legal reserve or the resolution of the Board of Directors. The Board of Directors will consider the dividend payment for the benefit of the shareholders, such as a reserve for future investment, reserve money for repayment of loans, or as working capital within the company.









2. RISK MANAGEMENT

2.1 Enterprise Risk Management Policy and Plan

The company has continuously implemented corporate risk management. It is considered a vital component of every process in business operations that is linked at all levels.

Due to the changing circumstances, there are high uncertainties from many factors, both externally and internally, affecting the organizational context, and are challenging for business operations to achieve their goals. In the past, unexpected crises, natural disasters, epidemics, and various threats have affected the ability to conduct business and may cause disruption of critical processes.

2.2 Risk factors for the Company's business operations

1) Risk from legal changes and regulations that may affect the real estate development business.

The company operates in the category of development of residential real estate projects under relevant laws, regulations, rules, and regulations. Currently, there are laws and many related regulations which changes in each area depending on the economic situation and policies from the government sector, such as, the Land Allocation Act which includes the town planning law, traffic planning and control area arrangements, etc., which may pose a risk of inconsistent operations with laws and regulations.

The Company is aware of such risks with a review of the law and all relevant regulations are up to date in all areas where the project is developed to perform the work in accordance with the requirements in all respects.

2) Risk from competition in real estate development business

Real estate development business has many business competitors. As a result, there

is more competition among small companies outside the stock market. Large companies within the stock market, which is considered an important direct competitor, together with the Company's reputation in the real estate development business in a brief period, results in less credibility compared to a company that has been known for a long time. At present, many competitors have a variety of development models that meets the needs of customers very well. In addition, various companies have strategies to continuously boost sales to build more customer base and reduce the number of inventories.

The company has risk management guidelines by presenting the name of the company to be more widely known among the customers of each project, such as continuous advertising and marketing communications in magazines and other media to penetrate high-end to upper-level customers for the InterContinental Residences Hua Hin , etc., as well as studying the possibility of developing strategies to meet the needs of customers, both interesting locations, mass transit system, as well as various innovations to be applied in future projects, etc. The Company aims to become a leading real estate development company within 1-2 years from now on through the risk management.

3) Risk from the spread of COVID-19

Due to the current epidemic situation of COVID- 19, business operations must be carefully conducted. This is due to the need to modify the operational plan from the original plan. In terms of the work of the employees within the company, it is necessary to adjust the new working style to be in line with preventive measures to avoid contact with the COVID-2019. Regarding marketing planning, originally, there were both short-term and long-term plans, resulting in a change in the form of an innovative marketing plan to better meet the needs of customers including sales from the original plan to sale to foreign customers. At present, it has not met the target set by the Company. The purchasing power base of Thai customers helps to achieve the overall sales target.

The Company has set a new management approach with a focus in line with prevention of COVID-2019 infection by allowing employees to work from home in order not to have contact to other people to facilitate the equipment for employees to work continuously. Moreover, the Company has a marketing and sales plan focusing on domestic customers but also pays attention to foreign customers by elaborating project information to foreign sales representatives, so they know the details and for foreign interested parties to be able to trade together.

4) Risk from Land Acquisition

On several occasions, potential land requires high number of financial resources. With limited resources at this early stage, it impossible to have an enough amount of land that will support the future in the medium and long term

The Company has studied additional guidelines on investment guidelines for new projects, which is defined as a business plan by planning both short-term and long-term to develop additional new projects, both in terms of condominiums. and low-rise projects according to the appropriate period in order not to be dependent on only one part.

5) Labor and Contractor Hiring Risks

At present, real estate development business and recruitment of workers and contractors encounter readiness and high potential issues, due to the substantial number of businesses in this category, including a higher competitiveness. In addition, the Company doesn't have a long reputation in the real estate development industry and low number of projects comparing to new businesses. This may be unattractive in the eyes of contractors enough to corporate with us comparing to other companies that have been known for a long time. Additionally, the number of projects are low. This may make the contractors worry about no new project in the future. Contractor recruitment, therefore, becomes difficult. As a result, the Company may delay the construction and it may not be efficient enough to meet the standards set by the Company.

The Company is aware of such problems and is creating more credibility for the contractor. The Company undertakes various construction works to create interest in working together by building confidence that there will be ongoing projects to attract contractors to collaborate with the Company in the future.

6) Risk from Fluctuating Raw Material Price

Fluctuating raw material price affects cost such as metal price and gas price that is the transportation cost and higher labor expense.

7) Risk from Economic Volatility

Overview of the economy in 2022 in the past real estate sector, it was considered to have a severe negative impact on the development, such as competition from various companies that continued to develop real estate and economic slowdown which causes Thai customers to be more concerned about spending, and problems from the global economy which lowers the ratio of foreigners compared to the past year. Therefore, there is a risk that product sales will be more difficult and will affect all companies in the real estate development business.

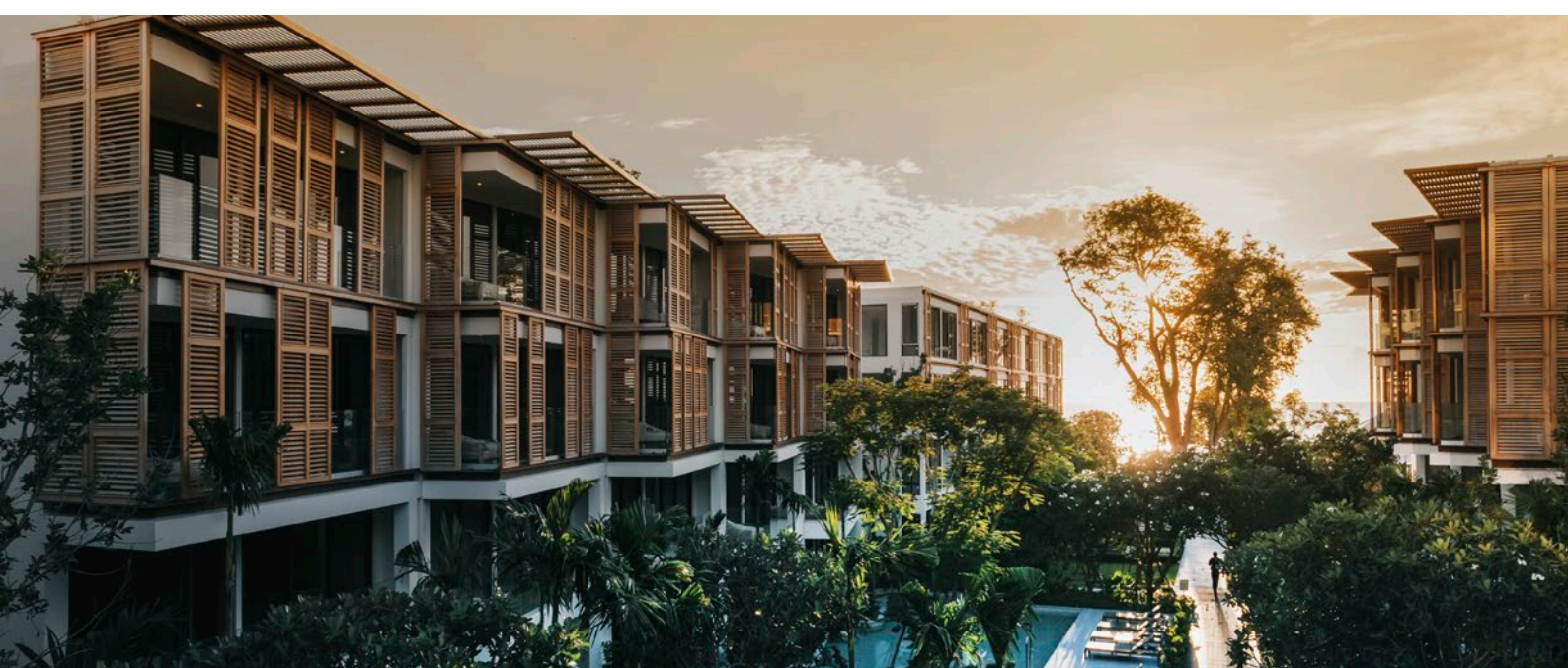
The Company has considered the possibility of developing projects to survive in the current economic situation. The Company has studied the economic conditions that may affect the business overall and the response and needs of customers. To prepare and adapt

to the situations, the company has given importance to and studied business. The company has been trusted by Intercontinental Hotel Group (IHG), a world-renowned real estate development brand, to develop InterContinental Residences Hua Hin. The project will be able to increase the confidence of the Company and third parties and face the current economic situation very well.

8) Risk from the Strictness of Financial Institutions

During the contracted economic conditions in the past few years, considerations for granting credit to residential borrowers from financial institutions are becoming more stringent to prevent customers who are unable to pay, and Bank of Thailand (BOT) has issued measures to regulate real estate lending (LTV) to maintain economic stability. As a result, customers have less purchasing power which directly affect the Company's main income. It also makes it more difficult to obtain funds for management from financial institutions.

The Company gives importance to such incidents by creating credibility with various financial institutions that the company has sufficient capacity to pay capital, appropriate and concise business plan, careful decision in creating excess debt, good cash flow management, and established business alliances with various financial institutions to increase offers to customers for loan consideration so customers can contact for credit more conveniently.



3. DRIVING BUSINESS TOWARDS SUSTAINABILITY

3.1 Sustainability Management Policy and Goal

According to the good corporate governance policy and the Code of Conduct for Directors Executives and employees, revised B.E. 2562, which was approved by the Board of Directors Meeting No. 9/2019, held on August 14, 2019, the company realizes the importance of social and environmental responsibility, including focusing on personnel development and the organization to grow sustainably together with partners, customers, shareholders, alliances, employees and society. The company has adhered and instilled awareness in all employees to transform such concepts into activities for society and the environment.

3.2 Stakeholder Impact in Business Value Chain Management

3.2.1 Business Value Chain

The company's business processes from upstream to downstream involving many groups of stakeholders starting from

- Procurement of potential land for project development, in this process, the feasibility of project development will be studied, defining target customers, and analyzing competitors, risk analysis and relevant legal and regulatory issues,
- Project design and development preparation, which involves designing project concepts, developing designs for use in various purposes, selecting materials used in the project, obtaining permission from relevant authorities, and providing funds for project development,
- Sales planning and marketing activities by selecting sales tools and marketing materials, design and construction of a house or model room
- Construction of the project starting from the selection of contractors, project construction supervision consultant, construction of public utilities, construction of houses or condominiums, project cost management, and construction quality control and inspection.





- Delivery of houses/condominiums to customers. In this process, the company will facilitate the request for bank loans for customers. Inspection of home/condominium home delivery, correction of work and transfer of ownership.
- Service after ownership transfer. In this process, the company has customer relationship management. There is a guarantee for the quality of the house / condominium, facilitation when customers report repairs, and the establishment of a juristic person for the management of residential buildings.

3.2.2 Stakeholder Analysis Business Value Chain

Engagement from both internal and external stakeholders is an essential element in determining the direction of operations for sustainable development. The Company has analyzed the operations of the organization to identify the groups of stakeholders related to the company's business operations and summarized the expectations of the groups of stakeholders as follows:



Stakeholders	Stakeholder engagement process	Stakeholder Expectations
Investors and Shareholders	<ul style="list-style-type: none"> Annual general and extraordinary meetings 	<ul style="list-style-type: none"> Business results
The Board of Director, Executives and employees	<ul style="list-style-type: none"> Meetings to clarify and answer questions with employees such as Town Hall. 	<ul style="list-style-type: none"> Direction, work policy Career opportunities Compensation and welfare Employee potential development
Customers	<ul style="list-style-type: none"> Constant customer satisfaction surveys throughout the operation process before and after unit delivery. Call Center After Sale Service 	<ul style="list-style-type: none"> Quality of products and services
Community and Society	<ul style="list-style-type: none"> Public hearing with the community for projects that fall within the scope of Environmental Impact Assessment: (EIA) 	<ul style="list-style-type: none"> Operations that do not have a negative impact on the well-being of the community
Partners and Contractors	<ul style="list-style-type: none"> Business partner meeting 	<ul style="list-style-type: none"> Business results Fair trade competition Transparency and accountability
Government Agencies	<ul style="list-style-type: none"> Submission of an environmental impact assessment report to the Office of Natural Resources and Environmental Policy and Planning before starting the project. Application for various licenses to business-related departments 	<ul style="list-style-type: none"> Legal compliance Transparency and accountability Accuracy and completeness of information
Business Competitors	<ul style="list-style-type: none"> Competition in the real estate business 	<ul style="list-style-type: none"> Fair trade competition

3.3 Sustainability Management in the Environmental Aspect

The Company is committed to conducting business along with environmental preservation by complying with various environmental requirements, focusing on resource efficiency, developing production processes to prevent and reduce environmental impacts, and promoting personnel development to have knowledge and awareness of the environment and social responsibility along with leading to the practice throughout the organization and continuous development.

Policy to Promote Efficient Use of Resources

The company encourages employees to use resources worthily, such as using reusable paper and saving water and electricity with campaign signs posted at various points in the office building.

Community or Society Development Contributions

The social responsibility development policy that the Company has implemented in the past year is all about CSR in process that is integrated with the company's operations. As the company is an expert in building quality housing, we believe that quality housing will make people's lives better. With an experience in running a business, the Company is ready in terms of knowledge, experience, and ability to be transferred to personnel within each person to develop their own skills or extend knowledge for the benefit of society. In addition, the company is committed to creating personnel with knowledge and ability to develop quality housing in terms of construction, management in various areas, and having social responsibility when producing personnel with better knowledge and responsibility in

society. These people will work together to produce works and standardized buildings, which is an important foundation for sustainably creating a developed society.

The Company is very aware of the business operation along with social development, especially the delivery of providing a More Than Just Living lifestyle that is not only for customers or residents. In 2022, it is the beginning of expanding business under the philosophy to a sustainable society with “Children and Family” being the basic structure that is the starting point, instilling concepts, and lifestyles of people in present and future societies, raising children’s quality is therefore of immense importance. These are the origins of to start of expansion of the results of creating activities for customers and the public who are interested in parenting or doing activities with children, especially in early childhood (In the womb until 6 years), which is considered the most important age of learning and self-development in every aspect of humans.

Parenting through “Playing and reading” is another important way to promote children’s development that has been confirmed by the research institute. It helps to better develop distinct parts of the body, especially brain cells, compared to children who are raised through the screen. It can also help foster bonding with family members.

Within 2022, the company has set up Vehha Reading Club and organized activities with the foundation, various organizations, and publishers. Throughout the year, 578 people participated in the activities, both family groups and educational personnel. Details of the activities are as follows:

1. Stories from The Cloud , Hua Hin picture book exhibition, 13-16 October 2022 at VEHHA Sales Gallery, Holiday Inn Hotel, joint activities with the Dream Seed Foundation. This is Hua Hin’s first picture book exhibition, along with activities to read storybooks and international art picture books from world-class artists where we have arranged a space filled with more than 300 picture books and storybooks, including Thai, Japanese and English books. The activities were attended by 110 families, totaling 350 people.
2. Trick of Read, Read Together Halloween October 29-30, 2022, at VEHHA Sales Gallery, Holiday Inn Hotel, joint activities with Sandclock Books , a Halloween-themed family holiday activity that encourages children to read books, listen to stories, and make handmade toys to promote proper development and learning, with families also doing activities together on weekends. The activity was attended by 51 families, totaling 153 people.
3. The Power of Picture Books Project and creative activities for early childhood children on 12-13 November 2022 at the Hua Hin Grand Hotel and Plaza, where the company has sponsored activities with private education coordination and promotion committee in Prachuap Khiri Khan province to organize creative activities as a guideline to promote children’s learning with early childhood teachers from private schools in Prachuap Khiri Khan province in an activity week. There were 8 families participating in total of 16 people.

The Company is committed to conducting activities to continually improve the quality of life of Thai people, especially the beginning of development at the family institution, which is an important basis for creating a lifestyle that supports family relationships, development, and learning suitable for children to cultivate the concept of sustainably living a quality life together.

3.4 Sustainability Management in Social Aspect

The company has a policy to treat employees equally and fairly, promote the employment of local workers, the disadvantaged and the disabled without discrimination despite differences in race, religion, gender, age, education and others, provide welfare, safety, occupational health, and working environment, as well as focus on developing the potential and expertise in the field, cultivating awareness, and encouraging personnel to participate in creating good, efficient, effective work for the organization, society, and the environment, and listening to opinions from customers to ensure service satisfaction as well as taking care of the community and society.

4. ANALYSIS AND EXPLANATION OF MANAGEMENT

Financial Information

Summary of Auditor's Report in the last 3 years

- Auditor's Report for the year ended 31 December 2022**

The financial statements for the year ended 31 December 2022 was audited by Mr. Piya Chaipruckmalakarn Certified Public Accountant (Thailand) No.7544 from EY Office Limited.

The auditor commented "Unqualified opinion with an emphasis of matter". The emphasis of matters is "recognition of revenue from sale of real estate". However, that matters did not affect the opinion of the auditor.

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

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

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

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

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

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





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

Statement of Financial Position

Description	2022		2021		2020	
	Million Baht	%	Million Baht	%	Million Baht	%
Cash and cash equivalents	199.22	5.00	288.63	7.24	161.53	8.07
Trade and other receivables	106.07	2.66	0.26	0.01	0.22	0.01
Inventories	0.20	0.01	0.20	0.01	0.68	0.03
Real estate development costs	2,721.45	68.24	3,344.65	83.86	1,593.42	79.61
Current tax assets	2.22	0.06	1.90	0.05	3.03	0.15
Other current assets	153.69	3.85	280.27	7.03	184.76	9.23
TOTAL CURRENT ASSETS	3,182.85	79.81	3,915.91	98.19	1,943.64	97.11
Restricted bank deposits	0.19	-	0.19	-	0.19	0.01
Buildings and equipment	42.48	1.07	9.83	0.25	9.14	0.46
Right-of-use assets	10.26	0.26	11.11	0.28	15.31	0.76
Intangible assets	4.78	0.12	4.60	0.12	4.99	0.25
Deferred tax assets	27.09	0.68	45.20	1.13	26.88	1.34
Other non-current financial assets	2.41	0.06	1.32	0.03	1.26	0.06
Total non-current assets	87.21	2.19	72.25	1.81	57.77	2.89
Total assets	3,270.06	81.99	3,988.16	100.00	2,001.41	100.00

Description	2022		2021		2020	
	Million Baht	%	Million Baht	%	Million Baht	%
Bank overdrafts and short-term loans from financial institutions	85.12	2.13	19.68	0.49	14.10	0.70
Trade and other payables	87.50	2.19	673.89	16.90	47.42	2.37
Current portion of long-term loans from financial institutions	1.20	0.03	101.94	2.56	99.82	4.99
Current portion of lease liabilities	6.11	0.15	5.99	0.15	7.22	0.36
Deferred revenue from sale of real estate	399.97	10.03	657.39	16.48	358.52	17.91
Deferred revenue from contract work	-	-	-	-	1.38	0.07
Accrued expenses related to the projects	128.49	3.22	1.73	0.04	6.23	0.31
Cumulative and redeemable preference shares	663.74	16.64	611.40	15.33	-	-
Retention payables	16.32	0.41	25.92	0.65	-	-
Other current liabilities	8.37	0.21	2.92	0.07	3.20	0.16
Total current liabilities	1,396.82	35.02	2,100.86	52.68	537.89	26.88
Long-term loans from financial institution, net of current portion	991.39	24.86	1,258.91	31.57	738.88	36.92
Lease liabilities, net of current portion	3.56	0.09	3.27	0.08	6.24	0.31
Provision for long-term employee benefits	3.38	0.08	2.05	0.05	1.14	0.06
Provision for decommissioning costs	8.25	0.21	8.04	0.20	3.01	0.15
Retention payables	42.22	1.06	19.11	0.48	20.89	1.04
Total non-current liabilities	1,048.80	26.30	1,291.38	32.38	770.16	38.48
Total liabilities	2,445.62	61.32	3,392.24	85.06	1,308.05	65.36
Registered share capital	673.15		673.15		673.15	
Issued and fully paid-up share capital	641.47	16.08	641.47	16.08	641.47	32.05
Share premium	263.63	6.61	263.63	6.61	263.63	13.17
Deficits	(80.66)	(2.02)	(309.18)	(7.75)	(211.74)	(10.58)
Total shareholders' equity	824.44	20.67	595.92	14.94	693.36	34.64
Total liabilities and shareholders' equity	3,270.06	81.99	3,988.16	100.00	2,001.41	100.00

Statement of Comprehensive Income

Description	2022		2021		2020	
	Million Baht	%	Million Baht	%	Million Baht	%
Revenues from sale of real estate	2,108.37	99.91	-	-	181.65	91.65
Finance Income	0.33	0.02	0.47	12.98	0.37	0.19
Other Income	1.59	0.08	3.15	87.02	16.18	8.16
Total Revenues	2,110.29	100.00	3.62	100.00	198.20	100.00
Cost of real estate sold	1,340.56	63.52	-	-	146.29	73.81
Cost of contract work	-	-	-	-	-	-
Selling and distribution expenses	165.90	7.86	0.29	8.01	15.32	7.73
Administrative expenses	230.82	10.94	101.68	2,808.84	93.02	46.93
Severance pay	-	-	-	-	-	-
Finance cost	68.77	3.26	17.15	473.76	4.04	2.04
Total expenses	1,806.05	85.58	119.12	3,290.61	258.67	130.51
Loss before income tax	304.24	14.42	(115.50)	(3,190.61)	(60.47)	(30.51)
Income tax income (expenses)	(75.72)	(3.59)	18.27	504.70	15.65	7.90
Loss for the year	228.52	10.83	(97.23)	(2,685.91)	(44.82)	(22.61)
Other comprehensive income for the year-net of income tax	-	-	(0.21)	(5.80)	0.17	0.09
Total comprehensive income for the year	228.52	10.83	(97.44)	(2,691.71)	(44.65)	(22.53)

Statement of Cash Flows

(Unit : Million Baht)

Description	2023	2022	2021
Net cash flows from (used in) operating activities	815.59	(974.81)	114.38
Net cash flows from (used in) investing activities	(38.48)	(0.77)	(7.27)
Net cash flows from (used in) financing activities	(866.52)	1,102.68	(47.48)
Net increase in cash and cash equivalents	(89.41)	127.10	59.63
Cash and cash equivalents at beginning of the year	288.63	161.53	101.90
Cash and cash equivalents at end of the year	199.22	288.63	161.53

Financial Ratio

Description	Times	2023	2022	2021
Liquidity Ratio				
Current Ratio	Times	2.28	1.86	3.61
Quick Ratio	Times	0.22	0.14	0.30
Operating Cash Flow to Current Liabilities	Times	0.47	(0.74)	0.32
Receivable Turnover	Times	41.07	N/A	N/A
Collection Period	Day	9	N/A	N/A
Accounts Payable Turnover	Times	23.11	6.99	8.18
Payment Period	Day	16	52	45
Profitability Ratio				
Gross Profit Margin – Real Estate Business	%	36.42	-	19.47
Gross Profit Margin – Construction Business	%	-	-	-
Gross Profit Margin	%	36.42	N/A	19.47
Other Income Ratio	%	0.08	87.02	8.16
Net Loss Margin	%	10.83	(2,685.91)	(22.61)
Return of Equity	%	32.18	(15.08)	(6.26)
Efficiency Ratio				
Return on Total Assets	%	6.99	(2.44)	(2.24)
Return on Fixed Assets	%	397.29	(380.70)	(152.24)
Total Assets Turnover	Times	0.65	0.00	0.10
Financial Policy Ratio				
Debt to Equity	Times	2.97	5.69	1.89
TIE Ratio	Times	5.42	(5.73)	(13.97)
Dividend Payout Ratio	%	-	-	-
Growth Rate				
Revenues from sale of real estate	%	100.00	(100.00)	237.51
Revenues from contract work	%	-	-	(100.00)
Cost of real estate sold	%	100.00	(100.00)	389.76
Cost of contract work	%	-	-	(100.00)
Selling and administrative expenses	%	127.01	(5.88)	21.59
Net profit (loss)	%	335.03	(116.93)	(11.80)

4.1 Analysis of Operating Results and financial Position

Overview of Past Operations

Proud Real Estate Public Company Limited operates a single real estate development business. In 2019, additional investments were made in 2 subsidiaries, namely Hua Hin Alpha 71 Company Limited and Hua Hin Sky Living Company Limited to develop residential real estate projects. At present, Hua Hin Alpha 71 Company Limited is in the process of turn over "InterContinental Residences Hua Hin", the first luxury residential project managed by the world-class hotel chain "IHG" in Thailand, on a land size of 7 rai 2 ngan 48.8 square wa. right by the beach in the heart of Hua Hin on Petchkasem Road around Soi Hua Hin 71. Hua Hin Sky Living Company Limited is developing "VEHHA" which is a residential project on land of 5 rai 1 ngan 9.5 square wa located between Vana Nava Water Park and Holiday Inn Hua Hin Hotel.

In 2021, the company has invested in 2 more subsidiaries, Proud Horseshoe Company Limited and Convent Beta Company Limited to develop residential real

estate projects. At present, Proud Horseshoe Company Limited has started to develop a luxury low-rise residential project on a land of 1 rai 2.2 square wah in Soi Aree 3, Bangkok. Convent Beta Company Limited has started to develop a residential project on a land of 1 rai 2 ngan 38.5 square wah on Convent Road, Silom, which is the central business district of Bangkok.

In 2022, the company has invested in a subsidiary, Prompt Solutions Management Company Limited to provide real estate management services, especially real estate projects of the Group.

As the Company has invested in Hua Hin Alpha 71 Company Limited, Hua Hin Sky Living Company Limited, Proud Horseshoe Company Limited, Convent Beta Company Limited and Prompt Solutions Management Company Limited, the Company has the authority to control and, therefore, consolidated the financial statements of the companies in the consolidated financial statements using the same accounting policy for the same accounting transactions or similar accounting events.

4.1.1 Performance

Revenue

The primary business of the Company is real estate development. The income is as follows:

Revenue Source Table

(Unit : Million Baht)

Description	2022		2021		Changes	
Real Estate Development Business	2,108.37	100%	-	0%	2,108.37	100%
Financial Revenues	0.33	0%	0.47	13%	(0.14)	(30%)
Other Revenues	1.59	0%	3.15	87%	(1.56)	(50%)
Total	2,110.29	100%	3.62	100%	2,106.67	58,195%

Remarks : Other Revenues include revenue from property management, sales at " 111 Social Club" store (2021) and reverse projected cost of sales (2021), etc.

Real Estate Development Business

Because the company is in the process of developing a new project, there is no income from the transfer of condominium ownership in 2023, compared to the year 2022 in which the company transferred ownership the last unit of the condominium, "Focus Ploenchit", to customers with net value of 8.59 million baht. Hua Hin Alpha 71 Co. Ltd., a subsidiary of the company, transferred the ownership of 136 units in "InterContinental Residences Hua Hin" condominium to customers totaling a value of

2,099.78 million baht. So, the revenue increased 100% as compared to the previous year. The proportion of revenue from the property development business per total revenue in 2022 was 100%

As of December 31, 2022, Hua Hin Alpha 71 Company Limited and Hua Hin Sky Living Company Limited, the subsidiaries of the company, have purchase and sale contract of 240 units, amounting to 3,935 million baht, which can be shown as follows:

Project	Number of Units	Total Sales (million baht)	The value of the purchase/sale contract (million baht)	Percentage to Total Sales
InterContinental Residences Hua Hin	238	3,778	3,459	92
VEHHA	364	2,290	476	21

Financial Revenues

Financial income includes interest received from bank deposits. In 2022, the company has financial income of 0.33 million baht, an decrease of 0.14 million baht or 30% compared to the previous year which had financial income of 0.47 million baht due to the decrease in bank deposits in 2022.

Other Revenues

In 2022, the company had other income of 1.59 million baht, a decrease of 1.56 million baht or 50% compared to the previous year, which had other income of 3.15 million

baht, mainly due to the income from sales revenue at "111 Social Club" shop decreased by 1.69 million baht, because the company currently does not operate this shop anymore.

Expenses

The Company's expenses consist of cost of sales and selling expenses, real estate administrative expenses, financial cost and income tax expense.

For the year 2022 and 2021, the Company has costs from real estate development business as follows:

(Unit : Million Baht)

Items	Year 2022		2021		Increase (Decrease)	
Revenue	2,108.37	100%	-	N/A	2,108.37	100%
Cost	1,340.56	64%	-	N/A	1,340.56	100%
Gross profit	767.81	36%	-	N/A	767.81	100%
Selling Expenses	165.90	8%	0.29	N/A	165.61	57,107%
Profit after Selling Expenses	601.91	29%	(0.29)	N/A	602.20	207,655%

Cost of Real Estate Development Business

In 2022, the company had the most of the cost of the real estate development business from “InterContinental Residences Hua Hin” project increased by 1,340.56 million baht or 100 percent compared to the previous year which there was no income from the real estate development business. In 2022, the company has the cost of the real estate development business at the rate of 64% of revenue and has a gross profit margin of 36%.

Selling Expenses

In 2022, the company had selling expenses of 165.90 million baht, an increase of 165.61 million baht compared to the previous year. The main expense is the ownership transfer fee for the condominium unit, the cost of advertising, public relations and sales promotion of the “InterContinental Residences Hua Hin” project.

(Unit : Million Baht)

Items	2022	2021	Changes	
Administrative expenses	230.82	101.68	129.14	127%
Financial costs	68.77	17.15	51.62	301%
Income (Expense) income Tax	(75.72)	18.27	93.99	514%
Other comprehensive income (loss) for the year - net of income tax	-	(0.21)	0.21	100%

Administrative expenses

In 2022, the company had administrative expenses of 230.82 million baht, an increase of 129.14 million baht or 127% compared to the previous year, which was 101.68 million baht, due to an employee expense increased by 32.51 million baht due to the increase in the number of employees. Specific business tax increased by 66.86 million baht and condominium juristic person expenses increased by 13.61 million baht.

Financial costs

In 2022, the Company had financial costs of 68.77 million baht, an increase of 51.62 million baht or 301% compared to the previous year, which was 17.51 million baht, mainly due to the interest on preferred shares with cumulative dividend and redeemable, an increase of 37.08 million baht, financial costs of the loans from financial institution, increased by 14.88 million baht. Interest on lease liabilities decreased by 0.34 million baht.

Income (Expenses), Income Tax

In 2022, the Company's income tax was 75.72 million baht, an increase of 93.99 million baht or 514% compared to the previous year, which was 18.27 million baht, resulting from has income tax on profits generated during the year in the amount of 57.61 million baht. In addition, the company has adjusted the deferred income tax from the reversal of the subsidiary's accumulated tax losses to tax expenses amounting to approximately 24 million baht, due to the subsidiaries began to obtain income tax from sales of real estate and tax profits.

Other comprehensive income (loss) for the year - net of income tax.

In 2022, the Company did not have other comprehensive income compared to the year 2022, which has other comprehensive loss for the year - net of income tax in the amount of 0.21 million baht, consisting of actuarial losses of 0.26 million baht and related income tax revenue of 0.05 million baht.

4.1.2 Financial Position

The Company's financial position for the year 2022 compared to the year 2021 has significant changes as follows:

Assets

(Unit : Million Baht)

Items	2022	2021	Changes	
Cash and Cash Equivalents	199.22	288.63	(89.41)	(31%)
Trade and other Receivables	106.07	0.26	105.81	40,696%
Inventory	0.20	0.20	-	-
Real Estate Development Cost	2,721.45	3,344.65	(623.20)	(19%)
Current Tax Assets	2.22	1.90	0.32	17%
Other Current Assets	153.69	280.27	(126.58)	(45%)
Total Current Assets	3,182.85	3,915.91	(733.06)	(19%)
Restricted bank deposits	0.19	0.19	-	-
Building & Equipment	42.48	9.83	32.65	332%
Right-of-use Assets	10.26	11.11	(0.85)	(8%)
Intangible Assets	4.78	4.60	0.18	4%
Deferred Tax Expense	27.09	45.20	(18.11)	(40%)
Other non-current financial assets	2.41	1.32	1.09	83%
Total Non-Current Assets	87.21	72.25	14.96	21%
Total Assets	3,270.06	3,988.16	(718.10)	(18%)

The company had total assets as of 31 December 2022 in the amount of 3,270.06 million baht, a decrease of 718.10 million baht or 18% compared to the total assets of the year 2021, which was 3,988.16 million baht, divided into current assets of 3,182.85 million baht and non-current assets of 87.21 million baht. Significant changes are as follows:

1. Trade and other receivables increased by 105.81 million baht, due to the subsidiaries of the company has received advance checks from the customers.
2. Real estate development costs as of December 31, 2022, consist of:

(Unit : Million Baht)

Items	InterContinental Residences Hua Hin	VEHHA	VI Ari	Future Projects	Total
Cost of land for development	501.92	200.87	169.93	1,125.69	1,998.41
Real Estate Development Cost	529.38	62.07	29.63	15.13	636.21
Financial costs	42.20	15.33	6.03	23.27	86.83
Total	1,073.50	278.27	205.59	1,164.09	2,721.45

The cost of real estate development decreased by 623.20 million baht compared to the year 2021, mainly due to the adjustment to the cost of real estate sales of about 1,335 million baht, because of the transfer of ownership of the condominium “InterContinental Residences Hua Hin” project. In addition, the cost of real estate development increased by 712 million baht during the year, was due to the construction of the subsidiary’s projects has progressed more than last year.

3. Other current assets decreased by 126.58 million baht.

Main decrease was due to prepaid sales and marketing management fees which belongs to subsidiaries decreased by 29.18 million baht. In addition, there was a decrease in prepaid goods and services of 89.32 million baht and other advance expenses decreased by 8.07 million baht.

4. Building and equipment increased by 32.65 million baht. Main increase was due to the decoration of the mockup rooms of the VEHHA project and the sale office of the ROMM Convent project.

5. Deferred tax assets decreased by 18.11 million baht, resulting from the reversal of deferred tax assets arising from the accumulated tax losses of the subsidiaries as tax expenses because of the subsidiaries began to make profits.

6. Other non-current financial assets are the security deposit which increased by 1.09 million baht, Main increase was due to the office rental deposits and land leases for the construction of sales offices.

Liabilities

(Unit : Million Baht)

Items	2022	2021	Changes	
Bank overdraft and short-term loans from financial institutions	85.12	19.68	65.44	333%
Accounts and Other Payables	87.50	673.89	(586.39)	(87%)
Long-term Loans Portions from Financial Institutions Due Within One Year	1.20	101.94	(100.74)	(99%)
Portion of lease liabilities due within one year	6.11	5.99	0.12	2%
Advance income from the sale of real estate	399.97	657.39	(257.42)	(39%)
Expenses for accrued projects	128.49	1.73	126.76	7,327%
Preferred shares with cumulative and redeemable dividends	663.74	611.40	52.34	9%
retention payable	16.32	25.92	(9.60)	(37%)
Other Current Liabilities	8.37	2.92	5.45	187%
Total Current Liabilities	1,396.82	2,100.86	(704.04)	(34%)
Long-term loans from financial institutions - net of current portion	991.39	1,258.91	(267.52)	(21%)
Finance lease liabilities - net of current portion	3.56	3.27	0.29	9%
Reserving for Long-Term Employee Benefits	3.38	2.05	1.33	65%
Provision for Demolition Costs	8.25	8.04	0.21	3%

(Unit : Million Baht)

Items	2022	2021	Changes	
retention payable	42.22	19.11	23.11	121%
Total Non-Current Liabilities	1,048.80	1,291.38	(242.58)	(19%)
Total Liabilities	2,445.62	3,392.24	(946.62)	(28%)

As of December 31, 2022, the Company has total liabilities of 2,445.62 million baht, a decreased of 946.62 million baht or 28% compared to the total liabilities of the year 2022, which was 3,392.24 million baht, divided into current liabilities of 1,396.82 million baht and non-current liabilities of 1,048.80 million baht. The major changes are as follows:

1. Bank overdrafts and short-term loans from financial institutions increased by 65.44 million baht. Main was due to short-term loans from financial institutions increased by 57 million baht.
2. Trade and other payables decreased by 586.39 million baht, main was due to the accrued land cost decreased by 550 million baht. At the same time, there is more payment for the construction of the project. As a result, the construction-related payables decreased by 36 million baht.
3. Unearned income from the sale of real estate decreased by 257.42 million baht, main was due to the capital received in advance of the “InterContinental Residences Hua Hin” project decreased.
4. Expenses for accrued projects increased by 126.76 million baht, due to estimate the cost of construction of “InterContinental Residences Hua Hin” project.
5. Cumulative and redeemable preferred shares decreased by 52.34 million baht because of recorded the return of preferred shares.
6. The withholding tax payable and unpaid sales tax increased by 5.45 million baht, divided into the withholding tax payable of 2.16 million baht and unpaid sales tax of 3.07 million baht.
7. Long-term loans from financial institutions in the amount of 992.59 million baht, divided into portions due within one year of 1.20 million baht and portions due after one year of 991.39 million baht. They are loans from the credit line of Hua Hin Sky Living Company Limited to purchase land for the development of the “VEHHA” project, loan from the credit line of Proud Horseshoe Company Limited to purchase land for the development of the “VI Ari” project and loan from the credit line of Convent Beta Company Limited to purchase land for the development of the “ROMM Convent”. Loan collateral is land and buildings of the project, and the company guarantees the debt to the subsidiary. In addition, the Company also has soft loan. The details of long-term loans from financial institutions are as follows:

Project	Limit (million baht)	Loan Amount As of 31/12/22 (million baht)	Period	Interest Rate Percentage per Year	Payment of Debt
Loan for use in the company's operations (Soft loan)	2.90	1.21	Within April 2023	2.0	Pay in installments every month, totaling 12 installments starting from May 2022
VEHHA	870.00	110.00	Within September 2026	MLR-1.5	when transferring the ownership of the condominium
VI Ari	172.70	110.40	Within November 2023	MLR-2.0	When transferring ownership of land title deeds according to each project
ROMM Convent	1,680.00	778.38	Within September 2026	MLR-1.5	when transferring the ownership of the condominium
Total	2,725.60	999.99			

Note : Loan balance before deducting loan financing fee

During the year, the company and its subsidiaries borrowed 958.66 million baht and loan repayment 1,320.99 million baht.

8. Retention payable in the amount of 58.54 million baht, divided into the portion due within one year in the amount of 16.32 million baht and the portion due after one year but within five years in the amount of 42.22 million baht, a total increase of 13.51 million baht from the previous year. This is due to retention payable from the construction of "InterContinental Residences Hua Hin"

Shareholder's Equity

As of December 31, 2022, and 2021, the Company has shareholders' equity as follows:

(Unit : Million Baht)

Items	2022	2021	Changes	
Registered Capital	673.15	673.15	-	-
Issued and Paid-Up Share Capital	641.47	641.47	-	-
Premium on Ordinary Shares	263.63	263.63	-	-
Accumulated Loss	(80.66)	(309.18)	(228.52)	(38%)
Total Shareholder's Equities	824.44	595.92	228.52	38%

As of December 31, 2022, the Company has shareholders' equity of 824.44 million baht, an increase of 228.52 million baht or 38% compared to the previous year, which was 595.92 million baht because the company had a net profit for the year 2022 amounting to 228.52 million baht, resulting in a decrease in accumulated losses.

4.1.3 Cash flow and Liquidity

(Unit : Million Baht)

Items	2022	2021
Net cash from (used in) operating activities	815.59	(974.81)
Net cash used in investing activities	(38.48)	(0.77)
Net cash from (used in) financing activities	(866.52)	1,102.68
Net Increase in Cash and Cash Equivalents	(89.41)	127.10
Cash and cash equivalents at the beginning of the year	288.63	161.53
Cash and Cash Equivalents at the End of the Year	199.22	288.63

As of December 31, 2022, the Company had cash and cash equivalents in the amount of 199.22 million baht with an increase in net cash flow of 89.41 million baht, consisting of:

1. Net cash flow used in operating activities amounted to 815.59 million baht. The main items that increased cash flow were the decrease in real estate development costs (excluding finance costs) 668.32 million baht, a decrease in other current assets 124.47 million baht.
2. Net cash used in investing activities amounted to 38.48 million baht, from cash paid for purchases of equipment and intangible assets.
3. Net cash flows from financing activities amounted to 866.52 million baht, the main items were cash paid to repay long-term loans from financial institutions of a subsidiary in the amount of 1,320.99 million baht, while receiving loans from financial institutions in the amount of 465.66 million baht.

The Company's liquidity ratio in 2022 was 2.28 times, an increase of 0.42 times compared to 2021, which was 1.86 times. This increasing in ratio was partly due to a decrease in trade and other payables, advance income from the sale of real estate. As a result, current liabilities increased in a higher proportion than current assets. The company continues to use its funding from long-term loans and shareholder capital as it is shown that the debt-to-equity ratio as of December 31, 2022, was 2.97 times, which was a decrease from the year 2021 with the ratio of 5.69 times.

Obligations and Contingent Liabilities

As of December 31, 2022, The Company and its subsidiaries have commitments and contingent liabilities as follows:

1. Obligations under various service contracts that must be paid in the future.

The Company Group has commitments under various service contracts that must be paid in the future. The term of the contract ranges from 1 year to 3 years, amounting to approximately 21 million baht (2021 : 6 million baht)

2. Commitments relating to contracts for real estate development cost projects and related services

The Group has commitments in respect of real estate development cost projects and related services amounting to 257 million baht (2021 : 601 million baht)

3. Guarantees

3.1 The Company guarantees loans and credit facilities to subsidiaries in the amount of 2,823 million baht (2021 : 3,833 million baht)

3.2 The Company has a letter of guarantee issued by a bank on behalf of the Company in the amount of 0.3 million baht (2021: 0.3 million) to guarantee the performance of the contract.

4. Other obligations

On November 22, 2019, a subsidiary entered into a trade name license agreement and accommodation management agreement with InterContinental Hotels Group (Asia Pacific) Company Limited. In this regard, the subsidiary is committed to pay service fees at the rates, conditions, and criteria specified in the agreement. The subsidiary has an obligation to pay royalty fee of 3% of the income from the sale of the condominium.

4.2 Main Factors and Influences that may Affect Future Operations or Financial Position

Real estate development business is a business with good returns. Although there are factors that affect the operation in terms of the ability to procure land with potential at reasonable prices, location, design, price, which must meet the needs of target customers. The company

foresees the real estate market trend for customers who want to live in tourist cities, close to transportation, and is near to Bangkok. The company, therefore, has a policy to expand investment in vertical real estate business, especially around Hua Hin District, Prachuap Khiri Khan Province. Therefore, it has invested in a subsidiary to develop projects in that area. The nature of the project focuses on target groups with high purchasing power. The current real estate market is still small.

During 2022, there is still an outbreak of the Coronavirus Disease 2019 that affects most businesses and industries. Such situations may bring about uncertainties and impacts on the business environment. The Group's management monitored the progress of the situation and assessed the fiscal impact on the value of the assets, provisions, and ongoing contingent liabilities. The management uses estimates and judgments on various issues when the situation changes appropriately.





/ 5. GENERAL INFORMATION AND OTHER ESSENTIAL INFORMATION

Main Company Information

Company Name:	Proud Real Estate Public Company Limited
Securities symbol:	PROUD
Business Type:	Real estate development business
Company Registration Number:	0107545000331
Registered Capital:	673,148,951 shares as of December 31, 2022
Paid-up Capital:	641,469,040 baht as of December 31, 2022
Type of Stock:	Common Stock
Share Value:	1 baht per share
Head Office Location:	No. 900 Tonson Tower, 6 th Floor, Ploenchit road, Lumpini Sub-istrict, Pathumwan District Bangkok 10330
Phone:	0-2035-0999
Fax:	0-2035-0998
Company Website :	www.proudrealestate.co.th
Listed in MAI :	October 5, 2004

Information of juristic persons in which the Company holds shares of 10 percent or more of the total number of shares sold

1) Company Name:	Hua Hin Alpha 71 Company Limited
Business Type:	Real estate development business
Company Registration Number:	0105562068876
Registered Capital:	800,000,000 baht as of December 31, 2022
Paid-up Capital:	800,000,000 baht as of December 31, 2022
Type of Stock:	6,000,000 preferred shares and 2,000,000 ordinary shares as of December 31, 2022
Share Value:	100 baht per share
Location:	No. 900 Tonson Tower, 6 th Floor, Ploenchit road, Lumpini Sub-istrict, Pathumwan District, Bangkok 10330
Shareholding Proportion:	99.99%
2) Company Name:	Hua Hin Sky Living Company Limited
Business Type:	Real estate development business
Company Registration Number:	0105562068957
Registered Capital:	50,000,000 baht as of December 31, 2022
Paid-up Capital:	50,000,000 baht as of December 31, 2022
Type of Stock :	Common Stock
Share Value :	100 baht per share
Location :	No. 900, Tonson Tower, 6 th Floor, Ploenchit Road, Lumpini, Pathumwan Bangkok 10330
Shareholding Proportion:	99.97%
3) Company Name :	Proud Horseshoe Company Limited
Business Type :	Real estate development business
Company Registration Number :	0105564071882
Registered Capital :	20,000,000 baht as of December 31, 2022
Paid-up Capital :	20,000,000 baht as of December 31, 2022
Type of Stock :	Common Stock
Share Value :	100 baht per share
Location :	No. 900, Tonson Tower, 6 th Floor, Ploenchit Road, Lumpini, Pathumwan Bangkok 10330
Shareholding Proportion :	99.99%

4) Company Name :	Convent Beta Company Limited
Business Type :	Real estate development business
Company Registration Number :	0105564122312
Registered Capital :	1,000,000 baht as of December 31, 2022
Paid-up Capital :	1,000,000 baht as of December 31, 2022
Type of Stock :	Common Stock
Share Value :	100 baht per share
Location :	No. 900 Tonson Tower, 6 th Floor, Ploenchit road, Lumpini Sub-istrict, Pathumwan District Bangkok 10330
Shareholding Proportion :	99.97%
5) Company Name :	Prompt Solution Management Company Limited
Business Type :	Engage in other service activities relating to real estate
Company Registration Number :	0105565066769
Registered Capital :	500,000 baht as of December 31, 2022
Paid-up Capital :	500,000 baht as of December 31, 2022
Type of Stock :	Common Stock
Share Value :	100 baht per share
Location :	No. 900 Tonson Tower, 6 th Floor, Ploenchit road, Lumpini Sub-istrict, Pathumwan District Bangkok 10330
Shareholding Proportion :	99.94%

Reference Person

Securities Registrar	Thailand Securities Depository Company Limited
(Common stock)	93 The Stock Exchange of Thailand Building Ratchadapisek Road, Dindaeng Sub-district, Dindaeng District, Bangkok 10400
Telephone:	(662) 009-9999
Auditors	EY Office Company Limited
	193/136-137 Lake Ratchada Building, Office Complex, 33 rd Floor, Ratchadapisek Road, Khlong Toei Sub-district, Khlong Toei District, Bangkok 10110
Telephone:	(662) 264-9090
Fax:	(662) 264-0789-90

5.2 Other Crucial Information

- None -

5.3 Legal Disputes

- None -

5.4 Secondary Market

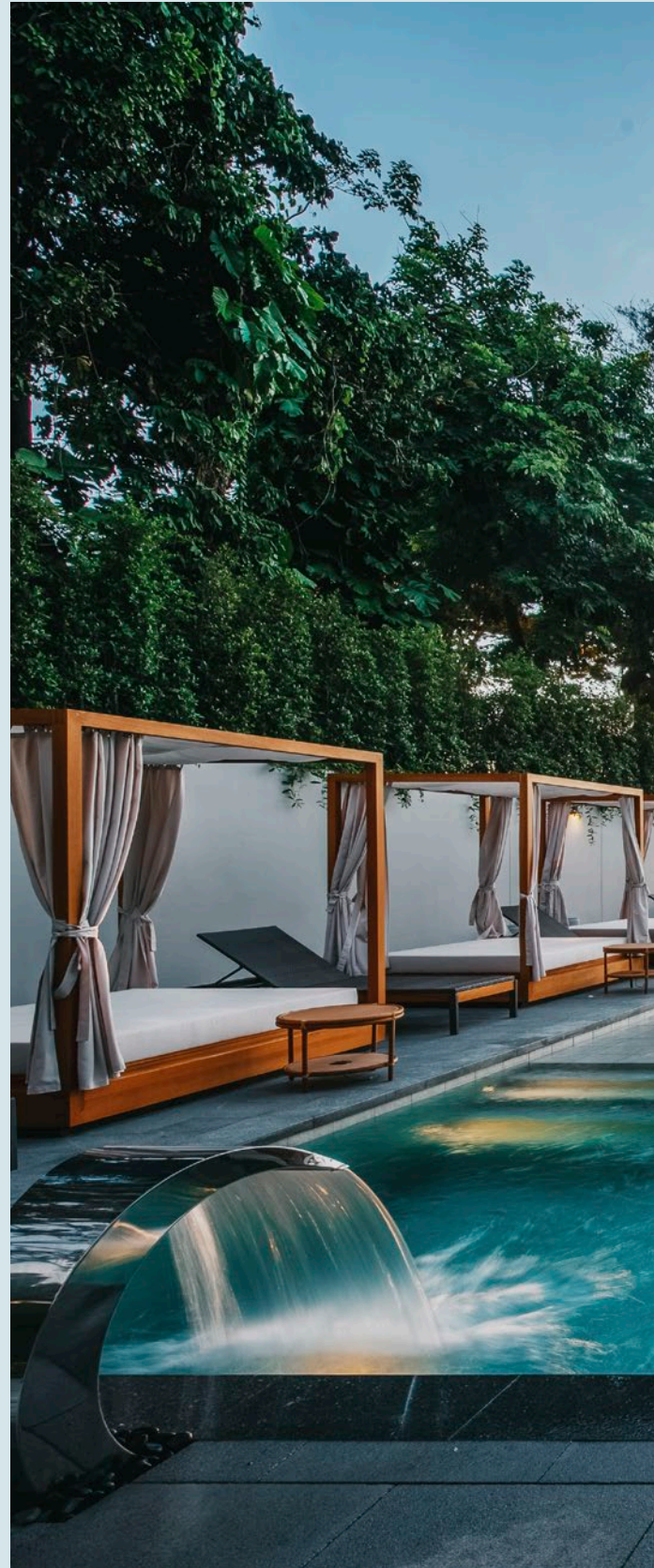
- None -



PART 2

GOOD CORPORATE GOVERNANCE

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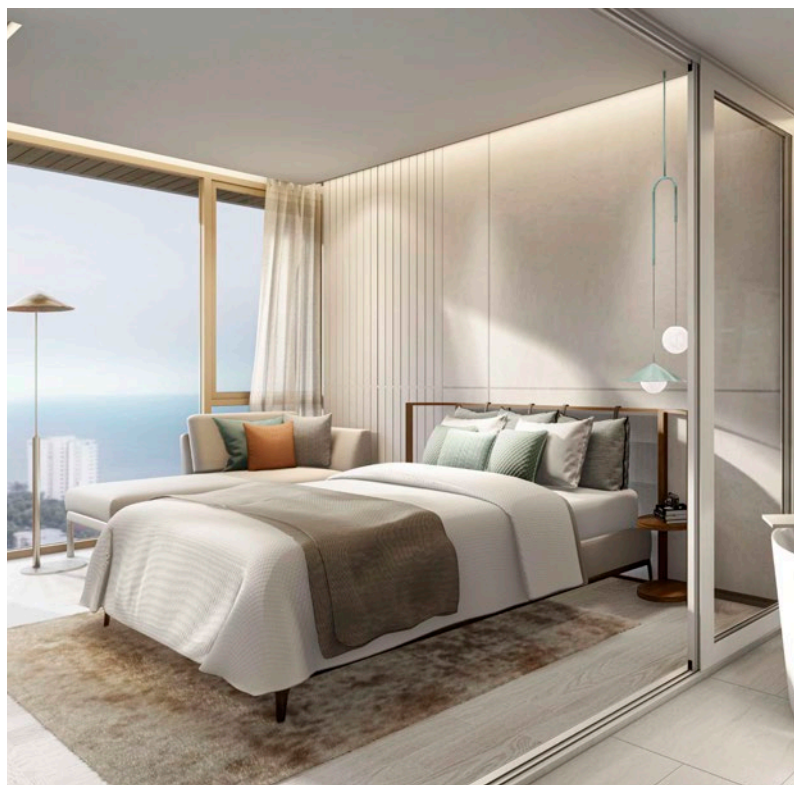
/ 6. GOOD CORPORATE GOVERNANCE



The Company is an effective managed organization on Good Corporate Governance and Excellent Management. We conduct business with responsibility, ethics, fairness, transparency, and accountability by striving to maximize the benefits of shareholders and consider all stakeholders to build sustainable confidence and growth together.

6. Corporate Governance Policy

The Company has established a good corporate governance policy in writing and regularly reviews such policies. The good corporate governance policy has been prepared in accordance with the Good Corporate Governance Principles for listed companies in 2017 (CG Code) in accordance with the guidelines set by The Office of the Securities and Exchange Commission for the purpose of creating sustainable value for the business to ensure that it meets the expectations of the business sector, investors, as well as the capital market and society as a whole. This policy also applies to subsidiaries.



6.1 Overview of Corporate Governance Policies and Practices

The Company has established the Group's Good Corporate Governance Principles, consisting of 15 categories of policies, which can be summarized as follows:

Section 1 Policy and Code of Conduct Regarding Rights of Shareholders and Equitable Treatment of Shareholders

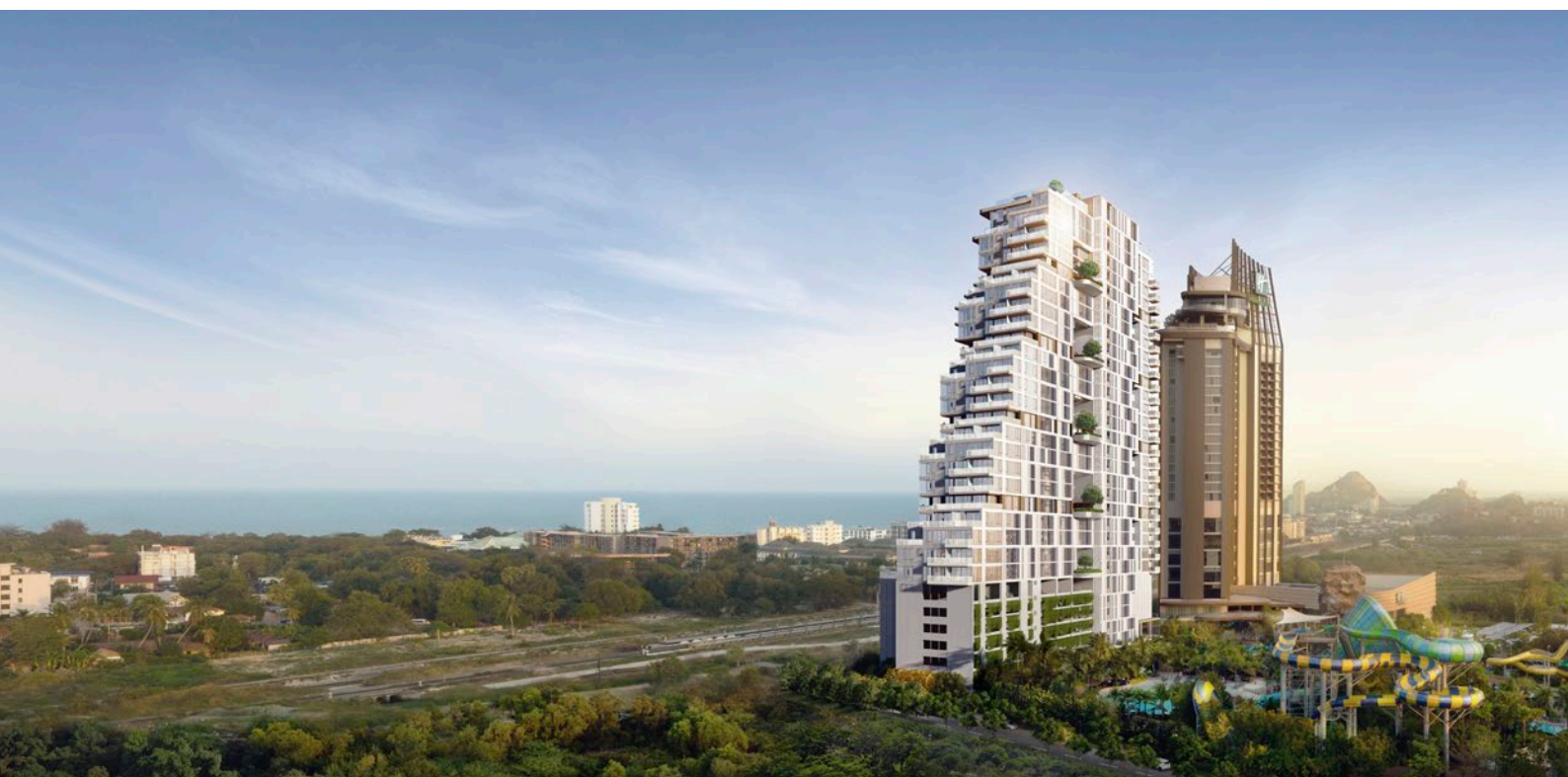
The Company places importance on shareholders' rights and equitable treatment of shareholders by ensuring that shareholders participate in decision-making on important matters of the Company and support shareholder participation, such as setting criteria for minority shareholders to propose additional agenda in advance of the shareholders' meeting date, nominating individuals to serve as directors, providing opportunities for shareholders to submit questions in advance of the meeting date, as well as disclosing such criteria to shareholders in advance and publishing them on the Company's website.

In addition, on the day of the shareholders' meeting, the Board of Directors has ensured that the meeting is

conducted in an orderly, transparently, and efficiently manner, and allows shareholders to fully exercise their rights. For example, ensuring that the notice of the shareholders' meeting contains accurate, complete, and sufficient information to exercise the rights of shareholders, not adding unnecessary agenda items to the meeting without prior notice, and disclosing the resolutions of the shareholders' meeting with the results of the vote within the next business day through the information system of the Stock Exchange of Thailand and on the Company's website.

Section 2 Policy and Code of Conduct Regarding Roles of Stakeholders

The Company conducts business ethically, responsible to society and the environment and does not violate the rights of stakeholders to guide all parts of the organization to sustainably achieve the main goal and objectives. The Company's policy covers all stakeholders involved in the Company, including responsibility to shareholders, customers, suppliers, creditors, competitors, employees, community, society, and environment.



Section 3 Policy and Code of Conduct Regarding Disclosure and Transparency

This policy is in line with Principle 7 on Maintaining Financial Credibility and Disclosure of Good Corporate Governance Principles for Listed Companies 2017 (CG Code). The Company will ensure that the system of preparation of financial reports and disclosures of valuable information is accurate, adequate, punctual and in accordance with relevant rules, standards, and practices.

Section 4 Policy and Code of Conduct Regarding Roles, Duties, and Responsibilities of the Board of Directors, Chairman of the Board, President, and Sub-Committees.

The Board of Directors understands and aware of the responsibility as a leader to ensure that the organization has good management, is responsible for ensuring that all directors perform their duties with responsibility, vigilance, and integrity to the organization, and ensure that the operation is in accordance with the law, Articles of Association, and Resolutions of the Shareholders' Meeting.

This section of the policy defines the roles and responsibilities of the Board of Directors, sub-committees, Chairman of the Board, and Chief Executive Officer, covering the nomination and remuneration of directors and executives, independence of the Board of Directors from Management, Development of directors, and evaluation of the performance of directors' duties, including the supervision of subsidiaries and associated companies.

Section 5 Policy and Code of Conduct Regarding Human Resource Management and Development.

The Company recognizes that employees are the company's most valuable resource and the key factor in bringing sustainable success and growth to the company. We have established specific guidelines for human

resource management and development, such as managing employee compensation fairly and equitably, promoting and encouraging employees to be trained both internally and externally, etc.

Section 6 Policy and Code of Conduct Regarding Accounting and Financial Transactions

The Company recognizes that the recording of accounting and financial transactions must be accurate, complete, factual, and verifiable.

Section 7 Policy and Code of Conduct Regarding Internal Control

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

Section 8 Policy and Code of Conduct Regarding Connected Transactions

The Company will consider the actions relating to connected transactions correctly and transparently and will disclose such information. The company therefore has set it as a practice guideline for directors, executives, and employees to perform correctly.

Section 9 Policies and Code of Conduct Regarding Anti-Corruption.

The Company has a policy against corruption in all forms, where all directors, executives, and employees will not get involved or participate in any corruption, shall not bribe, be bribed, or exploit unlawful and immoral in all forms, directly and indirectly, and arrange for a review of compliance with the Anti-Corruption Policy on a regular basis.

Section 10 Policy and Code of Conduct Regarding Non-Infringement of Intellectual Property.

The Company has a policy and code of conduct that does not support any action that infringes intellectual property. It is established that the guidelines, for example, the performance of the duties of executives and employees, will be the intellectual property of the Company. The Company does not permit the use of any works, software, or computer programs that infringe intellectual property in the Company's work.

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

The Company has a policy and code of conduct on non-violation of human rights, whereby the Company shall not take any action that discourages or discriminates against individuals on the basis of gender, race, religion, status of persons, or socioeconomic status, etc., and shall adopt such policies and codes of conduct for employments, assignments, promotions, and compensation for work as well.

Section 12 Policy and Code of Conduct Regarding Whistleblowing

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

Section 13 Policy and Code of Conduct Regarding Safety, Occupational Health, and Work Environment

The Company is aware of safety, occupational health, and work environment of employees and is confident that accidents and illnesses that occur at work are preventable. Therefore, the company has established a policy for all employees to follow.

Section 14 Policy and Succession Plan of Executives

To ensure the continuity of business operations, the Board of Directors has established a succession plan to prepare for the succession of senior management positions in case of vacancy or inability to perform duties.

In addition, the company has a job rotation plan in place for employees in key positions of the Company to have the opportunity to gain experience about jobs in other departments, including attending the meeting of the Board of Directors or sub-committees, to prepare the successor for the position as the Company deems appropriate.

Section 15 Policy Regarding Board Meetings.

The Company arranges to schedule the meeting and agenda of the Board of Directors' meeting in advance so that the directors can arrange the time and be able to attend the meeting. The number of board meetings will be considered appropriately to the duties and responsibilities of the Board of Directors and the nature of the Company's business operations.

6.2 Business Code of Conduct (if any)

The Company has prepared a business ethics and code of conduct manual for directors, executives and employees of the company and requires monitoring of compliance with the good corporate governance policy business ethics and code of conduct for directors, executives and employees of the Company and good practices regularly, as well as publicizing the manual to all employees throughout the organization.

6.3 Key Changes and Developments in the Policy, Practices, and Corporate Governance Systems in the Past Year

The Company annually reviews the principles of good corporate governance of the group of companies and business ethics of the group of companies to enhance regulatory efficiency and comply with the Good Corporate





Governance Principles for Listed Companies 2017 (CG Code) in accordance with the guidelines set by the Securities and Exchange Commission.

Other Practices According to Corporate Governance Code

Section 1 Rights of Shareholders

The Company recognizes and values the rights of all shareholders to ensure that shareholders are entitled to equal fundamental rights such as attending shareholders' meetings and the right to receive adequate, accurate, and complete information. The Company has promoted the rights of shareholders as follows:

1. Arrangement of the 2022 Annual General Meeting of Shareholders, which the Company has promoted and supported all groups of shareholders including institutional investors attended the meeting by proceeding as follows:

Actions taken before the date of the shareholders' meeting.

The Company provide opportunities for shareholders to propose agenda and nominate candidates to be elected as directors and send questions in advance before the date of the 2022 Annual General Meeting of Shareholders. The company has informed such criteria on the company's website. and informed through the information dissemination system of the Stock Exchange of Thailand to shareholders.

The Company published the invitation letter for the Annual General Meeting of Shareholders together with supporting documents in both Thai and English versions of the meeting on the Company's website and sends the invitation letter which clearly states the date, time, place and agenda of the meeting, attached with a proxy form and supporting documents for each agenda both in Thai and English, to be considered 14 days in advance of the meeting with sufficient details of the agenda including the opinions of the Board of Directors, for shareholders to make decisions on the exercise of their voting rights. In addition, the Company

has provided the necessary details, documents, and evidence that shareholders or proxies must present in full to maintain the right to attend the meeting in case the shareholders are unable to attend the meeting. Shareholders may proxy for independent directors of the Company or any person to convene and vote on their behalf. A proxy is a form in which shareholders can direct their vote.

Procedures on the Date of the Meeting of Shareholders

- The Company determines the appropriate date, time, and place of the meeting so that shareholders can come to the meeting conveniently.
- The Company provides adequate and appropriate personnel to facilitate shareholders in checking the meeting attendance documents and providing duty stamps.
- The Company arranges registration using barcode system for accuracy, convenience, and speed, and informs the number and proportion of shareholders attending the meeting in person and by proxy, how to vote and count votes clearly. Voting and vote counting is done openly, and the company had implemented a barcode system used to count votes and show results. This helps to conduct the meeting efficiently and quickly.
- The Company hires external legal advisors to ensure that the meeting is transparent, comply with the laws and articles of association of the Company.
- The Company conducts the meeting in accordance with the agenda set forth in the invitation letter and does not add agenda to the meeting.
- The Company allocates sufficient time and allows shareholders to express their opinions and ask questions. The directors and executives of the Company clarify and provide complete information to shareholders.
- The Company arranges for voting by using ballots for every agenda. To comply with good practice in organizing the shareholders' meeting, the Company



requested that the shareholders and proxies who attended the meeting returned all remaining ballots after the meeting was completed to keep it as evidence which can be examined later.

- The Company records the meeting in the form of video media.

Actions after the shareholders' meeting date

- The Company informs the resolutions of the meeting and the results of each agenda through the information dissemination system of the Stock Exchange of Thailand and on the Company's website on the day of the shareholders' meeting for the shareholders to know.
- The company recorded the minutes of the meeting accurately and completely and submitted the minutes of the meeting to the Stock Exchange of Thailand within 14 days after the meeting date and published on the Company's website.



2. To provide important and necessary information to shareholders by disclosing valuable information on the Company's website and through the information dissemination system of the Stock Exchange of Thailand so that the shareholders are thoroughly informed of news and information.

Section 2 Equitable Treatment of Shareholders

1. The Company places importance on equitable treatment of shareholders. The Company provides a process and channels for minority shareholders to participate in the recruitment and election of directors before the Annual General Meeting of Shareholders by giving shareholders the opportunity to propose agendas, nominate individuals to be elected as directors, and propose questions in advance of the date of the shareholders' meeting in accordance with the criteria prescribed by the Company from December 15 2021

to February 15, 2022. None of the shareholders has proposed an agenda item or nominated an individual to be elected as a director.

2. The Company has established a written policy to prevent the use of inside information to guide the retention and prevention of the use of the Company's internal data by informing the guidelines to employees, management and directors for acknowledgment and strict compliance with such policies. As of 2022, there has not been directors, executives or employees who use insider information of the company to seek benefits for oneself.
3. The company has clearly set a policy for related transactions. This is a transaction between the Company and individuals who may have a conflict of interest or a stake. The Audit Committee will provide opinions on the necessity of entering the transaction and proceeding in accordance with the announcement of the Capital Market Supervisory Board and the announcement of the Board of Governors of the Stock Exchange of Thailand which must be approved by the management or the Board of Directors or shareholders. The transactions between each other were conducted according to the market price and in accordance with the normal course of business. In case there is no comparable market price, such connected transactions must be at an adequate and reasonable price for the best interest of the Company and its shareholders.

The Company does not have a policy to provide financial assistance to non-subsidiaries, except in the case of lending or guaranteeing loans in proportion to the shareholdings in accordance with the joint venture agreement.

4. The Company has established a policy on conflicts of interest by disclosing the interests of directors and executives to provide the Company with information on the implementation of the transaction requirements between them, which may cause conflicts of interest and may lead to the transfer of interests.

Section 3 Consideration of the Role of Stakeholders

The Company recognizes and is aware of the rights of all stakeholders. The Company has established guidelines for the treatment of various stakeholder groups in the Business Ethics Handbook as a guideline for conduct alongside the Company's regulations and rules under the framework of ethics, morality and integrity, there are guidelines for stakeholders as follows:

Treatment of Stakeholders

1. Treatment and Responsibilities to Shareholders

The Company recognizes that the shareholders are the owners of the business and the Company. The Company is responsible for creating added value for shareholders overall, thus requiring employees to follow the following guidelines:

- 1.1 Perform duties with integrity, as well as make decisions to take any action with care, prudence, and fairness to all shareholders for the benefit of the shareholders.
- 1.2 Supervise operations to ensure that the Company has good financial status and operating results, and reports on the status of the company, performance, financial database, accounting, and other works regularly and completely based on facts.
- 1.3 Report to shareholders equally about the future trends of the company, both positive and negative, based on possibilities, and provide sufficient supporting information and reasons.
- 1.4 Do not seek benefits for yourself and others by using any information of the Company which has not been disclosed to the public or taking any action in a manner that may cause a conflict of interest with the organization.
- 1.5 The company must treat all shareholders equally in the shareholders' meeting.

2. Treatment and Responsibilities to the Public Sector

The Company places immense importance on compliance with laws, rules, and regulations in the public sector, especially in conducting transactions. The Company avoids actions that may induce the state or government employees to improper action, but will focus on building a good relationship between each other to the extent appropriate and able to do so with the following principles of practice:

- 2.1 Proper action when dealing with government officials or agencies
- 2.2 Always be aware that laws, rules, or regulations in various government agencies may have different conditions, procedures, or practices. The Company, therefore, recognizes and complies with.

3. Treatment and Responsibilities to Employees

The Company has always recognized that all employees are the most valuable resource of the Company and are a factor of success in achieving the goals. Therefore, the Company has established a policy for fair treatment in terms of opportunity, remuneration, appointment, transfer, as well as potential development by adhering to the following principles:

- 3.1 Treat employees with respect for honor, dignity, and individual rights.
- 3.2 Always maintain a working environment that is safe for life and property of employees.
- 3.3 Appointment, transfer, reward, and punishment of employees is done in good faith and based on the knowledge, ability, and suitability of employees.
- 3.4 Give importance to the development of knowledge and abilities of employees with constant development, such as organizing seminars, training, and providing opportunities thoroughly to all employees.

3.5 Determine fair remuneration for employees in accordance with market conditions, business competition, nature of work, performance, and the ability of the company to pay such remuneration. Avoid any unfair actions. which may affect job security of employees

3.6 Employees are given an opportunity to make suggestions or file complaints about work and determine solutions for the benefit of all parties and create a good relationship in working together.

4. Treatment and Responsibilities to Customers

The Company focuses on real estate development business by creating, presenting, and managing the company's products and services to customers with standards and ethics under the following operating principles:

4.1 Committed to provide, develop products and services to meet customer needs.

4.2 Deliver quality products and services under fair conditions.

4.3 Provide accurate and sufficient information about products and services so that customers have enough information to decide without exaggerating either in advertising or in other communication channels with customers, which causes customers to misunderstand about the quality, quantity or any conditions of the goods or services.

4.4 Provide a process that enables customers to report problems or improper provision of services for the company to prevent, solve problems for customers quickly, and use such information to further improve or develop products and services.

4.5 Maintain customer information and confidentiality without disclosing or misusing it.



5. Treatment and Responsibilities to Business Partners and Counterparties

The company has a policy to treat business partners and counterparties which is regarded as a partner and one of the key business success factors with equality and consideration of mutual benefits. The company has the following practice guidelines:

5.1 The wish to ensure the efficient provision of goods and services under the following principles:

- There is competition on equal data.
- There are criteria for evaluating and selecting business partners and contract parties.
- Prepare contract forms that are suitable and fair to both parties.
- Establish a management and monitoring system to ensure full compliance with contract terms and prevent fraud and misconduct at all stages of the procurement process.
- Make payments to business partners and contract parties on time according to the agreed payment conditions.

5.2 We aim to develop and maintain sustainable relationship with business partners and counterparties with a clear objective of quality of products and services that are worth the value of money and mutual trust.

5.3 All executives and employees are prohibited from accepting any personal benefits from business partners and contract parties, whether directly or indirectly.

5.4 Do not use information obtained from procurement for personal or other benefits.

The Company has criteria for selecting business partners with the following qualifications:

- Has work that meets the criteria set by the Company, including quality, price, delivery schedule and service.

- Comply with the law, has ethical standards of society and value, and consider human rights, society, and environment.
- Be in good business conditions and has a stable financial position; Has a verifiable establishment with a credible history of conducting business, no history of prohibited trade due to fraud or abandonment history, or in the list of prohibited names of the government and private sectors.
- Comply with the company's policies and guidelines.

6. Treatment and Responsibilities to Creditors

The Company is committed to conducting business with principles and discipline to build creditors' trust. The company adheres to the following principles:

6.1 Follow the conditions according to the contract or that have been strictly agreed.

6.2 In the event that the agreed terms and conditions cannot be complied with, the company will notify creditors in advance to jointly consider finding solutions to the problem.

The company will treat officers with responsibility, fairness, upholding good practice according to the terms and conditions of the contract guarantee conditions, fund management, debt repayment schedule, and strict financial obligations without concealing information or facts that will cause damage to creditors, and will report financial status to creditors according to the terms of the loan agreement accurately and completely without distorting facts.

7. Treatment and Responsibilities to Competitors

The Company aims to conduct business with the intention of achieving sustainable success and becoming a leading company in the business under fair and ethical industry competition. The principles for treatment of commercial competitors are as follows:

- 7.1 Conduct within the framework of good competition rules.
- 7.2 Does not seek confidential information of competitors with dishonest means for the benefit of the Company's business operations.
- 7.3 Does not make malicious accusations or maliciously damage competitors.
- 7.4 Does not take any action that infringes the intellectual property of others or competitors.

8. Treatment and Responsibilities to the Overall Society

The company gives importance to surrounding communities and society by realizing that we are like a part of the society that will take steps towards the development of society and the environment for sustainability. Therefore, the company has continued to conduct activities for the community and society along with conducting business under responsibility towards the community and society as follows:

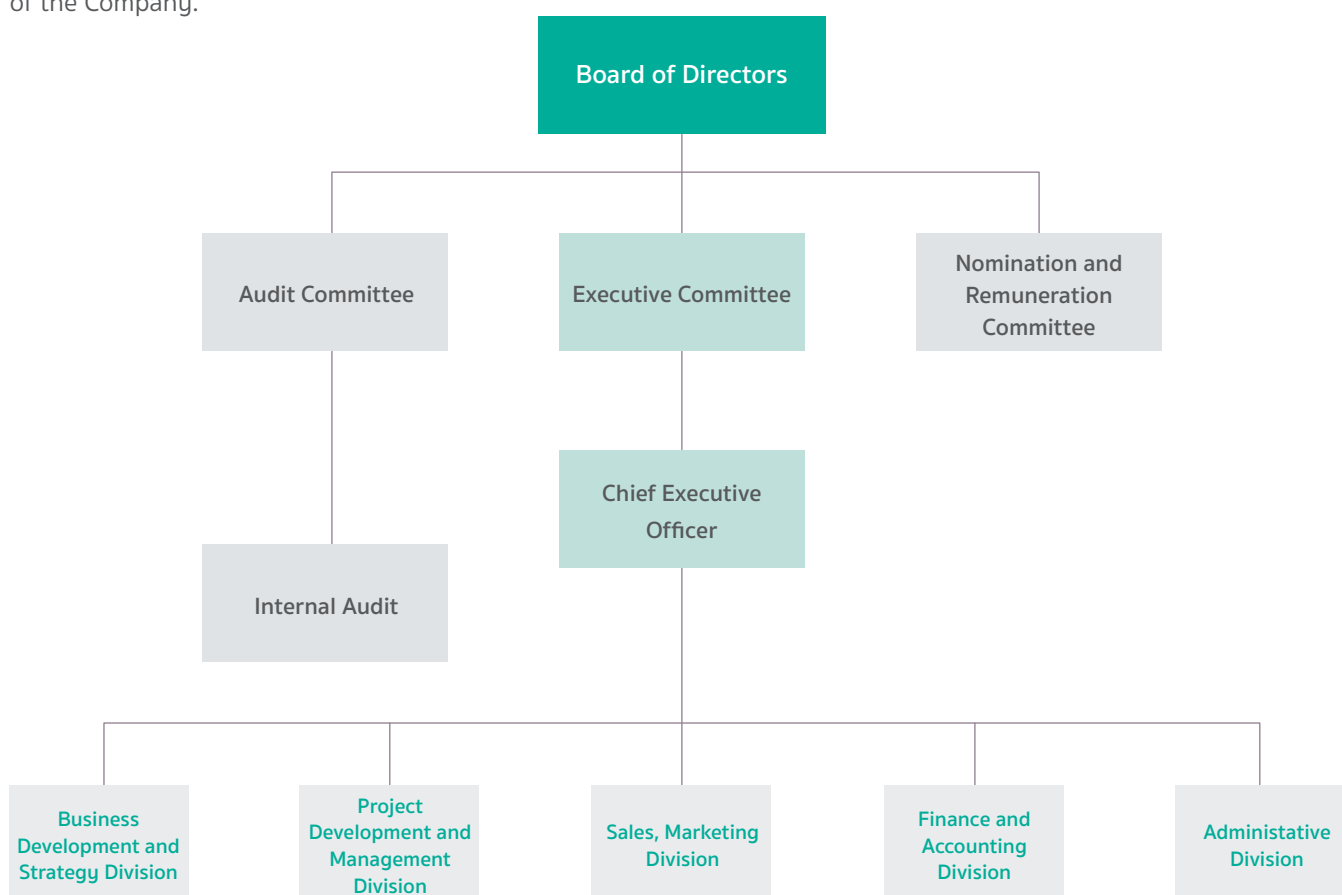
- 8.1 Has a policy to conduct business that considers the environment and comply with applicable environmental laws and regulations.
- 8.2 Has a clear corporate social responsibility (CSR) operating policy and adheres to within the organization.
- 8.3 Encourages employees to be conscious and responsible for the environment and society.

- 8.4 Respects the traditions and culture of each locality in which the Company operates.
- 8.5 Regularly conducts activities to contribute to the creation of society, community, and the environment to provide a better quality of life for the communities in which the company is located.
- 8.6 Cooperates in activities with the communities surrounding the area in which the Company operates as appropriate.
- 8.7 Responds quickly and effectively to events affecting the community environment, life, and property resulting from the Company's operations, in full cooperation with government officials and related agencies.
- 8.8 Have a policy against corruption. The Company personnel prohibit bribery in any form, directly or indirectly, whether by offering, giving, promising, demanding, requesting, giving, accepting bribes, or have any behavior that implies fraud or corruption in order to obtain or maintain any other inappropriate business benefits for the Company's personnel or other persons, especially government officials, property gifting, or any other benefits to government officials, both domestically and internationally, making sure that giving does not violate local laws and customs.

7. CORPORATE GOVERNANCE STRUCTURE AND IMPORTANT INFORMATION ABOUT THE BOARD SUB-COMMITTEES, EXECUTIVES, EMPLOYEES, AND OTHERS

7.1 Corporate Governance Structure

Proud Real Company Management Structure Estate Public Company Limited as of December 31, 2022 consists of the Board of Directors, divided into 3 sub-committees to help screen important tasks, namely the Audit Committee, Nomination and Remuneration Committee, and Executive Committee. The Chief Executive Officer is the highest executive of the Company.



7.2 Board of Directors Information

7.2.1 Composition of the Board of Directors

Currently, the Board of Directors of the Company consists of 8 members as follow:

- 7 non-executive directors, representing 87.5% of the total number of directors.
- 3 independent directors, representing 37.5% of the total number of directors.
- 1 executive director.
- 2 female directors, accounting for 25% of the total number of directors.

The company's regulations and the principles of good corporate governance of the group of companies determine the composition of the Board of Directors to be consisted

of at least 5 directors and not more than 12 directors who are appointed and removed by the shareholders' meeting. The board should ensure that the board is comprised of directors with diverse qualifications, both in terms of skills, experiences, abilities and specific characteristics, as well as gender and age necessary to achieve the objectives and the main goals of the organization by preparing skills matrix to ensure that the overall committee is qualified and able to understand and respond to needs of stakeholders. In addition, there must be at least 1 non-executive director who has experience in the primary business or industry in which the Company operates. The details are shown in Board Skills Matrix as follows:



List of Directors of the Company	Real estate/ Real Estate Development	Accounting/Finance/ Auditing	Business Administration/ Management	Engineering/Construction	Economics	Jurisprudence	Theology/Social Sciences	Marketing/Sales	Information Technology
1. Mr. Anuwat Maytheewibulwut	✓		✓			✓			
2. Mr. Verapong Chaiperm			✓	✓			✓		
3. Mr. Anucha Sihanatkathakul	✓	✓	✓	✓					
4. Ms. Anchalee Bunsongsikul		✓	✓						
5. Mr. Pumipat Sinacharoen	✓	✓	✓		✓				
6. Mr. Pasu Liptapanlop	✓	✓	✓						
7. Ms. Proudpuh Liptapanlop	✓		✓		✓				
8. Mr. Dan Zonmani			✓					✓	✓

7.2.2 Information of the Board of Directors and Individual Control Authorities of the Company

The list of the Board of Directors as of December 31, 2022, consists of:

No.	List of Directors	Position	Date of appointment as a director
1.	Mr. Anuwat Maytheewibulwut	Independent Director / Chairman of the Board of Directors/ Chairman of the Audit Committee/ Chairman of the Nomination and Remuneration Committee	May 13, 2019
2.	Mr. Verapong Chaiperm	Director / Vice Chairman / Chairman of the Executive Committee	May 13, 2019
3.	Mr. Pasu Liptapanlop	Director /Vice Chairman of the Executive Committee / Member of the Nomination and Remuneration Committee	May 13, 2019
4.	Ms. Proudpuh Liptapanlop	Director/ Member of the Executive Committee	May 13, 2019
5.	Mr. Anucha Sihanatkathakul	Director / Member of the Nomination and Remuneration Committee	2015
6.	Ms. Anchalee Bunsongsikul	Independent Director / Member of the Audit Committee	May 13, 2019
7.	Mr. Dan Zonmani	Independent Director / Member of the Audit Committee	February 23, 2021
8.	Mr. Pumipat Sinacharoen	Director/ Member of the Executive Committee/ Chief Executive Officer	May 13, 2019

Company's Authorized Signatory Directors

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

Qualifications of Directors and Term of Office

Directors of the Company must be appropriate, qualified individuals who do not have any prohibited qualifications in accordance with the requirements of the Board of Directors and in accordance with the Securities and Exchange Act, Public Limited Company Law, Law on The Prevention and Suppression of Corruption, and other related laws. In addition, the board's position has been determined as follows:

1. At every annual general meeting of shareholders, at least one-third of the directors must retire from office. If the number of directors cannot be divided into three parts, then the number closest to one-third shall be issued. A director who retires by rotation may be re-elected to hold the position again.
2. If the position of director becomes vacant for reasons other than the expiration of the term, the Board of Directors shall elect individuals who are qualified and do not have characteristics prohibited by law to become a substitute director at the next board meeting unless the director's term is less than two months. The resolutions of the Board of Directors shall consist of a vote of not less than three-quarters of the number of remaining directors, and the replacement individual shall serve only as a director for the remaining term of the director he or she represents.

Any director who wishes to resign from the position must submit a letter of resignation to the company. The resignation is effective from the date the resignation letter reaches the company.

The shareholders' meeting may vote for any director to vacate his or her position before the expiration of the term by a vote of not less than three-quarters of the number of shareholders who attended the meeting and

have voting rights, and not less than half of the number of shares held by the shareholders present at the meeting and entitled to vote.

7.2.3 Information about the role and duties of the Board of Directors

The Board of Directors is independent in making decisions in the best interests of the Company and its shareholders. There is a clear separation of roles and responsibilities between the board and the management. To comply with the law, objectives, regulations and resolutions of the shareholders' meeting, the good corporate governance principles of the Group of Companies have defined the roles, duties, and responsibilities of the Board of Directors, which can be summarized as follows:

The roles and responsibilities of the Board of Directors as specified in the Group's Principles of Good Corporate Governance are as follows:

1. **Duties and Responsibilities of the Board of Directors**
 - Determine and review the board structure regarding the number of directors and proportion of independent directors, including a variety of qualifications to suit the Company's business operations.
 - Determine the company's vision, mission and business strategy with regular reviews and approvals.
 - Consider the company's core operational plan, budget, goals, and policies for business operations, as well as develop the Company's capabilities.
 - Monitor and ensure that the Company's strategies are implemented and monitor the performance of the Company by requiring that the performance report be reported regularly.
 - Manage the Company in accordance with the law, objectives, Articles of Association, Resolutions of the Board of Directors, and the resolutions of the shareholders' meeting.
 - Establish risk management policy and supervise risk management, as well as regularly review and evaluate risk management systems.

- Supervise and develop the Company's corporate governance in accordance with the guidelines of the SEC and the Stock Exchange of Thailand.
- Encourage employees at all levels to be conscious of ethics and integrity and comply with the Company's corporate governance, ethics, and anti-corruption policies, as well as supervise the company's internal control system and internal audits to reduce the risk of corruption and abuse of power, as well as prevent illegal acts.
- Oversee the interests of both major and minor shareholders, as well as encourage shareholders to exercise their right to maintain their interests and ensure that the Company discloses valuable information accurately, completely, transparently, verifiably, and timely
- Supervise the processes and channels for receiving and handling complaints of whistleblowers or all stakeholders effectively and provide opportunities for all stakeholders to contact and complain directly about matters that may be problematic to the Board of Directors.
- Consider the senior executive development plan and the succession plan for the position of chief executive and supervise the annual evaluation of the performance of senior executives and have a system for determining remuneration for senior executives that is prudent, transparent, in line with their responsibilities and performance to generate incentives, both in the short and long term.
- Annually evaluate the performance of the Board of Directors' duties and review the performance assessment form of directors and sub-committees on a regular basis.
- Supervise the transparent process of nomination and election of persons as directors and determine the appropriate remuneration of directors and sub-committees.
- Attend board meetings and shareholders' meetings, except in case of force majeure whereby the directors

who are unable to attend the meeting must notify the Chairman of the Board or the Company Secretary in advance of the meeting for a reasonable time.

- Continuously develop knowledge and ability to perform tasks. Attend training or participate in courses related to the performance of directors' duties or seminar activities that continuously increase knowledge in the performance of work.

2. Duties and Responsibilities of the Chairman of the Board of Directors

- Supervise, monitor, and ensure that the performance of the board's duties is effective, and the main objectives and goals of the organization are achieved.
- Set the agenda of the Board of Directors' meeting in consultation with the Chief Executive Officer and have measures in place to ensure that important matters are included in the agenda.
- Allocate sufficient time for the management to present matters and for directors to discuss critical issues thoroughly, as well as encourage directors to exercise prudent discretion and give opinions freely.



- Strengthen good relations between executive directors and non-executive directors, and between the Board of Directors and the Management.
3. **Duties and Responsibilities of the Chief Executive Officer**
- Supervise the management of the Company and its subsidiaries in line with the vision, mission, values, and policies of the Board of Directors, shareholders' resolutions, Articles of Association, and objectives of the Company.
 - Manage and supervise the general management of the Company and its subsidiaries to comply with the objectives, policies, rules, and regulations of the Company, as well as follow up on the operations of the management to report the progress of the results of operations and operating results of the Company and its subsidiaries to the Board of Directors regularly.
 - Set policies for human resource management and support operations in all departments in accordance with the guidelines set by the Board of Directors to develop and utilize existing potential fully and efficiently.
 - Provide advice and transfer business experience to executives and employees for their benefits to the operations of the Company and its subsidiaries.
 - Manage finances and budget expenditures of the Company and its subsidiaries for maximum benefit and efficiency.
 - Perform any other tasks as assigned by the Board of Directors and/or the resolutions of the shareholders' meeting.

7.3 Information about the Sub-Committee

As of December 31, 2022, the Board of Directors resolved to appoint 3 sub-committees comprising 1) Audit Committee, 2) Nomination and Remuneration committee, and 3) Executive Committee, with the following details:

The Audit Committee consists of 3 independent directors who are independent, knowledgeable, competent, and experienced in the review of financial reports, as well as having an understanding of the corporate business and qualifying according to the Notification of the Capital



Market Supervisory Board and announcement of the Stock Exchange of Thailand regarding the qualifications and scope of work of the Audit Committee, B.E. 2558 In 2022 the name list and meeting attendance of the Audit Committee are as follows:

As of December 31, 2022, the Company has 3 members of the Audit Committee as follows:

Name-Surname	Position	Attend all meetings/ meetings (times)
Mr. Anuwat Maytheewibulwut	Chairman (Independent Director)	4/4
Ms. Anchalee Bunsongsikul	Director (Independent Director)	4/4
Mr. Dan Zonmani	Director (Independent Director)	3/4

Duties and Responsibilities of the Audit Committee

Responsible for reviewing the Company's financial reports, adequacy of the internal control system, compliance with laws, rules and regulations related to securities and Stock Exchange connected transactions or transactions that may have conflicts of interest to ensure accuracy, completeness, and transparency. Review the internal process for receiving and supervising the receipt of whistleblowing, and receiving complaints as well as considering the selection, nomination, and termination of employment of an independent person to function as the Company's auditor and propose the auditor's remuneration. The details of which appear in the Audit Committee Charter and the report on the performance of the Audit Committee for the year 2022.

The Nomination and Remuneration Committee consists of 3 directors who are knowledgeable, capable, and experienced in recruiting and considering the selection of qualified persons to be the Company's directors. Name list and meeting attendance in 2022 are as follows:

As of December 31, 2022, the Company has 3 members of the Nomination and Remuneration Committee as follows:

Name-Surname	Position	Attend all meetings/ meetings (times)
Mr. Anuwat Maytheewibulwut	Chairman (Independent Director)	1/1
Mr. Anucha Sihanatkathakul	Director	1/1
Mr. Pasu Liptapanlop	Director	1/1

The Nomination and Remuneration Committee's Role and Responsibilities.

There are 2 main responsibilities:

- 1. In terms of recruitment**, by considering the structure and composition of the Board of Directors of the Company Group, the Company will consider individuals with qualifications suitable for the specific characteristics of the Company by preparing Board Skills Matrix, as well as setting criteria and methods for recruiting and selecting persons to hold positions as directors of the Company Group, sub-committees of the Company, as well as reviewing the Succession Plan for the positions of Chief Executive Officer and senior executives of the Company to keep the management of the company going.
- 2. Compensation** considerations by determining the form and criteria for remuneration of the Group Committee of Directors. The Group's sub-committees and chief executive officers, as well as considering special remuneration to directors as appropriate. Within the limit approved by the shareholders' meeting. Consider the bonus rate framework and the annual salary increase rate of the Group employees. The details appear in the Charter of the Nomination and Remuneration Committee. and report on the performance of duties of the Nomination and Remuneration Committee. In 2022

The **Executive Committee** consists of 4 directors who are knowledgeable, capable, and experienced in investment, real estate development management economics and finance. The name list and meeting attendance in 2022 are as follows:

As of December 31, 2022, the Company has 4 members of the Board of Directors as follows:

Name-Surname	Position	Attend all meetings/ meetings (times)
Mr. Verapong Chaiperm ¹	The Chairman of the Board	0/12
Mr. Pasu Liptapanlop	Director	11/12
Ms. Proudpuh Liptapanlop	Director	12/12
Mr. Pumipat Sinacharoen	Director	12/12

Note :¹ Mr. Verapong Chaiperm did not attend the meeting due to sick leave.

Duties and Responsibilities of the Executive Committee

Responsible for setting policies, goals, strategies, and operational plans. annual budget and various management powers of the Company to be presented to the Board of Directors to approve along with control. Take care of the business operations of the company group to be in accordance with policies, goals, strategies, as well as giving advice and management advice to senior executives. The details appear in the Executive Committee Charter and the report on the performance of the Executive Committee for the year 2022.

7.4 Information about executives

7.4.1 Names and positions of executives as of December 31, 2022

As of December 31, 2022, the Company has executives listed in the Company's organizational chart and as defined in the Securities and Exchange Commission announcement as follows:

List of Executives	Position
Mr. Pumipat Sinacharoen	Chief Executive Officer
Ms. Natarin Paramawes	Executive Vice President of Sales and Marketing Division
Ms. Naruedee Koslathip	Senior Vice President of Finance and Accounting Division
Ms. Anotai Worasunthararom	Senior Vice President of Business Development and Strategy Division
Mr. Chisarat Surakarn	Vice President of Project Development
Mr. Kitiwat Chinrangkhakun	Vice President of Project Development
Mr. Eakchai Tejthiwat	Vice President of Corporate Marketing and PR Department

7.4.2 Remuneration policy Executive Director and Executive Officer

The Board of Directors has appointed a nomination and remuneration committee. It consists of 1 independent director and 2 non-executive directors for a total of 3 persons to determine the policy, criteria and procedures

for determining the nomination and remuneration of directors in order for shareholders and stakeholders to ensure that the persons who will take the position have the qualifications and potential that are suitable for the company's needs according to the Good Governance Principles, including appropriate remuneration forms and

criteria to take care of the company's interests, as well as in return to incentivize personnel to perform their tasks in accordance with the objectives. The main goal of the organization and consistent with the long-term benefits of the business by presenting to the Board of Directors' meeting for approval and presented to the general meeting of shareholders for approval annually.

The company has set a clear and transparent policy on remuneration for directors, The Nomination and Remuneration Committee is responsible for reviewing the remuneration which is at the same level as those in the same industry and is high enough to ensure and maintain qualified directors as required by the Company.

In terms of determining the remuneration of directors, for directors and sub-committees, both monetary and non-monetary forms. The Board of Directors will consider the recommendations of the Nomination and Remuneration Committee. This is comparable to the remuneration rate of directors in the real estate sector at the same level, as well as the suitability of the scope of responsibilities of the directors and sub-committees, which consists of meeting allowances and salaries.

Provident Fund Contribution

The company does not make contributions to the provident fund for directors. Except for the directors and executives who are employees of the company as well. In the year 2022, the company recorded contributions to the provident fund for 7 executives, totaling 1.0 million baht.

In addition, the Company's executives receive other benefits and services in accordance with the Company's regulations as well as employees, such as medical benefits and health check-up.

7.4.3 Total remuneration of executive directors and executives

Executives' Remuneration

In the year 2022 the Company recorded remuneration consisting of salaries and bonuses to 7 executives totaling 29.4 million baht.

7.5 Information about employees Personnel

As of December 31, 2022, the Company has a total of 63 employees, of which in 2022 the Company recorded remuneration for employees, including salaries, bonuses, provident fund contributions and other income totaling 75 million baht.

The number of employees in each major line of work is as follows:

1.	Administrative Department	2 People
2.	Business Development and Strategy	6 People
3.	Project Development Team A	3 People
4.	Project Development Team B	2 People
5.	Accounting & Finance	10 People
6.	Sales and Marketing	28 People
7.	Legal & Compliance Department	1 People
8.	Information Technology Department	2 People
9.	Human Resources Department	2 People
10.	Purchasing and Administration Department	5 People
11.	Process Improvement Department	1 People
12.	Public Affairs Department	1 People

However, the Company has not changed the number of employees significantly in the past 3 years.

Remuneration and Welfare Policy of Personnel

The Company recognizes that personnel are one of the key factors in driving and driving the Company towards business excellence. Therefore, the Company develops and cares for all employees equally and treat employees fairly, paying attention to welfare of employees, and focuses on ensuring that employees' benefits are paid appropriately in compliance with employment in the labor market.

To reward the performance of duties and responsibilities, the Company motivates employees to work efficiently, boosts morale and enhances the well-being of employees' families to determine the appropriate compensation and

welfare payment schedule Covering all age ranges of employees in accordance with the situation, economic conditions and be able to compete with the real estate market. In addition, in 2022, the company has conducted a survey of employee engagement to the organization to use the survey results to develop compensation and welfare according to and close to the needs and satisfaction of employees as much as possible.

To make the remuneration transparent and fair, the Company has set a remuneration policy in line with the Company's performance, whereby the Company will consider remuneration based on performance and profitability each year and use the Key Performance Indicator (KPI) as a tool for managing compensation based on employee performance. The compensation is divided into 2 types, namely monetary compensation, and non-monetary compensation, with the following details:

(1) Monetary Compensation

Salary

The Company has established policies and forms of remuneration for employees according to their workload and responsibilities. There is consideration of compensation that is higher than the law, survey, and design the salary structure of the organization (Salary Structure) based on the compensation data in the labor market to be fair to employees in accordance with the situation, economic conditions and able to compete with the Company. In addition, to motivate efficient performance and boost employee morale, the Company determines to consider adjusting the remuneration rate for employees each year by considering the performance, goals, and direction of growth of the company, together with the performance of each individual employee according to the performance indicator (KPI) set each year.

Annual Special Remuneration (bonus)

In 2022, the company has set a policy, rules, and methods for paying annual special remuneration which are clearly stated. It has also set clear work goals with

employees through the Performance Management System, which consists of performance indicators (KPI) from organization level to individual level so that employees understand their job responsibilities and organization goals and are able to work efficiently. The performance results will also be used to consider the annual special remuneration (Bonus) for employees.

Provident Fund

The company has established a provident fund according to the Provident Fund Act B.E. 2530, with the objective of promoting savings, creating security for employees and their families, and for employees to receive tax benefits. However, the application for membership of the provident fund and the amount of employee contributions will depend on the employee's willingness. Employees can choose investment plans according to their needs. And can be accumulated at a rate ranging from 3% to 15% of salary. The company will pay contributions to the provident fund for each employee. at the rate of 5 percent of salary

Social Security Contributions

Other Revenues include allowances, divisions, and travel expenses, etc.

(2) Non-Monetary Compensation.

Life Insurance and Health Insurance

The Company provides life insurance and health insurance to all employees, whereby each employee is entitled to medical treatment when sick in the case of emergency, inpatients, outpatients, and accidents, and receiving benefits in case of death. The amount of insurance depends on the level of job position of each employee.

Annual Health Check-Up

Because the health of employees is a priority, the Company has organized annual health check-ups with the aim of encouraging employees to take care of their physical health to be always healthy, as well as knowing

the risks of various diseases and conditions Including understanding and being able to prevent diseases that may occur in the future.

Social Security Fund Contributions

This is a fund that comes from social security money that is deducted from the salary of employees each month, contributions from the Company, and government contributions to be used in case of illness/accident which is not caused by the operation.

Compensation Fund

Every year, the Company will issue all contributions to the compensation fund to be used in case the employee has an illness or an accident arising from work.

Grants and Benefits that Cover Families

Welfare for children, funeral allowances, funeral wreath allowance, and funeral expenses. The welfare also covers the case of parents, the employee's spouse, and children.

Special Events

The Company places importance on employee engagement and happiness at work as the priority. Therefore, activities are organized to promote and build good relationships, relieve stress from work, increase the opportunity for employees to get to know employees from different departments, both between employees and between executives and employees which will bring about a strong culture, a good working atmosphere, and the strength of the organization, such as New Year's activities Annual travel activities of the company (Company Outing Trip) , Chinese New Year, Songkran, etc.

Human Resource Development Policy

The Company believes that personnel are the cornerstones for sustainable growth of the organization. Therefore, it focuses on developing strategies for human resource management in all processes. From recruitment and selection of employees, performance management, employee development. This includes applying technology

to many operational processes so that employees can collaborate happily with the Company and be able to work effectively. Key details are as follows:

Selection and Recruitment Process

The Company understands the image of the organization is one of the key factors for the success of the organization that can help attract new employees and retain old employees with the organization. Therefore, the Company publicize information, present a good image of the organization, and human resource management policies, including corporate culture and working atmosphere, so that the target group know, understand the correct information, and are ready to become part of the company.

- Employer Branding Project. The company has publicized information and presented a good image of the organization, including communicating human resource management policies such as corporate culture working atmosphere, so that the target group can receive information through various channels such as the Company's website, the Company's social media , and working with various job search platforms to ensure that those who are interested in applying for the job get to know and acknowledge accurate information about the organization. This will help attract people with the same goals to be ready to become part of the organization.
- Intern project in collaboration with educational institutions to promote and develop the potential of students to be knowledgeable, up to date with technology, gain firsthand experience and can experience the real work environment. Proud is also an important force in driving the economy through workplace training alongside studying in educational institutions, while also receiving countless benefits, with PROUD faculty and staff as caregivers and mentors, while also increasing the chances of recruiting and selecting high-potential people to join the organization.
- Proud Onboarding Program to prepare new employees starting with orientation providing knowledge about corporate culture, organizational overview, business overview from construction to sales and transfers, as

well as providing on-the-job training by supervisors or mentors to develop and help new employees adapt more quickly to the corporate culture.

Performance Management, Rewarding, and Recognition

In 2022, the Company has developed a (Performance Management System: PMS) starting with the (Key Performance Indicator. KPI) in collaboration with each employee to clearly define the work goals of each employee and to ensure that the performance evaluation results are fair, transparent, clear, and acceptable. In addition to managing performance through performance evaluations based on such indicator indices, the assessment of employee behavior is also a matter that the Company recognizes and attaches importance to, so it has organized activities and projects to promote performance management, such as:

- Preparation of performance evaluation system using KPI: Key Performance Indicators to ensure fair, transparent, and clear evaluations, and discussions between supervisors and practitioners. A guide has been set up to help guide the assessment of employees more effectively.
- Mid-Year Performance Review enables employees to understand their strengths and weaknesses and improve their performance prior to the annual evaluation.
- Providing feedback between supervisors and workers to inform employees of where they need to develop to move to higher positions in the future will help motivate employees.
- Salary Survey exploration and improvement of the salary structure of the organization to be up to date in accordance with the situation, economic conditions, and fairness to ensure the returns and salary structure of the organization can compete with the real estate market.
- Creating Way of Working so that employees can be proud to be employees of the Company, be aware of the quality of products and services, appreciate the importance of customers, and consider the results of

their operations at every stage, innovating to pursue bigger goals, including promoting self-integrity to jobs and to the Company.

- “MORE THAN JUST LIVING” Branding Workshop educates, raises awareness and understanding of the importance of PROUD’s identity essence that defines image, identity, identity, benefits of the business that the company does because we believe that working with clear principles and have a solid common belief are important basis that creates behavior and commitment to work to always get the best results.

People Development

The company is committed and intends to create quality employees to create competitiveness and sustainable growth. Therefore, it pays attention to the development of employees’ abilities in all aspects for employees at all levels and in every moment of work. Therefore, employees have been developed to have behaviors consistent with the culture of the organization. Developing knowledge and skills to work or manage work professionally and efficiently development of new knowledge skills so that employees can keep pace with changes, possess potential and readiness to meet challenging business challenges, both now and in the future, and are able to apply the acquired knowledge to work operations or improve the company’s operational processes. In the past year 2022, the Company has arranged the following actions:

- The PROUD Onboarding Program is organized to take care of new employees for a period of 4 months from the start of work to the end of the probationary period, whereby new employees are supervised by mentors and staff, both in terms of work and other matters, in order to provide employees with the necessary knowledge to work, strengthen skills, reassure new employees, and enable them to adapt more quickly to the culture of the organization.
- Leadership Development ensures that the organization can grow sustainably with an emphasis on planning,

strategy, and team management to prepare executives in the organization, both in business and personnel management.

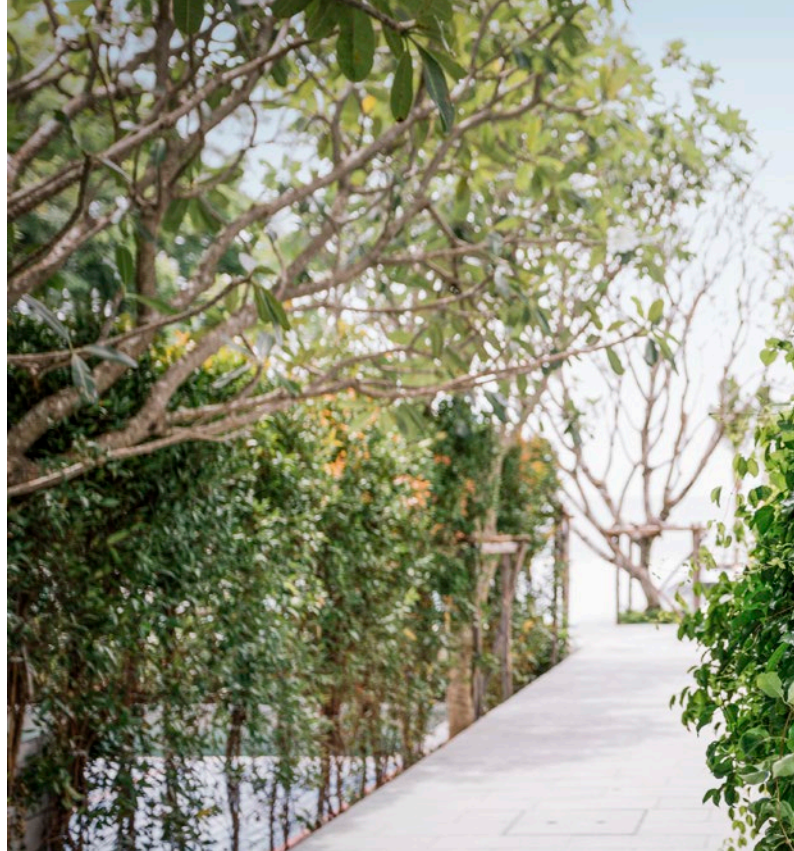
- Brand building project with understanding and caring for brands (MORE THAN JUST LIVING workshop) is a project organized to educate and raise awareness of the importance of brands to employees. In this project, expert speakers from outside are also brought in to provide knowledge, so that employees can create works and communicate the brand accurately and appropriately.
- In-House Training is a project that promotes and supports employee learning in various fields to be able to perform tasks correctly and appropriately in each position with a focus on conceptual adjustment, the attitude and way employees work to be able to cope with uncertain environments to ensure that the company remains competitive and can grow steadily.

The rapidly changing world of business, technology, and challenges in the new normal digital age causes the organization to adapt, realize a variety of learning styles that meet the needs of both the Lifestyle of the new generation and the response to the epidemic of the corona virus (COVID-19). In 2025, the company has therefore focused on personnel development through online training courses which can reduce restrictions on time and place. Courses that the company has been organized such as:

- ADMD Product Knowledge Training for Business Development and Strategy, Sales, and Marketing
- Mindsets to Win in the COVID Era work “well” with a successful mindset .
- Basic construction cost estimation principles for project development, business development, and strategy improving work processes.
- How to Pitch like a Pro for Sales and Marketing.
- Hotel Management

Employee Engagement

Employee engagement to the organization and



happiness in the work of employees brings satisfactory results in many aspects, whether it is a matter of reducing the turnover rate of employees, creating works of higher quality and efficiency, commitment to work, and customer service. The company has organized activities to strengthen relationships between employees, to encourage employees to meet and get to know each other, including Employee Engagement Survey as a channel to receive opinions. Employee feedback which is useful in formulating strategies for managing the organization and human resources both in the short and long terms.

Using technology to increase efficiency in human resource management (Digital HR)

Today's world is constantly and rapidly changing. This is the result of the leaps and bounds of technology. For this reason, the Company's human resources management has realized the changes, and has initiated the application of technology in the workplace to provide convenience to employees to be able to respond and provide information to employees at all levels quickly and thoroughly, as well as reduce work processes and reduce the use of corporate resources, such as paper or document storage. In the past year, it has been implemented as follows:

- Development of ESS system to provide employees with convenient and quick access to the necessary



information, starting with the use of technology to help with time management. The system developed by the Company is User-Friendly , can be used anytime, anywhere via internet network and smartphone, reduces the company's resource consumption, paperless , and save the highest operating costs.

7.6 Other Important Information

Individuals assigned direct responsibility for the control of bookkeeping, internal audit supervisors, company secretaries, and compliance supervisors are listed as follows:

1. **Ms. Narudee Koslatip** holds the position of Deputy Chief Executive Officer, responsible for finance and accounting (CFO) and is responsible for supervising accounting. The details of the history appear in the attachment.
2. **P&L Internal Audit Co., Ltd.**, an internal audit service provider, is responsible for the internal audit of the Company, which was appointed by the Audit Committee at the 5th /2021 meeting on November 5, 2021 . As detailed, the history appears in the attachment.
3. **Ms. Nittaya Maetineewattanavong**, holding the position of Legal Officer and Company Secretary and was appointed by the Board of Directors At the meeting No. 9/2021 on November 8, 2021, is the company secretary, responsible for organizing meetings of the

Board of Directors and the Annual General Meeting of Shareholders, including giving advice to the Board of Directors in compliance with the law related regulations. Follows up and coordinates to ensure compliance with the resolutions of the Board of Directors as well as keeping important documents of the company according to legal requirements, such as the register of directors Company's annual report, report on interests and holdings of securities reported by directors or executives. and support various activities of the Board of Directors to be able to perform duties efficiently and effectively as well as the disclosure of data and information to relevant regulatory agencies within the specified period. Supervises the business operations of the company. The details of the history appear in the attachment.

The Company also has an Investor Relations Department with Ms. Narudee Koslatip. The Deputy Chief Financial and Accounting Officer is responsible for disseminating the Company's information, both financial and general information, to shareholders. Investors, securities analysts, investment credit rating institutions through the Company's website under the heading "Investor Relations Information" so that interested parties can study the information conveniently in case of shareholders. Investors and related parties have any questions and would like to inquire, please contact the Investor Relations Department tel. 02-035-0999 or Email: ir@proudrealestate.co.th or through the Company's website.

Auditor's Remuneration

1.Audit fee

The Company and its subsidiaries paid audit compensation to the Auditing Office, EY Office Co., Ltd. the auditors of the Company and its subsidiaries, in the past fiscal year totaling 2,270,000 baht.

2.Non-Audit Fee

Consulting fee 120,000 baht.

/ 8. REPORT OF KEY OPERATING RESULTS FOR CORPORATE GOVERNANCE

8.1 Summary of the board's performance in the past year

8.1.1 Recruitment, development, and evaluation of the performance of duties of the Board of Directors

Nomination and Appointment of Directors

To nominate and select suitable individuals to serve as directors of the Group of Companies, the Nomination and Remuneration Committee will be responsible for selecting and screening qualified persons in accordance with the Company's Articles of Association as follows:

1. Consider qualified expertise, professionalism, leadership, far-reaching vision, moral, and ethical, transparent work history, as well as the ability to express opinions independently.
2. Consider the Board Skill Matrix considering the suitability of skills, experiences, abilities, and qualifications in a variety of areas that are critical to the business without limiting or discriminating against gender and race or any distinction to obtain the composition of the Board of Directors with the most complete and beneficial.
3. Check the qualifications of the nominated individual by inquiring to the SEC, including investigating the conflict of interest that the individual may have with the Company.
4. In the case of selection of independent directors, the qualification criteria of independent directors will be

considered. The Company has defined the definition of independent directors in accordance with the SEC's requirements, consisting of 9 clauses as follows:

- 1) Holds no more than 1% of the total number of shares with voting rights of the company, including the shares held by related persons of such independent director.
- 2) Is not or has not been a director who has participated in the administration, employees, workers, consultants who have received regular salaries or control authorities of the Company, unless they have been out of such nature for at least 2 years.
- 3) Is not a person with a blood relationship or by legal registration of another director, company executives, major holders, controlling authority or persons who will be nominated to be directors, executives, or controlling persons of the Company or its subsidiaries.
- 4) Does not have or have had a business relationship with the Company in a manner that may impede the exercise of his or her independent judgment, including not being or having been an implied shareholder or controlling person in a business relationship with the Company, unless he/she has been out of such nature for at least 2 years.
- 5) Is not or has not been an auditor of the Company and is not a shareholder of any implied status, the



controlling authority, or partner of the audit office, which has the auditor of the company, unless he/she has been out of such nature for at least 2 years.

- 6) Is not or has not been a professional service provider, including providing services as legal advisors or financial advisors, which receive fees more than 2 million baht per annum from the Company and is not shareholders of any kind. The regulator, regulator, or partner of the professional service provider, unless he/she has been discharged from such nature not less than 2 years
 - 7) An independent director must not be a director appointed to represent the Company, major shareholders or shareholders who are related to major shareholders.
 - 8) Does not operate a business that has the same nature and is in significant competition with the business of the Company or its subsidiaries or not being a significant partner in a partnership or being an executive director, employee, staff, consultant who receives regular salary or holds more than 1% of the total number of shares with voting rights of any other company which operates a business that has the same nature and is in significant competition with the business of the Company or its subsidiaries.
 - 9) Does not have other characteristics that makes it impossible to give an independent opinion on the company's operations.
5. If a director's position becomes vacant due to retirement by rotation, the Company will provide an opportunity for shareholders to nominate a person to be elected as a director every year. This will be proposed to the Annual General Meeting of Shareholders for further consideration and the shareholders have the right to elect a person nominated as a director not exceeding the number of directors to be elected at that time. The vote cannot be split, and the shareholders shall cast all their votes to select the candidates to be nominated as directors one by one. The persons receiving the highest

votes in descending order will be elected as directors equal to the number of directors to be elected at that time. If the persons elected in descending order have equal votes which will exceed the number of directors to be elected at that time, the chairman of the meeting shall have a casting vote to obtain the number of directors to be elected at that time.

6. In case the director resigns, or the director's position becomes vacant due to other reasons. In addition to the deadline, the Nomination and Remuneration Committee will nominate qualified individuals in accordance with the above criteria to be presented to the Board of Directors for approval at the Board of Directors' meeting, the resolution of not less than three-quarters of the remaining directors shall be resolved.

Recruitment of Top Executives

The Nomination and Remuneration Committee has established criteria for the nomination of the chief executive to the position of Chief Executive Officer. The Nomination and Remuneration Committee will consider and screen qualifications, knowledge, abilities, skills, and experiences that are beneficial to the Company's operations and approve the preliminary qualifications before proposing to the Board of Directors approval. In addition, the Nomination and Remuneration Committee is also responsible for recruiting top executives of the Company Group by considering the executives of the company who have knowledge, ability and experience that are beneficial to the operations of the company group and presented to the Board of Directors and the Board of Directors of the Company Group for approval.:

Director Development

For newly appointed directors, the Company arranges an orientation for new directors to acknowledge the nature of business, the Company's business guidelines, and related information such as shareholder structure, management structure, past performance, and major construction projects of the company, as well as guidelines

for good corporate governance, relevant laws and regulations for the benefit of the performance of duties of directors with the Chief Executive Officer briefing such information. The company secretary is responsible for preparing important documents, including the Company's Articles of Association, company regulations, Principles of Good Corporate Governance of the company group, sub-committee Charter Minutes of past Board of Directors meetings, annual reports, etc.

In addition, the Company recognizes the importance of attending training courses necessary for the performance of the Board of Directors and other courses which promotes development of knowledge and competency for directors on a regular basis. It also helps directors to understand the business and can perform duties and supervise the company effectively, for example, in terms of good governance, risk management, internal control, and laws related to the Company's business, etc. Most of the directors have completed the training from the Thai Institute of Directors Association (IOD) as detailed in the director profiles.

Assessment of the Performance of the Board of Directors

The Company evaluates the performance of the Board of Directors both as a group, as an individual, and evaluate the performance of the Chief Executive Officer once a year for the Board of Directors to jointly consider the performance, problems, and obstacles during the past year. The assessment is divided into 4 types, consisting of:

- 1) Self-Assessment Form of the Board of Directors
- 2) Self-Assessment Form of the Individual Board of Directors
- 3) Self-Assessment Form of Sub-Committees
- 4) Evaluation of the Performance Form of the Chief Executive Officer

The Board of Directors shall use the summary of the performance assessment results to analyze, consider improving operational efficiency accordingly and in accordance with good corporate governance principles.

Self-Assessment form of the Board of Directors

consists of 6 questions:

- 1) Structure and Qualifications of the Board of Directors.
- 2) Roles, Duties, and Responsibilities of the Board of Directors
- 3) The Board of Directors' Meetings
- 4) Responsibilities of the Directors
- 5) Relationship with Management
- 6) Self-development of directors and development of executives

Summary of performance assessment results of the Board of Directors with an average score of percentage 3.8 (Full score: 4)

Self-assessment form for each sub-committee

consists of 3 questions on the following topics:

- 1) Structure and qualifications of the Sub-Committee
- 2) The Sub-Committee's Meetings
- 3) Compliance with the authority, duties, and responsibilities of the sub-committee

Performance assessment of individual committees the summary is as follows:

Sub-Committees	Rating (percent) Out of 4
1. The Audit Committee	3.9
2. Nomination and Remuneration Committee	3.3
3. Executive Committee	3.4

The self-assessment form of the Individual Board of Directors

consists of 3 questions as follows:

- 1) Structure and Qualifications of the Board of Directors.
- 2) The Board of Directors' Meetings
- 3) Roles, Duties, and Responsibilities of the Board of Directors

Summary of the performance assessment of the Individual Board of Directors has an average percentage score 3.6 (Full score: 4)

Evaluation of the performance of the Chief Executive

Officer consists of 10 questions:

- 1) Leadership
- 2) Determination of Strategies
- 3) Strategy compliance
- 4) Financial Planning and Practice
- 5) Relationship with the Board of Directors
- 6) External Relations
- 7) Administration and Employee Relations
- 8) Succession

9) Product and Service Knowledge

10) Personal Attributes

Summary of the performance assessment of the Individual Board of Directors has an average percentage score of 3.7 (Full score: 4)

8.1.2 Attendance and remuneration of individual committees

Summary of the board of directors' meeting as of December 31, 2022, as follows:

List of Directors	Position	Meeting	
		The Board of Directors	Annual General Shareholders
1. Mr. Anuwat Maytheewibulwut	Independent Director / Chairman / Chairman of the Audit Committee/ Chairman of the Nomination and Remuneration Committee	5/5	1/1
2. Mr. Verapong Chaiperm(1)	Director / Vice Chairman / Chairman of the Executive Committee	0/5	0/1
3. Mr. Pasu Liptapanlop	Director / Member of the Nomination and Remuneration Committee / Member of the Executive Committee	5/5	1/1
4. Ms. Proudpuh Liptapanlop	Director/ Member of the Executive Committee	5/5	1/1
5. Mr. Anucha Sihanatkathakul	Director / Member of the Nomination and Remuneration Committee	5/5	1/1
6. Ms. Anchalee Bunsongsikul	Independent Director / Member of the Audit Committee	5/5	1/1
7. Mr. Dan Zonmani	Independent Director / Member of the Audit Committee	5/5	1/1
8. Mr. Pumipat Sinacharoen	Director/ Member of the Executive Director/ Chief Executive Officer	5/5	1/1

Note (1) Mr. Verapong Chaiperm did not attend the meeting due to sick leave.

Directors' Remuneration

The Nomination and Remuneration Committee shall scrutinize the remuneration of the Board of Directors and its sub-committees before presenting them to the Board of Directors for approval.

In this regard, the Company has determined the remuneration rate of directors in monetary terms, i.e., meeting allowances, remuneration according to the Company's performance, i.e., director's gratuity. However,

the Company does not have other non-monetary benefits.

Establishing the criteria for the payment of that remuneration. The Company considers the suitability and other factors including 1) industry practices, 2) operating results and business size 3) knowledge, abilities, and experience of directors. 4) Roles, duties, and responsibilities of directors 5) Performance of directors by determining the remuneration of directors to be appropriate, fair, able to incentivize and retain qualified directors. In addition, the

payment of directors' gratuity must be consistent with the dividend to the shareholders.

In addition, the Nomination and Remuneration Committee is also responsible for scrutinizing the remuneration scheme of the Chief Executive Officer to present to the Board of Directors for approval, as well as to consider the framework of bonus rates and annual salary increase rates of employees based on the Company's operating results, economic condition and competitiveness.

The 2022 Annual General Meeting of Shareholders held on April 21, 2022, resolved to approve the remuneration of directors as follows: 1. Meeting allowance of the Board of Directors and sub-committees is paid according to the number of times attended the meeting as follows:

	Meeting Allowance for the year 2022	
	Chairman	Director
Board of Directors' Meeting	20,000 Baht	15,000 Baht
Audit Committee Meeting	20,000 Baht	15,000 Baht
Nomination and Remuneration Committee Meeting	20,000 Baht	15,000 Baht

2. No gratuity was paid to the directors due to the company's losses.

The remuneration details of the Board of Directors and the Sub-Committee for the year 2022 can be summarized as follows:

List of Directors	Meeting Allowance				Gratuity Director from performance, Year 2022	Total
	Board of Directors	Audit Committee	Executive Committee	Nomination and Remuneration Committee		
1. Mr. Anuwat Maytheewibulwut	100,000.00	80,000.00	-	20,000.00	-	200,000.00
2. Mr. Verapong Chaiperm	-	-	-	-	-	-
3. Mr. Pasu Liptapanlop	75,000.00	-	-	15,000.00	-	90,000.00
4. Ms. Proudputh Liptapanlop	75,000.00	-	-	-	-	75,000.00
5. Mr. Anucha Sihanatkathakul	75,000.00	-	-	15,000.00	-	90,000.00
6. Ms. Anchalee Bunsongsikul	75,000.00	60,000.00	-	-	-	135,000.00
7. Mr. Dan Zonmani	75,000.00	45,000.00	-	-	-	120,000.00
8. Mr. Pumipat Sinacharoen	75,000.00	-	-	-	-	75,000.00

Unit : Baht

Remuneration of the Board of Directors who resigned during 2022

- None -

8.1.3 Supervision of operations of subsidiaries and associated companies

The Board of Directors has a supervisory mechanism that enables control over the management and responsibility for the operations of subsidiaries in order to maintain the interests of the Company's investments by appointing senior executives of the Company as directors or executives in subsidiaries to jointly manage both at the policy and operational levels, appointment of senior executives of the Company which shall be approved by the Board of Directors meeting.

In addition, individuals appointed by the Company must ensure that the subsidiaries have regulations regarding connected transactions. The acquisition or disposition of assets or other important transactions of such company shall be complete and correct and apply the rules related to the disclosure of information and the above transactions in the same manner as the rules of the Company, including the need to supervise the storage of information and accounting records of subsidiaries. The Company can audit and compile the consolidated financial statements in a timely manner.

The company has no agreement between the company with other shareholders (shareholders' agreements) in managing subsidiaries and the Company does not operate business by holding shares in holding company

8.1.4 Compliance Monitoring of Corporate Governance Policy and Practice

The Company places importance on good corporate governance and business ethics of the company group. Relevant policies and guidelines have been established in the principles of good corporate governance and business ethics of the company group along with promoting the real implementation.

In addition, the Company has monitored to ensure compliance with good corporate governance principles in 4 more issues, namely:

1. Prevention of conflicts of interest

The Company has a policy on conflicts of interest. Executives and employees must inform the Company of any relationship or connected transaction in the business that may cause a conflict of interest with the Company.

In addition, at every meeting of the Board of Directors or sub-committees, the directors shall report their interests at least before considering the agenda and record them in the minutes of the meeting. Directors with such interests cannot give their opinions freely and refrain from participating in the meeting to consider the agenda.

2. Supervision of Inside Information

The Company has policies and codes of conduct for directors. The Company's executives and personnel maintain the security and confidentiality of the information and prohibit the use of material inside information of the Company which has not been disclosed to the public for the benefit of themselves or others, including trading in the Company's securities.

- 1) The Company requires directors and executives to report on the holding of securities held by the Company on their own behalf, spouse and minor children to the Securities and Exchange Commission (the "SEC") pursuant to Section 59 of the Securities and Exchange Act B.E. 2535 and related announcements and send copies of the report to the Company.
- 2) The Company assigns directors, executives, and employees to be responsible for reporting changes in securities holdings to commissions SEC under Section 1. 59 of the Securities and Exchange Act B.E. 2535 Within 3 days from the date of the change in holding of securities. The Secretary of the Company shall notify the Secretary of the Company to prepare a record of the change and summarize the number of securities of directors and executives individually for presentation to the Board of Directors at the next meeting.

- 3) Directors, executives and employees are prohibited from using financial statement information or other information that affects the stock price of the Company to disclose to third parties or persons who are not involved and do not trade securities within 1 month before the financial statement information or other information that affects the price of the company's securities will be released to the public, and must not trade securities until the 24 -hour period has elapsed after all the information has been disclosed to the public.
- 4) The Company will disclose the company's operating results and information that affects changes in the price of securities and affects the Company's financial statements within 45 days from the end of the quarter and 60 days from the end of the accounting period.

3. Anti-Corruption

The Company has a policy against all forms of corruption. All executives and employees will not be involved in or participate in any corruption, will not bribe, or accept bribes or exploit any unlawful and immoral in any form, directly or indirectly, and regularly conduct audits for compliance with the Anti-Corruption Policy.

- 1) Directors, Executives, and employees at all levels must comply with the anti-corruption policy and

shall not be directly or indirectly involved in or involved in corruption.

- 2) Employees of the Company at all levels must be aware that corruption is unacceptable in the Company's corporate culture.
- 3) Employees who participate in or involved in corruption shall be subject to disciplinary and statutory penalties.
- 4) If any employee witnesses an act that may be considered a fraud related to the Company, the employee shall notify the Company without delay and cooperate in the investigation of the relevant facts.

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

4. Whistleblowing

The Company has a policy and code of conduct regarding whistleblowing, i.e., if any employee witnesses an act that may be considered as a fraud related to the Company, employees are required to notify the Company without delay and cooperate in the investigation of relevant facts.

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

Securities holding of directors as of 31 December 2022

No.	List of Directors	Position	Number of shares of PROUD		
			December 31, 2021	December 31, 2022	Increase/ Decrease during 2022
1.	Mr. Anuwat Maytheewibulwut	Independent Director / Chairman / Chairman of the Audit Committee/ Chairman of the Nomination and Remuneration Committee	-	-	-
	Spouse and Underage Children		-	-	-
2.	Mr. Verapong Chaiperm	Director / Vice Chairman / Chairman of the Executive Committee	-	-	-
	Spouse and Underage Children		-	-	-

No.	List of Directors	Position	Number of shares of PROUD		
			December 31, 2021	December 31, 2022	Increase/ Decrease during 2022
3.	Mr. Pasu Liptapanlop	Director/ Vice Chairman of the Executive Committee/ Member of the Nomination and Remuneration Committee	226,046,445	226,046,445	-
	Spouse and Underage Children		-	-	-
4.	Ms. Proudpuh Liptapanlop	Director/ Member of the Executive Committee	226,046,444	226,046,444	-
	Spouse and Underage Children		-	-	-
5.	Mr. Anucha Sihanatkathakul	Director/ Member of the Nomination and Remuneration Committee	-	-	-
	Spouse and Underage Children		-	-	-
6.	Ms. Anchalee Bunsongsikul	Independent Director/ Member of the Audit Committee	-	-	-
	Spouse and Underage Children		-	-	-
7.	Mr. Dan Zonmani (1)	Independent Director/ Member of the Audit Committee	N/A	-	-
	Spouse and Underage Children		N/A	-	-
8.	Mr. Pumipat Sinacharoen	Director/ Member of the Executive Director/ Chief Executive Officer	3,222,900	3,177,500	45,400
	Spouse and Underage Children		-	-	-

Securities holdings by resigned directors during 2022.

- None -

Management's securities holdings on December 31, 2022

No.	List	Position	Number of shares of PROUD		
			December 31, 2021	December 31, 2022	Increase/ Decrease
1.	Mr. Chuntorn Chuntratip ⁽¹⁾	Executive Vice President of Project Development	100,000	N/A	N/A
	Spouse and Underage Children		-	-	-
2.	Ms. Natarin Paramawes	Vice President of Sales and Marketing Division	N/A	-	-
	Spouse and Underage Children		N/A	-	-

No.	List	Position	Number of shares of PROUD		
			December 31, 2021	December 31, 2022	Increase/Decrease
3.	Ms. Anothai Worasuntrarom	Senior Director, Business Department and Strategies	-	-	-
	Spouse and Underage Children		-	-	-
4.	Ms. Budsabong Pansawadi ⁽²⁾	Senior Vice President of Finance and Accounting Division	-	N/A	N/A
	Spouse and Underage Children		-	N/A	N/A
5.	Ms. Naruedee Koslathip ⁽³⁾	Senior Vice President of Finance and Accounting Division	N/A	N/A	N/A
	Spouse and Underage Children		N/A	N/A	N/A
6.	Mr. Chisarat Surakarn ⁽⁴⁾	Vice President of Project Development	N/A	N/A	N/A
	Spouse and Underage Children		N/A	N/A	N/A
7.	Mr. Kitiwat Chinrangkhakun	Vice President of Project Development	N/A	-	-
	Spouse and Underage Children		N/A	-	-
8.	Mr. Eakchai Tejthiwat ⁽⁵⁾	Vice President of Corporate Marketing and PR Department	N/A	N/A	N/A
	Spouse and Underage Children		N/A	N/A	N/A

Note: (1) Mr. Chuntorn Chuntratip resigned during 2022.
(2) Ms. Budsabong Pansawadi resigned during 2022.
(3) Ms. Naruedee Koslathip has been appointed to the position during 2022.
(4) Mr. Chisarat Surakarn has been appointed to the position during 2022.
(5) Mr. Eakchai Tejthiwat has been appointed to the position during 2022.
(6) N/A means no information as the executive has been appointed to the position during 2022.

8.2 Report on the performance of duties of the Audit Committee for the year 2022

Further details are as shown in page 12-13

8.3 Report on the performance of duties of the Subcommittees for the year 2022 Details are as follows:

8.3.1 Report on the performance of duties of the Nomination and Remuneration Committee for the year 2022

Further details are as shown in page 14

8.3.2 Report on the performance of duties of the Executive Committee for the year 2022.

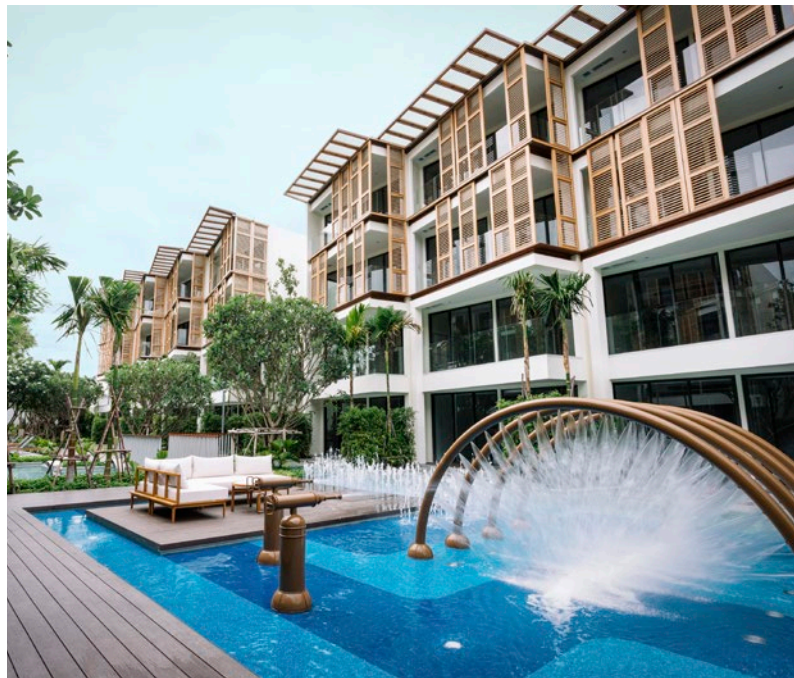
Further details are as shown in page 15

/ 9. INTERNAL CONTROL AND INTERCOMPANY

Proud Real Estate Public Company Limited recognizes the importance of internal control and risk management to have effective operational oversight. The Audit Committee is responsible for independently reviewing the internal control system without interference from other persons in order to ensure that the Company's internal control system is in place, appropriate and adequate to protect the Company's assets and protect the interests of the Company, its subsidiaries and shareholders, including preventing fraud, corruption or risk factors that may affect the operation of operations that may cause conflicts of interest. It can be checked in accordance with good corporate governance guidelines.

9.1 Summary of opinions of the Board of Directors and the Audit Committee on Internal Control

At the Audit Committee Meeting No. 1/2023 held on February 20, 2023, the Audit Committee assessed the sufficiency and appropriateness of the internal control system from the assessment report of the Audit Committee in various aspects to ensure that the Company give importance to proper internal control and adequate risk management. Therefore, there is an internal control



according to international standards covering all 8 important parts, namely:

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

1. Internal Environment

The Company recognizes the importance of internal management in the organization to achieve suitability in business operations with competence and to create a culture of good internal control. The Company separates the authority from the executive committee in delegating the work to the Audit Committee independently in order not to create a favorable benefit to the Board of Directors, all executives and employees which has written policies and practices related to business ethics to allow personnel within the company to acknowledge by setting a framework for work, such as the conflict of interest policy, anti-corruption policy, etc. There is also a process for monitoring and evaluating performance according to the specified business ethics for the organization to truly operate properly.

The Board of Directors has established an internal audit unit which has performs an independent audit, both in check to control internal risks of the organization and other issues related to business. In addition, in terms of evaluation, follow-up and building confidence in the organization, the internal audit unit can directly report audit results to the audit committee. The Audit Committee

is personnel with immense potential, knowledge, ability, and expertise in the Company's business. This ensures that there will be appropriate internal control. In addition, they are independent in their work from the Board of Directors and executives. The operation will be able to meet internal audit objectives effectively and efficiently.

The Board of Directors has clearly defined the structure of the organization's management. There is a supervisor assigned to manage each line of work which defines the framework of responsibility, give authority to make decisions and approve so that the work is clearly performed and can be checked by assigning supervisors in each line of work to be knowledgeable and competent. This can also develop employees under their supervision effectively.

2. Objective Setting

The Company has set objectives for risk management from both inside and outside the organization by assigning the internal audit department to assess risks that may affect the organization and reports to the Board of Directors and the Audit Committee to examine the risks that may occur, determine the response to risks that may occur to the organization, be consistent with the risks that the organization can accept.



3. Event Identification

The company pays attention to events that may affect the management of the organization in order not to cause such risks to affect the management of the organization by requiring a study of information that may be a risk factor to the organization from both within the organization and outside the organization, including current business operations To collect such risks to present to the Executive Committee in order to determine a policy to respond to such risks in order to have guidelines to respond appropriately

4. Risk Assessment

The Company is aware of the risks associated with the impact that will occur from the operation which has an assessment of the risks from the business it operates and operations within the company. The entire Board of Directors has determined that there will be a response to the risks that will occur. The Board has set auditing goals that prevent incidents that will affect the organization. The internal audit department has assessed the risks that may occur to the organization from both inside and outside the organization in line with the company's business model. Every operational level of the organization, every unit, every operational position, including operational risks, compliance, and external risks that may affect the business in order to have a complete set of topics for auditing, etc., which have been considered by the audit committee and set measures to control, prevent and respond to both negative and positive risks in order to have proper risk management from those who are responsible for taking such risks as well as taking into account the risks that occur to the organization on a regular basis so that auditing guidelines can be adjusted to have an up-to-date risk response.

5. Risk Response

The Company responds to risks that may occur from both within the organization found from the examination of the internal audit department and from outside the organization, such as the impact on the type of business or economic impacts, etc. The Board of Directors is responsible

for taking risks of the overall image of the organization including appropriate risk management methods and the highest authority in each line of work is responsible for considering such risks and find ways to respond to risks so that such risks are acceptable for the organization.

6. Control Activities

The Board of Directors has set a scope approval authority, duties and responsibilities are clearly defined according to the operational structure of the organization. There is a clear division of work duties for all executives and employees to follow. It also requires that there be written guidelines for controlling risks that may occur, such as setting operational standards for all departments within the organization, diversity towards the organization, such as the Anti-Corruption Policy or the determination of control in accordance with the law, etc. by such determination for use in controlling potential risks, both from inside and outside the organization. In addition, the Board of Directors is interested in the development of information systems to be adapted according to the structure of the organization, focusing on the suitability and safety of the organization in addition, the company has established a process to monitor the operations of its subsidiaries to be the same standard for all companies. All controls are reviewed on a regular basis to accommodate risks that may change according to each period in a timely manner.

7 Information and Communication

The Company recognizes the importance of developing information systems and data communications to be suitable for the nature of the business in which it operates to be modern, both in terms of devices and operating systems used, immediate access to use but still remains safe to use which can be adapted for the utmost benefit of the Executive Committee for use in operations and decision-making. It is accurate and efficient information and can also be used within the organization appropriately including establishing communication channels in terms of disclosure of information that is important to both internal



and external parties. In addition, channels for receiving complaints, comments or clues are also established related to corruption unlawful act from persons with personal stake in the company or individuals to bring such information for examination to find clarity or to adjust be appropriate and fairness to all parties involved.

8. Monitoring Activities

The Company places immense importance on supervising, monitoring, and evaluating whether it is in line with the operational goals, business ethics and requirements that have been defined, including the performance of executives and employees, whether it affects the organization to consider whether there is any additional improvement or development in any part. The operations in this section are scheduled according to the specified period. From both the self-assessment of the practitioner and the assessment from the internal audit department. There are procedures that have standards for auditing and reporting results to persons with risk authority including reporting to the Audit Committee or the Board of Directors to consider deciding again after receiving the evaluation and be able to promptly correct the risks that arise with appropriate risk response methods for each event.

It can be concluded that the Company has an internal control system that is sufficient and suitable for business operations. There were no significant defects in the internal control system and can protect assets from misuse or unauthorized use by executives. Company financial reports are prepared in accordance with accepted accounting principles. The disclosure of information in financial reports is accurate and dependable. The business operations of the company completely comply with the Securities and Exchange Act and other relevant laws.

Head of Internal Audit of the Company

Currently, the Company's internal audit department is an outsourcing company, P&L Internal Audit Co., Ltd., which has been hired to audit for the year 2022 and 2023 (annual contract), which has been reviewed by the Audit Committee. The individuals have sufficient knowledge and competency to perform the tasks. The consideration and approval of the appointment, removal, transfer of the position of the head of the internal audit department of the company must be approved by the Audit Committee.

9.2 Inter-Company Transactions

The Company and its subsidiaries have significant inter-company transactions with individuals and businesses that may have conflicts of interest in 2022 and 2021 in the number of 5 individuals. Details are as follows: (Please see more in the remarks on financial statements)

Individual/Business with Possible Conflicts	Relationship/ Relationship Type	Transaction Description	Transaction Value (Million Baht)		Necessity/Detail	Sensibility of the Transaction
			2022	2021		
1. Ms. Proudpuh Liptapanlop	Director	Transactions of subsidiaries				
		<ul style="list-style-type: none"> Buy preferred shares 	-	5.00	During the year 2021, Hua Hin Alpha 71 Company Limited, which is the subsidiary, has increased their registered capital from the original registered capital of 50 million baht (ordinary shares of 0.5 million shares at a par value of 100 baht each) to a new registered capital of 800 million baht (Ordinary shares of 2 million shares at a par value of 100 baht each and preferred shares of 6 million baht at a par value of 100 baht each) by issuing and allocating the preferred shares to investors specifically which are relevant individuals amounting to 0.18 million shares and the irrelevant business or individuals amounting to 5.82 million shares.	The Director has subscribed for preferred shares in subsidiaries in the same way as general investors without any other special rights.
		<ul style="list-style-type: none"> Return on accrued preferred stock 	0.56	0.13	Yields on contracts of preferred share	The rate of return is the same as that of general investors.

Individual/Business with Possible Conflicts	Relationship/ Relationship Type	Transaction Description	Transaction Value (Million Baht)		Necessity/Detail	Sensibility of the Transaction
			2022	2021		
2. Mr. Pasu Liptapanlop	Director	Transactions of subsidiaries				
		<ul style="list-style-type: none"> Buy preferred shares 	-	6.00	During the year 2021, Hua Hin Alpha 71 Company Limited, which is the subsidiary, has increased their registered capital from the original registered capital of 50 million baht (ordinary shares of 0.5 million shares at a par value of 100 baht each) to a new registered capital of 800 million baht (Ordinary shares of 2 million shares at a par value of 100 baht each and preferred shares of 6 million baht at a par value of 100 baht each) by issuing and allocating the preferred shares to investors specifically which are relevant individuals amounting to 0.18 million shares and the irrelevant business or individuals amounting to 5.82 million shares.	The Director has subscribed for preferred shares in subsidiaries in the same way as general investors without any other special rights.
3. Lieutenant General Poonpirom Liptapanlop	Close Relative of the Directors	Return on accrued preferred stock	0.68	0.15	Yields on contracts of preferred share	The rate of return is the same as that of general investors.
		Transactions of subsidiaries				
		<ul style="list-style-type: none"> Buy preferred shares 	-	7.00	During the year 2021, Hua Hin Alpha 71 Company Limited, which is the subsidiary, has increased their registered capital from the original registered capital of 50 million baht (ordinary shares of 0.5 million shares at a par value of 100 baht each) to a new registered capital of 800 million baht (Ordinary shares of 2 million shares at a par value of 100 baht each and preferred shares of 6 million baht at a par value of 100 baht each) by issuing and allocating the preferred shares to investors specifically which are relevant individuals amounting to 0.18 million shares and the irrelevant business or individuals amounting to 5.82 million shares.	The Director has subscribed for preferred shares in subsidiaries in the same way as general investors without any other special rights.
		Return on accrued preferred stock	0.79	0.18	Yields on contracts of preferred share	The rate of return is the same as that of general investors.

Individual/Business with Possible Conflicts	Relationship/ Relationship Type	Transaction Description	Transaction Value (Million Baht)		Necessity/Detail	Sensibility of the Transaction
			2022	2021		
4. Proud Resort Hua Hin Company Limited	Related Company	Transactions of the Company and its subsidiaries				
Operating hotel and fitness facility business. Providing sports fields and other sports activities.	<ul style="list-style-type: none"> There are common Directors, Mr. Pasu Liptapanlop and Ms. Proudputh Liptapanlop, as the Directors authorized to sign on behalf of Proud Resort Hua Hin Company Limited 	<ul style="list-style-type: none"> Rent spaces 	-	4.20	Hua Hin Alpha 71 Company Limited (subsidiary) has subleased the land of 2 lots in Soi Hua Hin 71, approximately 1 rai 31.8 square wa, from Proud Resort Hua Hin Company Limited as a sales office location of "InterContinental Residences Hua Hin" and "111 Social Club" projects with rental rate of 350,000 baht per month for 3 years starting from October 1, 2019, to September 30, 2022. However, during the year 2021, the rental period has been changed to end on December 31, 2021	According to the mutually agreed contract with the trade agreements in the same manner with general counterparties in the same situation.
		<ul style="list-style-type: none"> Operation expenses of the 111 Social Club 	-	0.47	Operation cost, employee wages Snacks and drinks for sale in the store "111 Social Club"	According to the mutually agreed contract with the trade agreements in the same manner with general counterparties in the same situation.
		<ul style="list-style-type: none"> Sales revenues from "111 Social Club" 	-	0.10	Revenues from "111 Social Club"'s product sales	Based on the market price
4. Proud Resort Hua Hin Company Limited (Continued)	Related Company	Transactions of the Company and its subsidiaries				
		<ul style="list-style-type: none"> Marketing management fee and other expenses 	1.35	1.13	Room, food and beverage costs room/restaurant card fees given to customers or those involved in marketing promotion	Based on the market price
		<ul style="list-style-type: none"> Condominium juristic person man-agement fee 	2.80	-	Condominium juristic person management fee	Based on the market price or the mutually agreed contracts
		<ul style="list-style-type: none"> Other payables 	0.29	0.36	Payables of goods and service fees	Based on the market price or the mutually agreed contracts

Individual/Business with Possible Conflicts	Relationship/ Relationship Type	Transaction Description	Transaction Value (Million Baht)		Necessity/Detail	Sensibility of the Transaction
			2022	2021		
5. Vana Nava Company Limited	Related Company	Transactions of the Company and its subsidiaries				
Operating a water park, amusement park, hotel	<ul style="list-style-type: none"> There are common Directors, Mr. Pasu Liptapanlop and Ms. Proudpuh Liptapanlop, as the Directors authorized to sign on behalf of Vana Nava Company Limited. 	<ul style="list-style-type: none"> Marketing management fees and other expenses 	1.76	1.58	Fees of sales office's services, residence rooms, meals and drink, the water park's entry tickets provided to customers or relevant individuals in marketing promotions.	Based on the market price or the mutually agreed contract which has the trade agreements in the same manner with general counterparties in the same situation.
		<ul style="list-style-type: none"> Other payables 	0.53	1.48	Payables of the service fees	Based on the market price or the mutually agreed contract resulted from purchasing products or services as normal business.
		<ul style="list-style-type: none"> Lease liabilities 	3.08	6.49	Hua Hin Sky Living Company Limited (subsidiary) has rented a space in Holiday Inn Vana Nava Hua Hin (25 th floor) to build a sales office and sample rooms of the project "VEHHA"s average rent rate is 288,609 baht per month for 35 months starting from February 15, 2021, to December 31, 2023. When the contract ends, the subsidiary must pay for the area renovation to the hotel with the amount of 5 million baht.	According to the mutually agreed contract with the trade agreements in the same manner with general counterparties in the same situation.

Necessity and Sensibility of the Transactions

All inter-company transactions of the Group are in line with normal business practices and are carried out for the benefit of the company. The terms of these transactions are determined based on market prices, approved criteria, or agreed-upon prices that are standard in the industry. These actions are in compliance with the inter-company transaction policy established by the Board of Directors.

Future Trend or Policy of Inter-Company Transactions

Moving forward, our inter-company transactions will mostly include routine business dealings, such as renting space. There could also potentially be land purchases with related companies and other types of transactions. However, any future inter-company transactions will only take place if they are beneficial to the company and in compliance with established measures and approval procedures.

PART 3

**FINANCIAL
STATEMENTS**





REPORT ON THE BOARD OF DIRECTORS' RESPONSIBILITIES FOR FINANCIAL REPORTS

Dear Shareholders

The Board of Directors is responsible for the separate financial statements and consolidated financial statements of the Company and its subsidiaries, including the financial information contained in the Annual Report, which the financial statements for the year ended December 31, 2019 are prepared in accordance with the generally accepted accounting standards in Thailand by choosing appropriate accounting policies and observing them regularly, using careful discretion and reasonable estimates in the preparation of, as well as disclosing sufficient important information in the notes to the financial statements so that they can reflect the financial position and performance, cash flow for the benefit of shareholders and general investors accurately and transparently, and has been audited by a certified public accountant which gave an unconditional opinion in the investigation which the company has supported with information and documents so that the auditor can examine and express opinions in accordance with the auditing standards.

The Board of Directors has established and maintained an appropriate and effective system of internal control, internal audit and supervision to ensure that the accounting information is accurate, complete and sufficient to maintain the Company's assets and prevent risks, as well as to prevent fraud or significant irregular operations.

In this regard, the Board of Directors has appointed an audit committee which consists of all independent directors who are responsible for reviewing accounting policies and responsible for the quality of financial reports review of the internal control system and internal audit, as well as considering the complete, sufficient and appropriate disclosure of information about related party transactions, with the Audit Committee's opinion appearing in the Audit Committee's report in the annual report.

The Board of Directors is of the opinion that the company's overall internal control system is adequate and appropriate and can reasonably ensure that the separate financial statements and consolidated financial statements of the Company and its subsidiaries for the year ended December 31, 2022 are reliable, in compliance with generally accepted accounting standards, and comply with relevant laws and regulations.



(Mr. Anuwat Methivibulwut)

The Chairman of the Board of Directors
Proud Real Company Estate Public Company Limited

Independent Auditor's Report

To the Shareholders of Proud Real Estate Public Company Limited

Opinion

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

In my opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Proud Real Estate Public Company Limited and its subsidiaries and of Proud Real Estate Public Company Limited as at 31 December 2022, their financial performance and cash flows for the year then ended in accordance with Thai Financial Reporting Standards.

Basis for Opinion

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

Key Audit Matter

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

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

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

Revenue recognition from sales of real estate

Revenue from sale of real estate is a significant amount in the statement of comprehensive income and it is a key performance indication in the real estate industry on which the financial statements' users focus. In addition, the Group has a significant number of sale agreements. I have therefore focused on the audit of the actually occurring and timing of revenue recognition.

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

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

Other Information

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

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

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

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

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

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

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

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

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

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

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

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



Piya Chaipruckmalakarn

Certified Public Accountant (Thailand) No. 7544

EY Office Limited

Bangkok: 20 February 2023

PROUD REAL ESTATE PUBLIC COMPANY LIMITED

Statement of financial position

As at 31 December 2022

(Unit: Baht)

(Unit: Baht)

		Consolidated financial statements		Separate financial statements	
	Note	2022	2021	2022	2021
Assets					
Current assets					
Cash and cash equivalents	7	199,222,959	288,630,819	4,197,090	9,463,165
Trade and other receivables	8	106,070,004	258,171	86,854,615	30,607,562
Short-term loans to related parties	6	-	-	468,900,400	462,065,400
Inventories		195,358	195,358	-	-
Real estate development costs	9	2,721,449,611	3,344,655,181	-	3,782,770
Current tax assets		2,220,710	1,898,114	2,207,954	1,896,847
Other current assets	10	153,691,440	280,264,504	10,001,727	7,307,934
Total current assets		3,182,850,082	3,915,902,147	572,161,786	515,123,678
Non-current assets					
Restricted bank deposits	7, 11	192,366	191,890	192,366	191,890
Investments in subsidiaries	12	-	-	271,498,500	221,249,025
Long-term loans to related party	6	-	-	100,000,000	100,000,000
Equipment	13	42,484,717	9,829,021	2,501,429	4,078,201
Right-of-use assets	18	10,257,629	11,112,021	485,881	3,510,894
Intangible assets	14	4,775,997	4,604,021	4,775,997	4,604,021
Deferred tax assets	26	27,086,150	45,202,092	2,896,245	2,389,125
Other non-current financial assets		2,412,912	1,315,615	1,706,192	1,198,005
Total non-current assets		87,209,771	72,254,660	384,056,610	337,221,161
Total assets		3,270,059,853	3,988,156,807	956,218,396	852,344,839

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

PROUD REAL ESTATE PUBLIC COMPANY LIMITED

Statement of financial position (continued)

As at 31 December 2022

(Unit: Baht)

		Consolidated financial statements		Separate financial statements	
	Note	2022	2021	2022	2021
Liabilities and shareholders' equity					
Current liabilities					
Bank overdrafts and short-term loans					
from financial institutions	15	85,116,053	19,678,365	71,323,566	14,725,197
Trade and other payables	16	87,501,295	673,889,814	46,962,213	8,173,360
Current portion of long-term loans from					
financial institutions	17	1,206,000	101,936,000	1,206,000	1,936,000
Current portion of lease liabilities	18	6,112,415	5,990,042	500,353	2,276,040
Deferred revenue from sale of real estate	19	399,966,816	657,385,323	-	8,303,932
Accrued expenses related to the projects		128,487,992	1,734,647	1,202,717	1,734,647
Cumulative and redeemable preference shares	20	663,739,726	611,404,406	-	-
Retention payable		16,319,799	25,918,359	13,933,921	14,023,745
Other current liabilities		8,369,128	2,919,063	4,317,173	3,822,241
Total current liabilities		1,396,819,224	2,100,856,019	139,445,943	54,995,162
Non-current liabilities					
Long-term loans from financial institutions,					
net of current portion	17	991,390,875	1,258,910,144	-	964,000
Lease liabilities, net of current portion	18	3,560,409	3,273,382	-	500,353
Provision for long-term employee benefits	21	3,381,735	2,051,392	3,381,735	2,051,392
Provision for decommissioning costs		8,253,002	8,038,796	3,288,478	3,173,508
Retention payable		42,219,991	19,113,129	-	-
Total non-current liabilities		1,048,806,012	1,291,386,843	6,670,213	6,689,253
Total liabilities		2,445,625,236	3,392,242,862	146,116,156	61,684,415

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

PROUD REAL ESTATE PUBLIC COMPANY LIMITED

Statement of financial position

As at 31 December 2022

(Unit: Baht)

		Consolidated financial statements		Separate financial statements	
	Note	2022	2021	2022	2021
Liabilities and shareholders' equity (continued)					
Shareholders' equity					
Share capital					
Registered					
673,148,951 ordinary shares of Baht 1 each		673,148,951	673,148,951	673,148,951	673,148,951
Issued and fully paid-up					
641,469,040 ordinary shares of Baht 1 each		641,469,415	641,469,415	641,469,040	641,469,040
Share premium	22	263,629,186	263,629,186	263,629,186	263,629,186
Deficits		(80,663,984)	(309,184,656)	(94,995,986)	(114,437,802)
Equity attributable to owners of the Company		824,434,617	595,913,945	810,102,240	790,660,424
Total shareholders' equity		824,434,617	595,913,945	810,102,240	790,660,424
Total liabilities and shareholders' equity		3,270,059,853	3,988,156,807	956,218,396	852,344,839

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

PROUD REAL ESTATE PUBLIC COMPANY LIMITED

Statement of comprehensive income

For the year ended 31 December 2022

(Unit: Baht)

		Consolidated financial statements		Separate financial statements	
	Note	2022	2021	2022	2021
Profit or loss:					
Revenues					
Revenues from sale of real estate		2,108,367,454	-	8,588,000	-
Other income		1,587,402	3,146,720	102,804,404	42,571,991
Total revenues		2,109,954,856	3,146,720	111,392,404	42,571,991
Expenses					
Cost of real estate sold		1,340,558,199	-	3,782,770	-
Selling and distribution expenses		165,898,412	287,850	1,434,588	-
Administrative expenses		230,818,532	101,685,542	111,708,176	75,625,167
Total expenses		1,737,275,143	101,973,392	116,925,534	75,625,167
Operating profit (loss)		372,679,713	(98,826,672)	(5,533,130)	(33,053,176)
Finance income		335,661	471,137	29,575,217	32,112,169
Finance cost	24	(68,773,655)	(17,154,169)	(5,107,391)	(1,281,057)
Profit (loss) before income tax income (expenses)		304,241,719	(115,509,704)	18,934,696	(2,222,064)
Income tax income (expenses)	26	(75,721,047)	18,272,490	507,120	(27,989)
Profit (loss) for the year		228,520,672	(97,237,214)	19,441,816	(2,250,053)
Other comprehensive income:					
Item not to be reclassified to profit or loss in subsequent periods:					
Actuarial loss		-	(257,291)	-	(257,291)
Income tax effect	26	-	51,458	-	51,458
Item not to be reclassified to profit or loss in subsequent periods:					
- net of income tax		-	(205,833)	-	(205,833)
Other comprehensive loss for the year		-	(205,833)	-	(205,833)
Total comprehensive loss for the year		228,520,672	(97,443,047)	19,441,816	(2,455,886)
Earnings per share					
27					
Basic earnings (loss) per share					
Profit (loss)		0.356	(0.152)	0.030	(0.004)

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

PROUD REAL ESTATE PUBLIC COMPANY LIMITED

Statement of changes in shareholder's equity

For the year ended 31 December 2022

(Unit: Baht)

	Consolidated financial statements			Total shareholders' equity
	Issued and paid-up share capital	Share premium	Deficits	
Balance as at 1 January 2021	641,469,415	263,629,186	(211,741,609)	693,356,992
Loss for the year	-	-	(97,237,214)	(97,237,214)
Other comprehensive loss for the year	-	-	(205,833)	(205,833)
Total comprehensive loss for the year	-	-	(97,443,047)	(97,443,047)
Balance as at 31 December 2021	<u>641,469,415</u>	<u>263,629,186</u>	<u>(309,184,656)</u>	<u>595,913,945</u>
Balance as at 1 January 2022	641,469,415	263,629,186	(309,184,656)	595,913,945
Profit for the year	-	-	228,520,672	228,520,672
Other comprehensive income for the year	-	-	-	-
Total comprehensive income for the year	-	-	228,520,672	228,520,672
Balance as at 31 December 2022	<u>641,469,415</u>	<u>263,629,186</u>	<u>(80,663,984)</u>	<u>824,434,617</u>
				(Unit: Baht)
	Separate financial statements			Total shareholders' equity
	Issued and paid-up share capital	Share premium	Deficits	
Balance as at 1 January 2021	641,469,040	263,629,186	(111,981,916)	793,116,310
Loss for the year	-	-	(2,250,053)	(2,250,053)
Other comprehensive loss for the year	-	-	(205,833)	(205,833)
Total comprehensive loss for the year	-	-	(2,455,886)	(2,455,886)
Balance as at 31 December 2021	<u>641,469,040</u>	<u>263,629,186</u>	<u>(114,437,802)</u>	<u>790,660,424</u>
Balance as at 1 January 2022	641,469,040	263,629,186	(114,437,802)	790,660,424
Profit for the year	-	-	19,441,816	19,441,816
Other comprehensive income for the year	-	-	-	-
Total comprehensive income for the year	-	-	19,441,816	19,441,816
Balance as at 31 December 2022	<u>641,469,040</u>	<u>263,629,186</u>	<u>(94,995,986)</u>	<u>810,102,240</u>

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

PROUD REAL ESTATE PUBLIC COMPANY LIMITED

Statement of cash flows

For the year ended 31 December 2022

(Unit: Baht)

		Consolidated financial statements		Separate financial statements	
	Note	2022	2021	2022	2021
Cash flows from operating activities					
Profit (loss) before tax		304,241,719	(115,509,704)	18,934,696	(2,222,064)
Adjustments to reconcile profit (loss) before tax to net cash provided by (paid from) operating activities:					
Depreciation and amortisation		17,672,228	15,700,040	5,771,673	6,666,544
Loss (gain) on sales/write-off of equipment		4,691	946,702	(1,279)	223,984
Provision for expected credit loss		-	253	-	253
Reversal of estimated cost for rectification and maintenance expense		-	(624,776)	-	(624,776)
Accrued income for guarantee fee		-	-	-	(4,050,000)
Amortisation of deferred interest expenses under lease liabilities	18	443,764	686,382	80,543	279,380
Amortisation of front end fee		1,444,079	-	-	-
Provision for long-term employee benefits		1,330,343	656,240	1,330,343	656,240
Finance income		(335,661)	(471,137)	(29,575,217)	(32,112,169)
Finance cost		66,885,812	16,467,786	5,026,848	1,001,676
Profit (loss) from operating activities before changes in operating assets and liabilities		391,686,975	(82,148,214)	1,567,607	(30,180,932)

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

PROUD REAL ESTATE PUBLIC COMPANY LIMITED

Statement of cash flows (continued)

For the year ended 31 December 2022

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
Operating assets (increase) decrease				
Other receivables	(105,858,358)	8,124	(30,276,639)	(434,028)
Inventories	-	481,918	-	-
Real estate development costs	668,324,325	(1,166,709,027)	3,782,770	-
Other current assets	124,469,970	(84,120,752)	22,050	4,343,577
Other non-current financial assets	(1,097,297)	(59,186)	(508,187)	813
Operating liabilities increase (decrease)				
Trade and other payables	(39,319,581)	75,936,828	38,534,268	(1,468,872)
Deferred revenue from sale of real estate	(257,418,507)	298,859,353	(8,303,932)	1,065,894
Deferred revenue from contract work	-	(1,383,541)	-	(1,383,541)
Accrued expenses related to the projects	126,753,345	(3,875,435)	(531,930)	(3,875,435)
Other current liabilities	4,886,044	(229,941)	494,932	3,320,916
Retention payable	13,508,302	24,137,748	(89,824)	(1,344,636)
Cash flows from (used in) operating activities	925,935,218	(939,102,125)	4,691,115	(29,956,244)
Cash received from interest income	382,186	378,113	3,604,803	68,906,670
Cash paid for interest expenses	(53,319,715)	(35,201,232)	(903,969)	(832,423)
Cash paid for corporate income tax	(59,261,795)	(1,898,114)	(2,207,954)	(1,896,847)
Cash received from withholding tax refundable	1,856,881	1,012,630	1,856,881	1,012,630
Net cash flows from (used in) operating activities	815,592,775	(974,810,728)	7,040,876	37,233,786

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

PROUD REAL ESTATE PUBLIC COMPANY LIMITED

Statement of cash flows(continued)

For the year ended 31 December 2022

(Unit: Baht)

		Consolidated financial statements		Separate financial statements	
	Note	2022	2021	2022	2021
Cash flows from investing activities					
Cash paid to provide short-term loans to related parties	6	-	-	(36,694,000)	(445,098,400)
Cash received from repayment of long-term loans to related parties	6	-	-	29,859,000	541,500,000
Cash paid for purchase of investments in subsidiaries		-	-	(50,249,475)	(170,999,400)
Increase in restricted bank deposits		(476)	(474)	(476)	(474)
Cash received from sales of equipment		20,390	714,954	20,390	714,954
Cash paid for acquisition of equipment		(37,693,188)	(1,189,464)	(429,255)	(1,179,428)
Cash paid for acquisition of intangible assets		(805,920)	(299,480)	(805,920)	(299,480)
Net cash flows used in investing activities		(38,479,194)	(774,464)	(58,299,736)	(75,362,228)
Cash flows from financing activities					
Increase (decrease) in bank overdrafts		8,437,688	5,580,708	(401,631)	627,539
Cash received from short-term loans from financial institutions		57,000,000	-	57,000,000	-
Proceeds from short-term loans from financial institutions	17	408,658,313	522,326,349	-	2,900,000
Repayment of long-term loans from financial institutions	17	(1,320,993,923)	-	(1,694,000)	-
Cash paid for front end fee		(3,850,000)	(2,508,979)	-	-
Cash advance for finance cost		(1,475,000)	(10,786,644)	-	-
Cash received from issuance of cumulative and redeemable preference shares	20	-	600,000,000	-	-
Cash paid for transaction cost for issuance of cumulative and redeemable preference shares	20	-	(3,854,151)	-	-
Cash paid for interest expense		(6,555,000)	-	(6,555,000)	-
Payment of principal of lease liabilities	18	(7,743,519)	(8,076,374)	(2,356,584)	(3,876,374)
Net cash flows from (used in) financing activities		(866,521,441)	1,102,680,909	45,992,785	(348,835)
Net increase (decrease) in cash and cash equivalents		(89,407,860)	127,095,717	(5,266,075)	(38,477,277)
Cash and cash equivalents at beginning of the year		288,630,819	161,535,102	9,463,165	47,940,442
Cash and cash equivalents at end of the year		199,222,959	288,630,819	4,197,090	9,463,165
Supplement disclosures of cash flows information					
Non-cash items					
Recorded the interest expense as real estate project under development	9	45,140,908	38,573,785	-	-
Increase (decrease) in accrued cost of land		(550,000,000)	550,000,000	-	-
Increase in payables for purchase of equipment		3,419,327	9,500	82,800	9,500
Increase in payables for purchase of intangible assets		43,000	-	43,000	-
Increase in liabilities under lease agreements	18	7,709,155	6,292,193	-	-

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

PROUD REAL ESTATE PUBLIC COMPANY LIMITED

Note to consolidated financial statement

For the year ended 31 December 2022

1. General information

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

2. Basis of preparation

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

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

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

2.2 Basis of consolidation

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

Company's name	Nature of business	Country of incorporation	Percentage of shareholding	
			2022	2021
			Percent	Percent
Hua Hin Alpha 71 Co., Ltd.	Real estate development	Thailand	99.99	99.99
Hua Hin Sky Living Co., Ltd.	Real estate development	Thailand	99.99	99.97
Proud Horseshoe Co., Ltd.	Real estate development	Thailand	99.99	99.99
Convent Beta Co., Ltd.	Real estate development	Thailand	99.97	99.97
Prompt Solution Management Co., Ltd.	Property management service	Thailand	99.94	-

- b) The Company is deemed to have control over an investee or subsidiaries if it has rights, or is exposed, to variable returns from its involvement with the investee, and it has the ability to direct the activities that affect the amount of its returns.
- c) Subsidiaries are fully consolidated, being the date on which the Company obtains control, and continue to be consolidated until the date when such control ceases.
- d) The financial statements of the subsidiaries are prepared using the same significant accounting policies as the Company.
- e) Material balances and transactions between the Group have been eliminated from the consolidated financial statements.

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

3. New financial reporting standards

3.1 Financial reporting standards that became effective in the current year

During the year, the Group has adopted the revised financial reporting standards and interpretations which are effective for fiscal years beginning on or after 1 January 2022. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards with most of the changes directed towards clarifying accounting treatment and providing accounting guidance for users of the standards.

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

3.2 Financial reporting standards that will become effective for fiscal years beginning on or after 1 January 2023

The Federation of Accounting Professions issued a number of revised financial reporting standards, which are effective for fiscal years beginning on or after 1 January 2023. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards with most of the changes directed towards clarifying accounting treatment and providing accounting guidance for users of the standards.

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

4. Significant accounting policies

4.1 Revenue and expense recognition

Revenue from sale of real estate

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

Interest income

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

Finance cost

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

4.2 Cost of sale of real estate

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

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

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

4.3 Cash and cash equivalents

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

4.4 Inventories

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

4.5 Real estate development costs

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

Land

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

Deferred interest

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

Infrastructure

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

Deferred project development costs

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

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

4.6 Cost to obtain a contract

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

4.7 Investments in subsidiaries

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

4.8 Equipment and depreciation

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

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

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

Depreciation is included in determining income.

No depreciation is provided on assets under installation.

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

4.9 Borrowing costs

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

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

4.10 Intangible assets

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

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

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

	<u>Useful lives</u>
Computer software	3 - 10 years

4.11 Leases

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

The Group as a lessee

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

Right-of-use assets

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

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

Buildings	3 years
Motor vehicles	4 - 5 years

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

Lease liabilities

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

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

Short-term leases and leases of low-value assets

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

4.12 Related party transactions

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

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

4.13 Impairment of non-financial assets

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

An impairment loss is recognised in profit or loss.

4.14 Employee benefits

Short-term employee benefits

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

Post-employment benefits

Defined contribution plans

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

Defined benefit plans

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

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

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

4.15 Provisions

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

4.16 Income tax

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

Current tax

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

Deferred tax

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

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

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

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

4.17 Financial instruments

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

Classification and measurement of financial assets

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

Financial assets at amortised cost

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

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

Classification and measurement of financial liabilities

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

Cumulative and redeemable preference shares

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

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

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

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

Derecognition of financial instruments

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

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

Impairment of financial assets

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

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

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

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

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

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

Offsetting of financial instruments

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

4.18 Fair value measurement

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

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

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

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

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

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

5. Significant accounting judgements and estimates

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

Leases

The Group as a lessee

Determining the lease term with extension and termination options

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

Estimating the incremental borrowing rate

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

Deferred tax assets

Deferred tax assets are recognised for deductible temporary differences and unused tax losses to the extent that it is probable that taxable profit will be available against which the temporary differences and losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of estimate future taxable profits.

6. Related party transactions

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

(Unit: Million Baht)

	Consolidated		Separate		Transfer pricing policy
	financial statements		financial statements		
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>	

Transactions with subsidiary companies

(eliminated from the consolidated
financial statements)

Management income	-	-	87	34	Contractual agreed price
Interest income	-	-	29	32	MLR - 0.5% per annum
Other income	-	-	16	8	Contractual agreed price

(Unit: Million Baht)

	Consolidated		Separate		Transfer pricing policy
	financial statements		financial statements		
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>	
Transactions with related parties					
Rental fee	4	4	-	-	Contractual agreed price
Other expenses	5	2	-	-	Contractual agreed price
Transactions with related persons					
Return on cumulative and redeemable preference shares	2	1	-	-	Contractual agreed price

As at 31 December 2022 and 2021, the balances of the accounts between the Group and those related parties are as follows:

(Unit: Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	2022	2021	2022	2021
Amount due from and advance to related parties (Note 8)				
Subsidiaries	-	-	37,901,421	7,618,345
Total amount due from and advance to related parties	-	-	37,901,421	7,618,345
Interest receivables - related parties (Note 8)				
Subsidiaries	-	-	48,761,058	22,744,120
Total interest receivables - related parties	-	-	48,761,058	22,744,120
Other payables and advance from related parties (Note 16)				
Related persons	110,000	312,000	110,000	312,000
Related parties	819,016	1,839,337	24,772,797	-
Total other payables and advance from related parties	929,016	2,151,337	24,882,797	312,000
Interest payable - related party (Note 16)				
Subsidiary	-	-	131,291	-
Total interest payable - related party	-	-	131,291	-
Redeemable preference shares - related persons (Note 20)				
Related persons	20,027,816	18,000,000	-	-
Total redeemable preference shares - related persons	20,027,816	18,000,000	-	-

(Unit: Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	2022	2021	2022	2021
Other current liabilities - related party				
Subsidiary	-	-	-	2,812,188
Total other current liabilities - related party	-	-	-	2,812,188
Lease liabilities - related party				
Related party	3,084,031	6,487,031	-	-
Total lease liabilities - related party	3,084,031	6,487,031	-	-

Loans to related parties

As at 31 December 2022 and 2021, the balances of loans between the Group and those related parties and the movements in loans were as follows:

Loans to subsidiary companies

(Unit: Baht)

	Separate financial statements		
	Balance as at	During the year	
	31 December	Increase	Decrease
Short-term loans to subsidiary companies	2021		
Convent Beta Co., Ltd.	367,000,000	2,942,000	-
Proud Horseshoe Co., Ltd.	52,712,400	11,576,000	-
Hua Hin Sky Living Co., Ltd.	42,353,000	22,176,000	(29,859,000)
Total	462,065,400	36,694,000	(29,859,000)

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

(Unit: Baht)

	Separate financial statements		
	Balance as at	During the year	
	31 December		
Long-term loans to subsidiary company	2021		2022
Hua Hin Sky Living Co., Ltd.	100,000,000	-	100,000,000
Total	100,000,000	-	100,000,000

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

Directors and management's benefits

During the years ended 31 December 2022 and 2021, the Group had employee benefit expenses payable to their directors and management as below.

(Unit: Baht)

	Consolidated/Separate financial statements	
	For the year ended 31 December	
	2022	2021
Short-term employee benefits	31,298,200	25,251,037
Post-employment benefits	1,115,663	526,278
Total	32,413,863	25,777,315

7. Cash and cash equivalents

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
Cash	278,829	98,461	67,879	73,690
Deposits at banks	199,136,496	288,724,248	4,321,577	9,581,365
Less: Restricted bank deposits (Note 11)	(192,366)	(191,890)	(192,366)	(191,890)
Total cash and cash equivalents	199,222,959	288,630,819	4,197,090	9,463,165

As at 31 December 2022, bank deposits in savings accounts and fixed account carried interests between 0.20 and 0.55 percent per annum (2021: between 0.05 and 0.25 percent per annum).

8. Trade and other receivables

(Unit: Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	2022	2021	2022	2021
Trade receivables	102,665,777	-	-	-
Amount due from and advance to related parties (Note 6)	-	-	37,901,421	7,618,345
Other receivables - unrelated parties	3,404,227	258,171	192,136	245,097
Interest receivables - related parties (Note 6)	-	-	48,761,058	22,744,120
Total	106,070,004	258,171	86,854,615	30,607,562

9. Real estate development costs

(Unit: Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	2022	2021	2022	2021
Land	1,998,408,249	2,625,032,470	-	1,641,624
Construction in progress and design expenses	636,212,843	624,956,466	-	1,843,573
Promotion costs	-	193,595	-	193,595
Capitalised borrowing costs	86,828,519	94,472,650	-	103,978
Total	2,721,449,611	3,344,655,181	-	3,782,770

During the years ended 31 December 2022 and 2021, the subsidiaries capitalised borrowing costs to be included in the cost of land and construction in progress which were calculated from capitalisation rate from weighted average rate of loans as follows:

	Consolidated financial statements	
	2022	2021
Borrowing costs included in the cost of land and construction in progress (Million Baht)	45	39
Capitalisation rate (%)	4.80 - 5.17	3.25 - 5.08

As at 31 December 2022 and 2021, the subsidiaries have pledged some land and construction thereon as collateral for credit facilities of the subsidiaries which have net book value as follows:

(Unit: Million Baht)

	Consolidated financial statements	
	2022	2021
Net book value of land and construction that has been pledged as collateral	1,630	2,623

10. Other current assets

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
Advance payment for project management fee	87,571,969	190,228,045	-	-
Prepaid expenses	12,185,540	4,046,391	4,558,620	2,091,667
Advance for purchase of inventories	41,371,463	70,551,911	165,306	165,306
Others	12,562,468	15,438,157	5,277,801	5,050,961
Total	153,691,440	280,264,504	10,001,727	7,307,934

11. Restricted bank deposits

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

12. Investments in subsidiaries

Company's name	Paid-up capital		Shareholding percentage		Cost	
	2022	2021	2022	2021	2022	2021
	(Thousand Baht)	(Thousand Baht)	(Percent)	(Percent)	(Thousand Baht)	(Thousand Baht)
Ordinary shares						
Hua Hin Alpha 71 Co., Ltd.	200,000	200,000	99.99	99.99	200,000	200,000
Hua Hin Sky Living Co., Ltd.	50,000	250	99.99	99.97	50,000	250
Proud Horseshoe Co., Ltd.	20,000	20,000	99.99	99.99	19,999	19,999
Convent Beta Co., Ltd.	1,000	1,000	99.97	99.97	1,000	1,000
Prompt Solution Management Co., Ltd.	500	-	99.94	-	500	-
Total investments in subsidiaries					271,499	221,249

The establishment of new subsidiaries

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

- b. On 9 August 2021, a meeting of the Company's Board of Directors passed a resolution to approve the establishment a new subsidiary under the name "Convent Beta Co., Ltd.", which engages in real estate development and has registered share capital of 10,000 ordinary shares of Baht 100 each, totaling Baht 1 million. The shares are 99.97 percent held by the Company. The establishment of the new company was registered with the Ministry of Commerce on 16 August 2021 and 100 percent of which have been called up. On 10 August 2021, the Company paid for such share capital of Baht 1 million.
- c. On 23 February 2022, a meeting of the Company's Board of Directors passed a resolution to approve the establishment a new subsidiary under the name "Prompt Solution Management Co., Ltd.", which engages in property management service and has registered share capital of 5,000 ordinary shares of Baht 100 each, totaling Baht 0.5 million. The shares are 99.94 percent held by the Company. The establishment of the new company was registered with the Ministry of Commerce on 20 April 2022 and 100 percent of which have been called up. On 18 April 2022, the Company paid for such share capital of Baht 0.5 million.

Subsidiary's capital increase and additional called-up capital

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

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

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

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

On 6 July 2022, Hua Hin Sky Living Co., Ltd., a subsidiary company, called up the remaining 75 percent of existing capital shares, or equivalent to Baht 0.75 million. The Company paid for such share capital on 8 July 2022.

On 6 July 2022, the Extraordinary General Meeting of Shareholders of Hua Hin Sky Living Co., Ltd., a subsidiary, passed a resolution approving the increase in the registered capital in the amount of Baht 49 million (0.49 million ordinary shares of Baht 100 each) from the existing registered capital of Baht 1 million (10,000 ordinary shares of Baht 100 each) to the new registered capital of Baht 50 million (0.5 million ordinary shares of Baht 100 each) by offering new shares to its existing shareholders in proportion to their shareholding. In this regard, the shareholders have the right to subscribe for the new shares in proportion to their existing shareholding, either in whole or in part, or to refuse to subscribe for the whole amount of the offered shares. If any shareholder waives the right to subscribe for the new shares (either in whole or in part), the un-subscribed shares will be allocated to other shareholders who wish to subscribe for the new shares in excess of their proportion and 100 percent of which have been called up. Since other shareholders have waived their right to subscribe for the new shares, the Company intends to subscribe for such shares. In this regard, the Company has purchased 0.49 million new ordinary shares of Baht 100 each, totaling Baht 49 million. As a result, the shares are currently held at 99.99 percent by the Company. The said company registered the capital increase with the Ministry of Commerce on 18 July 2022.

13. Equipment

Movements of equipment for the years ended 31 December 2022 and 2021 were summarised below.

(Unit: Baht)

	Consolidated financial statements		
	Furniture and office equipment	Vehicles	Total
Cost			
1 January 2021	12,227,486	-	12,227,486
Additions	4,429,331	822,431	5,251,762
Disposals/write-off	(2,132,957)	-	(2,132,957)
31 December 2021	14,523,860	822,431	15,346,291
Additions	41,112,517	-	41,112,517
Disposals/write-off	(59,132)	-	(59,132)
31 December 2022	55,577,245	822,431	56,399,676
Accumulated depreciation			
1 January 2021	3,088,546	-	3,088,546
Depreciation for the year	3,562,581	156,237	3,718,818
Accumulated depreciation on disposals/ write-off	(1,290,094)	-	(1,290,094)
31 December 2021	5,361,033	156,237	5,517,270
Depreciation for the year	8,281,251	150,486	8,431,737
Accumulated depreciation on disposals/ write-off	(34,048)	-	(34,048)
31 December 2022	13,608,236	306,723	13,914,959
Net book value			
31 December 2021	9,162,827	666,194	9,829,021
31 December 2022	41,969,009	515,708	42,484,717
Depreciation for the year			
2021 (included in the administrative expenses)			3,718,818
2022 (included in the administrative expenses)			8,431,737

(Unit: Baht)

	Separate financial statements		
	Furniture and		
	office equipment	Vehicles	Total
Cost			
1 January 2021	6,910,569	-	6,910,569
Additions	366,500	822,431	1,188,931
31 December 2021	7,277,069	822,431	8,099,500
Additions	512,055	-	512,055
Disposals	(53,162)	-	(53,162)
31 December 2022	7,735,962	822,431	8,558,393
Accumulated depreciation			
1 January 2021	1,954,306	-	1,954,306
Depreciation for the year	1,910,756	156,237	2,066,993
31 December 2021	3,865,062	156,237	4,021,299
Depreciation for the year	1,919,230	150,486	2,069,716
Accumulated depreciation on disposals	(34,051)	-	(34,051)
31 December 2022	5,750,241	306,723	6,056,964
Net book value			
31 December 2021	3,412,007	666,194	4,078,201
31 December 2022	1,985,721	515,708	2,501,429
Depreciation for the year			
2021 (included in the administrative expenses)			2,066,993
2022 (included in the administrative expenses)			2,069,716

14. Intangible assets

The net book value of intangible assets representing computer software, as at 31 December 2022 and 2021 was presented below.

(Unit: Baht)

	Consolidated/ Separate financial statements
Cost	
1 January 2021	6,752,390
Additions	299,480
31 December 2021	7,051,870
Additions	848,920
31 December 2022	7,900,790
Accumulated amortisation	
1 January 2021	1,765,244
Amortisation for the year	682,605
31 December 2021	2,447,849
Amortisation for the year	676,944
31 December 2022	3,124,793
Net book value	
31 December 2021	4,604,021
31 December 2022	4,775,997
Amortisation for the year	
2021 (included in the administrative expenses)	682,605
2022 (included in the administrative expenses)	676,944

15. Bank overdrafts and short-term loans from financial institutions

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

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

Short-term loan from financial institutions of the Company is subject to interest at the rate of 11.5% per annum. The short-term loan is guaranteed by the pledge of the Company's ordinary shares which is owned by shareholder, amounting to 110 million shares.

16. Trade and other payables

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
Trade payables - unrelated parties	20,750,311	95,249,882	1,026,400	1,311,361
Other payables and advance from related parties (Note 6)	929,016	2,151,337	24,882,797	312,000
Other payables - unrelated parties	26,159,707	15,039,604	1,309,865	1,021,588
Interest payable - related party (Note 6)	-	-	131,291	-
Accrued cost of land	-	550,000,000	-	-
Accrued expenses	39,662,261	11,448,991	19,611,860	5,528,411
Total	<u>87,501,295</u>	<u>673,889,814</u>	<u>46,962,213</u>	<u>8,173,360</u>

17. Long-term loans from financial institutions

The details of long-term loans from financial institutions as at 31 December 2022 and 2021 were summarised below.

Significant terms and conditions of loan agreements					Consolidated financial statements		Separate financial statements	
No.	Credit facilities (Thousand Baht)	Repayment term	Collateral	Interest rate (percent per annum)	2022	2021	2022	2021
The Company								
1.	2,900	The principal is to be repaid in 12 monthly installments. The first installment will be paid in the 13th month from the loan receipt date.	Unrelated party	2%	1,206,000	2,900,000	1,206,000	2,900,000
Subsidiaries								
Hua Hin Alpha 71 Co., Ltd.								
2.	1,320,000	Repayment of principal upon redemption of residential condominium unit sold at the rate of 75% of the selling price and not less than amount as stated in the agreement and within 2023	The mortgage of land and construction thereon	Year 1: MLR-2.00 and thereafter MLR-1.50	-	939,426,349	-	-
Hua Hin Sky Living Co., Ltd.								
3.	870,000	Repayment of principal upon redemption of residential condominium unit sold at the rate of 70% of the selling price or not less than amount as calculated by the selling price at Baht 89,420 per square meter	The mortgage of land and construction thereon	Year 1: MLR-2.00 and thereafter MLR-1.50	110,000,000	100,000,000	-	-
Proud Horseshoe Co., Ltd.								
4.	172,700	Repayment of principal upon redemption of each unit of property to be sold and title deed of each project at the rate of 75% of the selling price and not less than amount as stated in the agreement and within 2023	The mortgage of land and construction thereon	Year 1 - 2: MLR-2.00 and thereafter MLR-1.50	110,401,345	100,000,000	-	-

(Unit: Baht)

No.	Credit facilities (Thousand Baht)	Significant terms and conditions of loan agreements			Consolidated financial statements		Separate financial statements	
		Repayment term	Collateral	Interest rate (percent per annum)	2022	2021	2022	2021
Convent Beta Co., Ltd.								
5.	1,680,000	Repayment of principal upon redemption of residential condominium unit sold at the rate of 70% of the selling price and not less than amount as stated in the agreement and within 2026	The mortgage of land and construction thereon	MLR-1.50	778,383,394	220,000,000	-	-
Total					999,990,739	1,362,326,349	1,206,000	2,900,000
Less: Deferred front end fee					(7,393,864)	(3,638,173)	-	-
Add: Finance cost - Interest expenses on borrowings					-	2,157,968	-	-
Net					992,596,875	1,360,846,144	1,206,000	2,900,000
Less: Current portion					(1,206,000)	(101,936,000)	(1,206,000)	(1,936,000)
Long-term loans - net of current portion					991,390,875	1,258,910,144	-	964,000

Movements of the long-term loans account during the years ended 31 December 2022 and 2021 were summarised below.

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
Beginning balance	1,360,846,144	838,695,400	2,900,000	-
Additional borrowings	958,658,313	522,326,349	-	2,900,000
Amortisation of front end fee	2,865,405	1,925,096	-	-
Finance cost - Interest expenses on borrowings	(2,157,968)	408,278	-	-
Repayments	(1,320,993,923)	-	(1,694,000)	-
Front end fee	(6,621,096)	(2,508,979)	-	-
Ending balance	<u>992,596,875</u>	<u>1,360,846,144</u>	<u>1,206,000</u>	<u>2,900,000</u>

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

As at 31 December 2022, the loan facilities of the subsidiaries which have not yet been drawn down amounted to Baht 1,724 million (2021: Baht 1,068 million).

18. Leases

The Group as a lessee

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

a) Right-of-use assets

Movement of right-of-use assets for the years ended 31 December 2022 and 2021 are summarised below:

(Unit: Baht)

	Consolidated financial statements			
	Land	Buildings	Motor vehicles	Total
1 January 2021	-	12,634,785	2,679,889	15,314,674
Additions	-	11,012,572	-	11,012,572
Disposals	-	(10,918,122)	(1,142,999)	(12,061,121)
Depreciation for the year	-	(10,656,368)	(642,249)	(11,298,617)
Accumulated depreciation on disposals	-	7,940,452	204,061	8,144,513
31 December 2021	-	10,013,319	1,098,702	11,112,021
Additions	7,709,155	-	-	7,709,155
Depreciation for the year	(1,713,145)	(6,237,578)	(612,824)	(8,563,547)
31 December 2022	5,996,010	3,775,741	485,878	10,257,629

(Unit: Baht)

	Separate financial statements		
	Buildings	Motor vehicles	Total
1 January 2021	5,686,889	2,679,889	8,366,778
Disposals	-	(1,142,999)	(1,142,999)
Depreciation for the year	(3,274,697)	(642,249)	(3,916,946)
Accumulated depreciation on disposals	-	204,061	204,061
31 December 2021	2,412,192	1,098,702	3,510,894
Depreciation for the year	(2,412,189)	(612,824)	(3,025,013)
31 December 2022	3	485,878	485,881

b) Lease liabilities

(Unit: Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	2022	2021	2022	2021
Lease payments	10,094,729	9,558,247	512,100	2,868,684
Less: Deferred interest expenses	(421,905)	(294,823)	(11,747)	(92,291)
Total	9,672,824	9,263,424	500,353	2,776,393
Less: Portion due within one year	(6,112,415)	(5,990,042)	(500,353)	(2,276,040)
Lease liabilities - net of current portion	3,560,409	3,273,382	-	500,353

Movements of the lease liability account during the years ended 31 December 2022 and 2021 are summarised below.

(Unit: Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	2022	2021	2022	2021
Balance at beginning of year	9,263,424	13,459,038	2,776,393	6,373,387
Additions	7,709,155	6,292,193	-	-
Decrease	-	(3,097,815)	-	-
Accretion of interest	443,764	686,382	80,544	279,380
Repayment	(7,743,519)	(8,076,374)	(2,356,584)	(3,876,374)
Balance at end of year	9,672,824	9,263,424	500,353	2,776,393

A maturity analysis of lease payments is disclosed in Note 31.1 under the liquidity risk.

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

(Unit: Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	2022	2021	2022	2021
Depreciation expense of right-of-use assets	8,563,547	11,298,617	3,025,013	3,916,946
Interest expense on lease liabilities	443,764	686,382	80,544	279,380
Expense relating to short-term leases	2,938,898	627,911	2,117,831	208,105
Expense relating to leases of low-value assets	284,793	96,000	174,077	96,000

d) Others

The Group had total cash outflows for leases for the year ended 31 December 2022 of Baht 11 million (2021: Baht 8 million) (Separate financial statements: Baht 5 million (2021: Baht 4 million)), including the cash outflow related to short-term lease, leases of low-value assets and variable lease payments that do not depend on an index or a rate.

19. Deferred revenue from sale of real estate

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

			(Unit: Baht)	
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
Proud Real Estate Public Co., Ltd.	-	8,303,932	-	8,303,932
Hua Hin Alpha 71 Co., Ltd.	345,682,361	649,081,391	-	-
Hua Hin Sky Living Co., Ltd.	<u>54,284,455</u>	<u>-</u>	<u>-</u>	<u>-</u>
Total	<u>399,966,816</u>	<u>657,385,323</u>	<u>-</u>	<u>8,303,932</u>

20. Cumulative and redeemable preference shares

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

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

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

The right to receive a return of capital	In the event of company dissolution and liquidation, preference shareholders have the right to receive capital return of preference shares and accrued dividend payable of preference shares (if any) at their residual value prior to liquidation before ordinary shareholders.
Redemption of preference shares	<p data-bbox="699 465 1302 499"><u>Redemption of preference shares within 1 year</u></p> <p data-bbox="699 517 1437 741">The Company and Hua Hin Alpha 71 Co., Ltd. shall redeem the preference shares, either partially or entirely, within 1 year from the date of completion of the transaction. The investors will receive a return on the preference shares at the rate of Baht 7.5 per share. (excluding the tax payable of the investors).</p> <p data-bbox="699 759 1437 828"><u>Redemption of preference shares after the maturity of 1 year but less than 3 years</u></p> <p data-bbox="699 846 1437 916">(a) In case Hua Hin Alpha 71 Co., Ltd. has sufficient retained earnings.</p> <ol data-bbox="746 934 1437 1283" style="list-style-type: none"> <li data-bbox="746 934 1437 1081">(1) Hua Hin Alpha 71 Co., Ltd. will pay dividends and accumulated accrued dividends of preference shares (if any) to investors (net of withholding tax). <li data-bbox="746 1099 1437 1283">(2) Then on the same day, the Company will exercise its right to purchase, either partially or entirely, the preference shares from investors at a price equal to the par value of the shares plus a portion of the legal reserve. <p data-bbox="699 1301 1437 1370">(b) In case Hua Hin Alpha 71 Co., Ltd. has insufficient retained earnings</p> <ol data-bbox="746 1388 1437 2029" style="list-style-type: none"> <li data-bbox="746 1388 1437 1572">(1) Hua Hin Alpha 71 Co., Ltd. will pay dividends and accumulated accrued dividends of preference shares (if any) to the investors in the amount that can be afforded (net of withholding tax). <li data-bbox="746 1590 1437 2029">(2) Then on the same day, the Company will exercises its right to purchase, either partially or entirely, the preference shares from investors in the same proportions at the price equal to the sum of (1) the par value of the shares (2) the legal reserve (3) the amount of unpaid dividends and accumulated accrued dividends of preference shares and (4) the net of the capital gains tax minus withholding tax at the rate of 10%, as the investors are obligated on tax payable for the accumulated dividend of the preference shares.

Redemption of preference shares at maturity of 3 years

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

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

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

As a result of the economic recovery from the impacts of the COVID-19 pandemic, the transfer of ownership of residential condominium units by 2022 will be delayed. Nevertheless, the subsidiary is confident that it will be able to redeem the said preferred shares from the transfer of ownership of residential condominium units within 2023.

Movements of cumulative and redeemable preference shares net from the transaction cost for issuance of the cumulative and redeemable preference shares for the year ended 31 December 2022 were summarised below.

(Unit: Baht)		
	Consolidated financial statements	
	2022	2021
Balance at beginning of year	611,404,406	-
Add: Issuing during the year	-	-
Related persons (Note 6)	-	18,000,000
Unrelated parties	-	582,000,000
Total	-	600,000,000
Amortisation of transaction cost for issuance of cumulative and redeemable preference shares	2,650,389	1,203,761
Financial cost - Return on cumulative and redeemable preference shares	49,684,931	14,054,796
Less: Transaction cost for issuance of cumulative and redeemable preference shares	-	(3,854,151)
Balance at end of year	663,739,726	611,404,406

21. Provision for long-term employee benefits

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

(Unit: Baht)		
	Consolidated/Separate financial statements	
	2022	2021
Provision for long-term employee benefits at beginning of year	2,051,392	1,137,861
Included in profit or loss:		
Current service cost	1,284,802	639,286
Interest cost	45,541	16,954
Included in other comprehensive income:		
Actuarial gain (loss) arising from		
Financial assumptions changes	-	(96,923)
Experience adjustments	-	354,214
Provision for long-term employee benefits at end of year	3,381,735	2,051,392

As at 31 December 2022, the weighted average duration of the liabilities for long-term employee benefit is 12 years (2021: 12 years) (Separate financial statements: 12 years (2021: 12 years)).

Significant actuarial assumptions are summarised as follows:

	(Unit: % per annum)	
	Consolidated/Separate financial statements	
	2022	2021
Discount rate	2.22	2.22
Salary increase rate	5.00	5.00
Staff turnover rate	5.73 - 68.76	5.73 - 68.76

The result of sensitivity analysis for significant assumptions that affect the present value of the long-term employee benefit obligation as at 31 December 2022 and 2021 are summarised below.

	(Unit: Baht)			
	Consolidated/Separate financial statements			
	2022		2021	
	Increase 0.5%	Decrease 0.5%	Increase 0.5%	Decrease 0.5%
Discount rate	(129,971)	138,182	(86,848)	92,681
Salary increase rate	Increase 1.0%	Decrease 1.0%	Increase 1.0%	Decrease 1.0%
	298,617	(268,108)	178,215	(159,727)
Staff turnover rate	Increase 20.0%	Decrease 20.0%	Increase 20.0%	Decrease 20.0%
	(442,166)	579,418	(266,588)	352,199

22. Share premium

Pursuant to Section 51 of the Public Limited Companies Act B.E. 2535, in case the Company intends to offer share for sale at a price higher than the registered per value, the Company is required to appropriate the amount in excess of the par value to the surplus reserve fund. Share premium is not available for dividend distribution.

23. Revenue from contracts with customers

23.1 Revenue recognised to relation to contract balances

During the year 2022, the subsidiary company recognised the items that were included in advance received from customers at the beginning of the year of Baht 414 million as the revenue in the statement of comprehensive income (2021: Nil).

23.2 Revenue to be recognised for the remaining performance obligations

As at 31 December 2022, expected revenue to be recognition in the future relating to performance obligations that are unsatisfied (or partially unsatisfied) of contracts with customers are as follows:

(Unit: Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	2022	2021	2022	2021
Nature of business:				
Real estate development	1,390,880,635	2,961,709,811	-	8,588,000

The Group expects to satisfy the performance obligations within 3 years.

However, the revenue recognised in the future are subject to several internal and external factors including ability to make installment payments by customers and getting approved credit facilities from banks, the progression of projects construction of the Group and also economic and political conditions.

24. Finance cost

(Unit: Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	2022	2021	2022	2021
Interest expenses on borrowings	15,780,364	899,358	4,911,877	836,713
Interest expenses on lease liabilities	443,764	686,382	80,544	279,380
Return on cumulative and redeemable preference shares	52,335,320	15,258,557	-	-
Others	214,207	309,872	114,970	164,964
Total	68,773,655	17,154,169	5,107,391	1,281,057

25. Expenses by nature

Significant expenses by nature are as follows:

(Unit: Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	2022	2021	2022	2021
Construction infrastructure and design expenses	747,527,235	-	2,141,146	-
Land cost	627,806,010	-	1,641,624	-
Salaries, wages and other employee benefits	82,320,663	49,811,429	82,320,663	49,811,429
Transfer and commission fee	40,218,345	-	1,434,588	-
Promotion and advertising expenses	88,297,738	1,828,725	5,475,868	1,685,702
Rental and service expenses	3,112,975	2,874,500	2,291,908	1,503,707
Depreciation and amortisation expenses	17,672,228	15,700,040	5,771,673	6,666,544

26. Income tax

Income tax expenses (income) for the years ended 31 December 2022 and 2021 are made up as follows:

(Unit: Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	2022	2021	2022	2021
Current income tax				
Current income tax charge	57,605,105	-	-	-
Deferred tax				
Relating to origination and reversal of temporary differences	18,115,942	(18,272,490)	(507,120)	27,989
Income tax expenses (income) reported in profit or loss	<u>75,721,047</u>	<u>(18,272,490)</u>	<u>(507,120)</u>	<u>27,989</u>

The amounts of income tax relating to each component of other comprehensive income for the years ended 31 December 2022 and 2021 are as follows:

(Unit: Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	2022	2021	2022	2021
Deferred tax on actuarial losses	-	(51,458)	-	(51,458)

The reconciliation between accounting profit (loss) and income tax expenses (income) was shown below.

(Unit: Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	2022	2021	2022	2021
Accounting profit (loss) before tax	304,241,719	(115,509,704)	18,934,696	(2,222,064)
Applicable tax rate	20%	20%	20%	20%
Accounting profit (loss) before tax multiplied by income tax rate	60,848,344	(23,101,941)	3,786,939	(444,413)
Effects of:				
Non-deductible expenses	15,877,206	4,544,727	3,195,329	981,703
Deferred tax assets not recognised	(161,636)	(967,786)	(161,636)	(967,786)
Decrease in recognition of deferred tax assets	-	461,153	-	438,098
Unused tax loss increased (decreased)	(842,867)	791,357	(7,327,752)	20,387
Income tax expenses (income) reported in profit or loss	75,721,047	(18,272,490)	(507,120)	27,989

The components of deferred tax assets are as follows:

(Unit: Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	2022	2021	2022	2021
Deferred tax assets				
Allowance for expected credit losses - retention	1,596,929	1,596,928	1,596,929	1,596,928
The difference between book and tax accounting net revenue	169,102	322,865	(34,726)	(101,682)
Provision for long-term employee benefits	676,347	410,278	676,347	410,278
Provision for decommissioning costs	1,326,917	809,292	657,695	483,601
Unused tax loss	7,711,564	23,997,038	-	-
Interest on loan from parent company capitalised as project costs	15,605,291	18,065,691	-	-
Total	27,086,150	45,202,092	2,896,245	2,389,125

As at 31 December 2022, the Group has deductible temporary differences Baht 1 million (2021: Baht 2 million) (Separate financial statements: Baht 1 million (2021: Baht 2 million)) and unused tax losses which will expire in 2023 - 2027 totaling Baht 35 million (2021: Baht 53 million) (Separate financial statements: Baht 6 million (2021: Baht 48 million)), on which deferred tax assets have not been recognised as the Group believes that the future taxable profits may not be sufficient to allow utilisation of the temporary differences and unused tax losses.

27. Earnings per share

Basic earnings (loss) per share is calculated by dividing profit (loss) for the year attributable to equity holders of the Company (excluding other comprehensive income) by the weighted average number of ordinary shares in issue during the year.

28. Segment information

Operating segment information is reported in a manner consistent with the internal reports that are regularly reviewed by the chief operating decision maker in order to make decisions about the allocation of resources to the segment and assess its performance.

The Group is principally engaged in the development of real estate segment. Its operations are carried on only in Thailand. Segment performance is measured based on operating profit or loss, on a basis consistent with that used to measure operating profit or loss in the financial statements. As a result, all of the revenues, operating profits and assets as reflected in these financial statements pertain exclusively to the aforementioned reportable operating segment and geographical area.

The chief operating decision maker monitors the operating results of the business units separately for the purpose of making decisions about resource allocation and assessing performance. Segment performance is measured based on operating profit or loss and total assets and on a basis consistent with that used to measure operating profit or loss and total assets in the financial statements.

The basis of accounting for any transactions between reportable segments is consistent with that for third party transactions.

Geographic information

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

Main customers

For the years 2022 and 2021, the Group has no major customer with revenue of 10 percent or more of an entity's revenues.

29. Provident fund

The Company and its employees have jointly established a provident fund in accordance with the Provident Fund Act B.E. 2530. The Company contributed to the fund monthly at the rate of 5 percent of basic salary and its employees contributed to the fund monthly at the rate of 3 percent to 15 percent of basic salary. The fund, which is managed by Kasikorn Asset Management Co., Ltd., will be paid to the employees upon termination in accordance with the fund rules. The contributions for the year 2022 amounting to approximately Baht 1 million (2021: Baht 1 million) were recognised as expenses.

30. Commitments and contingent liabilities

30.1 As at 31 December 2022, the Group had commitments in respect of service agreements payable in the future, which the terms of the agreements are generally between 1 and 3 years, of approximately Baht 21 million (2021: Baht 6 million) (Separate financial statements: Baht 19 million (2021: Baht 1 million)).

30.2 Commitments with respect to project development and related services

The Group had commitments in respect of property development cost and related services totaling Baht 257 million (2021: Baht 601 million) (Separate financial statements: Nil (2021: Baht 0.2 million)).

30.3 Guarantees

- (1) As at 31 December 2022, the Company has guaranteed bank credit facilities of its subsidiaries amounting to Baht 2,823 million (2021: Baht 3,833 million).
- (2) As at 31 December 2022, there were outstanding bank guarantees of approximately Baht 0.3 million (2021: Baht 0.3 million) issued by banks on behalf of the Company to guarantee contractual performance.

30.4 Other commitment

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

31. Financial instruments

31.1 Financial risk management objectives and policies

The Group's financial instruments principally comprise cash and cash equivalents, trade receivables, trade payables, loans, short-term borrowings, cumulative and redeemable preference shares and long-term loans. The financial risks associated with these financial instruments and how they are managed is described below.

Credit risk

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

Trade receivables and contract assets

The Group manages the risk by adopting appropriate credit control policies and procedures and therefore does not expect to incur material financial losses. Outstanding trade receivables and contract assets are regularly monitored. In addition, the Group does not have high concentrations of credit risk since it has a large number of customers.

An impairment analysis is performed at each reporting date to measure expected credit losses. The provision rates are based on days past due for groupings of various customer segments with similar credit risks. The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions.

Financial instruments and cash deposits

The Group manages the credit risk from balances with banks and financial institutions by making investments only with approved counterparties and within credit limits assigned to each counterparty. Counterparty credit limits are reviewed by the Company's Board of Directors, and may be updated throughout the year subject to approval of the Company's Board of Directors. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through a counterparty's potential failure to make payments.

Market risk

Interest rate risk

The Group's exposure to interest rate risk relates primarily to its deposits with banks, overdrafts, short-term loans, loans and borrowings. Most of the Group's financial assets and liabilities bear floating interest rates or fixed interest rates which are close to the market rate.

As at 31 December 2022 and 2021, significant financial assets and liabilities classified by type of interest rate are summarised in the table below, with those financial assets and liabilities that carry fixed interest rates further classified based on the maturity date, or the repricing date if this occurs before the maturity date.

(Unit: Baht)

	Consolidated financial statements					
	31 December 2022					
	Fixed interest rate		Floating interest rate	Non-Interest bearing	Total	Effective interest rate (% per annum)
	Within 1 year	1 - 5 years				
Financial assets						
Cash and cash equivalents	-	-	198,861,038	361,921	199,222,959	0.20 to 0.55
Trade and other receivables	-	-	-	106,070,004	106,070,004	-
Restricted bank deposits	-	-	192,366	-	192,366	0.20 to 0.55
Other financial assets	-	-	-	2,412,912	2,412,912	
	-	-	199,053,404	108,844,837	307,898,241	
Financial liabilities						
Bank overdrafts and short-term loans from financial institutions	-	-	85,116,053	-	85,116,053	MOR and 11.5
Trade and other payables	-	-	-	87,501,295	87,501,295	-
Long-term loans	1,206,000	-	991,390,875	-	992,596,875	2 and MLR-2.00 to MLR-1.50
Cumulative and redeemable preference shares	663,739,726	-	-	-	663,739,726	10
Retention payable	-	-	-	58,539,790	58,539,790	-
	664,945,726	-	1,076,506,928	146,041,085	1,887,493,739	

(Unit: Baht)

Consolidated financial statements						
31 December 2021						
	Fixed interest rate		Floating	Non-interest	Total	Effective
	Within 1 year	1 - 5 years	interest rate	bearing		interest rate
						(% per annum)
Financial assets						
Cash and cash equivalents	-	-	287,888,502	742,317	288,630,819	0.05 to 0.25
Other receivables	-	-	-	258,171	258,171	-
Restricted bank deposits	-	-	191,890	-	191,890	0.25 to 0.75
Other financial assets	-	-	-	1,315,615	1,315,615	-
	-	-	288,080,392	2,316,103	290,396,495	
Financial liabilities						
Bank overdrafts and short-term loans from financial institutions	-	-	19,678,365	-	19,678,365	MOR
Trade and other payables	-	-	-	673,889,814	673,889,814	-
Long-term loans	-	2,900,000	1,357,946,144	-	1,360,846,144	2 and MLR-2.00 to MLR-1.50
Cumulative and redeemable preference shares	611,404,406	-	-	-	611,404,406	8.14
Retention payable	-	-	-	45,031,488	45,031,488	-
	611,404,406	2,900,000	1,377,624,509	718,921,302	2,710,850,217	

(Unit: Baht)

Separate financial statements					
31 December 2022					
	Fixed interest rate 1 - 5 years	Floating interest rate	Non-interest bearing	Total	Effective interest rate
					(% per annum)
Financial assets					
Cash and cash equivalents	-	4,098,211	98,879	4,197,090	0.20 to 0.55
Other receivables	-	-	86,854,615	86,854,615	-
Short-term loans to related parties	-	468,900,400	-	468,900,400	MLR-0.50
Long-term loans to related party	-	100,000,000	-	100,000,000	MLR-0.50
Restricted bank deposits	-	192,366	-	192,366	0.20 to 0.75
Other financial assets	-	-	1,706,192	1,706,192	-
	-	573,190,977	88,659,686	661,850,663	
Financial liabilities					
Bank overdrafts and short-term loans from financial institutions	-	71,323,566	-	71,323,566	MOR and 11.5
Trade and other payables	-	-	46,962,213	46,962,213	-
Long-term loan	1,206,000	-	-	1,206,000	2
Retention payable	-	-	13,933,921	13,933,921	-
	1,206,000	71,323,566	60,896,134	133,425,700	

(Unit: Baht)

	Separate financial statements				
	31 December 2021				
	Fixed interest	Floating	Non-interest	Total	Effective
	rate 1 - 5 years	interest rate	bearing		interest rate
					(% per annum)
Financial assets					
Cash and cash equivalents	-	9,356,393	106,772	9,463,165	0.05 to 0.25
Other receivables	-	-	30,607,562	30,607,562	-
Short-term loans to related parties	-	462,065,400	-	462,065,400	MLR - 0.50
Long-term loans to related party	-	100,000,000	-	100,000,000	MLR - 0.50
Restricted bank deposits	-	191,890	-	191,890	0.25 to 0.75
Other financial assets	-	-	1,198,005	1,198,005	-
	-	571,613,683	31,912,339	603,526,022	
Financial liabilities					
Bank overdrafts and short-term loans from financial institutions	-	14,725,197	-	14,725,197	MOR
Trade and other payables	-	-	8,173,360	8,173,360	-
Long-term loan	2,900,000	-	-	2,900,000	2
Retention payable	-	-	14,023,745	14,023,745	-
	2,900,000	14,725,197	22,197,105	39,822,302	

Interest rate sensitivity

The following table demonstrates the sensitivity of the Group's loss before tax to a reasonably possible change in interest rates on that portion of Bank overdrafts and short-term loans from financial institutions, overdrafts and long-term loans affected as at 31 December 2022 and 2021.

Currency	2022		2021	
	Effect to profit before		Effect to loss before	
	Increase (decrease)	tax increase (decrease)	Increase (decrease)	tax (increase) decrease
	(%)	(Baht)	(%)	(Baht)
Baht	0.5	(5,382,535)	0.5	(6,888,123)
	(0.5)	5,382,535	(0.5)	6,888,123

Liquidity risk

The Group need liquidity to meet its obligations and is responsible for its own cash balances and the raising of internal and external credit lines to cover the liquidity needs. The Group monitors the risk of a shortage of liquidity position by recurring liquidity planning an adequate level of cash and cash equivalent, unused committed and uncommitted credit lines with various banks to meet its liquidity requirements.

The table below summarises the maturity profile of the Group's non-derivative financial liabilities as at 31 December 2022 and 2021 based on contractual undiscounted cash flows:

(Unit: Baht)

	Consolidated financial statements			
	31 December 2022			
	On demand	Less than 1 year	1 to 5 years	Total
Non-derivatives				
Bank overdrafts and short-term loans				
from financial institutions	85,116,053	-	-	85,116,053
Trade and other payables	-	87,501,295	-	87,501,295
Lease liabilities	-	6,414,729	3,680,000	10,094,729
Long-term loans	-	1,206,000	998,784,739	999,990,739
Cumulative and redeemable preference shares	-	680,744,562	-	680,744,562
Retention payable	-	16,319,799	42,219,991	58,539,790
Total non-derivatives	<u>85,116,053</u>	<u>792,186,385</u>	<u>1,044,684,730</u>	<u>1,921,987,168</u>

(Unit: Baht)

	Consolidated financial statements			
	31 December 2021			
	On demand	Less than 1 year	1 to 5 years	Total
Non-derivatives				
Bank overdrafts and short-term loans				
from financial institutions	19,678,365	-	-	19,678,365
Trade and other payables	-	673,889,814	-	673,889,814
Lease liabilities	-	6,214,520	3,343,727	9,558,247
Long-term loans	-	152,318,454	1,309,627,708	1,461,946,162
Cumulative and redeemable preference shares	-	645,000,000	-	645,000,000
Retention payable	-	25,918,359	19,113,129	45,031,488
Total non-derivatives	<u>19,678,365</u>	<u>1,503,341,147</u>	<u>1,332,084,564</u>	<u>2,855,104,076</u>

(Unit: Baht)

	Separate financial statements			
	31 December 2022			
	On demand	Less than 1 year	1 to 5 years	Total
Non-derivatives				
Bank overdrafts and short-term loans				
from financial institutions	71,323,566	-	-	71,323,566
Trade and other payables	-	46,962,213	-	46,962,213
Lease liabilities	-	512,100	-	512,100
Long-term loan	-	1,206,000	-	1,206,000
Retention payable	-	13,933,921	-	13,933,921
Total non-derivatives	71,323,566	62,614,234	-	133,937,800

(Unit: Baht)

	Separate financial statements			
	31 December 2021			
	On demand	Less than 1 year	1 to 5 years	Total
Non-derivatives				
Bank overdrafts and short-term loans				
from financial institutions	14,725,197	-	-	14,725,197
Trade and other payables	-	8,173,360	-	8,173,360
Lease liabilities	-	2,356,584	512,100	2,868,684
Long-term loan	-	1,993,842	983,809	2,977,651
Retention payable	-	14,023,745	-	14,023,745
Total non-derivatives	14,725,197	26,547,531	1,495,909	42,768,637

31.2 Fair values of financial instruments

Since the majority of the Group's financial instruments are short-term in nature or carrying interest at rates close to the market interest rates, their fair value is not expected to be materially different from the amounts presented in the statement of financial position.

32. Capital management

The primary objective of the Group's capital management is to ensure that it has appropriate capital structure in order to support its business and maximise shareholder value.

The Group manages its capital position with reference to its net debt-to-equity ratio in order to comply with a condition in loan agreement, which requires the Group to maintain the net debt to equity ratio not exceeding 3.25:1 (2021: 2:1).

The Group's net debt used to calculate the above financial ratio is the net value of interest bearing liabilities minus with cash and/or cash equivalent in the consolidated financial statements.

The Group's equity used to calculate the above financial ratio is the shareholders' equity in the consolidated financial statements.

No changes were made in the objectives, policies or processes during the years ended 31 December 2022 and 2021.

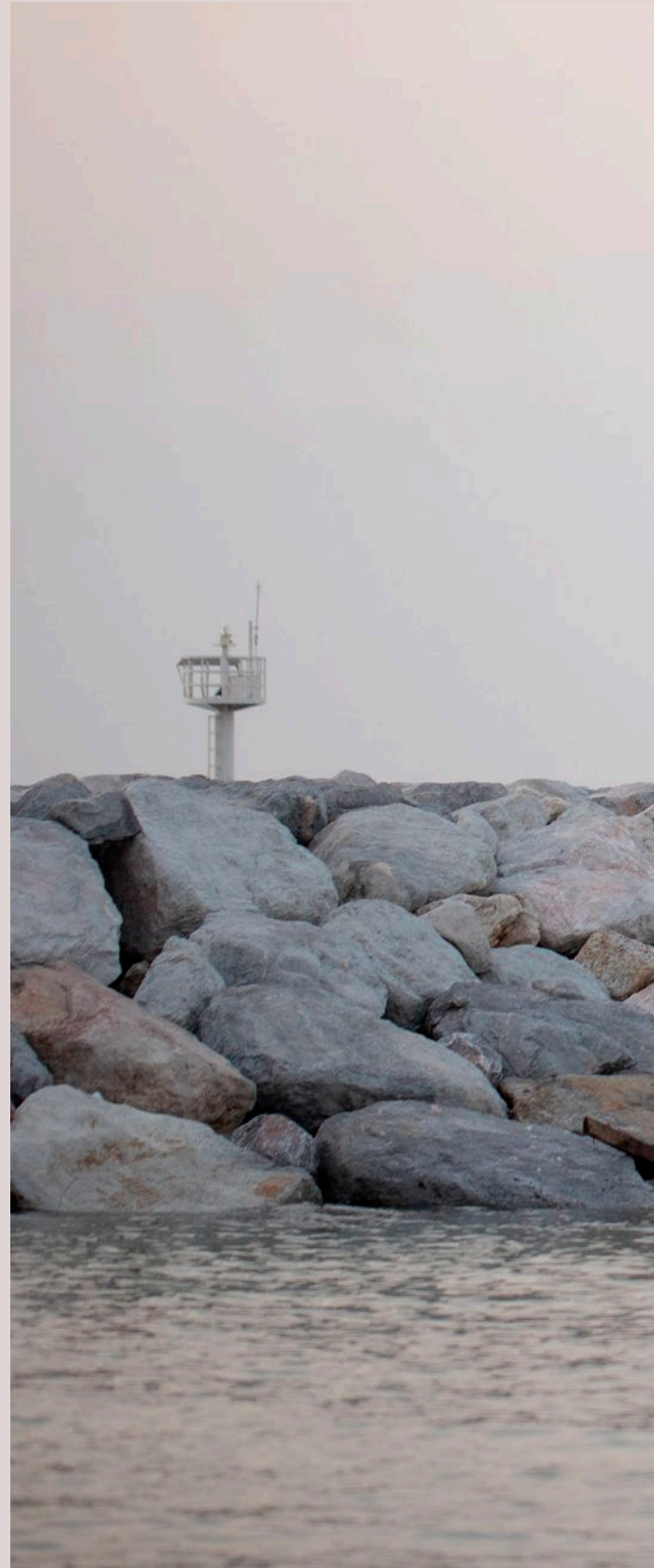
33. Approval of financial statements

These financial statements were authorised for issue by the Company's Board of Directors on 20 February 2023.



ATTACHMENT

Attachment 1	The information of Board of Directors, Executives, Controlling Persons who was appointed as the top Executive of the finance and accounting function, Vice President and Company Secretary	184
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ATTACHMENT 1 : THE INFORMATION OF BOARD OF DIRECTORS, EXECUTIVES, CONTROLLING PERSONS WHO WAS APPOINTED AS THE TOP EXECUTIVE OF THE FINANCE AND ACCOUNTING FUNCTION, VICE PRESIDENT AND COMPANY SECRETARY

Further details are as shown in page 16-26, 101

ATTACHMENT 2 : THE INFORMATION OF BOARD OF SUBSIDIARIES

Directors	Subsidiaries					
	Proud Real Estate PLC.	Hua Hin Alpha 71 Co.,Ltd.	Hua Hin Sky Living Co.,Ltd.	Convent Beta Co.,Ltd.	Proud Horseshoe Co.,Ltd.	Prompt Solution Management Co.,Ltd.
1. Mr.Anuwat Maytheewibulwut	x					
2. Mr.Verapong Chaiperm	/, //					
3. Mr. Pasu Liptapanlop	/, //	/	/	/	/	
4. Ms.Proudputh Liptapanlop	/, //	/	/	/	/	
5. Mr. Anucha Sihanatkathakul	/					
6. Ms. Anchalee Bunsongsikul	/					
7. Mr. Dan Zonmani	/					
8. Mr.Pumipat Sinacharoen	/, //	/	/	/	/	
9. Mr. Chisarat Surakarn		/	/	/		/
10. Mr. Kitiwat Chinrangkhakun					/	
11. Ms. Natarin Paramawes						/
12. Ms. Naruedee Koslathip						/

Note 1. / = Director, x = Chairman of the Board of Director, // = Executive Director

ATTACHMENT 3 : THE INFORMATION OF EXECUTIVE VICE PRESIDENT, INTERNAL AUDIT OFFICE AND HEAD OF COMPLIANCE

Further details are as shown in page 24-26, 101

ATTACHMENT 4 : BUSINESS ASSETS AND DETAILS ON ASSET VALUATION

Business Assets

Further details are as shown in page 44

Details on Asset Valuation

- None -

ATTACHMENT 5 : CORPORATE GOVERNANCE POLICY AND CODE OF CONDUCT

ส่วนที่ 1 บทนำ

หมวดที่ 1 สารจากประธานกรรมการ

ตามที่ บริษัท พร้าว เรียล เอสเตท จำกัด (มหาชน) ได้มีการเปลี่ยนแปลงที่มีนัยสำคัญ เช่น โครงสร้างการถือหุ้น ชื่อบริษัท กรรมการ ผู้บริหาร รวมถึงนโยบายที่จะมุ่งเน้นการดำเนินธุรกิจพัฒนาอสังหาริมทรัพย์เป็นหลัก บริษัทได้ตระหนักถึงความสำคัญของการกำกับดูแลกิจการที่ดี ดังนั้นที่ประชุมคณะกรรมการ ครั้งที่ 9/2562 ซึ่งประชุมเมื่อวันที่ 14 สิงหาคม 2562 จึงได้มีมติเห็นชอบให้กำหนด วิสัยทัศน์ พันธกิจ และค่านิยมของบริษัทขึ้นใหม่ และได้มีมติเห็นชอบนโยบายการกำกับดูแลกิจการที่ดีฉบับปรับปรุงใหม่ เพื่อให้สอดคล้องกับโครงสร้างการบริหารกิจการในปัจจุบันและสอดคล้องกับหลักการกำกับดูแลกิจการที่ดีสำหรับบริษัทจดทะเบียนปี 2560 ของสำนักงานคณะกรรมการกำกับหลักทรัพย์และตลาดหลักทรัพย์ (CG Code 2017)

ทั้งนี้ คณะกรรมการได้มอบหมายให้ฝ่ายจัดการดำเนินการเกี่ยวกับแนวทางปฏิบัติและรายละเอียดต่างๆ เพื่อให้เป็นไปตามนโยบายการกำกับดูแลกิจการที่ดีและจรรยาบรรณของบริษัทดังกล่าว บริษัทจึงหวังเป็นอย่างยิ่งว่านโยบายการกำกับดูแลกิจการที่ดีและจรรยาบรรณสำหรับกรรมการ ผู้บริหาร และพนักงานของบริษัทฉบับปรับปรุงใหม่ในปี 2562 นี้จะเป็นกลไกที่สำคัญในการพัฒนาบริษัทให้เติบโตอย่างยั่งยืนด้วยความรับผิดชอบต่อชุมชน สังคมและสิ่งแวดล้อมต่อไป



(นายอนุวัฒน์ เมธีวิบูลวุฒิ)
ประธานกรรมการ
14 สิงหาคม 2562

หมวดที่ 2 วิสัยทัศน์ พันธกิจและค่านิยมของบริษัท

วิสัยทัศน์

มุ่งมั่นที่จะสร้าง “รูปแบบการใช้ชีวิต” ที่สร้างความแตกต่าง แต่ยังคงไว้ซึ่งการผสมผสานความสมัยใหม่เข้ากับสิ่งแวดล้อมและธรรมชาติ เพื่อให้สามารถก้าวข้ามรูปแบบทั่วไปของ “การใช้ชีวิต” และสร้างคุณค่าให้กับสังคมในภาพรวม

พันธกิจ

โครงการของบริษัทจะเป็นมากกว่าแค่ที่อยู่อาศัยหรือบ้าน บริษัทต้องการมอบ “รูปแบบการใช้ชีวิต” ที่จะทำให้ชีวิตของทุกคน และสังคมดีขึ้น ด้วยความมุ่งมั่นที่จะท้าทายขอบเขตจินตนาการของทุกคน และขอบเขต “การใช้ชีวิต” ทุกโครงการของบริษัท พราว เรียล เอสเตท จำกัด (มหาชน) จึงมีเป้าหมายที่จะสร้างมาตรฐานใหม่ที่จะทำให้ผู้คนสามารถใช้ชีวิตผ่านบริการที่ไร้ที่ติ ก้าวผ่านข้อจำกัด และเพลิดเพลินไปกับสภาพแวดล้อม

ค่านิยม

P = Purpose

มีจุดประสงค์ และเป้าหมายที่มุ่งมั่น

R = Responsibility

มีความรับผิดชอบทั้งต่อส่วนตัว ต่อเพื่อนร่วมงาน ต่อองค์กร ต่อสังคม ต่อสิ่งแวดล้อม

O = Openness

พร้อมที่จะเรียนรู้ และสร้างความเข้าใจ จากความคิด และประสบการณ์ที่ต่างกัน และช่วยเหลือซึ่งกันและกัน

U = Uniqueness

การทำงานที่ไม่จำเป็นต้องเหมือนที่อื่น ที่ทำให้เรามีประสิทธิภาพมากกว่า มีความคิด ความสามารถ สร้างสรรค์ โครงการที่มีเอกลักษณ์เฉพาะตัว

D = Diligence

ความตั้งใจ มุมานะ ที่มีให้กับทุกๆ รายละเอียดของงาน แม้แต่รายละเอียดเล็กๆ คือสิ่งที่ทำให้โครงการของเราประสบความสำเร็จ

ส่วนที่ 2 นโยบายการกำกับดูแลกิจการที่ดี และจรรยาบรรณสำหรับกรรมการ ผู้บริหาร และพนักงานของบริษัท

หมวดที่ 1 นโยบายและจรรยาบรรณเกี่ยวกับ สิทธิของผู้ถือหุ้นและการปฏิบัติต่อผู้ถือหุ้น อย่างเท่าเทียมกัน

ผู้ถือหุ้นมีสิทธิในความเป็นเจ้าของโดยการควบคุมบริษัท ผ่านการแต่งตั้งคณะกรรมการให้ทำหน้าที่แทนตน และมีสิทธิในการตัดสินใจเกี่ยวกับการเปลี่ยนแปลงที่สำคัญของบริษัท คณะกรรมการตระหนักและคำนึงถึงสิทธิของผู้ถือหุ้นในการดำเนินการใดๆ ของบริษัท รวมถึงส่งเสริมและสนับสนุนให้ผู้ถือหุ้นได้ใช้สิทธิของตนได้อย่างเต็มที่ และไม่ดำเนินการใดๆ อันเป็นการละเมิดหรือลดทอนสิทธิของผู้ถือหุ้น คณะกรรมการจะกำกับดูแลให้การจัดประชุมผู้ถือหุ้นเป็นไปตามกฎหมาย ข้อบังคับ และระเบียบที่เกี่ยวข้องโดยเคร่งครัด โดยคำนึงถึงสิทธิของผู้ถือหุ้นเป็นสำคัญ และละเว้นการกระทำใดๆ อันเป็นการจำกัดการใช้สิทธิของผู้ถือหุ้น รวมทั้ง ผู้ถือหุ้นรายย่อย และผู้ถือหุ้นสถาบัน ทั้งในประเทศและต่างประเทศ ดังนั้น บริษัทจึงมีแนวทางปฏิบัติสำหรับนโยบายและจรรยาบรรณดังต่อไปนี้

1.1 การประชุมผู้ถือหุ้น

1.1.1 ก่อนวันประชุมผู้ถือหุ้น

1. ผู้ถือหุ้นจะได้รับหนังสือเชิญประชุมผู้ถือหุ้นพร้อมเอกสารประกอบการประชุมล่วงหน้าอย่างน้อย 14-21 วัน (หรือตามระยะเวลาอื่นใดตามที่กฎหมายกำหนด) เพื่อให้ผู้ถือหุ้นมีเวลาเพียงพอในการศึกษาข้อมูลล่วงหน้าก่อนการประชุม รวมทั้ง บริษัทจะนำหนังสือเชิญประชุมผู้ถือหุ้นเผยแพร่บนเว็บไซต์ของบริษัทด้วย
2. หนังสือเชิญประชุมผู้ถือหุ้นพร้อมเอกสารประกอบการประชุมจะจัดทำเป็นภาษาไทยและภาษาอังกฤษที่มีข้อมูลและรายละเอียดที่ถูกต้องครบถ้วนเกี่ยวกับวัน เวลา สถานที่จัดประชุมผู้ถือหุ้น ระเบียบวาระการประชุม และความเห็นของคณะกรรมการ
3. ผู้ถือหุ้นทุกรายสามารถเข้าถึงข้อมูลข่าวสารอย่างเท่าเทียมกัน โดยเฉพาะอย่างยิ่งข้อมูลข่าวสารเกี่ยวกับ การประชุมผู้ถือหุ้นและเอกสารประกอบการประชุมที่บริษัทเผยแพร่ผ่านข่าวออนไลน์ของตลาดหลักทรัพย์แห่งประเทศไทย และเว็บไซต์

ของบริษัทที่ www.proudrealestate.co.th ล่วงหน้าก่อนวันประชุมผู้ถือหุ้น

4. บริษัทเปิดโอกาสให้ผู้ถือหุ้นมีสิทธิเสนอเรื่องเข้าสู่ระเบียบวาระการประชุมเพื่อให้ที่ประชุมผู้ถือหุ้นพิจารณาได้ ตามหลักเกณฑ์และวิธีการที่บริษัทเผยแพร่ผ่านข่าวออนไลน์ของตลาดหลักทรัพย์ฯ และเว็บไซต์ของบริษัทที่ www.proudrealestate.co.th
5. บริษัทเปิดโอกาสให้ผู้ถือหุ้นมีสิทธิเสนอชื่อกรรมการใหม่ให้ที่ประชุมผู้ถือหุ้นพิจารณาได้ตามหลักเกณฑ์และวิธีการที่บริษัทเผยแพร่ผ่านข่าวออนไลน์ของตลาดหลักทรัพย์ฯ และเว็บไซต์ของบริษัทที่ www.proudrealestate.co.th
6. ผู้ถือหุ้นที่ไม่สามารถเข้าร่วมประชุมด้วยตนเองสามารถมอบฉันทะให้แก่บุคคลใดบุคคลหนึ่งหรือกรรมการอิสระของบริษัทก็ได้
7. ผู้ถือหุ้นสามารถส่งคำถามล่วงหน้ามายังบริษัทได้ก่อนวันประชุมผู้ถือหุ้นตามหลักเกณฑ์และวิธีการที่บริษัทเผยแพร่ผ่านข่าวออนไลน์ของตลาดหลักทรัพย์ฯ และเว็บไซต์ของบริษัทที่ www.proudrealestate.co.th

1.1.2 วันประชุมผู้ถือหุ้น

1. บริษัทจะนำคอมพิวเตอร์หรือเทคโนโลยีที่ทันสมัยมาใช้ในการลงคะแนนผู้ถือหุ้นที่เข้าร่วมประชุม และนับคะแนนเสียงเพื่อความสะดวกรวดเร็วและความถูกต้องของข้อมูล
2. บริษัทจะจัดทำบัตรลงคะแนนให้แก่ผู้ถือหุ้นเพื่อใช้สิทธิในการลงคะแนนเสียงทุกวาระ
3. ก่อนดำเนินการประชุมเพื่อพิจารณาเรื่องต่างๆ ตามระเบียบวาระการประชุม ผู้ถือหุ้นจะได้รับคำชี้แจงเกี่ยวกับหลักเกณฑ์และวิธีการในการออกเสียงลงคะแนนและการนับคะแนน
4. บริษัทจะไม่เพิ่มหรือสลับปรับเปลี่ยนวาระการประชุมนอกจากที่กำหนดไว้ในหนังสือเชิญประชุมผู้ถือหุ้น และจะไม่เปลี่ยนแปลงข้อมูลที่สำคัญโดยไม่แจ้งให้ผู้ถือหุ้นทราบล่วงหน้า
5. คณะกรรมการและผู้บริหารของบริษัทจะเข้าร่วมประชุมผู้ถือหุ้นทุกครั้ง และจะเปิดโอกาสให้ผู้ถือหุ้นซักถาม แสดงความคิดเห็น และได้รับคำชี้แจงจากกรรมการและผู้บริหารในวาระที่เกี่ยวข้อง

6. บริษัทส่งเสริมและสนับสนุนให้มีบุคคลที่มีความเป็นอิสระมาเป็นผู้สังเกตการณ์ในการตรวจนับคะแนนเสียง ในการประชุมผู้ถือหุ้น และจะเปิดเผยชื่อของบุคคลดังกล่าวให้ที่ประชุมทราบพร้อมบันทึกไว้ในรายงานการประชุมด้วย
7. ตรวจนับคะแนนเสียงและเปิดเผยผลการลงคะแนนเสียงในแต่ละวาระให้ที่ประชุมผู้ถือหุ้นทราบจะกระทำด้วยความโปร่งใสและตรวจสอบได้

1.1.3 หลังการประชุมผู้ถือหุ้น

1. บริษัทจะแจ้งมติที่ประชุมผู้ถือหุ้นและผลการลงคะแนนในแต่ละวาระผ่านข่าวออนไลน์ของตลาดหลักทรัพย์ฯ ไม่เกินเวลา 9.00 น. ของวันทำการถัดจากวันประชุมผู้ถือหุ้น
2. รายงานการประชุมผู้ถือหุ้นจะบันทึกคำชี้แจงในเรื่องกฎเกณฑ์และวิธีการลงคะแนน คำถามของผู้ถือหุ้น พร้อมคำชี้แจงของกรรมการหรือผู้บริหาร และผลการลงคะแนนในแต่ละวาระของผู้ที่เห็นด้วย คัดค้าน และงดออกเสียง รวมทั้งจะบันทึกรายชื่อกรรมการและผู้บริหารที่ลาประชุม
3. บริษัทจะเผยแพร่รายงานการประชุมผู้ถือหุ้นบนเว็บไซต์ของบริษัทที่ www.proudrealestate.co.th ภายใน 14 วันนับจากวันประชุมผู้ถือหุ้นโดยแจ้งให้ผู้ถือหุ้นทราบผ่านข่าวออนไลน์ของตลาดหลักทรัพย์ฯ

1.2 การรักษาความปลอดภัยและความลับของข้อมูลและการป้องกันการใช้อิทธิพลภายในของบริษัท

บริษัทมีนโยบายและจรรยาบรรณให้กรรมการ ผู้บริหาร และบุคลากรของบริษัทรักษาความปลอดภัยและความลับของข้อมูล และห้ามใช้ข้อมูลภายในที่มีสาระสำคัญของบริษัทซึ่งยังไม่ได้เปิดเผยต่อสาธารณชนเพื่อประโยชน์ต่อตนเองหรือผู้อื่น รวมทั้ง การซื้อขายหลักทรัพย์ของบริษัทโดยมีแนวทางปฏิบัติดังนี้

1.2.1 บริษัทกำหนดให้กรรมการและผู้บริหารมีหน้าที่รายงานการถือหลักทรัพย์ของบริษัทที่ถืออยู่ในนามตนเอง คู่สมรส และบุตรที่ยังไม่บรรลุนิติภาวะต่อสำนักงานคณะกรรมการกำกับหลักทรัพย์และตลาดหลักทรัพย์ (“สำนักงาน ก.ล.ด.”) ตามมาตรา 59 แห่งพระราชบัญญัติหลักทรัพย์และตลาดหลักทรัพย์ พ.ศ. 2535 และประกาศที่เกี่ยวข้อง และส่งสำเนารายงานให้แก่บริษัท

1.2.2 บริษัทกำหนดให้กรรมการและผู้บริหารมีหน้าที่รายงานการเปลี่ยนแปลงการถือหลักทรัพย์ของบริษัทที่ถืออยู่ในนามตนเอง คู่สมรส และบุตรที่ยังไม่บรรลุนิติภาวะต่อสำนักงาน ก.ล.ด. ตามมาตรา 59 แห่งพระราชบัญญัติหลักทรัพย์และตลาดหลักทรัพย์ พ.ศ. 2535 และประกาศที่เกี่ยวข้อง และส่งสำเนารายงานให้แก่บริษัท

1.2.3 บริษัทห้ามกรรมการ ผู้บริหาร และพนักงานของบริษัทที่ทราบข้อมูลภายในเปิดเผยข้อมูลต่อบุคคลภายนอกหรือบุคคลที่ไม่มีหน้าที่เกี่ยวข้อง และให้งดการซื้อขายหลักทรัพย์ของบริษัทในช่วงเวลาหนึ่งเดือนก่อนที่บริษัทจะเผยแพร่การขึ้นหรือข้อมูลที่มีนัยสำคัญเกี่ยวกับกิจการของบริษัทต่อสาธารณชน

1.2.4 บริษัทจะเปิดเผยผลการดำเนินงานและข้อมูลข่าวสารที่เป็นสาระสำคัญซึ่งมีผลต่อการเปลี่ยนแปลงราคา ของหลักทรัพย์ และมีผลกระทบต่อการเงินของบริษัทภายใน 45 วันนับจากวันสิ้นไตรมาสและ 60 วันนับจากวันสิ้นงวดบัญชี

หมวดที่ 2 นโยบายและจรรยาบรรณเกี่ยวกับบทบาทของผู้มีส่วนได้เสีย

ผู้มีส่วนได้เสียที่มีส่วนเกี่ยวข้องกับการดำเนินกิจการของบริษัท หมายถึง ผู้ถือหุ้น ลูกจ้าง คู่ค้า เจ้าหนี้ คู่แข่งทางการค้า ชุมชน สังคมและสิ่งแวดล้อม พนักงาน

บริษัทมีนโยบายและจรรยาบรรณในการปฏิบัติต่อผู้มีส่วนได้เสียทุกฝ่ายตามสิทธิของบุคคลเหล่านั้นตามที่กำหนดไว้ในกฎหมายและข้อตกลง บริษัทจะส่งเสริมและสนับสนุนการมีส่วนร่วมของผู้มีส่วนได้เสียทุกฝ่ายเพื่อพัฒนาบริษัทให้เติบโตอย่างยั่งยืนและจะเปิดเผยข้อมูลข่าวสารที่สำคัญให้ผู้มีส่วนได้เสียทราบอย่างเพียงพอ ดังนั้น บริษัทจึงมีแนวทางปฏิบัติสำหรับนโยบายและจรรยาบรรณดังต่อไปนี้

2.1 ความรับผิดชอบต่อผู้ถือหุ้น

2.1.1 บริษัทจะปฏิบัติหน้าที่ให้เป็นไปตามกฎหมาย วัตถุประสงค์ ข้อบังคับ และมติที่ประชุมผู้ถือหุ้นและที่ประชุมคณะกรรมการ

2.1.2 บริษัทจะดำเนินธุรกิจด้วยความซื่อสัตย์สุจริต โปร่งใส เป็นธรรม การตัดสินใจดำเนินการใดๆ ความกระทำด้วยความรอบคอบ ระมัดระวัง โดยคำนึงถึงผลประโยชน์สูงสุดของผู้ถือหุ้น

2.1.3 บริษัทมุ่งมั่นที่จะสร้างความเจริญเติบโตอย่างยั่งยืนให้แก่กิจการของบริษัทอย่างมีคุณภาพและมั่นคงเพื่อผลประโยชน์ที่ดีในระยะยาว

2.1.4 บริษัทจะเคารพสิทธิของผู้ถือหุ้นเพื่อให้ได้รับข้อมูลข่าวสารอย่างเท่าเทียมกัน และเปิดเผยข้อมูลสำคัญ ของบริษัท ทั้งข้อมูลทางการเงิน และข้อมูลที่ไม่ใช่ข้อมูลทางการเงินอย่างถูกต้อง ครบถ้วน ทันเวลา โปร่งใส ผ่านข่าวออนไลน์ของตลาดหลักทรัพย์ และ/หรือเว็บไซต์ของบริษัทที่ www.proudrealestate.co.th

2.2 ความรับผิดชอบต่อลูกค้า

2.2.1 บริษัทมุ่งมั่นที่จะพัฒนาและให้บริการที่มีคุณภาพเพื่อตอบสนองความต้องการของลูกค้า ด้วยความปลอดภัยและเป็นไปตามมาตรฐานที่กำหนดไว้ในราคาที่เหมาะสม และจะส่งมอบสินค้าให้แก่ลูกค้าภายในระยะเวลาที่กำหนดเพื่อความพึงพอใจของลูกค้า

2.2.2 บริษัทจะปฏิบัติตามข้อกำหนดและเงื่อนไขของสัญญา โดยเคร่งครัด หากไม่สามารถปฏิบัติตามข้อสัญญาใดได้ คู่สัญญาจะปรึกษาหารือร่วมกันเพื่อป้องกันความเสียหายที่จะเกิดขึ้น

2.2.3 บริษัทจะไม่เอาเปรียบลูกค้า หรือค้ากำไรเกินควร รวมทั้งจะกำหนดเงื่อนไขทางการค้าอย่างเป็นธรรม

2.2.4 บริษัทจะติดต่อกับลูกค้าด้วยความสุภาพ ด้วยการ ทำงานที่รวดเร็วและมีประสิทธิภาพ และเป็นที่ยอมรับได้ของลูกค้า และจัดให้มีระบบรับเรื่องร้องเรียนจากลูกค้าเพื่อแก้ไขปัญหาให้แก่ลูกค้าและปรับปรุงคุณภาพการให้บริการให้ดียิ่งขึ้น

2.2.5 บริษัทจะรับฟังข้อคิดเห็น หรือข้อเสนอแนะของลูกค้าเป็น ประจำเพื่อนำมาปรับปรุงแก้ไขการให้บริการ

2.2.6 บริษัทจะให้การรับประกันการให้บริการตามเงื่อนไขที่กำหนดไว้

2.2.7 บริษัทจะรักษาข้อมูลความลับของลูกค้าตามข้อกำหนด และเงื่อนไขของสัญญาและจะไม่เปิดเผยข้อมูลความลับของลูกค้า โดยปราศจากความยินยอมเป็นลายลักษณ์อักษรจากลูกค้าก่อน

2.3 ความรับผิดชอบต่อคู่ค้า

2.3.1 ปฏิบัติตามสัญญาและแนวทางปฏิบัติในการจัดซื้อจัดจ้างของบริษัทโดยเคร่งครัด หากไม่สามารถปฏิบัติตามข้อสัญญา หรือแนวทางปฏิบัติในเรื่องใดได้ คู่สัญญาจะปรึกษาหารือร่วมกัน เพื่อป้องกันความเสียหายที่จะเกิดขึ้น

2.3.2 การเจรจาต่อรองในการจัดซื้อจัดจ้างจะต้องเป็นไปอย่าง โปร่งใสและตรวจสอบได้โดยการเปรียบเทียบคุณภาพและราคา

2.3.3 ไม่เรียก ไม่รับ และไม่จ่ายผลประโยชน์ตอบแทนใดๆ โดย ไม่สุจริต หรือนอกเหนือจากการค้าตามปกติ

2.4 ความรับผิดชอบต่อเจ้าหน้าที่

2.4.1 บริษัทจะปฏิบัติตามเงื่อนไขของสัญญาที่ได้ทำไว้กับเจ้าหน้าที่อย่างเคร่งครัด โปร่งใสและเท่าเทียมกัน หากไม่สามารถปฏิบัติตามข้อสัญญาใดได้ คู่สัญญาจะปรึกษาหารือร่วมกันเพื่อป้องกันความเสียหายที่จะเกิดขึ้น

2.4.2 บริษัทจะเปิดเผยฐานะทางการเงินที่ถูกต้องครบถ้วนให้แก่เจ้าหน้าที่ของบริษัทด้วยความซื่อสัตย์สุจริต

2.5 ความรับผิดชอบต่อคู่แข่งทางการค้า

2.5.1 บริษัทจะสนับสนุนการแข่งขันทางการค้าเพื่อผลประโยชน์ของลูกค้า และปฏิบัติตามกฎหมายว่าด้วยการแข่งขันทางการค้าที่เสรีและเป็นธรรม

2.5.2 บริษัทจะไม่แสวงหาข้อมูลที่เป็นความลับของคู่แข่งทางการค้าด้วยวิธีการที่ไม่สุจริต หรือไม่เหมาะสม

2.5.3 บริษัทจะไม่ทำลายชื่อเสียงของคู่แข่งทางการค้าด้วยการแข่งขันทางการค้าที่ไม่เป็นธรรม

2.5.4 บริษัทจะไม่กลั่นแกล้ง หรือทำให้คู่แข่งทางการค้าเสียโอกาสทางการค้าอย่างไม่เป็นธรรม

2.6 ความรับผิดชอบต่อชุมชน สังคมและสิ่งแวดล้อม

2.6.1 บริษัทจะดำเนินธุรกิจด้วยความรับผิดชอบต่อชุมชน สังคมและสิ่งแวดล้อม

2.6.2 บริษัทจะส่งเสริมและสนับสนุนการอนุรักษ์และการใช้ทรัพยากรธรรมชาติและพลังงานในการกระบวนการทำงานอย่างรู้คุณค่า

2.6.3 บริษัทจะส่งเสริมและสนับสนุนให้พนักงานทุกระดับร่วมกันสร้างสรรค์ และร่วมกิจกรรมหรือโครงการ เพื่อพัฒนาชุมชน สังคมและสิ่งแวดล้อม

2.6.4 บริษัทจะปฏิบัติตามกฎหมายว่าด้วยทรัพยากรธรรมชาติ และสิ่งแวดล้อมและกฎหมายอื่นๆ ที่เกี่ยวข้อง อย่างเคร่งครัด

2.7 ความรับผิดชอบต่อพนักงาน

2.7.1 บริษัทจะให้พนักงานได้รับค่าตอบแทนที่เหมาะสมและเป็นธรรมโดยคำนึงถึงความรู้ ความสามารถ ประสบการณ์ ความรับผิดชอบและผลการปฏิบัติงานของพนักงานเป็นสำคัญ

2.7.2 บริษัทจะดูแลรักษาสภาพแวดล้อมในการทำงานให้มีความปลอดภัยต่อชีวิตและทรัพย์สินของพนักงาน

2.7.3 บริษัทจะแต่งตั้งโยกย้าย ให้รางวัลหรือกระทำการใดๆ ต่อพนักงานด้วยความสุจริตใจโดยคำนึงถึงความรู้ความสามารถ ประสบการณ์ ความรับผิดชอบและผลการปฏิบัติงานของพนักงาน เป็นสำคัญ

2.7.4 บริษัทจะส่งเสริมและสนับสนุนให้พนักงานศึกษาหาความรู้เพิ่มเติมอยู่เสมอเพื่อพัฒนาศักยภาพให้มีความรู้ความสามารถ และประสบการณ์ในการทำงานมากยิ่งขึ้นเพื่อการปฏิบัติงานที่มี ประสิทธิภาพและประสิทธิผลที่ดียิ่งขึ้น

2.7.5 บริษัทจะปฏิบัติตามกฎหมายและข้อบังคับเกี่ยวกับด้าน แรงงาน และกฎหมายอื่นๆ ที่เกี่ยวข้องอย่างเคร่งครัด

2.7.6 บริษัทจะรับฟังข้อคิดเห็น ข้อเสนอแนะจากพนักงานทุกระดับชั้นอย่างเสมอภาคและเท่าเทียมกัน

2.7.7 บริษัทจะปฏิบัติต่อพนักงานด้วยความสุภาพและจะเคารพ ศักดิ์ศรีของความเป็นมนุษย์

2.7.8 บริษัทจะจัดให้มีระบบการรับเรื่องร้องเรียนจากพนักงาน เพื่อให้พนักงานทุกฝ่ายได้รับความเป็นธรรม

หมวดที่ 3 นโยบายและจรรยาบรรณเกี่ยวกับการเปิดเผยข้อมูลและความโปร่งใส

บริษัทจะเปิดเผยข้อมูลงบการเงินและข้อมูลที่สำคัญเกี่ยวกับการดำเนินกิจการอย่างถูกต้องครบถ้วนและทันเวลาตามมาตรฐาน การบัญชีที่รับรองโดยทั่วไปผ่านช่องทางออนไลน์ของตลาดหลักทรัพย์ และเว็บไซต์ของบริษัทที่ www.proudrealestate.co.th โดยมี แนวทางปฏิบัติดังนี้

3.1 ข้อมูลที่เปิดเผยต่อนักลงทุนจะต้องมีความถูกต้องและไม่ ทำให้เกิดการสำคัญผิดและเพียงพอต่อการตัดสินใจ ของนักลงทุน

3.2 บริษัทจะรายงานนโยบายการกำกับดูแลกิจการที่ดี การ บริหารความเสี่ยงและประเด็นที่สำคัญในการดำเนินกิจการของ บริษัทพร้อมทั้งการปฏิบัติตามนโยบายดังกล่าวไว้ในรายงาน ประจำปี (แบบ 56-2) ซึ่งจะเผยแพร่ไว้บนเว็บไซต์ของบริษัทที่ www.proudrealestate.co.th

3.3 บริษัทจะจัดทำคำอธิบายและการวิเคราะห์ของฝ่ายจัดการ (Management Discussion and Analysis หรือ MD&A) เพื่อ ประกอบการเปิดเผยงบการเงินทุกไตรมาสเพื่อให้นักลงทุนทราบ ข้อมูลและเข้าใจการเปลี่ยนแปลงที่เกิดขึ้นกับฐานะการเงินและผล การดำเนินงานของบริษัทในแต่ละไตรมาสได้ดียิ่งขึ้น

3.4 บริษัทจะเปิดเผยคำตอบแบบถามกรรมการและผู้สอบบัญชีไว้ใน แบบแสดงรายการข้อมูลประจำปี (แบบ 56-1) และรายงานประจำปี (แบบ 56-2) ซึ่งเผยแพร่ผ่านช่องทางออนไลน์ของตลาดหลักทรัพย์ และเว็บไซต์ของบริษัทที่ www.proudrealestate.co.th

3.5 บริษัทจะเปิดเผยบทบาทหน้าที่ของคณะกรรมการและคณะ กรรมการชุดย่อย จำนวนครั้งของการประชุม และจำนวนครั้งที่ กรรมการแต่ละท่านเข้าร่วมประชุมในปีที่ผ่านมา และความเห็น ของคณะกรรมการจากการทำหน้าที่ไว้ในแบบแสดงรายการข้อมูล ประจำปี (แบบ 56-1) และรายงานประจำปี (แบบ 56-2) ซึ่งเผยแพร่ ผ่านช่องทางออนไลน์ของตลาดหลักทรัพย์ และเว็บไซต์ของบริษัทที่ www.proudrealestate.co.th

หมวดที่ 4 นโยบายและจรรยาบรรณเกี่ยวกับ บทบาทหน้าที่และความรับผิดชอบต่อ คณะกรรมการ ประธานกรรมการ กรรมการ ผู้จัดการใหญ่ และคณะกรรมการชุดย่อย

คณะกรรมการมีความเป็นอิสระในการตัดสินใจเพื่อประโยชน์ สูงสุดของบริษัทและผู้ถือหุ้น มีการแบ่งแยกบทบาทหน้าที่ความ รับผิดชอบระหว่างคณะกรรมการและฝ่ายจัดการที่ชัดเจน เพื่อให้ มีการปฏิบัติให้เป็นไปตามกฎหมายและจริยธรรม คณะกรรมการ ประกอบด้วยบุคคลที่มีความหลากหลายในด้านประสบการณ์ ความรู้ความสามารถที่เป็นประโยชน์กับบริษัท รวมทั้ง การอุทิศ เวลาและความอุตสาหะในการปฏิบัติหน้าที่เพื่อเสริมสร้างให้บริษัทมี คณะกรรมการที่เข้มแข็ง

กรรมการทุกคนเข้าใจเป็นอย่างดีถึงหน้าที่ความรับผิดชอบต่อ กรรมการและลักษณะการดำเนินธุรกิจของบริษัท พร้อมทั้ง จะแสดงความคิดเห็นของตนอย่างเป็นอิสระและพัฒนาตัวเอง อยู่ตลอดเวลา กรรมการจะปฏิบัติหน้าที่ด้วยความซื่อสัตย์สุจริต ระมัดระวังและรอบคอบ โดยคำนึงถึงประโยชน์สูงสุดของบริษัทและเป็นธรรมต่อผู้ถือหุ้นทุกราย

บทบาทหน้าที่ของประธานกรรมการ

1. กำกับ ติดตาม และดูแลให้มั่นใจได้ว่า การปฏิบัติหน้าที่ของ คณะกรรมการเป็นไปอย่างมีประสิทธิภาพ และบรรลุตามวัตถุประสงค์และเป้าหมายหลักขององค์กร
2. การดูแลให้มั่นใจว่า กรรมการทุกคนมีส่วนร่วมในการส่งเสริม ให้เกิดวัฒนธรรมองค์กรที่มีจริยธรรม และการกำกับดูแล กิจการที่ดี

- กำหนดวาระการประชุมคณะกรรมการโดยหารือร่วมกับกรรมการผู้จัดการใหญ่ และมีมาตรการที่ดูแลให้เรื่องสำคัญได้รับการบรรจุเป็นวาระการประชุม ทั้งนี้ ในกรณีที่ประธานกรรมการมีตำแหน่งเป็นผู้บริหารระดับสูงด้วยการกำหนดวาระการประชุมคณะกรรมการจะต้องหารือร่วมกับประธานกรรมการตรวจสอบ และ/หรือกรรมการอิสระด้วยตามความเหมาะสม
- จัดสรรเวลาไว้อย่างเพียงพอที่ฝ่ายจัดการจะเสนอเรื่องและมากพอที่กรรมการจะอภิปรายประเด็นสำคัญกัน อย่างรอบคอบโดยทั่วกัน รวมทั้ง ส่งเสริมให้กรรมการมีการใช้ดุลยพินิจที่รอบคอบ ให้ความเห็นได้อย่างเป็นอิสระ
- เสริมสร้างความสัมพันธ์อันดีระหว่างกรรมการที่เป็นผู้บริหารและกรรมการที่ไม่เป็นผู้บริหาร และระหว่างคณะกรรมการและฝ่ายจัดการ

บทบาทหน้าที่ของกรรมการผู้จัดการใหญ่

- กำกับดูแลการบริหารงานของบริษัทและบริษัทย่อยให้สอดคล้องกับวิสัยทัศน์ พันธกิจ ค่านิยม นโยบายของคณะกรรมการ มติของผู้ถือหุ้น ข้อบังคับและวัตถุประสงค์ของบริษัทเพื่อให้การดำเนินงานของบริษัทและบริษัทย่อยเกิดประสิทธิภาพสูงสุดและชอบด้วยกฎหมาย
- บริหารจัดการและควบคุมดูแลการบริหารงานทั่วไปของบริษัทและบริษัทย่อยเพื่อให้เป็นไปตามวัตถุประสงค์นโยบาย ระเบียบข้อบังคับของบริษัท ตลอดจนติดตามการดำเนินงานของฝ่ายจัดการเพื่อรายงานความก้าวหน้าของผลประกอบการดำเนินงานของฝ่ายจัดการเพื่อรายงานความก้าวหน้าของผลการดำเนินงาน และผลประกอบการของบริษัทและบริษัทย่อยต่อคณะกรรมการอย่างสม่ำเสมอ
- กำหนดนโยบายในการบริหารทรัพยากรบุคคลและสนับสนุนการดำเนินงานในทุกหน่วยงานให้เป็นไปตามแนวทางที่คณะกรรมการกำหนดเพื่อให้สามารถพัฒนาและใช้ศักยภาพที่มีอยู่ได้อย่างเต็มที่และมีประสิทธิภาพ
- ให้คำแนะนำและถ่ายทอดประสบการณ์ในการดำเนินธุรกิจให้แก่ผู้บริหารและพนักงานเพื่อให้เกิดประโยชน์ ต่อการดำเนินงานของบริษัทและบริษัทย่อย
- บริหารจัดการด้านการเงินและใช้จ่ายงบประมาณของบริษัทและบริษัทย่อยให้เกิดประโยชน์และมีประสิทธิภาพสูงสุด

- ปฏิบัติงานอื่นใดที่ได้รับมอบหมายตามมติที่ประชุมคณะกรรมการ และ/หรือมติของที่ประชุมผู้ถือหุ้นของบริษัทและบริษัทย่อย ทั้งนี้ ภายใต้วัตถุประสงค์ ข้อบังคับของบริษัท และกฎหมายที่เกี่ยวข้อง
ทั้งนี้ บริษัทได้กำหนดหน้าที่และความรับผิดชอบของกรรมการไว้ดังนี้

4.1 หน้าที่และความรับผิดชอบของคณะกรรมการ

4.1.1 บริหารกิจการให้เป็นไปเพื่อประโยชน์ที่ดีที่สุดแก่ผู้ถือหุ้น (Fiduciary Duty) โดยยึดถือแนวปฏิบัติสำคัญ 4 ประการคือ

- การปฏิบัติหน้าที่ด้วยความรับผิดชอบระมัดระวังและรอบคอบ (Duty of Care)
- การปฏิบัติหน้าที่ด้วยความซื่อสัตย์สุจริต (Duty of Loyalty)
- การปฏิบัติตามกฎหมาย วัตถุประสงค์ ข้อบังคับของบริษัท มติคณะกรรมการ และมติที่ประชุมผู้ถือหุ้น (Duty of Obedience)
- การเปิดเผยข้อมูลต่อผู้ถือหุ้นอย่างถูกต้อง ครบถ้วน โปร่งใส ตรวจสอบได้ และทันเวลา (Duty of Disclosure)

4.1.2 กำหนดและทบทวนโครงสร้างคณะกรรมการในเรื่องจำนวนกรรมการ สัดส่วนกรรมการอิสระ รวมทั้งคุณสมบัติที่หลากหลายเพื่อให้เหมาะสมกับการดำเนินธุรกิจของบริษัท

4.1.3 กำหนดวิสัยทัศน์ พันธกิจ และกลยุทธ์ในการดำเนินธุรกิจของบริษัท โดยมีการทบทวนและอนุมัติอย่างสม่ำเสมอ

4.1.4 พิจารณาแผนหลักในการดำเนินงานงบประมาณเป้าหมาย และนโยบายในการดำเนินธุรกิจตลอดจนพัฒนาขีดความสามารถของบริษัท

4.1.5 ติดตามดูแลให้มีการนำกลยุทธ์ของบริษัทไปปฏิบัติ และติดตามการวัดผลการดำเนินงานของบริษัท โดยกำหนดให้มีการรายงานผลการดำเนินงานอย่างสม่ำเสมอ รวมทั้งให้นโยบายเพื่อการพัฒนาและปรับปรุงการดำเนินงานของธุรกิจ โดยคำนึงถึงความปลอดภัยและสุขอนามัย ความรับผิดชอบต่อสังคมและสิ่งแวดล้อม ตลอดจนการพัฒนาบุคลากรของบริษัท

4.1.6 อุทิศเวลาโดยไม่แสวงหาผลประโยชน์แก่กรรมการหรือบุคคลอื่นและไม่ดำเนินการใดๆ อันเป็นการขัดแย้งกับผลประโยชน์ของบริษัท

4.1.7 บริหารจัดการบริษัทให้เป็นไปตามกฎหมาย วัตถุประสงค์ ข้อบังคับของบริษัท มติคณะกรรมการ และมติของที่ประชุมผู้ถือหุ้น ด้วยความรับผิดชอบ ระมัดระวังและรอบคอบ และความซื่อสัตย์ สุจริตเพื่อประโยชน์สูงสุดของบริษัทและเป็นธรรมต่อผู้ที่เกี่ยวข้อง

4.1.8 กำหนดนโยบายบริหารความเสี่ยงและกำกับดูแลให้มีการบริหารความเสี่ยงที่มีประสิทธิภาพ รวมทั้งมีการทบทวนและประเมินระบบการจัดการความเสี่ยงอย่างสม่ำเสมอ

4.1.9 กำกับดูแลและพัฒนาบรรษัทภิบาลของบริษัทให้สอดคล้องกับแนวทางของสำนักงาน ก.ล.ด. และตลาดหลักทรัพย์ เพื่อเป็นแนวทางในการดำเนินธุรกิจ ติดตามให้มีการปฏิบัติ และเป็นแบบอย่างในการปฏิบัติตามหลักบรรษัทภิบาลและจรรยาบรรณ

4.1.10 ส่งเสริมให้พนักงานทุกระดับมีจิตสำนึกในจริยธรรม และคุณธรรม และปฏิบัติตามหลักบรรษัทภิบาลจรรยาบรรณ และนโยบายต่อต้านคอร์รัปชันของบริษัท พร้อมทั้งกำกับดูแลให้มีระบบการควบคุมภายใน และการตรวจสอบภายในที่เหมาะสมเพื่อลดความเสี่ยงด้านการทุจริตและการใช้อำนาจโดยไม่ชอบ รวมทั้งป้องกันการกระทำความผิดกฎหมาย

4.1.11 ดูแลผลประโยชน์ของผู้ถือหุ้นทั้งรายใหญ่และรายย่อย ตามสิทธิอย่างเป็นธรรม ตลอดจนส่งเสริมให้ผู้ถือหุ้นสามารถใช้สิทธิในการดูแลรักษาผลประโยชน์ของตนและกำกับดูแลให้บริษัทเปิดเผยข้อมูลสำคัญอย่างถูกต้อง ครบถ้วน โปร่งใส ตรวจสอบได้ และทันเวลา

4.1.12 ตระหนักถึงบทบาทหน้าที่ความรับผิดชอบของคณะกรรมการ เคารพสิทธิและปฏิบัติต่อผู้ถือหุ้น และผู้มีส่วนได้เสียทุกฝ่ายอย่างเป็นธรรมและโปร่งใส กำกับดูแลให้มีกระบวนการและช่องทางในการรับและจัดการกับข้อร้องเรียนของผู้ที่ประสงค์จะแจ้งเบาะแสหรือผู้มีส่วนได้เสียทุกฝ่ายอย่างมีประสิทธิภาพ และเปิดโอกาสให้ผู้มีส่วนได้เสียทุกฝ่ายสามารถติดต่อ ร้องเรียนในเรื่องที่อาจเป็นปัญหากับคณะกรรมการได้โดยตรง

4.1.13 พิจารณาแผนพัฒนาผู้บริหารระดับสูงและแผนสืบทอดกรรมการผู้จัดการใหญ่ และกำกับดูแลให้มีการประเมินผลการปฏิบัติงานของผู้บริหารระดับสูงที่มีประสิทธิภาพเป็นประจำทุกปี และมีระบบการพิจารณาคำตอบแทนแก่ผู้บริหารระดับสูงที่รอบคอบ โปร่งใส สอดคล้องกับความรับผิดชอบและผลการดำเนินงานเพื่อก่อให้เกิดแรงจูงใจทั้งในระยะสั้น และระยะยาว

4.1.14 ประเมินผลการปฏิบัติหน้าที่ของคณะกรรมการเป็นประจำทุกปี โดยให้มีการประเมินผลการปฏิบัติงานเป็น 3 แบบ คือ ประเมินการปฏิบัติงานของคณะกรรมการโดยรวม (Entire Board) ประเมินตนเองเป็นรายบุคคล (Self-Assessment) และประเมินผล

การปฏิบัติงานของประธานกรรมการ รวมทั้งติดตามผลการประเมินของคณะกรรมการ และคณะกรรมการชุดย่อยเพื่อพิจารณาร่วมกันในคณะกรรมการ และทบทวนแบบประเมินผลการปฏิบัติหน้าที่ของกรรมการและกรรมการชุดย่อยเป็นประจำสม่ำเสมอ

4.1.15 กำกับดูแลให้มีกระบวนการสรรหาและเลือกตั้งบุคคลเป็นกรรมการอย่างโปร่งใส และมีการกำหนดคำตอบแทนกรรมการและกรรมการชุดย่อยอย่างเหมาะสม

4.1.16 เข้าร่วมประชุมคณะกรรมการและการประชุมผู้ถือหุ้น เว้นแต่ในกรณีที่มีเหตุสุดวิสัยโดยกรรมการที่ไม่สามารถเข้าร่วมประชุมจะต้องแจ้งให้ประธานกรรมการหรือเลขานุการบริษัททราบล่วงหน้าก่อนการประชุมเป็นเวลาอันสมควร

4.1.17 พัฒนาความรู้ความสามารถในการปฏิบัติงานอย่างต่อเนื่อง เข้าอบรมหรือเข้าร่วมในหลักสูตรที่เกี่ยวข้องกับการปฏิบัติหน้าที่กรรมการหรือกิจกรรมสัมมนาที่เป็นการเพิ่มพูนความรู้ในการปฏิบัติงานอย่างต่อเนื่อง

คณะกรรมการชุดย่อย (Sub-Committee)

คณะกรรมการจะจัดให้มีคณะกรรมการชุดย่อยต่างๆ เพื่อช่วยศึกษาและกลั่นกรองงานตามความจำเป็น โดยเฉพาะในกรณีที่ต้องอาศัยความเป็นกลางในการวินิจฉัย และกำหนดนโยบาย บทบาทหน้าที่รับผิดชอบ กระบวนการทำงาน เช่น การดำเนินการประชุม และการรายงานต่อคณะกรรมการไว้อย่างชัดเจน ซึ่งปัจจุบันนี้ คณะกรรมการได้แต่งตั้งคณะกรรมการชุดย่อยไว้ทั้งหมด 3 ชุดด้วยกันดังนี้

1. คณะกรรมการตรวจสอบ
2. คณะกรรมการบริหาร
3. คณะกรรมการสรรหาและพิจารณาคำตอบแทน

4.2 ขอบเขตอำนาจหน้าที่ของคณะกรรมการตรวจสอบ

4.2.1 สอบทานให้บริษัทมีรายงานทางการเงินอย่างถูกต้อง และเพียงพอ

4.2.2 สอบทานให้บริษัทมีระบบควบคุมภายใน (Internal Control) และระบบการตรวจสอบภายใน (Internal Audit) ที่เหมาะสม และมีประสิทธิภาพ

4.2.3 พิจารณาความเป็นอิสระของหน่วยงานตรวจสอบภายใน ตลอดจนให้ความเห็นชอบในการพิจารณาแต่งตั้งโยกย้าย เลิกจ้างหัวหน้าหน่วยงานตรวจสอบภายใน หรือหน่วยงานอื่นใดที่รับผิดชอบเกี่ยวกับการตรวจสอบภายใน

4.2.4 สอบทานให้บริษัทปฏิบัติตามกฎหมายว่าด้วยหลักทรัพย์และตลาดหลักทรัพย์ ข้อกำหนดของตลาดหลักทรัพย์แห่งประเทศไทย และกฎหมายที่เกี่ยวข้องกับธุรกิจของบริษัท

4.2.5 พิจารณาคัดเลือกเสนอแต่งตั้งบุคคลซึ่งมีความเป็นอิสระเพื่อทำหน้าที่เป็นผู้สอบบัญชีของบริษัท และเสนอคำตอบแทนของบุคคลดังกล่าว รวมทั้ง เข้าร่วมประชุมกับผู้สอบบัญชี โดยไม่มีฝ่ายจัดการเข้าร่วมประชุมด้วยอย่างน้อยปีละ 1 ครั้ง

4.2.6 พิจารณารายการที่เกี่ยวข้องกัน หรือรายการที่อาจมีความขัดแย้งทางผลประโยชน์ ให้เป็นไปตามกฎหมายและข้อกำหนดของตลาดหลักทรัพย์แห่งประเทศไทย ทั้งนี้ เพื่อให้มั่นใจว่ารายการดังกล่าวสมเหตุสมผลและเป็นประโยชน์สูงสุดต่อบริษัท

4.2.7 จัดทำรายงานของคณะกรรมการตรวจสอบ โดยเปิดเผยไว้ในรายงานประจำปีของบริษัท ซึ่งรายงานดังกล่าวต้องลงนามโดยประธานกรรมการตรวจสอบและต้องประกอบด้วยข้อมูลอย่างน้อย ดังต่อไปนี้

- (ก) ความเห็นเกี่ยวกับความถูกต้อง ครบถ้วน เป็นที่เชื่อถือได้ของรายงานทางการเงินของบริษัท
- (ข) ความเห็นเกี่ยวกับความเพียงพอของระบบควบคุมภายในของบริษัท
- (ค) ความเห็นเกี่ยวกับการปฏิบัติตามกฎหมายว่าด้วยหลักทรัพย์และตลาดหลักทรัพย์ ข้อกำหนดของตลาดหลักทรัพย์ หรือกฎหมายที่เกี่ยวข้องกับธุรกิจของบริษัท
- (ง) ความเห็นเกี่ยวกับความเหมาะสมของผู้สอบบัญชี
- (จ) ความเห็นเกี่ยวกับรายการที่อาจมีความขัดแย้งทางผลประโยชน์
- (ฉ) จำนวนการประชุมคณะกรรมการตรวจสอบและการเข้าร่วมประชุมของกรรมการตรวจสอบแต่ละคน
- (ช) ความเห็นหรือข้อสังเกตโดยรวมที่คณะกรรมการตรวจสอบได้รับจากการปฏิบัติหน้าที่ตามกฎหมาย (charter)
- (ซ) รายการอื่นที่เห็นว่าผู้ถือหุ้นและผู้ลงทุนทั่วไปควรทราบภายใต้ขอบเขตหน้าที่และความรับผิดชอบที่ได้รับมอบหมายจากคณะกรรมการ

4.2.8 ในการปฏิบัติหน้าที่ของคณะกรรมการตรวจสอบ หากพบหรือมีข้อสงสัยว่ามีรายการหรือการกระทำดังต่อไปนี้ ซึ่งอาจมีผลกระทบอย่างมีนัยสำคัญต่อฐานะการเงินและผลการดำเนินงานของบริษัทให้คณะกรรมการตรวจสอบรายงานต่อคณะกรรมการเพื่อดำเนินการปรับปรุงแก้ไขภายในเวลาที่คณะกรรมการตรวจสอบเห็นสมควร

(ก) รายการที่เกิดความขัดแย้งทางผลประโยชน์

(ข) การทุจริตหรือสิ่งผิดปกติหรือมีความบกพร่องที่สำคัญในระบบควบคุมภายใน

(ค) การฝ่าฝืนกฎหมายว่าด้วยหลักทรัพย์และตลาดหลักทรัพย์ ข้อกำหนดของตลาดหลักทรัพย์แห่งประเทศไทย หรือกฎหมายที่เกี่ยวข้องกับธุรกิจของบริษัท หากคณะกรรมการหรือผู้บริหาร ไม่ดำเนินการให้มีการปรับปรุงแก้ไขภายในเวลาที่กำหนด กรรมการตรวจสอบรายใดรายหนึ่งอาจรายงานว่ามีรายการหรือการกระทำดังกล่าวต่อสำนักงาน ก.ล.ต. หรือ ตลาดหลักทรัพย์แห่งประเทศไทย

4.2.9 สนับสนุนและติดตามให้บริษัทมีระบบการบริหารความเสี่ยงอย่างมีประสิทธิภาพ

4.2.10 ปรับปรุงและแก้ไขกฎบัตรคณะกรรมการตรวจสอบและนำเสนอต่อคณะกรรมการเพื่อพิจารณาอนุมัติ

4.2.11 เสนอและทบทวนนโยบายการกำกับดูแลกิจการของบริษัทประจำปีและให้คำแนะนำเพื่อให้คณะกรรมการพิจารณา

4.2.12 ให้คำแนะนำเกี่ยวกับแนวทางปฏิบัติที่ดีในการกำกับดูแลกิจการเพื่อให้คณะกรรมการพิจารณา

4.2.13 กำกับดูแลการปฏิบัติตามกฎหมายและระเบียบของบริษัท และ

4.2.14 ปฏิบัติการอื่นใดตามที่คณะกรรมการของบริษัทมอบหมาย ด้วยความเห็นชอบจากคณะกรรมการตรวจสอบโดยอาศัยอำนาจตามข้อบังคับของบริษัทและกฎหมาย

4.3 ขอบเขตอำนาจหน้าที่ของคณะกรรมการบริหาร

4.3.1 กำหนดนโยบาย เป้าหมาย กลยุทธ์ แผนการดำเนินงานงบประมาณประจำปี และอำนาจการบริหารงานต่างๆ ของบริษัท เพื่อเสนอให้คณะกรรมการอนุมัติ

4.3.2 ควบคุม ดูแลการดำเนินธุรกิจของกลุ่มบริษัทให้เป็นไปตามนโยบาย เป้าหมาย กลยุทธ์ แผนการดำเนินงาน และงบประมาณประจำปีที่ได้รับอนุมัติจากคณะกรรมการอย่างมีประสิทธิภาพและสอดคล้องกับสภาพธุรกิจที่เปลี่ยนแปลงไปในแต่ละช่วงเวลา รวมถึงให้คำปรึกษาและคำแนะนำการบริหารจัดการแก่ผู้บริหารระดับสูง

4.3.3 พิจารณานุมัติการใช้จ่ายเงินเพื่อการลงทุน การจัดทำ

ธุรกรรมทางการเงินกับสถาบันการเงินเพื่อการเปิดบัญชีกู้ยืม จำนำ จำนอง ค้ำประกันและธุรกรรมอื่นใด รวมถึงการซื้อขาย จดทะเบียนกรรมสิทธิ์ที่ดิน จดทะเบียนอื่นใดที่เกี่ยวข้องเพื่อการทำ ธุรกรรมตามปกติของบริษัท ภายใต้อำนาจวงเงินที่ได้กำหนดไว้

4.3.4 กำหนดโครงสร้างองค์กรและการบริหารจัดการที่มี ประสิทธิภาพ โดยครอบคลุมทั้งเรื่องการคัดเลือก การฝึกอบรม การว่าจ้าง และการเลิกจ้างพนักงานบริษัทที่เป็นคณะผู้บริหารหรือ ผู้บริหารระดับสูงโดยอาจมอบหมายให้กรรมการผู้จัดการใหญ่ของ บริษัท หรือกรรมการผู้จัดการของบริษัทย่อยเป็นผู้มีอำนาจแทน บริษัทที่จะลงนามในสัญญาจ้างแรงงาน

4.3.5 กำกับดูแลและอนุมัติเรื่องที่เกี่ยวข้องกับการดำเนินงานของ บริษัท และอาจแต่งตั้งหรือมอบหมายให้บุคคลใดบุคคลหนึ่ง หรือ หลายคนกระทำการอย่างหนึ่งอย่างใดแทนคณะกรรมการบริหาร ตามที่เห็นสมควรได้ โดยคณะกรรมการบริหารสามารถยกเลิก เปลี่ยนแปลง หรือแก้ไขอำนาจนั้นๆ ได้

ทั้งนี้ การมอบหมายอำนาจหน้าที่และความรับผิดชอบของ คณะกรรมการบริหารนั้น จะไม่มีลักษณะเป็นการมอบอำนาจหรือ มอบอำนาจช่วง ที่ทำให้คณะกรรมการบริหารหรือผู้รับมอบอำนาจ จากคณะกรรมการบริหารสามารถอนุมัติรายการที่ตนหรือบุคคล ที่อาจมีความขัดแย้ง มีส่วนได้เสีย หรืออาจมีความขัดแย้งทางผลประโยชน์อื่นใดกับบริษัทหรือบริษัทย่อยของบริษัท ตามที่นิยามไว้ในประกาศคณะกรรมการกำกับหลักทรัพย์และตลาดหลักทรัพย์ ซึ่ง การอนุมัติรายการในลักษณะดังกล่าวจะต้องเสนอต่อที่ประชุมคณะกรรมการ และ/หรือที่ประชุมผู้ถือหุ้น (แล้วแต่กรณี) เพื่อพิจารณา อนุมัติรายการดังกล่าว ตามที่ข้อบังคับของบริษัทและบริษัทย่อย ของบริษัท หรือกฎหมายที่เกี่ยวข้องกำหนด ยกเว้นเป็นการอนุมัติ รายการที่มีเงื่อนไขปกติทางธุรกิจที่มีการกำหนดขอบเขตที่ชัดเจน

4.3.6 พิจารณากลับกรองงานทุกประเภทที่เสนอต่อ คณะกรรมการยกเว้นงานที่อยู่ภายใต้อำนาจหน้าที่ความรับผิดชอบ และ/หรือ เป็นอำนาจของคณะกรรมการชุดย่อยอื่นของบริษัทที่ จะเป็นผู้พิจารณากลับกรองเพื่อนำเสนอคณะกรรมการโดยตรง

4.3.7 ปฏิบัติหน้าที่อื่นใดตามที่คณะกรรมการมอบหมาย

4.4 ขอบเขตอำนาจหน้าที่ของคณะกรรมการสรรหาและ พิจารณาคำตอบแทน

ด้านการสรรหา

4.4.1 กำหนดนโยบายและหลักเกณฑ์ในการสรรหาคณะ กรรมการและคณะกรรมการชุดย่อย

4.4.2 พิจารณาโครงสร้าง ขนาด และองค์ประกอบของคณะ กรรมการและคณะกรรมการชุดย่อยให้มีความเหมาะสมกับธุรกิจ ของบริษัท

4.4.3 พิจารณากำหนดคุณสมบัติของผู้ที่ดำรงตำแหน่ง กรรมการ โดยคำนึงถึงความหลากหลายทางด้านความรู้ ความ เชี่ยวชาญ ทักษะ และประสบการณ์ที่เป็นประโยชน์ต่อการดำเนิน ธุรกิจของบริษัท

4.4.4 พิจารณาคัดเลือกกรรมการที่มีคุณสมบัติเหมาะสม เป็นกรรมการในคณะกรรมการและคณะกรรมการชุดย่อย เพื่อ เสนอคณะกรรมการพิจารณาแต่งตั้งตามความเหมาะสมหรือเมื่อ มีตำแหน่งว่างลง

4.4.5 พิจารณาทบทวนแผนการสืบทอดตำแหน่ง (Succession Plan) ในตำแหน่งกรรมการผู้จัดการใหญ่และผู้บริหารระดับสูงของ บริษัท พร้อมทั้งรายชื่อผู้ที่เหมาะสมที่จะได้รับการพิจารณาสืบทอด ตำแหน่ง อย่างสม่ำเสมอ เพื่อเตรียมความพร้อมให้มีผู้สืบทอดงาน เพื่อให้การบริหารงานของบริษัทดำเนินไปอย่างต่อเนื่อง

4.4.6 ปฏิบัติหน้าที่อื่นใดตามที่คณะกรรมการมอบหมาย

ด้านการพิจารณาคำตอบแทน

4.4.7 เสนอความเห็นต่อคณะกรรมการเกี่ยวกับโครงสร้างและ องค์ประกอบคำตอบแทนสำหรับกรรมการเป็นประจำทุกปี

4.4.8 เสนอหลักเกณฑ์การพิจารณาคำตอบแทนอย่างเหมาะสม กับหน้าที่ความรับผิดชอบของกรรมการ โดยเชื่อมโยงคำตอบแทน กับผลการประเมิน แผนธุรกิจ และผลการดำเนินงานของบริษัทโดยรวม นำเสนอให้คณะกรรมการเป็นผู้พิจารณาเพื่อให้ความเห็นชอบ ก่อนนำเสนอต่อที่ประชุมสามัญผู้ถือหุ้นเพื่อพิจารณาอนุมัติ

4.4.9 พิจารณาคำตอบแทนพิเศษให้กับกรรมการตาม ความเหมาะสม ภายในวงเงินที่ได้รับอนุมัติจากที่ประชุมผู้ถือหุ้น

4.4.10 เสนอหลักเกณฑ์การจ่ายโบนัส การปรับอัตราเงินเดือน ของผู้บริหารระดับสูง ผู้บริหารและพนักงาน ให้คณะกรรมการ พิจารณาอนุมัติ

4.4.11 ปฏิบัติหน้าที่อื่นใดตามที่คณะกรรมการมอบหมาย

หมวดที่ 5 นโยบายและจรรยาบรรณเกี่ยวกับการ บริหารและพัฒนาศักยภาพบุคคล

กรรมการและผู้บริหารตระหนักดีว่าพนักงานเป็นทรัพยากรที่ มีค่ามากที่สุดของบริษัทและเป็นปัจจัยสำคัญที่จะนำความสำเร็จ และการเติบโตอย่างยั่งยืนมาสู่บริษัท กรรมการและผู้บริหารจึงมี แนวทางปฏิบัติดังนี้

1. กรรมการและผู้บริหารจะบริหารคำตอบแทนพนักงานให้เกิดความเป็นธรรมและเสมอภาคโดยคำนึงถึงความรู้ความสามารถ ประสบการณ์ ความรับผิดชอบและผลการปฏิบัติงานของพนักงานแต่ละคน
2. กรรมการและผู้บริหารจะจัดวางระบบการบริหารงานบุคคลเพื่อให้มีความสะดวกรวดเร็วและคล่องตัวในการทำงาน
3. กรรมการและผู้บริหารจะส่งเสริมและสนับสนุนให้พนักงานหมั่นศึกษาหาความรู้ใหม่ๆ เพิ่มเติม รวมทั้งให้พนักงานได้รับการอบรมทั้งภายในและภายนอกเพื่อพัฒนาตนเองอยู่เป็นประจำเพื่อเสริมสร้างประสิทธิภาพและประสิทธิผลในการทำงาน
4. กรรมการและผู้บริหารจะส่งเสริมและสนับสนุนให้พนักงานมีคุณภาพชีวิตในการทำงานที่ดี มีความปลอดภัยและมีสุขอนามัยที่ดี
5. กรรมการและผู้บริหารจะส่งเสริมและสนับสนุนในการรักษาบุคลากรที่มีศักยภาพไว้กับบริษัท พนักงานที่มีความสามารถและมีศักยภาพสูงในการทำงานจะได้รับโอกาสที่ดีและความก้าวหน้าในสายอาชีพ หรือ Career Path

หมวดที่ 6 นโยบายและจรรยาบรรณเกี่ยวกับรายการทางบัญชีและการเงิน

1. การบันทึกรายการทางบัญชีและการเงินจะต้องถูกต้องครบถ้วนตามความเป็นจริงและตรวจสอบได้
2. การบันทึกรายการทางบัญชีและการเงินจะต้องมีเอกสารหลักฐานที่เพียงพอเพื่อประกอบการบันทึกรายการให้ถูกต้องครบถ้วนตามความเป็นจริง
3. บุคลากรด้านบัญชีจะต้องปฏิบัติตามกฎหมายและข้อบังคับที่เกี่ยวข้องเพื่อให้การจัดทำบัญชีและการบันทึกรายการทางบัญชีและการเงินเป็นไปอย่างถูกต้องครบถ้วน

หมวดที่ 7 นโยบายและจรรยาบรรณเกี่ยวกับการควบคุมภายใน

บริษัทกำหนดให้มีระบบการควบคุมภายในที่ดีมีประสิทธิภาพอยู่ในระดับความเสี่ยงที่ยอมรับได้และเหมาะสมกับสถานการณ์ต่างๆ ที่เกิดขึ้นโดยมีการติดตามประเมินผลเป็นระยะๆ เพื่อปรับปรุงให้มาตรการควบคุมต่างๆ มีความเหมาะสมกับสถานการณ์และสภาพแวดล้อมที่เปลี่ยนแปลงไป ดังนั้น บริษัทจึงมีแนวทางปฏิบัติสำหรับนโยบายและจรรยาบรรณดังต่อไปนี้

1. ให้ผู้บริหารและพนักงานตระหนักถึงความสำคัญของการควบคุมภายใน
2. กำหนดมาตรฐาน รูปแบบ และวิธีการควบคุมภายในที่เหมาะสมกับสถานการณ์ต่างๆ ที่เกิดขึ้น
3. ให้ผู้บริหารและพนักงานจัดการให้เกิดความสมดุลระหว่างความคล่องตัวในการปฏิบัติงานกับระดับความเพียงพอของการควบคุมภายในที่มีประสิทธิภาพ และได้รับประโยชน์คุ้มค่ากับค่าใช้จ่ายในการควบคุมภายใน
4. บุคลากรทุกระดับต้องให้ความสำคัญกับการปฏิบัติตามมาตรการควบคุมภายในทุกมาตรการที่บริษัทจัดให้มีขึ้น

หมวดที่ 8 นโยบายและจรรยาบรรณเกี่ยวกับการทำรายการที่เกี่ยวข้องกัน

บริษัทจะพิจารณาการดำเนินการเกี่ยวกับรายการที่เกี่ยวข้องกันอย่างถูกต้องและโปร่งใส และจะเปิดเผยข้อมูลเรื่องดังกล่าวอย่างเพียงพอ บริษัทจึงมีแนวทางปฏิบัติดังนี้

1. กรรมการ ผู้บริหาร และพนักงานต้องแจ้งให้บริษัททราบถึงความสัมพันธ์หรือรายการที่เกี่ยวข้องกันในกิจการที่อาจก่อให้เกิดความขัดแย้งทางผลประโยชน์กับบริษัท
2. กรรมการ ผู้บริหาร และพนักงานจะทำรายการที่เกี่ยวข้องกันได้ก็ต่อเมื่อได้รับอนุมัติจากที่ประชุมคณะกรรมการซึ่งจะต้องไม่มีกรรมการหรือผู้บริหารที่มีผลประโยชน์เกี่ยวข้องเข้าร่วมพิจารณาอนุมัติรายการนั้นด้วย และต้องไม่มีข้อกำหนดและเงื่อนไขเป็นกรณีพิเศษที่ผิดไปจากกรณีปกติทั่วไป
3. ในกรณีที่มีรายการที่เกี่ยวข้องกันที่อยู่ภายใต้การอนุมัติของฝ่ายจัดการ หน่วยงานที่เกี่ยวข้องจะต้องนำเสนอเรื่องดังกล่าวให้คณะกรรมการตรวจสอบสอบทานความเหมาะสมผลของรายการดังกล่าว
4. ในกรณีที่มีรายการที่เกี่ยวข้องกันที่อยู่ภายใต้การอนุมัติของคณะกรรมการหรือผู้ถือหุ้น หน่วยงานที่เกี่ยวข้องจะต้องนำเสนอเรื่องดังกล่าวให้คณะกรรมการตรวจสอบทำการสอบทานความเหมาะสมผลของรายการดังกล่าว และเสนอให้คณะกรรมการ หรือที่ประชุมผู้ถือหุ้นพิจารณาอนุมัติ แล้วแต่กรณี
5. บริษัทจะเปิดเผยรายการที่เกี่ยวข้องกันไว้ในแบบแสดงรายการข้อมูลประจำปี (แบบ 56-1) และรายงานประจำปี (แบบ 56-2) หรือแบบรายงานอื่น แล้วแต่กรณี

- กำหนดให้มีการสอบทานรายการที่เกี่ยวข้องกันตามแผนงาน ตรวจสอบโดยหน่วยงานตรวจสอบภายในซึ่งต้องรายงานต่อคณะกรรมการตรวจสอบ และมีมาตรการควบคุม ตรวจสอบดูแลให้มีการสุ่มสอบทานว่ามีการทำรายการจริง ถูกต้องตรงตามสัญญาหรือนโยบายหรือเงื่อนไขที่กำหนดไว้

หมวดที่ 9 นโยบายและจรรยาบรรณเกี่ยวกับการต่อต้านการทุจริตคอร์รัปชัน

บริษัทมีนโยบายต่อต้านการทุจริตคอร์รัปชันทุกรูปแบบ โดยกรรมการ ผู้บริหาร และพนักงานทุกคนจะไม่เข้ามีส่วนเกี่ยวข้องหรือมีส่วนร่วมในการทุจริตคอร์รัปชันใดๆ จะไม่ติดสินบนหรือรับสินบนหรือแสวงหาประโยชน์ใดๆ โดยไม่ชอบด้วยกฎหมายและศีลธรรมอันดีในทุกรูปแบบไม่ว่าโดยทางตรงหรือทางอ้อม และจัดให้มีการสอบทานการปฏิบัติตามนโยบายต่อต้านคอร์รัปชันอยู่เป็นประจำ ดังนั้น บริษัทจึงมีแนวทางปฏิบัติสำหรับนโยบายและจรรยาบรรณดังต่อไปนี้

- กรรมการ ผู้บริหาร และพนักงานทุกระดับต้องปฏิบัติตามนโยบายการต่อต้านคอร์รัปชัน โดยจะไม่มีส่วนเกี่ยวข้องหรือมีส่วนร่วมกับการทุจริตคอร์รัปชันไม่ว่าโดยทางตรงหรือทางอ้อม
- พนักงานของบริษัททุกระดับจะต้องตระหนักว่าการทุจริตคอร์รัปชันเป็นสิ่งที่ยอมรับไม่ได้ในวัฒนธรรมองค์กรของบริษัท
- พนักงานผู้มีส่วนเกี่ยวข้องหรือมีส่วนร่วมกับการทุจริตคอร์รัปชันจะต้องได้รับโทษทางวินัยและตามกฎหมาย
- หากพนักงานคนใดพบเห็นการกระทำที่อาจเข้าข่ายทุจริตคอร์รัปชันที่เกี่ยวข้องกับบริษัท พนักงานจะต้องแจ้งให้บริษัททราบโดยไม่ชักช้าและให้ความร่วมมือในการตรวจสอบข้อเท็จจริงต่างๆ ที่เกี่ยวข้อง

ทั้งนี้ บริษัทจะเก็บเรื่องการแจ้งเบาะแสและชื่อของผู้แจ้งไว้เป็นความลับเพื่อความปลอดภัยในชีวิตและทรัพย์สินของผู้แจ้งเบาะแส

หมวดที่ 10 นโยบายและจรรยาบรรณเกี่ยวกับการไม่ละเมิดทรัพย์สินทางปัญญา

บริษัทมีนโยบายและจรรยาบรรณไม่สนับสนุนการดำเนินการใดๆ อันมีลักษณะเป็นการละเมิดทรัพย์สินทางปัญญาตามแนวทางปฏิบัติดังนี้

- ผลงานที่เกิดจากการปฏิบัติงานตามหน้าที่ของผู้บริหารและพนักงานจะเป็นทรัพย์สินทางปัญญาของบริษัท
- บริษัทไม่อนุญาตให้พนักงานนำผลงานหรือซอฟต์แวร์หรือโปรแกรมคอมพิวเตอร์ใดๆ ที่ละเมิดทรัพย์สินทางปัญญามาใช้ในงานของบริษัท

หมวดที่ 11 นโยบายและจรรยาบรรณเกี่ยวกับการไม่ละเมิดสิทธิมนุษยชน

บริษัทมีนโยบายและจรรยาบรรณไม่ละเมิดสิทธิมนุษยชนโดยบริษัทจะไม่กระทำการใดๆ อันเป็นการกีดกันหรือเลือกปฏิบัติกับบุคคลอื่นเนื่องมาจากเพศ เชื้อชาติ ศาสนา สถานะของบุคคล สถานะทางเศรษฐกิจหรือสังคม ฯลฯ และจะนำนโยบายและจรรยาบรรณดังกล่าวมาใช้ในการจ้างงาน การมอบหมายงาน การเลื่อนตำแหน่ง และการให้ค่าตอบแทนในการทำงาน

บริษัทต่อต้านการกระทำใดอันเป็นการแสวงหาผลประโยชน์จากการค้ามนุษย์ การใช้แรงงานเด็กซึ่งมีอายุต่ำกว่าเกณฑ์ที่กฎหมายแรงงานกำหนดไว้ และจะไม่ทำธุรกรรมกับบุคคลใดที่ละเมิดสิทธิมนุษยชนดังกล่าว

หมวดที่ 12 นโยบายและจรรยาบรรณเกี่ยวกับการแจ้งเบาะแส

หากพนักงานคนใดพบเห็นการกระทำที่อาจเข้าข่ายทุจริตคอร์รัปชันที่เกี่ยวข้องกับบริษัท พนักงานจะต้องแจ้งให้บริษัททราบโดยไม่ชักช้าและให้ความร่วมมือในการตรวจสอบข้อเท็จจริงต่างๆ ที่เกี่ยวข้อง

ทั้งนี้ บริษัทจะเก็บเรื่องการแจ้งเบาะแสและชื่อของผู้แจ้งไว้เป็นความลับเพื่อความปลอดภัยในชีวิตและทรัพย์สินของผู้แจ้งเบาะแส

หมวดที่ 13 นโยบายและจรรยาบรรณเกี่ยวกับความปลอดภัย อาชีวอนามัยและสภาพแวดล้อมในการทำงาน

บริษัทมีความห่วงใยต่อความปลอดภัยในชีวิต และสุขอนามัยของพนักงานทุกคน บริษัทจึงแสดงเจตนาารมณ์อย่างแน่วแน่ที่จะส่งเสริม และสร้างสรรค์ให้มีการทำงานอย่างปลอดภัย โดยถือว่าความปลอดภัยในการทำงานเป็นความปรารถนาอย่างยิ่งของบริษัท ดังนั้น บริษัทจึงเห็นสมควรให้มีการดำเนินงานด้านความปลอดภัย อาชีวอนามัยและสภาพแวดล้อมในการทำงาน

ควบคู่ไปกับหน้าที่ประจำของพนักงาน โดยมีความเชื่อมั่นว่า อุบัติเหตุ และการเจ็บป่วยที่เกิดขึ้นในการทำงานเป็นสิ่งที่สามารถ ป้องกันได้ บริษัทจึงมีนโยบายดังนี้

1. บริษัทถือว่าความปลอดภัยในการทำงานเป็นหน้าที่รับผิดชอบของพนักงานทุกคน
2. บริษัทจะให้การสนับสนุนทุกวิถีทางที่จะก่อให้เกิดความปลอดภัยในการทำงาน
3. บริษัทกำหนดให้ผู้บังคับบัญชาทุกคนต้องมีหน้าที่รับผิดชอบในความปลอดภัยของผู้ใต้บังคับบัญชา และควบคุมให้ปฏิบัติตามกฎระเบียบและข้อบังคับด้านความปลอดภัยในการทำงานอย่างเคร่งครัด
4. บริษัทจะส่งเสริมให้พนักงานได้รับการอบรม เพิ่มทักษะความรู้ในการทำงานเพื่อนำไปปฏิบัติงานได้อย่างปลอดภัย
5. บริษัทจะถือปฏิบัติตามกฎหมาย และมาตรฐานความปลอดภัยในการทำงานเป็นสำคัญ
6. บริษัทกำหนดให้ผู้รับเหมาหรือผู้มีหน้าที่รับผิดชอบงานก่อสร้างต้องปฏิบัติตามหน้าที่ของตนให้เกิด ความปลอดภัยตามกฎหมาย และข้อบังคับด้านความปลอดภัยในการทำงานที่บริษัทกำหนดขึ้นโดยเคร่งครัด
7. บริษัทจะดำเนินงานด้านความปลอดภัยในการทำงาน การปรับปรุงแก้ไขสถานการณ์การทำงานให้มีความปลอดภัย และการติดตามผลการดำเนินงานอย่างต่อเนื่อง
8. บริษัทจะดำเนินการเพิ่มช่องทางในการสื่อสารด้านความปลอดภัยให้กับพนักงานทุกระดับ

หมวดที่ 14 นโยบายและแผนการสืบทอดตำแหน่งของผู้บริหาร

บริษัทมีแผนการคัดเลือกบุคลากรที่จะเข้ามารับผิดชอบในตำแหน่งงานบริหารที่สำคัญทุกระดับให้เป็นไปอย่างเหมาะสม และโปร่งใส เพื่อให้มั่นใจว่าบริษัทได้ผู้บริหารที่มีความเป็นมืออาชีพ โดยมีคณะกรรมการสรรหาและพิจารณาคำตอบแทนเป็นผู้จัดทำแผนสืบทอดตำแหน่งกรรมการผู้จัดการใหญ่ และผู้ช่วยกรรมการผู้จัดการใหญ่ของบริษัทเพื่อเสนอให้คณะกรรมการเป็นผู้พิจารณา ดังนี้

1. การรักษาการตำแหน่งที่สำคัญระหว่างการสรรหาผู้สืบทอดตำแหน่ง

เมื่อตำแหน่งผู้บริหารระดับกรรมการผู้จัดการใหญ่ หรือผู้ช่วยกรรมการผู้จัดการใหญ่ว่างลง หรือผู้ที่ดำรงตำแหน่งดังกล่าวไม่สามารถปฏิบัติหน้าที่ได้ไม่ว่าด้วยเหตุใดๆ บริษัทมีระบบให้ผู้บริหารในระดับใกล้เคียง หรือระดับรองหรือผู้ช่วยของบุคคลในตำแหน่งดังกล่าวเป็นผู้รักษาการในตำแหน่งในระหว่างการสรรหา และคัดเลือกบุคคลที่มีคุณสมบัติตามหลักเกณฑ์ที่บริษัทกำหนด โดยจะต้องเป็นผู้มีวิสัยทัศน์ ความรู้ความสามารถ และประสบการณ์ความเหมาะสมกับตำแหน่งดังกล่าว

2. แผนการสืบทอดตำแหน่ง

บริษัทจะวิเคราะห์สถานการณ์การประกอบธุรกิจของบริษัทในด้านกลยุทธ์ของบริษัท นโยบาย แผนการลงทุน แผนงานขยายธุรกิจ ประเมินความพร้อมของกำลังคนให้สอดคล้องกับกลยุทธ์ของบริษัท ทั้งในระยะสั้นและระยะยาว กำหนดแผนสร้างความพร้อมของกำลังคน โดยจะพัฒนาพนักงานหรือสรรหาพนักงานเพื่อเตรียมทดแทนผู้ที่พ้นจากตำแหน่ง จัดทำแผนสรรหาพนักงาน (Recruitment Plan) และแผนฝึกอบรมและพัฒนาพนักงาน (Employee Training and Development) ไว้ล่วงหน้าก่อนพนักงานจะเกษียณอายุงาน หรือลาออกจากตำแหน่ง กำหนดความสามารถ (Competencies) หมายถึง ความรู้ ทักษะ บุคลิกภาพ และทัศนคติที่พึงปรารถนาของพนักงานในตำแหน่งนั้นๆ และจัดทำแผนพัฒนาเป็นรายบุคคล (Individual Development Plan) คัดเลือก ประเมินผลงาน และประเมินศักยภาพของพนักงานเพื่อพิจารณาตามความเหมาะสม มีการทดสอบ และประเมินผล เพื่อวิเคราะห์ศักยภาพของบุคลากร ระบุผู้สืบทอดตำแหน่ง จากการประเมินและวิเคราะห์ศักยภาพ ผลงานของพนักงาน โดยมีการแจ้งให้พนักงานทราบล่วงหน้า เพื่อเตรียมรับมือและเรียนรู้งาน และกำหนดผู้สืบทอดสำรอง พัฒนาและประเมินพนักงานที่คาดว่าจะเป็นผู้สืบทอดตำแหน่ง ว่าจะสามารถมีพัฒนาการ และสร้างผลงาน ตามที่คาดหวังได้จริง ซึ่งหากไม่เป็นไปตามที่คาดหวังแล้วยังสามารถเปลี่ยนผู้สืบทอดตำแหน่งได้

นอกจากนั้น บริษัทยังมีแผนการหมุนเวียนการทำงาน (Job Rotation) สำหรับให้พนักงานในตำแหน่งสำคัญของบริษัทให้ได้มีโอกาสเรียนรู้งานในฝ่ายอื่น รวมทั้งอาจจะให้เข้าร่วมประชุมคณะกรรมการหรือคณะกรรมการชุดย่อย แล้วแต่กรณีเพื่อเป็นการเตรียมความพร้อมให้แก่ผู้ที่สืบทอดตำแหน่งตามที่บริษัทพิจารณาเห็นสมควร

หมวด 15 นโยบายเกี่ยวกับการประชุมคณะกรรมการ

1. บริษัทจะจัดให้มีการประชุมคณะกรรมการอย่างน้อย 4 ครั้งต่อปี ซึ่งที่ประชุมคณะกรรมการอย่างน้อยหนึ่งครั้ง จะหาหรือกันในระหว่างกรรมการอิสระ (Independent Directors) และกรรมการที่ไม่ได้เป็นผู้บริหาร (Non-Executive Directors) โดยไม่มีฝ่ายจัดการเข้าร่วมประชุมด้วย
2. คณะกรรมการจะได้รับหนังสือเชิญประชุมคณะกรรมการเป็นการล่วงหน้าอย่างน้อย 7 วัน เว้นแต่ในกรณีที่มีเหตุจำเป็นเร่งด่วนเพื่อสิทธิและประโยชน์ของบริษัท หนังสือเชิญประชุมดังกล่าวอาจจะสั้นกว่า 7 วันได้
3. ประธานกรรมการ และกรรมการผู้จัดการใหญ่จะร่วมกันพิจารณากำหนดระเบียบวาระการประชุม ในขณะที่กรรมการแต่ละคนมีสิทธิเสนอเรื่องใดๆ เพื่อให้ที่ประชุมคณะกรรมการพิจารณาได้ ในกรณีที่ประธานกรรมการเป็นผู้บริหารระดับสูงของบริษัทด้วย ประธานกรรมการจะหาหรือเรื่องระเบียบวาระการประชุมคณะกรรมการกับประธานกรรมการตรวจสอบ หรือกรรมการอิสระตามความเหมาะสมด้วย

หมวด 16 นโยบายและขั้นตอนเกี่ยวกับการประเมินคณะกรรมการ

นโยบาย

เพื่อปฏิบัติให้เป็นไปตามแนวทางของสำนักงาน ก.ล.ต. และตลาดหลักทรัพย์แห่งประเทศไทยในเรื่องเกี่ยวกับการกำกับดูแลกิจการและเพื่อประสิทธิภาพของคณะกรรมการ จึงเป็นการสมควรสำหรับบริษัทที่จะกำหนดนโยบายและขั้นตอนเพื่อการประเมินคณะกรรมการ คณะกรรมการชุดย่อย และกรรมการแต่ละคน เพื่อดำเนินการประเมินเป็นรายปี

ขั้นตอน

- ขั้นตอนที่ 1** เลขาธิการบริษัทส่งแบบฟอร์มประเมินให้แก่กรรมการทุกคน
- ขั้นตอนที่ 2** กรรมการกรอกแบบฟอร์มประเมิน
- ขั้นตอนที่ 3** กรรมการส่งคืนแบบฟอร์มประเมินให้แก่เลขาธิการบริษัท
- ขั้นตอนที่ 4** เลขาธิการบริษัทจะสรุปย่อแบบฟอร์มประเมิน และให้จัดทำรายงานและส่งแบบฟอร์มให้แก่ประธานกรรมการ
- ขั้นตอนที่ 5** ประธานกรรมการแจ้งผลการประเมินไปยังประธานกรรมการตรวจสอบ ประธานกรรมการบริหาร และประธานกรรมการสรรหาและพิจารณาคำตอบแทนกรรมการ และคณะกรรมการชุดย่อยอื่น (ถ้ามี)

ATTACHMENT 5 : REPORT ON THE PERFORMANCE OF DUTIES OF THE AUDIT COMMITTEE FOR THE YEAR 2022

The Audit Committee of the Company consists entirely of 3 independent directors who are independent, knowledgeable, capable, and experienced in auditing financial reports, internal control system, and inspection as well as having knowledge and understanding of corporate business and qualified according to the announcement of the Capital Market Supervisory Board and the announcement of the Stock Exchange of Thailand Regarding the qualifications and scope of work of the Audit Committee, B.E. 2558. In 2022, the members of the Audit Committee are as follows:

- | | |
|-------------------------------|---------------------------------|
| 1. Mr. Anuwat Maytheewibulwut | Chairman of the Audit Committee |
| 2. Ms. Anchalee Bunsongsikul | Audit Committee |
| 3. Mr. Dan Zonmani | Audit Committee |

In 2022 the Audit Committee held 4 meetings with details of attendance. as follows

- | | |
|-------------------------------|---------------------|
| 1. Mr. Anuwat Methivibulwut | Attended 4 meetings |
| 2. Ms. Anchalee Boonsongsikul | Attended 4 meetings |
| 3. Mr. Dan Zonmani | Attended 3 meetings |

Summary of the performance of the audit committee is as follows:

1. Review financial reports

The Audit Committee reviewed the Company's quarterly financial reports and annual financial reports and consolidated financial statements by meeting with the auditors, internal auditors, and listening to statements from management. The Audit Committee agrees with the auditor that the Company's financial reports are accurate. It is dependable as it should be in accordance with the

accepted accounting standards of Thailand and sufficient and timely disclosure of information and made remarks on issues that would be beneficial to the Company regarding disclosure of information as necessary and appropriate.

2. Review the effectiveness of the internal control system.

The Audit Committee attaches immense importance to good corporate governance, risk management, and internal control by promoting the creation of an organizational culture concerning good internal control and has reviewed the audit results of the efficiency and effectiveness of the internal control system as audited by the audit department according to international standards for various work processes within the group of companies every quarter. The Audit Committee provided additional suggestions that were useful for improving the Company's operations to be more efficient and effective. The management has been followed up to make improvements according to the suggestions continuously and has continuously improved its operations to be consistent and suitable for the current business environment.

3. Review Compliance with the Law, and Related Regulations

The Audit Committee has reviewed the Company's compliance with the Securities and Exchange Act, set requirements or laws related to the Company's business operations and work system defined.

4. Oversee internal audit work

The Audit Committee has considered the annual internal audit plan. This includes the extent of the audit based on risk considerations and the existing controls of

the company's internal processes, past audit results, and information from the Company's risk assessment results, executives' interviews about their needs or concerns by giving advice and following up on corrective action on significant issues to achieve good governance and adequate internal control.

5. Consider connected transactions or transactions that may have a conflict of interest.

The Audit Committee has considered connected transactions or transactions that may have conflicts of interest of the Group to comply with the laws and regulations of the Stock Exchange of Thailand considering reasonableness, it is in the best interests of the company, and approved by the authorized person who is not a stakeholder. The Company has a policy on conflicts of interest and a policy on management of subsidiaries.

6. Review the auditor's performance and selection and nomination of auditors.

The Audit Committee has considered the terms of employment of auditors for the selection and appointment of the auditors, including the auditor's remuneration for the year 2022 and reviewing the qualifications of the auditors found to be completely correct. Therefore resolved to approve to propose to the Board of Directors for approval and to later propose for approval at the Annual General Meeting of Shareholders for the year 2022

The Audit Committee has considered the nature of other services apart from the auditing work that departments in the company or subsidiaries employ the audit firm and is of the view that such services do not affect the independence of the auditors in the practice of auditing the financial

reports of the company.

7. Self-assessment and review of the Audit Committee's charter manual.

The Audit Committee has evaluated the annual performance by using the self-assessment form according to the principles of good corporate governance, which has been reported to the Board of Directors for consideration. In this regard, the results of the self-assessment are in particularly good criteria. The Audit Committee has also reviewed and revised the Charter of the Audit Committee. to be in line with the changing situation to ensure that the performance of the previous year was complete as assigned and in line with the best practices of the Stock Exchange of Thailand and proposed to the Board of Directors for approval.

In summary, the Audit Committee has fulfilled its duties in its entirety as specified in the Audit Committee Charter approved by the Board of Directors. This is in line with the requirements of the Securities and Exchange Commission and the Stock Exchange of Thailand, and the opinion is consistent with the auditor's opinion that the Company's financial reports are correct in all material respects in accordance with the accepted accounting standards of Thailand. In addition, the company has set up an internal control system and effective internal auditing and has complied with the law and relevant regulations throughout the year 2022, no significant issues or defects were found and has continuously improved its operations to be consistent and suitable for the current business environment.

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

ATTACHMENT 6 REPORT OF THE AUDIT COMMITTEE FOR 2022

Further details are as shown in page 12-13

/ MORE THAN JUST **LIVING**







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