

The background of the entire page is a dark blue gradient. In the center, there is a faint, out-of-focus image of a chessboard. A king chess piece is prominently placed in the center of the board, facing forward. The rest of the chess pieces and the board squares are blurred, creating a sense of depth. The text 'CHANGE THE PLAN NEVER THE GOAL' is overlaid on this background in a large, white, sans-serif font.

CHANGE THE PLAN **NEVER** **THE GOAL**

ANNUAL REPORT 2019

Ananda Development Public Company Limited

**OUR GOAL
NEVER
CHANGES**



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FINANCIAL STATUS AND PERFORMANCE

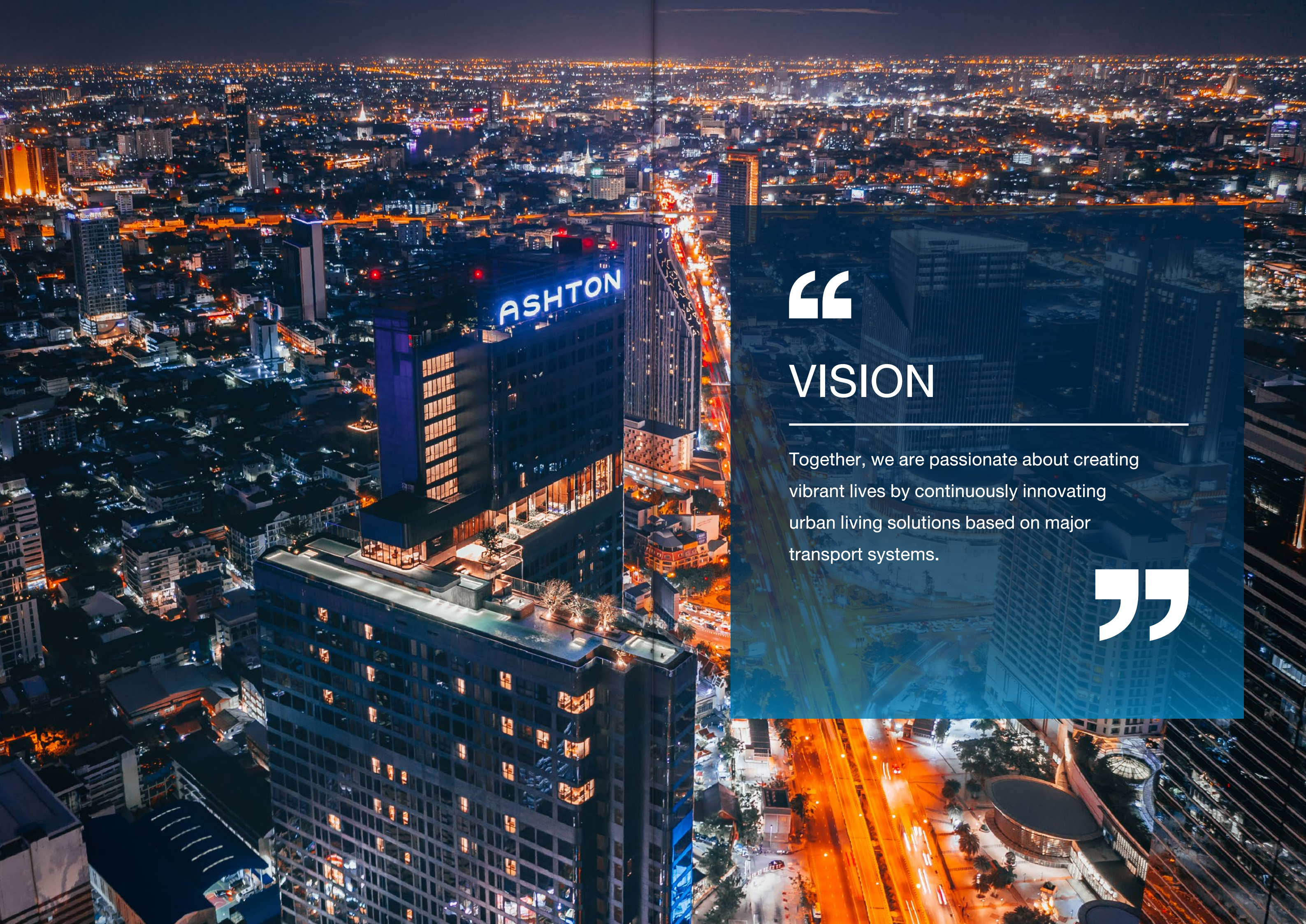
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FOCUS ON
CORE BUSINESS



“

VISION

Together, we are passionate about creating vibrant lives by continuously innovating urban living solutions based on major transport systems.

”



“

MISSION

We are number one in mass transit living through ambition, determination and innovation. We pursue optimization of capital, people development and ethical behavior.

”

COMPANY KEY HIGHLIGHTS

Successful launches

With the efforts of the continuous providing urban living solutions to customers




The company launched residential condominium projects next to mass transit stations with a combined project value of

13.000 million Baht in 2019.

Ideo Chula-Samyan and Ideo Charan 70-Riverview achieved optimistic responses with sales rate over

70% at launch in November 2019.



Our partnership deepens

Ananda has developed a joint venture with Mitsui Fudosan, one of Japan's largest real estate developer by revenues and entered its first joint project since 2013.

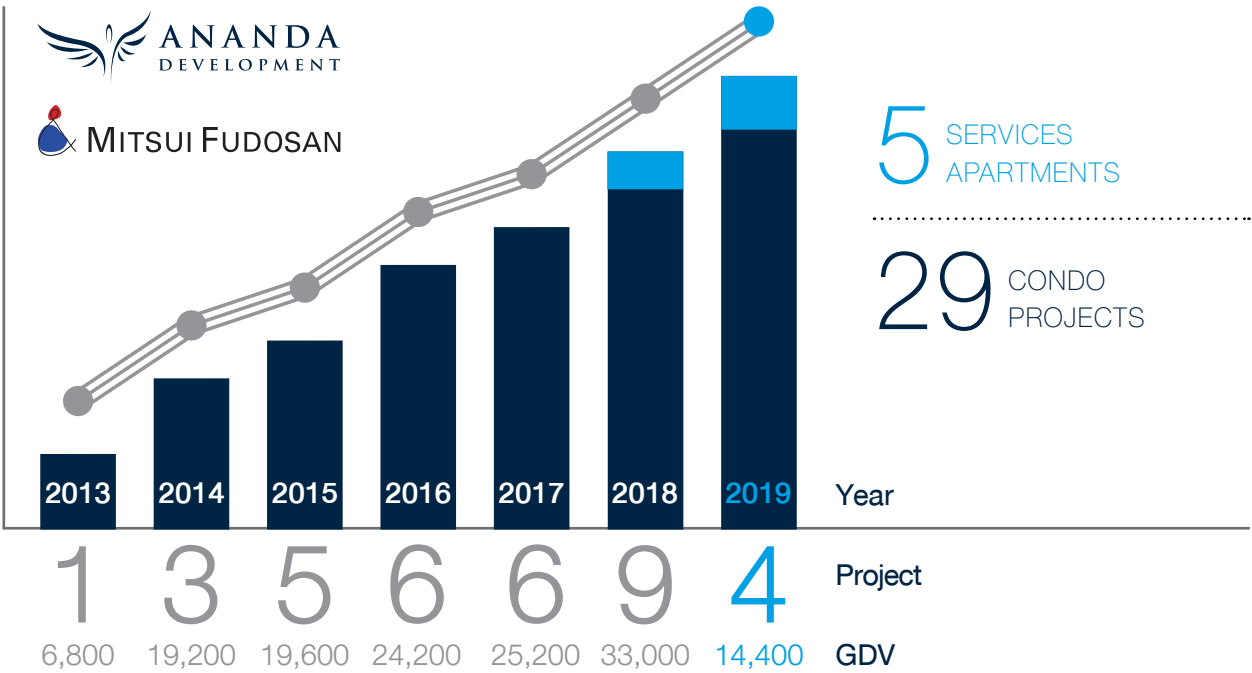
In 2019, the company launched an additional 12,400 million Baht in 3 condominium projects and another serviced apartment project, Somerset Pattaya worth 2,000 million Baht bringing the total value of joint venture projects to 142,400 million Baht in 34 projects.

JOINT PROJECT

142,400 MILLION BAHT

34 PROJECT

AS OF 31 DECEMBER 2019



The company also realized the continuing of completion and transfer of 4 joint venture projects including Ideo New Rama 9, Elio Del Moss, Ideo Mobi Rangnam, and Ideo Sathorn-Wongwian Yai additional transfer of 8 joint projects including Ashton Chula-Silom, Ashton Asoke, Ashton Silom, Ideo Q Chidlom-Phetchaburi, Ideo Mobi Sukhumvit 66, Ideo Mobi Asoke, Ideo Sukhumvit 93 and Ideo Phaholyothin-Chatuchak in 2018.



Technology Leadership



Ananda UrbanTech empowers Ananda Development Public Company Limited's vision and commitment to disrupt the traditional way of living to improve the quality of Urban Life. Set up in 2017, this innovative approach has enabled Ananda to source innovation and technology in order to improve the technology system for the prosperity of Thailand.

In 2019, Ananda UrbanTech brought the best in the world by organizing, sponsoring and hosting over 50 tech events that aims to trigger a cultural revolution in the Thai tech ecosystem.

Ananda UrbanTech's key highlights include Exponential Social Enterprise, running by Ananda Urban Tech team in partnership with The Federation of Thai Industries (F.T.I.) organized the "Exponential Manufacturing Thailand 2019" summit, the best seminar to transform the industrial sector for the first time in Southeast Asia. With the collaboration of Singularity University (SU), successful innovators from Silicon Valley, USA joined the summit to share their knowledge and experience regarding the disruptive technology that has been a new trend and had an impact on every business sector in the Thai industry.

In addition, Ananda UrbanTech partnered with Digital Economy Promotion Agency (depa) and xFold by ZM interactive to bring over drone flight demonstrations from Silicon Valley for the first time in Thailand under the theme of "Reimagine the future of urban living solutions with drones" which showcased the Drone Delivery and Drone Search & Rescue at Digital Thailand Big Bang 2019.



In collaboration with Brick & Mortar Ventures and the Social for Construction Solutions (SCS), Ananda UrbanTech organized "The World's Leading-Edge Construction Technologies" seminar. It aimed to explore the world's cutting-edge technologies in construction which currently disrupts the construction industry in the way we design, construct, and maintain the built world, as well as learn about future trends of construction technologies.



Ananda UrbanTech has sponsored Drone Academy Thailand to launch "Road to International Drone Competition 2019" project which encourages Thai athletes to compete on a global stage to reach world drone flying championship tournaments. The Thai team recently won the Drone Odyssey Challenge 2019 in Singapore.



Ananda UrbanTech also supported the national and international event of the 'World Robot Games Thailand Championship 2019' robotics competition which had over 2,500 people from over 10 countries joining. It aims to help encouraging young people throughout Thailand to take an interest in E-Sport and technology. This will further inspire them to want to learn more about multiple technologies involved in making the more competitive robots such as robotics, computer engineering, computer coding, mechanical engineering, artificial intelligence, sensors, etc.

Ananda Development has a strong commitment to innovation and technology, and this includes not only committing to disrupting the traditional way of living but incorporating this into the workforce and business procedures.



In addition to fully deploying the Ananda Transfer App (ATA) to all new projects that utilizes cloud technology, machine learning and image recognition capabilities and leading as the first property developer in Thailand to implement Virtual Reality (VR) Building Information Modelling (BIM) to streamline the entire development process, Ananda Development has shifted to digitizing marketing materials. Furthermore, utilizing the powers of AI, Ananda has the capability to optimize complex flows and generate more efficient and effective construction plans for multiple project simulations.

With all this focus on innovating every business process for the better, Ananda has received several awards in 2019. The beginning of 2019 saw Ananda being selected out of 600+ nominations for the use of Ananda Transfer App. Ananda also won the 2019 Thailand Construction Visionary Innovation Leadership award by Frost & Sullivan for our innovation strategy in the construction business.

Our innovative and growth mindset has been encouraged with the integration of the Design Thinking methodology at any stage of a project and our cultural change to be more customer centric, both internally and externally lead to Ananda being selected as a Finalist to the Design & Innovation Awards 2019 from IQPC, Texas.



Corporate Governance

The Company is very proud that its commitment to the best possible corporate governance and transparency has resulted in the Company's corporate governance rating issued by the Stock Exchange of Thailand being maintained "Excellent" corporate governance scoring **5-star** for 3 consecutive years.



IR Award

The Company is also very pleased that its efforts to communicate fully and transparently to domestic and international investors has been recognized with the company being awarded Best Investor Relations 2019 by the Stock Exchange of Thailand.



FINANCIAL HIGHLIGHTS

	2019	2018	2017	2016	2015
Presales (Million Baht)	26,654	31,483	34,920	25,175	26,235
Transfers (Million Baht)	20,020	33,171	15,098	15,866	9,598
Summary of Financial Position Statement (Million Baht)					
Cash and Cash Equivalents	4,028	4,714	2,063	2,683	2,573
Total Assets	48,795	41,573	29,870	25,366	20,471
Total Liabilities	30,321	23,584	16,410	14,612	11,743
Shareholders' Equity	18,474	17,989	13,460	10,754	8,727
Operating Results (Million Baht)					
Revenue from Sale of Real Estate	4,847	5,905	8,932	9,780	9,598
Revenue from Project Management Services and Comission Income	1,880	2,080	2,061	1,243	961
Total Revenues	9,203	10,555	12,950	12,230	11,025
Total Cost of Goods Sold	6,256	6,950	8,053	7,698	6,596
Selling and Administrative Expenses	2,664	3,085	2,570	2,505	2,152
Profit Attributable to Equity Holder of the Company	705	2,419	1,329	1,504	1,207
Value per Share (Baht per Share)					
Book Value Per Share	5.5	5.4	4.0	3.2	2.6
Earnings per Share	0.09	0.65	0.34	0.42	0.36
Financial Ratios					
Return on Assets (%)	1.6	6.8	4.8	6.6	6.4
Return on Equity (%)	3.9	15.4	11.5	15.4	15.4
Gross Profit Margin (%)	32.0	34.2	37.8	34.4	38.7
Net Profit Margin (%)	7.7	22.9	10.3	12.3	10.9
Dividend per Share (Baht)	0.1175	0.2540	0.1275	0.1250	0.1000
D/E Ratio (times)	1.6	1.3	1.2	1.4	1.3
Net IBD/E Ratio (times)	1.1	0.7	0.8	0.8	0.7

MESSAGE FROM THE CHAIRMAN



“

2019 was the year of challenges and opportunities for Ananda and Thailand. The past year saw Thailand's GDP growth revised down more than the expected several times affected by domestic and international factors. Strong Thai baht relative to other currencies affected the country's exports, and so US-China did the trade talks and a slowdown of the world's economy. However, the Thai economy was still backed by the robust tourism industry, consumer spending, and government disbursement.

The current mass transit lines totalling over 100 stations, which will be ready to be double in the number of stations in the next few years is a positive factor for Ananda and will expand the scope for Ananda to implement its strategy of mass transit living and continue to generate investment opportunities for many years to come. In addition, low interest rates, and several stimulus measures from the government have reinforced the property sector and Thailand economy among the challenging external factors.

In the year 2020, the company will start to recognize recurring incomes from 2 serviced apartments in Rama 9 and Sukhumvit 8 which is a partnership with global partners like The Ascott Limited, which is one of the number one luxury serviced residences in the world. The company also plans to diversify revenue channels by adding portfolios from recurring income. We see the opportunity to expand the business and is an investment that will provide income in the long run.

The company has committed itself to fulfil its obligations and to extend these to the wider community. The company continued its support of Habitat for Humanity and has generated income for the community. The company supports CSR inprocess and after-process activities which are carried out in effort to promote sustainable development of the society at large. In 2019, Ananda has continued its commitment based on the concept of Ananda being an UrbanTech company. Over 50 public activities were involved with partnerships including local and international technology companies, bringing the world's best innovators to Bangkok to share their knowledge with the community to improve the technology ecosystem. In partnership with The Federation of Thai Industries (F.T.I.), Ananda organized the "Exponential Manufacturing Thailand 2019" summit, the best seminar to transform the industrial sector for the first time in Southeast Asia. In collaboration with Brick & Mortar Ventures and the Social for Construction Solutions (SCS), Ananda organized "The World's Leading-Edge Construction Technologies" seminar. It aimed to explore the world's cutting-edge technologies in construction which currently disrupts the construction industry in the way we design, construct, and maintain the built world, as well as learn about future trends of construction technologies.

I would like to congratulate the management and staff of Ananda for maintaining our Corporate Governance Rating by Thai Institute of Directors at the excellent level, as well as for being awarded Best Investor Relations of the Year by the Stock Exchange of Thailand. We take corporate governance and investor relations very seriously and we appreciate this being recognised.

On behalf of Ananda Development Public Company Limited, I would like to convey my appreciation to the shareholders, customers, financial institutions, members of the press and business partners for their support in helping bring Ananda to this point where we are now realizing our true potential. I would also like to thank the Board of Directors, executives and staff for the total dedication they have displayed in bringing Urban Living Solutions to improve the quality of urban life for the people of Bangkok and continuing our journey to be the leading property company in Thailand.

”

Dr. Narongchai Akrasanee
Chairman of the Board
Ananda Development Public Company Limited.

MESSAGE FROM THE PRESIDENT AND CHIEF EXECUTIVE OFFICER



“

According to the escalating competition and uncertainty in the business world, national and international companies have rapidly changed their business plans and/or strategies to handle the situation. Ananda also identifies several problem statements and looks for business opportunities in the real world. Blue Ocean is one of key strategies we continue to persist in being the leading developer in the sector which allows all workforces in the company to offer an innovation in every aspect of the business.

We endure to refine and align our business plan to maintain the company's stability in the long term as well as to reserve cash at a healthy level. We are closely monitoring market situation both domestically and internationally. We still emphasize a continuous growth as a leader in condominium close to mass transit with a strong financial discipline by maintaining a net interest-bearing debt to equity ratio at 1 time as our long-term target.

Ananda is also dynamic and continuously developing quality products. After we earlier launched a condominium project at Saphankhwai; however, we saw more opportunities in other groups of customers. As we would like to broaden those opportunity, we were re-assessed and prepared for the new brand of condominium projects in order to align with customer demands in the more sizable markets. We applied several construction technologies including BIM, and other leading technologies to enhance our cost efficiency with our all strategic partners.

With the efforts to continuously provide urban living solutions to customers, the company launched residential condominium projects next to mass transit stations with a total project value of 13 billion Baht in 2019. Ideo Chula-Samyan and Ideo Charan 70-Riverview achieved positive responses with the sales over 70% at launch in November 2019.

Ananda reaches its current position through the power of innovation in several aspects of its business and has a strong commitment to innovation and technology, and this includes not only committing to disrupting the traditional way of living but incorporating this into the workforce and business procedures.

The company in partnership with The Federation of Thai Industries (F.T.I.) organized the “Exponential Manufacturing Thailand 2019” summit, the best seminar to transform the industrial sector for the first time in Southeast Asia. Moreover, with the collaboration of Singularity University (SU), successful innovators from Silicon Valley joined the summit to share their knowledge and experience regarding the disruptive technology that has been a new trend and had an impact on every business sector in the Thai industry.

In addition, we partnered with Digital Economy Promotion Agency (depa) and xFold by ZM interactive to bring over drone flight demonstrations from Silicon Valley for the first-time in Thailand under the theme of “Reimagine the future of urban living solutions with drones” which showcased the Drone Delivery and Drone Search & Rescue at Digital Thailand Big Bang 2019.

We were very pleased to be able to deepen our relationship with our partner, Mitsui Fudosan, by announcing 3 additional condominium projects and a serviced apartment project in Pattaya, with a total gross development value of over 14 billion

Baht, bringing the total to 34 projects with a total development value of over 142 billion Baht. Begin with 2020, two serviced apartment projects are expected to be completed in early 2020, with many more to come in the next several years, which become a part of our strategy of expanding Ananda's revenue sources and increasing the proportion of recurring income.

In the late of the year, we had a new business partner by signing MOU with U City in collaboration to develop smart city projects, as well as technology and innovation hub in the areas of Thana City, Bangna-Trad road. We aim to reinvent property development, serving the new lifestyle for every urban live and looking for business growth and opportunities in the long term.

As CEO, I would like to remain driving our innovation as well as financial discipline and our future business opportunities. We're one of the leading condominiums developers within 300 metres from mass transit stations (BTS and MRT stations). In the future, we would like to become one of the best in class companies in the industry in terms of operations, business processes and customers.

I would like to thank all of those involved, without whom this would not have been possible, including our customers, staff, suppliers and financial institutions. It's their support, skills, dedication, professionalism and creativity that make us the company driving Urban Living Solutions.

”

Chanond Ruangkritya
President and Chief Executive officer
Ananda Development Public Company Limited

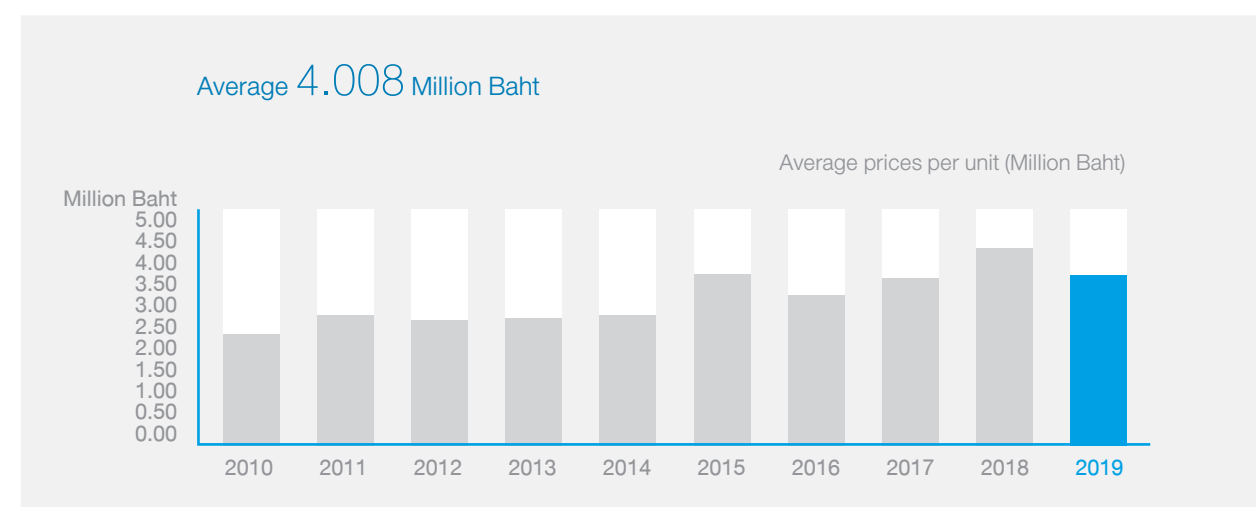
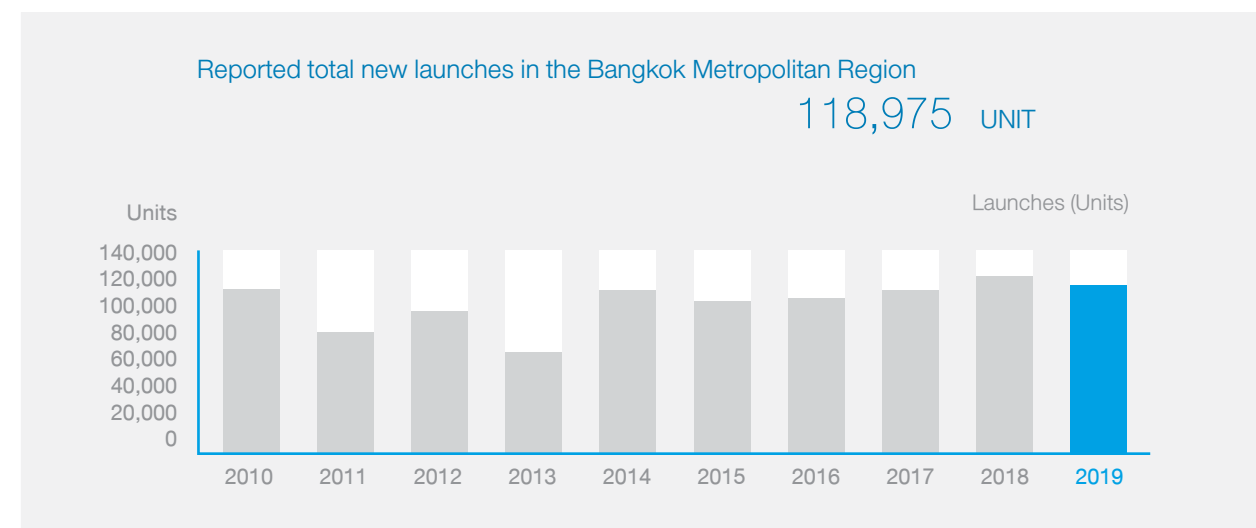


BUSINESS **OPERATION**

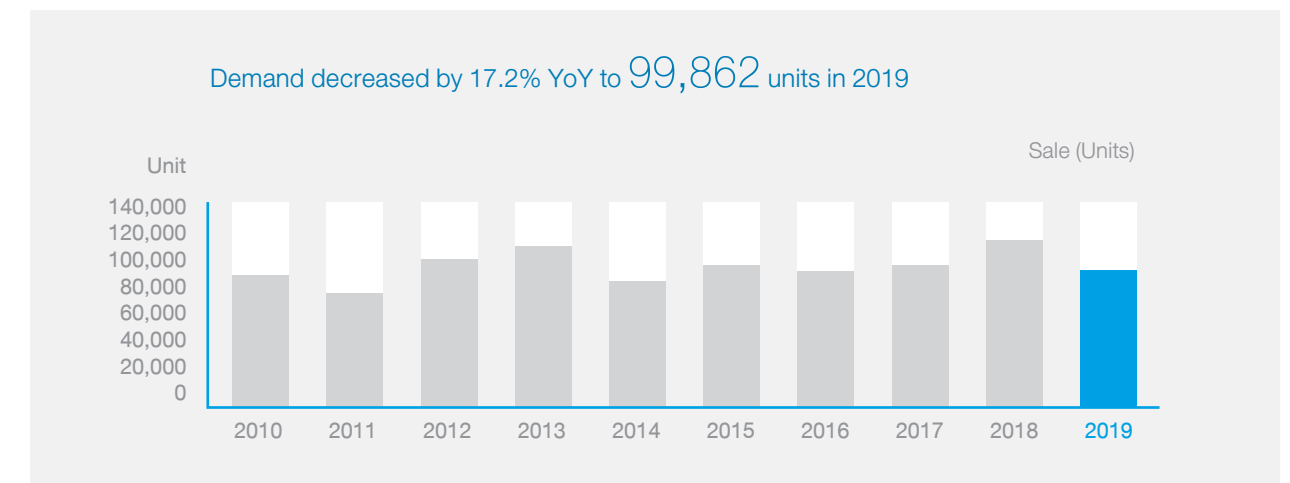
OVERVIEW OF OPERATING ENVIRONMENT

INDUSTRY

In 2019, the Agency for Real Estate Affairs (AREA) reported total new launches in the Bangkok Metropolitan Region (BMR) were 118,975 units, a decrease of 4.9% from the previous year's total of 125,118 units. Condominiums were the largest proportion of launches, accounting for 55.8% of total launches in 2019. The total launched value was 476,911 million baht, down 15.7% YoY from 565,811 million baht because the average price per unit of launched projects in 2019 decreased by 11.4% to 4.008 million baht a unit from 4.522 million baht a unit in 2018. The new launches were driven by the mid-end segment priced.



Demand decreased by 17.2% YoY to 99,862 units in 2019, mainly from condominiums, which accounted for 54.4% of the market. Townhouses and single detached houses were 28.7% and 11.0% of the market respectively. The remainder, 5.9% was other property types such as twinned houses, commercial buildings and subdivided lands.



2019 launches were 118,975 units, whereas demand was 99,862 units. As a result, BMR's supply ended December 2019 increased by 9.6% to 218,881 units from a year earlier's total of 199,768 units. Condominium supply showed the largest increase. Supply detail were shown,

Condominium

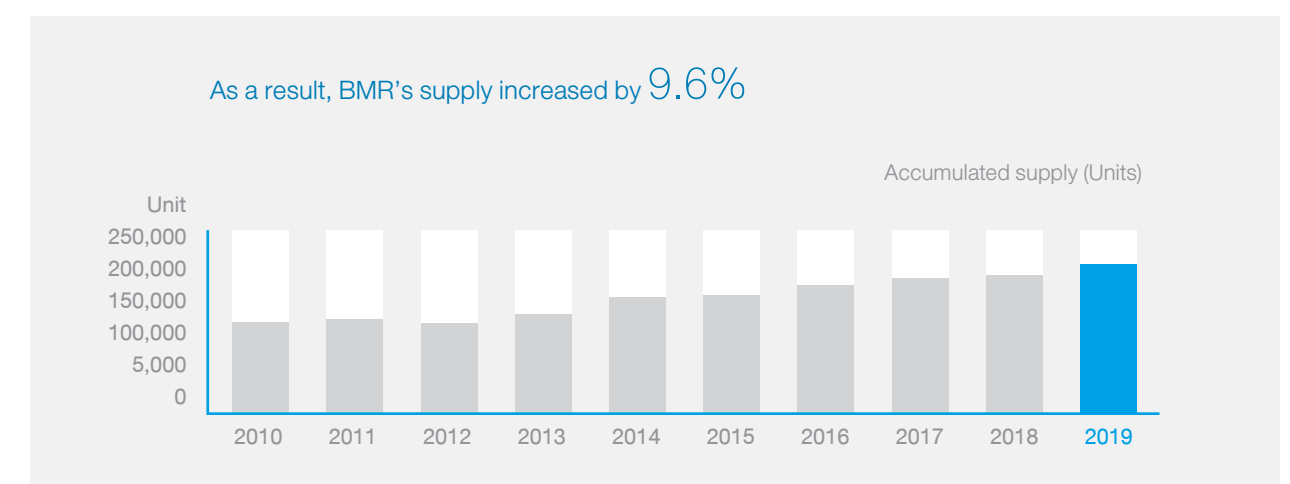
supply increased
15.9% YoY
to 93,883 units

Townhouse

supply increased
3.6% YoY
to 65,510 units

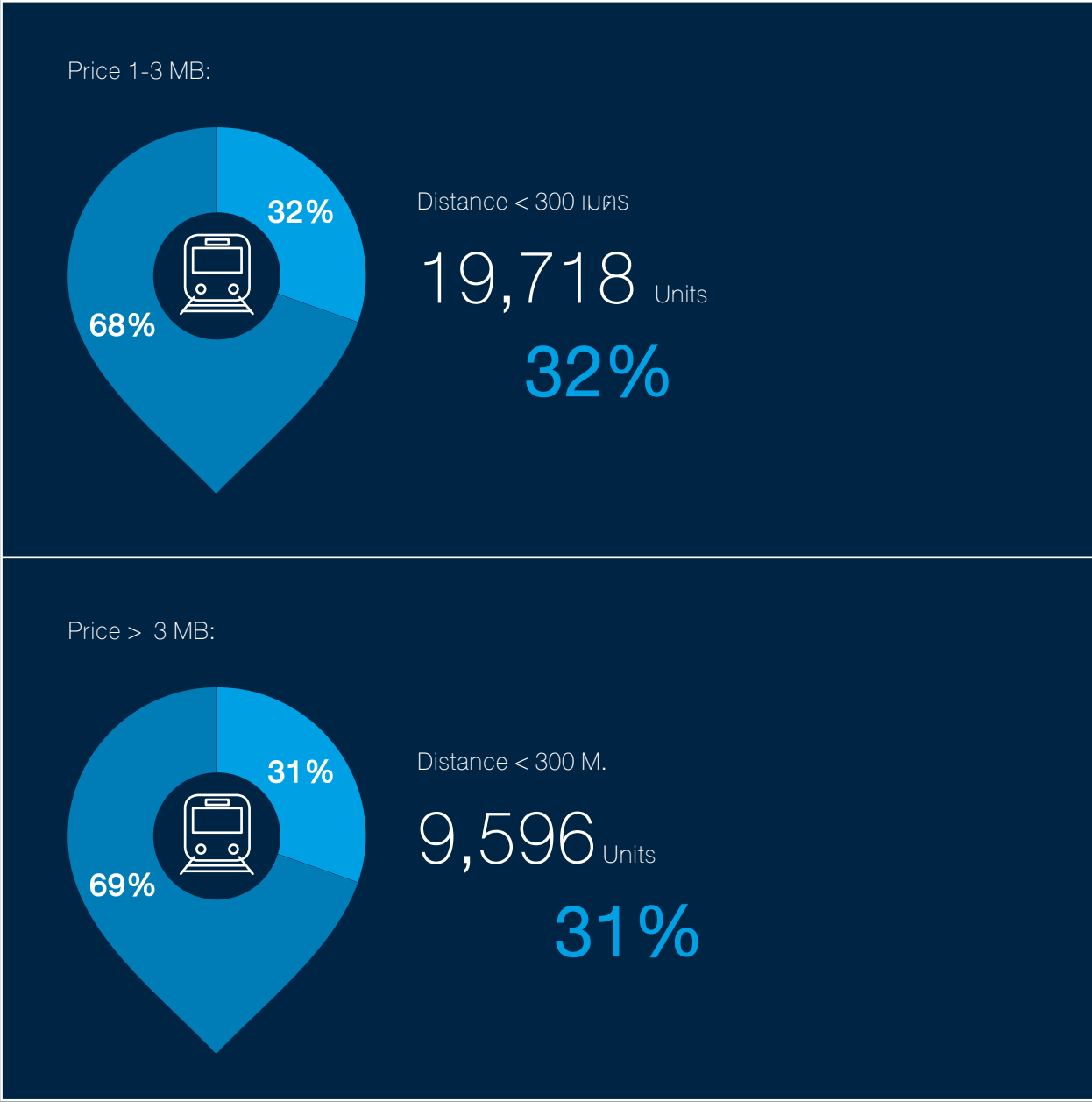
Single

detached house supply rose
5.9% YoY
to 37,506 units



According to condominium supply as of December 2019, its supply within 300 metres from a mass transit station as focusing condominium nearby mass transit network is still below its supply over 300 metres from a mass transit station with different selling prices point. This was shown that location is important for developers to offer products to customers.

Condominium Stock compared by distance from mass transit



Source: Agency for Real Estate Affairs (AREA)

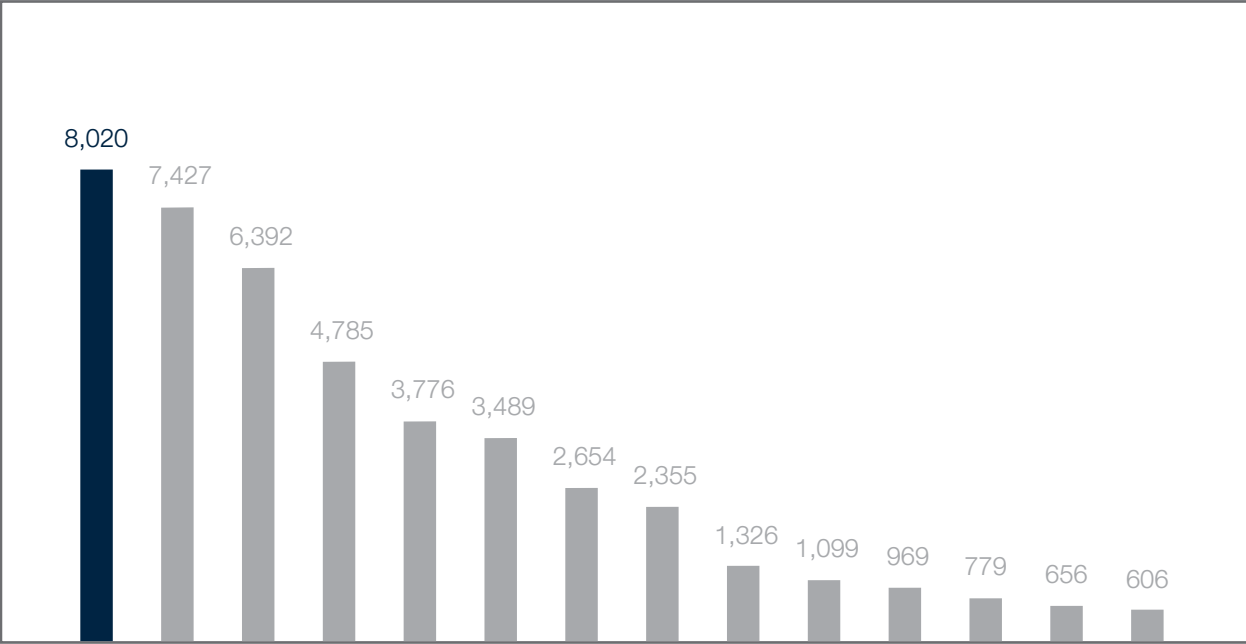
Ananda's one of the leading condominium developers in Thailand as our investment principle focusing condominium nearby mass transit network with offering different products such as Ashton, Ideo Q, Ideo Mobi and Ideo brand within 300 metres, ELIO brand within 301 to 600 metres and UNiO brand over 600 metres of a mass transit station. Landed housing in low density suburbs.

COMPETITION AND MARKET SHARE

Ananda is one of the leading condominium developers in Thailand, focusing on investment in the projects close to the mass transit stations and offering a variety of brands that meet all customers' demand, including Ashton, Ideo Q, Ideo Mobi and Ideo with the distance of equal or less than 300 meters from the mass transit station. For Elio brand, its distance from the mass transit station is in a range of 301-600 meters, as well as Unio Brand which has a distance from the mass transit station more than 600 meters. In addition, the Company has also developed low-rise projects to meet customers' demand.

Ananda still maintains its leadership position in the condominium market adjacent to the mass transit stations. The number of units sold during the year 2015-2019 for condominiums with the distance from mass transit stations equal or less than 300 meters achieved the highest at 8,020 units. Ananda has continued a goal to maintain its leadership position in the condominium market adjacent to mass transit stations and expand income base to recurring income business that can generate as a continuous basis in the long run.

Number One Units Sold in Condominiums during 2015-2019 (Distance from mass transit station between 0-300 meters)



Source: Thailand's Real Estate Information Centre, Agency for Real Estate Affairs Co., Ltd. (AREA) and ANANDA MARKET INTELLIGENCE

POLICY AND OVERVIEW OF BUSINESS OPERATION

Overview of Business Operation



Ananda Development Public Company Limited is engaged in real estate development business, including condominium projects, housing projects and townhouses in Bangkok and its vicinity. The Company and its subsidiaries have developed condominium projects under “Ashton”, “Ideo Q”, “Venio”, “Ideo Mobi”, “Ideo”, “Elio”, and “Unio” brands by focusing on the connections to mass transit stations in order to create convenient and comfortable living of residents. In terms of housing projects and townhouses, the Company and its subsidiaries have developed projects under “Artale”, “Airi”, “Atoll”, “Arden”, “Urbanio”, and “Unio Town” brands with the unique concept and architectural design that respond to the needs of each customer segment.

The Company focuses on a business model with rapid turnover of assets. Prior to a land acquisition, the Company has conducted a feasibility study in terms of location, marketing, reasonable price, cost, and comprehensive cash flow analysis for consideration to select potential land plots which can be developed immediately or in the near term.

In addition, the Company has continuously developed innovative product design and construction in order to enhance product quality as well as reduce costs in appropriate level. This help to maximize efficiency, create added value, and respond to customers’ needs that has changed rapidly. Furthermore, the Company also focused on selling process and after sales service developments to enhance customers’ satisfactions. In 2019, the Company continued to emphasize on its after sales service supported by the team of the Company under the name “Mr. Smile” in order to enhance

after sales service efficiency and maximize customer satisfaction. This reflected in the results of customer satisfaction assessments in 2019 at 83%, rising from 82% in 2018.

The Company operates the business with a major business partner, Mitsui Fudosan Co., Ltd., which is a leading real estate development company in Japan, to help strengthen the Company’s business on a continuous basis since 2013, that is, the leading innovation has been implemented in design and construction of the Company’s projects which resulted in higher efficiency, cost reduction, as well as outstanding unique design. At the end of 2019, the Company and Mitsui Fudosan have mutually developed a total amount of 34 projects with a total value of 142,400 million Baht.

In addition to building a clear brand identity and a strong customer base in the country, the Company has also continued to expand its sales to foreign countries, especially in countries with high purchasing power, such as China, Singapore, Hong Kong, Taiwan, etc., which have been well received. In 2019, the Company’s sales from foreign buyers were more than 5,200 million Baht. Moreover, the Company also launched 1 serviced apartment projects in collaboration with its strategic partner, Mitsui Fudosan, and a leading global partner, The Ascott Limited, located in prime location in order to generate recurring income for the Company. The Company also aims to continuously expand serviced apartments business which generate recurring income as its long-term targets.

The board of the Company has supported to set visions and missions of the Company as well as regularly reviewed its operational policy and strategy to be in alignment with its business undertakings amid changing environment and challenging factors both domestic and international.

The Company has cascaded the development targets down to management and all employees and ensured that everyone in the Company understood and had the same directions. Also, the Company has implemented and integrated the action plans in order to generate maximum benefits to all stakeholders.

The Company emphasizes on financial discipline constantly with the intention of building the Company’s sustainable strength. In this regard, the Company has a policy to maintain a debt to equity ratio at 1 time, together with a healthy cash reserves, which is sufficient to support potential risks that may arise in the future.

The Company’s subsidiaries consist of real estate related group companies, including Helix Co., Ltd., The Agent Property Expert Co., Ltd., and The Works Community Management Co., Ltd., as well as lifestyle service group companies, including Bira Circuit One Co., Ltd., Bira Kart Co., Ltd., Bira RT Kart Co., Ltd., and Blue Deck Co., Ltd. All subsidiaries are working in harmony to support and drive the overall business operation of Ananda for sustainable growth.

Ananda Development Public Company Limited is still committed to maintaining its leadership in the construction of condominiums close to mass transit stations, developing housing projects and townhouses on a continuous basis, as well as increasing channels to generate recurring income in accordance with the policy framework of financial discipline in order to build the Company’s business strength sustainably. In addition, the Company also focuses on human resources development on a non-stop basis which is the main driving force of the Company and emphasizes on social and environmental friendly business operation.

Business Structure

Ananda Development Public Company Limited

Real Estate Development Group

— Ananda Development One Co., Ltd.	100.00%	— Ananda MF Asia Chidlom Co., Ltd.	51.00%
— Baan Niravana Co., Ltd.	100.00% ^{/1}	— Ananda MF Asia Taopoon Co., Ltd.	51.00%
— Ananda Development Two Co., Ltd.	100.00%	— Ananda MF Asia Thaphra Co., Ltd.	51.00%
— Helix Co., Ltd.	100.00%	— Ananda MF Asia Phetchaburi Co., Ltd.	51.00%
— Ananda MF Asia Co., Ltd.	100.00%	— Ananda MF Asia Udomsuk Co., Ltd.	51.00%
— ADC-JV 7 Co., Ltd.	100.00%	— Ananda MF Asia Wongwian Yai Co., Ltd.	51.00%
— ADC-JV 10 Co., Ltd.	100.00%	— Ananda MF Asia Wutthakat Co., Ltd.	51.00%
— JV-CO1 Co., Ltd.	99.80%	— Ananda MF Asia Sutthisan Co., Ltd.	51.00%
— ADC-JV 14 Co., Ltd.	99.70%	— Ananda MF Asia Thonglor Co., Ltd.	51.00% ^{/4}
— ADC-JV 19 Co., Ltd.	99.70%	— Ananda MF Asia Ramkhamhaeng Co., Ltd.	51.00% ^{/5}
— ADC-JV 20 Co., Ltd.	99.70%	— Ananda MF Asia Udomsuk 2 Co., Ltd.	51.00%
— ADC-JV 21 Co., Ltd.	99.70%	— Ananda MF Asia Saphankhwai Co., Ltd.	51.00%
— ADC-JV 23 Co., Ltd.	99.70%	— Ananda MF Asia Asoke Co., Ltd.	51.00%
— ADC-JV 26 Co., Ltd.	99.70%	— Ananda MF Asia Ratchathewi Co., Ltd.	51.00%
— ADC-JV 27 Co., Ltd.	99.70%	— Ananda MF Asia Samyan Co., Ltd.	51.00%
— ADC-JV 28 Co., Ltd.	99.70%	— Ananda MF Asia Bangna Two Co., Ltd.	51.00% ^{/6}
— ADC-JV 29 Co., Ltd.	99.70%	— Ananda MF Asia Chongnonsi Co., Ltd.	51.00% ^{/7}
— ADC-JV 30 Co., Ltd.	99.70%	— Ananda MF Asia Phraram 9 Co., Ltd.	51.00% ^{/8}
— AMF Asia Bangphlat Co., Ltd.	74.00%	— Ananda MF Asia Victory Monument Co., Ltd.	51.00% ^{/9}
— AMF Asia Phra Khanong Co., Ltd.	74.00%	— Ananda MF Asia Bangchak Co., Ltd.	100.00% ^{/10}
— AMF Asia Samyan Co., Ltd.	74.00%	— Ananda MF Asia Phraram 9 Two Co., Ltd.	74.00% ^{/11}
— Ananda MF Asia Sena Nikhom Co., Ltd.	74.00%	— AMH Ratchada Co., Ltd.	51.00%
— Ananda MF Asia Ratchaprarop Co., Ltd.	74.00% ^{/2}	— AMH Sathorn Co., Ltd.	51.00%
— Ananda MF Asia Saphankhwai Two Co., Ltd.	62.50% ^{/3}	— AMH Sukhumvit 59 Co., Ltd.	51.00%
— Ananda MF Asia Bangna Co., Ltd.	51.00%	— AMH Sukhumvit 8 Co., Ltd.	51.00%
		— AMH Pattaya Co., Ltd.	51.00%

Investment and Other Related Business Group

— The Agent (Property Expert) Co., Ltd.	100.00%
— ADC-JV 15 Co., Ltd.	100.00%
— Exponential Social Enterprise Co., Ltd.	100.00%
— The Works Community Management Co., Ltd.	99.98%
— Ideo Condo One Co., Ltd.	99.80%
— Ananda Apac 1 Co., Ltd.	56.00%
— Ashton Silom Co., Ltd.	100.00%
— Ashton Asoke Praram9 Co., Ltd.	100.00%
— Ideo Q Victory Co., Ltd.	100.00%
— Ananda Apac Bangchak Co., Ltd.	100.00%
— Ananda Apac Phraram 9 Two Co., Ltd.	86.50%
— Ananda and Partners Saphankhwai One Co., Ltd.	60.00%
— Ideo Mobi Rangnam Co., Ltd.	51.00%
— Ideo Q Sukhumvit 36 Co., Ltd.	51.00%
— Ideo New Rama 9 Co., Ltd.	51.00%
— Urbantech Ventures Co., Ltd.	100.00%
— Ananda SU Ltd.	51.00% ^{/12}

Lifestyle Group

— Blue Deck Co., Ltd.	100.00%
— Bira Circuit Co., Ltd.	100.00%
— Bira RT Kart Co., Ltd.	45.00% ^{/13}
— Bira Kart Co., Ltd.	100.00% ^{/14}

Remarks:

^{/1} Baan Niravana Co., Ltd. is held by Ananda Development One Co., Ltd.

^{/2} Ananda MF Asia Ratchaprarop Co., Ltd. is held by Ideo Mobi Rangnam Co., Ltd.

^{/3} Ananda MF Asia Saphankhwai Two Co., Ltd. is held by Ananda and Partners Saphankhwai One Co., Ltd.

^{/4} Ananda MF Asia Thonglor Co., Ltd. is held by Ideo Q Sukhumvit 36 Co., Ltd.

^{/5} Ananda MF Asia Ramkhamhaeng Co., Ltd. is held by Ideo New Rama 9 Co., Ltd.

^{/6} Ananda MF Asia Bangna Two Co., Ltd. is held by Ananda Apac1 Co., Ltd.

^{/7} Ananda MF Asia Chongnonsi Co., Ltd. is held by Ashton Silom Co., Ltd.

^{/8} Ananda MF Asia Phraram 9 Co., Ltd. is held by Ashton Asoke Praram 9 Co., Ltd.

^{/9} Ananda MF Asia Victory Monument Co., Ltd. is held by Ideo Q Victory Co., Ltd.

^{/10} Ananda MF Asia Bangchak Co., Ltd. is held by Ananda Apac Bangchak Co., Ltd.

^{/11} Ananda MF Asia Phraram 9 Two Co., Ltd. is held by Ananda Apac Phraram 9 Two Co., Ltd.

^{/12} Ananda SU Ltd. is held by Urbantech Ventures Co., Ltd.

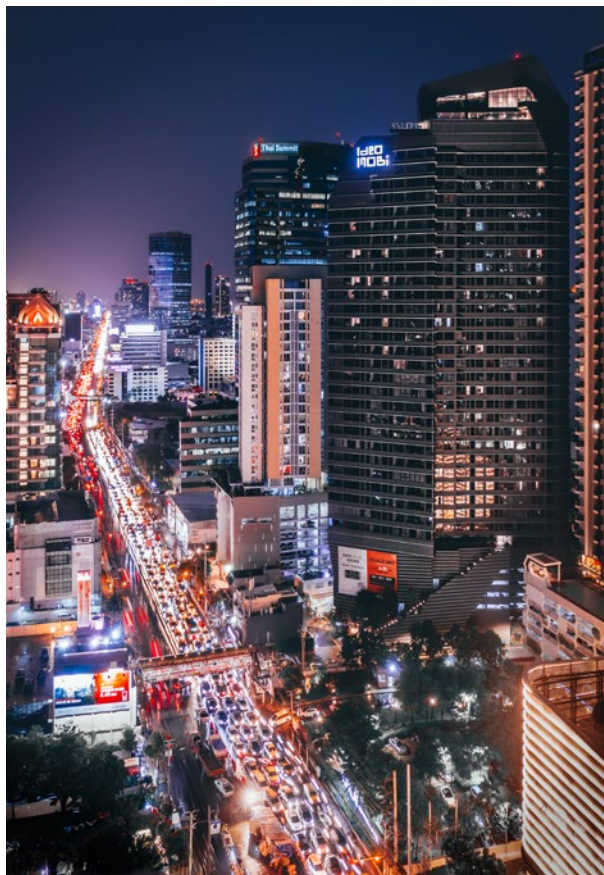
^{/13} Bira RT Kart Co., Ltd. is held by Bira Kart Co., Ltd.

^{/14} Bira Kart Co., Ltd. is held by Ananda Development PLC. in the amount of 179,998 shares or 49.31% and Bira Circuit One Co., Ltd. in the amount of 185,000 shares or 50.69%

NATURE OF BUSINESS AND OPERATIONS

Nature of Businesses and Details of Ananda's Products in 2019

Ananda Development Public Company Limited and its subsidiaries have nature of businesses which can be classified into 3 groups; real estate development business, other businesses related to real estate development, and lifestyle services. Details of each business segment are as follows:



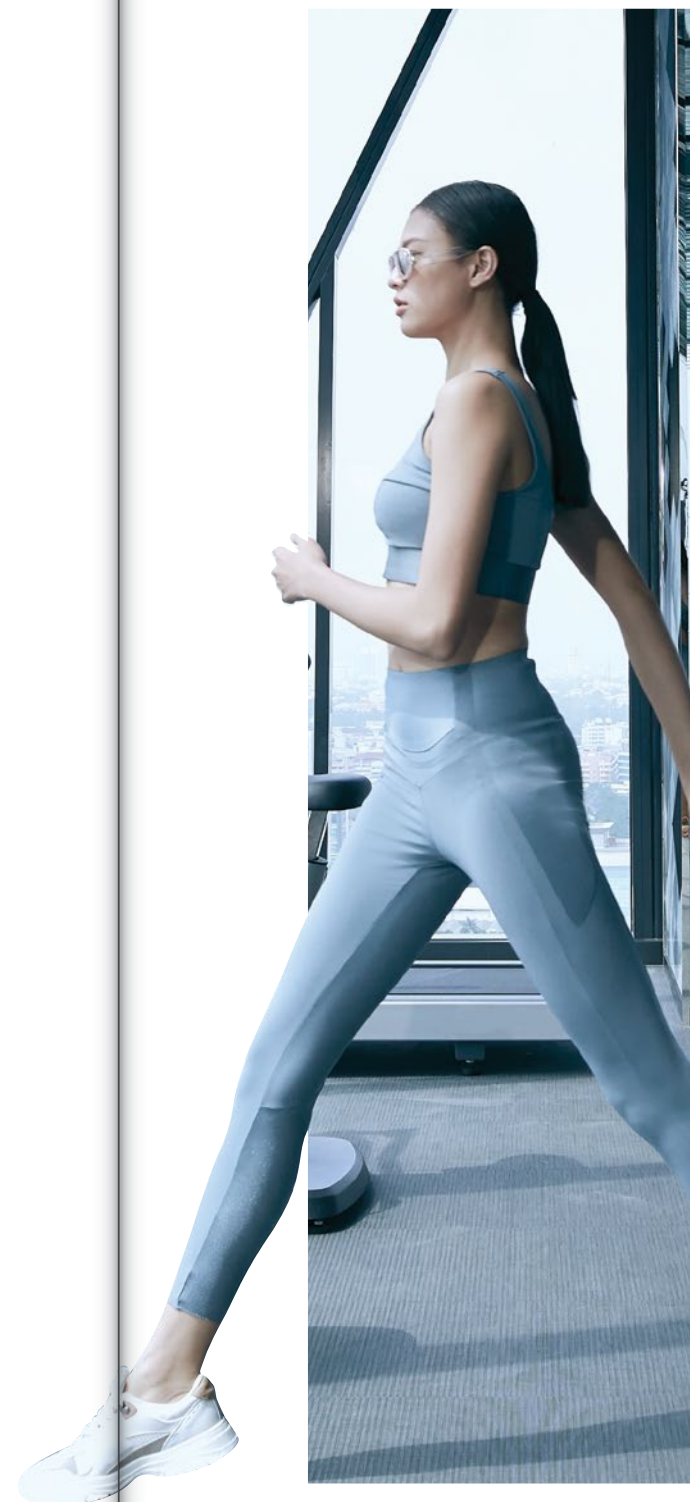
Real estate development business

Condominium projects

The Company focuses on the development of condominium projects close to mass transit stations with the aim of being “urban living solutions” for residents who are living in Bangkok and travelling by using mass transit systems increasingly and steadily.

The Company has studied and classified its products based on distance from mass transit stations from 0-300 meters, 301-600 meters, and more than 600 meters in which the product brand will be created in accordance with the study of current consumers' demand and lifestyles.

The Company has a concept of classifying the Company's main target group, namely, “**Generation C**”, which is a new generational category based on people's way of life both at work and off work. Gen C is characterized by their digital lifestyle, which are being constantly connected, always looking up something interesting, their inclination to publicly share trending stories and their own day-to-day lives right from their mobile devices. Gen C strives to be successful, has a clear goal, and plans for their finances and career.



This group of people are keen learners, like experiencing something new, value freedom, as well as love traveling. Gen C decide their very own live-work-play balance.

GEN C has qualifications comprising of C's as follows:

Convenience: Gen C are all about being quick and convenient. They find shortcuts to minimize the unnecessary. They thrive on making their lives more easily manageable, getting things done quicker and reaping more benefits. All of this leaves them with more time for other aspects of self-betterment.

Control: GEN C excel at being in control of their personal life, work, finances and time. Being goal-oriented, they know smart ways to make life easier, such as using the mass rapid transit system to save commute time. They are good at time- and self-management, which empower them to live exactly the way they want to.

Casual: Gen C have struck a live-work-play balance. They are successful at work and spare enough time for life-enriching experiences. Their personal life is a true reflection of who they are.

Cash Smart: Gen C are smart about their finances. They spend on things that contribute to their lifestyle while making sure that these purchases will have better value in the future.

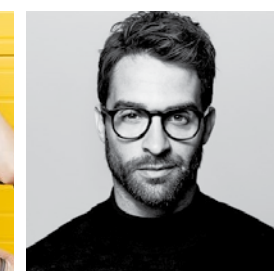
Connect: Gen C are constantly connected to the virtual world both at work and off work. They can manage most aspects of their lives right from their smartphone. They always learn about something new online and love sharing a part of themselves on social media.

Creativity: Gen C love uniqueness and creativity. They spend their time and energy innovating. They care about the arts, beauty and technology. They find inspiration in the aesthetics, but they are also constantly learning about new technological gadgets that will improve their quality of life.

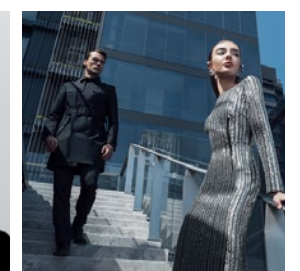
Generation C



BABY GEN C



BACHELOR GEN C



MARRIAGE GEN C

Ananda's Thesis



Ananda Segments and Condominium Brands

Ananda's condominium can be divided in various market segments. Each brand features different highlights and appeals to different target groups in terms of interests, taste and purchasing power. The Company's portfolio ranges from affordable projects for the masses to luxury developments for the select few.

Each brand caters to its own segment, which reflects its quality, from LUXURY brands whose premium facilities appeal to superior taste and lifestyles, to SUPER VALUE-RANGE, the more affordable brand which meet all of life's demands.

Ananda's brands can be divided into various segments as follows:

Segments	Condominium Brands
LUXURY	ASHTON
HIGH-END	IDEO
PREMIUM VALUE	VENIO
UP-SCALE	IDEO MOBi
MID-RANGE	IDEO
LOW-RANGE	ELIO
SUPER VALUE-RANGE	UNiO

In 2019, the Company launched 4 condominium projects as follows:

01 Q Prasarnmit



THE LIMITED MUST OWN

Benefit from spacious living in the heart of the city enveloped in quiet serenity and privacy where you and your family can enjoy priceless moments of tender happiness. Only 120 meters from Srinakharinwirot University (PRASARNMIT CAMPUS), and steps away from the commercial hub of Sukhumvit Road. Step into the realization of your hard-earned success and live the extraordinary life you deserve.



Project Details:

7-storey residential building (with 2-storey underground) with a total of 76 units



Project Launch:

November 2019

02 Ideo Chula-Samyan



CULTIVATED FOR YOU

Meet all lifestyle for Chula people with 24-hour facilities, including more than 1,500 square meters-co-working space and 24-hour fitness center, which serve all needs anytime. Green areas are placed in every spot of building, allows you to easily connect to the nature for perfectly relaxation.



Project Details:

Two high-rise buildings: building A with 34-storey, building B with 35-storey, total of 773 units



Project Launch:

November 2019



Distance from Mass Transit Station:

400 meters from MRT Samyan Station

03 Ideo Sukhumvit-Rama4



SPACE FOR ALL AGE

A living solution for all age, with wellness facilities for better living as well as green space for relaxation and sustainable living. With the great location, on Sukhumvit-Rama4, this will allow you to easily connect to the city at any time.



Project Details:

One high-rise building, 32-storey, with a total of 642 units



Project Launch:

November 2019



Distance from Mass Transit Station:

350 meters from BTS Phra-Kanong Station

04 Ideo Charan70-Riverview



AQUATIC RECHARGE

Recharge your life with the great Riverview condominium which has been designed for all lifestyles of urban lives, with full of transportation, including, mass-transit, boat pier, express way, and various facilities. Those will recharge your life and drive you for the better step like the river streams moving forward with continuity.



Project Details:

One high-rise building, 38-storey, with a total of 1,421 units



Project Launch:

November 2019



Distance from Mass Transit Station:

295 meters from MRT Bang-Plad Station



Joint venture with a major business partners in real estate project development

In 2013, the Company signed a joint venture agreement with Mitsui Fudosan Co., Ltd., one of the largest real estate developers in Japan, to mutually develop real estate projects in Thailand with the purpose of applying knowledge, experience, and new expertise to operate the business together, leading to the upgrading of Thai real estate industry to an international level.

In 2019, the Company and Mitsui Fudosan signed a mutual development of 3 condominium projects, consisting of Ideo Charan70-Riverview, Ideo Chula-Samyan, and Ideo Sukhumvit-Rama4.

Furthermore, the Company and Mitsui Fudosan also signed a mutual development of 1 serviced apartment project,

SOMERSET PATTAYA

Therefore, at the end of 2019, the Company and Mitsui Fudosan had a total number of mutual development projects of

34 Projects

with a total value of

Baht 142,400 million

Landed Housing Projects and Townhouses

The Company has a variety of low-rise projects to respond to demand of every customer group, with the selling prices ranging from Baht 2.5 million to Baht 30 million, under “Artale”, “Airi”, “Arden”, “Atoll”, “Urbanio”, and “Unio Town” brands.

In 2013, the Company launched a group of landed -housing projects under “Atoll” brand, as the first group, focusing on relaxation for residents with a large club house and a full range of facilities. The selling prices started from approximately Baht 2.5 million to Baht 5 million per unit.

In 2015, the Company launched “Arden” brand, which was a townhouse project located on a prime location in Bangkok, with selling prices starting from approximately Baht 7.5 million to Baht 18 million.

In 2017, the Company developed a luxury landed-housing project under “Artale” brand, which was a new brand, with selling prices starting from Baht 17 million to Baht 30 million. The Company also launched a landed-housing project under “Airi” brand, with selling prices starting from Baht 11 million. In the same year, Helix Co., Ltd., a wholly owned subsidiary of Ananda, developed a new townhouse project with reasonable price under “Unio Town” brand, which has selling prices starting from approximately Baht 2.5 million.

In 2019, Ananda has launched a new townhouse brand, “Urbanio”. The first project was located in a great potential area, Vibhavadi-Chaengwattana, with selling price starting from approximately Baht 5 million.

In the development of landed housing projects, the Company appointed Helix Co., Ltd., a wholly owned subsidiary of Ananda, to be the main construction operator of the projects in order to reduce a shortage of contractors and reduce risks of relying on external contractors only.



Landed-housing projects of the Company can be classified into the following product categories as follows:


Segments	Landed-housing Brands
LUXURY	A R T A L E
HIGH-END	A I R I A R D E N
MID-SCALE	U R B A N I O A t o l l U N I O T O W N

In 2019, the Company launched 2 landed-housing projects as follows;

01 Unio Town Pracha Uthit 76



More than a worthiness, enjoy beautiful nature with modern loft design townhome, chic but simply with full functions to meet all lifestyles, for endless happiness of all people.

 **Project Area:**
36-3-61.9 Rais

 **Project Launch:**
May 2019

02 Urbanio Vibhavadi-Chaengwattana



Because of different perspective, every detail must be focused on to create the right identity and also response to all needs of people, including closer, worthiness, and complete. With Urban Design concept, which balances between design and function under the luxury but simply styles on the great location, that meet all needs and lifestyles of residents.

 **Project Area:**
22-2-46.5 Rais

 **Project Launch:**
September 2019

Construction of Residential Condominium and Low-Rise Projects

Helix Co., Ltd., a subsidiary of Ananda, was established in 2013 to operate real estate development and construction business. According to Ananda's idea to reduce the shortage of construction workers and reduce the risk of relying on external contractors only, Ananda has appointed Helix as the Company's main contractor for the construction of condominiums and landed-housing projects. Helix also has its long-term target to construct 30% of all Ananda projects.

Helix continued to drive the real estate development business and improved operating efficiency. In addition, Helix has also allowed the Company to manage construction costs and enhance the Company's products' quality with advanced and world-wide technologies, delivering quality works on time in order to meet demands and satisfy customers, as well as all related parties.

In 2019, there are several Ananda's projects constructed by Helix, such as Ideo Q Victory, Ideo Q Sukhumvit 36, Ideo Mobi Sukhumvit 40 etc.



Other Businesses Related to Real Estate

The Agent (Property Expert) Company Limited

The Agent (Property Expert) Company Limited, a subsidiary of Ananda, was founded in 2010, to operate as a property agent for the sale/purchase of residential condominium units in the secondary market and for procurement of lessees for the owners of residential condominium units.

The Agent's services are not limited to residential condominium projects within the Company's real estate portfolio, its goal is to be the leading provider of real estate agency services specializing in properties located adjacent to mass transit stations. Accordingly, The Agent aims to be a market maker which promotes secondary sales to maintain the investment value of the Company's residential condominium projects.

The Works Community Management Company Limited

The Works Community Management Company Limited was established to operate condominium management services, supervised by Ananda Development Public Company Limited. The Works offers management services for residential condominium projects. According to the title transfer of the units in a residential condominium project, The Works offers a year of complimentary management, or until the residential condominium's juristic persons entity is formed. The Works is committed to maintaining high service standards for its customers, delivering quality services, and allowing residents to be convenient and comfortable in order to maximize satisfaction and trust.

In addition, The Works and The Agent also work together closely. In case that the owner of the condominium unit wishes to sell the condominium in the secondary market, they shall choose to use the condominium management service to provide fundamental advice regarding the resale process. Therefore, project management services of The Works shall help introduce the services of The Agent to those who are interested in using real estate agent services.



Lifestyle Services



Bira Circuit One Company Limited / Bira Kart Company Limited / Bira RT Kart Company Limited

In 2009, the Company invested in Bira Circuit One Company Limited and Bira Kart Company Limited, which operate a motor racing circuit named "Bira International Circuit" and a go-kart race track named "Bira Kart", respectively. Both of which are located in Chonburi Province. In addition, the Company also invested in Bira RT Kart Company Limited which operates the sales of motor vehicle parts and components to support the motor racing and go-kart racing business operations of Bira Circuit One Company Limited and Bira Kart Company Limited.



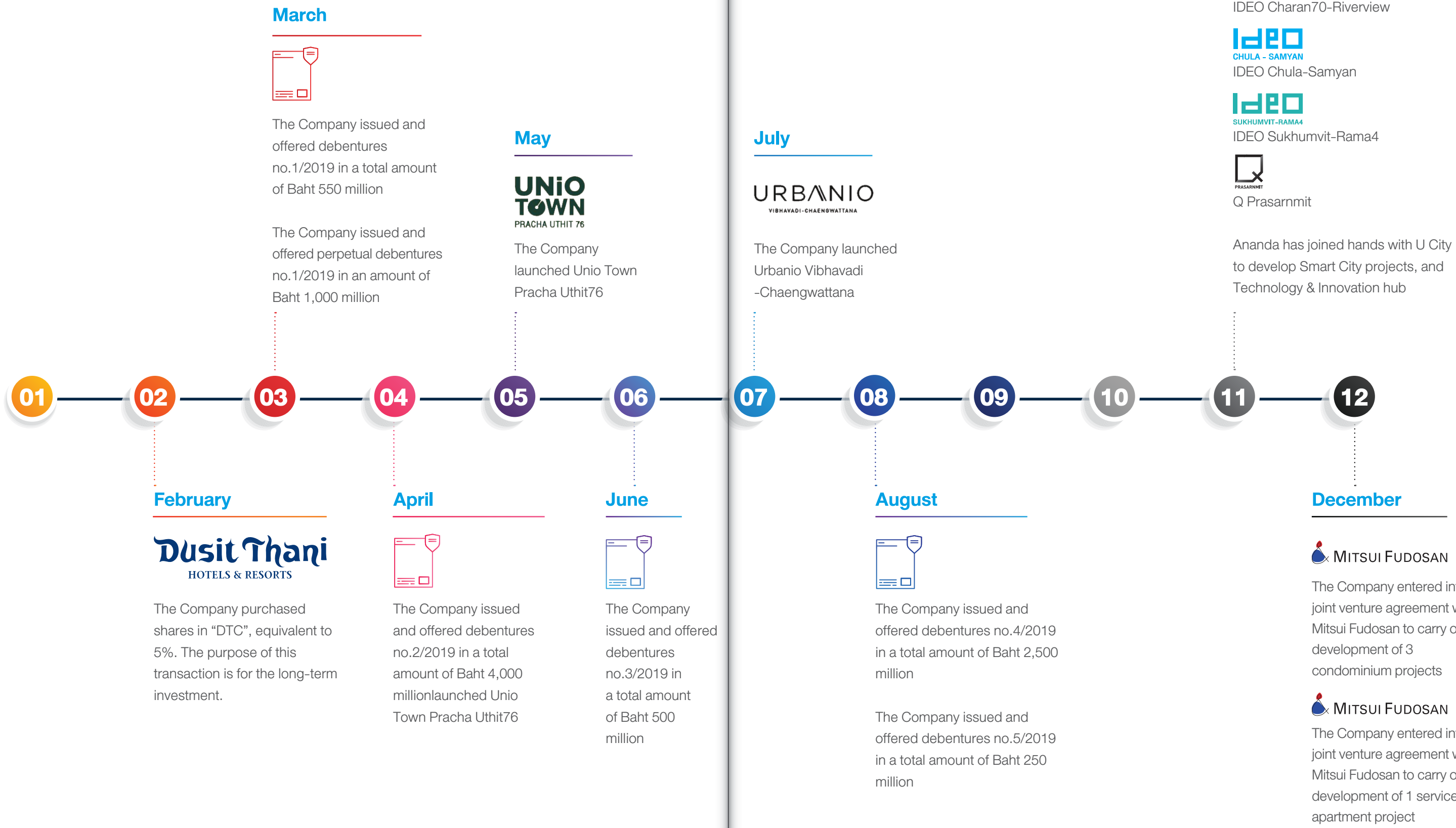
Blue Deck Co., Ltd.

Blue Deck Co., Ltd., a subsidiary of Ananda, operates a sports club for members and general public under "Blue Deck Sports Club" name, located at Soi Kingkaew 19, Samutprakan Province. Furthermore, Blue Deck also operates an Italian restaurant named "Bacco" which is located in the sports club area.

As of 31 December 2019 Blue Deck Co., Ltd. ceased the business.

MAJOR EVENTS AND ACTIVITIES

2019



Major Events and Activities

Year 2019

February

- The Company purchased 42,500,000 shares in Dusit Thani Public Company Limited ("DTC"), equivalent to 5% from the total shares of 850,000,000 shares at the price of Baht 12 per share or amounting to Baht 510 million. The purpose of this transaction is for the long-term investment.

March

- The Company issued and offered debentures no.1/2019 in a total amount of Baht 550 million "Unsubordinated and Unsecured Debentures without a Debenture holders' Representative in the Name-Registered Debenture Certificate" with a fixed annual interest rate of 4.10 percent, due 2022, in which the debentures were given a "BBB" credit rating with "Stable" outlook by TRIS Rating Co., Ltd.
- The Company issued and offered debentures "Unsecured, Unconvertible and Subordinated Perpetual Debentures with Bullet Payment upon Dissolution of the Issuer or upon the Exercise of the Issuer's Early Redemption Right pursuant to the Terms and Conditions, with the Issuer's Sole Right to Unconditional Interest Deferral and Cumulative Interest and with a Debenture holders' Representative and the Issuer's Right to Early Redemption in the Name-Registered Certificate" no.1/2019 in an amount of Baht 1,000 million and carries a coupon of 8.50% per annum for the first five years, in which the debentures were given a "BB+" credit rating with "Stable" outlook by TRIS Rating Co., Ltd.

April

- The Company issued and offered debentures no.2/2019 in a total amount of Baht 4,000 million, consisting of Tranche 1 "Unsubordinated and Unsecured Debentures with a Debenture holders' Representative in the Name-Registered Debenture Certificate" no.2/2019, due 2021, in an amount



of Baht 1,407.6 million with a fixed annual interest rate of 3.80 percent, in which the debentures were given a "BBB" credit rating with "Stable" outlook by TRIS Rating Co., Ltd., and Tranche 2 "Unsubordinated and Unsecured Debentures with a Debenture holders' Representative in the Name-Registered Debenture Certificate" no.2/2019, due 2023, in an amount of Baht 2,592.4 million with a fixed annual interest rate of 4.50 percent, in which the debentures were given a "BBB" credit rating with "Stable" outlook by TRIS Rating Co., Ltd.

May

- The Company launched Unio Town Pracha Uthit 76, a townhome project on Pracha Uthit road, surrounded by a leading schools and convenient amenities

June

- The Company issued and offered debentures no.3/2019 in a total amount of Baht 500 million "Unsubordinated and Unsecured Debentures without a Debenture holders' Representative in the Name-Registered Debenture Certificate" with a fix annual interest rate of 4.45 percent, due 2023, in which the debentures were given a "BBB" credit rating with "Stable" outlook by TRIS Rating Co., Ltd.

July

- The Company launched Urbanio Vibhavadi-Chaengwattana, a townhome project on potential area, Chaengwattana road, close to Don-Muang airport and Chaengwattana Government Complex, surrounded by wide-range convenient amenities

August

- The Company issued and offered debentures no.4/2019, due 2021, in a total amount of Baht 2,500 million, "Unsubordinated and Unsecured Debentures with a Debenture holders' Representative in the Name-Registered Debenture Certificate" with a

fix annual interest rate of 3.80 percent, in which the debentures were given a "BBB" credit rating with "Stable" outlook by TRIS Rating Co., Ltd.

- The Company issued and offered debentures no.5/2019, due 2022, in a total amount of Baht 250 million, "Unsubordinated and Unsecured Debentures without a Debenture holders' Representative in the Name-Registered Debenture Certificate" with a fix annual interest rate of 3.95 percent, in which the debentures were given a "BBB" credit rating with "Stable" outlook by TRIS Rating Co., Ltd.

November

- The Company launched 4 condominium projects, which were IDEO Charan70-Riverview, IDEO Chula-Samyan, IDEO Sukhumvit-Rama4, and Q Prasarnmit, on prime areas close to mass-transit station, which meet all needs and lifestyles for urban lives
- Ananda has joined hands with U City to develop Smart City projects, and Technology & Innovation hub in the areas of Thana City, Bangna-Trad road, which has more than 100 Rais owned by BTS Group Holdings PCL. The companies aim to reinvent property development to serve with the new lifestyle for every urban live

December

- The Company entered into a joint venture agreement with Mitsui Fudosan Asia (Thailand) Co., Ltd. in the proportion of 74:26 in order to carry out development of 3 condominium projects, consisting of IDEO Charan70-Riverview, IDEO Chula-Samyan, and IDEO Sukhumvit-Rama4
- The Company entered into a joint venture agreement with Mitsui Fudosan Asia (Thailand) Co., Ltd. in the proportion of 51:49 in order to carry out development of 1 serviced apartment project, SOMERSET PATAYA

Year 2018

February

- The Company issued and offered 2 tranches of debentures in a total amount of Baht 3,500 million, consisting of Tranche 1 "Unsubordinated and unsecured debentures in the name-registered certificate without debenture holders' representatives of Ananda Development Public Company Limited in an amount of Baht 1,000 million and a fixed annual interest rate of 2.95 percent, due 2019, in which the debentures were given a "BBB" credit rating with "Stable" outlook by TRIS Rating Co., Ltd." and Tranche 2 "Unsubordinated and unsecured debentures in the name-registered certificate with debenture holders' representatives of Ananda Development Public Company Limited in an amount of Baht 2,500 million and a fixed annual interest rate of 3.95 percent, due 2022, in which the debentures were given a "BBB" credit rating with "Stable" outlook by TRIS Rating Co., Ltd."
- The Company entered into a joint venture agreement with Mitsui Fudosan Asia (Thailand) Co., Ltd. in the proportion of 51:49 in order to carry out development of a condominium project through a subsidiary, which is Ananda MF Asia Wongwian Yai Co., Ltd.

March

- The Company launched Ideo Sathorn Wongwian Yai project, located on a high potential location on Krung Thon Buri Road, adjacent to BTS Wong Wian Yai station with a distance of only 140 meters, and near the heart of Central Business District of Sathorn-Silom. The project is designed under the concept of "The Gem of Sathorn" in which residents can escape from the hustle and bustle of the big city to feel enjoyment and tranquility, as well as "New Urban Energy" in which innovation and nature are perfectly integrated in all dimensions of design.
- The Company launched UNiO Sukhumvit 72 Phase 2 project with the concept "The Living

Wave" in which the project is finely designed by an inspiration of beach-club style, fully equipped with a wide range of facilities and spacious 1-Rai shared common areas.

June

- The Company launched Ideo Rama 9 - Asoke project, a residential condominium, located on strong potential location close to Rama 9 Road, with a distance from MRT Phra Ram 9 Station of only 450 meters.

August

- The Company entered into a joint venture agreement with Mitsui Fudosan Asia (Thailand) Co., Ltd. in the proportion of 51:49 in order to carry out development of a condominium project through a subsidiary, which is Ananda MF Asia Bangna Two Co., Ltd.
- The Company entered into a joint venture agreement with Mitsui Fudosan Asia (Thailand) Co., Ltd. in the proportion of 51:49 in order to carry out development of a condominium project through a subsidiary, which is Ananda MF Asia Wutthakat Co., Ltd.

September

- The Company issued and offered 2 tranches of debentures in a total amount of Baht 2,000 million, consisting of Tranche 1 "Subordinated Perpetual Debentures of Ananda Development Public Company Limited Payable upon Dissolution with the Issuer's Rights to Early Redemption and Unconditional Interest Deferral in an amount of Baht 1,500 million and a fixed annual interest rate of 8.50 percent for the first 5 years, in which the debentures were given a "BB+" credit rating with "Stable" outlook by TRIS Rating Co., Ltd." and Tranche 2 "Subordinated Perpetual Debentures of Ananda Development Public Company Limited Payable upon Dissolution with the Issuer's Rights to Early Redemption and Unconditional Interest Deferral in an amount of Baht 500 million and a fixed annual interest rate of 8.50 percent for the first 5 years, in which the debentures were given a "BB+" credit rating with "Stable" outlook by TRIS Rating Co., Ltd."

- The Company entered into a joint venture agreement with Mitsui Fudosan Asia (Thailand) Co., Ltd. in the proportion of 51:49 in order to carry out development of a condominium project through a subsidiary, which is Ananda MF Asia Sutthisan Co., Ltd.

- The Company entered into a joint venture agreement with Thai President Foods PLC. by establishing 3 joint venture companies, named Ideo Mobi Rangnam Co., Ltd., Ideo Q Sukhumvit 36 Co., Ltd., and Ideo New Rama 9 Co., Ltd. Thai President Foods PLC. held 49 percent of shares in each joint venture company. The total value of the investment of all three transactions was Baht 1,006 million.

- The Company launched 2 residential condominium projects, consisting of Ideo Ratchada-Sutthisan, located on potential location in Sutthisan district, adjacent to MRT Sutthisan Station with a distance of only 450 meters, perfectly responding to urban living lifestyle, and ELIO Sathorn-Wutthakat on Ratchapruke Road, with a distance from BTS Wutthakat Station of only 470 meters, fully equipped with a wide range of facilities and large shared common areas.

- The Company launched 2 townhome projects, consisting of Unio town Srinakarin Bangna and Unio town Suanluang Phatthanakan.

October

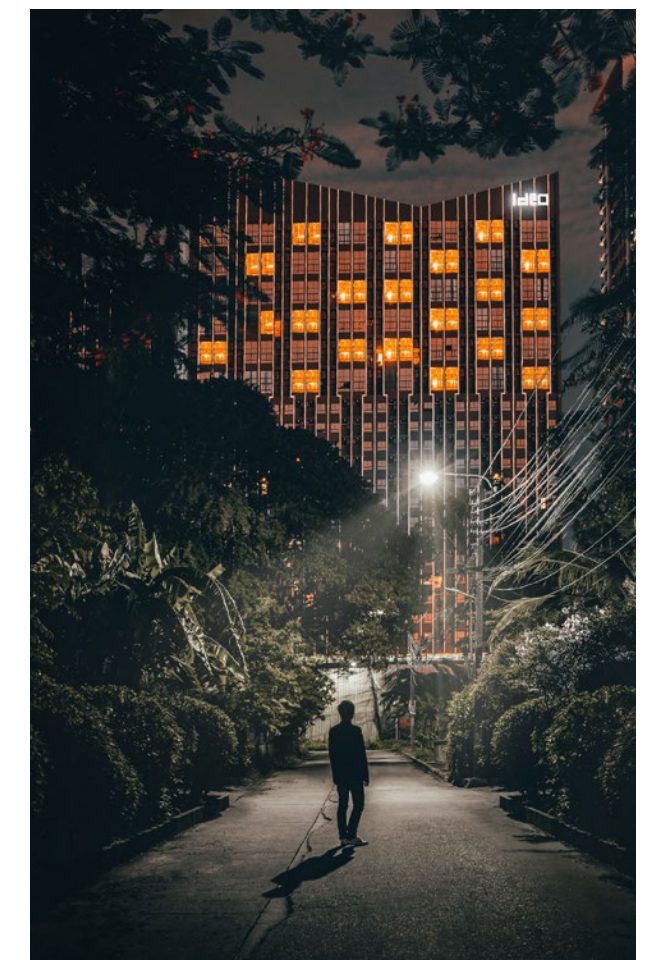
- AH-SPV5 Co., Ltd., a subsidiary of Ananda Development Public Company Limited, entered into a land lease agreement with G.I.C. Marketing Co., Ltd. in order to lease the land located on Pattaya Sai 2 Road, with a total land area of approximately 4 rai 92 square wahs, for the development of a serviced apartment project, with a rental period of 30 years from the date following the completed construction date. The investment value (which consists of rents and investments in project development) was in the total amount of more than Baht 771 million.

November

- The Company launched Ideo Mobi Sukhumvit Eastpoint project, a residential condominium, adjacent to BTS Bang Na Station with a distance of only 250 meters, offering a modern building integrated with uniquely outstanding green element and surrounded by a full range of facilities.

December

- The Company entered into a joint venture and disposed subsidiaries' shares to Mitsui Fudosan Asia (Thailand) Co., Ltd. in the proportion of 51:49 in order to carry out development of 4 serviced apartment projects through 4 subsidiaries, consisting of AMH Ratchada Co., Ltd., AMH Sathorn Co., Ltd., AMH Sukhumvit 59 Co., Ltd., and AMH Sukhumvit 8 Co., Ltd., with a total investment value of 4 projects of Baht 3,173 million.
- The Company entered into a joint venture agreement with Mitsui Fudosan Asia (Thailand) Co., Ltd. in the proportion of 62.50:37.50 in order to carry out development of a condominium project through a subsidiary, which is Ananda MF Asia Saphankhwai Two Co., Ltd.



Year 2017

February and March

- The Company issued and offered "Subordinated Perpetual Debentures of Ananda Development Public Company Limited Payable upon Dissolution with the Issuer's Rights to Early Redemption and Unconditional Interest Deferral, which were subordinated, unsecured and unconvertible debentures in the name-registered certificate with debenture holders' representatives, and entitled to a bullet payment upon dissolution of the issuer or upon the exercise of the issuer's early redemption right under the specified terms and conditions where the issuer had the sole right of unconditional interest deferral and cumulative interest. The Debentures were Baht 1,000 million in value, had a perpetual tenor, and carried a fixed annual interest rate of 8.00 percent for the first 5 years, after which would be adjusted as per the specified terms and conditions. The debentures were assigned a "BB+" credit rating with a "Stable" outlook by TRIS Rating Co., Ltd."

April

- The Company issued and offered "Unsubordinated and unsecured debentures in the name-registered certificate without debenture holders' representatives of Ananda Development Public Company Limited in an amount of Baht 3,000 million, and a fixed annual interest rate of 3.95 percent, due 2020. The debentures were given a "BBB" credit rating with "Stable" outlook by TRIS Rating Co., Ltd."

May

- The Company signed the Share Purchase Agreement of Lumpini Project Management Services Co., Ltd. ("LPS") with L.P.N. Development Public Company Limited ("LPN") in proportion of 10 percent of total LPS's ordinary shares, or equivalent to 1,000,000 ordinary shares at Baht 12.50 per ordinary share with the total investment value of Baht 12,500,000 (Baht Twelve Million and Five Hundred Thousand only).
- The Company entered into a joint venture agreement with Mitsui Fudosan Asia (Thailand) Co., Ltd. in the proportion of 51:49 in order to carry out development of 3 condominium projects through 3 subsidiaries, consisting of (1) Ananda MF Asia Udomsuk Two Co., Ltd. (formerly named "ADC-JV2 Co., Ltd."), (2) Ananda MF Asia Thonglor Co., Ltd. (formerly named "ADC-JV5 Co., Ltd.") and (3) Ananda MF Asia Ramkhamhaeng Co., Ltd. (formerly named "ADC-JV6 Co., Ltd.>").

August

- A subsidiary of the Company issued and offered preferred shares to investors in Ashton Silom project.

September

- The Company entered into a joint venture agreement with Mitsui Fudosan Asia (Thailand) Co., Ltd. in the proportion of 74:26 in order to carry out development of 2 condominium projects through 2 subsidiaries, consisting of (1) Ananda MF Asia Ratchaprarop Co., Ltd. (formerly named "ADC-JV13 Co., Ltd."), (2) Ananda MF Asia Sena-Nikhom Co., Ltd. (formerly named "ADC-JV8 Co., Ltd.>").

October

- The Company issued and offered "Unsubordinated and unsecured debentures in the name-registered certificate without debenture holders' representatives of Ananda Development Public Company Limited in an amount of Baht 2,000 million, and a fixed annual interest rate of 3.50 percent, due 2020. The debentures were given a "BBB" credit rating with "Stable" outlook by TRIS Rating Co., Ltd."

- The Company registered the incorporation of 3 subsidiaries named AH-SPV2 Co., Ltd., AH-SPV3 Co., Ltd., and Ananda APAC Phraram9 Two Co., Ltd. in which the Company held 99.70 percent of their registered capital, in preparation for real estate project development in the future.

November

- The Company registered the incorporation of a subsidiary named AH-SPV4 Co., Ltd. in which the Company held 99.70 percent of registered capital, in preparation for real estate project development in the future.

December

- A subsidiary of the Company issued and offered preferred shares to investors in Ashton Asoke-Rama 9 and Ideo Q Victory projects in the amount of Baht 550 million and Baht 240 million with maturity terms of 3 years, and 2 years and 3 months, respectively.



REVENUE STRUCTURE

The Company’s main source of revenue consisted of revenue from sales of real estate, revenue from project management services and commission income, and revenue from construction. The Company also derives revenue from construction, revenue from rental and services, revenue from sales of foods and beverages, revenue from land sourcing and other incomes.

(Consolidated Financial Statement)

Statement of Comprehensive Income	For the Year-Ended 31 December					
	2019		2018		2017	
	Million Baht	%	Million Baht	%	Million Baht	%
Revenues						
Revenue from Sales of Real Estate	4,847.40	52.7	5,904.7	55.9	8,931.9	69.0
Revenue from Project Management Services and Commission Income	1,879.8	20.4	2,079.7	19.7	2,060.7	15.9
Other Incomes ¹	2,476.2	26.9	2,570.4	24.4	1,957.6	15.1
Total Revenues	9,203.4	100.0	10,554.8	100.0	12,950.2	100.0

Note ¹ Other incomes including revenue from construction, revenue from rental and services, revenue from sales of foods and beverages, revenue from land sourcing and other incomes.



RISK FACTORS

The risk factors that may arise and affect business performance of the Company include the following:-

1. RISK FROM ECONOMIC VOLATILITY AND CHANGES OF OTHER SITUATIONS

The changing and uncertainty in economic conditions which are affected by both the domestic and global factors, the imbalance in demand and supply, changes in laws and regulations, rapid trend in global technological development and changes are key risk factors affecting the Company's business performance and the increasing expectations of the investors and stakeholders on the Company's performance.

The Company is aware of and place importance on such risk. In preparation for the future changes and uncertainties, the Company closely monitors the situations and has defined business strategy and plan to tackle with such volatile economic circumstances, for example, new project launch, new land acquisition for future project development, and cash flow management etc. In addition, the Company conducts meetings to assess the situation regularly. The Company compares data from reliable sources and adjust the strategy and business plan accordingly to cope with the changing economic and relevant situations.

2. RISK FROM STRINGENT LOAN APPROVAL OF THE FINANCIAL INSTITUTIONS

Economic fluctuation, increasing household debts and the tightening regulation of Bank of Thailand on credit approval result in the tightening credit approval criteria of the Financial Institutions applicable to the developers (Pre-Finance) and the customers (Post-Finance).

For the developer's credit facilities (Pre-Finance), the tightening criteria may pose the challenges on the access to capital. To manage this risk, the Company maintains its creditability by managing the business growth with financial discipline. The debt to equity ratio is managed to be at 2:1 for the effective fund and cost of fund management. The Company maintains cash and credit facilities sufficiently to support the business expansion. In addition, the Company develops strategic partnership with the financial institutions to support the project development.

For the customer loans (Post-Finance), the tightening loan approval of the financial institutions may affect the Company's sales revenue due to an increasing loan rejection rate. The Company manages this risk with the implementation of pre-approval process so that the customers are self-prepared to meet the financial institution's criteria before the transfer due. The Company collaborates with the commercial banks to speed up the credit approval process lead-time and facilitates the customers to be prepared for the loan application. The Company re-sales the rejected units to other prospective customers to mitigate the revenue impact.

3. RISK FROM HIGH COMPETITION IN THE REAL ESTATE DEVELOPMENT SECTOR

At present, real estate development sector is highly competitive which is caused by the increasing number of the new developers and the continuous launch of new projects, resulting in an increase in supply. In addition, each developer has employed various marketing and selling techniques to boost up the sales which eventually impact the sales and revenue of the Company.

Due to the Company's reputation as the developer of the projects adjacent to mass transit infrastructure in Bangkok and its vicinity areas, our projects serve the demand of the customers searching for convenience and time saving. In addition, the Company reviews the business plans regularly to cope with economic and competitive circumstances. The Company, then reviews and adjusts marketing strategy, sales promotions and operational plan accordingly to cope with the changing environment and to ensure the efficiency of sale management, for example, expansion of selling channels, both domestically and internationally, quality improvement plan of both condominium and housing projects, continuous improvement of presale and after sales continuously.



4. RISK FROM OVERSUPPLY IN REAL ESTATE MARKET

For the development of each project, the Company has studied and analyzed the market demand and sales forecast from various sources of information, then determined the number of units to be developed in accordance with the analysis. However, with the fluctuated economic condition and the tightening Bank of Thailand regulation of the loan-to-value (LTV) governing mortgage lending which result in higher mortgage loan rejection rate of the financial institutions, the sales volume may be deviated from the plan and result in increasing unsold inventory at some point in time.

For the condominium projects, the Company mitigates the associated risks by focusing on the development of the projects located along the mass transit stations where the demand is still high. The Company conducted the in-dept analysis on the customer behavior in order to be able to develop the projects that best serve the demand of target customers and focus on the sales promotion program to drive the sales of such target.

For detached houses and townhomes, the Company develops a project by phase in order to improve the efficiency of the project development. Development by phase allows the Company to adjust the plan to cope with the changing market environment and consumer behavior on a timely manner.



5. RISK FROM LAND ACQUISITION FOR FUTURE PROJECT DEVELOPMENT

Land is the main factor in the real estate development business. As the Company strategy to develop the projects located along the mass transit stations in Bangkok and its vicinity, acquiring prospective lands in these areas is challenging as they are highly desirable by real estate development companies and create high competition in land acquisition among developers. Moreover, the Company has no policy to hold land banks for investment. These factors may create a risk of land acquisition at the competitive price and at the desired location. The subsequent impact is on the cost of project development and the deviation in targeted return on investment as defined in the Company's investment policy.

To minimize the risk, the Company has established a long-term investment plan and developed the land acquisition plan in accordance with the business plan and the Company's liquidity with careful study of the investment feasibility. Before deciding to acquire a land plot, the Company will concisely analyze the key information, for example, market environment, competitors, land price in comparison with the price appraised by the official authority and the price appraised by the independent appraiser. Hence, the risk from inability to acquire a land plot at the location and at the competitive price as planned is mitigated.

For the risks associated with relevant laws and regulations, the Company carefully checks the legal provisions relating to the development of the projects, both the existing provisions and those to be announced in the near future. In addition, the Company has assigned the expert team to conduct the survey of every targeted land plots before signing Purchasing and Sale Agreement. Moreover, if there are any doubts about land exit, path width, public use, or any legal constraints,

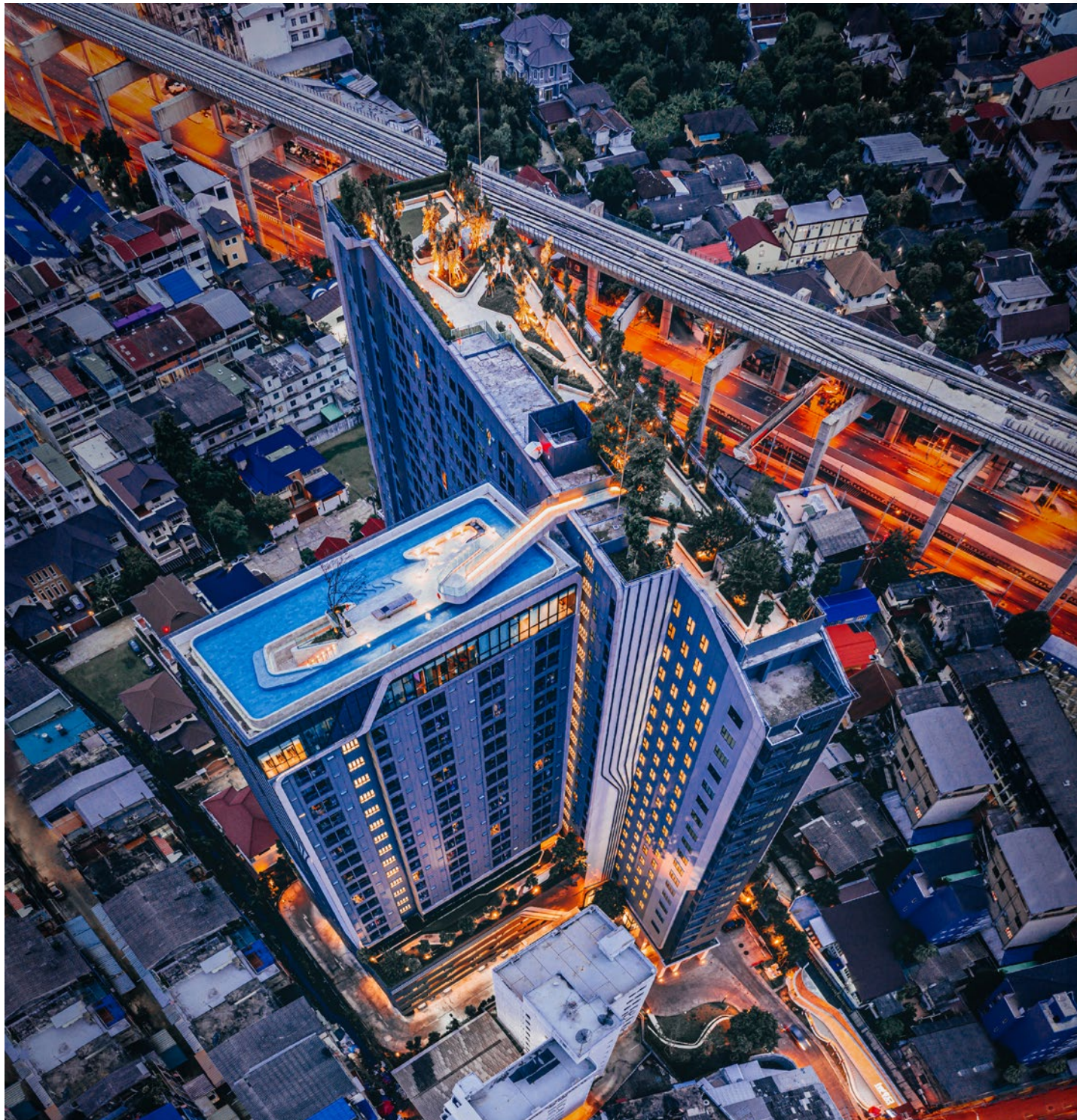
the Company will seek the affirmation from related government agencies including land colour zone (zoning), expropriated area, conjunction, and other related matters.

In addition, land acquisition process is executed under a committee consisting of top executives who are experts in land and business development, finance, legal, and risk management. This is to ensure that the targeted land is acquired in a timely manner, located at the right location with the right price in order to achieve the target revenue.

6. RISK FROM RELATED LAWS, REGULATIONS AND RULES

Operating the business in real estate development is regulated by various laws, regulations and rules, for example, Town Planning Act, Land Allocation Act, Condominium Act etc. These laws contain distinctive requirements and subject to change. Therefore, the Company must carefully consider the implication of the laws to ensure that the business operations comply with the related laws. If the non-compliance occurs, project development cost, timeline, business plan, reputation, customers and relevant shareholders will be affected.

To minimize the associated risks, the Company strictly complies with the relevant laws, regulations and rules. Before developing a project, all relevant regulations will be prudentially analyzed and discussed about the associated risks and exposures in a dedicated Committee.



7 RISK FROM DELAY IN PROJECT DEVELOPMENT

7.1 RISK ASSOCIATED WITH ENVIRONMENT AND NEIGHBOR COMMUNITY

The real estate development project is the large-scale project having direct impact on the environment and neighbor communities. Without adequate preventive measures and strict compliance, neighbor communities may be affected by the construction, leading to a lawsuit and court order to suspend the construction. The Project will then be seriously affected both in terms of project plan and corporate image.

To minimize the risk, the Company has established the Neighborhood Relationship Management Team with the direct responsibility to manage the neighbor community during the construction until the project handover. This team also acts as a contact channel between the Company and the neighbor community on any matters related to the impact from construction project to ensure that the impact is properly and timely managed.

7.2 RISK FROM SHORTAGE OF CONTRACTORS AND SKILLED LABORS

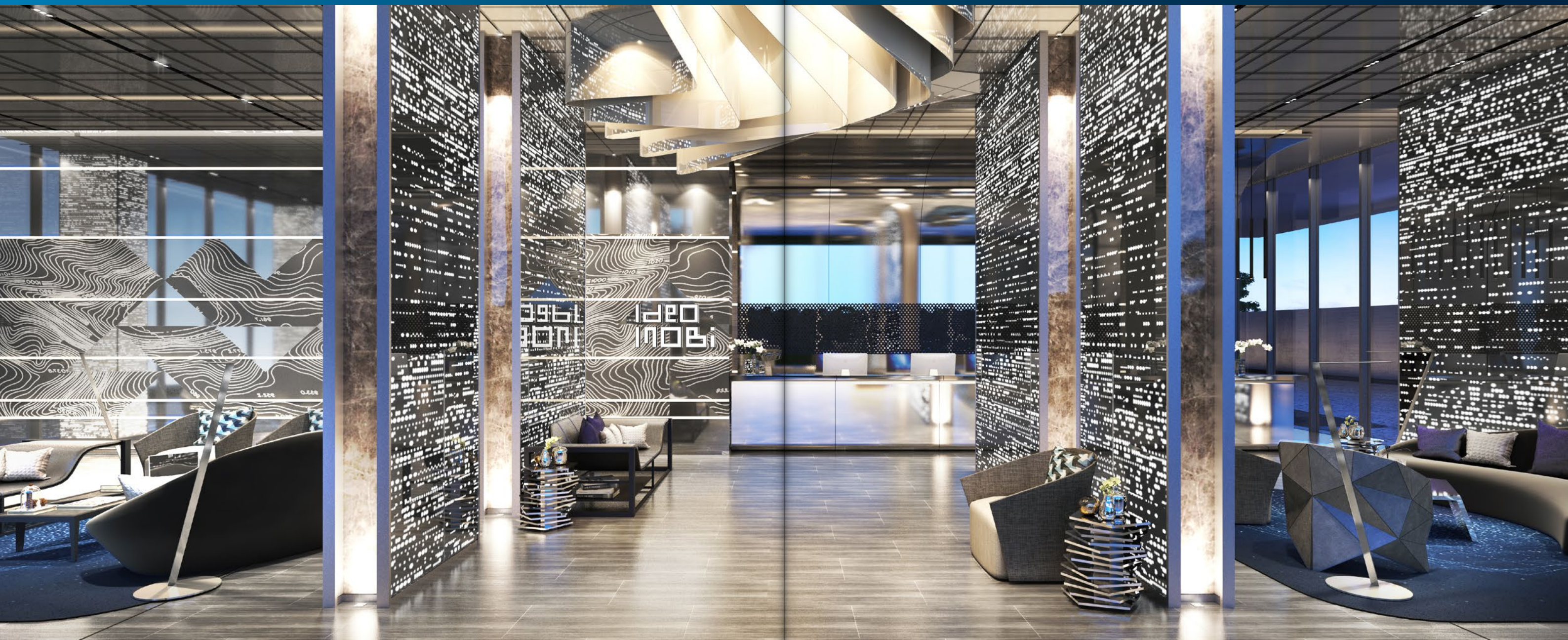
Shortage of contractors and construction workers is the key challenge for real estate development sector. With many project workloads on hand, the Company may encounter the risk of contractors and construction workers shortage especially the skilled workers. If the Company cannot hire the skilled contractors and construction workers sufficiently to support the project workload, the Company would encounter the risk of construction delay or compromised construction quality which will eventually result in delay transfer.

The Company mitigates this risk by improving its construction techniques from conventional to precast which results in less construction time consuming and less reliant on a human workforce. In addition, the Company has developed strategic partnership among contractors to streamline the project planning and management and to ensure that the project will be delivered within the timeline.

8. RISK FROM INVESTING IN THE NEW BUSINESS

The changes in technological innovation may impact the Company's business operation. According to the Company's strategy to expand the business for sustainable growth, the Company may invest in the new business opportunities which may require high investment which may create the investment risk for the shareholders

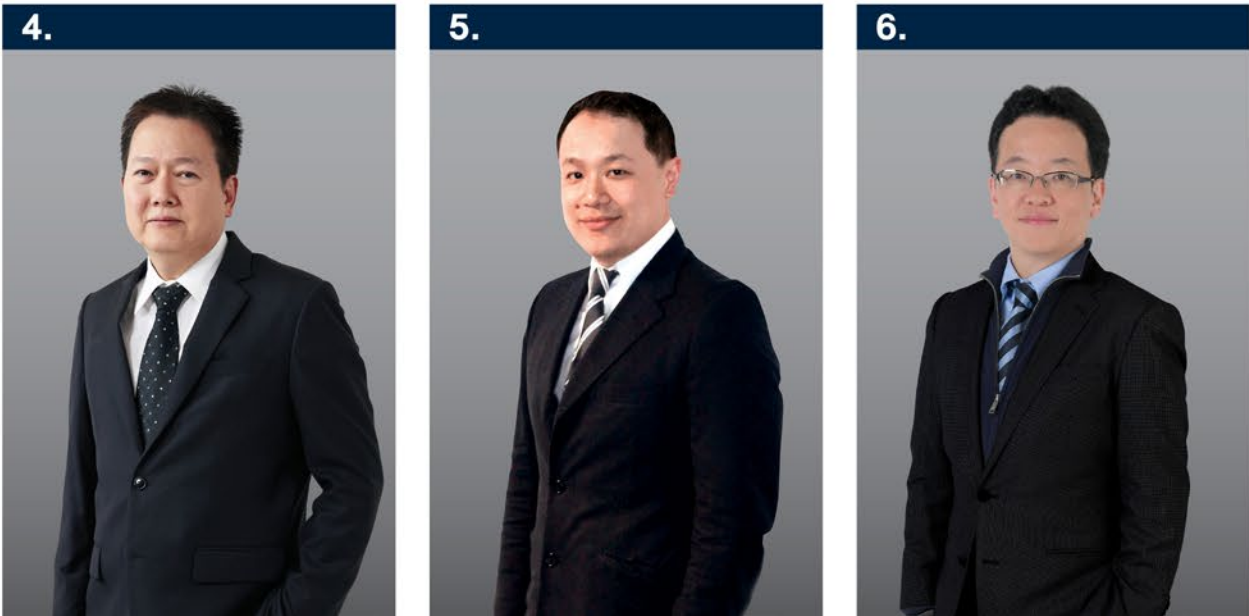
To ensure that the investment in the new business opportunities generates the return and adding value as expected, the Company have set up the investment decision-making process which the Risk Management Committee, carefully considers and provides opinions in various facets, for example, the alignment of the investment with the Company's strategies, return on investment is as specified in the investment policy, project risk assessment, performance monitoring, and the monitoring of other factors having an impact on the return target etc. so that the actions to manage these factors are taken effectively and in a timely manner.





MANAGEMENT AND **CORPORATE GOVERNANCE**

BOARD OF DIRECTORS



- 1. Dr. Narongchai Akrasanee**
Chairman of the Board of Directors
Chairman of the Nomination and Remuneration Committee
Chairman of the Good Corporate Governance Committee
- 2. Mr. Poolsak Tansitthipun**
Vice Chairman of the Board of Directors
Chairman of the Audit Committee
Member of the Risk Management Committee
Member of the Nomination and Remuneration Committee
- 3. Mr. Nopporn Thepsithar**
Director
Chairman of the Risk Management Committee
Member of the Audit Committee
Member of the Nomination and Remuneration Committee
Member of the Good Corporate Governance Committee
- 4. Mr. Wiboon Rasmeepaisarn**
Director
Member of the Audit Committee
Member of the Risk Management Committee
Member of the Nomination and Remuneration Committee

- 5. Mr. James Teik Beng Lim**
Director
- 6. Mr. Tomoo Nakamu**
Director
- 7. Mr. Chanond Ruangkritya**
Director
Member of the Nomination and Remuneration Committee
Member of the Good Corporate Governance Committee
Chairman of the Executive Committee
President and Chief Executive Officer
- 8. Mr. Tanyalak Nunthanavorasiri**
Director
Member of the Risk Management Committee
Member of the Executive Committee
Deputy Chief Executive Officer
- 9. Miss Patcharavalai Ruangkritya**
Director
Member of the Executive Committee
Corporate Assistant Vice President – Office of CEO

Profile of Directors



Dr. Narongchai Akrasanee

Age : 75 years

Type : Independent Director

Position : Chairman of the Board of Directors
Chairman of the Nomination and Remuneration Committee
Chairman of the Good Corporate Governance Committee

Appointed date: 1 September 2015

Family Relationship between Directors and Executives :None

Education

- Doctor of Economics, Johns Hopkins University, U.S.A.
- Master of Economics, Johns Hopkins University, U.S.A.
- Bachelor of Economics, University of Western Australia, Australia

Training Courses

Training Courses by Thai Institute of Directors

- Director Accreditation Program class 5/2003

Experience History 5 Years

Listed Company

Sep.15 - Present Chairman of the Board of Directors
Chairman of the Nomination and Remuneration Committee
Chairman of the Good Corporate Governance Committee
Ananda Development PCL.
/ Real Estate Development and providing Management Services for Real Estate Projects

2016- Present Chairman of the Board of Directors
Thai-German Products PCL.
/ Manufacturer and supplier of stainless steel

Oct.15 - Present Chairman of the Board of Directors
Brooker Group PCL.
/ Investment Advisory and Real Estate

Sep.15 - Present Chairman of the Board of Directors
MFC Asset Management PCL.
/ Asset Management

Non - Listed Company

2016 - Present Independent Director
AIA Group Limited
Life Assurance / Insurance

Oct.15 - Present Chairman of the Board of Directors
Seranee Holdings Co., Ltd.
/ Investment Advisors

2010 - Present Chairman of the Board (Thailand)
Pacific Economic Cooperation Council

2006 - Present Chairman of Council
Khon Kaen University

2004 - Present Chairman of the Board of Operating Directors and Vice Chairman of the Council
Mekong Institute

2002 - Present Member of Honorary Advisory Board
Fiscal Policy Research Institute Foundation

1984 - Present Member of the Board of Directors and Director of Council
Thailand Development Research Institute Foundation

2014 - 2015 Minister
Ministry of Energy

Shareholding in the Company

Held through Seranee Holdings Co., Ltd. in an amount of 1,202,400 shares or 0.04%



Mr. Poolsak Tansitthipun

Age : 62 years

Type : Independent Director

Position : Vice Chairman of the Board of Directors
Chairman of the Audit Committee
Member of the Risk Management Committee
Member of the Nomination and Remuneration Committee

Appointed date: 7 October 2010

Family Relationship between Directors and Executives : None

Education

- Master of Business Administration, Kasetsart University
- Bachelor of Laws, Ramkamheang University

Training Courses

Training Courses by Thai Institute of Directors :

- Director Accreditation Program class 50/2006
- Audit Committee Program class 31/2010
- Director Certification Program class 144/2011
- Anti-Corruption for Executive Program class 13/2014
- Role of the Chairman Program class 35/2014

Experience History 5 Years

Listed Company

Dec.15 - Present Vice Chairman of the Board of Directors
Chairman of the Audit Committee
Member of the Risk Management Committee
Member of the Nomination and Remuneration Committee
Ananda Development PCL.
/ Real Estate Development and providing Management Services for Real Estate Projects

2015 - Present Chairman of the Audit Committee
FN Factory Outlet PCL.
/ Retail Textiles and Wholesale

2005 - Present Chairman of the Audit Committee
Union Petrochemical PCL.
/ Importers - exporters petrochemical products

Non - Listed Company

1996 - Present Director
Sappakit Dhurakarn Co., Ltd.
/ Accounting & Taxation Law

1989 - Present Director
B. Brothers Co., Ltd.
/ Office of Audit

Shareholding in the Company

- None -



Mr. Nopporn Thepsithar

Age : 66 years

Type : Independent Director

Position : Director
Chairman of the Risk Management Committee
Member of the Audit Committee
Member of the Nomination and Remuneration Committee
Member of the Good Corporate Governance Committee

Appointed date: 7 October 2010

Family Relationship between Directors and Executives : None

Education

- Honorary Degree of Arts in Logistics and Supply Chain Management, Sripatum University
- Bachelor of Engineering in Electrical Engineering, Chulalongkorn University

Training Courses

Training Courses by Thai Institute of Directors :

- Director Certification Program class 62/2005
- Director Accreditation Program class 43/2005
- Finance for Non-Finance Director Program (21/2005)
- Audit Committee Program class 14/2006

Training Courses by other Institutes :

- Corporate Governance for Directors and Senior Executives of State Enterprises and Public Organizations class 19, King Prajadhipok's Institute
- Sale Credit skills Development Senior Credit, Export-Import Bank of Thailand and Omega Performance (Moody's Analysis)
- Congko Business Dinner Talk 2018, King Mongkut's Institute of Technology Ladkrabang

Experience History 5 Years

Listed Company

Jan.17 - Present Independent Director
Chairman of the Risk Management Committee
Member of the Audit Committee
Member of the Nomination and Remuneration Committee
Ananda Development PCL.
/Real Estate Development and providing Management Services for Real Estate Projects

2012 - Present Independent Director /
Member of the Audit Committee
Tipco Asphalt PCL.
/ Producer and supplier of asphalt.

Non - Listed Company

2018 - Present Director
Mena Transport Co.,Ltd.
/ Transportation Business

Shareholding in the Company

- None -



Mr. Wiboon Rasmeepaisarn

Age : 59 years

Type : Independent Director

Position : Director
Member of the Audit Committee
Member of the Risk Management Committee
Member of the Nomination and Remuneration Committee

Appointed date : 7 October 2010

Family Relationship between Directors and Executives : None

Education

- Master of Business Administration, Thammasat University
- Bachelor of Accounting, Chulalongkorn University

Training Courses

Training Courses by Thai Institute of Directors :

- Director Accreditation Program class 28/2004
- Director Certification Program class 147/2011
- Role of the Compensation Committee Program class 13/2011
- Monitoring Fraud Risk Management class 8/2012
- Monitoring of the Quality of Financial Reporting class 16/2012
- Monitoring the Internal Audit Function class13/2012
- Monitoring system of Internal Control and Risk Management class 13/2012
- Audit Committee Program class 41/2012
- Anti-Corruption for Executive Program class 13/2014
- Role of the Chairman Program class 35/2014

Experience History 5 Years

Listed Company

Sep.15 - Present Director
Member of the Audit Committee
Member of the Risk Management Committee
Member of the Nomination and Remuneration Committee
Ananda Development PCL.
/ Real Estate Development and providing Management Services for Real Estate Projects

2003 - Present Director
NFC Public Company Limited
/ Chemical product warehouse wharf and distribution of fertilizers

Non - Listed Company

2018 - Present Director
Mena Transport Co.,Ltd.
/ Transportation Business

2009 - Present Director
Eltek Power (Thailand) Co., Ltd.
/ Importer, distributor and installation of new electronic devices. Technology and equipment on telecommunications

1992 - Present Director and Managing Director
Warach Paisarn Co., Ltd.
/ Office of the Auditor

Shareholding in the Company

- None -



Mr. James Teik Beng Lim

Age : 47 years

Type : Non – Executive Director

Position : Director

Appointed date : 20 February 2017

Family Relationship between Directors and Executives : None

Education

- Bachelor of Laws (Honours),
Monash University, Melbourne, Australia
- Bachelor of Commerce
(Accounting and Finance), Monash University,
Melbourne, Australia

Shareholding in the Company

- None -

Training Courses

Training Courses by Thai Institute of Directors :

- Director Accreditation Program class 16/2018

Experience History 5 Years

Listed Company

Feb.17 - 6 Feb. 2020 Director

Ananda Development PCL.
/ Real Estate Development and
providing Management Services
for Real Estate Projects

Non - Listed Company

2014 - Present Partner and Co-Founder
CALIBRATION PARTNERS LIMITED,
Hongkong.



Mr. Tomoo Nakamura

Age : 49 years

Type : Non – Executive Director

Position : Director

Appointed date : 3 November 2017

Family Relationship between Directors and Executives : None

Education

- Bachelor of Law
Keio University, Japan

Shareholding in the Company

- None -

Training Courses

Training Courses by Thai Institute of Directors :

- None -

Experience History 5 Years

Listed Company

Sep 17 - Present Director

Ananda Development PCL.
/ Real Estate Development and
providing Management Services
for Real Estate Projects

Non - Listed Company

Present Director

Other Non - Listed 32 Companies

Feb 17 - Present Managing Director

MFAT Development Co., Ltd.
/ Real estate development

Apr 13 - Present Executive Director

Mitsui Fudosan (Asia) Pte. Ltd.
(Singapore)
/ Real estate development



Mr. Chanond Ruangkritya

Age : 47 years

Type : Authorized Director

Position : Director
Member of the Nomination and Remuneration Committee
Member of the Good Corporate Governance Committee
Chairman of the Executive Committee
President and Chief Executive Officer

Appointed date : 9 June 2000

Family Relationship between Directors and Executives :
Miss Patcharavalai Ruangkritya's elder brother

Education

- Master of International Accounting and Finance, London School of Economics, U.K.
- Bachelor of Economics, University of California at Berkeley, U.S.A.

Training Courses

- Training Courses by Thai Institute of Directors :
- Director Accreditation Program class 23/2004

Experience History 5 Years

Listed Company

Dec.15 - Present Director

Member of the Nomination and Remuneration Committee
Member of the Good Corporate Governance Committee
Chairman of the Executive Committee
President and Chief Executive Officer
Ananda Development PCL.
/ Real Estate Development and providing Management Services for Real Estate Projects

Non - Listed Company

2018 - Present Director
ADC-JV 19 Co., Ltd.
/ Property Development

2018 - Present Director
ADC-JV 20 Co., Ltd.
/ Property Development

2018 - Present Director
ADC-JV 21 Co., Ltd.
/ Property Development

2017 - Present Director
ADC-JV 14 Co., Ltd.
/ Property Development

2016 - Present Director
Bira RT Kart Co., Ltd.
/ To sell Go-Kart parts
December Sun Co., Ltd.
/ Trading boats, boat rentals, boat trips

2014 - Present Director
Kloset Design Co., Ltd.
/ Commercial design garments
Costume

2013 - Present Director
Pimanda Development Co., Ltd.
/ Real estate development

Shareholding in the Company

1,299,157,205 shares or 38.98%



Mr. Tanyalak Nunthanavorasiri

Age : 56 years

Type : Authorized Director

Position : Director
Member of the Risk Management Committee
Member of the Executive Committee
Deputy Chief Executive Officer

Appointed date : 9 June 2000

Family Relationship between Directors and Executives : None

Education

- Master of Business Administration in Management, Ramkamheang University
- Bachelor of Finance, Bangkok University

Training Courses

- Training Courses by Thai Institute of Directors :
- Director Accreditation Program class 85/2010

Experience History 5 Years

Listed Company

Sep.15 - Present Director

Member of the Risk Management Committee
Member of the Executive Committee
Deputy Chief Executive Officer
Ananda Development PCL.
/ Real Estate Development and providing Management Services for Real Estate Projects

Non - Listed Company

2018 - Present Director
Urban Tech Ventures Co., Ltd.
/ Holding Company
Exponential Social Enterprise Co., Ltd.
/ Social Enterprise

2017 - Present Director
ADC-JV 15 Co., Ltd.
/ Real estate development

2013 - Present Director
Ananda Development One Co., Ltd.
/ Real estate development
Baan Niravana Co., Ltd.
/ Real estate development : Landed housing

2010 - Present Director
The Work Community Management Co., Ltd.
/ To provide management service for condominiums and landed housings

2001 - Present Director
Pimanda Development Co., Ltd.
/ Real estate development procurement of lessees

Shareholding in the Company

4,658,800 shares or 0.14%



Miss Patcharavalai Ruangkritya

Age : 39 years

Type : Authorized Director

Position : Director
Member of the Executive Committee
Corporate Assistant Vice President – Office of CEO

Appointed date : 9 February 2007

Family Relationship between Directors and Executives :
Mr. Chanond Ruangkritya’s younger sister

Education

- Bachelor of Hospitality Administration,
Boston University, U.S.A.

Training Courses

- Training Courses by Thai Institute of Directors :
- Director Accreditation Program Class 85/2010

Experience History 5 Years

Listed Company

2013 - Present Director
Member of the Executive Committee
Corporate Assistant Vice
President - Office of CEO
Ananda Development PCL.
/ Real Estate Development and
providing Management Services
for Real Estate Projects

Non - Listed Company

2019 - Present Director
ADC-JV 28 Co., Ltd.
ADC-JV 29 Co., Ltd.
ADC-JV 30 Co., Ltd.
/ Real estate development

2018 - Present Director
Ananda MF Asia Udomsuk Two
Co.,Ltd.
Ananda MF Asia Bangna Two
Co.,Ltd.
ADC-JV 19 Co., Ltd.
ADC-JV 20 Co., Ltd.
ADC-JV 21 Co., Ltd.
ADC-JV 22 Co., Ltd.
/ Real estate development

2018 - Present ADC-JV 23 Co., Ltd.
ADC-JV 26 Co., Ltd.
ADC-JV 27 Co., Ltd.
/ Real estate development
Ananda APAC 1 Co.,Ltd.
Ananda APAC Bangchak Co.,Ltd.
Ananda and Partner Saphankhwai
One Co., Ltd.
/ Holding company in real estate
business

2017 - Present Director
Ananda MF Asia Phraram 9 Co., Ltd.
ADC-JV 10 Co., Ltd.
ADC-JV 14 Co., Ltd.
/ Real estate development
Ananda APAC Phrama 9 Two Co.,Ltd.
/ Holding company in real estate
business

2016 - Present Director
JV-CO1 Co., Ltd.
ADC-JV 7 Co., Ltd.
/ Real estate development

2010 - Present Director
The Work Community
Management Co., Ltd.
/ To provide management service
for condominiums and landed
housings

2007 -Present Director
Pimanda Development Co., Ltd.
/ Real estate development

Shareholding in the Company

165,650,100 shares or 4.97%



GENERAL INFORMATION AND OTHER INFORMATION

Name	: Ananda Development Public Company Limited
Symbol	: ANAN
Type of Business	: Business of Real Estate Development and Providing Management Services for Real Estate Projects
Registration No.	: 0107554000119
Registered Capital	: Baht 333,300,000
Paid-up Capital	: Baht 333,300,000
Type and Number of Share	: 3,333,000,000 ordinary shares
Par Value	: Baht 0.10 per share
Head Office	: No. 99/1 Moo 14 Soi Windmill Village, Bangna-Trad Road (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, Samutprakarn Province 10540 Tel : (662) 317-1155 Fax : (662) 317-1100
Branch Office	: FYI Center Building, 11th Floor, No. 2525 Rama IV Road, Klongtoei, Klongtoei District, Bangkok 10110 Tel : (662) 056-2222 Fax : (662) 056-2332
Website	: www.ananda.co.th

Other Reference Persons

• Securities Registrar

Thailand Securities Depository Company Limited
No. 93 The Stock Exchange of Thailand, Ratchadaphisek Road, Dindaeng, Dindaeng, Bangkok 10400
Tel: 0-2009-9999 Fax: 0-2009-9991

• Debenture Registrar

CIMB Thai Bank Public Company Limited
No. 44 Langsuan Road, Lumpini, Pathum Wan, Bangkok 10330
Tel: 0-2638-8000 Fax: 0-2657-3333

KASIKORNBANK Public Company Limited
No. 1 Soi Rat Burana 27/1, Rat Burana Road, Rat Burana, Rat Burana, Bangkok 10140
Tel: 0-2470-1994

Krung Thai Bank Public Company Limited
No. 35 Sukhumvit Road, Khlong Toei Nua, Wattana, Bangkok 10110
Tel: 0-2298-0821 Fax: 0-2298-0835

• Debenture Holders Representative

Krung Thai Bank Public Company Limited
No. 35 Sukhumvit Road, Khlong Toei Nua, Wattana, Bangkok 10110
Tel: 0-2298-0821 Fax: 0-2298-0835

Bank of Ayudhya Public Company Limited
No. 1222 RAMA III Road, Bangphongphang, Yannawa, Bangkok 10120
Tel: 0-2296-4788 0-2296-5004

KASIKORNBANK Public Company Limited
No. 1 Soi Rat Burana 27/1, Rat Burana Road, Rat Burana, Rat Burana, Bangkok 10140
Tel: 0-2470-1994

• Auditor

EY Office Limited
No. 193/136-137, 33rd Floor, Lake Rajada Office Complex , New Rajadapisek Road, Klongtoey, Bangkok 10110
Tel: 0-2264-0777 Fax: 0-2264-0789-90
1. Ms. Runnapa Lerdsuwankul, Certified Public Accountant No. 3516 and/or
2. Mr. Chayapol Suppasatnanon, Certified Public Accountant No. 3972 and/or
3. Ms. Gingkarn Atsawarangsalit, Certified Public Accountant No. 4496 and/or
4. Ms. Pimjai Manitkajohnkit, Certified Public Accountant No. 4521 and/or
5. Ms. Rosaporn Decharkom, Certified Public Accountant No. 5659 and/or
6. Ms. Sumana Punpongsanon, Certified Public Accountant No. 5872

• Legal Advisor

Weerawong, Chinnavat & Partners Company Limited
540 Mercury Tower, 22nd Floor, Ploenchit Road, Lumpini, Pathumwan, Bangkok 10330
Tel: 0-2264-8000 Fax: 0-2657-2222

As of December 31, 2019, the Company held over 10 percent of the issued shares of the following companies:

Name of Company/ Address	Type of Business	Type of Share	Registered Capital (Baht)	Paid-up Capital (Baht)	Number of Issued Shares (Shares)	Par Value (Baht)	Number of Shares Held (Shares)	Percentage of Shareholding (%)
1. Ananda Development One Co., Ltd. 99/1 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, Samutprakarn Province 10540 Tel. 0-2056-2222 Fax. 0-2056-2332	Real Estate Development	Ordinary Share	2,155,981,405	2,155,981,405	431,196,281	5	431,196,279	100.00
2. Baan Niravana Co., Ltd. 99/1 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, Samutprakarn Province 10540 Tel. 0-2056-2222 Fax. 0-2056-2332	Real Estate Development	Ordinary Share	700,000,000	700,000,000	7,000,000	100	6,999,998	100.00 ¹
3. ADC-JV 7 Co., Ltd. 99/1 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, Samutprakarn Province 10540 Tel. 0-2056-2222 Fax. 0-2056-2332	Real Estate Development	Ordinary Share	240,000,000	240,000,000	2,400,000	100	2,399,998	100.00
4. ADC-JV 10 Co., Ltd. 99/1 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, Samutprakarn Province 10540 Tel. 0-2056-2222 Fax. 0-2056-2332	Real Estate Development	Ordinary Share	500,000,000	500,000,000	5,000,000	100	4,999,997	100.00
5. JV-CO1 Co., Ltd. 99/1 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, Samutprakarn Province 10540 Tel. 0-2056-2222 Fax. 0-2056-2332	Real Estate Development	Ordinary Share	100,000	100,000	1,000	100	998	99.80
6. ADC-JV 14 Co., Ltd. 99/1 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, Samutprakarn Province 10540 Tel. 0-2056-2222 Fax. 0-2056-2332	Real Estate Development	Ordinary Share	100,000	100,000	1,000	100	997	99.70
7. ADC-JV 19 Co., Ltd. 99/1 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, Samutprakarn Province 10540 Tel. 0-2056-2222 Fax. 0-2056-2332	Real Estate Development	Ordinary Share	100,000	100,000	1,000	100	997	99.70
8. ADC-JV 20 Co., Ltd. 99/1 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, Samutprakarn Province 10540 Tel. 0-2056-2222 Fax. 0-2056-2332	Real Estate Development	Ordinary Share	100,000	100,000	1,000	100	997	99.70
9. ADC-JV 21 Co., Ltd. 99/1 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, Samutprakarn Province 10540 Tel. 0-2056-2222 Fax. 0-2056-2332	Real Estate Development	Ordinary Share	100,000	100,000	1,000	100	997	99.70

Name of Company/ Address	Type of Business	Type of Share	Registered Capital (Baht)	Paid-up Capital (Baht)	Number of Issued Shares (Shares)	Par Value (Baht)	Number of Shares Held (Shares)	Percentage of Shareholding (%)
10. ADC-JV 23 Co., Ltd. 99/1 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, Samutprakarn Province 10540 Tel. 0-2056-2222 Fax. 0-2056-2332	Real Estate Development	Ordinary Share	100,000	100,000	1,000	100	997	99.70
11. ADC-JV 26 Co., Ltd. 99/1 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, Samutprakarn Province 10540 Tel. 0-2056-2222 Fax. 0-2056-2332	Real Estate Development	Ordinary Share	100,000	100,000	1,000	100	997	99.70
12. ADC-JV 27 Co., Ltd. 99/1 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, Samutprakarn Province 10540 Tel. 0-2056-2222 Fax. 0-2056-2332	Real Estate Development	Ordinary Share	100,000	100,000	1,000	100	997	99.70
13. ADC-JV 28 Co., Ltd. 99/1 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, Samutprakarn Province 10540 Tel. 0-2056-2222 Fax. 0-2056-2332	Real Estate Development	Ordinary Share	100,000	100,000	1,000	100	997	99.70
14. ADC-JV 29 Co., Ltd. 99/1 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, Samutprakarn Province 10540 Tel. 0-2056-2222 Fax. 0-2056-2332	Real Estate Development	Ordinary Share	100,000	100,000	1,000	100	997	99.70
15. ADC-JV 30 Co., Ltd. 99/1 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, Samutprakarn Province 10540 Tel. 0-2056-2222 Fax. 0-2056-2332	Real Estate Development	Ordinary Share	100,000	100,000	1,000	100	997	99.70
16. AMF Asia Bangphlat Co., Ltd. 99/1 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, Samutprakarn Province 10540 Tel. 0-2056-2222 Fax. 0-2056-2332	Real Estate Development	Ordinary Share	625,000,000	625,000,000	6,250,000	100	4,624,999	74.00
17. AMF Asia Phra Khanong Co., Ltd. 99/1 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, Samutprakarn Province 10540 Tel. 0-2056-2222 Fax. 0-2056-2332	Real Estate Development	Ordinary Share	650,000,000	650,000,000	6,500,000	100	4,809,999	74.00
18. AMF Asia Samyan Co., Ltd. 99/1 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, Samutprakarn Province 10540 Tel. 0-2056-2222 Fax. 0-2056-2332	Real Estate Development	Ordinary Share	750,000,000	750,000,000	7,500,000	100	5,549,999	74.00

Name of Company/ Address	Type of Business	Type of Share	Registered Capital (Baht)	Paid-up Capital (Baht)	Number of Issued Shares (Shares)	Par Value (Baht)	Number of Shares Held (Shares)	Percentage of Shareholding (%)
19. Ananda MF Asia Sena Nikhom Co., Ltd. 99/1 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, Samutprakarn Province 10540 Tel. 0-2056-2222 Fax. 0-2056-2332	Real Estate Development	Ordinary Share	650,000,000	650,000,000	6,500,000	100	4,809,999	74.00
20. Ananda MF Asia Asoke Co., Ltd. 99/1 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, Samutprakarn Province 10540 Tel. 0-2056-2222 Fax. 0-2056-2332	Real Estate Development	Ordinary Share	850,000,000	850,000,000	8,500,000	100	4,334,999	51.00
21. Ananda MF Asia Ratchathewi Co., Ltd. 99/1 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, Samutprakarn Province 10540 Tel. 0-2056-2222 Fax. 0-2056-2332	Real Estate Development	Ordinary Share	550,000,000	550,000,000	5,500,000	100	2,804,999	51.00
22. Ananda MF Asia Samyan Co., Ltd. 99/1 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, Samutprakarn Province 10540 Tel. 0-2056-2222 Fax. 0-2056-2332	Real Estate Development	Ordinary Share	1,000,000,000	1,000,000,000	10,000,000	100	5,099,999	51.00
23. Ananda MF Asia Bangna Co., Ltd. 99/1 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, Samutprakarn Province 10540 Tel. 0-2056-2222 Fax. 0-2056-2332	Real Estate Development	Ordinary Share	625,000,000	625,000,000	6,250,000	100	3,187,499	51.00
24. Ananda MF Asia Chidlom Co., Ltd. 99/1 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, Samutprakarn Province 10540 Tel. 0-2056-2222 Fax. 0-2056-2332	Real Estate Development	Ordinary Share	400,000,000	400,000,000	4,000,000	100	2,039,999	51.00
25. Ananda MF Asia Taopoon Co., Ltd. 99/1 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, Samutprakarn Province 10540 Tel. 0-2056-2222 Fax. 0-2056-2332	Real Estate Development	Ordinary Share	350,000,000	350,000,000	3,500,000	100	1,784,999	51.00
26. Ananda MF Asia Thaphra Co., Ltd. 99/1 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, Samutprakarn Province 10540 Tel. 0-2056-2222 Fax. 0-2056-2332	Real Estate Development	Ordinary Share	425,000,000	425,000,000	4,250,000	100	2,167,499	51.00
27. Ananda MF Asia Phetchaburi Co., Ltd. 99/1 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, Samutprakarn Province 10540 Tel. 0-2056-2222 Fax. 0-2056-2332	Real Estate Development	Ordinary Share	550,000,000	550,000,000	5,500,000	100	2,804,999	51.00

Name of Company/ Address	Type of Business	Type of Share	Registered Capital (Baht)	Paid-up Capital (Baht)	Number of Issued Shares (Shares)	Par Value (Baht)	Number of Shares Held (Shares)	Percentage of Shareholding (%)
28. Ananda MF Asia Udomsuk Co., Ltd. 99/1 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, Samutprakarn Province 10540 Tel. 0-2056-2222 Fax. 0-2056-2332	Real Estate Development	Ordinary Share	450,000,000	450,000,000	4,500,000	100	2,294,999	51.00
29. Ananda MF Asia Wongwian Yai Co., Ltd. 99/1 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, Samutprakarn Province 10540 Tel. 0-2056-2222 Fax. 0-2056-2332	Real Estate Development	Ordinary Share	550,000,000	550,000,000	5,500,000	100	2,804,999	51.00
30. Ananda MF Asia Wutthakat Co., Ltd. 99/1 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, Samutprakarn Province 10540 Tel. 0-2056-2222 Fax. 0-2056-2332	Real Estate Development	Ordinary Share	600,000,000	600,000,000	6,000,000	100	3,059,999	51.00
31. Ananda MF Asia Sutthisan Co., Ltd. 99/1 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, Samutprakarn Province 10540 Tel. 0-2056-2222 Fax. 0-2056-2332	Real Estate Development	Ordinary Share	300,000,000	300,000,000	3,000,000	100	1,529,999	51.00
32. Ananda MF Asia Bangna Two Co., Ltd. 99/1 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, Samutprakarn Province 10540 Tel. 0-2056-2222 Fax. 0-2056-2332	Real Estate Development	Ordinary Share	750,000,000	750,000,000	7,500,000	100	3,824,999	51.00 ²
33. Ananda MF Asia Chongnonsi Co., Ltd. 99/1 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, Samutprakarn Province 10540 Tel. 0-2056-2222 Fax. 0-2056-2332	Real Estate Development	Ordinary Share	600,000,000	600,000,000	6,000,000	100	3,059,999	51.00 ³
34. Ananda MF Asia Phraram 9 Co., Ltd. 99/1 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, Samutprakarn Province 10540 Tel. 0-2056-2222 Fax. 0-2056-2332	Real Estate Development	Ordinary Share	1,100,000,000	1,100,000,000	11,000,000	100	5,609,999	51.00 ⁴
35. Ananda MF Asia Victory Monument Co., Ltd. 99/1 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, Samutprakarn Province 10540 Tel. 0-2056-2222 Fax. 0-2056-2332	Real Estate Development	Ordinary Share	475,000,000	475,000,000	4,750,000	100	2,422,499	51.00 ⁵
36. Ananda MF Asia Ratchaprarop Co., Ltd. 99/1 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, Samutprakarn Province 10540 Tel. 0-2056-2222 Fax. 0-2056-2332	Real Estate Development	Ordinary Share	500,000,000	500,000,000	5,000,000	100	3,699,999	74.00 ⁶

Name of Company/ Address	Type of Business	Type of Share	Registered Capital (Baht)	Paid-up Capital (Baht)	Number of Issued Shares (Shares)	Par Value (Baht)	Number of Shares Held (Shares)	Percentage of Shareholding (%)
37. Ananda MF Asia Thonglor Co., Ltd. 99/1 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, Samutprakarn Province 10540 Tel. 0-2056-2222 Fax. 0-2056-2332	Real Estate Development	Ordinary Share	600,000,000	600,000,000	6,000,000	100	3,059,999	51.00 ⁷
38. Ananda MF Asia Ramkhamhaeng Co., Ltd. 99/1 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, Samutprakarn Province 10540 Tel. 0-2056-2222 Fax. 0-2056-2332	Real Estate Development	Ordinary Share	550,000,000	550,000,000	5,500,000	100	2,804,999	51.00 ⁸
39. Ananda MF Asia Bangchak Co., Ltd. 99/1 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, Samutprakarn Province 10540 Tel. 0-2056-2222 Fax. 0-2056-2332	Real Estate Development	Ordinary Share	950,000,000	950,000,000	9,500,000	100	9,499,998	100.00 ⁹
40. Ananda MF Asia Phraram 9 Two Co., Ltd. 99/1 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, Samutprakarn Province 10540 Tel. 0-2056-2222 Fax. 0-2056-2332	Real Estate Development	Ordinary Share	1,000,000,000	1,000,000,000	10,000,000	100	7,399,999	74.00 ¹⁰
41. Ananda Apac 1 Co., Ltd. 99/1 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, Samutprakarn Province 10540 Tel. 0-2056-2222 Fax. 0-2056-2332	Holding Company in Real Estate Business	Ordinary Share	398,500,000	398,500,000	3,985,000	100	2,231,599	56.00
42. Ashton Asoke Praram9 Co., Ltd. 99/1 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, Samutprakarn Province 10540 Tel. 0-2056-2222 Fax. 0-2056-2332	Holding Company in Real Estate Business	Ordinary Share Preferred Share	620,000,000 550,000,000	446,400,000 550,000,000	6,200,000 55,000,000	100 100	6,200,000 0	100.00 0
43. Ideo Q Victory Co., Ltd. 99/1 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, Samutprakarn Province 10540 Tel. 0-2056-2222 Fax. 0-2056-2332	Holding Company in Real Estate Business	Ordinary Share Preferred Share	270,000,000 240,000,000	270,000,000 240,000,000	2,700,000 2,400,000	100 100	2,700,000 0	100.00 0
44. Ideo Mobi Rangnam Co., Ltd. 99/1 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, Samutprakarn Province 10540 Tel. 0-2056-2222 Fax. 0-2056-2332	Holding Company in Real Estate Business	Ordinary Share	795,990,000	795,990,000	7,959,900	100	4,059,548	51.00
45. Ideo Q Sukhumvit 36 Co., Ltd. 99/1 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, Samutprakarn Province 10540 Tel. 0-2056-2222 Fax. 0-2056-2332	Holding Company in Real Estate Business	Ordinary Share	664,430,000	664,430,000	6,644,300	100	3,388,592	51.00

Name of Company/ Address	Type of Business	Type of Share	Registered Capital (Baht)	Paid-up Capital (Baht)	Number of Issued Shares (Shares)	Par Value (Baht)	Number of Shares Held (Shares)	Percentage of Shareholding (%)
46. Ideo New Rama 9 Co., Ltd. 99/1 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, Samutprakarn Province 10540 Tel. 0-2056-2222 Fax. 0-2056-2332	Holding Company in Real Estate Business	Ordinary Share	599,670,000	599,670,000	5,996,700	100	3,058,316	51.00
47. Ananda Apac Phraram 9 Two Co., Ltd. 99/1 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, Samutprakarn Province 10540 Tel. 0-2056-2222 Fax. 0-2056-2332	Holding Company in Real Estate Business	Ordinary Share	772,300,000	772,300,000	7,723,000	100	6,679,394	86.50
48. Ananda MF Asia Udomsuk 2 Co., Ltd. 99/1 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, Samutprakarn Province 10540 Tel. 0-2056-2222 Fax. 0-2056-2332	Real Estate Development	Ordinary Share	850,000,000	850,000,000	8,500,000	100	4,334,999	51.00
49. Ananda MF Asia Saphankhwai Co., Ltd. 99/1 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, Samutprakarn Province 10540 Tel. 0-2056-2222 Fax. 0-2056-2332	Real Estate Development	Ordinary Share	450,000,000	450,000,000	4,500,000	100	2,294,999	51.00
50. Ananda MF Asia Saphankhwai Two Co., Ltd. 99/1 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, Samutprakarn Province 10540 Tel. 0-2056-2222 Fax. 0-2056-2332	Real Estate Development	Ordinary Share	1,150,000,000	1,150,000,000	11,500,000	100	7,187,499	62.50 ⁽¹⁾
51. Ananda and Partners Saphankhwai One Co., Ltd. 99/1 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, Samutprakarn Province 10540 Tel. 0-2056-2222 Fax. 0-2056-2332	Real Estate Development	Ordinary Share	723,586,000	723,586,000	7,235,860	100	4,341,516	60.00
52. AMH Ratchada Co., Ltd. 99/1 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, Samutprakarn Province 10540 Tel. 0-2056-2222 Fax. 0-2056-2332	Development of a Mixed-Use Real Estate Project	Ordinary Share	321,500,000	321,500,000	3,215,000	100	1,639,649	51.00
53. AMH Sathorn Co., Ltd. 99/1 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, Samutprakarn Province 10540 Tel. 0-2056-2222 Fax. 0-2056-2332	Development of a Mixed-Use Real Estate Project	Ordinary Share	575,000,000	575,000,000	5,750,000	100	2,932,499	51.00
54. AMH Sukhumvit 59 Co., Ltd. 99/1 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, Samutprakarn Province 10540 Tel. 0-2056-2222 Fax. 0-2056-2332	Development of a Mixed-Use Real Estate Project	Ordinary Share	575,000,000	575,000,000	5,750,000	100	2,932,499	51.00

Name of Company/ Address	Type of Business	Type of Share	Registered Capital (Baht)	Paid-up Capital (Baht)	Number of Issued Shares (Shares)	Par Value (Baht)	Number of Shares Held (Shares)	Percentage of Shareholding (%)
55. AMH Sukhumvit 8 Co., Ltd. 99/1 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, Samutprakarn Province 10540 Tel. 0-2056-2222 Fax. 0-2056-2332	Development of a Mixed-Use Real Estate Project	Ordinary Share	115,000,000	115,000,000	1,150,000	100	586,499	51.00
56. AMH Pattaya Co., Ltd. 99/1 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, Samutprakarn Province 10540 Tel. 0-2056-2222 Fax. 0-2056-2332	Development of a Mixed-Use Real Estate Project	Ordinary Share	100,000	100,000	1,000	100	509	51.00
57. Ananda Development Two Co., Ltd. 99/4 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, Samutprakarn Province 10540 Tel. 0-2056-2222 Fax. 0-2056-2332	Development of Real Estate Project	Ordinary Share	300,000,000	300,000,000	60,000,000	5	59,999,998	100.00
58. Ananda MF Asia Co., Ltd. 99/1 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, Samutprakarn Province 10540 Tel. 0-2056-2222 Fax. 0-2056-2332	Development of Real Estate Project	Ordinary Share	900,000,000	900,000,000	9,000,000	100	8,999,998	100.00
59. Helix Co., Ltd. 99/1 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, Samutprakarn Province 10540 Tel. 0-2056-2222 Fax. 0-2056-2332	Construction Service, Development of Real Estate Manufacture and Distribution of Building Materials	Ordinary Share	1,192,200,000	1,192,200,000	11,922,000	100	11,921,998	100.00
60. Ashton Silom Co., Ltd. 99/1 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, Samutprakarn Province 10540 Tel. 0-2056-2222 Fax. 0-2056-2332	Holding Company in Real Estate Business	Ordinary Share Preferred Share	338,000,000 300,000,000	338,000,000 300,000,000	3,380,000 3,000,000	100 100	3,379,998 3,000,000	100.00 100.00
61. Urbantech Ventures Co., Ltd. 99/1 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, Samutprakarn Province 10540 Tel. 0-2056-2222 Fax. 0-2056-2332	Investment in Other Companies	Ordinary Share	370,000,000	370,000,000	3,700,000	100	3,699,997	100.00
62. Ananda SU Ltd. Vistra Corporate Services Centre, Wickhams Cay II, Road Town, Tortola, VG1110, British Virgin Islands	Investment in Other Companies	Ordinary Share	100 USD	100 USD	100	1 USD	51	51.00 ¹²
63. Blue Deck Co., Ltd. 189 Moo 12 Rachathewa Sub-district, Bangplee District, Samutprakarn Province 10540 Tel. 0-2762-0330 Fax. 0-2762-0204	Development of Real Estate, Sale of Food and Beverages and Service Sport Club Members	Ordinary Share	233,000,000	233,000,000	2,330,000	100	2,329,998	100.00

Name of Company/ Address	Type of Business	Type of Share	Registered Capital (Baht)	Paid-up Capital (Baht)	Number of Issued Shares (Shares)	Par Value (Baht)	Number of Shares Held (Shares)	Percentage of Shareholding (%)
64. Bira Circuit One Co., Ltd. 99/4 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, Samutprakarn Province 10540 Tel. 0-2317-1155 Fax. 0-2317-1100	Rendering Car Racing Service	Ordinary Share	45,000,000	45,000,000	450,000	100	449,998	100.00
65. Bira RT Kart Co., Ltd. 99/4 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, Samutprakarn Province 10540 Tel. 0-2762-0330 Fax. 0-2762-0204	Sale of Spare Parts and Vehicle Parts	Ordinary Share	2,000,000	2,000,000	20,000	100	9,000	45.00 ^{/13}
66. Bira Kart Co., Ltd. 99/4 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, Samutprakarn Province 10540 Tel. 0-2762-0330 Fax. 0-2762-0204	Rendering Car Racing Service	Ordinary Share	36,500,000	36,500,000	365,000	100	364,998	100.00 ^{/14}
67. The Agent (Property Expert) Co., Ltd. 99/4 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, Samutprakarn Province 10540 Tel. 0-2056-2222 Fax. 0-2056-2332	Property Agent for Sale/Purchase and Procurement of Lessees	Ordinary Share	4,000,000	4,000,000	40,000	100	39,998	100.00
68. The Works Community Management Co., Ltd. 99/4 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, Samutprakarn Province 10540 Tel. 0-2056-2399 Fax. 0-2056-2319	Management of Juristic Person	Ordinary Share	1,000,000	1,000,000	10,000	100	9,998	99.98
69. Ideo Condo One Co., Ltd. 99/4 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, Samutprakarn Province 10540 Tel. 0-2317-1155 Fax. 0-2317-1100	Media Production	Ordinary Share	100,000	100,000	1,000	100	998	99.80
70. ADC-JV 15 Co., Ltd. 99/1 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, Samutprakarn Province 10540 Tel. 0-2056-2222 Fax. 0-2056-2332	Development of Software	Ordinary Share	165,000,000	147,000,000	1,650,000	100	1,649,997	100.00
71. Ananda Apac Bangchak Co., Ltd. 99/1 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, Samutprakarn Province 10540 Tel. 0-2056-2222 Fax. 0-2056-2332	Holding Company in Real Estate Business	Ordinary Share	505,500,000	505,500,000	5,055,000	100	5,054,998	100.00
72. Exponential Social Enterprise Co., Ltd. 99/1 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, Samutprakarn Province 10540 Tel. 0-2056-2222 Fax. 0-2056-2332	Social and Environmental Benefits	Ordinary Share	5,000,000	5,000,000	50,000	100	49,997	100.00

Remarks:

^{/1} Baan Niravana Co., Ltd is held by Ananda Development One Co., Ltd.

^{/13} Ananda MF Asia Chongnonsi Co., Ltd. is held by Ashton Silom Co., Ltd.

^{/15} Ananda MF Asia Victory Monument Co., Ltd. is held by Ideo Q Victory Co., Ltd.

^{/17} Ananda MF Asia Thonglor Co., Ltd. is held by Ideo Q Sukhumvit 36 Co., Ltd.

^{/19} Ananda MF Asia Bangchak Co., Ltd. is held by Ananda Apac Bangchak Co., Ltd.

^{/11} Ananda MF Asia Saphankhwai Two Co., Ltd. is held by Ananda and Partners Saphankhwai One Co., Ltd.

^{/13} Bira RT Kart Co., Ltd. is held by Bira Kart Co., Ltd.

^{/12} Ananda MF Asia Bangna Two Co., Ltd. is held by Ananda Apac1 Co., Ltd.

^{/14} Ananda MF Asia Phraram 9 Co., Ltd. is held by Ashton Asoke Praram 9 Co., Ltd.

^{/16} Ananda MF Asia Ratchaprarop Co., Ltd. is held by Ideo Mobi Rangnam Co., Ltd.

^{/18} Ananda MF Asia Ramkhamhaeng Co., Ltd. is held by Ideo New Rama 9 Co., Ltd.

^{/10} Ananda MF Asia Phraram 9 Two Co., Ltd. is held by Ananda Apac Phraram 9 Two Co., Ltd.

^{/12} Ananda SU Ltd. is held by Urbantech Ventures Co., Ltd.

^{/14} Bira Kart Co., Ltd is held by Ananda Development PLC. in the amount of 179,998 shares or 49.31% and Bira Circuit One Co., Ltd. in the amount of 185,000 shares or 50.69%

MAJOR SHAREHOLDERS

The Company's shareholding structure as of the latest record date for the right to receive dividends on 26 August 2019, prepared by Thailand Securities Depository Co., Ltd. has the following details:

Shareholders	No. of Shareholders	No. of Shares	Percentage of Shareholdings (%)
Thai securities holders	8,412	3,229,647,579	96.90
Foreign securities holders	53	103,352,421	3.10
Total	8,465	3,333,000,000	100.00
Major shareholder		2,317,898,313	69.54
Minority shareholders		1,015,101,687	30.46
Total		3,333,000,000	100.00

The name list of top 10 shareholders is as follows:

No.	Name of Shareholders	No. of Shares	%
1.	Ruangkritya Group ¹	1,464,807,305	43.949
	1.1 Mr. Chanond Ruangkritya (1,299,157,205 shares or 38.979%)		
	1.2 Miss Patcharavalai Ruangkritya (165,650,100 shares or 4.970%)		
2.	Miss Mollika Ruangkritya	147,118,800	4.414
3.	Miss Natthavipha Ruangkritya	141,652,500	4.250
4.	Mr. Pipat Paniangvait	97,918,900	2.938
5.	Mr. Nutdhanai Ruangkritya	96,176,095	2.886
6.	Mr. Piranart Chokwatana	87,211,200	2.617
7.	Thai NVDR Co., Ltd.	84,314,742	2.530
8.	Mr. Pichai Wijakapan	60,000,000	1.800
9.	Lan Phoo Co., Ltd.	44,760,000	1.343
10.	Mr. Chinn Kittipanuwat	27,000,000	0.810
11.	Other Shareholders	1,082,040,458	32.463
Total		3,333,000,000	100.000

Remarks: ¹ Mr. Chanond Ruangkritya and Miss Patcharavalai Ruangkritya (Being a group of acting in concert pursuant to the Notification of Acting in Concert as a Result of the Nature of a Relationship or Behavior and Requirements under Sections 246 and 247)

DIVIDEND PAYMENT POLICY

Ananda Development Public Company Limited

The Company will pay dividends at a rate of not less than 40 percent of net profit after tax and legal reserve. The Board will consider the dividend payment by focusing the benefits to shareholders such as reserve for future investment, repayment of loans or for working capital of the Company.

The Company has declared the dividends to our shareholders since the Company was listed on the Stock Exchange of Thailand in 2012, with the following details:

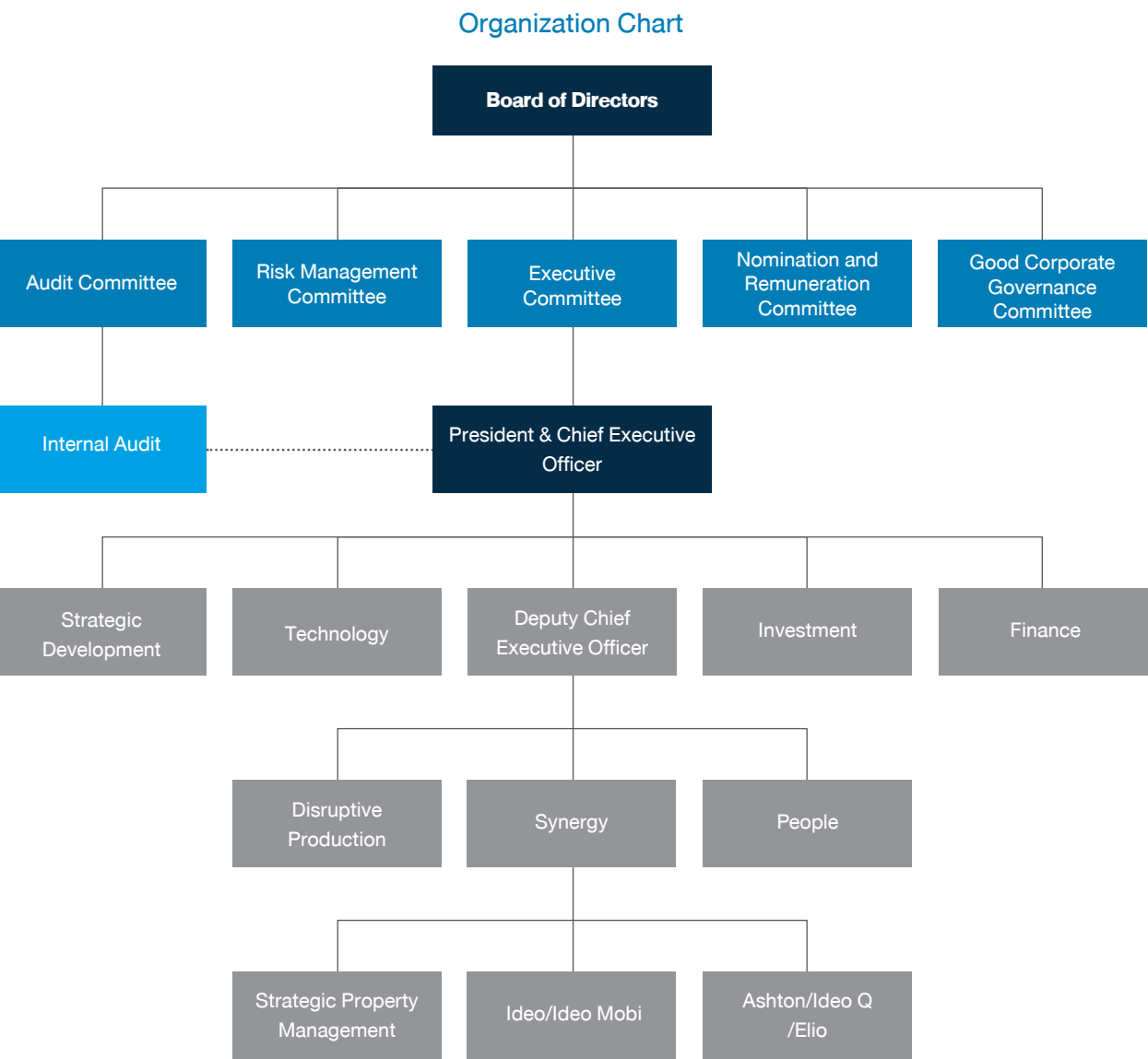
For the Year	Dividend/Share (Baht)	Net Profit/Share (Baht)		Dividend/Net Profit (%)	
		Separate FS	Consolidated FS	Separate FS	Consolidated FS
2019	0.1175*	0.32	0.09	26.84	55.58
2018	0.2540	0.09	0.65	155.42	35.31
2017	0.1275	0.34	0.34	37.50	37.50
2016	0.1250	0.39	0.42	32.05	29.76
2015	0.1000	0.44	0.36	22.73	27.78
2014	0.0980	0.29	0.39	33.79	25.13
2013	0.0500	0.05	0.24	100.00	20.83

Remarks : * The Board of Directors' Meeting No. 3/2020 held on 27 February 2020 resolved to propose to the shareholders' meeting to consider and approve the allocation of the net profit for the year 2019 and the dividend payment at the rate of Baht 0.1175 per share, amounting to Baht 391,627,500. The Company has already paid the interim dividend to shareholders at the rate of Baht 0.091 per share, amounting to Baht 303,303,000 on 6 September 2019. Consequently, the Company will pay the remaining dividend to shareholders at a rate of Baht 0.0265 per share, amounting to Baht 88,324,500 which will be paid from the operating profit.

Subsidiary Companies

The dividend payment policy of the subsidiary companies, there is no specific the dividend payment rate after tax and legal reserve. However, the subsidiaries' board of directors and/or shareholders will consider the dividend payment by concerning the appropriateness of business situation such as the investment plans for business expansion of subsidiary companies except Ananda Development Two Co., Ltd., which has a policy to pay dividends at a rate of 100 percent of net profit after tax and legal reserve. Ananda Development Two Co., Ltd. will consider to pay dividends under the laws and also consider cash flow and retained earnings.

MANAGEMENT STRUCTURE



The management structure of Ananda Development Public Company Limited consists of the Board of Directors and 5 sub-committees namely, the Audit Committee, the Risk Management Committee, the Nomination and Remuneration Committee the Good Corporate Governance Committee and the Executive Committee

1.The Board of Directors of Ananda Development Public Company Limited

As at 31 December 2019, the Board of Directors consists of 9 directors as follows

Name	Position
1. Dr. Narongchai Akrasanee	Independent Director, Chairman of the Board, Chairman of the Good Corporate Governance Committee and Chairman of the Nomination and Remuneration Committee
2. Mr. Poolsak Tansitthipun	Independent Director, Vice Chairman, Chairman of the Audit Committee, Member of the Risk Management Committee and Member of the Nomination and Remuneration Committee
3. Mr. Nopporn Thepsithar	Independent Director, Director, Chairman of the Risk Management Committee, Member of the Audit Committee, Member of the Nomination and Remuneration Committee and Member of the Good Corporate Governance Committee
4. Mr. Wiboon Rasmeepaisarn	Independent Director, Director, Member of the Audit Committee, Member of the Risk Management Committee and Member of the Nomination and Remuneration Committee
5. Mr. James Teik Beng Lim	Non-Executive Director and Director
6. Mr. Tomoo Nakamura	Non-Executive Director and Director
7. Mr. Chanond Ruangkritya	Executive Director, Director, Member of the Nomination and Remuneration Committee, Member of the Good Corporate Governance Committee, Chairman of the Executive Committee and the President and Chief Executive Officer
8. Mr. Tanyalak Nunthanavorasiri	Executive Director, Director, Member of the Risk Management Committee and Member of the Executive Committee
9. Miss Patcharavalai Ruangkritya	Executive Director, Director and Member of the Executive Committee

Miss Thamonwan Woraphongjirakarn is the Company Secretary.

Scope of Power, Duties and Responsibility of the Board of Directors

1. To perform their duties in accordance with the law, the Company's objectives, Articles of Association and resolutions of Board meetings and shareholders' meetings with responsibility, care and honesty;
2. To approve the vision, business strategies, business direction, business policy, target, guidelines, operational plan and annual budget as prepared by the Executive Committee and the Management, with pertinent reviews thereof at least once a year;
3. To oversee the management and performance of the Executive Committee, Chief Executive Officer, the Management or any other person assigned to perform such duties, so as to conform with any policies set out by the Board;
4. To continuously monitor the Company's performance to be in line with the action plan and budget of the Company;
5. To ensure that the Company and its subsidiaries adopt an appropriate and efficient accounting system and to ensure that it has internal control and internal audit systems;
6. To ensure that the Company prepare balance sheet and profit and loss statements at the end of the Company's accounting period to propose to the annual general meeting of shareholders for further approval;
7. To consider and approve the selection and nomination the auditors and to determine the audit fee as proposed by the Audit Committee, prior to presenting it at the annual general meeting of shareholders for further approval;
8. To ensure that the Company has a written corporate governance policy and to efficiently adopt such policy in order to ensure that the Company is equally responsible to each group of stakeholders;
9. To consider the appointment of a person who has the qualifications and does not have prohibited character as prescribed under the Public Limited Company Act B.E. 2535 (1992) (as amended) and the Securities and Exchange Act B.E. 2535 (1992) (as amended), as well as any relevant notifications, rules and/or regulations, to be a director in the event there is a vacancy on the Board due to any reason other than retirement by rotation, and to consider and approve the appointment of directors in replacement of directors retiring by rotation, and to determine the remuneration of directors as proposed by the Nomination and Remuneration Committee, before further submitting to a shareholders' meeting for approval;
10. To consider the appointment of sub-committees such as the Audit Committee, the Risk Management Committee, the Nomination and Remuneration Committee, the Good Corporate Governance Committee and the Executive Committee or any other sub-committees, and to determine the power and responsibilities of such sub-committees in order to support the performance of the Board;
11. To determine and change the authorized directors to sign on behalf of and to bind the Company;
12. To consider the appointment of executives in accordance with the definition prescribed by the SEC or the Capital Market Supervisory Board and to appoint the Company's Secretary
13. To seek professional advice from third-party organizations if it is necessary to make a proper decision;
14. To put in place and monitor comprehensive internal control and risk management systems that cover all risks including financial and operational ones in order to ensure compliance with relevant laws, rules and regulations, to supervise to ensure that the Management adopts an efficient risk management system or process, and to put in place an efficient check-and-balance mechanism for safeguarding the Company's assets;
15. To put in place a policy against abuse of inside information, putting emphasis on the good corporate governance in order to maintain transparency and to prevent the abuse of non-public information for personal interest;
16. To manage and resolve possible conflicts of interest and connected transactions, and to meticulously review significant transactions in order to bring utmost benefits to the shareholders and stakeholders as a whole;
17. To formulate a policy on directors' and executives' reporting of interests;

18. To put in place an efficient anti-corruption system, in order to ensure that the Management places much importance on countering corruption as well as complying with anti-corruption measures;
19. To arrange for the orientation program, preparation of documents and necessary information for new directors in discharging their duties, including the induction session on the nature of the Company's business and operations;
20. To encourage the Company's directors, executives and Company Secretary to participate in the Thai Institute of Directors' seminars relating to the duties and responsibilities of directors and executives, in order to enhance their knowledge and competence conducive to good corporate governance, raise professional standard of directorship as well as provide best practice guidelines for directors in discharging their duties efficiently on par with international standards.

However, the Board of Directors, or its grantee, shall not approve transactions in which the Board of Directors or its grantee, or any person who may have any conflict of interest (as defined in the notification of the SEC or the Capital Market Supervisory Board) or may benefit in any manner which may give rise to a conflict with the Company or its subsidiaries, except where the approval of such transaction is consistent with the policy and criteria approved at a meeting of shareholders or Board meeting.

Authorized Directors who can Sign on Behalf of the Company

Name and number of the authorized directors who can sign and binding on behalf of the Company is Mr. Chanond Ruangkritya, Mr. Tanyalak Nunthanavorasiri and Miss Patcharavalai Ruangkritya, two of three persons are authorized to jointly sign on behalf of the Company together with the affixation of the Company's seal.

2. Executives

As at 31 December 2019, the Company has 12 executives with the following details:

Name	Position
1. Mr. Chanond Ruangkritya	President and Chief Executive Officer
2. Mr. Tanyalak Nunthanavorasiri	Deputy Chief Executive Officer
3. Mr. Sermsak Khwanpuang	Chief Investment Officer
4. Dr. Chaiyuth Chunhacha	Chief Financial Officer
5. Mr. Wirote Kappiyajanya	Chief Synergy Officer
6. Mr. Santhad Natthakul	Chief Strategic Production Officer
7. Dr. John Leslie Millar	Chief Strategic Development Officer
8. Mr. Wiphak Trakanrungsi	Chief Technology Officer
9. Miss. Vanee Bijayendrayodhin	Chief People Officer
10. Miss Maneerat Thanutsetthi	Managing Director Ideo/Ideo Mobi
11. Mr. Sumeth Ratanasrikul	Managing Director - Ashton/Ideo Q/Elio
12. Mr. Charan Kesorn	Managing Director of Strategic Property Management

Scope of Power and Duties of the President and Chief Executive Officer

1. To account for the overall and/or day-to-day operations of the Company's business in accordance with the Company's objectives, provided that the management of the Company's business shall be subject to the policies, rules or orders prescribed by the Board and/or the Executive Committee;
2. To propose the vision, business strategies and direction, business policies, targets, guidelines, operational plans and the annual budget of the Company and subsidiaries to the Executive Committee so that the same will be further presented to the Board, and to consider the aforesaid matters with the Executive Committee and/or the Board;
3. To consider and approve specific matters or any action to be taken in the ordinary course of the Company's business within the amount or annual budget as approved by the Board and to the extent of the authorization granted;
4. To propose the significant matters to the Executive Committee, the Board or the shareholders' meeting for approval or for any other action to be taken as may be appropriate;
5. To conduct any other matters as assigned by the Board, the Executive Committee and/or at a shareholders' meeting; and
6. To negotiate and review agreements or documents in relation to the ordinary business operations of the Company, advise and propose such matters to the Board and/or the Executive Committee and/or persons in charge of such matters for consideration, review and find out the conclusion.

However, the President and Chief Executive Officer shall not approve transactions in which the President and Chief Executive Officer, or any person may have a conflict of interest or benefit in any manner resulting in a conflict of interest with the Company or its subsidiaries.

3. Company Secretary and the Person Supervising Accounting

Company Secretary

The Board of Directors Meeting No. 9/2019 dated 8 August 2019 approved the appointment of Miss Thamonwan Woraphongjirakarn as the Company Secretary in compliance with the requirements of the Securities and Exchange Act B.E. 2535 (as amended).

Scope of Power and Duties of the Company Secretary

1. To prepare and keep the following documents:
 - (a) register of directors;
 - (b) notice of the Board of Directors' meeting, minutes of the Board of Directors' meeting and annual reports of the Company; and
 - (c) notice of the shareholders' meeting and minutes of the shareholders' meeting;
2. To keep the report on conflicts of interest prepared by directors or executives; and
3. To take any other action as required under the notifications of the Capital Market Supervisory Board.

At present, Miss Thamonwan Woraphongjirakarn is the Company Secretary who graduated Master of Business Administration, International Business and Master of Science, Corporate Governance and took a training course of Company Secretary Program No. 20/2006. This course will help to support the Board of Directors and also directly involve with the duties of the Company Secretary.

Person Supervising Accounting

The Company has appointed Mr. Bunler Surachatecomson as the person supervising accounting on May 22, 2004. He is a person who has qualifications as according to the notification of the Stock Exchange of Thailand. announcement.

At present, Mr. Bunler Surachatecomson is the Vice President of Accounting who graduated Master of Accountancy Chulalongkorn University, and took a training course for continuing development course in accounting knowledge more than 6 hours per year in compliance with Department of Business Development.



4. Remuneration of the Board and Executives

Directors' Remuneration

1. Monetary Remuneration

The 2019 Annual General Meeting of Shareholders held on 25 April 2019 had approved the directors' remuneration in 2019 in the amount of not exceeding Baht 14,000,000, which are:

1. Monthly remuneration that is paid in accordance with the duties and responsibilities of the Board of Directors and sub-committees.
2. Meeting allowance is paid when attending the meeting to non-executive directors.
3. Bonus which is determined by the Company's profits and the amount of dividends paid to shareholders. The details are as follows:

Position	Directors' Remuneration (Baht)	
	Monthly Remuneration	Meeting Allowance/Time
Chairman of the Board	200,000	25,000
Chairman of the Audit Committee	75,000	25,000
Chairman of the Risk Management Committee	75,000	25,000
Directors of Audit Committee	65,000	25,000
Non-Executive Directors	65,000	25,000
Executive Directors	30,000	-

Summary on the Directors' Remunerations in 2019 Unit : Baht

Name	Monthly Remuneration	Meeting Allowance					Bonus	Total
		Board of Directors	Audit Committee	Risk Management Committee	Nomination and Remuneration Committee	Good Corporate Governance Committee		
1. Dr. Narongchai Akrasanee	2,400,000	300,000	-	-	100,000	50,000	800,000	3,650,000
2. Mr. Poolsak Tansitthipun	900,000	300,000	350,000	450,000	100,000	-	300,000	2,400,000
3. Mr. Nopporn Thepsithar	900,000	275,000	350,000	450,000	100,000	50,000	300,000	2,425,000
4. Mr. Wiboon Rasmeepaisarn	780,000	300,000	350,000	450,000	100,000	-	260,000	2,240,000
5. Mr. James Teik Beng Lim	780,000	100,000	-	-	-	-	260,000	1,140,000
6. Mr. Tomoo Nakamura ^{/1}	-	-	-	-	-	-	-	-
7. Mr. Chanond Ruangkritya	360,000	-	-	-	-	-	-	360,000
8. Mr. Tanyalak Nunthanavorasiri	360,000	-	-	-	-	-	-	360,000
9. Ms. Patcharavalai Ruangkritya	360,000	-	-	-	-	-	-	360,000
Total	6,840,000	1,275,000	1,050,000	1,350,000	400,000	100,000	1,920,000	12,935,000

Remarks: ^{/1} Mr. Tomoo Nakamura expressed his intention did not to receive directors' remuneration as non-executive directors.

2. Other Remuneration
- None -

Executives' Remuneration

1.Monetary Remuneration

As of 31 December 2019, the Company has 12 executives with the following details:

Type of Remuneration	Number of Executives	Amount (Baht)
Salary	12	87,310,163
Bonus	12	36,986,254
Operating Expense (gasoline, phone bills)	12	1,474,000

Remarks: The remuneration of the top executive is approved by the Board of Directors.

2. Other Remuneration
- None -

5. Personnel

The Company and Subsidiary Companies have employees with the following details:

Name of Company	As of December 2019 (Person)	As of December 2018 (Person)
Ananda Development Public Company Limited	720	672
Subsidiary Companies		
The Works Community Management Co., Ltd.	276	257
The Agent (Property Expert) Co., Ltd.	98	95
Helix Co., Ltd.	351	382
Blue Deck Co., Ltd.	-	33
Bira Circuit One Co., Ltd.	8	8
Bira Kart Co., Ltd.	4	3
ADC-JV 15 Co., Ltd.	14	9
Total	1,471	1,459

The Company has the number of personnel divided by the main function as follows:

Main Function	As of December 2019 (Person)	As of December 2018 (Person)
Operation	250	221
Human Resource, Administration and Procurement	40	36
Finance and Juristic	134	114
Business Development	126	103
Management and Internal Audit	47	42
Investment	4	17
Production Control	119	139
Total	720	672

Personnel Remuneration

The total of personnel remuneration of the Company consists of salary and bonus with the following details:

Type of Remuneration	As of December 2019 (Baht)	As of December 2018 (Baht)
Salary	662,489,941	555,698,106
Bonus	181,264,947	151,378,541
Operating expenses ^{/1}	26,926,756	23,870,378
Total	870,681,644	730,947,025

Remarks: /1 Operating expenses are vehicle expense, gasoline expense and telephone expense

Human Resources Development

The Company focuses on the development of employees which is the significant foundation of the organization's development to become a high performance organization sustainably. From the first working day, employees will attend the new employee orientation in order to understand business operations, goals, strategies, organizational structures, core working system, corporate culture, and working environment. There is a mentor system that will advise the new management and employees to be able to adapt in compliance with the organization swiftly and create works and success for the Company in a short period of time.

Learning Culture

In part of learning culture, the Company focuses on cultivating the values of learning agility in order to encourage employees to learn and develop themselves constantly (Self-Learning and Development) in accordance with 70:20:10 blended learning concept. The learning methods that the Company concentrates on consist of Act Learning, Job Enrichment, Job Enlargement, Knowledge Sharing, Coaching Culture, Leading Companies Visits, and Online Learning from leading domestic and international institutions. Therefore, employees can access and learn anywhere, anytime and be able to apply knowledge to tasks instantly and efficiently for themselves, team and the organization in order to encourage all employees to be alert to learn new things always and can adapt to different situations quickly to promote and support the organization's capabilities and business directions, as well as to be ready to cope with the rapidly changing environment.

Core Values

In part of the development of employees according to the Company's core values, the Company has set up Ananda DNA, which is core values, to enable all employees to understand core values of the Company. Employees who come into the Company shall know how to behave and have the same values in the Company so that they can spend time and live together in the Company harmoniously, i.e., We are "ONE" Ananda team, We are Trustworthy & Transparent, We "Beat Yesterday", We serve customer first, We are accountable, We give back. The Company will provide knowledge and transfer core values in every activity of the Company and also develop courses with well-known external agencies to meet the core values. In the previous year, the Company focused on the development of core values on the topic of We are Trustworthy & Transparent in which the Company realized that creating trust in each department is a good foundation for creating other core values by mean of blended learning and evaluation of "Trust in the Department" concretely, both before and after participating in blended learning activities which will be followed up for 6 weeks with learning tool to allow continuous learning and actual application in the workplace.

Leadership Development

The Company also focused on leadership development with a long-term course of more than 4 months by the leading consultant having an expertise in leadership development with professionalism and credibility, such as PacRim Group. PacRim Group has developed the leadership program that is appropriate for the Company by focusing on the management at all levels and talent group of the Company, both soft skills and functional skills, to become the leaders that the organization expects. In terms of soft skills, the Company concentrates on developing this group of employees to be able to create trust among their colleagues and subordinates (Inspire Trust), as well as utilize coach potential skills to allow subordinates to be able to unleash their potential and be the next leaders in the department. In terms of functional skills, the Company focuses on this group of employees to create visions of the departments and employees in their own departments in accordance with the Company's strategies (Create Vision), as well as can also use the corporate strategic plan to organize the operation plans together with employees in order to create opportunities for this group of employees to advance in the Company appropriately (Execute Strategy), leading to the creation of a high performance team with the readiness and potential to drive the organization forward unceasingly and sustainably.

Frontline Academy

The Company established a Frontline Academy because the Company focused on the development of contact point employees who are serving customers directly and required to be supported with knowledge, skills, attitudes and work tools. The Company has developed a course that can be assessed business impact in conjunction with an external consulting firm that has expertise by developing a long-term course with a weekly follow-up for 4 months, namely "Helping Customer Succeed" course. This course focused on 70:20:10 blended learning that is an academic course provided by professional speakers (Formal Learning) combined with self-learning on the online platform (Online Self-Learning). In addition, experts in the field of real estate sales shall be invited to share their experience in selling real estate (Expert Sharing) and frontline employees shall apply knowledge to use in the real world (Action Learning). Moreover, the Company shall arrange sessions for employees who participated in the course to share experience of applying knowledge to use in the actual world with experts and fellow employees who joined the same program (Group Coaching) so that employees can consult the experts after applying the knowledge, as well as gain experience from fellow employees who have success cases and problem solutions of other employees, including creating value and confidence for employees who share the experience in each group coaching. The objective of group coaching is to support employees to be most effective at work and develop employees to be knowledgeable, capable with high potential, professionalism, be ready to perform their duties completely and be able to deliver good quality products and services to the Company's customers.

Training Record

The Company always recognizes that employees are valuable resources in driving the organization to succeed and grow sustainably. Therefore, the Company has improved the curriculum to develop skills, knowledge, and competency of employees at all levels continuously.

To promote and develop the potential of the Company's employees to be able to work efficiently and in accordance with the strategic plan and goals set by the Company, the Company, therefore, provides internal and external trainings in which, in 2019, the Company provided an average of 25-hour training per employee per year. The training courses are as follows:

1. Developing Your Team Through Performance Discussion
2. McKinsey Development Program
3. Salesforce Training
4. Expert Sharing
5. Site Visit Expedia Thailand
6. Site Visit Facebook Thailand
7. SBS System Training
8. How to Provide Services to Satisfy Customers' Needs
9. Update Financial Institutions' Criteria on Loan Approval

10. AED and CPR Training
11. Basic Fire Fighting Training
12. Crisis Communication
13. How to Use SQA Audit
14. Warranty Service App Training
15. How to Use Smart Flood Monit
16. Smart Living Tools
17. 5 Ds to Become 5-Star Services
18. Submission of the Environmental Monitoring Report
17. How to Manage Real Estate Disputes
18. Visit Site Samyan Mitrtown
19. Be Proactive
19. Proactive Leader
20. Future Ready Leaders Development Program
21. Helping Customer Succeed
22. Land and Building Tax Act
23. Guidelines for Fact Investigation and Disciplinary Action
24. Data Analytic with Tablue

Safety and Hygiene

The Company realizes that occupational health and safety system is important to the Company's business operation, therefore, the Company has set the guidelines for the implementation of occupational health and safety as follows:

1. To establish the management and working structure to be legal and standardized by having procedures to follow-up, monitor, and evaluate works on a regular basis in order to ensure that works regarding to safety, occupational health, and environment will be efficient and sustainable.
2. To provide fire prevention and suppression plan, fire drill, fire evacuation drill, along with managing the workplace not having materials or working behaviors that may cause a fire.
3. To support resources for employee trainings of safety, occupational health, and working environment, as well as to communicate to create consciousness and constant participation of employees in order to strongly drive works regarding safety, occupational health, and environment.
4. To arrange an evaluation of safety and working environment, as well as improve to be in the standard criteria.

In 2019, there was no accident and none of employees stopped working or had illnesses due to work.

Compensation and Welfare

The Company provides fair employment and advancement opportunities for employees fairly by giving the opportunity for all employees to fully show their abilities. In return, the Company will provide compensations that are appropriate and in line with the Company's operating performance, both in the short and long terms. Short-term compensations are salaries and bonuses, which the Company has a policy to compensate employees based on similar-sized industry peers, suitability, experience, qualifications, responsibilities, the Company's performance, and annual performance evaluation results. In addition, the Company also provides other welfares such as provident funds, annual health check-up, employee uniform, and employees' contributions in various fields, etc. For long-term compensations, the Company provides welfares in terms of the right to receive discounts on the purchase of houses and condos of the Company in which employees will receive discounts based on length of service. And to express gratitude to employees who have been working together with the Company, the Company also has "Long Service Award" for employees in order to create work motivation.



CORPORATE GOVERNANCE

CORPORATE GOVERNANCE

Ananda Group is an organization that has effective management in terms of business operation, good corporate governance, excellent administration, and business operation with responsibility, ethics, fairness, transparency, as well as accountability by striving to maximize shareholders' benefits and taking into account all groups of stakeholders in order to create confidence and mutually sustainable growth.

Corporate Governance Policies

The Company has established Good Corporate Governance policies in writing and reviewed the aforementioned policies on a regular basis. The good corporate governance policies have been conducted based on the Stock Exchange of Thailand Principles of Good Corporate Governance for Listed Companies 2012 (CG Principles) and the Securities and Exchange Commission Code of Good Corporate Governance for Listed Companies 2017 (CG Code) with the purpose of creating benefits for the business sustainably to meet the aims of business sectors, investors, including capital market and overall society.

In addition, the Company has also prepared code of conduct and business ethics for directors, the management, and employees of the Company, and monitored the compliance with Good Corporate Governance policies, code of conduct and business ethics for directors, the management, and employees of the Company, as well as best practices regularly. Moreover, the Company has also used public relations to inform all employees throughout the organization.

The Company received "Excellent" score on the Corporate Governance Report of Thai Listed Companies for the year 2019, which marks the 3rd consecutive year, assessed by the Thai Institute of Directors. The Company has presented the assessment report to the Good Corporate Governance Committee of the Company to consider and give recommendations in order to develop and improve the good corporate governance of the Company and report such recommendations to the Board of Directors' meeting.

Implement with Good Corporate Governance Principles for the Year 2019

Section 1 Rights of Shareholders

The Company realizes and recognizes the importance and rights of all shareholders, and to ensure the basic equal legitimate rights of shareholders such as the right to attend shareholders' meetings and the right to receive sufficient, accurate, complete, and timely information. In this year, the Company received a rating of 100 scores in the Annual General Meeting of Shareholders Assessment Project for the year 2019 from the Thai Investors Association. The Company supports the rights of shareholders as follows:

1. The 2019 Annual General Meeting of Shareholders, the Company has promoted and supported all groups of shareholders including institutional investors to attend the meeting by proceeding as follows:

Procedures before the Date of Shareholders' Meeting

- The Company gives shareholders the opportunity to propose the meeting agenda, nominate a person to be elected as a director and send questions in advance of the 2019 Annual General Meeting of Shareholders, in which the Company has announced the criteria on the Company's website and also notify through information disclosure system of the Stock Exchange of Thailand to shareholders.

The Company received **"Excellent"** score on the Corporate Governance Report of Thai Listed Companies for the year 2019, which marks the 3rd consecutive year

- The Company published the Notice of Annual General Meeting of Shareholders and related documents in both Thai and English in advance more than 30 days before the meeting on the Company's website and send Notice of Annual General Meeting of Shareholders which clearly specifies the date, time, venue and agenda together with proxy form and supplementary documents for each agenda including the Company's Articles of Association relating to the Shareholders' Meeting in both Thai and English more than 14 days prior to the meeting, with sufficient information of each meeting agenda and also provided the opinion of the Board of Directors for shareholders to make a decision in exercising voting rights. In addition, the Company has notified the details, documents and evidence that shareholders or proxies have to present in order to protect their rights to attend the shareholders' meeting. In the event that the shareholders were unable to attend the shareholders' meeting, shareholders were able to appoint an independent director of the Company or any persons to attend the meeting and votes through the proxy form in which shareholders could specify the voting direction.

Procedures on the Date of Shareholders' Meeting

- The Company determined the date, time and location of the meeting that was appropriate so that shareholders could easily to attend the meeting.
- The Company has provided sufficient and appropriate officers to facilitate the shareholders for inspection the meeting documents including providing stamp duties as well.
- The Company provided a barcode system registration to ensure the accuracy, convenience, and speed, and to notify the number and proportion of shareholders attending the meeting in person and by proxy. Clear voting methods and vote counting in which voting and vote counting were conducted openly. The company has provided a barcode system

for vote counting and display the results which help the meeting conducted efficiently and rapidly.

- The Company has appointed external legal advisors to oversee the meeting to be transparent and in accordance with the laws, regulations and Article of Association of the Company.
- The Company conducted the meeting in accordance with the agenda specified in the notice of the shareholders' meeting and did not add any agendas to the meeting.
- The Company allocated sufficient time and allowed the shareholders to express opinions and ask questions. The directors and executives of the Company have completely explained and provided various information to shareholders.
- The Company using voting ballots in every agenda. In accordance with the best practice in holding a shareholders' meeting, the Company requested all shareholders and proxies who attending the meeting return all remaining voting ballots to the Company as evidence and could be rechecked.
- The Company provided the video recording of the meeting.

Procedures after the Date of Shareholders' Meeting

- The Company notified the meeting resolution and voting results for each agenda through the information disclosure system of the Stock Exchange of Thailand and on the Company's website on the date of the shareholders' meeting.
- The Company has recorded the minutes of the meeting correctly and completely and has sent to the Stock Exchange of Thailand within 14 days after the meeting date, published on the Company website as well.

2. Providing important and necessary information to shareholders by disclosing information on the Company's website and through the information disclosure system of the Stock Exchange of Thailand in order for the shareholders to be informed of the information thoroughly.

Section 2 Equitable Treatment of Shareholders

1. The Company realized an importance to treat shareholders equally. The Company has set up a process and channel for minority shareholders to participate in the selection and election of directors before the general meeting of shareholders by allowing shareholders to propose meeting agenda, nominate a person to be elected as a director and ask questions in advance before the meeting date as per the Company's criteria during the period of 16 October 2019 – 15 January 2020. There were no shareholders proposed any matters to be included in the meeting agenda or nominated a person to be elected as a director.
2. The Company has a written policy to prevent the use of inside information as a guideline for keeping and preventing the use of internal information of the Company. The Company notified the employees, executives, and directors for acknowledgement and must strictly comply with the policy. In the year 2019, there were no directors, executives, and employees using the company's inside information to seek benefits for themselves.
3. The Company has clearly set out the connected transactions policy. The connect transaction was a transaction between the Company and the person who may have conflict of interest. The Audit Committee provided opinions on the necessity of entering into the transaction and will proceed in accordance with the notification of the Capital Market Supervisory Board and the notification of the Stock Exchange of Thailand which must be approved by the management or the Board of Directors or shareholders, as the case may be. The connected transactions were done fairly, market price and in accordance with the normal course of business (Fair at Arms' Length Basis). In the case that there is no comparison market price, the said connected transaction must have reasonable price for the maximum benefits of the Company and shareholders.
4. The Company has set out the conflict of interest policy, by disclosing the interest of directors and executives in order to provide the information to the Company to perform according to the requirements regarding connected transactions, which may cause conflicts of interest and may lead to the transfer of benefits.

Section 3 Roles of Stakeholders

The Company recognizes the rights of all stakeholders disclosed to the "Code of Business Conduct" handbook as practice guidelines in conjunction with the corporate rules and regulations, ethics, morality and integrity in a constructive manner. Details are as follows:

Treatment of Stakeholders

1. Treatment of and Responsibility to Shareholders

The Company awares that the shareholders are owners of the business and the Company has a duty to bring value addition to them in the long term, the Company requires its employees to comply with the following guidelines:

- 1.1. To perform their duties with integrity, and carefully and prudently make decisions that are fair to every shareholder for the benefit of shareholders as a whole.
- 1.2 To oversee the operations to ensure that the Company has good financial status and operating performance, and that the reports on corporate position, operating results, financial and accounting status along with other matters are prepared and presented regularly and accurately.



- 1.3 To report to all shareholders on future trends, both positive and negative, of the Company based on feasibility projections supported by sufficient and rational information.
 - 1.4 Not to use non-public information for personal or other persons' gain, or to perform any acts in a manner that may lead to conflicts of interest.
 - 1.5 The Company shall treat every shareholder equally at a shareholders' meeting.
 - 2.1 To act properly when contacting government officials or authorities.
 - 2.2 To always be aware that the laws, rules or regulations of different government authorities may vary in conditions, processes or procedures, and the Company shall strictly comply with them.
- ### 3. Treatment of and Responsibility to Employees
- The Company realizes at all times that all employees are the most valuable resources and crucial to the achievement of corporate goals, the Company establishes a policy toward fair treatment in terms of job opportunities, remuneration, appointment, transfer and capacity development, based on the following practices:
- 3.1 To treat all employees with respect for their honor, dignity and personal rights.
 - 3.2 To keep the work environment safe for the lives and properties of its employees.
 - 3.3 The appointment, transfer, reward and punishment of employees shall be done in good faith, based on the knowledge, competency and qualifications of such employees.
- ### 2. Treatment of and Responsibility to Government Sector
- The Company places significance on compliance with the laws, rules and regulations of the government sector, particularly in undertaking its business transactions. The Company avoids any acts that may induce improper conduct of the government authorities or officials. Instead, it shall focus on developing mutually good relationships with them in an appropriate and permitted manner, such as meetings in public places and greetings on customary or festive occasions. Practices are as follows:

- 3.4 To put emphasis on the enhancement of employees' knowledge and capacity by arranging regular seminars and trainings and also giving them equal opportunities.
- 3.5 To set employee remuneration fairly based on market conditions, business competition, nature of duty, operating performance and the Company's financial capacity.
- 3.6 To avoid any unfair acts that may affect job security of employees.
- 3.7 To give employees an opportunity to make recommendations or complaints regarding their work, and to seek pertinent solutions in order to bring benefits to all parties and develop good relationships among colleagues.

4. Treatment of and Responsibility to Customers

The Company earnestly undertakes the real estate development business with an aim to present to its customers creative products and services managed based on high standards alongside ethical conduct. To achieve this, the Company has laid down the following practices:

- 4.1 To supply and develop products and services that fulfill customer needs.
- 4.2 To deliver high quality products and services under fair conditions.
- 4.3 To provide correct and sufficient information of its products and services so that customers can make informed decisions; and not to make an overstatement either in advertisements or other communications with customers that may mislead them over the quality, quantity or any conditions of the products and services.
- 4.4 To put in place a feedback and complaint procedure for customers, so that the Company can address and resolve the said problems promptly and also use the information to improve or develop its products and services.
- 4.5 To maintain customer confidentiality, without disclosure or abuse of such information.

5. Treatment of and Responsibility to Suppliers and Contractual Parties

The Company treats suppliers and contractual parties as important business partners and success factors, the Company has a policy to treat them on the basis of fairness and mutual benefits, under the following practices:

- 5.1 The Company intends to attain an efficient supply of products and services under the

following principles:-

- To compete based on equal information provided;
- To set criteria for assessment and selection of suppliers and contractual parties;
- To prepare contracts with proper and fair terms to both parties;
- To set a management and monitoring system to ensure full compliance with the contractual terms and to prevent corruptive actions throughout the procurement process;
- To make punctual payments to suppliers and contractual parties in accordance with the agreed terms of payment.

5.2 The Company is intent on developing and maintaining sustainable relationships with the suppliers and contractual parties who have a clear objective of attaining price worthy quality of their products and services in tandem with mutual trust.

5.3 All executives and employees are prohibited from personally accepting, directly or indirectly.

5.4 Not to use the information obtained in the course of procurement for personal or another persons' interest.

The Company has criteria for selecting suppliers with the following qualifications:

- Meet the criteria that the Company determines both quality, price, delivery schedule and service
- Compliance with laws, having ethical standards of society and pay attention to human rights, society and environment
- Having good business conditions, stable financial status and can be checked. The suppliers have a reliable business history and have not banning trade due to corruption or in the list of banned companies of government and private sectors
- Comply with the policies and rules set by the Company

6. Treatment of and Responsibility to Creditors

The Company is committed to operating its business in accordance with principles and discipline in order to build trust for creditors by adhering to the following principles:

- 6.1 To strictly comply with the conditions stipulated under contracts or as mutually agreed.

“The Company earnestly undertakes the real estate development business with an aim to present to its customers creative products and services managed based on high standards alongside ethical conduct.”

- 6.2 In case that the agreed conditions cannot be complied with, the Company will inform its creditors in advance to jointly consider solutions.

The Company will treat creditors with responsibility and fairness by adhering to best practices according to the terms and conditions of the contract, guarantee conditions, capital management and debt repayment, timeline, as well as financial obligations strictly. Moreover, the Company will not conceal information or facts that will result in damage to creditors and will report financial status to creditors in accordance with the terms and conditions of the loan contract correctly, completely, without distorting the facts.

7. Treatment of and Responsibility to Competitors

The Company is intent on undertaking its business toward sustainable success and business leadership, while competing in the industry fairly and ethically under the following practices:-

- 7.1 To engage in fair competition.
- 7.2 Not to seek confidential information of its competitors by dishonest or improper means to benefit the Company's business operations.
- 7.3 Not to make a malicious accusation against or bring discredit on its competitors.
- 7.4 Not to perform any acts that infringe intellectual property rights of other persons or competitors.

8. Treatment of and Responsibility to Society

The Company pays attention to community and society, the Company values the importance of sustainable development of its neighboring communities, the society and environment. It has therefore carried out social and community activities continually alongside socially responsible business operations, as follows:

- 8.1 To adopt a policy on eco-conscious business operations and to strictly comply with applicable environmental laws and rules.
- 8.2 To adopt a clear corporate social responsibility (CSR) policy, which is implemented across-the-board.
- 8.3 To promote among employees the awareness of and responsibility to the environment and society.
- 8.4 To have respect for the tradition, custom and culture of each locality in which the Company operates.
- 8.5 To regularly carry out social, community and environmental activities, either organized on its own or in cooperation with the government, private and community sector organizations, in order to help improve the quality of life in the communities in which the Company's operations are located.
- 8.6 To cooperate, as appropriate, with activities of neighboring communities in the areas in which the Company operates.
- 8.7 To respond promptly and efficiently to incidents, arisen from the Company's operations, that affect the environment, communities, lives and properties of the locals, by cooperating fully with relevant government authorities and agencies.
- 8.8 To adopt an anti-corruption policy, which prohibits the Company's personnel from engaging in all forms of bribery, either directly or indirectly, by offering, promising, soliciting, demanding, giving or accepting bribes or exhibiting any behaviors indicative of misconduct or corruption, in an attempt to gain or retain any other improper business benefits either for the Company's personnel or a third party. Particularly in the giving of gifts, assets or other benefits to government officials in Thailand and other countries, it must be ensured that such giving is not against the laws and local traditions.

Anti-Corruption

The Company pursues a policy of conducting business with fairness and resolute responsibility to the society and all stakeholders, based on the good corporate governance principles, code of business ethics and guidelines on stakeholder treatment in order to develop into a sustainable organization. To demonstrate its commitment against corruption in all forms, the Company has joined the Private Sector Collective Action Coalition Against Corruption. Hence, the Board of Directors has formulated the “Anti-Corruption Policy” in writing as a practice guideline mandatory for all directors, executives and employees. The policy focuses on raising awareness among executives and employees of all levels about the harm of corruption along with cultivating the right values in furtherance of corporate transparency. In this regard, the Anti-Corruption Working Team was set up for taking responsible for supervision, formulation of policies and procedures concerning internal and external communications and employee knowledge programs on anti-corruption policy and guidelines, setting of whistle-blowing channels, and setting of appropriate practices against potential risks of corruption.

Internal and External Communications

The Company places an importance on internal communications via various media such as Intranet and bulletin board, and also on human resources management in effort to inculcate, disseminate and foster ethical conduct in employees, executives and directors so as to raise awareness about the significance of good corporate governance, risk management and internal control in corruption prevention, providing education to employees about anti-corruption policies and practices. The Company has provided whistle-blowing channels along with protection measures for those who report corruption cases.

Risk Management and Assessment

The Company put great importance on risk management process to identify corruption risks associated with its business operations. The risks are analyzed, in terms of both likelihood and impact, in order to devise risk response and management measures. To mitigate and prevent such risks, the process takes into consideration the control activities, the monitoring of internal control function, including the assessment of the ability to prevent and detect corrupt transactions, errors, and regulation compliance or non-compliance.

In business risk assessment program, the corruption risks in all units of the Company. Each unit shall identify potential risks of corruption, scores of likelihood and respective impacts, as well as risk mitigation guidelines and measures to prevent or counter potential corruption. Risks are assessed based on nature of business activities, operational processes, industrial conditions, business conditions, policies concerning anti-corruption measures, along with handbooks on policies.

Implementation of Anti-Corruption Measures

The Company emphasizes the importance of internal audit process and the evaluation of internal control adequacy by means of self-assessment. It also encourages the use of technology in examining corruption on a regular and all-embracing basis. Internal Audit Office is responsible for examining and reviewing that business operations are accurate and in compliance with policies, guidelines, delegated authority, rules, the laws and regulations of regulatory bodies, in order to ensure that the Company's internal control system is appropriate and adequate against potential risks of corruption. Results thereof shall be reported to the Audit Committee.

The Internal Audit Office has set out guidelines for monitoring and assessment of compliance with anti-corruption measures, as follows:

1. All directors, executives and employees of the Company which it has management control are required to strictly comply with this Anti-Corruption Policy.
2. Compliance with anti-corruption measures are monitored and assessed by reviewing each step of the process where internal control deficiencies may be detected and thus exposed to corruption, in order to develop preventive guidelines and practices.

3. In order to mitigate risks of corruption, relevant practice processes, guidelines and policies shall be adjusted based on the results of process review, the Audit Committee's comments and suggestions upon reviewing the adequacy of practice processes against the results of complaint investigation, the result of risk assessment, as well as the employees' comments.
4. Results of process revision and post-revision outcome shall be monitored in order to ensure that the recommendations intended for improvement of processes, practices and policies have been implemented in a prompt manner.
5. Results of monitoring and assessment of compliance with anti-corruption measures along with process revision and post-revision outcome shall be reported to the Audit Committee, which shall review the completeness, appropriateness and adequacy of processes, practices and policies relating to anti-corruption measures. The Audit Committee is responsible for reporting the review results to the Board of Directors, so that relevant processes, practices and policies can be revised to ensure a more efficient internal control function.

Whistle-blowing and Complaint Reporting or Violation of Rights

Adopting a policy to undertake business with fairness, transparency and accountability under the good corporate governance principles, the Company provides its stakeholders an opportunity to report or give information on complaint reporting or violation of rights via provided channels:

Whistle-blowing channels

1. Postal mail to The Board of Directors of Ananda Development Public Company Limited
2. Email to The Audit Committee, Chairman of the Audit Committee, Chief Executive Officer and Vice President of Internal Audit Office
3. Company website
<http://www.ananda.co.th/ir/company/whistle-blowing.php>
4. Company's Intranet

Protection Measures for Whistleblowers

1. The whistleblower can choose to remain anonymous in case he/she anticipates damage, but must indicate sufficiently clear details, facts or evidence which can constitute reasonable grounds to believe that an act in violation of laws, or breach of the Company's regulations or code of conduct has taken place.
2. In case the whistleblower anticipates danger or damage, he/she can request the complaint recipient to provide appropriate protection measures, or else the complaint recipient may establish ones without the whistleblower's request if the case is deemed to potentially cause damage or danger.
3. In case the whistleblower or other person affected by the complaint is unjustly or inappropriately treated by an employee or complaint recipient of the Company, it is deemed that said employee or complaint recipient has committed a gross breach of discipline and is thus subject to disciplinary action, including legal action if such act violates the laws.
4. Any person undergoing trouble or damage shall be relieved from such distress through appropriate and fair means or process.

Complaint Handling

Process of Complaint Handling and Coordinating with units to solve complaints / grievances

The Secretary of the Audit Committee shall consider appropriate further action or forward the matter to related party (investigator) by considering freedom to duly act on the issue in question so as to find facts and track progress. This is to ensure that the Company's actions fit the complaints. Guidelines are as below:

1. Violations of personnel aspects of Company's policies and procedures should be forwarded to the Human Resources Manager.
2. Violations of laws, government regulations, the Company's policy and principles of corporate governance, code of conduct, or regulations should be forwarded to the Company Secretary.
3. Doubtful acts for unlawful gains for one or other parties, including embezzlement, corrupt practices, and fraud should be forwarded to the Audit Committee or the Vice President of Internal Audit Office.
4. If the matter under (1), (2), or (3) is complicated or involves several units, it should be forwarded to the Chief Executive Officer (CEO) and President, who will appoint the investigation committee to consider proper actions.

Investigator, under (1), (2), (3), and (4), shall verify and assess the fact and validity of the complaint. In case that an allegation (or a complaint) is proved valid, the guilty party is subject to the Company's disciplinary measures or penalty by law if the violation is unlawful, or both. When the investigation of a complaint has been

concluded, the investigator, under (1), (2), (3), and (4), has duties to report the resolution to the Secretary of the Audit Committee; the Secretary of the Audit Committee then shall inform the Audit Committee and inform the complainant on such matter (in case he or she reveals his or her identity).

The processes from receiving a complaint until the announcement of complaint resolution to the complainant shall appropriately perform under an appropriate period of time.

Monitoring of Complaint Resolution

1. When the complaint recipient received a complaint, the complaint recipient shall inform in writing to the complainant within 7 days from the date of receiving the complaint.
2. The complaint recipient shall inform the management of the relevant departments regarding the subject of the complaint within 1 day so that the relevant departments can take corrective actions immediately by considering and implementing the complaint resolution completely within 30 days from the date of receiving the complaint. Unless in the case of force majeure that solution may not be completed within the specified period, the complainant shall be informed the progress of action and expected time to be completed on a weekly basis.
3. The relevant departments shall report performance results to the Secretary of the Audit Committee within 7 days so that the Secretary of the Audit Committee shall inform the Audit Committee to inform the complainant as the next step.

Reporting of Complaint Resolution to the Management

1. To collect and report the summary of complaints / grievances to the management on a monthly basis.
2. To compile a summary report of complaints subsequent to the end of the year in order to analyze overall complaints / grievances of departments to be used as guidelines to resolve, improve, develop, and plan for the implementation of monitoring the internal control system as the next step.

In 2019, the Company treated its stakeholders fairly in all aspects in accordance with the laws, rules, regulations and the articles of association of the Company, as well as the good corporate governance policy and other policies, e.g. treatment of suppliers, creditors and debtors in a fair manner according to the agreed trading conditions or obligations. In regard to competitors, the Company observed fair competition conduct, did not act in a manner detrimental or destructive to competitors, and also maintained customer confidentiality. Thus, there was no misconduct in relation to intellectual property, patent infringement or human right violation. In part of personnel, each employee received remuneration commensurate with knowledge, competence, responsibility and performance, as well as adequate and appropriate fringe benefits. The Company has provided a provident fund with investment options employees could select as appropriate. The fund provided employees with financial security upon resignation or retirement. Furthermore, the Company arranges the training course and knowledge sharing to develop our people continuously and also encourage our people to use resources effectively.

Section 4 Disclosure of Information and Transparency

The Company has set out a policy and guidelines regarding to the disclosure of information to investors in the corporate governance policy by specifying important principles of information disclosure as follows

1. The Board of Directors has a policy to disclose financial information and non-financial information pertinent to the business and operating results of the Company in a factual, complete, sufficient, regular and timely manner, which reflect the actual financial status, operations and business outlook of the Company.
2. The Board endeavors to ensure strict compliance with the laws, rules and regulations pertinent to information disclosure and transparency. The Company's information, both in Thai and English versions, shall be published via the corporate website, mass media, and the Stock Exchange of Thailand's electronic channel, so that it is widely disseminated to the shareholders and related parties. Practices on information disclosure shall be revised in line with requirements prescribed by the Stock Exchange of Thailand and the Office of the SEC.
3. The Company arranges for Investor Relations Unit to communicate with investors and the shareholders. The Company periodically holds meetings to present the Company's performance. In addition, the Company also discloses the information in both of Thai and English to shareholders regularly through the Company's website.
4. The Company emphasizes importance on representing its financial reports in a manner that portrays the Company's actual financial position and operating results, based on accurate, complete and sufficient accounting information in accordance with generally accepted accounting standards.
5. The Company has disclosed information on director profiles, roles and responsibilities of the Board of Directors as well as sub-committees, the number of meetings held and director attendance records in the past year, including remuneration of directors and senior executives in the Company's annual report (Form 56-2) and annual registration statement (Form 56-1).

6. The Company has a policy enabling its stakeholders to make enquiries, lodge complaints or report cases of wrongdoings, inaccuracy of financial reports, weakness in internal control system, unfair treatment caused by a wrongdoing, or the Company's violation of business ethics to any independent director or the Audit Committee member. Such complaints and information shall be protected and treated as confidential. The independent director or the Audit Committee member shall call for an investigation into the case in order to seek a solution thereto (if possible) and report such matter to the Board of Directors.

In 2019, IR activities for disclosing corporate information to investors can be summarized as follows:

Activities	Persons/ Time
Investor and Analyst Visit (persons)	704
Analyst Meeting (times)	4
Investor Conference and Roadshow (times)	10
SET Opportunity Day (times)	4
Company Event (times)	19

Moreover, the Company regularly holds press conferences and media events to present key updates of the Company and promotes its activities through press releases as well. Interested persons can contact Investor Relations Unit at:
Dr. Chaoyuth Chunnahacha
Mr. Komsan Atthaphonphithak
Ms. Katalée Krachangsaeng
Investor Relations Unit
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2525 FYI Center Building, 11th Floor
Rama 4 Road, Kwang Klongtoei, Khet Klongtoei, Bangkok 10110
Telephone : 0-2056-2222 Facsimile : 0-2056-2332
e-mail : ir@ananda.co.th
Website : www.ananda.co.th

Section 5 Responsibility of the Board of Directors

1. Structure of the Board of Directors

Composition of the Board

The Company's Board of Directors comprises directors possessing various qualifications (Board Diversity), expertise, proficiency and professional backgrounds pertinent to real estate development business, with the following composition:

1. The Board consists of at least 5 directors and not less than one-third of the total number of directors. Independent directors fully qualified under relevant notifications of the Capital Market Supervisory Board and the Stock Exchange of Thailand. At least half of the total number of directors shall reside in Thailand.
2. Each director is allowed to simultaneously hold a director or management position in not more than 5 other listed companies, excluding the Company's subsidiaries. Any director about to be a director or an executive of another listed company must inform the Board of the matter in advance before taking such position, so that the Board shall properly consider the appropriateness of the Board composition.
3. The Company's President must not hold a director or management position in any other listed companies, unless such companies are the Company's subsidiaries or affiliates.
4. The Board shall appoint 1 independent director possessing appropriate expertise, experience and qualifications as Chairman of the Board, who shall assume responsibility as the leader of the Board, discharge a duty as the chair of the Board and shareholders' meetings, and be responsible to the Board in supervising corporate management according to the guidelines and policies set by the Board.
5. The Board appoints the Company Secretary to be responsible for providing advice on regulatory matters to ensure compliance with the laws, the Company's Articles of Association, code of best practices and other regulations concerning the Board, taking care of the Board activities, and coordinating to ensure compliance with the Board resolutions.

Term of Directorship

At every annual general meeting of shareholders, one-third of the directors shall retire from office. If the number of directors is not a multiple of three, then the number closest to one-third shall apply. The directors to retire from office in the first and second years after the conversion of corporate status shall be selected by drawing lots. In subsequent years, the directors having served longest in the office shall retire. The directors retiring from office may be re-elected by the shareholders' meeting.

Furthermore, the Board has imposed a limit on the maximum term of an independent director to not exceed 9 consecutive years, in order to maintain transparency and good corporate governance and also to enable independent directors to independently exercise their discretion, without the influence of any group, in making decisions on or raising objections to any matters perceived as disadvantageous to shareholders' or stakeholders' interests.

Apart from retirement by rotation, the directors shall vacate office upon:-

1. Death;
2. Resignation;
3. Lack of qualifications, or possession of legally prohibited characteristics;
4. Removal by a resolution of the shareholders' meeting by a vote of not less than three fourth of the total shareholders attending the meeting and entitled to vote and having an aggregate number of shares not less than one-half of the total shares held by the shareholders attending the meeting and entitled to vote;
5. Removal by a court order.

Check and Balance

The Company has stipulated that the Chairman of the Board, the Chairman of the Audit Committee and the President must not be the same person or persons in the same family, so as to ensure a clear duty and independent opinions of each position. This will permit appropriate check and balance together with transparency of internal operations.

Chairman of the Board

The Chairman of the Board must have requisite knowledge, ability, experience and appropriate qualifications. The Chairman of the Board is responsible for leading the Board and presiding over meetings of the Board and the shareholders. The Chairman of the Board shall maintain order of meetings, encourage active engagement by every director, provide help and advice, as well as oversee and ensure independence in giving opinions. The Chairman of the Board shall be liable to the Board in managing the Company in accordance with the guidelines and policies of the Board.

2. Structure of Sub-Committees

The Board has appointed certain directors or executives to sit in various sub-committees set up for particular task of studying and reviewing specific matters of interest. Each sub-committee has the same tenure as the Board of Directors and has duties as assigned by the Board of Directors.

The Board has appointed 5 sub-committees, namely the Audit Committee, the Risk Management Committee, the Nomination and Remuneration Committee, the Good Corporate Governance Committee and the Executive Committee. The duties and responsibilities of each committee shall be as stated in its Charter.

3. Roles, Duties and Responsibilities of the Board

The Company has determined roles, duties and responsibilities of the Board in writing and reviewed on a regular basis. (The roles, duties and responsibilities of the Board are stated under a topic of Management Structure). In this regard, the Board of Directors has reviewed the operational strategy annually and monitoring the implementation of the strategic plan.

4. Board of Directors' Meetings

The Company sets out the criteria for the Board of Directors meeting as follows:

1. The annual schedule of Board meetings is determined in advance in November and inform in order to plan the meeting attendance. At least one-half of the total number of directors shall attend the meeting to constitute a quorum. In case a vote is taken, not less than two-third of the total number of directors must be present.
2. The agenda items of the meeting shall be clearly specified in advance, where the Chairman of the Board and the President should jointly consider and select agenda items for the meeting. In this regard, the Company Secretary is responsible for delivering the meeting notice and documents to the directors at least 7 days in advance, so that they have sufficient time to review the matters for due opinions and votes.
3. The Board shall receive sufficient, complete and continuous information in a timely manner prior to each meeting. The directors can directly and independently contact the Company Secretary, who has a duty to provide them with consultation in relation to legal and regulatory compliance.

4. The Chairman of the Board shall duly allocate sufficient time for the Management to present pertinent information and for the directors to discuss significant issues. Each director is encouraged to express his/her opinion before a conclusion is reached.
5. The Board has a policy to allow non-executive directors to hold meetings among themselves as necessary, without the presence of the Management, to discuss management issues of concern. The Chief Executive Office should be informed of the meeting results as well.
6. The Board encourages the Chief Executive Officer and President to invite senior executives to attend the Board meetings so that they, as the persons in direct charge, can provide more in-depth details. This gives the Board an opportunity to gather information for management succession planning.
7. During the consideration of the agenda items, directors having interests in any agenda item shall not be entitled to vote on such matter and exclude themselves from the meeting.
8. Records of each meeting shall be taken in writing. The Board-approved minutes of all meetings shall be kept for future inspection by the directors and relevant parties.

Meetings

Name	The Board of Directors Committee	Audit Committee	Risk Management Committee	Nomination and Remuneration	Good Corporate Governance	Executive Committee	Non Executive Directors	AGM
1. Dr. Narongchai Akrasanee	12/12			4/4	2/2		1/1	1/1
2. Mr. Poolsak Tansitthipun	12/12	14/14	18/18	4/4			1/1	1/1
3. Mr. Wiboon Rasmeepaisarn	12/12	14/14	18/18	4/4			1/1	1/1
4. Mr. Nopporn Thepsithar	11/12	14/14	18/18	4/4	2/2		1/1	1/1
5. Mr. James Teik Beng Lim	4/12						0/1	0/1
6. Mr. Tomoo Nakamura	7/12						0/1	1/1
7. Mr. Chanond Ruangkritya	10/12			4/4	2/2	32/42		1/1
8. Mr. Tanyalak Nunthanavorasiri	12/12		17/18			38/42		1/1
9. Miss Patcharavalai Ruangkritya	10/12					33/42		1/1
10. Mr. Wirote Kappiyajanya						35/42		
11. Mr. Serm Sak Khwanpuang						42/42		
12. Dr. Chaityuth Chunnahacha			7/13*			35/42		

Remarks: * Dr. Chaityuth Chunnahacha resigned from a member of Risk Management Committee since 16 September 2019

Report of Securities Holding of the Directors and Executives

Directors

No.	Name	No. of Shares Held As of 31 December 2018	Change Increase (Decrease)	No. of Shares Held As of 31 December 2019	% of Shareholding
1	Dr. Narongchai Akrasanee	- ¹	-	- ¹	-
	Spouse and Minor Children	-	-	-	-
2	Mr. Poolsak Tansitthipun	-	-	-	-
	Spouse and Minor Children	-	-	-	-
3	Mr. Nopporn Thepsithar	-	-	-	-
	Spouse and Minor Children	-	-	-	-
4	Mr. Wiboon Rasmeepaisarn	-	-	-	-
	Spouse and Minor Children	-	-	-	-
5	Mr. James Teik Beng Lim	-	-	-	-
	Spouse and Minor Children	-	-	-	-
6	Mr. Tomoo Nakamura	-	-	-	-
	Spouse and Minor Children	-	-	-	-
7	Mr. Chanond Ruangkritya	1,693,906,800	(394,749,595)	1,299,157,205	38.98
	Spouse and Minor Children	-	-	-	-
8	Mr. Tanyalak Nunthanavorasiri	4,658,800	-	4,658,800	0.14
	Spouse and Minor Children	-	-	-	-
9	Miss Patcharavalai Ruangkritya	86,500,000	79,150,100	165,650,100	4.97
	Spouse and Minor Children	-	-	-	-

Remarks: ¹ Held through Seranee Holdings Co., Ltd. in an amount of 1,202,400 shares or 0.04%

Executives

No.	Name	No. of Shares Held As of 31 December 2018	Change Increase (Decrease)	No. of Shares Held As of 31 December 2019	% of Shareholding
1	Mr. Chanond Ruangkritya	1,693,906,800	(394,749,595)	1,299,157,205	38.98
	Spouse and Minor Children	-	-	-	-
2	Mr. Tanyalak Nunthanavorasiri	4,658,800	-	4,658,800	0.14
	Spouse and Minor Children	-	-	-	-
3	Mr. Serm Sak Khwanpuang	2,427,000	-	2,427,000	0.07
	Spouse and Minor Children	-	-	-	-
4	Dr. Chaithuth chunnahacha	-	-	-	-
	Spouse and Minor Children	-	-	-	-
5	Mr. Wirote Kappiyajanya	250,000	-	250,000	0.01
	Spouse and Minor Children	-	-	-	-
6	Mr. Santhad Natthakul	-	-	-	-
	Spouse and Minor Children	-	-	-	-
7	Mr. John Leslie Millar	893,000	-	893,000	0.03
	Spouse and Minor Children	-	-	-	-
8	Mr. Wiphak Trakanrunsi	-	-	-	-
	Spouse and Minor Children	-	-	-	-
9	Miss. Vanee Bijayendrayodhin	-	-	-	-
	Spouse and Minor Children	-	-	-	-
10	Miss Maneerat Thanusetthi	-	-	-	-
	Spouse and Minor Children	-	-	-	-
11	Mr. Sumeth Ratanasrikul	500,000	-	-	0.02
	Spouse and Minor Children	-	-	-	-
12	Mr. Charan Kesorn	-	-	-	-
	Spouse and Minor Children	-	-	-	-

5. Self-Assessment of the Board

The Company conducted the annual performance evaluation of the Board of Directors and Sub-Committees both of as a whole board and individual basis. The evaluation form has the objectives to use the evaluation results to benefit in reviewing operations, issues or obstacles during the past year.

The results of performance evaluation are at the level of **“Good-Excellent”**

Process and Criteria for Performance Evaluation

The Company has evaluated the performance of the Board of Directors and Sub-Committees annually, both of as a whole board and individual basis in which the evaluation of the Board's performance has criteria for evaluation divided into 6 topics which are 1) Structure and qualifications of the Board of Directors 2) Board meetings 3) Roles and responsibilities of the Board of Directors 4) Relationship between the Board of Directors and management 5) Board performance and 6) Self-development of directors and executives. For the performance evaluation of the sub-committees, the evaluation criteria are divided into 3 topics which are 1) the structure and qualifications of the sub-committees 2) The sub-committee's meetings 3) The roles, duties and responsibilities of the sub-committees. The process of performance evaluation of both as a whole and individual basis, which is at the end of every year the Company Secretary/Secretary of the sub-committees, send the evaluation form to the Board of Directors/Sub-Committees in order to evaluate the annual performance. After the directors/members of the sub-committee has completed to evaluate the performance, the directors/members of the sub-committee will send the performance evaluation back to the Company Secretary/Secretary of the sub-committees for preparing the summary of evaluation results and report to the Board of Directors for acknowledgement and to improve the performance of the Board of Directors and sub-committees to be more efficiency. From the performance evaluation of the Board of Directors /Sub-Committees for the year 2019, the results of performance evaluation are at the level of **“Good-Excellent”** with the following details:

- The Board of Directors Performance Assessment (as a whole board and individual basis) have an average score of **“Excellent”**
- The Executive Committee Performance Assessment (as a whole board and individual basis) have an average score of **“Excellent”**
- The Audit Committee Performance Assessment (as a whole board and individual basis) have an average score of **“Excellent”**
- The Risk management Committee Performance Assessment (as a whole board and individual basis) have an average score of **“Excellent”**
- The Nomination and Remuneration Committee Performance Assessment (as a whole board and individual basis) have an average score of **“Excellent”**
- The Good Corporate Governance Committee Performance Assessment (as a whole board and individual basis) have an average score of **“Excellent”**

Performance Assessment of the President and Chief Executive Officer

The Board of Directors assigns the Nomination and Remuneration Committee to assess the performance of the President and Chief Executive Officer based on short- and long-term goals. Assessment results shall be used for determination the appropriate remuneration to President and Chief Executive Officer.

Remuneration

The Board assigns the Nomination and Remuneration Committee to consider the remuneration based on the following criteria:-

1. The Company's operating results and business size in comparison with director remuneration of other listed companies in the similar sector and of the similar business size;
2. Experiences, roles, duties and scope of responsibilities of each director;
3. Benefits expected from each director;
4. The remuneration must be appropriate enough to motivate persons whose qualifications suit corporate needs and circumstances to be directors or executives of the Company.

Remuneration is set in 3 categories, i.e. monthly fee for duties and responsibilities of the Board or sub-committees, meeting allowance for attendance at each meeting of non-executive directors, and

bonus which is considered based on the Company's profits and dividends paid to the shareholders.

Policy on Remuneration of President and Chief Executive Officer

The Nomination and Remuneration Committee shall consider the President's remuneration, both in monetary form and other fringe benefits, as comparable to that of peer companies and consistent with the Company's operating result and assessment results for the year, and subsequently propose it to the Board of Directors for approval.

7. Development of Directors and the Management

The Board of Directors has a policy to continuously provide training and education for directors and executives to ensure that the directors have updated skills and knowledge that are beneficial to the performance of the Board of Directors/ Sub-Committees.



Information of Directors Attending the Training and Knowledge Development for the Year 2019

Name of Director	Topic/Issue which involved with Directors' Duties and Responsibilities
1. Dr. Narongchai Akrasanee	<ul style="list-style-type: none"> Techsauce Global Summit 2019 Exponential Manufacturing Thailand 2019 Digital Thailand Big Bang 2019
2. Mr. Poolsak Tansitthipun	<ul style="list-style-type: none"> Techsauce Global Summit 2019 Exponential Manufacturing Thailand 2019 Sustainability in the digital age: Know quickly and Usage The Impact of Financial Reporting Standards : Financial Instruments TFRS 16 : Lease Transfer Pricing Act
3. Mr. Nopporn Thepsithar	<ul style="list-style-type: none"> Techsauce Global Summit 2019 Exponential Manufacturing Thailand 2019 Sustainability in the digital age: Know quickly and Usage The Impact of Financial Reporting Standards : Financial Instruments TFRS 16 : Lease Transfer Pricing Act
4. Mr. Wiboon Rasmeepaisarn	<ul style="list-style-type: none"> Techsauce Global Summit 2019 Exponential Manufacturing Thailand 2019 Sustainability in the digital age: Know quickly and Usage The Impact of Financial Reporting Standards : Financial Instruments TFRS 16 : Lease Transfer Pricing Act
5. Mr. Tomoo Nakamura	<ul style="list-style-type: none"> Techsauce Global Summit 2019 Exponential Manufacturing Thailand 2019
6. Mr. Chanond Ruangkritya	<ul style="list-style-type: none"> Techsauce Global Summit 2019 Exponential Manufacturing Thailand 2019 Digital Thailand Big Bang 2019
7. Mr. Tanyalak Nunthanavorasiri	<ul style="list-style-type: none"> Techsauce Global Summit 2019 Exponential Manufacturing Thailand 2019
8. Miss Patcharavalai Ruangkritya	<ul style="list-style-type: none"> Techsauce Global Summit 2019 Exponential Manufacturing Thailand 2019

In addition, in the event that there is a change in directors or appointing new directors, the Company will provide an orientation and deliver documents and information that are useful to the performance of the new directors. Moreover, the Company will also introduce the Company's business characteristics and business operation practices to new directors as well.

Succession Plan

The Company has established a policy and procedures in the circumstance that the position of the President, or Chief of staff or equivalent status falls vacant or the position holder is unable to perform the duty. To maintain continuity of management under such position that contributes to the Company's sustainable growth, an executive of similar level or lower rank shall be appointed as an acting position holder until the vacancy is filled according to the recruitment, selection and appointment process specified by the Nomination and Remuneration Committee. The Nomination and Remuneration Committee shall select the qualified candidate to assume the position and propose the appointment of such person to the Board of Directors for approval in order to ensure the continuity of the responsibility of the such position and can lead the Company to sustainable growth.



8. Internal Control and Risk Management

The Board has put in place the internal control policy and risk management policy that cover all risks, including enterprise risk, strategic risk, financial risk, marketing risk, operational risk, project risk and compliance risk, and is in accordance with relevant laws, rules and regulations. Furthermore, it has arranged for the assessment of potential corruption risks in business operations, guidelines for mitigate the major risks by establishing an efficient check-and-balance mechanism for constant safeguarding the Company's assets, defining a hierarchy of approval authority and verifiable responsibilities of executives and employees, and setting operational procedures in writing. An independent internal audit unit has been assigned to monitor and ensure regulatory compliance of all operating units, and to assess the efficiency and adequacy of the internal control systems of such units.

9. Use of Inside Information

The Board of Directors recognizes the importance of good corporate governance and for transparency and prevent the exploitation of personal information from the use of internal information of the company which has not been disclosed to the public. The company has established a policy to use the information of the company.

Sub-Committees

The management structure of Ananda Development Public Company Limited consist of 5 sub-committees, namely, (1) Audit Committee (2) Risk Management Committee (3) Nomination and Remuneration Committee (4) Good Corporate Governance Committee and (5) Executive Committee

1. Audit Committee

As at 31 December 2019, the Audit Committee consists of the following 3 Independent Directors

Name	Position
1. Mr. Poolsak Tansitthipun	Chairman of the Audit Committee
2. Mr. Nopporn Thepsithar	Audit Committee Member
3. Mr. Wiboon Rasmeepaisarn	Audit Committee Member

Mr. Wiboon Rasmeepaisarn has sufficient knowledge and experience for auditing the reliability of the Company's financial statements. Mr. Chatchawan Upani, Vice President of Office of Internal Control, is the secretary of the Audit Committee.

Scope of power, duties and responsibility of the Audit Committee

1. To review and ensure that the Company provides a sufficient and accurate report of its financial statements;
2. To review and ensure that the Company has appropriate and efficient internal controls and internal audit systems, to consider the independence of the Office of Internal Audit Bureau, and to approve the appointment, transfer and termination of employment of the Chief of Internal Audit Bureau or any other unit responsible for internal audit;
3. To review and ensure that the Company complies with securities and exchange laws, regulations of the SET and the laws relating to the Company's business;
4. To consider, recruit, nominate and terminate an independent third-party to be the Company's auditor and to determine the auditor's fee, as well as to hold at least 1 meeting per year with the auditor without participation of the management;
5. To consider and ensure that the Company's connected transactions or transactions that may result in conflicts of interest are in compliance with the law and the rules of the SET, and to ensure that such transactions are reasonable and in the best interest of the Company;
6. To prepare the Audit Committee's report which will be disclosed in the Company's annual report. The report must be signed by the Chairman of the Audit Committee and shall contain at least the following details:
 - (a) opinion on the accuracy, completeness and reliability of the Company's financial report;
 - (b) opinion on the sufficiency of the Company's internal control system;
 - (c) opinion on compliance with securities and exchange laws, regulations of the SET and the laws relating to the Company's business;
 - (d) opinion on suitability of the auditor;
 - (e) opinion on transactions which may result in conflicts of interest;
 - (f) number of meetings held by the Audit Committee and the attendance records of each member of the Audit Committee;
 - (g) comments or overall remarks made by the Audit Committee in the course of duties under the Charter; and
 - (h) other matters of which the shareholders and general investors should be informed, to the extent of their duties and responsibilities, as assigned by the Board;

7. To perform any other activities as designated by the Board with the Audit Committee's approval;
8. If the Audit Committee, in the course of duties, finds or is suspicious of 1 of the following transactions or actions which has significantly affected the Company's financial standing and operating results has occurred, the Audit Committee shall report that transaction or action to the Board such that any rectification will be made within the time that the Audit Committee deems appropriate:
 - (a) a transaction resulting in a conflict of interest;
 - (b) fraud or any major irregularity or defect in the Company's internal control system; or
 - (c) a violation of securities and exchange laws, regulations of the SET and the laws relating to the Company's business.

If the Board of Directors or Management fails to rectify the problem within the time as specified above, any 1 member of the Audit Committee may report to the SEC or the SET that a transaction or action as specified above has occurred; and

9. To revise and propose any amendments to the scope, duties and responsibilities of the Audit Committee to reflect the current situation.

2. Risk Management Committee

As at 31 December 2019, the Risk Management Committee consists of the following 4 members:

Name	Position
1. Mr. Nopporn Thepsithar	Chairman
2. Mr. Poolsak Tansitthipun	Member
3. Mr. Wiboon Rasmeepaisarn	Member
4. Mr. Tanyalak Nunthanavorasiri	Member

Miss Anongprapa Malipraman is the secretary of the Risk Management Committee.

Scope of power, duties and responsibility of the Risk Management Committee

1. Power

- 1.1 The Risk Management Committee has the power to, as it deems appropriate, enquire or request written information from the executives, concerned staff or concerned units of ANANDA group, or invite them to attend meetings with the Committee regarding risks or discharge of duties under their responsibilities. It is the responsibility of said executives, concerned staff and concerned units of ANANDA group to provide full cooperation to the Committee and strictly respond to such enquiry, request or invitation within the specified time.
- 1.2 The Risk Management Committee has the power to appoint working teams for assessing and monitoring all risks in order to ensure discharge of the duties and responsibilities under this Charter, or to perform any other special duties as assigned by the Board of Directors.

2. Duties and Responsibilities

2.1 To consider risk management policies and framework, and propose them to the Board of Directors for approval, covering significant risks as follows:-

1. Corporate risk;
2. Strategic risk;
3. Financial risk;
4. Marketing risk;
5. Operational risk;
6. Compliance risk;
7. Corruption risk;
8. Project risk;
9. Other risks.

2.2 To promote continual and regular improvement and development of the Company's risk management framework, and to approve risk management guidelines for the Management to implement and comply with the established framework.

2.3 To study and assess potential risks at least once a year, including suggested approaches for mitigating such risks to an acceptable level, to monitor risk management process in order to assess the results at least once a quarter, as well as to improve relevant action plan to ensure that the risks are managed adequately and appropriately.

2.4 To communicate with the Board of Directors and the Audit Committee about significant risks.

2.5 To perform any other tasks as assigned by the Board of Directors in relation to management of significant risks.

3. Nomination and Remuneration Committee

As at 31 December 2019, the Nomination and Remuneration Committee consists of the following 5 members:

Name	Position
1. Dr. Narongchai Akrasanee	Chairman
2. Mr. Poolsak Tansitthipun	Member
3. Mr. Wiboon Rasmeepaisarn	Member
4. Mr. Nopporn Thepsithar	Member
5. Mr. Chanond Ruangkritya	Member

Remarks: Members No. 1-4 are the independent directors

Mrs. Uaanuj Liangsupree is the secretary of the Nomination and Remuneration Committee.

Scope of power, duties and responsibilities of the Nomination and Remuneration Committee

1. To consider policies and criteria in the selection and nomination of qualified persons as well as to set the remuneration package for the Company's directors, in order to propose the matters to the Board of Directors and/or the shareholders' meeting for approval.
2. To consider the annual corporate budget and the criteria of salary adjustment, annual bonus and long-term incentive for executives and employees of the Company.
3. To assess the performance of the Chief Executive Officer, as well as to adjust the annual remuneration and long-term incentive thereof.

4. To consider and give opinions on the annual performance appraisal of the chief officers, Managing Director of - Housing, and Managing Director - Condominium.

4. Good Corporate Governance Committee

As at 31 December 2019, the Good Corporate Governance Committee consists of the following 3 members:

Name	Position
1. Dr. Narongchai Akrasanee	Chairman
2. Mr. Nopporn Thepsithar	Member
3. Mr. Chanond Ruangkritya	Member

Miss Thamonwan Woraphongjirakarn is the secretary of the Good Corporate Governance Committee.

Scope of power, duties and responsibilities of the Good Corporate Governance Committee

1. To oversee and ensure that the organization performs and complies with principles of good corporate governance;
2. To consider and approve the action plans for enhancing good corporate governance practice in order to maintain and develop good corporate governance and to promote good corporate governance as the organization's culture by regularly communicating with and educating the directors, executives and employees of the Company;
3. To monitor the performance and activities in respect of corporate social responsibility and environmental responsibility;
4. To review and update the Company's good corporate governance principles, the Articles of Association, the rules of the Board and the Committees, business ethics and the Employees' Code of Conduct to be suitable for the Company's business and to be in line with the practices of the SET, the SEC and the Capital Market Supervisory Board;
5. To review the Anti-Corruption Policy, make recommendations, and set a framework for the supervision of anti-corruption activities.
6. To set up guidelines for the report of compliance with good corporate governance principles in the Company's annual report; and
7. To consider and approve the public relations aspect of the Company's good corporate governance activities and the Company's policy of disclosure of information to the public, including the improvement in the dissemination of information on the Company's corporate governance on the Company's website in the future.

5. Executive Committee

As at 31 December 2019, the Executive Committee consists of the following 6 members:

Name	Position
1. Mr. Chanond Ruangkritya	Chairman
2. Mr. Tanyalak Nunthanavorasiri	Member
3. Miss Patcharavalai Ruangkritya	Member
4. Mr. Sermsak Khwanpuang	Member
5. Mr. Wirote Kappiyajanya	Member
6. Dr. Chaoyuth Chunnahacha	Member

Mrs. Uaanuj Liangsupree is the secretary of the Executive Committee.

Scope of power, duties and responsibilities of the Executive Committee

1. The Executive Committee is responsible for managing the Company's business in accordance with the objectives of the Company's business operations, provided that management of the Company's business shall be subject to policies, rules or orders prescribed by the Board. In addition, the Executive Committee is responsible for reviewing matters to be proposed to the Board for further approval;
2. To prepare the vision, business strategies and direction, business policies, targets, guidelines, operational plans and the annual budget of the Company and its subsidiaries, and to present the same to the Board for approval;
3. To efficiently oversee and monitor the Company's operations in accordance with the Company's management policies and guidelines as approved by the Board;
4. To consider and approve specific matters or any action to be taken in the ordinary course of the Company's business within the amount or annual budget as approved by the Board and as authorized, provided that in taking such action.
5. To report the result of operations for the following matters within the following period of time to the Board:
 - 5.1 quarterly report of the Company's performance to be submitted within the timeframe prescribed by the SET;
 - 5.2 report of the auditor in respect of the Company's financial statements, including annual and quarterly financial statements, to be submitted within the timeframe prescribed by the SET; and
 - 5.3 other reports deemed to be appropriate by the Executive Committee;
6. To consider and approve any action to be taken at each meeting of the Executive Committee, where a quorum shall be constituted when not less than half of all the members of the Executive Committee are present at such meeting;
7. At each meeting of the Executive Committee, each member of the Executive Committee has 1 vote. In the event that there is a tied vote, the chairman of the Executive Committee has a casting vote;
8. Any resolution approved by the Executive Committee shall be passed by a simple majority of all the members in attendance
9. The meetings of the Executive Committee shall be held as deemed necessary and appropriate. Apart from regular meetings, any member of the Executive Committee may call for a special meeting, provided that advance notice of such meeting shall be delivered to the other members to allow reasonable time for the members to consider the meeting agendas;
10. The Executive Committee may establish working groups and/or appoint any person to review the matters proposed to the Executive Committee, or to take any action which will benefit the performance of duties of the Executive Committee, or to take any action on behalf of the Executive Committee, to the extent of the power granted to the Executive Committee; and
11. To authorize and/or sub-authorize a third party to take specific action on its behalf. Such authorization or sub-authorization shall be subject to the powers specified in the Power of Attorney given and/or in accordance with regulations, rules or orders prescribed by the Board. The authorization or sub-authorization of powers, duties and responsibilities of the Executive Committee shall not allow the Executive Committee or its authorized person to approve any transactions in which the Executive Committee or its authorized person may have any conflict of interest (as defined in the notification of the Capital Market Supervisory Board or the SEC) or who may benefit in any manner which may give rise to conflicts of interest with the Company or its subsidiaries.

Nomination and Appointment of Directors and Highest Rank Executives

1.1. Nomination and Appointment of Directors

Criteria and Procedures of Nomination

The Board of Directors has assigned to the Nomination and Remuneration Committee to consider the selection of qualified persons under the Securities and Exchange Act including other relevant laws and other qualifications as defined by the Company. After that, such qualified persons will propose the Board of Directors or the meeting of shareholders to consider the appointment (as the case may be) in accordance with the Company's Articles of Association.

Procedure to propose for the election/appointment of directors, to begin with the Nomination and Remuneration Committee will review the qualifications and diversity of the skills, knowledge, expertise and experience of the Board Skills Matrix, as well as the overall composition of the Board to be in line with the Company's strategy and business direction annually. The Nomination and Remuneration Committee will consider not limit to gender, race, religion, age, and other specialized abilities including the dedication of time for their duties and performance. To appointment of a new director, the Nomination and Remuneration Committee will prepare a Board Skills Matrix to determine the qualifications of the directors to be selected by considering the necessary skills that are still lacking in the Board. In addition, the Nomination and Remuneration Committee will consider the database of Director Pool or may consider the Professional Search Firm database as the case may be. In addition, the Nomination and Remuneration Committee will receive the suggestions from minority shareholders who will nominate persons proposed to be elected as directors because the Company provides opportunity to shareholders to nominate persons to be elected as directors at the Annual General Meeting of Shareholders according to the criteria set by the Company.

Qualifications of Directors and Independent Directors

1. Qualifications of Directors

- 1.1 Having of the qualifications and possesses no prohibited characteristics under Public Limited Companies Act, the Securities and Exchange Act, and relevant laws.
- 1.2 Having knowledge, capabilities, integrity and business ethics and sufficient time dedicated to the Company.
- 1.3 Every director must not hold directorship of more than 5 listed companies excluding subsidiaries. In case a director will take a position of director or executive in any listed company must notify to the Board of Directors in advance before accepting such positions in order to consider the appropriateness of the composition of the Board of Directors.

2. Qualifications of Independent Directors

In addition to qualifications according to abovementioned, independent directors must have the qualifications required by the Capital Market Supervisory Board as follows;

- 2.1 Hold shares not exceeding 0.75 percent of the total number of voting rights of the Company, its parent company, subsidiary, affiliate, major shareholders or controller persons of the Company, including the shares held by related persons of the Independent Director.
- 2.2 Neither being nor having been an Executive Director, employee, or advisor who receives salary or controlling person of the Company, its parent company, subsidiary, affiliate, same-level subsidiary, major shareholders or controller persons of the Company, except they have ended the foregoing relationship not less than two years before the date of application to the Securities and Exchange Commission. The aforementioned prohibition does not include cases where the Independent Director used to be a public servant or consultant of government agencies which is a major shareholder or controlling persons of the Company.

- 2.3 Not being a person related by blood or registration under laws, such as in the manner of father, mother, spouse, sibling, and child, including spouse of children, executives, major shareholders, controlling persons, or persons to be nominated as directors, executives or controlling persons of the Company or its subsidiary.
- 2.4 Not having any business relationship with the Company, its parent company, subsidiaries, affiliates, major shareholders or controller persons of the Company, in any manner that may interfere with his or her independent judgment, and not be, or used to be, a substantial shareholder or controlling person in its parent company, subsidiaries, affiliates, major shareholders or controller persons of the Company, except they have ended the foregoing relationship not less than two years before being appointed.

The business relationship in paragraph one includes normal business transactions for the purpose of business operations, rental or lease of immovable property, transaction related to assets or services, or grant or receipt of financial assistance through receiving or extending loans, guarantee, providing assets as collateral, including any other similar actions, which result in the Company or its counterparty being subject to indebtedness payable to the other party in the amount of three percent or more of the net tangible assets of the Company or twenty million Baht or more, whichever is lower. The amount of such indebtedness shall be calculated according to the calculation method for value of connected transactions under the Notification of the Capital Market Supervisory Board Re: Rules on Connected Transactions mutatis mutandis. The consideration of such indebtedness shall include indebtedness taking place during the course of one year prior to the date on which the business relationship with the person commences.

- 2.5 Neither being nor having been an auditor of the Company, its parent company, subsidiaries, affiliates, major shareholders or controller persons of the Company, and not having been a substantial shareholder, controlling person or partner of an audit firm which employs auditors of the Company, its parent company, subsidiaries, affiliates, major shareholders or controller persons of the Company, except they have ended the foregoing relationship not less than two years before being appointed.
- 2.6 Neither being nor having been any professional advisor including legal advisor or financial advisor who receives an annual service fee exceeding two million Baht from the Company, its parent company, subsidiaries, affiliates, major shareholders or controller persons of the Company, and not having been a substantial shareholder, controlling person or partner of the professional advisor, except they have ended the foregoing relationship not less than two years before being appointed.
- 2.7 Not being a director who has been appointed as a representative of the Company's director, major shareholder or shareholders who are related to the Company's major shareholder.
- 2.8 Not conduct any business of the same nature as the Company's or its subsidiaries' businesses and is in competition with them in any material respect, nor being a substantial partner, shareholder holding more than one (1) percent of the voting shares of any company whose business is of the same nature as the Company's or its subsidiaries' businesses and is in competition with them in any material respect.
- 2.9 Not having any other manners, which may render him or her incapable of expressing independent opinions with regard to the Company's business affairs. Independent Directors of the Company is independence from the management and major shareholders.

The Process of Directors' Appointment

In case of Directors who vacate the office due to the retirement

When a position becomes vacant with term completion, the Nomination and Remuneration Committee will consider and nominate persons with suitable qualifications and propose them to the Board and shareholders for approval from the Annual General Meeting of Shareholders for re-appointment them for another term. The Nomination and Remuneration Committee will consider the several factors including the performance, meeting attendance and participation in the meeting.

The directors' election complies with the Company's Articles of Association and other relevant laws. The criteria and methodology of directors' election at a shareholders' meeting are as follows:

1. Each shareholder's votes equal to his or her number of shares held, one share per one vote.
2. In voting of directors' election, voting is to be done for individual directors, for which each shareholder is to exercise his or her entire votes for individual directors, one by one.
3. To pass the resolution for director appointment, it requires a majority vote of the shareholders who are present at the meeting and entitled to vote.
4. The person who receives the highest number of votes in descending order is elected as the number of directors to be elected. In the case where a person who has been elected in the next order has the same number of votes in excess of the number of directors to be elected or elected at that time.

The chairman of the meeting shall have the casting vote.

In case of the directors' vacancy due to any reasons other than the expiration of the term

The Nomination and Remuneration Committee will seek qualified persons to be nominated to the Board for consideration the appointment directors in replace of the resigned director(s) at the next Board meeting. An exception applies if the remaining term is less than two months, in which case an approval is required from the Annual General Meeting of Shareholders. In any case, the term of the replacement director is only as long as that of the resigned one. The resolution of the Board in this case must be required not less than three-fourths of the remaining directors on the Board.

Nomination and Appointment of the Executives

The nomination of the Chief Executive Officer, who is highest executives of the organization, will be preliminary considered by the Executive Committee. The Executive Committee will seek a qualified candidate with knowledge, skills, and experience that are beneficial to the Company's operations, well understanding the Company's businesses and can manage to achieve the objectives and goals set by the Board of Directors. Then, the Executive Committee will propose to the Nomination and Remuneration Committee for consideration and propose to the Board of Directors for approval.

Supervision of operations of subsidiaries and associated companies

Ananda Development Public Company Limited has set significant guidelines for supervising the operations of subsidiaries and associated companies in order to allow the Company to manage and supervise its subsidiaries and associated companies in accordance with the Company's various policies, as well as to comply with the laws, rules, regulations, notifications, and guidelines related to the Securities and Exchange Commission and the Stock Exchange of Thailand.

The Company has set a plan and acted to ensure that subsidiaries and associated companies disclose operating results and financial status, as well as information that must be disclosed to regulators, relevant government agencies, and external investors, including general public with accuracy, completeness, and reliability. In the event that subsidiaries and/or associated companies are required to enter into a connected transaction or transaction that may pose conflicts of interest, the Company must monitor its subsidiaries and/or associated companies to enter into the aforementioned transactions with transparency and fairness. In this regard, the Company will comply with the rules on connected transactions, as well as acquisition and disposition of assets transaction which are determined by the relevant regulators strictly.

The Company has operated its several projects through subsidiaries and associated companies in which the Board of Directors will be responsible for supervising each subsidiary and associated company under the following scopes:

(1) To assign the Executive Committee to be responsible for supervising each subsidiary and/or associated company to perform duties in compliance with the laws, objectives, and regulations, as well as the Board of Directors' resolutions and the meeting of shareholders' resolutions. In addition, subsidiary and/or associated company must perform duties in compliance with the good corporate governance policies, as well as code of conduct and business ethics with duty of loyalty, duty of care, accountability, and ethics.

(2) To assign the Executive Committee to be responsible for monitoring the operations of subsidiaries and/or associated companies in all aspects continuously and providing advice to ensure that the operations of subsidiaries and/or associated companies are in line with the goals and can manage problems and obstacles that may occur in a timely and appropriate manner.

(3) To assign the Executive Committee to be responsible for supervising to ensure the compliance with the corporate governance policies on subsidiaries and/or associated companies, as well as commanding subsidiaries and/or associated companies to have internal control systems and operational systems that are efficient and effective in business operations. In this regard, the Executive Committee assigns the Internal Audit Office to investigate operations in accordance with the operational policy of the subsidiaries and/or associated companies to ensure that subsidiaries and/or associated companies have good internal control systems and comply with various policies appropriately.

(4) To assign the Executive Committee to be responsible for reviewing and updating significant policies and plans related to business operations of subsidiaries and/or associated companies to be current and appropriate for business conditions on a regular basis.

In addition, Ananda Development Public Company Limited will send the Company's representatives to be in director positions in subsidiaries and/or associated companies in proportion to the shareholding in each company or in accordance with the conditions agreed upon in the contract of representative appointment as directors in each subsidiary and/or associated company.



Use of insider information

The Board of Directors recognizes the importance of good corporate governance and for transparency and prevention of conflicts of interest arising from the use of insider information of the Company which has not been disclosed to the public, the Company set following policies:

1. To educate directors, the management, and persons with position of accounting manager or finance manager or higher positions on the duties to prepare and submit the report of their securities holding, spouse and minor children to the Office of the SEC under Section 59 and punishment under Section 275 of the Securities and Exchange Act B.E. 2535.
2. To set guidelines for directors, the management, and persons with position of accounting manager or finance manager or higher positions to prepare and submit the report of their securities holding, spouse, and minor children through the Company Secretary prior to submission to the Office of the SEC at all times. The report shall be prepared and submitted within 30 days from the appointment date of directors, the management, or the report of changes in securities holding of directors and the management within 3 business days from the date of purchase, sale, transfer, or receipt of transfer of such securities.
3. To set guidelines for directors, the management, or persons with position of accounting manager or finance manager or higher positions, and relevant officers, who know the material inside information, which affects the changes in securities price, shall refrain from purchasing and selling the Company's securities during the period prior to the disclosure of financial statement or financial status of the Company until such information has been disclosed to the public. The Company will inform, in writing, directors, the management, including persons with position of accounting manager or finance manager or higher positions to refrain from purchasing and selling the Company's securities at least 30 days in advance prior to disclosure of information to the public and shall wait for at least 24 hours after the disclosure of information to the public. Moreover, the disclosure of material information to other persons is prohibited. Directors and the management are required to report the purchase, sale, transfer, or receipt of transfer of the Company's securities prior to the actual trade at least 1 day to the Company Secretary in order to report to the Board of Directors at the next Board of Directors' meeting.

Disciplinary action will be applied in case of breach of duty on the use of insider information for personal benefit. It may be done in the format of warning letter issuance, wage deduction, temporary work suspension without payment, or employment termination to the extent permitted by law. Disciplinary action will be considered the intention and seriousness of such violation.

Audit Fee

The Company, and subsidiaries, paid audit fee to EY Office Limited in the fiscal year 2019 in a total amount of Baht 13.8 million. and paid non-audit fee in a total amount of Baht 7.46 million.

Implementation of Good Corporate Governance Code (CG Code) for listed companies 2017

The Company reviewed the Good Corporate Governance Policies based on the Stock Exchange of Thailand Principles of Good Corporate Governance for Listed Companies 2012 (CG Principles) and the Securities and Exchange Commission Code of Good Corporate Governance for Listed Companies 2017 (CG Code) in which the Corporate Governance Committee has already considered and found that the Company has adopted most practices and proposed to the Company’s Board of Directors for acknowledgment in principle at the Board of Directors’ Meeting No. 12/2019 held on 2 December 2019.

Implement with good corporate governance principles

The Company’s Board of Directors has evaluated the corporate governance practices of the Company and found that throughout the year 2019, the Company, as a listed company, has complied with the Stock Exchange of Thailand Principles of Good Corporate Governance for Listed Companies 2012 (CG Principles) and the Good Corporate Governance for Listed Companies 2017 (“CG Code”) of the Office of the Securities and Exchange Commission except in some principles that the Company has applied in different ways. Details and explanations are as follows:

Principles/Best Practices of the Stock Exchange of Thailand	Explanations
1. Board of Directors should consist of Independent Directors more than 50 percent	The structure of the Company’s Board of Directors consists of Independent Directors, Non-executive Director, and Executive Directors of approximately 44.45 percent, 22.22 percent, and 33.33 percent, respectively. The Company has an opinion that the structure and composition of the Company’s Directors are appropriate since the Company has Executive Directors of only 33.33 percent in which Independent Directors and Non-executive Directors account for 66.67 percent. Therefore, such proportion is appropriate which can balance the power of the management, as well as can provide opinions independently.
2. Nominating and Remuneration Committee should entirely consist of independent directors	The Nomination and Remuneration Committee consists of Independent Directors of approximately 80 percent of the total number of the Committee in which the Company has an opinion that the structure and composition of the Nomination and Remuneration Committee are appropriate since the Nomination and Remuneration Committee consists of Independent Directors more than half of the members of the Committee and the Chairman of the Nomination and Remuneration Committee is an Independent Director.

CORPORATE SOCIAL RESPONSIBILITY



Ananda's operations rest on the vision: "Together, we are passionate about creating vibrant lives by continuously innovating urban living solutions based on major transport systems as well as being an organization that values its employees, society, the environment and individual shareholders". The Company, its subsidiaries and affiliates strive for business stability and sustainability, the well-being of society and communities both within and outside the organization, along with environmental stewardship, through a policy encouraging employees, executives, customers and business partners to constantly take part in its corporate social responsibility (CSR) activities.

The Company's CSR mission and policy center on the maintenance of business stability and sustainability by achieving business growth, promoting the well-being of intra- and extra-organizational societies, as well as ensuring compliance with applicable laws and regulations. In addition, CSR in-process and after-process activities are carried out in effort to promote sustainable development of the society at large.

The Company has implemented corporate social responsibility in accordance with the following principles:

1. Business operation with fairness

The Company has established guidelines for stakeholder treatment in the business ethics manual, by recognizing the responsibility, which not only complying with the law, but also not taking any action that violates / lessens stakeholder's right. The details are as shown in the Corporate Governance Report.

2. Anti-Corruption

The Company has ideology and confidence that operating business with integrity and fairness to all parties by complying with the law and adhering to moral principles, being transparent and accountable, having responsibility towards society and all groups of stakeholders according to the principles of good corporate governance, shall enable the Company to develop into a sustainable organization. Therefore, the Company has joined as part of the Private Sector Collective Action Coalition Against Corruption (CAC) to show the intention and commitment in the fight against all forms of corruption. The Company has established an anti-corruption policy in writing to serve as a guideline for directors, management, and employees to strictly follow the policy.



3. Respect for human rights

The Company respects and supports human rights principles by focusing on and adhering to the principles as the main policies for business operation towards sustainability, which is the foundation of valuable and efficient business operation. The Company treats employees equally, similarly, without discrimination of race, color, origin, religion, gender, age, or any disability that is not relevant to the job operation. In addition, the Company also oversees staff of the Company to not participate or get involved in the abuse of human rights. The Company has not used illegal workers. Human dignity, equality, fairness, are recognized in the Company, without discrimination against employees due to differences in personal characteristics. The Company realizes that employees are a key factor in creating quality products. Accordingly, the Company pays attention to fair treatment to employees, both in terms of opportunity, rewards, as well as working system management to ensure that employees have safety in life, properties, and have good health and sanitation. The Company develops employees' skills and enhances employees' capacity, together with the development of morality so that employees will be competent staff and also good people of society at the same time.

4. Fair employee treatment

The Company recognizes the importance of treating employees fairly and respects individuality and human dignity according to the international human rights and ethics principles in order to contribute to peace in the society and create a sustainable growth of the Company.

The Company provides supervision for work safety, maintains working environment, and manages working system to ensure that employees have safety in life, properties, and have good health and sanitation in accordance with the following guidelines;

- Establish a policy regarding safety and occupational health in workplace.
- Analyse and define measures to control safety risks and occupational health at work, as well as provide a system to prevent pollution that can occur during job operation. Provide a clean workplace for safety that may occur.
- Communicate and educate employees regarding the requirements of safe working practices and ensure that employees understand and comply with such practices correctly.
- Provide safety equipment and personal safety protection equipment that are necessary for employees.
- Assess safety and occupational health risks at work.
- Allow employees to participate in management system of safety, occupational health, and environment, as well as respect the rights of employees.

5. Responsibility to consumers

The Company adheres to principles and follows policies that will respond to customer's satisfaction. In this regard, the Company manages products and services to customers based on standards and ethical principles under the following practices;

- Determine to supply and develop products and services to respond to customers' needs.
- Deliver high quality products and services under fair conditions.
- Provide accurate and sufficient information of products and services so that customers can have sufficient information to make decisions, without any overstatement, either advertisements or other communication channels to customers that may mislead them regarding quality, quantity, or any conditions of products and services.
- Provide feedback and complaint procedures for customers to inform the Company about problems or inappropriate services so that the Company will be able to prevent and resolve the aforementioned problems promptly and also use the information to improve or develop products and services in the future.
- Maintain information and confidentiality of customers, without any disclosure or abuse of such information.

6. Environmental care

The Company is committed to operating business, together with caring environment by strictly complying with environmental requirements, focusing on efficient resources usage, developing production processes to prevent and reduce environmental impact, and promoting the development of human resources with knowledge and awareness of environment and social responsibility, as well as leading into the implementation across the organization and ongoing development.

7. Joint development of quality of life and society

The Company recognizes the importance of improving the quality of life and society of all stakeholders. In the past year, the Company still continued to strive and carry on CSR activities in various projects incessantly. The Company provided supports to construct homes for those who get fewer opportunities by collaborating with Habitat for Humanity Thailand in order to extend hopes in providing homes for underprivileged people. In addition, the Company also donated necessary stuff, clothes, medicine, and equipment that are useful in daily life, as well as supported voluntary team in the construction of homes for underprivileged people.

GIVE HOMES GIVE HUGS @ KANCHANABURI 2019

This year, Ananda has continued GIVE HOMES GIVE HUGS @ KANCHANABURI project for the third consecutive year in order to construct homes for villagers living in Bo Phloi District, Kanchanaburi Province. The objectives are to provide homes for underprivileged people in remote areas to have better quality of life and to mutually care Thai society to improve quality of life, along with developing communities to be sustainable. The Company has signed a memorandum of cooperation with Habitat for Humanity Thailand to support grants and voluntary team to construct single-storey reinforced concrete homes for families experiencing housing problems, with the size of 42 square meters, totaling 45 units. This project is an ongoing project for 3-year period (15 units per year), starting from the year 2017 to the year 2019. In addition to promote the quality of life in terms of homes, the Company also encouraged agriculture by providing knowledge, together with funds for planting appropriate economic crops in each season to help increase income of the community with the aim of having better living standard sustainably.



The management and our staffs in a total number of more than 61 people participated in as volunteers to construct homes in the project "GIVE HOMES GIVE HUGS @ KANCHANABURI, 3rd Year" at Lumrang Sub-district, Bo Phloi District, Kanchanaburi Province in June 2019



The management, contractors, and design companies, as well as the Company's staffs in a total number of more than 62 people participated in as volunteers to construct homes in the project "GIVE HOMES GIVE HUGS @ KANCHANABURI, 3rd Year" at Lumrang Sub-district, Bo Phloi District, Kanchanaburi Province in September 2019.



Our customers, the management as well as the Company's staffs in a total number of more than 65 people participated in as volunteers to construct homes in the project "GIVE HOMES GIVE HUGS @ KANCHANABURI, 3rd Year" at Lumrang Sub-district, Bo Phloi District, Kanchanaburi Province in November 2019.

Activities to provide necessary stuff and equipment to villagers living in Lumrang Sub-district, Bo Phloi District, Kanchanaburi Province

In addition, the Company also encourages its employees and partners to be involved in delivering donated stuff to underprivileged people in Lumrang Sub-district, Bo Phloi District, Kanchanaburi Province, such as clothes, medicine, dried food, books, stationery, toys for children, as well as other equipment which are essential to living. The events were held during the period of June, September and November 2019.



To donate stuff and useful equipment to villagers living in Lumrang Sub-district, Bo Phloi District, Kanchanaburi Province.

Bike for Change Project, "Fulfilling Children's Dreams Living in Remote Areas"

Bike for Change Project "Fulfilling Children's Dreams Living in Remote Areas" is a project for receiving a donation of old and deteriorated bicycles under the supervision of The Works Community Management Co., Ltd. Prior to donation, a team of volunteers, i.e. project technicians, shall repair the bicycles until they can be returned to normal use. In this regard, the bicycle shall finally be donated to underprivileged children and students who are living in remote areas.



The management and staff jointly donated bicycles to underprivileged children and students living in Lum Rang Sub-District, Bo Phloi District, Kanchanaburi Province in November 2019.

Vegetable growing to generate revenue for the community

Ananda Development Public Company Limited strives to improve the quality of life of villagers in Nong Kum Sub-district, Bo Phloi District, Kanchanaburi Province. In addition to provide homes to villagers, the Company also recognizes the importance of creating sustainability in living to the community's people by encouraging them to use their own land for agriculture which is an extension of occupation of local people. The Company encourages villagers to grow vegetables that are economic crops which can grow well in the climate and landscape of Kanchanaburi Province. In this regard, the Company has supplied people with agricultural expertise to deliver accurate knowledge regarding the selection of seeds, suggest correct growing methods, and support the discontinuation of the use of pesticides. Moreover, the Company also provides distribution channels in which villager can sell their products at the Company. Such project is in accordance with the Company's intention that wants to promote a better quality of life for people and sustainable growth for the community.



Vegetable garden plots of villagers and fresh products from farm sold at Ananda.

Project to support funds for sanitation activities of Moken community, Ao Bon, Surin Islands, Phang Nga Province

Ananda Development Public Company Limited supported funds for carrying out public health activities of Moken Community which is an indigenous community living in Surin Islands National Park, Phang Nga Province. Currently, Moken village has a population of 370 people, 80 households. Funds supported by the Company shall be used by a Primary Health Care Center of Moken Community in procuring work equipment such as computer notebooks, in order to provide education regarding sanitation to the community by projecting knowledge via a projector screen and purchasing supplementary food such as milk and eggs for malnourished children and underweight pregnant women.



8. Work Development and Innovations

Development of Construction System

The Company well aware that the corporate reputation and credibility for reasonable prices along with quality design and construction are major factors influencing buyers' decision, the Company therefore earnestly adopts innovative approaches, namely "Ananda Production System" or "APS," in developing its production system to punctually deliver to customers houses and condominiums of supreme quality so as to maximize customer satisfaction that shall bring about repeat purchases or referrals. Based on the organization's core values and culture, APS attaches great significance to operational management (Internal) which involves meticulous standards of controlling, inspecting and assessing quality of works at all stages, either design, construction, delivery or maintenance. Management of relationship with business alliances (External), i.e. designers, contractors, and building material suppliers, is also underlined in order to secure an integrated supply chain. Through network collaboration, the integration of both internal and external components shall induce exchange of know-how and joint development via the quality cycle, resulting in infinite enhancement of processes. Hence, Ananda Production System or APS is the Company's high-standard system of house and condominium production, with a resolute intent to offer services under the "Customer Centric for Customer Delight" philosophy.



In Summary

Through all these years, one thing the Company always values and pursues in parallel with business growth is the active contribution to raising CSR awareness among all related parties. It has thus engaged in an array of activities in a keen effort to give back to the society and shall carry on with its

INTERNAL CONTROL AND RISK MANAGEMENT

1. Internal Control

The Company has a vision to commit to satisfying customers sustainably by delivering satisfactory home, condominium and services with cutting-edge innovation and international quality in locations nearby public transportation systems, and to developing employees and the organization in order to deliver fully valuable residences and services under transparent resource management most efficiently and effectively, as well as to being the organization that focuses on employees, society, environment and shareholders in accordance with the principles of good corporate governance.

The Board of Directors, Audit Committee and the management mutually set the internal control of the Company to be in line with COSO 2013 (The Committee of Sponsoring Organizations of Treadway Commission). The Internal Audit Office will be responsible for an assessment of the Company's internal control, law and regulatory compliance, and having the power to specify operating guidelines based on internal control standards, assessment and reports related to the Company's internal control. The Board of Directors assigns the Audit Committee to review the internal control assessment results prepared by the management and the Internal Audit Office on an annual basis.

The Board of Directors' Meeting No. 2/2020, held on February 27, 2020, evaluated the sufficiency of the Company's internal control system in 5 key components according to the assessment form of the Office of the Securities and Exchange Commission (the SEC). According to the overall assessment results, the Company has the internal control system that is sufficient, appropriate and effective for business operations. In addition, the Company's internal control system has been modified and developed on a regular basis in order to be in line with the changing circumstances, various laws and regulations, including efficient assets maintenance and resources usage. There is the international standard risk management, covering the overall

level of the organization to the activity level, except for the assessment of corruption risk. However, the Company has guidelines to fix the aforementioned shortcoming by adding the risk assessment on corruption in the year 2020. In this regard, the Company assigns sufficient amount of employees to complete the implementation based on the system efficiently, as well as sets up the internal control system for monitoring, overseeing operations of subsidiaries to protect the assets of the Company and its subsidiaries from misuse or lack of authority, including transactions with persons who may have conflicts and connected persons adequately.

In addition, the auditor of the Company is EY Office Company Limited, which is the auditor of quarterly and annual financial statements, providing an opinion that the auditor has observations from the review of IT General Control and Application Control without any high risk level of observations. However, observations in medium risk level consist of the rights of employees transferring departments had not been adjusted in accordance with the new responsibilities in an appropriate period, resulting in risks that unauthorized persons can access to irrelevant information. In addition, there is no processes for tracking performance of Job Schedule used to transfer data between Systems, Applications and Products in Data Processing (SAP) and CRM and Real Estate Management System (CRM-RE), resulting in risks of being unable to implement corrective actions in time. However, all observations had already been improved by the Company successfully.

The Internal Control Assessment of 5 Key Components can be summarized as follows:

Part 1 Control Environment

The Company encourages the organization to have good, efficient, and effective internal control environment under the principles of good corporate governance and business ethics of the Company in order to achieve sustainable goals. In this regard, the Company established the organization structure appropriately with administration in various aspects as follows:

- 1.1 To establish policies and practices in writing regarding good corporate governance as well as morality and business ethics standard by disseminating to all directors and employees

of the Company for acknowledgment and implementation. Moreover, the Company posts such information on the Company's website www.ananda.co.th such as good corporate governance policy, anti-corruption policy and having channels to receive complaints or reported information regarding corruption (Whistleblower). In 2019, the Company determined to act honestly and morally as part of ANANDA DNA in the topic of WE ARE TRUSTWORTHY & TRANSPARENT: we make ourselves trustworthy and reliable in order to emphasize employees' operations with transparency.

- 1.2 To determine the organization structure in which the Board of Directors will specify objectives, the Company's main goals, visions, missions, directions, policies, strategies that affect the business evolving into digital age. The Board of Directors also considers business plans, annual budgets, and reviews those on a regular basis in order for the management to comply with the business plans in accordance with directions and strategies of business operations. The Board of Directors authorizes duties and responsibilities clearly in writing so that the management can operate efficiently without any conflicts of interest under the supervision of the Company's Board of Directors. Assigned duties and responsibilities are required to be reviewed on a consistent basis to be appropriate and in line with changing business conditions.

- 1.3 To focus on recruitment and development of human resources in line with standards and to be appropriate for the corporate culture. There is a Key Performance Ananda (KPA) to provide guidelines for employees' performance and to regularly monitor performance compared to the goals, together with an annual review of goals in accordance with short-term and long-term objectives of the Company. In addition, the Company concentrates on the development of knowledge and ability of employees, including functional knowledge, hard skill and soft skill, to promote employees to have knowledge and skills relevant to works efficiently. The Company also has a process for succession planning in order to prepare for the event of a lack of employees in major positions in time.

Part 2 Risk Assessment

The Company concentrates on risk management and preparation for situations under changes affecting the Company's business, both internal and external factors. The Board of Directors establishes the Risk Management Committee to supervise and support the implementation of corporate risk operations that cover the entire organization systematically in accordance with business strategies and goals, as well as changing circumstances by assessing various risks as follows:

- 1) Strategic risk
- 2) Financial risk
- 3) Operational risk
- 4) Information technology risk
- 5) Reputation and supervision risk

In addition, the Company sets up a risk management department to develop, provide consultation and advices to various departments in order to integrate risk management processes with operational processes, as well as follow up on the risk management performance at least once a quarter. The risk management department also establishes the conceptual model of the Company's risk management to enable the risk management guidelines to be effective and achieve the Company's goals as proposed;

- 1) Risk management goals
- 2) Risk management tools of Ananda
- 3) Roles and responsibilities of enterprise risk management

The Board of Directors delegates authority to the Executive Committee to consider and approve, as agreed by the Risk Management Committee, exclusively real estate investment projects for condominium and housing development business and serviced apartment businesses.

Part 3 Control Activities

The Company operates business under good and efficient internal control system, including the process of businesses supervision that the Company invested based on the Company's structure. Therefore, business groups will have operating guidelines in consistent and accordance with the Company's policy framework, guidelines and strategic directions by proceeding as follows:

3.1 To determine the organization structure, assign duties and responsibilities to the management in various departments to ensure that there are inspection systems and balance of power so that administration and operation shall be carried out effectively. Moreover, the Company also determines approval authorities according to each rank in the Company's hierarchy clearly in the operating manual.

3.2 To establish policies, operation procedure and operating manual in writing that cover the Company's operations, as well as specify control measures at the Company, department, and process levels to be appropriate for risks and characteristics of the organization, both manual and automated approaches. In this regard, the Company reviews policies, operation procedure and operating manual to be consistent with the Company's current operations on a regular basis as follows:

- 1) The Company introduces information technology systems to be used in tracking various performance results, such as construction management and project progress monitoring (Procore), sales and marketing management (Salesforce), development of design work systems in 3D (BIM 360 Doc), procurement management (SAP Ariba Phase 1-2), Application AMC care, commission payment management for agencies (Ananda Commission), Application Smart Living, Booking Online, Online Download Payment, reward

points checking, discounts and special offers, the Company's news follow-up, Ananda Member Club Application (AMC), construction planning system (Alice) and access rights by classifying responsibilities, as well as the clear establishment of important information technology policies.

- 2) The Company establishes and reviews the key policies as follows; loan policy between group companies, credit guarantee policy, decision making policy for investment in real estate development projects, investment policy in real estate development projects in a format of hotels and serviced apartments, No Gift Policy during the New Year festival and other festivals or any other occasion.
- 3) The Company prepares operating manuals such as an operating manual for taking care of neighboring houses and public relations action plan, an operating manual for Customer Relationship Management and Real Estate Management (CRM-RE) for pre-sales operations prior to ownership transfer, sales, transfer and customer complaint management, an operating manual for Systems Applications and Products in Data Processing (SAP) for budget management, procurement and financial accounts, a success factor handbook for human resources management (employee history, overtime request, performance evaluation), a recruitment guideline and RHRM used to manage employees to be suitable for various duties, petty cash withdrawal, and AVL contractor hiring, a guideline for right improvement of CRM-RE system, procedures for system access right request, cancellation, amendment, a recovery plan for information technology

system in emergency situation, an operating manual for data backup and Azure system recovery, an operating manual for borrowing and following up on a repayment of advance payment, as well as an operating manual for all departments as mutual operating standards.

- 4) The Company establishes the business partnership policy to cooperate with contractors, vendors, and service providers in the supply chain and evaluate performance with business partners to achieve sustainably mutual business development.
- 5) To clearly separate duties and responsibilities of each department in order to create checks and balances between departments, such as the approval as specified in the manual of authority, the recording of accounting transactions and information are duties of the accounting and finance department, safe custody of assets is a duty of each department.

3.3 To set criteria for entering into related parties transactions and connected transactions fairly according to the market price and in line with fair and at arms' length, which requires the accounting department to be responsible for reporting connected transactions by collecting information from major shareholders, related persons for using in tracking and reviewing related transactions and reporting to the Audit Committee for review every quarter.

3.4 To define Key Performance Ananda (KPA) which is linked to the Company's goals and a tool for controlling and monitoring the performance of the management and employees at all levels.



Part 4 Information & Communication

The Company develops information systems to be efficient and secure, covering all work processes and supporting the Company's business operations, in compliance with laws related to information systems. Information systems were developed to support sustainable business expansion and to be in line with digital technology by providing modern information systems in which information from operations can be mutually shared in a single source for swift decision making. In addition, information systems also support accurate and complete data storage, allowing employees to access data at any time so that various operating systems can function more efficiently, as well as communicating information to relevant employees quickly and completely as follows:

4.1 To arrange an executive board meeting in order to monitor and review the Company's performance on a regular basis by collecting various information that is necessary and sufficient for consideration and decision making in several matters correctly and properly. Benefits of such information will be considered, including time spent and costs expected to occur by preparing a report to be used as information for analysis and decision making in business operations. In addition, Business Intelligence tools, namely Qlik Sense and Power BI shall be used to help analyze information for information administration and presentation to support the management's decisions.

4.2 To use the Analysis for Office (AO) tools to help import information from Systems, Applications and Products in Data Processing (SAP) for data analysis.

4.3 To establish the Business Intelligence Platform in accounting and finance fields by using information from Systems, Applications and Products in Data Processing (SAP), CRM and Real Estate Management System (CRM-RE) and other systems to analyze, prepare reports for the use in operations.

4.4 To collect information and use as a data warehouse which can use information from mutual operations in a single source regarding operations in various operating systems such as Systems,

Applications and Products in Data Processing (SAP), CRM and Real Estate Management System (CRM-RE), Sales and Marketing Management (Salesforce), Application AMC Care, Residential Juristic Person Operating System (Iprop), Commission Agency, Construction Management (pro-core) and ready-to-sell rooms inspection (ATA) in order to create a report in supporting quick decision making of various departments.

4.5 To establish information communication processes to support an appropriate internal control in a variety of channels as follows:

1) The Company set up an HR Communication Unit to conduct internal information communication through work channels such as Intranet, E-Mail, Workplace, and Town Hall meetings to support an internal control.

2) The Company has a Corporate PR and Internal Communication Unit to be responsible for publicizing policies, action plans, operating performance, and various news of the Company to employees within the organization for correct and timely understanding and being up-to-date. The communication channels are E-Mail, Workplace, Public Relations, Town Hall meetings, events and videos of Ananda Chanel and CEO Talk.

4.6 To report important information to the Board of Directors for acknowledgment on a regular basis and the Board of Directors can access necessary information sources. The Chief Financial Officer and the Company Secretary are assigned to be a contact center which is responsible for coordinating a request for information from the auditors and internal auditors to provide information in a timely manner. In addition, the Company also holds a meeting between the Board of Directors and the management as requested by the Board of Directors in order to monitor the Company's overall operating performance, as well as provide suggestions and recommendations for the Company's business operation improvement.

4.7 Prior to scheduled Board of Directors' meetings and other committee meetings, each committee members shall receive an invitation to meeting and supplements containing necessary and sufficient information in a timely manner. In addition, meeting minutes shall be recorded for reference and auditing. The Audit Committee shall hold meetings between the auditor and the management in order to review accounting preparation in accordance with generally accepted accounting standards.

4.8 To collect all documents used for preparation of financial statements, accounting records, and other important documents in categories.

4.9 To establish an investor relation unit to communicate and organize seminars for investors or stakeholders of the Company. An investor relation's website is prepared to provide useful news to the Company's stakeholders such as financial information, stock price information, debenture information, information for shareholders, analysts' information, news center and investor relation contact, etc.

4.10 To facilitate outsiders for communicating potential impacts to the organization or providing recommendations regarding products and services by notifying through Call Center at 02-0562222, which is a 24-hour information service hotline, or through website www.ananda.co.th. In addition, the Company establishes an anti-corruption policy by providing channels for whistleblower disclosures for both insiders and outsiders, as well as communicating to all employees that in the event that clues are found regarding fraud or corruption within the Company, please report such clues to the Chairman of the Audit Committee or Chief Executive Officer or Vice President of the Internal Audit Office directly through the intranet, e-mail or by phone in which the Company has clearly established operational procedures regarding the investigation process and prevention of staff misconduct.

Part 5 Monitoring Activities

In order to build confidence for all groups of stakeholders that the Company's operations shall achieve objectives in terms of efficiency and effectiveness of operations and resources utilization, including assets maintenance, prevention or reduction of errors, damage, leakage, waste or corruption, reliability of financial reports and operations, and compliance with laws, policies, regulations, and resolutions of the Board of Directors, as well as the management's regulations, the Company, therefore, establishes a process to monitor the operating performance at the management and operational levels by having review and monitoring processes done by supervisors and the management of departments, including the management meeting to monitor the operating performance to be in accordance with the determined goals on a regular basis as follows:

5.1 The Board of Directors establishes an Internal Audit Office that is directly reporting to the Audit Committee for independence in performing duties and providing useful suggestions to the Company. The Internal Audit Office is responsible for inspecting the Company's operations through the annual audit plan as assigned by the Audit Committee to assess the internal control system to be in line with the Company's policies, regulations, relevant rules and laws, by participating in and providing advice to the management meeting in the subject of weekly operations to be acknowledged the progress and direction of the Company and report the audit summary to the Audit Committee every quarter.

5.2 To monitor from the outside perspective by certified auditors in 2019, in which the Company selected EY Office Company Limited, an independent auditing firm appointed by the Annual General Meeting of Shareholders, to audit and provide opinions on the Company's financial statements, and review the internal control system in accounting and finance, and subsequently report audit results to the Audit Committee. In this regard, the auditor had an opinion that there was no material deficiency in the Company's internal control system.

5.3 To arrange a monitoring and evaluation session on a weekly basis in which there are Management Committee Meeting, Management Meeting, Finance and Account Meeting, and the Board of Directors shall monitor and evaluate operations of the Company and its subsidiaries presented by the management in terms of both operating performance and budget at least once a quarter.

5.4 The management shall report the operating performance of each project to the Risk Management Committee for acknowledgment at least once a quarter.

5.5 To clearly set targets of the year 2019 as a guideline for the management and employees. There is a Key Performance Ananda (KPA) in which the management shall monitor the performance of each individual by using Success Factor program for monitoring at least twice a year.

2. Internal Audit

The Audit Committee supervises operations of the Internal Audit Office to be independent, fair, ethical and expert as professional in accordance with the internal audit profession standards in order to achieve operational objectives of the organization.

The Internal Audit Office has an annual internal audit plan which is considered based on significant risks affecting the operations (Risk-Based Audit Planning), covering the business processes of both the Company and its subsidiaries, as well as reporting the audit results to the Audit Committee for consideration every quarter. In this regard, in performing duties of the Internal Audit Office, there is no limitation in expressing opinions and there is no conflicts that still cannot reach a conclusion between the units that are audited and the Internal Audit Office.

In addition, the Internal Audit Office also developed audit works by focusing on the creation of preventive and useful work systems to increase the efficiency and effectiveness to the Company. Significant actions in the year 2019 are as follows:

1. To assess effectiveness and efficiency of an internal control system (Internal Control Assessment) in accordance with COSO 2013 (The Committee of Sponsoring Organization of Treadway Commission) in order to ensure the management that the Company's operations are in line with the defined internal control system which can improve or amend the internal control system appropriately, timely, according to the changing situation and in compliance with the internal control adequacy assessment form of the Office of the Securities and Exchange Commission (SEC), presenting to the Audit Committee and the Board of Directors for approval and publishing in the Annual Report and Form 56-1.
2. Since the Company focuses on using digital technology to create new innovations in order to add value to the organization (Digital Transformation), it is necessary to apply new information technology systems to support business operations and develop important information technology systems. Therefore, the Internal Audit Office expands the audit scope of information technology systems to increase the efficiency in terms of the safety of usage of information technology systems in accordance with the opinions of the auditors of the Company. In this regard, the Internal Audit Office also provides opinions on determining the appropriate control, testing control system, as well as inspecting information technology systems subsequent to system installation (IT Audit). In addition, the Internal Audit Office coordinates with relevant departments in proceeding as following activities:
 - 1) To prepare / update internal control documents to support the changing operational processes from the application of technology.
 - 2) To establish an authority manual for information technology.
3. The Internal Audit Office requires the satisfaction assessment from units that are audited so that the aforementioned units can understand and recognize the importance of internal control systems in which each audited project shall have satisfaction

indicator of not less than 70 percent. In 2019, the satisfaction indicator has reached specified criteria and the said satisfaction assessment results are presented to the Audit Committee every quarter, as well as shall be used as a guideline for service improvement of the Internal Audit Office continuously.

4. To support the development and training of knowledge in order to continually develop audit professional expertise and business know-how of auditors, both internal and external auditors. The objective is to increase the auditors' potential for creative and preventive manner inspection, therefore, the auditors shall be able to provide opinions or suggestions that will create an appropriate control system for the Company's business operations.
5. To apply technology know-how to the internal audit process, both inspection processes and the creation of a red flag report for abnormality analysis to be used as a tool to analyze information and search for abnormality in the operations. Therefore, the Company can determine guidelines to solve abnormality faster, as well as reduce damage caused by operational errors and fraud for the Company.

Chief of Internal Audit Office

The Board of Directors' Meeting No. 4/2011 appointed Mr. Chatchawan Upani as the Chief of Internal Audit Office since Mr. Chatchawan Upani is a person who has experience in the internal audit works, development of good management systems for a period of 15 years, having knowledge in the Company's operations, principles of good corporate governance and risk assessment. In addition, he also has knowledge in internal control and audit systems very well, as well as understand the internal audit processes and various relevant regulations both at the business and overall levels. Therefore, he is qualified and appropriate to perform such duties. The consideration and approval for the appointment, termination and transfer of the Chief of Internal Audit Office of the Company must be approved by the Audit Committee.

RELATED PARTY TRANSACTIONS

1 Business Transactions with Related Parties or Juristic Persons

In 2019, the Company and subsidiaries had related transactions with related party persons or juristic persons. The related party transactions were in accordance with general commercial terms and conditions, and conducted at fair market prices with the normal business practice (Fair and at arms' length basis) and the agreed criteria between the company, subsidiary companies and related parties which were a normal practice of the business which can be summarized as follows:

1.1. Transaction with the Company and related persons

Person may have Conflict of Interest and Relationship	Type of Business	Transaction Value (Baht)			Policy on Pricing and/or Rational of the Transaction
		As of 31 Dec 2019	As of 31 Dec 2018	As of 31 Dec 2017	
1. Green Valley Properties Co., Ltd. The shareholders of Green Valley Properties Co., Ltd. held by Mr. Chanond Ruangkritya, Ms. Natthavipha Ruangkritya, Ms. Patcharavalai Ruangkritya and Ms. Mollika Ruangkritya who are the major shareholders holding in aggregate 22.84% and having the control of Green Valley Properties Co., Ltd. It is currently under bankruptcy proceedings.	Account receivable incurred from advance payment for the repair of customers' houses in the projects managed by Green Valley Properties Co., Ltd.	2,146,195.07	2,146,195.07	2,146,195.07	The transaction was executed in 2004 between Ananda Development Public Company Limited and Green Valley Properties Co., Ltd. It was an expense transaction of repairing the customers' houses of the project of Green Valley Properties Co., Ltd., It was a transaction of offer/receipt of financial assistance. The Audit Committee acknowledged. At present, the Company is waiting the instruction of the official receiver. There is no additional change in 2019.
2. Kloset Cafe' Co., Ltd. Kloset Cafe' Co., Ltd. is related to the major shareholders of Ananda Development Public Company Limited and the controlling person of Kloset Cafe' Co., Ltd is close relatives of Mr.Chanond Ruangkritya who is a director of Ananda Development Public Company Limited.	Expense	22,789,090.80	26,777,050.65	26,303,618.25	The transaction was executed between Ananda Development Public Company Limited and Kloset Cafe' Co., Ltd. It was the supporting normal transaction about food and beverage as appeared in the account of administrative expenses in the financial statements that have been certified by the auditors of the company with general commercial conditions and in line with the Agreement of Making the Finished Food dated 1 November 2017 and expired on 7 November 2019. There is no transaction after the Agreement is expired. The Audit Committee acknowledged.
3. Kloset Design Co., Ltd. Kloset Design Co., Ltd. is related to the major shareholders of Ananda Development Public Company Limited and the controlling person of Kloset Design Co., Ltd. is close relatives of Mr. Chanond Ruangkritya who is a director of Ananda Development Public Company Limited.	Expense	540,000.00	-	48,599.30	The transaction was executed between Ananda Development Public Company Limited and Kloset Design Co., Ltd. It was the supporting normal transaction about design and gifts to customers with general commercial conditions. The Audit Committee acknowledged.

1.2. Related party transactions between The Agent (Property Expert) Co., Ltd., a subsidiary company and persons as follows:

Person may have Conflict of Interest and Relationship	Type of Business	Transaction Value (Baht)			Policy on Pricing and/or Rational of the Transaction
		As of 31 Dec 2019	As of 31 Dec 2018	As of 31 Dec 2017	
1. Mr. Sermsak Khwanpuang, Mr. Sumeth Ratanasrikul and Miss Maneerat Thanutsetthi who are the executives of Ananda Development Public Company Limited.	Commission Income	550,191.59	547,990.64	110,654.21	The transaction was executed between The Agent (Property Expert) Co., Ltd., and Mr. Sermsak Khwanpuang, Mr. Sumeth Ratanasrikul and Miss Maneerat Thanutsetthi who are the executives of Ananda Development Public Company Limited. These transactions are disclosed in accordance with the Notification of the Capital Market Supervisory Board No. Tor Jor 79/2561 Re: Rules, Conditions and Procedures for Disclosure regarding Financial and Non-financial Information of Securities Issuers. Such commission income derived from the Company's collecting of commissions under the commission Agreement which was a normal business transaction with general commercial conditions and in line with the collecting of commissions to other persons. The Audit Committee acknowledged.
2. Miss Patcharavalai Ruangkritya who is a director and an executive of Ananda Development Public Company Limited.	Commission Income	45,327.10	-	-	The transaction was executed between The Agent (Property Expert) Co., Ltd., and Miss Patcharavalai Ruangkritya who is a director and an executive of Ananda Development Public Company Limited. These transactions are disclosed in accordance with the Notification of the Capital Market Supervisory Board No. Tor Jor 79/2561 Re: Rules, Conditions and Procedures for Disclosure regarding Financial and Non-financial Information of Securities Issuers. Such commission income derived from the Company's collecting of commissions under the commission Agreement which was a normal business transaction with general commercial conditions and in line with the collecting of commissions to other persons. The Audit Committee acknowledged.
3. Miss Natthavipha Ruangkritya who is the close relative of directors and executives of Ananda Development Public Company Limited.	Commission Income	302,424.30	93,457.94	-	The transaction was executed between The Agent (Property Expert) Co., Ltd., and Miss Natthavipha Ruangkritya who is the close relative of directors and executives of Ananda Development Public Company Limited. These transactions are disclosed in accordance with the Notification of the Capital Market Supervisory Board No. Tor Jor 79/2561 Re: Rules, Conditions and Procedures for Disclosure regarding Financial and Non-financial Information of Securities Issuers. Such commission income derived from the Company's collecting of commissions under the commission Agreement which was a normal business transaction with general commercial conditions and in line with the collecting of commissions to other persons. The Audit Committee acknowledged.

1. 3 Related party transaction between Helix Co, Ltd., a subsidiary, and persons as follows:

Person may have Conflict of Interest and Relationship	Type of Business	Transaction Value (Baht)			Policy on Pricing and/or Rational of the Transaction
		As of 31 Dec 2019	As of 31 Dec 2018	As of 31 Dec 2017	
1. Toscana Piazza Co., Ltd. This company is related to a major shareholder of Ananda Development Public Company Limited. The director of Toscana Piazza Co., Ltd. is a close relative of an executive of Ananda Development Public Company Limited.	Guarantee Deposit Revenue from Construction	6,126,496.17 -	5,879,888.07 8,657,288.25	5,757,833.78 2,016,904.72	The transaction was executed between Helix Co, Ltd. and Toscana Piazza Co., Ltd. in relation to the buildings' construction. The Audit Committee acknowledged. There is no additional change in 2019.
2. Mr. Chanond Ruangkritya He is a major shareholder and director of Ananda Development Public Company Limited.	Accounts Receivable Revenue from Construction Guarantee Deposit	1,348,272.06 3,596,515.95 1,015,384.00	- 2,750,109.97 1,261,992.10	- 10,577,898.65 254,530.17	The transaction was executed between Helix Co, Ltd. and Mr. Chanond Ruangkritya in relation to the buildings' construction. The Audit Committee acknowledged. There is no additional change in 2019.

1. 4 Related party transaction between Bira Circuit One Co., Ltd., a subsidiary, and the company as follows:

Person may have Conflict of Interest and Relationship	Type of Business	Transaction Value (Baht)			Policy on Pricing and/or Rational of the Transaction
		As of 31 Dec 2019	As of 31 Dec 2018	As of 31 Dec 2017	
1. Bira Circuit Co., Ltd. This company is related to a major shareholder of Ananda Development Public Company Limited. The director of Bira Circuit Co., Ltd. is a close relative of Mr. Chanond Ruangkritya who is a director of Ananda Development Public Company Limited.	Accrued Land Rental Land Rental	6,544,875.74 3,326,209.07	5,817,246.11 3,326,209.07	4,593,037.04 2,391,629.63	The transaction was executed between Bira Circuit One Co., Ltd., a subsidiary company and Bira Circuit Co., Ltd. in relation to the land rental. The transaction occurred in in 2007. The company fixed rental according to the business investment plan adopted in 2007. However, the transaction was a long-term agreement still binding the company in the future. The Audit Committee acknowledged. There is no additional change in 2019.

1. 5 Related party transaction between Bira Kart Co., Ltd., a subsidiary, and the company as follows:

Person may have Conflict of Interest and Relationship	Type of Business	Transaction Value (Baht)			Policy on Pricing and/or Rational of the Transaction
		As of 31 Dec 2019	As of 31 Dec 2018	As of 31 Dec 2017	
1. Bira Circuit Co., Ltd. This company is related to a major shareholder of Ananda Development Public Company Limited. The director of Bira Circuit Co., Ltd. is a close relative of Mr. Chanond Ruangkritya who is a director of Ananda Development Public Company Limited.	Accrued Land Rental Land Rental	3,104,282.60 1,262,460.52	3,307,822.08 1,262,460.52	3,145,361.56 1,262,460.52	The transaction was executed between Bira Kart Co., Ltd. and Bira Circuit Co., Ltd., directors were related as close relatives of the Company's executives. The transaction occurred in 2005 and the company fixed rental according to the business investment plan adopted in 2005. However, the transaction was a long-term agreement still binding the company in the future. The Audit Committee acknowledged. There is no additional change in 2019.

1. 6 Related party transaction between Ananda MF Asia Bangna Co., Ltd., a joint venture company and person as follows:

Person may have Conflict of Interest and Relationship	Type of Business	Transaction Value (Baht)			Policy on Pricing and/or Rational of the Transaction
		As of 31 Dec 2019	As of 31 Dec 2018	As of 31 Dec 2017	
1. Mr. Tanyalak Nunthanavorasiri He is a director and an executive of Ananda Development Public Company Limited.	Revenue Received in Advance	399,800.00	399,800.00	361,800.00	The transaction was executed between Ananda MF Asia Bangna Co., Ltd., and Mr. Tanyalak Nunthanavorasiri who is a director and an executive of Ananda Development Public Company Limited. These transactions are disclosed in accordance with the Notification of the Capital Market Supervisory Board No. Tor Jor 79/2561 Re: Rules, Conditions and Procedures for Disclosure regarding Financial and Non-financial Information of Securities Issuers. Such income received in advance derived from sale of the condominium unit based on the Agreement which was a normal business transaction of the Company and in line with the same conditions to other persons. The Audit Committee acknowledged.

1. 7 Related party transaction between Ananda MF Asia Asoke Co., Ltd., a joint venture company and person as follows:

Person may have Conflict of Interest and Relationship	Type of Business	Transaction Value (Baht)			Policy on Pricing and/or Rational of the Transaction
		As of 31 Dec 2019	As of 31 Dec 2018	As of 31 Dec 2017	
1. Dr. John Leslie Millar He is an executive of Ananda Development Public Company Limited.	Revenue Received in Advance	1,248,000.00	1,248,000.00	1,248,000.00	The transaction was executed between Ananda MF Asia Asoke Co., Ltd., and Dr. John Leslie Millar who is an executive of Ananda Development Public Company Limited. These transactions are disclosed in accordance with the Notification of the Capital Market Supervisory Board No. Tor Jor 79/2561 Re: Rules, Conditions and Procedures for Disclosure regarding Financial and Non-financial Information of Securities Issuers. Such income received in advance derived from sale of the condominium unit based on the Agreement which was a normal business transaction of the Company and in line with the same conditions to other persons. The Audit Committee acknowledged.

1. 8 Related party transaction between Ananda MF Asia Samyan Co., Ltd., a joint venture company and person as follows:

Person may have Conflict of Interest and Relationship	Type of Business	Transaction Value (Baht)			Policy on Pricing and/or Rational of the Transaction
		As of 31 Dec 2019	As of 31 Dec 2018	As of 31 Dec 2017	
1. . Miss Maneerat Thanutsetthi who is an executive of Ananda Development Public Company Limited.	Revenue Received in Advance	30,000.00	-	-	The transaction was executed between Ananda MF Asia Samyan Co., Ltd., and Miss Maneerat Thanutsetthi who is an executive of Ananda Development Public Company Limited. These transactions are disclosed in accordance with the Notification of the Capital Market Supervisory Board No. Tor Jor 79/2561 Re: Rules, Conditions and Procedures for Disclosure regarding Financial and Non-financial Information of Securities Issuers. Such income received in advance derived from sale of the condominium unit based on the Agreement which was a normal business transaction of the Company and in line with the same conditions to other persons. The Audit Committee acknowledged.

2 Transaction with Possible Conflict of Interest

The Board of Directors and executives are consciously cautious about possible conflicts of interest and connected transactions, and therefore carefully, fairly and transparently consider such transactions were charged at fair value or market price or agreed price at the normal course of business and fair and at arms' length basis. Where there is an event, at a Board of Directors' meeting, that a director happens to have any conflict of interest in a particular agenda, such director would abstain from voting and withdraw from the meeting at the consideration of the related matter. The Company has also set necessary measures for practices as follows:

Measures or Procedures for Approving Connected Transactions

In the event of any connected transaction of the Company with a person having a possible conflict of interest or an interest therein, the Audit Committee will provide an opinion on the necessity of the transaction, where the terms and conditions of such connected transaction must be consistent with the market practices and the transaction price must be appraisable and comparable with market prices. In the event that there is no benchmark price, the transaction price must be reasonable and in the best of the Company and its shareholders. In the event that the Audit Committee does not have essential expertise to evaluate the connected transaction, the Company will engage an independent expert to provide an opinion on the connected transaction to be considered by the Board of Directors, the Audit Committee or the shareholders' meeting, as the case may be. The person having a possible conflict of interest or an interest in the matter shall not be entitled to vote on such connected transaction. In addition, details of connected transactions will be disclosed in the notes to the financial statements, audited or reviewed by the external auditor, in the Company's annual report and annual registration statement.

Policy on Future Connected Transactions

For any future connected transaction, the Company shall comply with the Securities and Exchange Act, regulations, notifications, orders or rules of the Capital Market Supervisory Board, the Securities and Exchange Commission and the Stock Exchange of Thailand, as well as Thailand's generally accepted accounting principles in respect of information disclosure on related persons or businesses as prescribed by the Certified Public Accountant Association of Thailand, and the Company's regulations.

Should the Company enter into a connection, it will arrange for the Audit Committee to provide an opinion as to the appropriateness of such transaction. In the event that the Audit Committee does not have essential expertise to consider the connected transaction, the Company will engage an independent expert, e.g. a professional appraiser, to provide an opinion on the connected transaction. Such opinion of the Audit Committee or the expert will be used to support a decision of the Board of Directors or shareholders' meeting, as the case may be. This is to ensure that the transaction will not result in a misappropriation of benefits between the Company or its shareholders but is executed in the best interest of all shareholders.

The Company and its subsidiaries agree not to enter into any connected transaction with their directors, executives or related persons of the Company or its subsidiaries, unless such transaction has been executed under normal commercial terms in the same manner as a reasonable person would agree with a general counterparty under the similar circumstances, without influential commercial bargaining power of an individual in the status of a director, executive or related person.

The Audit Committee shall review business transactions with related parties and list of related persons on a quarterly basis.

REPORT OF THE GOOD CORPORATE GOVERNANCE COMMITTEE

Dear Shareholders,

The Board of Directors of Ananda Development Public Company Limited has appointed the Good Corporate Governance Committee, consisting of 3 members in which the Chairman of the Good Corporate Governance Committee is an independent director. The Good Corporate Governance Committee is responsible for supporting the Board of Directors' responsibilities in views of the best practice guidelines of good corporate governance and also supervise the performance of directors and management in accordance with the principles of good corporate governance, according to the recommendations of the Thai Institute of Directors (IOD) and in accordance with the principles of good corporate governance of the Securities and Exchange Commission (CG Code) as well.

Performance of the Good Corporate Governance Committee in 2019

The Good Corporate Governance Committee held a total of 2 meetings by performing its duties under the scope of authorities and responsibilities set forth in the Good Corporate Governance Committee Charter as approved by the Board of Directors which can be summarized as follows:

1. Ensuring compliance with applicable laws, regulations and best practices

- To ensure compliance with good corporate governance principles by taking into account the rights of shareholders, fair treatment of shareholders, role of stakeholders, disclosure and transparency, as well as responsibilities of the Board of Directors in accordance with the good corporate governance guidelines of the Stock Exchange of Thailand (SET), which resulted in an "Excellent CG Score" evaluated by the SET for 3 consecutive years and also obtained a "100 Score" on the quality of the AGM score assessment project.
- To supervise the implementation of corporate governance practices in order to comply with laws, rules and regulations related to the Company.

2. Securing compliance with corporate governance and business code of conduct

- To consider and apply the Corporate Governance principles (CG Code) of the Office of Securities and Exchange Commission (SEC) to the good corporate governance principles of the Company and to give recommendations regarding the best practices of the Company and the directors in accordance with the principles of good corporate governance.
- To consider and approve the corporate governance action plan for 2020.
- To consider the report of implementation of the principles of corporate governance and disclosed in the 2019 Annual Report 2019 and ensure that the disclosure of information is accurate, complete, consistent with the principles of good corporate governance of the Company.

3. Performance, assessment and development

- To determine dates for the Good Corporate Governance Committee' meetings for the entire year in order to acknowledge the performance of the Good Corporate Governance Committee and report to the Board of Directors, as well as provide recommendations regarding the Company's corporate governance principles.
- To review and update the Charter of Good Corporate Governance Committee and policies to be updated and in accordance with changes in rules and regulations.

The Good Corporate Governance Committee is committed to perform its duties to ensure the operation with transparency and accuracy in accordance with guidelines set by the principles of good corporate governance for the maximum benefits which will result in value-added creation for the Company in the long term.

On behalf of the Good Corporate Governance Committee



(Dr. Narongchai Akrasanee)

Chairman of the Good Corporate Governance Committee

REPORT OF THE NOMINATION AND REMUNERATION COMMITTEE

Dear Shareholders,

The Board of Directors of Ananda Development Public Company Limited has appointed the Nomination and Remuneration Committee to consider criteria and process for selecting qualified candidates for the Company's directors, sub-committees, as well as the President and Chief Executive Officer. In addition, the Nomination and Remuneration Committee also considers nominating persons according to the nominating process including the criteria and forms of remuneration for directors and the President and Chief Executive Officer as per the good corporate governance guidelines. The Nomination and Remuneration Committee comprises of 5 directors as follows:

- | | |
|-----------------------------|---|
| 1. Dr. Narongchai Akrasanee | Chairman of the Nomination and Remuneration Committee |
| 2. Mr. Poolsak Tansitthipun | Member of the Nomination and Remuneration Committee |
| 3. Mr. Nopporn Thepsithar | Member of the Nomination and Remuneration Committee |
| 4. Mr. Wiboon Rasmeepaisarn | Member of the Nomination and Remuneration Committee |
| 5. Mr. Chanond Ruangkritya | Member of the Nomination and Remuneration Committee |

Summary on the Nomination and Remuneration Committee's Performance in 2019

Nomination and Remuneration Committee held a total of four meetings to perform their duties and responsibilities set forth in the Charter as approved by the Board of Directors as follows:

1. Directors Nomination

- To consider the nomination of directors who are retired by rotation at the annual general meeting of shareholders in 2019, the Company provided the opportunity for shareholders to nominate candidates to appoint as the Company's directors for two months in advance and no shareholders proposed any candidates for election as the Company's directors. The Nomination and Remuneration Committee therefore proposed the name of Mr. Nopporn Thepsithar, Mr. Chanond Ruangkritya, and Mr. Tanyalak Nunthanavorasiri, all of them are qualified as prescribed by laws and in accordance with the business strategy of the Company to hold the position of director for another term. The shareholders' meeting has approved the same as recommended by the Nomination and Remuneration Committee.

2. Compensation

- To consider and propose to the Board of Directors to determine the remuneration for directors and sub-committees for the year 2019, based on the performance of the Board of Directors, economic situation and the operating results of the Company, compared with the survey of remuneration for directors in similar industries and businesses. The Nomination and Remuneration Committee agreed to approve the determination of the remuneration of the Company's directors for the year 2019 in an amount not exceeding Baht 14,000,000 (Fourteen million Baht), an increase of Baht 2,000,000 (Two million Baht) from the year 2018 which was specified of not exceeding Baht 12,000,000 (Twelve million Baht) as well as to approve monthly remuneration of directors, meeting allowance and bonuses as follows:

1. Monthly Remuneration

- Chairman of the Board, Baht 200,000 (Two hundred thousand Baht) per month.
- Chairman of the Audit Committee, Baht 75,000 (Seventy-five thousand Baht) per month.
- Chairman of the Risk Management Committee, Baht 75,000 (Seventy-five thousand Baht) per month.
- Audit Committees, Baht 65,000 (Sixty-five thousand Baht) per month.

- Non-Executive Directors, Baht 65,000 (Sixty-five thousand Baht) per month.

- Executive Directors, Baht 30,000 (Thirty thousand Baht) per month.

2. Meeting Allowance

Meeting allowance is paid only to independent directors and non-executive directors equal to Baht 25,000 (Twenty-five thousand baht) per meeting.

3. Bonuses

- Chairman of the Board, Baht 800,000 (Eight hundred thousand Baht).
- Chairman of the Audit Committee, Baht 300,000 (Three hundred thousand Baht).
- Chairman of the Risk Management Committee, Baht 300,000 (Three hundred thousand Baht).
- Audit Committees, Baht 260,000 (Two hundred and sixty thousand Baht).
- Non-Executive Directors, Baht 260,000 (Two hundred and sixty thousand Baht).

- To consider the performance evaluation and annual remuneration for the year 2019 of the President and Chief Executive Officer by considering the performance results as well as the assigned duties and responsibilities.

3. Improvement and development of duties

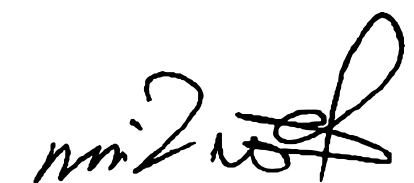
- To arrange for the performance evaluation of the Nomination and Remuneration Committee for the year 2019 and report the evaluation results to the Board of Directors and disclosed in the annual report of the Company.
- To review and revise the Charter of the Nomination and Remuneration Committee to be updated and in accordance with various rules that may change.
- To determine the succession plan of the management position for continuity in operations.

4. Structure and composition of the Board of Directors

- To consider the structure and composition of the Board of Directors in order to create a wide variety of directors based on their knowledge, expertise, experience, specific talents, and skills set of each director, which can help the Company's business to grow sustainably, in accordance with the Company's strategies and business direction, as well as the principles of good corporate governance.

Nomination and Remuneration Committee committed to perform duties and responsibilities to ensure transparency and accuracy in accordance with the principles of good corporate governance for the maximum benefits that will result in creating additional value for the Company in the long run.

On behalf of the Nomination and Remuneration Committee



(Dr. Narongchai Akrasanee)
Chairman of the Nomination
and Remuneration Committee

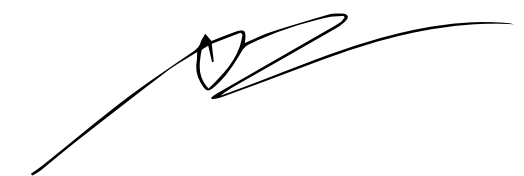
REPORT OF THE RISK MANAGEMENT COMMITTEE

Dear Shareholders,

The Risk Management Committee was appointed by the Board of Directors which comprises of independent directors, executive directors, and executive management. The Risk Management Committee performed the duties and responsibilities as assigned by the Board of Directors and as specified in the Risk Management Committee Charter. In 2019, 18 meetings of the Risk Management Committee were organized. The Risk Management Committee's performances in 2019 were as follow: -

1. Reviewed and reported the Company's key risks and mitigation plans to the Board of Directors twice in 2019. The key risks reported were the risks associated with the Company's performance as driven by the economic conditions, competitive environment and other key risk drivers. The mitigation plans included cost management, quality control, neighbor and environmental management, transparency and fraud management, regulatory compliance, reputation and preparation for future changes to ensure sustainable growth.
2. Reviewed and provided the recommendations to the Board of Directors regarding the Company's policies to ensure management's flexibility, efficiency and effectiveness with the manageable risk level.
3. Reviewed key risks and provided the recommendations on the key subject matters that the Executive Committee proposed to the Board of Directors for approval, for example, the investments, annual budget, risk management of the key projects etc.
4. Reviewed and provided recommendations on high-risk matters having impact on the business operation as requested by the Executive Committee.
5. Promoted the risk awareness of the management and employees on the enterprise risk management, at the company, functional and project level to ensure careful business operation and appropriate informed decision making.
6. Developed the enterprise risk management system to be in line with the changing international standard and study the feasibility of employing the risk management technology.
7. Worked closely with the Audit Committee to ensure that the internal controls can prevent the risks and the risk management includes the internal controls.
8. Reviewed Risk Management Committee Charter and worked with other Committees to ensure the alignment with all Committees.

With the afore-mentioned performances of the Risk Management Committee and the collaboration of all managements and employees, the Company was able to manage its key risks to be within the risk appetite for the maximum benefits of the shareholders and all stakeholders.



(Mr. Nopporn Thepsithar)
Chairman of the Risk Management Committee



FINANCIAL STATUS AND PERFORMANCE

FINANCIAL INFORMATION

SUMMARY OF INDEPENDENT AUDITOR'S REPORTS IN THE PAST 3 YEARS

Summary of Independent Auditor's report as of 31 December 2019

By Sumana Punpongsanon, Certified Public Accountant (Thailand) No. 5872 EY Office Limited, gave an opinion in conclusion as follows.

I have audited the accompanying consolidated financial statements of Ananda Development Public Company Limited and its subsidiaries (the Group), which comprise the consolidated statement of financial position, and the related consolidated statements of comprehensive income, changes in shareholders' equity and cash flows for the year ended. Nothing has come to my attention that causes me to believe that the accompanying financial information is not prepared, in all material respects.

Summary of Independent Auditor's report as of 31 December 2018

By Pimjai Manitkajohnkit, Certified Public Accountant (Thailand) No. 4521 EY Office Limited, gave an opinion in conclusion as follows.

I have audited the accompanying consolidated financial statements of Ananda Development Public Company Limited and its subsidiaries (the Group), which comprise the consolidated statement of financial position, and the related consolidated statements of comprehensive income, changes in shareholders' equity and cash flows for the year ended. Nothing has come to my attention that causes me to believe that the accompanying financial information is not prepared, in all material respects.

Summary of Independent Auditor's report as of 31 December 2017

By Rungnapa Lertsuwankul, Certified Public Accountant (Thailand) No. 3516 EY Office Limited, gave an opinion in conclusion as follows.

I have audited the accompanying consolidated financial statements of Ananda Development Public Company Limited and its subsidiaries (the Group), which comprise the consolidated statement of financial position, and the related consolidated statements of comprehensive income, changes in shareholders' equity and cash flows for the year ended. Nothing has come to my attention that causes me to believe that the accompanying financial information is not prepared, in all material respects.

Summary of Statement of Financial Position and Statement of Comprehensive income for the Year 2017-2019

(Consolidated)

Statement of Financial Position	31 Dec 2019		31 Dec 2018		31 Dec 2017	
	Million Baht	%	Million Baht	%	Million Baht	%
Assets						
Current assets						
Cash and cash equivalents	4,028.30	8.26	4,713.91	11.34	2,063.40	6.91
Current investment	2,287.59	4.69	200.25	0.48	-	-
Trade and other receivables	914.92	1.88	772.70	1.86	1,071.72	3.59
Real estate development costs	20,411.00	41.83	17,350.69	41.73	13,108.39	43.89
Advance payments for purchase of project land and related costs	20.00	0.04	331.70	0.80	1,431.29	4.79
Other current assets	3,740.81	7.67	4,634.04	11.14	4,486.59	15.02
Total current assets	31,402.62	64.36	28,003.29	67.35	22,161.39	74.20
Non-current assets						
Restricted financial institution deposits/ withdrawal conditions	198.29	0.41	268.43	0.65	284.43	0.95
Investments in joint ventures	10,161.00	20.82	8,297.12	19.96	4,429.78	14.83
Long-term loans to and interest receivable from related parties	3,970.17	8.14	2,605.78	6.27	1,305.05	4.37
Investment properties	575.85	1.18	464.49	1.12	356.10	1.19
Property, buildings and equipment	979.12	2.01	684.01	1.64	813.52	2.72
Intangible assets	447.17	0.92	287.87	0.69	209.65	0.70
Leasehold rights	-	-	717.99	1.73	132.92	0.45
Other non-current assets	1,060.56	2.17	244.16	0.59	176.74	0.59
Total non-current assets	17,392.16	35.64	13,569.85	32.65	7,708.19	25.80
Total assets	48,794.78	100.00	41,573.14	100.00	29,869.58	100.00
Liabilities and shareholders' equity						
Current liabilities						
Short-term loans from financial institutions	6,262.83	12.84	5,671.75	13.64	1,498.57	5.02
Trade and other payables	1,520.74	3.12	1,736.20	4.18	1,140.83	3.82
Advances received from customers	1,991.09	4.08	805.74	1.94	749.70	2.51
Current portion of long-term debentures	5,997.05	12.29	1,497.93	3.60	1,999.13	6.69
Current portion of long-term loans	754.31	1.55	411.99	0.99	636.26	2.13
Other current liabilities	684.09	1.40	2,480.94	5.97	2,015.11	6.74
Total current liabilities	17,210.11	35.27	12,604.55	30.32	8,039.60	26.91

(Consolidated)						
Statement of Financial Position	31 Dec 2019		31 Dec 2018		31 Dec 2017	
	Million Baht	%	Million Baht	%	Million Baht	%
Non-current liabilities						
Long-term loans - net of current portion	1,133.00	2.32	831.80	2.00	246.79	0.83
Long-term debentures	11,761.24	24.10	9,982.07	24.01	7,980.17	26.72
Other non-current liabilities	216.46	0.44	165.74	0.40	143.21	0.48
Total non-current liabilities	13,110.70	26.87	10,979.61	26.41	8,370.17	28.03
Total liabilities	30,320.80	62.14	23,584.16	56.73	16,409.77	54.94
Shareholders' Equity						
Issued and fully paid up share capital	333.30	0.68	333.30	0.80	333.30	1.12
Share premium on ordinary shares	5,120.08	10.49	5,130.09	12.34	5,150.40	17.24
Subordinated perpetual debentures	6,000.00	12.30	5,000.00	12.03	3,000.00	10.04
Retained earning	5,262.83	10.79	5,488.56	13.20	3,909.24	13.09
Other components of shareholders' equity	(82.45)	(0.17)	3.29	0.01	3.38	0.01
Equity attribute to owners of the Company	16,633.77	34.09	15,955.24	38.38	12,396.32	41.50
Non-controlling interests of the subsidiary	1,840.21	3.77	2,033.74	4.89	1,063.49	3.56
Total shareholders' equity	18,473.97	37.86	17,988.98	43.27	13,459.81	45.06
Total liabilities and shareholders' equity	48,794.78	100.00	41,573.14	100.00	29,869.58	100.00

(Consolidated)						
Comprehensive Income	31 Dec 2019		31 Dec 2018		31 Dec 2017	
	Million Baht	%	Million Baht	%	Million Baht	%
Revenues						
Revenues from sales of real estate	4,847.40	57.14	5,904.69	59.44	8,931.91	72.02
Revenues from sales and services	3,635.36	42.86	4,028.83	40.56	3,470.19	27.98
Total revenues	8,482.75	100.00	9,933.52	100.00	12,402.10	100.00
Cost of goods sold						
Cost of real estate sold	(3,607.54)	(42.53)	(4,260.85)	(42.89)	(6,060.37)	(48.87)
Cost of sales and services	(2,648.17)	(31.22)	(2,688.85)	(27.07)	(1,986.06)	(16.01)
Total cost of goods sold	(6,255.70)	(73.75)	(6,949.70)	(69.96)	(8,046.43)	(64.88)
Gross profit	2,227.05	26.25	2,983.83	30.04	4,355.67	35.12
Selling and administrative expenses	(2,664.28)	(28.95)	(3,085.48)	(33.53)	(2,575.62)	(20.77)
Other incomes	720.65	8.50	621.24	6.25	548.05	4.42
Share of profit from investments in joint ventures	1,116.82	13.17	2,341.25	23.57	(341.52)	(2.75)
Profit before finance cost and income tax expenses	1,400.24	16.51	2,860.84	28.80	1,986.58	16.02
Finance cost	(589.73)	(6.95)	(368.31)	(3.71)	(285.23)	(2.30)
Profit before income tax expenses	810.51	9.55	2,492.53	25.09	1,701.35	13.72
Income tax expenses	42.30	0.50	(95.01)	(0.96)	(372.90)	(3.01)
Profit for the year	852.81	10.05	2,397.52	24.14	1,328.45	10.71

(Consolidated)

Cash Flow Statement	31 Dec2019	31 Dec 2018	31 Dec 2017
Cash flows from operating activities (Million Baht)	(7,384.1)	(7,559.79)	(5,688.73)
Cash flows from investing activities (Million Baht)	(1,670.3)	164.49	108.32
Cash flows from financing activities (Million Baht)	8,368.8	10,045.81	5,461.07
Net increase (decrease) in cash and cash equivalents (Million Baht)	(685.6)	2,650.51	(119.34)

Key Financial Information and Ratios

Information and ratios	2019	2018	2017
Total assets	48,794.78	41,573.15	29,903.96
Total liabilities	30,320.80	23,584.16	16,444.15
Total shareholders' equity	18,473.97	17,988.98	12,396.32
Total revenues	9,203.40	10,554.77	12,950.16
Total cost of goods sold	6,255.70	6,949.70	8,046.43
Profit attribute to equity holder of the Company	704.66	2,419.43	1,328.45
Quick ratio (time)	0.42	0.45	0.39
Receivable turnover (time)	9.88	10.67	17.01
Average collection period (days)	36.43	33.75	21.16
Payable turnover (time)	3.84	4.84	6.40
Payment period (days)	93.71	74.31	56.28
Net profit margin (%)	7.66	22.92	10.26
Debt to equity ratio (time)	1.64	1.31	1.22
Net interest bearing debt to equity ratio (time)	1.06	0.70	0.80
Current ratio (time)	1.82	2.22	2.76



MANAGEMENT DISCUSSION AND ANALYSIS

1. Analysis of Operating Results and Financial Position

The Company and its subsidiaries' results for the year ended 31 December 2019 are as follows

(Consolidated)

Statement of Comprehensive Income	2019		2018		Increased (Decreased)	
	Million Baht	%	Million Baht	%	Million Baht	%
Revenues						
Revenue from Sale of Real Estate	4,847.4	52.7	5,904.7	55.9	(1,057.3)	(17.9)
Revenue from Project Management	1,879.8	20.4	2,079.7	19.7	(199.9)	(9.6)
Services and Commission Income						
Other Incomes	2,476.2	26.9	2,570.4	24.4	(94.2)	(3.7)
Total Revenues	9,203.4	100.0	10,554.8	100.0	(1,351.4)	(12.8)
Cost of Goods Sold						
Cost of Real Estate Sold	3,607.5	39.2	4,260.8	40.4	(653.3)	(15.3)
Cost of Project Management	804.8	8.7	903.8	8.6	(99.0)	(11.0)
Services and Commission Income						
Other Costs	1,843.3	20.0	1,785.0	16.9	58.3	3.3
Total Cost of Goods Sold	6,255.7	68.0	6,949.7	65.8	(694.0)	(8.8)
Profit before Selling and Administration	2,947.7	32.0	3,605.1	34.2	(657.4)	(18.2)
Expenses						
Selling and Administration Expenses	2,664.3	28.9	3,085.5	29.2	(421.2)	(13.7)
Selling Expenses	824.8	9.0	947.2	9.0	(122.4)	(12.9)
Administrative Expenses	1,839.5	20.0	2,138.3	20.3	(298.8)	(14.0)
Operating Profit	283.4	3.1	519.6	4.9	(236.2)	(45.5)
Finance Cost	(589.7)	(6.4)	(368.3)	(3.5)	(221.4)	N/A
Income Tax Expenses	42.3	0.5	(95.0)	(0.9)	137.3	N/A
Profit before Share of Profit (Loss) from Investments in Joint Ventures	(264.0)	(2.9)	56.3	0.5	(320.3)	(569.2)
Share of Profit from Investments in Joint Ventures	1,116.8	12.1	2,341.2	22.2	(1,224.4)	(52.3)
Profit for the Period	852.8	9.3	2,397.5	22.7	1,544.7	64.4
Profit Attributable to Non-Controlling Interests	148.1	1.6	(21.9)	(0.2)	170.1	N/A
Profit Attributable to Equity Holder of the Company	704.7	7.7	2,419.4	22.9	(1,714.8)	(70.9)

Revenue

Total revenue in 2019 was at Baht 9,203.4 million, decreasing Baht 1,351.4 million or 12.8 percent year on year, mainly from a decrease of Baht 1,057.3 or 17.9 percent year on year in sales of real estate revenue came from the Company and its subsidiaries owned due to many challenges both domestic and international situation. The Company presently has been developing projects through joint venture companies which was recognized in statement of comprehensive income under the share of profit (loss) from investments in joint ventures.

Cost of Goods Sold and Operating Expenses

2019 total cost of goods sold was Baht 6,255.7 million, decreasing Baht 694.0 million or 10.0 percent year on year, which was in line with a decrease in total revenue. A decrease in total cost of goods sold was due mostly to a decline in cost of real estate sold. 2019 cost of real estate sold accounted for Baht 3,607.5 million, dropping Baht 653.3 million or 15.3 percent from the previous year.

Selling and Administrative Expenses

Selling and administrative expenses decreased Baht 421.2 million or 13.7 percent from the previous year to Baht 2,664.3 million mainly due to a drop of Baht 122.4 million or 12.9 percent to Baht 824.8 million in line with a decrease in transfer fee and business tax. In addition, administrative expenses dropped Baht 298.8 million or 14.0 percent from the previous year to Baht 1,839.5 million, due to improving of the Company's cost control and higher efficiency.

Finance Costs

2019 finance cost of the Company was Baht 589.7 million, an increase of Baht 221.4 million since the Company issued debentures ahead of schedule to be expired in 2020. The Company's cash and cash equivalents and current investment was Baht 6,315.9 million in order to reserve for many challenges both domestic and international situation

As of 31 December 2019, the Company's Net Interest Bearing Debt to Equity Ratio (Net IBD/E ratio) stood at 1.06 time. The Company expected to maintain its preferred measure of leverage, Net IBD/E ratio, below 1 time as its long-term target.

Share of Profit from Investments in Joint Ventures

2019 share of profit from investment in joint ventures accounted for Baht 1,116.8 million, a decrease of Baht 1,224.4 million from the previous year or 52.3 percent due mainly to many challenges both domestic and international situation. Furthermore, transfers of joint venture projects which were finished and started to transfer in 2019 were less than the joint venture projects that were finished and started to transfer in 2018. The sizable projects were IDEO Sukhumvit 93, Ashton Asoke and Ashton Chula-Silom, which were completed and started to transfer in 2018.

Net Profit

For the year ended 2019, the Company and its subsidiaries' net profit was Baht 704.7 million, a decrease of Baht 1,714.8 million or 70.9 percent due to many challenges both domestic and international situation. The mainly decrease was also driven by transfers of joint venture projects which were finished and started to transfer in 2019 were less than the joint venture projects that were finished and started to transfer in 2018. The sizable projects were IDEO Sukhumvit 93, Ashton Asoke and Ashton Chula-Silom, which were completed and started to transfer in 2018.

Statement of Financial Position

Assets

As of 31 December 2019, total assets of the Company and its subsidiaries were Baht 48,794.8 million, an increase of Baht 7,221.6 million or 17.4 percent from total assets of Baht 41,573.1 million in 2018. The Company's return on asset as of 31 December 2019 equaled to 1.6 percent. Details of major changes in assets are as follows:

Current Investment

The Company and its subsidiaries' current investment of Baht 2,287.6 million, an increase of Baht 2,087.3 million from the current investment of Baht 200.3 million due mainly to reserving for challenges both domestic and international situation.

Trade and Other Receivables

The Company has a policy to recognize revenue from the sale of real estate upon the ownership transferred to customers. For advance payment, deposits and contractual payments, they shall not be recognized as revenue and shall be recorded as advance payments received from customers. Therefore, the Company does not have trade receivables from the sale of real estate. In this regard, the Company's trade receivables are the pending collection of project management fees, which are mainly connected transactions.

As of 31 December 2019, trade and other receivables were Baht 914.9 million, equivalent to 1.9 percent of total assets, an increase of Baht 142.2 million in the previous year.

Real Estate Development Costs

Costs associated with real estate development incurred prior to the transfer of ownership shall be recorded as real estate development costs in the Company's and subsidiaries' statement of financial position, and subsequently recognized as real estate development costs in the statement of comprehensive income upon the transfer of ownership to customers. As of 31 December 2019, net costs of real estate development amounted to Baht 20,411.0 million, or equivalent to 41.8 percent of the consolidated total assets, an increase of Baht 3,060.3 million or 17.6 percent from Baht 17,350.7 million in 2018.

Investments in Joint Venture

Since 2013, the Company has entered into joint venture agreements on mutual development of condominium projects with SEAI5 and Mitsui Fudosan Asia Thailand Co., Ltd., subsidiaries of Mitsui Fudosan Co., Ltd. which is one of major real estate developers in Japan, to mutually develop condominium projects.

As of 31 December 2019, the Company had investments in 33 joint venture projects, increased by 8 projects from the year 2018. Details are as follows:

Company	Project	Book value according to method (Million Baht)
Ananda MF Asia Ratchathewi Co., Ltd.	Ideo Q Siam-Ratchathewi	321.2
Ananda MF Asia Asoke Co., Ltd.	Ashton Asoke	704.6
Ananda MF Asia Samyan Co., Ltd.	Ashton Chula-Silom	579.8
Ananda MF Asia Chidlom Co., Ltd.	Ideo Q Chidlom-Phetchaburi	328.7
Ananda MF Asia Bangna Co., Ltd.	Ideo O2	368.5
Ananda MF Asia Chongnonsri Co., Ltd.	Ashton Silom	401.5
Ananda MF Asia Taopoon Co., Ltd.	Ideo Mobi Bangsue-Grand Interchange	228.1
Ananda MF Asia Thaphra Co., Ltd.	Ideo Thaphra Interchange	268.8
Ananda MF Asia Petchaburi Co., Ltd.	Ideo Mobi Asoke	341.4
Ananda MF Asia Udomsuk Co., Ltd.	Ideo Mobi Sukhumvit 66	281.3
Ananda MF Asia Saphankhwai Co., Ltd.	Ideo Phaholyothin-Chatuchak	282.8
Ananda MF Asia Pharam 9 Co., Ltd.	Ashton Asoke-Rama 9	328.0
Ananda MF Asia Victory Monument Co., Ltd.	Ideo Q Victory	120.8
Ananda MF Asia Udomsuk Two Co., Ltd.	Elio Del Nest	279.4
Ananda MF Asia Thonglor Co., Ltd.	Ideo Q Sukhumvit 36	204.2
Ananda MF Asia Ramkamhaeng Co., Ltd.	Ideo New Rama 9	406.1
Ananda MF Asia Sena Ni-khom Co., Ltd.	Elio Del Moss Phaholyothin 34	702.4
Ananda MF Asia Ratchaprarop Co., Ltd.	Ideo Mobi Rangnam	362.7
Ananda MF Asia Pharam 9 Two Co., Ltd.	Ideo Rama 9-Asoke	543.9
Ananda MF Asia Wongwian Yai Co., Ltd.	Ideo Sathorn-Wongwian Yai	303.5
Ananda APAC1 Co., Ltd.	Ideo Mobi Sukhumvit Eastpoint	156.6
Ananda MF Asia Wutthakat Co., Ltd.	Elio Sathorn-Wutthakat	241.2
Ananda MF Asia Sutthisan Co., Ltd.	Ideo Ratchada-Sutthisan	117.4
Ananda and Partners Saphankhwai One Co., Ltd.	Future project	335.6
AMH Ratchada Co., Ltd.	Somerset Rama 9	140.3
AMH Sathorn Co., Ltd.	Ascott Embassy Sathorn	236.7
AMH Sukhumvit 59 Co., Ltd.	Ascott Thonglor	202.3
AMH Sukhumvit 8 Co., Ltd.	Lyf Sukhumvit 8	54.5
AMF Asia Bangphlat Co., Ltd.	Ideo Charan 70-Riverview	397.4
AMF Asia Phra Khanong Co., Ltd.	Ideo Sukhumvit-Rama 4	432.4
AMF Asia Samyan Co., Ltd.	Ideo Chula-Samyan	480.5
AMH Pattaya Co., Ltd.	Somerset Pattaya	-
Ananda SU LTD	Invest in other businesses	8.8
Total		10,161.0

Long-term Loans to and Accrued Interest Receivables from Related Parties-Net of Current Portion

As of 31 December 2019, the Company had long-term loans to and accrued interest receivables from related parties-Net of Current Portion of Baht 3,970.2 million, an increase of Baht 1,364.4 million from Baht 2,605.8 million in 2018. The long-term loans and accrued interest receivables were executed by the joint venture companies according to the joint venture agreement that the shareholders of joint venture shall provide financial supports for project development.

Liabilities

As of 31 December 2019, total liabilities of the Company and subsidiaries amounted to Baht 30,320.8 million, an increase of Baht 6,736.6 million, or 28.6 percent from Baht 23,584.2 million in 2018. Details of major changes in liabilities are as follows:

Short-term Loans from Financial Institutions

As of 31 December 2019, the Company had short-term loans from financial institutions of Baht 6,262.8 million, an increase of Baht 591.1 million or 10.4 percent from Baht 5,671.8 million in 2018. These short-term loans were mainly drawn to support acquisition of land for real estate project development.

Debentures

As of 31 December 2019, the Company had a net amount of current portion of long-term debentures of Baht 5,997.1 million, an increase from Baht 4,499.1 million in 2018. In addition, the Company had net long-term debentures, after being deducted by a current portion of long-term debentures of Baht 11,761.2 million, increasing from 31 December 2018 by Baht 1,779.2 million. During the year 2019, the Company issued unsubordinated and unsecured debentures in a total amount of Baht 7,800.0 million, consisting of unsecured debentures in an amount of Baht 550.0 million with a maturity term of 3 years and a fixed interest rate of 4.10 percent, Baht 1,407.6 million with a maturity term of 2 years and a fixed interest rate of 3.80 percent, Baht 2,592.4 million with a maturity term of 4 years and a fixed interest rate of 4.50 percent, Baht 500 million with a maturity term of 4 years and a fixed interest rate of 4.45 percent, Baht 2,500 million with a maturity term of 2 years 1 month 20 days and a fixed interest rate of 3.80 percent and Baht 250 million with maturity term of 3 years and a fixed interest rate of 3.95 percent. The aforementioned unsubordinated and unsecured debentures were issued to redeem the unsubordinated and unsecured debentures in an amount of Baht 1,500.0 million which will be due in October 2019 and the remaining Baht 6,300.0 million shall be used to reserve for challenges both domestic and international situation.

Long-term Borrowings

As of 31 December 2019, a current portion of long-term borrowings was Baht 754.3 million, an increase of Baht 342.3 million from 31 December 2018 which recorded a said current portion of Baht 412.0 million. In addition, the net long-term borrowings, after being deducted by a current portion was Baht 1,133.0 million, an increase of Baht 301.2 million from 31 December 2018. The long-term borrowings were mainly used for development of condominium projects and detached house projects of the Company and its subsidiaries.

Shareholders' Equity

As of 31 December 2019, shareholders' equity was Baht 18,474.0 million, accounting for 37.9 percent of total liabilities and shareholders' equity. The shareholders' equity increased from the end of 2018 by Baht 485.0 million or 2.7 percent. As of 31 December 2019, the return on equity was 3.9 percent.

Statement of Cash Flows

Cash Flows from Operating Activities

In 2019, the Company and subsidiaries had net cash flows used in operating activities of Baht 7,384.1 million, increasing from 2018 by Baht 175.7 million in which the Company mainly used money in condominium projects under development in 2019.

Cash Flows from Investment Activities

In 2019, net cash from investing activities of the Company and subsidiaries was Baht 1,670.3 million. Main items were an increase in current investment to reserve for challenges both domestic and international situation.

Cash Flows from Financing Activities

In 2019, the Company and subsidiaries had net cash flows from financing activities of Baht 8,368.8 million, a decrease of Baht 1,677.0 million. Main items came from a decrease in short-term loans from financial institutions of Baht 3,782.4 million from the previous year.

As of 31 December 2019, the Company and subsidiaries had cash and cash equivalents of Baht 4,028.3 million.

Factors that May Affect Future Business Operations or Financial Position

The Company has assessed the risk that may occur and affect the Company's business in the future which can consider more detail discussed in the topic of risk factors of the annual report.





FINANCIAL REPORTS

REPORT OF THE AUDIT COMMITTEE

To Shareholders:

The Audit Committee of Ananda Development Public Company Limited has been appointed by the Board of Directors in order to ensure that the Company performs its duties in compliance with the rules and regulations of the Stock Exchange of Thailand and the Securities and Exchange Commission. The Audit Committee consists of three fully qualified independent directors with expertise and experiences in organization management, laws and accounting, as the followings:

- | | |
|-----------------------------|---------------------------------|
| 1) Mr. Poolsak Tansitthipun | Chairman of the Audit Committee |
| 2) Mr. Wiboon Rasmeepaisarn | Member of the Audit Committee |
| 3) Mr. Nopporn Thepsithar | Member of the Audit Committee |

The Vice President of the Internal Audit Office acts as the Secretary to the Audit Committee.

The Audit Committee has performed its duties as assigned by the Board of Directors and according to the Audit Committee Charter, as well as in line with the regulations of the Stock Exchange of Thailand by focusing on a review of financial statements, a review of related transactions and connected transactions, a review of compliance with relevant laws and regulations, and a review of internal control in order to allow the Company to operate its business in accordance with main objectives, visions, strategies, and business plans efficiently and effectively under highly competitive competition and rapidly changing business environment, with good corporate governance, proper, accurate, and reliable management, as well as being able to prevent risks in several areas. In addition, the Audit Committee also concentrated on the external auditors' findings and recommendations by holding a meeting with the external auditors without the Management's presence, resulting in various improvements to be more appropriate and cautious, as well as development of the Audit Committee and the Internal Audit Department. In 2019, the Audit Committee held 14 meetings, and performed its responsibilities as follows:

1. Review of financial statements

The Audit Committee, together with the external auditors, the Management and the Internal Audit Office, reviewed the quarterly and annual separate financial statements, as well as the consolidated financial statements of the Company and its subsidiaries. The results appeared that the quarterly financial statements were certified by the auditor as "Unqualified", that is, the auditor did not find any evidence to believe that interim financial information was not prepared in accordance with Thai Accounting Standard No. 34, Interim Financial Reporting. Also, according to the annual financial statements of the Company, financial performance and cash flows for the year ended were in accordance with Thai Financial Reporting Standards, while material information was adequately and timely disclosed in compliance with the applicable laws and regulations of the Stock Exchange of Thailand and the Office of the Securities and Exchange Commission.

2. Review of related transactions, connected transactions, or transactions with potential conflicts of interest

The Audit Committee considered and provided opinions on the Company's and subsidiaries' related transactions, connected transactions and transactions with potential conflicts of interest, as well

as reviewed a disclosure of such information in order to ensure that the Company had carried out these transactions fairly according to the market price and under the normal business conditions (Fair and at arms' length) with principles and reasons that are appropriate, accurate and complete, in accordance with the rules and regulations of the Stock Exchange of Thailand and the Office of the Securities and Exchange Commission, by taking into account interests of all stakeholders. The Audit Committee has given advice in order for the Management to review and improve normal business conditions to be more caution and suitable for changing environments.

3. Review of the Company's compliance with the Securities and Exchange Act, the regulations of the SET and laws related to the Company's business

The Audit Committee has an opinion that that there was no significant issue regarding non-compliance with the Securities and Exchange Act, the regulations of the SET and relevant laws. In this regard, the Company has supervised the compliance with the regulations and the Company's policies. The Audit Committee reviewed the Company's operations to be in accordance with the rules, regulations, policies, articles of association, and operation manuals according to the plans set by the Audit Committee in 2019.

4. Evaluation of internal control review and performance reporting

The Audit Committee evaluated and reviewed an adequacy of the Company's risk management and internal control systems by considering reports of the Internal Audit Office which were proceeded in accordance with the plans set by the Audit Committee in 2019, including construction quality review process, quality review process of sales office and apartments for sale, procurement process, sales and promotion management process, marketing agreement preparation process, commission management process, model comparison process, recruitment and employment process, as well as information technology review process, namely, general control of information management system and work specific control systems, etc. The Audit Committee recommended and followed up the Management to review and revise within the specified period, as well as reviewed and revised policies, causing the Company's internal control system to be more caution and appropriate, without any impact on inefficiency and inflexibility of operation, such as investment decision policy in real estate development projects, loan policy between group companies, investment policy in real estate development projects in a format of hotels and service apartments, credit guarantee policy, "No Gift Policy" during the New Year festival and any other festivals or any other occasions, information technology policy, operation manual improvement regarding a taking care of neighbouring houses and the public relations action plan, petty cash and small-scale contractor for after sales repair, a request for additional work rights for sales operating system, a request for, cancel, and change in rights of sales and accounting operating systems, recovery plan for information technology system in emergency situation, backup and recovery of information technology system, borrowing and following up on a repayment of advance payment, etc.

5. Supervision of internal audit function

The Audit Committee supervised the internal audit function, covering a scope of work, a scope of responsibilities, communication with relevant departments, independence in auditing performance, by considering the internal audit plans to be in accordance with the Company's business operating risks, observations from the auditor, reviewing the results of internal audit reports, providing feedback on operation, and following up on corrective actions that caused the internal audit performance to be in line with specified objectives and plans. In addition, the Audit Committee also spared time for operation of the Management in case of urgent tasks and focused on human resources development of the internal audit department, as well as focused on working together with a risk management department and other departments. The outcomes were satisfying by being able to help the Management in examining and solving problems in various systems, including information technology systems.

6. Consideration of external auditor's nomination and remuneration

The Audit Committee evaluated performance of the external auditor in 2019 and found that the auditor had knowledge, competence, and independence in accordance with the auditing standards by presenting plans in advance and achieving targets, being able to work together with all relevant parties very well, as well as providing very useful suggestions and recommendations to the Company, resulting in improvements in the organization in the future, that were very satisfying. Therefore, the Audit Committee considered selecting EY Office Company Limited to be the auditors in the fiscal year 2020 and also considered appropriate auditor fees for the auditor who has experience in the Company's industry, as well as shall propose to the Annual General Meeting of Shareholders to appoint EY Office Company Limited as the auditor of the Company for another term.

Ms. Sumana Punpongsanon, the external auditor, has performed the duties to express and present her opinions on the financial statements for the year ended December 31, 2019 to the Audit Committee. In this regard, the Audit Committee agreed with the auditor that the said financial statements have duly represented the Company's financial position as of December 31, 2019 as well as operating performance and cash flows for the year ended accurately, in all material respects, in accordance with financial reporting standards.

7. Submission of performance reports to the Board of Directors

The Audit Committee prepared its performance reports and submitted them together with the results of an auditor's review of the Company's financial statements to the Board of Directors on a quarterly basis and compiled the Audit Committee's report for disclosure in its 2019 annual report in conformity with the SET guidelines. In the prior year, the Audit Committee did not identify or suspect any events or circumstances indicative of transaction or actions that may lead to a significant effect on the Company's financial position and performance.

In 2019, the Audit Committee has successfully fulfilled its responsibilities set forth in the Audit Committee Charter. The Audit Committee has an opinion that the Company provided accurate and reliable financial statements in accordance with generally accepted accounting standards and ensured the adequate disclosure of information. In addition, the Audit Committee also evaluated the auditor in terms of knowledge, capability and independence in performing its duties, as well as consultation provision that were very satisfying. In conducting connected transaction or transactions that may lead to conflicts of interest, the Company has enforced full compliance with the SET regulations, rules and laws related to business operations. During the year, the Company prepared its readiness for the principles of Transfer Pricing Act. The Company focused on the internal control system in which a good system shall help prevent, manage risks or damages that may occur to the Company and stakeholders. The Company is committed to performing its duties to ensure that the Company has a good and sufficient internal control system for good corporate governance, the Company's fast moving forward operations, sustainable success, and to be in accordance with goals, objectives, laws, and relevant regulations effectively, resulting in the Company's business evolution into digital age that can protect assets from corruption and damages.



Mr. Poolsak Tansitthipun
Chairman of the Audit Committee

RESPONSIBILITY OF THE BOARD OF DIRECTORS FOR FINANCIAL REPORTING

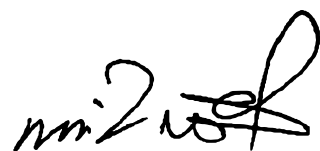
The Board of Directors recognizes its duties and responsibilities, as directors of a listed company, for the Company's separate and consolidated financial reports, as well as other financial information appearing in the Annual Report.

To ensure that the financial reports and information are prepared in accordance with generally accepted accounting standards, under the adoption of and regular adherence to suitable accounting policies alongside the exercise of proper and prudent discretion, so that the shareholders, investors and the public obtain sufficient, accurate and timely information; the Board of Directors has assigned the Audit Committee, being experienced and competent in financial and accounting systems, to consider and select an audit firm that is of internationally-recognized standards and certified by the Office of the Securities and Exchange Commission to be the Company's external auditor.

The Board of Directors has assigned the Audit Committee which comprised of independent directors to be responsible for reviewing the quality of the Company's quarterly and annual financial reports, including giving advice on the internal control in order to ensure that the information in the financial reports is prepared according to the intended objectives and under the good corporate governance system.

Furthermore, the Board of Directors has promoted the Company to comply with the good corporate governance principles along with efficient and effective risk management and internal control systems. This is to ensure that the accounting records are accurate, complete and sufficient for securing the Company's and subsidiaries' assets, and for preventing any material misconduct or malpractice.

The Board of Directors is therefore of the opinion that the Company has adequate and appropriate corporate governance, risk management system and internal control system, thus providing reasonable confidence that financial reports and information of the Company and subsidiaries have been prepared under the financial reporting standards, suitable and consistently-conformed accounting policies, with proper and prudent discretion, as well as with sufficient, accurate and timely information disclosure.



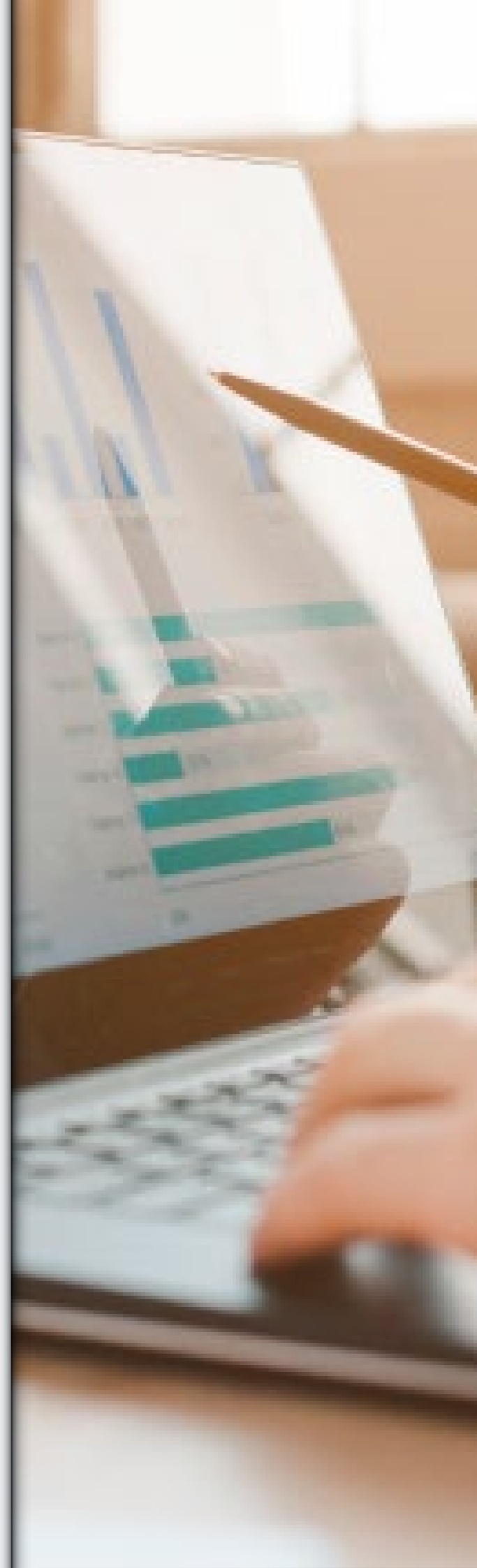
(Dr. Narongchai Akrasanee)
Chairman of the Board



(Mr. Chanond Ruangkritya)
President and Chief Executive Officer

REPORT AND CONSOLIDATED FINANCIAL STATEMENTS

Ananda Development Public Company Limited
And its Subsidiaries
31 December 2019



Independent Auditor's Report

To the Shareholders of Ananda Development Public Company Limited

Opinion

I have audited the accompanying consolidated financial statements of Ananda Development Public Company Limited and its subsidiaries (the Group), which comprise the consolidated statement of financial position as at 31 December 2019, 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 Ananda Development Public Company Limited for the same period.

In my opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Ananda Development Public Company Limited and its subsidiaries and of Ananda Development Public Company Limited as at 31 December 2019, their financial performance and cash flows for the year then ended in accordance with Thai Financial Reporting Standards.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in my professional judgement, were of most significance in my audit of the financial statements of the current period. These matters were addressed in the context of my audit of the financial statements as a whole, and in forming my opinion thereon, and I do not provide a separate opinion on these matters.

I 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 these matters. 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 matters below, provide the basis for my audit opinion on the accompanying financial statements as a whole.

Key audit matters and how audit procedures respond for each matter are described below.

Recognition of revenue from sale of real estate

Revenue from sale of real estate is the most significant amount in the statements of 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 property units for sale and property sale agreements. There are therefore risks with respect to the occurrence of revenue from sale of real estate presented in the financial statements, and the relation between business and revenue.

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

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

Impairment of real estate development costs

Estimating the net realisable value of real estate development costs, as disclosed in Note 12 to the financial statements, is an area of significant management judgement, particularly with regard to the estimation of allowance for diminution in the value of real estate development costs with impairment indicators. This requires detailed analysis of the project nature, the competitive environment, economic circumstances and the situation within real estate business. There is a risk with respect to the amount of allowance for diminution in value of real estate development costs, which real estate development costs is the biggest item in the statement of financial position.

I assessed and tested the internal controls of the Group relevant to the determination of allowance for diminution in value of real estate development costs by making enquiry of responsible executives, gaining an understanding of the controls and selecting representative samples to test the operation of the designed controls. In addition, I also assessed the method and the assumptions applied by management in determining such allowance. The procedures that I performed included:

- Gaining an understanding of the basis applied in determining the allowance for diminution in value of real estate development costs and reviewing the consistency of the application of that basis, and the rationale for the recording of allowance for diminution in the value of real estate development costs.
- Comparing the holding periods of the real estate development projects and their movements with indicators of lower than normal inventory turnover including the consideration of related internal and external information to assess whether real estate development projects have any impairment indicators.
- Comparing details of sales transactions occurring after the date of the financial statements with the cost of real estate development costs for each project.
- Gaining an understanding of and assessing the method and the assumptions of the estimation of the net realisable value of real estate development costs prepared by the management of the Group or appraisal reports of independent appraisers.

Compliance with loan covenants in loan agreements and prospectus

Compliance with loan covenants in loan agreements and prospectus is a key audit matter as the Group has significant loan and debenture balances, which are the biggest liability items of the Group and are made up of a large number of loan agreements. Each loan agreement and prospectus specifies loan covenants which the Group must comply, such as debt to equity ratios. If the Group is unable to comply with the financial covenants, it may result in the lenders calling the loans and the reclassification of the liabilities from non-current liabilities to current liabilities, which could affect the going concern of the Group.

I have gained an understanding of the process of monitoring compliance with the various covenants by management and testing for compliance with both non-financial and financial covenants, including whether financial ratios are in line with those stipulated in the borrowing agreements. In addition, we have assessed the disclosures made with respect to covenants in the notes to the financial statements.

Other Information

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

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

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

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

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

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for my opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If I conclude that a material uncertainty exists, I am required to draw attention in my auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. I am responsible for the direction, supervision and performance of the group audit. I remain solely responsible for my audit opinion.

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

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

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

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



Sumana Punpongsanon

Certified Public Accountant (Thailand) No. 5872

IFY Office Limited

Bangkok: 27 February 2020

Ananda Development Public Company Limited and its subsidiaries

Statement of financial position

As at 31 December 2019

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2019	2018	2019	2018
Assets					
Current assets					
Cash and cash equivalents	8	4,028,299,428	4,713,913,898	2,191,754,295	3,911,862,586
Current investment	9	2,287,594,330	200,251,218	2,287,594,330	200,251,218
Trade and other receivables	7, 10, 14	914,915,997	772,703,219	381,565,798	387,184,770
Unbilled receivables	7, 14	343,626,169	808,236,564	113,503,296	-
Current portion of long-term loans to and interest receivable from related parties	7	2,443,867,583	2,669,193,796	1,388,643,350	1,837,538,892
Short-term loans to and interest receivable from related parties	7	148,002,155	-	2,468,529,619	5,623,884,506
Inventories	11	46,209,162	27,346,724	-	-
Real estate development costs	12	20,411,004,057	17,350,693,138	4,693,029,961	5,144,419,046
Cost to obtain contracts with customers	13	32,177,354	-	299,011	-
Construction in progress		-	153,381,634	-	-
Advance payments for constructions	7	421,939,039	284,596,745	2,003,533	19,478,565
Advance payments for purchase of project land and related costs		20,000,000	331,697,834	20,000,000	331,697,834
Other current assets	7, 15	304,984,040	691,275,350	289,427,245	220,232,257
Total current assets		31,402,619,314	28,003,290,120	13,836,350,438	17,676,549,674
Non-current assets					
Restricted financial institution deposits/withdrawal conditions	16	198,288,219	268,432,279	114,318,000	183,325,593
Investment in associates	17	-	-	-	-
Investments in subsidiaries	18	-	-	8,682,544,705	7,054,721,894
Investments in joint ventures	19	10,161,001,798	8,297,126,341	8,168,394,116	6,118,533,816
Other long-term investments	20	435,382,254	28,333,700	412,542,324	12,500,000
Long-term loans to and interest receivable from related parties - net of current portion	7	3,970,173,747	2,605,776,843	8,907,435,112	1,929,720,185
Investment properties	21	575,845,746	464,487,432	186,489,617	179,091,006
Property, buildings and equipment	22	979,120,185	684,007,785	353,529,967	384,523,993
Intangible assets	23	447,165,736	287,869,794	366,884,504	226,483,542
Leasehold rights	24	-	717,988,809	-	-
Deferred tax assets	35	315,530,590	138,334,190	236,836,936	61,203,512
Other non-current assets	7	309,649,969	77,497,764	184,510,712	45,043,238
Total non-current assets		17,392,158,244	13,569,854,937	27,613,485,993	16,195,146,779
Total assets		48,794,777,558	41,573,145,057	41,449,836,431	33,871,696,453

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

Ananda Development Public Company Limited and its subsidiaries

Statement of financial position (continued)

As at 31 December 2019

(Unit: Baht)

		Consolidated financial statements		Separate financial statements	
	Note	2019	2018	2019	2018
Liabilities and shareholders' equity					
Current liabilities					
Short-term loans from financial institutions	25	6,262,827,195	5,671,773,923	320,000,000	900,000,000
Trade and other payables	7, 26	1,520,737,310	1,736,194,757	969,919,374	1,116,064,899
Current portion of long-term debentures	27	5,997,052,931	1,497,923,045	5,997,052,931	1,497,923,045
Current portion of long-term loans	28	754,306,205	411,992,330	-	-
Current portion of liabilities under finance lease agreements		2,538,886	3,271,317	1,177,763	3,185,416
Short-term loans from and interest payable					
to related parties	7	-	-	4,053,879,784	3,705,272,745
Income tax payable		48,559,495	6,922,116	-	-
Short-term provisions	29	225,387,932	237,354,478	147,862,237	172,185,450
Unbilled payables		9,669,746	227,270,878	-	-
Advances received from customers	7, 14	1,991,094,600	2,428,989,229	1,957,360,381	1,866,524,240
Retention payables	7	288,935,579	230,461,268	145,257,145	215,892,943
Other current liabilities	30	108,997,969	152,392,955	67,930,022	91,839,761
Total current liabilities		17,210,107,848	12,604,546,296	13,660,439,637	9,568,888,499
Non-current liabilities					
Long-term debentures - net of current portion	27	11,761,236,949	9,982,073,151	11,761,236,949	9,982,073,151
Long-term loans - net of current portion	28	1,133,000,746	831,799,341	498,784,215	24,330,061
Liabilities under finance lease agreements					
- net of current portion		4,556,894	3,330,555	1,866,459	3,044,221
Deferred tax liabilities	35	12,178,168	7,281,119	-	-
Provision for transaction under equity method					
of investments in joint ventures	19.1	5,336,714	-	-	-
Provision for long-term employee benefits	31	156,031,812	118,192,649	117,186,608	90,253,278
Long-term provisions	29	38,031,793	35,980,178	34,232,197	32,420,311
Other non-current liabilities		322,184	958,520	-	-
Total non-current liabilities		13,110,695,260	10,979,615,513	12,413,306,428	10,132,121,022
Total liabilities		30,320,803,108	23,584,161,809	26,073,746,065	19,701,009,521

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

Ananda Development Public Company Limited and its subsidiaries

Statement of financial position (continued)

As at 31 December 2019

(Unit: Baht)

		Consolidated financial statements		Separate financial statements	
	Note	2019	2018	2019	2018
Shareholders' equity					
Share capital					
Registered					
3,333,000,000 ordinary shares of Baht 0.10 each		333,300,000	333,300,000	333,300,000	333,300,000
Issued and fully paid-up					
3,333,000,000 ordinary shares of Baht 0.10 each		333,300,000	333,300,000	333,300,000	333,300,000
Share premium on ordinary shares		5,120,083,210	5,130,088,999	5,120,083,210	5,130,088,999
Subordinated perpetual debentures	32	6,000,000,000	5,000,000,000	6,000,000,000	5,000,000,000
Retained earnings					
Appropriated - statutory reserve	33	33,330,000	33,330,000	33,330,000	33,330,000
Unappropriated		5,229,504,982	5,455,229,989	3,967,577,156	3,673,967,933
Other components of shareholders' equity		(82,448,843)	3,291,454	(78,200,000)	-
Equity attribute to owners of the Company		16,633,769,349	15,955,240,442	15,376,090,366	14,170,686,932
Non-controlling interests of the subsidiary	18.2	1,840,205,101	2,033,742,806	-	-
Total shareholders' equity		18,473,974,450	17,988,983,248	15,376,090,366	14,170,686,932
Total liabilities and shareholders' equity		48,794,777,558	41,573,145,057	41,449,836,431	33,871,696,453

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

Ananda Development Public Company Limited and its subsidiaries

Statement of comprehensive income

For the year ended 31 December 2019

					(Unit: Baht)
		Consolidated financial statements		Separate financial statements	
	Note	2019	2018	2019	2018
Profit or loss:					
Revenues					
Revenues from sales of real estate		4,847,397,962	5,904,694,653	1,467,036,547	3,173,446,990
Revenues from project management services	7	1,529,955,206	1,531,610,598	1,593,103,482	1,574,223,626
Construction service income	7	1,490,174,459	1,674,228,956	-	-
Commission income	7	349,816,251	548,062,988	290,953,990	415,416,467
Rental income	7	32,678,275	27,946,603	16,829,447	13,299,786
Service income	7	228,512,161	236,009,464	-	-
Revenue from sale of food and beverages		4,219,062	10,975,432	-	462,028
Other income					
Interest income	7	337,140,782	295,760,524	562,167,997	493,812,010
Dividend income	7, 18.1, 19.2	8,530,808	-	1,603,650,121	561,000,000
Gain on sale of investment in joint ventures	7	-	32,959,051	-	89,281,122
Revenue from land sourcing	7	236,878,525	173,896,137	236,878,525	173,896,137
Others		138,101,052	118,628,142	56,915,194	58,013,532
Total revenues		9,203,404,543	10,554,772,548	5,827,535,303	6,552,851,698
Expenses					
Cost of real estate sold		3,607,537,296	4,260,847,574	1,170,072,897	2,326,036,714
Cost of project management services		586,850,889	610,802,600	661,048,801	651,984,725
Cost of construction services		1,615,002,004	1,534,108,430	-	-
Cost of commission income		217,982,150	293,026,989	217,322,131	230,509,871
Cost of rental		30,064,572	28,888,843	13,238,137	12,034,109
Cost of services		194,985,233	213,791,284	-	-
Cost of sale of food and beverages		3,281,887	8,234,652	-	290,716
Selling expenses		824,818,496	947,175,546	402,731,317	521,183,183
Administrative expenses		1,839,460,347	2,138,307,294	1,288,207,501	1,697,377,267
Total expenses		8,919,982,874	10,035,183,212	3,752,620,784	5,439,416,585
Profit before share of profit from investments					
in joint ventures, finance cost and income tax		283,421,669	519,589,336	2,074,914,519	1,113,435,113
Share of profit from investments in joint ventures	19.2	1,116,818,607	2,341,250,373	-	-
Profit before finance cost and income tax		1,400,240,276	2,860,839,709	2,074,914,519	1,113,435,113
Finance cost	7	(589,733,542)	(368,312,718)	(666,972,276)	(505,497,186)
Profit before income tax		810,506,734	2,492,526,991	1,407,942,243	607,937,927
Tax income (expenses)	35	42,298,437	(95,011,197)	51,229,710	(63,228,188)
Profit for the year		852,805,171	2,397,515,794	1,459,171,953	544,709,739

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

Ananda Development Public Company Limited and its subsidiaries

Statement of comprehensive income (continued)

For the year ended 31 December 2019

(Unit: Baht)					
		Consolidated financial statements		Separate financial statements	
	Note	2019	2018	2019	2018
Other comprehensive income:					
<i>Other comprehensive income to be reclassified to profit or loss in subsequent periods</i>					
Loss on change in value of available-for-sale investments		(97,750,000)	-	(97,750,000)	-
Less: Income tax effect	35	19,550,000	-	19,550,000	-
Other comprehensive income to be reclassified to profit or loss in subsequent periods - net of income tax		(78,200,000)	-	(78,200,000)	-
<i>Other comprehensive income not to be reclassified to profit or loss in subsequent periods</i>					
Actuarial loss		(13,762,575)	(3,015,745)	(9,674,807)	(1,611,186)
Less: Income tax effect	35	2,752,515	603,149	1,934,961	322,237
Other comprehensive income not to be reclassified to profit or loss in subsequent periods - net of income tax		(11,010,060)	(2,412,596)	(7,739,846)	(1,288,949)
Other comprehensive income for the year		(89,210,060)	(2,412,596)	(85,939,846)	(1,288,949)
Total comprehensive income for the year		763,595,111	2,395,103,198	1,373,232,107	543,420,790
Profit attributable to					
Equity holders of the Company		704,657,648	2,419,427,085	1,459,171,953	544,709,739
Non-controlling interest of the subsidiary		148,147,523	(21,911,291)		
		<u>852,805,171</u>	<u>2,397,515,794</u>		
Total comprehensive income attributable to					
Equity holders of the Company		615,447,588	2,417,014,489	1,373,232,107	543,420,790
Non-controlling interest of the subsidiaries		148,147,523	(21,911,291)		
		<u>763,595,111</u>	<u>2,395,103,198</u>		
Earnings per share					
37					
Basic earnings per share					
Profit attributable to equity holders of the Company		0.09	0.65	0.32	0.09

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

Ananda Development Public Company Limited and its subsidiaries
Statement of changes in shareholders' equity
For the year ended 31 December 2019

Consolidated financial statements											(Unit: Baht)
	Other components of equity										
	Other changes by the owners					Other comprehensive income					
	Issued and fully paid-up share capital	Share premium on ordinary shares	Subordinated perpetual debentures	Retained earnings	Surplus on business combination under common control	Valuation surplus of the fair value of assets from an acquisition	Share discount from change in shareholding in subsidiary	Deficit on change in value of available-for-sale investments	Total other components of shareholders' equity	Equity attributable to non-controlling interests of the subsidiaries	
	333,300,000	5,150,986,725	3,000,000,000	Appropriated - statutory reserve 33,330,000	Unappropriated 3,875,907,549	2,239,713	1,141,175	-	3,380,888	12,359,415,162	
Balance as at 1 January 2018										13,459,806,842	
Profit for the year	-	-	-	-	2,419,427,085	-	-	-	-	2,419,427,085	
Other comprehensive income for the year	-	-	-	-	(2,412,586)	-	-	-	-	(2,412,586)	
Total comprehensive income for the year	-	-	-	-	-	-	-	-	-	-	
Amortisation of valuation surplus	-	-	-	-	2,417,014,489	-	-	-	-	2,417,014,489	
Dividend paid (Note 40)	-	-	-	-	(608,261,908)	-	(89,434)	-	(89,434)	-	
Issuance of performance shares of subsidiaries	-	-	-	-	-	-	-	-	(608,261,908)	-	
Issuance of subordinated perpetual debentures	-	(20,307,726)	2,000,000,000	-	-	-	-	-	-	992,162,417	
Dividend paid for subordinated perpetual debentures - net of income tax (Note 32)	-	-	-	-	(229,430,141)	-	-	-	-	-	
Balance as at 31 December 2018	333,300,000	5,130,988,999	5,000,000,000	33,330,000	5,455,229,989	2,239,713	1,051,741	-	3,291,454	15,955,240,442	
Balance as at 1 January 2019 - as previously reported	333,300,000	5,130,988,999	5,000,000,000	33,330,000	5,455,229,989	2,239,713	1,051,741	-	3,291,454	15,955,240,442	
Cumulative effects of the change in accounting policies due to adoption of new financial reporting standard (Note 4)	-	-	-	-	-	-	-	-	-	-	
Balance as at 1 January 2019 - as restated	333,300,000	5,130,988,999	5,000,000,000	33,330,000	5,693,680,278	2,239,713	1,051,741	-	3,291,454	16,193,690,731	
Profit for the year	-	-	-	-	704,657,648	-	-	-	-	704,657,648	
Other comprehensive income for the year	-	-	-	-	(11,010,060)	-	-	(78,200,000)	(78,200,000)	(89,210,060)	
Total comprehensive income for the year	-	-	-	-	693,647,588	-	-	(78,200,000)	(78,200,000)	615,447,588	
Amortisation of valuation surplus	-	-	-	-	-	-	(93,097)	-	(93,097)	-	
Issuance of subordinated perpetual debentures (Note 32)	-	(10,005,789)	1,000,000,000	-	-	-	-	-	-	989,994,211	
Dividend paid for subordinated perpetual debentures (Note 32)	-	-	-	-	(391,232,884)	-	-	-	-	-	
Dividend paid (Note 40)	-	-	-	-	(766,590,000)	-	-	-	-	-	
Subsidiary paid dividend to non-controlling interest (Note 18)	-	-	-	-	-	-	-	-	-	(27,933,000)	
Acquisition of non-controlling interest of subsidiary (Note 18)	-	-	-	-	-	-	(7,447,200)	-	(7,447,200)	(316,039,800)	
Balance as at 31 December 2019	333,300,000	5,120,083,210	6,000,000,000	33,330,000	5,229,504,982	2,239,713	958,644	(78,200,000)	(82,448,843)	18,473,974,450	

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

Ananda Development Public Company Limited and its subsidiaries
Statement of changes in shareholders' equity (continued)

For the year ended 31 December 2019

	Separate financial statements						(Unit: Baht)
	Other comprehensive income						
	Other comprehensive income						
	Deficit on change in value of available-for-sale investments						
Issued and fully paid-up share capital	Share premium on ordinary shares	Subordinated perpetual debentures	Retained earnings		Total other components of shareholders' equity	Total shareholders' equity	
			Appropriated - statutory reserve	Unappropriated			
333,300,000	5,150,396,725	3,000,000,000	33,330,000	3,968,239,192	-	12,485,285,917	
-	-	-	-	544,709,739	-	544,709,739	
-	-	-	-	(1,288,949)	-	(1,288,949)	
-	-	-	-	543,420,790	-	543,420,790	
-	-	-	-	(608,261,908)	-	(608,261,908)	
-	(20,307,726)	2,000,000,000	-	-	-	1,979,692,274	
-	-	-	-	(229,430,141)	-	(229,430,141)	
333,300,000	5,130,088,999	5,000,000,000	33,330,000	3,673,967,933	-	14,170,686,932	
333,300,000	5,130,088,999	5,000,000,000	33,330,000	3,673,967,933	-	14,170,686,932	
-	-	-	-	1,459,171,953	-	1,459,171,953	
-	-	-	-	(7,739,846)	(78,200,000)	(85,939,846)	
-	-	-	-	1,451,432,107	(78,200,000)	1,373,232,107	
-	-	-	-	(766,590,000)	-	(766,590,000)	
-	(10,005,789)	1,000,000,000	-	-	-	989,994,211	
-	-	-	-	(391,232,884)	-	(391,232,884)	
333,300,000	5,120,083,210	6,000,000,000	33,330,000	3,967,577,156	(78,200,000)	15,376,090,366	
-	-	-	-	-	-	-	
-	-	-	-	-	-	-	

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

Ananda Development Public Company Limited and its subsidiaries

Cash flow statement

For the year ended 31 December 2019

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
Cash flows from operating activities				
Profit before tax	810,506,734	2,492,526,991	1,407,942,243	607,937,927
Adjustments to reconcile profit before tax to net cash provided by (paid from) operating activities:				
Decrease in real estate development costs as a result of transfer to cost of sales	3,607,537,296	4,260,847,574	1,170,072,897	2,326,036,714
Recognised cost to obtain contracts with customers as expenses	131,307,214	-	871,646	-
Decrease in project management in progress as a result of transfer to cost of project management services	586,850,889	610,802,600	661,048,801	651,984,725
Decrease in construction in progress as a result of transfer to cost of construction services	1,615,002,004	1,534,108,430	-	-
Depreciation and amortisation	155,529,304	143,133,232	92,925,227	87,812,039
Doubtful accounts (reversal)	-	(252,520)	-	-
Loss from impairment on other assets	161,454,388	-	11,275,902	-
Loss from impairment of short-term loans to and interest receivable from related party (reversal)	-	-	(119,726,977)	195,100,000
Reduction (reversal) of real estate development costs to net realisable value	(186,236,780)	173,214,307	(14,147,775)	(5,854,652)
Gain on changes in fair value of investments in trading securities	(26,527,110)	(251,218)	(26,527,110)	(251,218)
Gain on sale of current investment	(12,293,512)	(3,144,152)	(12,293,512)	(3,144,152)
Write-off withholding tax	3,154,552	-	-	-
Gain on sale of investment in subsidiaries	(63,416,829)	(16,788,061)	-	-
Loss from impairment of investments in subsidiaries	-	-	42,285,730	-
Gain on sale of investments in joint ventures	-	(32,959,051)	-	(89,281,122)
Share of profit from investments in joint ventures	(1,116,818,607)	(2,341,250,373)	-	-
Loss (gain) on sale/write-off of buildings, equipment, vehicles and intangible assets	3,446,485	3,937,697	(647,458)	1,119,279
Long-term employee benefits expenses	30,202,918	35,376,788	18,905,975	26,697,033
Short-term provisions expenses	71,792,763	80,108,768	23,482,946	55,418,443
Long-term provisions expenses	2,051,615	2,051,615	1,811,886	1,811,886
Amortisation of financial fees	23,740,962	11,700,815	19,556,987	13,596,980
Interest income	(337,140,782)	(295,760,524)	(562,167,997)	(493,812,010)
Dividend income	(8,530,808)	-	(1,603,650,121)	(561,000,000)
Interest expenses	565,992,580	356,611,903	647,415,289	491,900,206
Profit from operating activities before changes in operating assets and liabilities	6,017,605,276	7,014,014,821	1,758,434,579	3,306,072,078
Operating assets (increase) decrease				
Trade and other receivables	(153,742,233)	299,255,873	(5,656,930)	475,184,523
Unbilled receivables	314,699,581	(280,801,709)	(113,503,296)	-
Project management in progress	(586,850,889)	(563,357,969)	(661,048,801)	(586,505,849)
Inventories	(18,862,438)	(6,815,412)	-	89,989
Real estate development costs	(9,768,291,303)	(14,410,067,401)	(630,402,721)	(1,794,799,756)
Cost to obtain contracts with customers	(40,223,615)	-	(1,170,657)	-
Construction in progress	(1,481,316,632)	(1,642,156,325)	-	-
Advance payments for constructions	(233,625,927)	(171,095,950)	17,475,032	35,706,056
Advance payments for purchase of project land and related costs	311,697,834	1,099,588,853	311,697,834	237,348,813
Other current assets	(104,458,804)	(289,042,691)	(66,844,765)	(25,971,960)
Other non-current assets	(48,884,626)	(21,503,885)	(51,605,098)	(8,402,932)

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

Ananda Development Public Company Limited and its subsidiaries

Cash flow statement (continued)

For the year ended 31 December 2019

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
Operating liabilities increase (decrease)				
Trade and other payables	(747,183,221)	1,220,146,839	(197,150,749)	443,394,334
Short-term provisions	(86,329,309)	(44,794,170)	(47,806,159)	(39,471,276)
Unbilled payables	(217,601,132)	69,223,592	-	(14,567,832)
Advance received from customers	(436,612,621)	403,573,114	90,836,141	324,208,022
Retention payables	74,405,240	23,688,948	(70,635,798)	9,679,477
Other current liabilities	(17,982,348)	31,042,608	(26,518,821)	12,687,512
Provision for long-term employee benefits	(6,126,330)	(6,613,606)	(1,647,452)	(2,415,836)
Other non-current liabilities	(636,336)	(9,041,480)	-	(10,000,000)
Cash flows from (used in) operating activities	(7,230,319,833)	(7,284,755,950)	304,452,339	2,362,235,363
Corporate income tax return	84,428,015	-	-	-
Cash paid for corporate income tax	(238,167,002)	(275,031,264)	(91,398,698)	(133,699,129)
Net cash flows from (used in) operating activities	(7,384,058,820)	(7,559,787,214)	213,053,641	2,228,536,234
Cash flows from investing activities				
Decrease in restricted financial institution deposits/withdrawal conditions	70,144,060	15,999,274	69,007,593	4,400,110
Increase in current investment	(2,048,522,490)	(196,855,848)	(2,048,522,490)	(196,855,848)
Decrease (increase) in short-term loans to related parties	2,222,910,908	3,531,220,000	3,078,808,301	(251,652,829)
Cash paid for long-term loans to related parties	(3,395,665,000)	(2,625,381,100)	(9,488,667,351)	(2,472,381,100)
Cash received from long-term loans to related parties	2,392,136,875	1,301,076,455	3,448,900,447	1,803,576,456
Cash received from sale of other long-term investments	12,500,000	-	12,500,000	-
Cash paid for other long-term investments	(517,298,554)	(15,833,700)	(510,292,324)	-
Increase (decrease) in cash from sale of investments in subsidiaries	79,067,251	(9,360,607)	323,000	277,500
Cash paid for investments in subsidiaries	-	-	(1,413,102,841)	(926,012,606)
Net increase in cash from increase investment in joint ventures and change to be subsidiary	857,295,912	-	-	-
Acquisition of non-controlling interest of subsidiaries	(323,487,000)	-	-	-
Cash paid for investments in joint ventures	(2,307,769,630)	(2,072,669,045)	(2,307,189,000)	(2,064,455,600)
Cash received from sale of investments in joint ventures	-	113,300	-	1,045,894,122
Cash received from interest income	198,605,590	420,167,558	269,389,081	469,817,466
Dividend income	1,392,451,335	561,000,000	1,603,650,121	561,000,000
Proceeds from sales of buildings, equipment and vehicles	1,257,849	3,254,775	1,211,024	3,254,775
Cash paid for acquisitions of buildings, equipment and intangible assets	(250,972,601)	(163,176,359)	(214,007,535)	(70,049,736)
Cash paid for leasehold rights	(53,002,157)	(585,068,678)	-	-
Net cash flows from (used in) investing activities	(1,670,347,652)	164,486,025	(7,497,991,974)	(2,093,187,290)

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

Ananda Development Public Company Limited and its subsidiaries

Cash flow statement (continued)

For the year ended 31 December 2019

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
Cash flows from financing activities				
Increase (decrease) in short-term loans from financial institutions	3,064,093,900	6,846,528,266	(580,000,000)	900,000,000
Increase (decrease) in short-term loans from related parties	-	-	543,000,000	(49,386,644)
Cash paid for liabilities under finance lease agreements	(3,478,429)	(10,823,608)	(3,185,415)	(9,314,127)
Cash received from long-term loans	1,315,660,677	1,527,319,049	500,000,000	-
Repayment of long-term loans	(1,054,459,752)	(1,162,555,394)	(24,339,094)	(223,162,573)
Cash received from long-term debentures	7,800,000,000	3,500,000,000	7,800,000,000	3,500,000,000
Repayment of long-term debentures	(1,500,000,000)	(2,000,000,000)	(1,500,000,000)	(2,000,000,000)
Cash paid for financial fees	(53,604,675)	(42,515,201)	(43,528,517)	(20,777,124)
Cash paid for fees related to issuance of subordinated perpetual debentures	(12,079,237)	(25,117,158)	(12,079,237)	(25,117,158)
Cash received from issuance of subordinated perpetual debentures	1,000,000,000	2,000,000,000	1,000,000,000	2,000,000,000
Cash paid for fees related to issuance of share capital of subsidiaries	-	(21,602,104)	-	-
Cash received from issuance of share capital of subsidiaries	-	1,009,444,100	-	-
Cash paid for interest expenses	(903,776,377)	(679,816,603)	(859,406,590)	(508,041,282)
Cash paid for dividend	(766,590,000)	(608,261,908)	(766,590,000)	(608,261,908)
Cash paid for dividend of subordinated perpetual debentures	(489,041,105)	(286,787,676)	(489,041,105)	(286,787,676)
Subsidiary paid dividend to non-controlling interest	(27,933,000)	-	-	-
Net cash flow from financing activities	8,368,792,002	10,045,811,763	5,564,830,042	2,669,151,508
Net increase (decrease) in cash and cash equivalents	(685,614,470)	2,650,510,574	(1,720,108,291)	2,804,500,452
Cash and cash equivalents at beginning of year	4,713,913,898	2,063,403,324	3,911,862,586	1,107,362,134
Cash and cash equivalents at end of year (Note 8)	4,028,299,428	4,713,913,898	2,191,754,295	3,911,862,586
	-	-	-	-
Supplemental cash flow information				
Non-cash transactions				
Transfer of real estate development costs to investment properties	7,371,049	17,768,520	-	-
Transfer of property, buildings and equipment to investment properties	103,947,687	120,796,540	13,407,343	37,972,440
Transfer of other current assets to intangible assets	-	15,525,000	-	-
Transfer of other current assets to deferred financial fees	(3,743,800)	-	-	-
Investments in subsidiaries changed to investments in joint ventures	27,845,455	18,415,815	(257,328,700)	321,900
Transfer of other non-current assets to other current assets	-	20,000,000	-	-
Amortisation of valuation surplus of the fair value of assets from an acquisition	93,097	89,434	-	-
Recognised unrealised loss from revaluation of available-for-sale securities	97,750,000	-	97,750,000	-
Actuarial loss	-13,762,575	-3,015,745	-9,674,807	-1,611,186
Increase in other current liabilities from deferred tax assets	139,724	2,468,492	139,724	2,468,492
Increase (decrease) in payable for assets acquisition	(5,736,440)	5,646,382	(3,713,195)	3,673,187
Transfer of deferred financial fees to other current assets	-	7,831,750	-	6,498,750
Decrease in liabilities under finance lease agreements decreased from cancellation	-	834,760	-	834,760
Motor vehicles acquired under finance lease agreements	3,972,337	5,664,226	-	5,167,030
Accrued fees related to issuance of subordinated perpetual debenture	428,000	-	428,000	-

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

Ananda Development Public Company Limited and its subsidiaries

Notes to consolidated financial statements

For the year ended 31 December 2019

1. Corporate information

Ananda Development Public Company Limited (“the Company”) is a public company incorporated and domiciled in Thailand. The Company is principally engaged in development and sale of real estate, provision of house construction service and management of real estate development projects. Its registered address is 99/1 Moo 14, Soi Windmill Housing Estate, Bangna-Trad (Km. 10.5) Road, Bangpleeyai, Bangplee, Samutprakarn. The Company has one branch located at 2525, FYI Center building, 11th Floor, Rama 4 Road, Klongtoey, Klongtoey, 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 dated 11 October 2016, 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 Ananda Development Public Company Limited (“the Company”) and the following subsidiaries (“the subsidiaries”).

Company's name	Nature of business	Country of incorporation	Percentage of shareholding of ordinary shares	
			2019	2018
			(%)	(%)
<u>Direct holding</u>				
Ananda Development Two Co., Ltd.	Development of real estate projects and provision of property rental services	Thailand	100.00	100.00
Ananda Development One Co., Ltd.	Development of real estate projects	Thailand	100.00	100.00
Blue Deck Co., Ltd.	Development of real estate, sale of food and beverages, and service sport club members	Thailand	100.00	100.00
The Agent (Property Expert) Co., Ltd.	Property agent for sale/purchase and procurement of lessees	Thailand	100.00	100.00
The Works Community Management Co., Ltd.	Management of juristic person	Thailand	99.98	99.98
Bira Circuit One Co., Ltd.	Rendering car racetract service	Thailand	100.00	100.00
Bira Kart Co., Ltd. (and 50.69% equity interest held by Bira Circuit One Co., Ltd.)	Rendering car racetract service	Thailand	49.31	49.31
Helix Co., Ltd.	Construction services, development of real estate manufacture and distribution of building materials	Thailand	100.00	100.00
Ideo Condo One Co., Ltd.	Media production	Thailand	99.80	99.80
JV-Co1 Co., Ltd.	Development of real estate project	Thailand	99.80	99.80
ADC-JV 7 Co., Ltd.	Development of real estate project	Thailand	100.00	100.00
AMH Ratchada Co., Ltd.	Development of a mixed-use real estate project	Thailand	-	99.80
ADC-JV 10 Co., Ltd.	Development of real estate project	Thailand	100.00	100.00
ADC-JV 14 Co., Ltd.	Development of real estate project	Thailand	99.70	99.70
ADC-JV 15 Co., Ltd.	Development of software	Thailand	100.00	100.00
Ashton Silom Co., Ltd.	Holding company in real estate business	Thailand	100.00	100.00
AMH Sathorn Co., Ltd.	Development of a mixed-use real estate project	Thailand	-	99.70
AMH Sukhumvit59 Co., Ltd.	Development of a mixed-use real estate project	Thailand	-	99.70
AMH Sukhumvit8 Co., Ltd.	Development of a mixed-use real estate project	Thailand	-	99.70
Ananda MF Asia Co., Ltd.	Development of real estate project and provision of property rental services	Thailand	100.00	100.00
Ashton Asoke Praram9 Co., Ltd.	Holding company in real estate business	Thailand	100.00	100.00
Ideo Q Victory Co., Ltd.	Holding company in real estate business	Thailand	100.00	100.00

Company's name	Nature of business	Country of incorporation	Percentage of shareholding of ordinary shares	
			2019	2018
			(%)	(%)
AMF Asia Bangphlat Co., Ltd. (Formerly known as "ADC-JV 18 Co., Ltd.")	Development of real estate project	Thailand	-	99.70
ADC-JV 19 Co., Ltd.	Development of real estate project	Thailand	99.70	99.70
ADC-JV 20 Co., Ltd.	Development of real estate project	Thailand	99.70	99.70
ADC-JV 21 Co., Ltd.	Development of real estate project	Thailand	99.70	99.70
AMF Asia Phra Khanong Co., Ltd. (Formerly known as "ADC-JV 22 Co., Ltd.")	Development of real estate project	Thailand	-	99.70
ADC-JV 23 Co., Ltd.	Development of real estate project	Thailand	99.70	99.70
Urbantech Ventures Co., Ltd.	Investment in other companies	Thailand	100.00	100.00
Exponential Social Enterprise Co., Ltd.	Providing academic seminar services	Thailand	100.00	100.00
AMF Asia Samyan Co., Ltd. (Formerly known as "ADC-JV 25 Co., Ltd.")	Development of real estate project	Thailand	-	99.70
ADC-JV 26 Co., Ltd.	Development of real estate project	Thailand	99.70	99.70
ADC-JV 27 Co., Ltd.	Development of real estate project	Thailand	99.70	99.70
Ideo Mobi Rangnam Co., Ltd.	Holding company in real estate business	Thailand	51.00	51.00
Ideo New Praram9 Co., Ltd.	Holding company in real estate business	Thailand	51.00	51.00
Ideo Q Sukhumvit36 Co., Ltd.	Holding company in real estate business	Thailand	51.00	51.00
AMH Pattaya Co., Ltd. (Formerly known as "AH-SPV5 Co., Ltd.")	Development of a mixed-use real estate project	Thailand	-	99.70
ADC-JV 28 Co., Ltd.	Development of real estate project	Thailand	99.70	-
ADC-JV 29 Co., Ltd.	Development of real estate project	Thailand	99.70	-
ADC-JV 30 Co., Ltd.	Development of real estate project	Thailand	99.70	-
Ananda APAC Bangchak Co., Ltd.	Holding company in real estate business	Thailand	100.00	-
<u>Subsidiary held through Ananda Development One Co., Ltd.</u>				
Baan Niravana Co., Ltd.	Development of real estate projects	Thailand	100.00	100.00
<u>Subsidiary held through Ananda APAC Bangchak Co., Ltd.</u>				
Ananda MF Asia Bangchak Co., Ltd.	Development of real estate projects	Thailand	100.00	-

Details of changes in the composition of the group of companies during the current year are presented in Notes 18 and 19 to the financial statements.

- b) The Company is deemed to have control over an investee or subsidiaries if it has rights, or is exposed, to variable returns from its involvement with the investee, and it has the ability to direct the activities that affect the amount of its returns.

- c) Subsidiaries are fully consolidated, being the date on which the Company obtains control, and continue to be consolidated until the date when such control ceases.
- d) The financial statements of the subsidiaries are prepared using the same significant accounting policies as the Company.
- e) Material balances and transactions between the Group have been eliminated from the consolidated financial statements.
- f) Non-controlling interests represent the portion of profit or loss and net assets of the subsidiaries that are not held by the Company and are presented separately in the consolidated profit or loss and within equity in the consolidated statement of financial position.

2.3 The separate financial statements present investments in subsidiaries, joint ventures and associates under the cost method.

3. New financial reporting standards

(a) Financial reporting standards that became effective in the current year

During the year, the Group have adopted the revised (revised 2018) and new financial reporting standards and interpretations which are effective for fiscal years beginning on or after 1 January 2019. 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 Company's and its subsidiaries' financial statements. However, the new standard involves changes to key principles, which are summarised below:

IFRS 15 Revenue from Contracts with Customers

IFRS 15 supersedes the following accounting standards together with related interpretations.

TAS 11 (revised 2017)	Construction Contracts
TAS 18 (revised 2017)	Revenue
TSIC 31 (revised 2017)	Revenue - Barter Transactions Involving Advertising Services
IFRIC 13 (revised 2017)	Customer Loyalty Programmes
IFRIC 15 (revised 2017)	Agreements for the Construction of Real Estate
IFRIC 18 (revised 2017)	Transfers of Assets from Customers

Entities are to apply this standard to all contracts with customers unless those contracts fall within the scope of other standards. The standard establishes a five-step model to account for revenue arising from contracts with customers, with revenue being recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer. The standard requires entities to exercise judgement, taking into consideration all of the relevant facts and circumstances when applying each step of the model.

The Group adopted IFRS 15 using the modified retrospective method of adoption of which the cumulative effect is recognised as an adjustment to the retained earnings as at 1 January 2019, and the comparative information was not restated.

The cumulative effect of the change is described in Note 4 to the financial statements.

(b) Financial reporting standards that will become effective for fiscal years beginning on or after 1 January 2020

The Federation of Accounting Professions issued a number of new and revised financial reporting standards and interpretations, which are effective for fiscal years beginning on or after 1 January 2020. 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 except the following new standards which involve changes to key principles, which are summarised below.

Financial reporting standards related to financial instruments

A set of IFRSs related to financial instruments consists of five accounting standards and interpretations, as follows:

Financial reporting standards:

IFRS 7	Financial Instruments: Disclosures
IFRS 9	Financial Instruments

Accounting standard:

TAS 32	Financial Instruments: Presentation
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Financial Reporting Standard Interpretations:

IFRIC 16	Hedges of a Net Investment in a Foreign Operation
IFRIC 19	Extinguishing Financial Liabilities with Equity Instruments

These TFRSs related to financial instruments make stipulations relating to the classification of financial instruments and their measurement at fair value or amortised cost (taking into account the type of instrument, the characteristics of the contractual cash flows and the Company's business model), calculation of impairment using the expected credit loss method, and hedge accounting. These include stipulations regarding the presentation and disclosure of financial instruments. When the TFRSs related to financial instruments are effective, some accounting standards, interpretations and guidance which are currently effective will be cancelled.

The management of the Group expects the adoption of these accounting standards to result in the following adjustments.

- Classification and measurement of investments in equity instruments of non-listed companies - The Group is to measure investments in equity instruments of non-listed companies at fair value and to classify the investments as financial assets at fair value, through either profit or loss or through other comprehensive income. If the Group elects to present subsequent changes in the fair value of the investment through other comprehensive income, the election is irrevocable.
- Recognition of credit losses - The Group is to recognise an allowance for expected credit losses on its financial assets, and it is no longer necessary for a credit-impaired event to have occurred.
- Classification of subordinated perpetual debentures - The Company is to classify subordinated perpetual debentures as financial liabilities (previously presented as shareholders' equity). However, the practical expedient allows the Company to classify subordinated perpetual debentures to be classified as a part of shareholders' equity in financial statements for three years starting from 1 January 2020 for subordinated perpetual debentures that the Company offered and received subscription payment from the holders before 31 December 2019. The Company elects to apply this practical expedient.

The management of the Group is currently evaluating the impact of these standards on the financial statements in the year when they are adopted.

TFRS 16 Leases

TFRS 16 supersedes TAS 17 Leases together with related Interpretations. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases, and requires a lessee to recognise assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is low value.

Accounting by lessors under TFRS 16 is substantially unchanged from TAS 17. Lessors will continue to classify leases as either operating or finance leases using similar principles to those used under TAS 17.

The management of the Group is currently evaluating the impact of these standards on the financial statements in the year when they are adopted.

4. Cumulative effects of changes in accounting policies due to the adoption of new financial reporting standard

As described in Note 3 to the financial statements, during the current year, the Group has adopted TFRS 15 using the modified retrospective method of adoption. The cumulative effect of initially applying TFRS 15 is recognised as an adjustment to retained earnings as at 1 January 2019. Therefore, the comparative information was not restated.

The effect of the changes in accounting policies due to the adoption of TFRS 15 on the beginning balance of retained earnings for 2019 comprises:

	(Unit: Million Baht)
	Consolidated financial statements
Impact on retained earnings as at 1 January 2019	
Costs to obtain contracts with customers	121
Cost of real estate sold	(48)
Cost of construction service	(20)
Share of profit from investments in joint ventures	212
Related tax	(24)
Total	241
Less: Impact on retained earnings of non-controlling interest of the subsidiaries	(2)
Impact on retained earnings to the equity holders of the Company	239

The amounts of adjustments affecting the statements of financial position as at 31 December 2019 and the statements of comprehensive income for the year ended 31 December 2019 are summarised below.

(Unit: Million Baht)			
Consolidated financial statements			
	Previous accounting policy	Increase (decrease)	TFRS 15
Statement of financial position			
Assets			
Costs to obtain contracts with customers	-	32	32
Investments in joint ventures	9,979	182	10,161
Deferred tax assets	323	(7)	316
Shareholders' equity			
Retained earnings - unappropriated	5,009	221	5,230
Non-controlling interests of subsidiaries	1,854	(14)	1,840
Statement of comprehensive income			
Profit or loss:			
Revenues from sales of real estate	4,926	(79)	4,847
Cost of real estate sold	3,600	8	3,608
Selling expenses	823	2	825
Share of profit from investments in joint ventures	1,147	(30)	1,117
Tax income	25	17	42
Profit for the year			
Profit attributable to:			
Equity holders of the Company	791	(86)	705
Non-controlling interests of the subsidiaries	164	(16)	148
Earnings per share (Baht)			
Basic earnings per share	0.12	(0.03)	0.09

(Unit: Million Baht)			
Separate financial statements			
	Previous accounting policy	Increase (decrease)	TFRS 15
Statement of comprehensive income			
Profit or loss:			
Revenues from sales of real estate	1,485	(18)	1,467
Cost of real estate sold	1,156	6	1,162
Selling expenses	427	(24)	403

The nature of these adjustments are described below:

- Commission paid to obtain a contract - The Group has determined that commission paid to obtain a customer contract should be recorded as an asset and amortised to expenses on a systematic basis that is consistent with the pattern of revenue recognition. Under the previous accounting policy, the Group immediately recorded commission as selling expenses when the transaction occurred.
- Promotion expenses specified in the contracts with customers are given to customers when they register the transfer of houses or condominium units, including free of charge items or consideration paid to customers.
 - a) Provision for items without charge such as furniture and fixtures - The Group offers free of charge items to customers when the customers register the transfer of houses or condominium units. The management of the Group has considered that the free of charge items are component parts of houses or condominium units, which are the main performance obligations under the contracts. Therefore, the Group is to record these costs as costs of property sales, not selling expenses as previously recorded.
 - b) Consideration paid to customers - The Group paid registration fee for the transfer of houses or condominium units or paid common area fee to the juristic person of house projects or condominium projects on behalf of customers when the customers register the transfer of houses or condominium units. The management of the Group has considered that these transactions are consideration paid to customers. Therefore, they should be recorded as net offsetting with revenue from property sales, not selling expenses as previously recorded.
- Cost to fulfill a contract - The subsidiary recognised costs that relate to satisfied performance obligations in the contract as costs of construction service when incurred except that the subsidiary can identify that the costs relate directly to a contract or to an anticipated contract that the subsidiary can specifically identify, the costs generate or enhance resources of the subsidiary that will be used in satisfying performance obligations in the future, and the costs are expected to be recovered. Therefore, the subsidiary recognised an asset from the costs incurred to fulfill a contract as construction in progress in the statement of financial position, rather than in accordance with the percentage of completion.

5. Significant accounting policies

5.1 Revenue recognition

A) Revenues from contracts with customers

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

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

Detail of revenue recognition of the Group are as follows:

Revenue from sale of real estate

Revenue from sales of land and houses and residential condominium units is recognised at the point in time when control of the real estate is transferred to the customer, generally upon transfer of the legal ownership and transfer of material risk and rewards of ownership. Revenue from sales of real estate is measured at the amount of the consideration received after deducting discounts and considerations payable to the customer. The terms of payment are in accordance with the payment schedule specified in the customer contract.

Construction service income

A subsidiary recognises construction service income over time where the stage of completion is measured using an output method, based on information provided by project engineers or project managers.

Commission income

Commission income is recognised when service is completed.

Revenue from project management services

The Group has determined that revenues from project management over time where the stage of completion is measured using an input method, based on comparison of actual construction costs incurred up to the end of the period and total anticipated costs at completion under the contract.

Revenue from services transferred to customers at a point in time

The Group recognises revenue from services transferred to customers at a point in time upon completion of the services.

Revenue from services transferred to customers over time

The Group recognises service transferred to revenue over time when services have been rendered taking into account the stage of completion, measuring based on comparison of actual construction costs incurred up to the end of the period and total anticipated construction costs to be incurred to completion.

The likelihood of revenues from construction services, project management, and other services, that arise from variations in project value, increase/decrease in work volume, project duration, delays in delivery or contractual penalties, is taken into account in determining the revenue to be recognised, such that revenue is only recognised to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur.

B) Rental income

Rental of units in residential buildings and related services income are recognised on the straight-line basis over the period of contract.

C) Interest income

Interest income is recognised on an accrual basis based on the effective interest rate.

D) Dividend income

Dividend income is recognised when the right to receive the dividends is established.

5.2 Cost and expense recognition

Cost to obtain a contract with customer

The Group recognises a commission paid to obtain a customer contract as an asset and amortised as expenses on a systematic basis that is consistent with the pattern of revenue recognition. An allowance for diminution in value recognised to the extent that the carrying amount of a cost to obtain a contracts with customers recognised exceeds the amount of consideration that the entity expects to receive less direct costs.

Cost to fulfill a contract with customer

The Group recognises costs that relate to satisfied performance obligations in the contract as costs of service/costs of construction service when incurred except that the Group can identify that the costs relate directly to a contract or to an anticipated contract that the Group can specifically identify, the costs generate or enhance resources of the Group that will be used in satisfying performance obligations in the future, and the costs are expected to be recovered. Therefore, the Group recognises an asset from the costs incurred to fulfil a contract and amortised to expenses on a systematic basis that is consistent with the pattern of revenue recognition. An allowance for loss on impairment of assets is recognised to the extent that the carrying amount of assets exceeds the remaining amount of consideration that the entity expects to receive less direct costs.

The Group recognises provision for losses on construction project in the accounts in full when the possibility of loss is ascertained.

Cost of real estate sold

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

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

Selling expenses directly associated with sale of projects, such as specific business tax and transfer fees are recognised when the ownership has been transferred to buyers.

Other Expenses

Other expenses are recognised on an accrual basis.

5.3 Balances of contracts with customers**Contract assets with customers****Trade receivables and retention receivables**

Trade receivables and retention receivables are stated at the net realisable value. Allowance for doubtful accounts is provided for the estimated losses that may be incurred in collection of receivables. The allowance is generally based on collection experience and analysis of debt aging.

Unbilled receivables

The recognised revenue which is not yet due per the contracts has been presented under the caption of “Unbilled receivables” in the statement of financial position. The amounts recognised as contract assets are reclassified to trade receivables when the Group’s right to consideration is unconditional such as upon completion of services and acceptance by the customer.

Contract liabilities with customers**Project management payables**

The Group recognises project management payables if the Group receives consideration from a customer and expects to refund some or all of that consideration to the customers.

Advance received from customers

The Group recognises a contract liability when the billings to date exceed the cumulative revenue earned which presented under the caption of “Advance received from customers” in the statement of financial position and the Group has an obligation to transfer goods or services to a customer. Contract liabilities are recognised as revenue when the Group fulfils their performance obligations under the contracts.

5.4 Cash and cash equivalents

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

5.5 Rent and other receivables

Rent and other receivables are stated at the net realisable value. Allowance for doubtful accounts is provided for the estimated losses that may be incurred in collection of receivables. The allowance is generally based on collection experience and analysis of debt aging.

The Group presents rent and other receivables under a part of the caption of “Trade and other receivables” in the statement of financial position.

5.6 Inventories

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

5.7 Real estate development costs

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

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

5.8 Investments

- a) Investments in securities held for trading are stated at fair value. Changes in the fair value of these securities are recorded in profit or loss.
- b) Investments in available-for-sale securities are stated at fair value. Changes in the fair value of these securities are recorded in other comprehensive income, and will be recorded in profit or loss when the securities are sold.
- c) Investments in non-marketable equity securities, which the Company classifies as other investments, are stated at cost net of allowance for impairment loss (if any).
- d) Investments in joint ventures and associates are accounted for in the consolidated financial statements using the equity method.
- e) Investments in subsidiaries, joint ventures and associates are accounted for in the separate financial statements using the cost method, less allowance for loss on impairment of investments (if any).

The fair value of marketable securities is based on the latest bid price of the last working day of the year. The fair value of unit trusts is determined from their net asset value at the end of reporting period.

The weighted average method is used for computation of the cost of investments.

On disposal of an investment, the difference between net disposal proceeds and the carrying amount of the investment is recognised in profit or loss.

5.9 Investment properties

The Group recognised investment properties initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and allowance for loss on impairment (if any).

Depreciation of investment properties is calculated by reference to their costs on the straight-line basis over estimated useful lives of 20 and 30 years. Depreciation of the investment properties is included in determining income.

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

5.10 Property, buildings and equipment/Depreciation

Land is stated at cost. Buildings and equipment are stated at cost less accumulated depreciation and allowance for loss on impairment of assets (if any). The costs comprise any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by the management. These include decommissioning costs, relocation and restoration costs, and any obligation associated with either its acquisition or a consequence of having used the items.

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

Buildings and structure	20 - 30	years
Building improvement	5, 12 and 30	years
Equipment	5	years
Furniture, fixtures and office equipment	5	years
Motor vehicles	7	years

Depreciation is included in determining income.

No depreciation is provided for land and assets under installation and under construction.

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

5.11 Borrowing costs

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

5.12 Intangible assets

Intangible assets acquired through business combination are initially recognised at their fair value on the date of business acquisition while intangible assets acquired in other cases are 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 a systematic basis over the economic useful life and tested for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method of such intangible assets are reviewed at least at each financial year end. The amortisation expense is charged to profit or loss.

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

	<u>Useful lives</u>
Computer software and database	3, 5, 10 years
Deferred franchise fee	6 years

5.13 Leasehold rights/Amortisation

Leasehold rights is stated at cost less accumulated amortisation.

Subsidiaries amortise leasehold rights on a straight-line basis over a period of lease.

Amortisation is included in determining income.

5.14 Deferred financial fees

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

The amortisation of deferred financial fees is included in profit or loss or real estate development costs.

5.15 Related party transactions

Related parties comprise enterprises and individuals of 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 associated companies, 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, or officers with authority in the planning and direction of the Company's operations.

5.16 Long-term leases

Leases of equipment which transfer substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the lower of the fair value of the leased assets and the present value of the minimum lease payments. The outstanding rental obligations, net of finance charges, are included in other long-term payables, while the interest element is charged to profit or loss over the lease period. The equipment acquired under finance leases is depreciated over the useful life of the asset.

Leases of property, buildings or equipment which do not transfer substantially all the risks and rewards of ownership are classified as operating leases. Operating lease payments are recognised as an expense in profit or loss on a straight-line basis over the lease term.

5.17 Foreign currencies

The consolidated and separate financial statements are presented in Baht, which is also the Company's functional currency. Items of each entity included in the consolidated financial statements are measured using the functional currency of that entity.

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

Gains and losses on exchange are included in determining income.

5.18 Impairment of assets

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

An impairment loss is recognised in profit or loss.

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

5.19 Employee benefits

Short-term employee benefits

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

Post-employment benefits and other long-term employee benefits

Defined contribution plans

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

Defined benefit plans and other long-term employee benefits

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

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

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

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

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

5.20 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.

5.21 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.

5.22 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 categories of input to be used in fair value measurement as follows:

- Level 1 - Use of quoted market prices in an observable active market for such assets or liabilities.
- Level 2 - Use of other observable inputs for such assets or liabilities, whether directly or indirectly.
- Level 3 - Use of unobservable inputs such as estimates of future cash flows.

At the end of each reporting period, the Group 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.

6. 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:

Non-consolidation of the Group in which the Company's shareholding is more than half of the total shares

The management of the Group has decided that the Group has no control over the following companies:

- Ananda MF Asia Ratchathewi Co., Ltd.
- Ananda MF Asia Asoke Co., Ltd.
- Ananda MF Asia Samyan Co., Ltd.

- Ananda MF Asia Chitlom Co., Ltd.
- Ananda MF Asia Bangna Co., Ltd.
- Ananda MF Asia Chongnonsi Co., Ltd.
- Ananda MF Asia Taopoon Co., Ltd.
- Ananda MF Asia Thaphra Co., Ltd.
- Ananda MF Asia Phetchaburi Co., Ltd.
- Ananda MF Asia Udomsuk Co., Ltd.
- Ananda MF Asia Saphankhwai Co., Ltd.
- Ananda MF Asia Phraram 9 Co., Ltd.
- Ananda MF Asia Victory Monument Co., Ltd.
- Ananda MF Asia Udomsuk Two Co., Ltd.
- Ananda MF Asia Thonglor Co., Ltd.
- Ananda MF Asia Ramkhamhaeng Co., Ltd.
- Ananda MF Asia Sena Nikhom Co., Ltd.
- Ananda MF Asia Ratchaprarop Co., Ltd.
- Ananda APAC Phraram 9 Two Co., Ltd.
- Ananda MF Asia Wongwian Yai Co., Ltd.
- Ananda APAC1 Co., Ltd.
- Ananda MF Asia Wutthakat Co., Ltd.
- Ananda MF Asia Sutthisan Co., Ltd.
- Ananda SU Ltd.
- Ananda and Partners Saphankhwai One Co., Ltd.
- AMH Ratchada Co., Ltd.
- AMH Sathorn Co., Ltd.
- AMH Sukhumvit 59 Co., Ltd.
- AMH Sukhumvit 8 Co., Ltd.
- AMF Asia Bangphlat Co., Ltd.
- AMF Asia Phra Khanong Co., Ltd.
- AMF Asia Samyan Co., Ltd.
- AMH Pattaya Co., Ltd.

Even though the Group holds shares and voting rights in these companies, which are more than half (as described in Note 19) the Group entered into joint venture agreements to incorporate these companies. The agreements stipulate that key matters, as defined in the agreements, must be approved by at least one member appointed by each venturer in writing. As a result, the Group decided that they have no control over these companies, that the investments are investments in joint ventures, and that these companies are not to be included in the consolidated financial statements.

Revenue from contracts with customers

Identification of performance obligations

In identifying performance obligations, the management is required to use judgement regarding whether each promise to deliver goods or services is considered distinct, taking into consideration terms and conditions of the arrangement. In other words, if a good or service is separately identifiable from other promises in the contract and if the customer can benefit from it, it is accounted for separately.

Determination of timing of revenue recognition

In determining the timing of revenue recognition, the management is required to use judgement regarding whether performance obligations are satisfied over time or at a point in time, taking into consideration terms and conditions of the arrangement. The Group recognises revenue over time in the following circumstances:

- the customer simultaneously receives and consumes the benefits provided by the entity's performance as the entity performs
- the entity's performance creates or enhances an asset that the customer controls as the asset is created or enhanced; or
- the entity's performance does not create an asset with an alternative use to the entity and the entity has an enforceable right to payment for performance completed to date

Where the above criteria are not met, revenue is recognised at a point in time. Where revenue is recognised at a point in time, the management is required to determine when the performance obligation under the contract is satisfied.

In calculating the revenue recognised over time, the management is required to use judgement regarding measuring progress towards complete satisfaction of a performance obligation, taking into account the state of completion as follow:

Revenue from project management and revenue from service which its control is transferred over time

In calculating the revenue recognised over time, the management is required to use judgement regarding measuring progress towards complete satisfaction of a performance obligation, measuring based on comparison of actual construction costs incurred up to the end of the period and total anticipated construction costs to be incurred to completion.

Revenue from construction service

A subsidiary recognises revenue from construction service over time of construction. The management is required to use judgement regarding measuring progress towards complete satisfaction of a performance obligation, measuring based on information provided by the subsidiary's engineers or project managers with concerning their specialists and past experiences.

Project management costs estimation

In recognising cost from project management, the Group has to estimate all project management costs, comprising payroll cost, promotional expenses and other related costs. The management estimates these costs based on their business experience and revisits the estimations on a periodical basis or when the actual costs incurred significantly vary from the estimated costs. The important factors in estimating the cost of project management are the expected duration of the project and personnel costs. These factors are uncertain, and depend on the overall state of the economy.

Construction costs estimation

A subsidiary estimates costs of construction projects based on details of the construction, taking into account the volume and value of construction materials to be used in the project, labour costs and overhead costs to be incurred to completion of service work, taking into account the fluctuation in these costs. Estimates are reviewed regularly or whenever actual costs differ significantly from the figures used in the original estimates.

Advance received from sales of real estate

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

Project development costs estimation

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

Allowance for diminution in value of real estate development costs

The Group treats real estate development costs as impaired when a significant decline in the fair value is noted. The management determines the devaluation based on net realisable value. However, the determination of what is “significant” and the amount of devaluation requires the management to exercise judgment.

Provision for maintenance of housing and condominium units, and public utilities

In recording provision for maintenance of housing and condominium units and public utilities, the management estimates the expenses expected to be incurred based on past experience of providing maintenance, and/or currently available information relating to maintenance expenses.

Contributions to housing estate juristic persons

The Group estimates its contributions to housing estate juristic persons using the rate specified by the laws and regulations and the budgeted costs of public utilities as a basis for the calculation.

Provision for fee from recommendation of new customers and reward for repurchase

In estimating the Group’s provision for fee from recommendation of new customers and reward for repurchase, the management considered historical data and/or currently available information about the exercise of entitlement by members who have received recommendation fees based on the value of properties which were purchased and in accordance with the stipulated conditions.

Impairment of investments in subsidiaries, joint ventures and associates

The Group treats investments in subsidiaries, joint ventures and associates as impaired when the business operations of such companies are severely impacted by the economic crisis and the investments will take time to recover their value. The management determines devaluation of such investments based on management’s judgement. The use of different estimates and assumptions could affect the amounts of allowances for impairment of investments in subsidiaries, joint ventures and associates and adjustments to the allowances may therefore be required in the future.

Impairment of equity investments

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

Investment properties/Property plant and equipment/ Intangible assets/ Depreciation and amortisation

In determining depreciation of investment properties and buildings and equipment, the management is required to make estimates of the useful lives and residual values of the Group’s investment properties and buildings and equipment to review estimate useful lives and residual values when there are any changes.

In determining amortisation of intangible assets with finite lives, the management is required to make estimates of the useful lives of the Group’s intangible assets and to review estimate useful lives when there are any changes.

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

Leases

In determining whether a lease is to be classified as an operating lease or finance lease, the management is required to use judgement regarding whether significant risk and rewards of ownership of the leased asset has been transferred, taking into consideration terms and conditions of the arrangement.

Allowance for doubtful accounts

In determining an allowance for doubtful accounts, the management needs to make judgement and estimates based upon, among other things, past collection history, aging profile of outstanding debts and the prevailing economic condition.

Deferred tax assets

The Group recognised deferred tax assets 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.

Classification of long-term loans

In classifying the current portion of long-term loans from banks, the management of the Group has used judgement to estimate collateral redemptions and loan settlements in accordance with the terms and conditions stipulated in the loan agreements.

Post-employment benefits under defined benefit plans and other long-term employee benefits

The obligation under the defined benefit plan and other long-term employee benefit plants is determined based on actuarial techniques. Such determination is made based on various assumptions, including discount rate, future salary increase rate, mortality rate and staff turnover rate.

Litigation

The Group has contingent liabilities as a result of litigation. The management of the Group has used judgement to assess the results of the litigation and believes that such provision for contingent liabilities (if any) as at the end of reporting period is appropriate.

7. Related party transactions

The relationships between the Company, subsidiaries, associates and joint ventures are summarised as described in Notes 17 - 19 and the relationships between the Company and other related parties and summarised below:

Name	Relationship
Greenvalley Properties Co., Ltd.	Common shareholders/Common directors
Toscana Piazza Co., Ltd.	Major shareholder and director is a close relative of the Company's management
Tuscani Ville Co., Ltd.	Major shareholder and director is a close relative of the Company's management
Bira Circuit Co., Ltd.	Major shareholder and director is a close relative of the Company's management
Kloset Design Co., Ltd.	Major shareholder and director is a close relative of the Company's management
Kloset Café Co., Ltd.	Major shareholder and director is a close relative of the Company's management
Digital Ventures Co., Ltd.	Common directors
Directors	Directors of the Group
Related persons	Shareholder of subsidiary

- 7.1 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 Company and those related parties:

					(Unit: Million Baht)
	Consolidated		Separate		Pricing policy
	financial statements		financial statements		
	2019	2018	2019	2018	
<u>Transactions with subsidiary companies</u>					
(eliminated from the consolidated financial statements)					
Project management income	-	-	63	42	Contract price by the project, 2.87% and 6.50% of project value, as specified in contract
Commission income	-	-	12	5	1.00% and 2.00% (2018: 1.00% and 2.50%) of sale value of condominium units with contract completed and transferred during the year
Rental income	-	-	1	1	Contract price
Gain on sale of investment in joint ventures	-	-	-	89	Contract price
Other income	-	-	6	-	Contract price
Dividend income	-	-	211	-	As declared
Interest income	-	-	307	258	MLR + fixed rate, 3.85% - 5.38% per annum and interest rate on 12-month fixed deposit at bank

(Unit: Million Baht)

	Consolidated financial statements		Separate financial statements		Pricing policy
	2019	2018	2019	2018	
Construction cost of real estate development project	-	-	101	314	Cost plus gross margin
Cost of project management fee	-	-	71	47	Contract price
Commission expenses	-	-	56	31	0.50% - 3.50% of sale value of condominium units for which deposits were paid and transferred during the year
Interest expenses	-	-	84	85	MOR - fixed rate per annum and interest rate on 12-month fixed deposit at bank + 0.10%
Other service expenses	-	-	7	16	Contract price
Rental expenses	-	-	3	2	Contract price
Transactions with joint ventures					
Project management income	1,530	1,532	1,530	1,532	Contract price by the project and 7.50% of project value, as specified in contract
Construction service income	819	386	-	-	Contract price
Service income	1	2	-	-	Contract price
Commission income	281	420	279	410	1.50% - 2.50% (2018: 1.50% and 2.50%) of sale value of condominium units with contract completed and transferred during the year
Interest income	322	281	222	224	3.85% - 6.00% per annum
Dividend income	-	-	1,384	561	As declared
Gain on sale of investments in joint ventures	-	33	-	-	Contract price
Revenue from land sourcing	237	174	237	174	Contract price
Other income	-	42	-	25	Contract price
Transactions with related parties					
Construction service income	-	9	-	-	Contract price
Other income	-	1	-	1	Contract price
Rental expenses	4	5	-	-	Contract price
Other service expenses	24	27	23	27	Contract price
Transactions with directors					
Construction service income	4	3	-	-	Contract price

7.2 The balances of the accounts as at 31 December 2019 and 2018 between the Company and those related companies are as follows:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
Trade and other receivables - related parties (Note 10)				
Subsidiaries	-	-	6,954	7,877
Joint ventures	520,730	430,108	363,338	377,196
Related parties	8,273	8,026	2,146	2,146
Director	2,363	1,262	-	-
Total	531,366	439,396	372,438	387,219
Less: Allowance for doubtful accounts	(2,146)	(2,146)	(2,146)	(2,146)
Total trade and other receivables - related parties, net	529,220	437,250	370,292	385,073
Unbilled receivables - related parties				
Joint ventures	134,937	99,356	113,503	-
Advance payments for constructions - related parties				
Subsidiaries	-	-	-	17,312
Advance payments for project management services - related parties (Note 15)				
Subsidiaries	-	-	93,727	31,401
Deposits - related party (presented under other non-current assets)				
Subsidiaries	-	-	386	386
Trade and other payables - related parties (Note 26)				
Subsidiaries	-	-	36,483	69,894
Joint ventures	126,394	3,342	126,393	2,636
Related parties	9,649	9,125	-	-
Total trade and other payables - related parties	136,043	12,467	162,876	72,530
Advances received from customer - related parties				
Subsidiaries	-	-	189,232	181,557
Joint ventures	1,776,202	1,738,665	1,742,451	1,623,255
Total advances received from customer				
- related parties	1,776,202	1,738,665	1,931,683	1,804,812
Retention payable - related party				
Subsidiary	-	-	63,639	145,105
Deposit payables - related party (presented under other current liabilities)				
Subsidiaries	-	-	254	304

7.3 Loans to related parties and loans from related parties

As at 31 December 2019 and 2018, the balance of loans between the Company and those related companies and the movement are as follows:

	Consolidated financial statements							
	Balance as at		Increase		Decrease		Balance as at	
	Loans	Interest	Loans	Interest	Loans	Interest	Loans	Interest
Short-term loans to and interest receivable from related parties								
Joint Ventures								
AMH Ratchada Co., Ltd.	-	-	418,388	28,914	(418,388)	(28,914)	-	-
AMH Sathorn Co., Ltd.	-	-	344,806	9,376	(344,806)	(9,376)	-	-
AMH Sukhumvit 59 Co., Ltd.	-	-	156,948	4,716	(156,948)	(4,716)	-	-
AMH Sukhumvit 8 Co., Ltd.	-	-	122,700	3,391	(122,700)	(3,391)	-	-
AMF Asia Bangphlat Co., Ltd. (Formerly known as "ADC-JV 18 Co., Ltd.")	-	-	287,383	6,655	(287,383)	(6,655)	-	-
AMF Asia Phra Khanong Co., Ltd. (Formerly known as "ADC-JV 22 Co., Ltd.")	-	-	518,050	7,525	(518,050)	(7,525)	-	-
AMF Asia Samyan Co., Ltd. (Formerly known as "ADC-JV 25 Co., Ltd.")	-	-	507,000	19,786	(507,000)	(19,786)	-	-
AMH Phattaya Co., Ltd. (Formerly known as "AH-SPV 5 Co., Ltd.")	-	-	145,000	3,002	-	-	145,000	3,002
Total short-term loans to and interest receivable from related parties	-	-	2,500,275	83,365	(2,355,275)	(80,363)	145,000	3,002
Long-term loans to and interest receivable from related parties								
Joint Ventures								
Ananda MF Asia Asoke Co., Ltd.	525,102	5,265	-	8,229	(525,102)	(13,494)	-	-
Ananda MF Asia Chitlom Co., Ltd.	46,470	131	-	725	(46,470)	(856)	-	-
Ananda MF Asia Bangna Co., Ltd.	142,003	397	-	1,133	(142,003)	(1,530)	-	-
Ananda MF Asia Chongnonsi Co., Ltd.	408,000	51,731	400,000	29,108	(196,000)	(805)	612,000	80,034
Ananda MF Asia Taopoon Co., Ltd.	266,397	744	-	14,300	(66,516)	(9,984)	199,881	5,060
Ananda MF Asia Thaphra Co., Ltd.	269,997	39,650	-	12,610	(129,789)	(48,711)	140,208	3,549
Ananda MF Asia Phetchaburi Co., Ltd.	280,500	16,705	-	4,699	(280,500)	(21,404)	-	-
Ananda MF Asia Saphankhwai Co., Ltd.	229,500	15,581	-	1,264	(229,500)	(16,845)	-	-
Ananda APAC Bangchak Co., Ltd.	14,757	99	-	61	(14,757)	(160)	-	-
Ananda MF Asia Phram9 Co., Ltd.	306,000	27,968	102,000	19,517	-	-	408,000	47,485
Ananda MF Asia Victory Monument Co., Ltd.	165,750	19,236	76,500	12,736	-	-	242,250	31,972
Ananda MF Asia Udomsuk Two Co., Ltd.	178,500	12,948	455,000	21,139	-	-	633,500	34,087
Ananda MF Asia Thonglor Co., Ltd.	102,000	9,574	204,000	9,943	-	-	306,000	19,517
Ananda MF Asia Ramkhamhaeng Co., Ltd.	178,500	8,438	102,000	12,531	(280,500)	(20,969)	-	-
Ananda MF Asia Udomsuk Co., Ltd.	229,500	13,577	-	13,770	-	-	229,500	27,347
Ananda MF Asia Ratchaprarop Co., Ltd.	222,000	8,515	148,000	15,680	-	-	370,000	24,195
Ananda MF Asia Wongwian Yai Co., Ltd.	76,500	3,584	204,000	11,414	-	-	280,500	14,998
Ananda MF Asia Sena Nikhom Co., Ltd.	481,000	10,340	-	25,368	(481,000)	(35,708)	-	-
Ananda APAC Phram9 Two Co., Ltd.	283,939	16,289	128,000	22,297	-	-	411,939	38,586
Ananda APAC1 Co., Ltd.	166,040	1,995	142,800	13,671	-	-	308,840	15,666
Ananda MF Asia Wuthakat Co., Ltd.	51,000	570	255,000	11,561	-	-	306,000	12,131
Ananda MF Asia Sutthisan Co., Ltd.	102,000	1,140	51,000	8,954	-	-	153,000	10,094
Ananda and Partners Saphankhwai One Co., Ltd.	284,152	887	75,000	20,588	-	-	359,152	21,475
AMH Ratchada Co., Ltd.	-	-	163,965	4,779	-	-	163,965	4,779
AMH Sathorn Co., Ltd.	-	-	155,550	3,297	-	-	155,550	3,297
AMH Sukhumvit 59 Co., Ltd.	-	-	137,700	3,733	-	-	137,700	3,733
AMH Sukhumvit 8 Co., Ltd.	-	-	58,650	2,284	-	-	58,650	2,284
AMF Asia Bangphlat Co., Ltd. (Formerly known as "ADC-JV 18 Co., Ltd.")	-	-	18,500	21	-	-	18,500	21
AMF Asia Phra Khanong Co., Ltd. (Formerly known as "ADC-JV 22 Co., Ltd.")	-	-	185,000	213	-	-	185,000	213
AMF Asia Samyan Co., Ltd. (Formerly known as "ADC-JV 25 Co., Ltd.")	-	-	333,000	383	-	-	333,000	383
Total long-term loans to and interest receivable from related parties	5,009,607	265,364	3,395,665	306,008	(2,392,137)	(170,466)	6,013,135	400,906
Less: Current portion	(2,486,374)	(182,821)					(2,268,179)	(175,688)
Long-term loans to and interest receivable from related parties - net of current portion	2,523,233	82,543					3,744,956	225,218

(Unit: Thousand Baht)

	Separate financial statements							
	Balance as at		Increase		Decrease		Balance as at	
	Loans	Interest	Loans	Interest	Loans	Interest	Loans	Interest
Short-term loans to and interest receivable from related parties								
Subsidiaries								
Blue Deck Co., Ltd.	26,427	2,406	-	-	(26,427)	(2,406)	-	-
Bira Kart Co., Ltd.	5,000	162	-	-	(5,000)	(162)	-	-
Bira Circuit One Co., Ltd.	28,226	4,860	-	-	(28,226)	(4,860)	-	-
Helix Co., Ltd.	2,176,462	223,671	-	-	(2,176,462)	(223,671)	-	-
JV-Co1 Co., Ltd.	454,500	56,130	-	-	(454,500)	(56,130)	-	-
ADC-JV 7 Co., Ltd.	127,000	1,446	234,000	9,154	-	-	361,000	10,600
AMH Ratchada Co., Ltd.	418,388	18,870	-	678	(418,388)	(19,548)	-	-
AMH Sathorn Co., Ltd.	199,706	6,740	145,100	419	(344,806)	(7,159)	-	-
AMH Sukhumvit 59 Co., Ltd.	148,948	3,470	8,000	232	(156,948)	(3,702)	-	-
AMH Sukhumvit 8 Co., Ltd.	76,900	1,731	5,000	121	(81,900)	(1,852)	-	-
AMH Pattaya Co., Ltd. (formerly known as "AH-SPV 5 Co., Ltd.")	60,000	70	85,000	2,853	(145,000)	(2,923)	-	-
ADC-JV 10 Co., Ltd.	55,000	155	-	-	(55,000)	(155)	-	-
ADC-JV 14 Co., Ltd.	-	-	-	-	-	-	-	-
AMF Asia Bangphlat Co., Ltd. (Formerly known as "ADC-JV 18 Co., Ltd.")	2,200	5	687,383	14,033	(689,583)	(14,038)	-	-
ADC-JV 20 Co., Ltd.	-	-	-	-	-	-	-	-
ADC-JV 21 Co., Ltd.	-	-	473,341	12,027	-	-	473,341	12,027
AMF Asia Phra Khanong Co., Ltd. (Formerly known as "ADC-JV 22 Co., Ltd.")	252,300	5,617	645,750	16,342	(898,050)	(21,959)	-	-
ADC-JV 23 Co., Ltd.	358,392	7,438	74,000	15,761	-	-	432,392	23,199
AMF Asia Samyan Co., Ltd. (Formerly known as "ADC-JV 25 Co., Ltd.")	425,000	2,345	82,000	16,790	(507,000)	(19,135)	-	-
ADC-JV 26 Co., Ltd.	537,000	2,322	-	-	(537,000)	(2,322)	-	-
ADC-JV 27 Co., Ltd.	-	-	-	-	-	-	-	-
ADC-JV 28 Co., Ltd.	-	-	620,000	9,632	-	-	620,000	9,632
Ashton Silom Co., Ltd.	112,500	2,304	431,933	7,919	(196,000)	(527)	348,433	9,696
Ashton Asoke Praram9 Co., Ltd.	4,000	122	-	-	(4,000)	(122)	-	-
Ideo Condo One Co., Ltd.	25	1	-	-	(25)	(1)	-	-
Urbantech Ventures Co., Ltd.	11,000	146	3,000	408	(14,000)	(554)	-	-
The Agent (Property Expert) Co., Ltd.	-	-	20,000	207	-	-	20,000	207
Ananda APAC Bangchak Co., Ltd.	-	-	470,000	4,161	(470,000)	(4,161)	-	-
Joint Ventures								
AMH Ratchada Co., Ltd.	-	-	418,388	28,914	(418,388)	(28,914)	-	-
AMH Sathorn Co., Ltd.	-	-	344,806	9,376	(344,806)	(9,376)	-	-
AMH Sukhumvit 59 Co., Ltd.	-	-	156,948	4,716	(156,948)	(4,716)	-	-
AMH Sukhumvit 8 Co., Ltd.	-	-	122,700	3,391	(122,700)	(3,391)	-	-
AMF Asia Bangphlat Co., Ltd.	-	-	287,383	6,655	(287,383)	(6,655)	-	-
AMF Asia Phra Khanong Co., Ltd.	-	-	518,050	7,525	(518,050)	(7,525)	-	-
AMF Asia Samyan Co., Ltd.	-	-	507,000	19,786	(507,000)	(19,786)	-	-
AMH Phattaya Co., Ltd.	-	-	145,000	3,002	-	-	145,000	3,002
Total short-term loans to and interest receivable from related parties	5,478,974	340,011	6,484,782	194,102	(9,563,590)	(465,750)	2,400,166	68,363
Less: Impairment of short-term loans	(138,970)	(56,130)	-	-	138,970	56,130	-	-
Total short-term loans to and interest receivable from related parties - net	5,340,004	283,881	6,484,782	194,102	(9,424,620)	(409,620)	2,400,166	68,363

(Unit: Thousand Baht)

	Separate financial statements							
	Balance as at		Increase		Decrease		Balance as at	
	31 December 2018						31 December 2019	
	Loans	Interest	Loans	Interest	Loans	Interest	Loans	Interest
Long-term loans to and interest receivable from related parties								
Subsidiaries								
Blue Deck Co., Ltd.	-	-	47,722	3,929	-	-	47,722	3,929
Bira Kart Co., Ltd.	-	-	5,000	368	-	-	5,000	368
Bira Circuit One Co., Ltd.	-	-	28,226	6,230	-	-	28,226	6,230
Helix Co., Ltd.	-	-	2,576,462	339,218	(118,544)	(2,300)	2,457,918	336,918
JV-Co1 Co., Ltd.	-	-	454,500	79,279	-	-	454,500	79,279
ADC-JV 10 Co., Ltd.	-	-	250,000	6,319	-	-	250,000	6,319
ADC-JV 14 Co., Ltd.	-	-	50	1	-	-	50	1
ADC-JV 20 Co., Ltd.	-	-	657,397	18,568	-	-	657,397	18,568
ADC-JV 26 Co., Ltd.	-	-	810,350	30,395	-	-	810,350	30,395
ADC-JV 27 Co., Ltd.	-	-	2,289,720	25,000	(1,414,720)	(692)	875,000	24,308
Ashton Asoke Praram9 Co., Ltd.	-	-	6,000	306	-	-	6,000	306
Ideo Condo One Co., Ltd.	-	-	75	3	-	-	75	3
Joint Ventures								
Ananda MF Asia Asoke Co., Ltd.	525,102	5,265	-	8,229	(525,102)	(13,494)	-	-
Ananda MF Asia Chitlom Co., Ltd.	46,470	131	-	725	(46,470)	(856)	-	-
Ananda MF Asia Bangna Co., Ltd.	142,003	397	-	1,133	(142,003)	(1,530)	-	-
Ananda MF Asia Taopoon Co., Ltd.	266,397	744	-	14,300	(66,516)	(9,984)	199,881	5,060
Ananda MF Asia Thaphra Co., Ltd.	269,997	39,650	-	12,610	(129,789)	(48,711)	140,208	3,549
Ananda MF Asia Phetchaburi Co., Ltd.	280,500	16,705	-	4,699	(280,500)	(21,404)	-	-
Ananda MF Asia Saphankhwai Co., Ltd.	229,500	15,581	-	1,264	(229,500)	(16,845)	-	-
Ananda APAC Bangchak Co., Ltd.	14,757	99	-	61	(14,757)	(160)	-	-
Ananda MF Asia Udomsuk Two Co., Ltd.	178,500	12,948	455,000	21,139	-	-	633,500	34,087
Ananda MF Asia Udomsuk Co., Ltd.	229,500	13,577	-	13,770	-	-	229,500	27,347
Ananda MF Asia Wongwian Yai Co., Ltd.	76,500	3,584	204,000	11,414	-	-	280,500	14,998
Ananda MF Asia Sena Nikhom Co., Ltd.	481,000	10,340	-	25,368	(481,000)	(35,708)	-	-
Ananda APAC Phraram9 Two Co., Ltd.	283,939	16,289	128,000	22,297	-	-	411,939	38,586
Ananda APAC1 Co., Ltd.	166,040	1,995	142,800	13,671	-	-	308,840	15,666
Ananda MF Asia Wutthakat Co., Ltd.	51,000	570	255,000	11,561	-	-	306,000	12,131
Ananda MF Asia Sutthisan Co., Ltd.	102,000	1,140	51,000	8,954	-	-	153,000	10,094
Ananda and Partners Saphankhwai One Co., Ltd.	284,152	887	75,000	20,588	-	-	359,152	21,475
AMH Ratchada Co., Ltd.	-	-	163,965	4,779	-	-	163,965	4,779
AMH Sathorn Co., Ltd.	-	-	155,550	3,297	-	-	155,550	3,297
AMH Sukhumvit 59 Co., Ltd.	-	-	137,700	3,733	-	-	137,700	3,733
AMH Sukhumvit 8 Co., Ltd.	-	-	58,650	2,284	-	-	58,650	2,284
AMF Asia Bangphlat Co., Ltd. (Formerly known as "ADC-JV 18 Co., Ltd.")	-	-	18,500	21	-	-	18,500	21
AMF Asia Phra Khanong Co., Ltd. (Formerly known as "ADC-JV 22 Co., Ltd.")	-	-	185,000	213	-	-	185,000	213
AMF Asia Samyan Co., Ltd. (Formerly known as "ADC-JV 25 Co., Ltd.")	-	-	333,000	383	-	-	333,000	383
Total long-term loans to and interest receivable from related parties	3,627,357	139,902	9,488,667	716,109	(3,448,901)	(151,684)	9,667,123	704,327
Less: Impairment of long-term loans	-	-	(10,526)	(64,847)	-	-	(10,526)	(64,847)
Total long-term loans to and investment receivable from related parties - net	3,627,357	139,902	9,478,141	651,262	(3,448,901)	(151,684)	9,656,597	639,480
Less: Current portion	(1,734,124)	(103,415)	-	-	-	-	(1,311,929)	(76,714)
Long-term loans to and interest receivable from related parties - net of current portion	1,893,233	36,487	-	-	-	-	8,344,668	562,766
Short-term loans from and interest payable to related parties								
Subsidiaries								
Ananda Development Two Co., Ltd.	1,023,706	206,026	-	51,719	-	(257,059)	1,023,706	686
Ananda Development One Co., Ltd.	995,613	8,360	-	14,258	-	-	995,613	22,618
Baan Niravana Co., Ltd.	505,000	13,904	-	7,140	-	(14,511)	505,000	6,533
Ananda MF Asia Co., Ltd.	950,000	2,664	-	10,545	(7,000)	(6,675)	943,000	6,534
Ananda APAC Bangchak Co., Ltd.	-	-	550,000	190	-	-	555,000	190
Total short-term loans from and interest payable to related parties	3,474,319	230,954	550,000	83,852	(7,000)	(278,245)	4,017,319	36,561

Short-term loans to related parties and short-term loans from related parties

Short-term loans to related parties and short-term loans from related parties are unsecured and due at call. Interest was charged at the rates of MLR + fixed rate, MOR - fixed rate and 3.85% - 5.38% per annum, and interest rate on 12-month fixed deposit at bank and interest rate on 12-month fixed rate deposit at bank + 0.10%.

Long-term loans to related parties

Loans to the joint ventures are unsecured, with interest charged at a rate of 6.00% per annum. The principal and accrued interest are due on the following dates. The loans can be prepaid or the payment schedule can be extended, with the agreement of the lenders, in accordance with the conditions stipulated in the joint venture agreements described in Note 19.1 to the financial statements.

<u>Joint ventures</u>	<u>Due date of principal and interest</u>
Ananda MF Asia Chongnonsi Co., Ltd.	30 June 2021
Ananda MF Asia Taopoon Co., Ltd.	30 June 2020
Ananda MF Asia Thaphra Co., Ltd.	31 March 2020
Ananda MF Asia Udomsuk Co., Ltd.	30 December 2020
Ananda MF Asia Phraram 9 Co., Ltd.	31 May 2020
Ananda MF Asia Victory Monument Co., Ltd.	30 September 2020
Ananda MF Asia Udomsuk Two Co., Ltd.	31 December 2021
Ananda MF Asia Thonglor Co., Ltd.	31 December 2020
Ananda MF Asia Ratchaprarop Co., Ltd.	30 June 2021
Ananda APAC Phraram9 Two Co., Ltd	30 June 2022
Ananda MF Asia Wongwian Yai Co., Ltd.	31 December 2020
Ananda APAC1 Co., Ltd.	31 August 2020
Ananda MF Asia Wutthakat Co., Ltd.	31 May 2021
Ananda MF Asia Sutthisan Co., Ltd.	31 July 2020
Ananda and Partners Saphankhwai One Co., Ltd.	31 January 2022
AMH Ratchada Co., Ltd.	31 December 2030
AMH Sathorn Co., Ltd.	31 December 2029
AMH Sukhumvit 59 Co., Ltd.	31 December 2029
AMH Sukhumvit 8 Co., Ltd.	31 December 2028
AMF Asia Bangphlat Co., Ltd. (Formerly known as "ADC - JV 18 Co., Ltd.")	31 August 2022

<u>Joint ventures</u>	<u>Due date of principal and interest</u>
AMF Asia Phra Khanong Co., Ltd. (Formerly know as "ADC - JV 22 Co., Ltd.")	30 April 2022
AMF Asia Samyan Co., Ltd. (Formerly known as "ADC - JV 25 Co., Ltd.")	30 November 2022

7.4 Directors and management's benefits

During the years ended 31 December 2019 and 2018, the Group had employee benefit expenses payable to the directors and management as below.

	(Unit: Million Baht)	
	Consolidated and separate financial statements	
	2019	2018
Short-term employee benefits	166	166
Post-employment benefits	45	21
Total	211	187

7.5 Guarantee obligations with related parties

The Group has outstanding guarantee obligations with their related parties, as described in Note 41.7 to the financial statements.

8. **Cash and cash equivalents**

	(Unit: Thousand Baht)			
	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
Cash	2,528	2,963	689	738
Bank deposits	4,001,792	4,627,712	2,191,065	3,875,775
Cheques in transit	23,979	83,239	-	35,350
Total	4,028,299	4,713,914	2,191,754	3,911,863

As at 31 December 2019, bank deposits in savings accounts carried interests between 0.10% to 0.50% per annum (2018: 0.10% - 0.40% per annum).

9. **Current investments**

	(Unit: Thousand Baht)	
	Consolidated and Separate financial statements	
	2019	2018
Investments in trading securities		
Investments in open-end fixed income fund	2,260,816	200,000
Add: Unrealised gain on changes in value of investments	26,778	251
Investments in open-end fixed income fund - net ⁽¹⁾	2,287,594	200,251

⁽¹⁾ Investments in open-end fixed income fund was measured at fair value using Level 2 input.

10. **Trade and other receivables**

	(Unit: Thousand Baht)			
	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
<u>Trade receivables - related parties</u>				
Aged on the basis of due dates				
Not yet due	455,165	410,998	361,337	384,688
Past due				
Up to 3 months	9,870	2,170	8,875	-
3 - 6 months	-	466	-	-
6 - 12 months	1,348	2,166	-	-
Total trade receivables - related parties	466,383	415,800	370,212	384,688
<u>Trade receivables - unrelated parties</u>				
Aged on the basis of due dates				
Not yet due	93,471	158,006	310	314
Past due				
Up to 3 months	59,434	38,014	-	68
3 - 6 months	-	8,359	-	-
6 - 12 months	1,061	60	-	60
Over 12 months	5,930	5,930	5,011	5,011
Total	159,896	210,369	5,321	5,453
Less: Allowance for doubtful debts	(5,930)	(5,930)	(5,011)	(5,011)
Total trade receivables - unrelated parties - net	153,966	204,439	310	442
Total trade receivables - net	620,349	620,239	370,522	385,130

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2019	2018	2019	2018
Other receivables				
Advances - related parties	2,146	2,146	2,146	2,302
Retention receivables - related parties	62,712	21,205	-	-
Retention receivables - unrelated parties	203,148	120,557	-	-
Other receivables - related parties	125	245	80	229
Other receivables - unrelated parties	40,673	11,272	22,983	2,414
Total	308,804	155,425	25,209	4,945
Less: Allowance for doubtful debts	(14,237)	(2,961)	(14,165)	(2,890)
Total other receivables - net	294,567	152,464	11,044	2,055
Trade and other receivables - net	914,916	772,703	381,566	387,185

11. Inventories

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2019	2018	2019	2018
Food and beverages	-	252	-	-
Construction materials	46,209	27,095	-	-
Total	46,209	27,347	-	-

12. Real estate development costs

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2019	2018	2019	2018
Costs of land	17,706,251	15,357,689	3,217,452	4,558,148
Construction in progress	12,458,327	14,471,081	5,662,112	7,747,944
Project management and advisory fee	571,597	574,618	175,200	234,324
Capitalised borrowing cost	1,217,314	1,032,475	440,764	548,994
Total	31,953,489	31,435,863	9,495,528	13,089,410
Less: Accumulated transfer to cost of projects	(11,023,009)	(13,808,638)	(4,775,154)	(7,877,352)
Accumulated transfer to investment properties	(34,139)	(57,168)	(7,439)	(33,586)
Accumulated transfer to property, building and equipment	(452,210)	-	-	-
Reduce cost to net realisable value	(33,127)	(219,364)	(19,905)	(34,053)
Total real estate development costs - net	20,411,004	17,350,693	4,693,030	5,144,419

During the year, the Group capitalised borrowing costs in the cost of land and construction in progress during the year which are calculated from capitalisation rate from weighted average rate of loans as follows:

	Consolidated		Separate	
	financial statements		financial statements	
	2019	2018	2019	2018
Borrowing costs included in the cost of land and construction in progress (Million Baht)	354	275	74	72
Capitalisation rate (%)	2.95 - 5.00	2.95 - 5.00	2.95 - 3.95	2.95 - 4.90

As at 31 December 2019 and 2018, the Group has pledged some land and construction thereon as collateral for credit facilities and overdrafts of the Group which has net book value as follows:

	(Unit: Million Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2019	2018	2019	2018
Net book value of land and construction that have been pledged as collateral	14,162	11,500	-	326

Movements in the reduction of cost to net realisable value for the year ended 31 December 2019 are summarised below:

	(Unit: Thousand Baht)	
	Consolidated	Separate
	financial statement	financial statement
Balance as at 1 January 2019	219,364	34,053
Less: Reversal during the year	(163,080)	(14,148)
Reversal as a result of sale during the year	(23,157)	-
Balance as at 31 December 2019	33,127	19,905

During the current year, the Group arranged for an independent professional valuer to appraise the value of land and construction in progress of low turnover projects using the market approach and/or the hypothetical development method.

Additional information of the projects

	(Unit: Million Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2019	2018	2019	2018
Total estimated sale value of projects which were selling at the end of year	31,043	31,713	11,145	11,995
Total sale value of units with signed agreements to buy and sell, or units sold	11,436	12,758	4,837	5,387
Percentage of sale value of units with signed agreements to buy and sell, or units sold	37	40	43	45

13. Costs to obtain contract with customer

	(Unit: Thousand Baht)	
	Consolidated	Separate
	financial statements	financial statements
Balance at beginning of year	-	-
Increase in adjustment on retained earnings (Note 4)	121,487	-
Addition during the year	40,224	1,171
Addition from acquisition of subsidiary	1,774	-
Amortisation as selling expenses during the year	(131,308)	(872)
Balance at end of year	32,177	299

14. Significant balances of contract assets/contract liabilities with customers

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2019	2018	2019	2018
Contract assets with customers				
Unbilled receivables - net	343,626	808,237	113,503	-
Trade receivables	614,643	611,467	370,212	384,688
Retention receivables	265,860	141,762	-	-
Total contract assets, net	1,224,129	1,561,466	483,715	384,688
Contract liabilities with customers				
Project management fee payables	(124,904)	-	(124,904)	-
Advances received from customers	(1,991,047)	(2,428,961)	(1,957,360)	(1,866,524)
Total contract liabilities	(2,115,951)	(2,428,961)	(2,082,264)	(1,866,524)

15. Other current assets

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2019	2018	2019	2018
Prepaid expenses	56,568	305,690	48,783	30,242
Withholding tax receivable	46,802	220,363	-	111,284
Advance payment for project management fee	-	-	93,727	31,401
Others	201,614	165,222	146,918	47,305
Total	304,984	691,275	289,428	220,232

16. Restricted financial institution deposits/withdrawal conditions

The balances represented saving deposits of the Group which was pledged with the financial institutions to secure letters of guarantee.

17. Investments in associate

Associate	Nature of business	Country of incorporation	(Unit: Thousand Baht)					
			Consolidated financial statements		Carrying amounts based on equity method			
			Shareholding percentage		Cost		2019	
			2019	2018	2019	2018	2019	2018
			(%)	(%)				
Bira RT Kart Co., Ltd.	Sale of spareparts and vehicle parts	Thailand	45	45	900	900	-	-
(45% of equity interest held by Bira Kart Co., Ltd.)								

The consolidated statements of financial position as at 31 December 2019 and 2018 included investment in associate which the Company recognised share of loss under the equity method in full amount of the investment.

In the consolidated statements of comprehensive income for the years ended 31 December 2019 and 2018, there was no share of profit or loss from the associate under the equity method and there was no dividend received from the associate during the years ended 31 December 2019 and 2018.

18. Investments in subsidiaries

18.1 Details of investments in subsidiaries

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

Company's name	Paid-up capital		Shareholding percentage		Cost		Allowance for impairment of investments		Net	
	2019	2018	2019	2018	2019	2018	2019	2018	2019	2018
Subsidiaries directly held by the Company										
Ananda Development Two Co., Ltd.	300,000	300,000	100.00	100.00	2,459,532	2,459,532	(1,315,000)	(1,315,000)	1,144,532	1,144,532
Ananda Development One Co., Ltd.	2,155,981	2,155,981	100.00	100.00	1,143,572	1,143,572	(27,000)	(27,000)	1,116,572	1,116,572
Blue Deck Co., Ltd.	233,000	233,000	100.00	100.00	233,000	233,000	(182,800)	(142,800)	50,200	90,200
The Agent (Property Expert) Co., Ltd.	4,000	4,000	100.00	100.00	4,000	4,000	-	-	4,000	4,000
The Works Community Management Co., Ltd.	1,000	1,000	99.98	99.98	1,000	1,000	-	-	1,000	1,000
Bira Circuit One Co., Ltd.	45,000	45,000	100.00	100.00	45,000	45,000	(36,000)	(36,000)	9,000	9,000
Bira Kart Co., Ltd. (and 50.69% held by Bira Circuit One Co., Ltd.)	36,500	36,500	49.31	49.31	17,999	17,999	(8,285)	(6,000)	9,714	11,999
Helix Co., Ltd.	1,192,200	1,192,200	100.00	100.00	1,192,200	1,192,200	-	-	1,192,200	1,192,200
Ideo Condo One Co., Ltd.	100	100	99.80	99.80	99	99	-	-	99	99
JV-Co1 Co., Ltd.	100	100	99.80	99.80	100	100	-	-	100	100
ADC-JV 7 Co., Ltd.	240,000	240,000	100.00	100.00	240,000	240,000	-	-	240,000	240,000
AMH Ratchada Co., Ltd.	-	100	-	99.80	-	100	-	-	-	100
ADC-JV 10 Co., Ltd.	500,000	500,000	100.00	100.00	500,000	500,000	-	-	500,000	500,000
ADC-JV 14 Co., Ltd.	100	100	99.70	99.70	100	100	-	-	100	100
ADC-JV 15 Co., Ltd.	147,000	89,986	100.00	100.00	147,000	89,986	-	-	147,000	89,986
Ashton Silom Co., Ltd.	338,000	338,000	100.00	100.00	338,000	338,000	-	-	338,000	338,000
	300,000 ⁽¹⁾	300,000 ⁽¹⁾	100.00	-	323,487	-	-	-	323,487	-
AMH Sathorn Co., Ltd.	-	100	-	99.70	-	99	-	-	-	99
AMH Sukhumvit 59 Co., Ltd.	-	100	-	99.70	-	99	-	-	-	99
AMH Sukhumvit 8 Co., Ltd.	-	100	-	99.70	-	99	-	-	-	99
Ananda MF Asia Co., Ltd.	900,000	900,000	100.00	100.00	950,510	950,510	-	-	950,510	950,510
Ashton Asoke Praram9 Co., Ltd.	446,400	341,000	100.00	100.00	446,400	341,000	-	-	446,400	341,000
	550,000 ⁽¹⁾	550,000 ⁽¹⁾	-	-	-	-	-	-	-	-

Company's name	Paid-up capital		Shareholding percentage		Cost		Allowance for impairment of investments		Net	
	2019	2018	2019	2018	2019	2018	2019	2018	2019	2018
Ideo Q Victory Co., Ltd.	270,000	189,000	100.00	100.00	270,000	189,000	-	-	270,000	189,000
	240,000 ⁽¹⁾	240,000 ⁽¹⁾	-	-	-	-	-	-	-	-
AMF Asia Bangphlat Co., Ltd. (Formerly known as "ADC-JV 18 Co., Ltd.")	-	100	-	99.70	-	100	-	-	-	100
ADC-JV 19 Co., Ltd.	100	100	99.70	99.70	100	100	-	-	100	100
ADC-JV 20 Co., Ltd.	100	100	99.70	99.70	100	100	-	-	100	100
ADC-JV 21 Co., Ltd.	100	100	99.70	99.70	100	100	-	-	100	100
AMF Asia Phra Khanong Co., Ltd. (Formerly known as "ADC-JV 22 Co., Ltd.")	-	100	-	99.70	-	100	-	-	-	100
ADC-JV 23 Co., Ltd.	100	100	99.70	99.70	100	100	-	-	100	100
Urbantech Ventures Co., Ltd.	370,000	20,000	100.00	100.00	370,000	20,000	-	-	370,000	20,000
Exponential Social Enterprise Co., Ltd.	5,000	5,000	100.00	100.00	5,000	5,000	-	-	5,000	5,000
AMF Asia Samyan Co., Ltd. (Formerly known as "ADC-JV 25 Co., Ltd.")	-	100	-	99.70	-	100	-	-	-	100
ADC-JV 26 Co., Ltd.	100	100	99.70	99.70	100	100	-	-	100	100
ADC-JV 27 Co., Ltd.	100	100	99.70	99.70	99	99	-	-	99	99
Ideo Mobi Rangnam Co., Ltd.	795,990	718,859	51.00	51.00	405,955	328,823	-	-	405,955	328,823
Ideo New Praram 9 Co., Ltd.	599,670	544,620	51.00	51.00	305,831	250,782	-	-	305,831	250,782
Ideo Q Sukhumvit 36 Co., Ltd.	664,430	555,995	51.00	51.00	338,859	230,424	-	-	338,859	230,424
AMH Pattaya Co., Ltd. (Formerly known as "AH-SPV 5 Co., Ltd.")	-	100	-	99.70	-	99	-	-	-	99
ADC-JV 28 Co., Ltd.	100	-	99.70	-	99	-	-	-	99	-
ADC-JV 29 Co., Ltd.	100	-	99.70	-	99	-	-	-	99	-
ADC-JV 30 Co., Ltd.	100	-	99.70	-	99	-	-	-	99	-
Ananda APAC Bangchak Co., Ltd.	505,500	-	100.00	-	513,090	-	-	-	513,090	-
Subsidiary held through Ananda Development One Co., Ltd.										
Baan Niravana Co., Ltd.	700,000	700,000	100.00	100.00	-	-	-	-	-	-
Subsidiary held through Ananda APAC Bangchak Co., Ltd.										
Ananda MF Asia Bangchak Co., Ltd.	950,000	-	100.00	-	-	-	-	-	-	-
Total					10,251,630	8,581,522	(1,569,085)	(1,526,800)	8,682,545	7,054,722

⁽¹⁾ paid-up preference shares

During the year ended 31 December 2019 and 2018, the Company received dividend from the subsidiaries as follow:

	(Unit: Thousand Baht)	
	Separated financial statements	
	2019	2018
<u>Subsidiaries directly held by the Company</u>		
Ananda Development Two Co., Ltd.	180,000	-
Ananda MF Asia Co., Ltd.	7,200	-
The Agent (Property Expert) Co., Ltd.	23,999	-
Total	211,199	-

18.2 Details of investments in subsidiaries that have material non-controlling interests are as below:

Company's name	Proportion of voting right of non-controlling interests		Dividend rate of preference shares		Accumulated balance of non-controlling interests of the subsidiaries		Gain (loss) attributable to non-controlling interests of the subsidiaries during the year		Direct cost of issuance shares ⁽¹⁾	
	2019	2018	2019	2018	2019	2018	2019	2018	2019	2018
	(%)	(%)	(% p.a.)	(% p.a.)						
The subsidiaries' preference shareholders										
Ashton Silom Co., Ltd. ⁽²⁾	-	4.25	8.0	8.0	-	292	51	-	-	-
Ashton Asoke Praram 9 Co., Ltd. ⁽³⁾	4.25	4.25	8.9	8.9	537	537	-	-	-	-
Ideo Q Victory Co., Ltd. ⁽³⁾	4.26	4.26	8.5	8.5	234	234	-	-	-	-
The subsidiaries' common shareholders										
Ideo Mobi Rangnam Co., Ltd.	49.00	49.00	-	-	415	376	39	(8)	-	6.7
Ideo New Praram 9 Co., Ltd.	49.00	49.00	-	-	338	281	57	(8)	-	5.0
Ideo Q Sukhumvit 36 Co., Ltd.	49.00	49.00	-	-	316	314	1	(6)	-	5.6

⁽¹⁾ Direct costs relating to the offering of shares, after deducting income tax and are presented as "Share discount of subsidiaries" and included as a part of non-controlling interest of subsidiaries in the consolidated statement of financial position.

⁽²⁾ During the year, the Company purchased all non-controlling interests as described in Note 18.4.4 to the financial statements.

⁽³⁾ During the year then ended 31 December 2019 and 2018, there was no profit or loss attributable to non-controlling interests of the subsidiary's preference shareholders, accordance with conditions in the agreement.

Details of the rights of non-controlling interests of the subsidiaries' preference shareholders are as follows:

- Voting rights at 1 vote per 20 shares
- Right to receive a cumulative, non-compounding dividend in preference to the ordinary shareholders at fixed rates per annum of the par value of the paid up shares, based on the subsidiary's operating performance.

- In the event of liquidation, after the subsidiary's liabilities are fully settled and the remaining assets suffice for the distribution to the shareholders, the preference shareholders are entitled to the remaining assets before the ordinary shareholders, but not over the par value of the paid up preference shares. Any assets and capital remaining after the distribution to the preference shareholders will be distributed to the ordinary shareholders thereafter.

Under the subsidiary's shareholders' agreement, subsequent to the period specified in the agreement, the Company, who is a joint-shareholder, entitled to request that the preference shareholders sell their shares at the same price per share that they paid to the subsidiary, plus a fixed rate per annum of compounding margin, calculated over a period from the period the subsidiary received share subscription payment to the date on which the Company exercised its right to purchase the preference shares, and after deducting any dividends and/or any returns of share capital earlier distributed to the joint shareholders (if any).

The Company classified preference shares after deducting preference share discount as equity instruments under the caption of "Non-controlling interests of the subsidiaries" in the consolidated financial statements in accordance with the opinion of a financial specialist who is also a financial advisor of the Company.

Details of the rights of non-controlling interest of the subsidiary's ordinary shareholders are as follows:

Non-controlling interests of the subsidiaries' ordinary shareholders are group B ordinary shares of the subsidiary and their significant rights differ from group A ordinary shares as detailed below:

Under the agreement between the shareholders and the subsidiary, ordinary shareholders group A are entitled to purchase back group B ordinary shares after the joint venture invested by the subsidiary transferred at least 90% of its total condominium units to buyers, at a price specified in the agreement.

18.3 Summarised financial information that based on amounts before inter-company elimination about subsidiaries that have material non-controlling

Summarised information about financial position

	For the year ended 31 December								(Unit: Million Baht)
	Ashton Asoke		Ideo Q		Ideo Mobi		Ideo New		Ideo Q
	Praram 9 Co., Ltd.		Victory Co., Ltd.		Rangnam Co., Ltd.		Praram 9 Co., Ltd.		Sukhumvit 36 Co., Ltd.
	2019	2018	2019	2018	2019	2018	2019	2018	2018
Current assets	460	1	281	189	9	81	305	238	329
Non-current assets	460	829	225	232	853	623	474	300	321
Current liabilities	9	5	1	-	2	1	1	1	1

Summarised information about comprehensive income

	For the year ended 31 December										(Unit: Million Baht)
	Ashton Asoke		Ideo Q		Ideo Mobi		Ideo New		Ideo Q		
	Praram 9 Co., Ltd.		Victory Co., Ltd.		Rangnam Co., Ltd.		Praram 9 Co., Ltd.		Sukhumvit 36 Co., Ltd.		
	2019	2018	2019	2018	2019	2018	2019	2018	2019	2018	
Revenue	20	19	13	10	16	4	13	3	10	2	
Profit for the year	(19)	(34)	2	(6)	78	(9)	185	(3)	(4)	(6)	
Other comprehensive income	-	-	-	-	-	-	-	-	-	-	
Total comprehensive income	(19)	(34)	2	(6)	78	(9)	185	(3)	(4)	(6)	

Summarised information about cash flow

	For the year ended 31 December								(Unit: Million Baht)	
	Ashton Asoke		Ideo Q		Ideo Mobi		Ideo New			Ideo Q
	Praram 9 Co., Ltd.		Victory Co., Ltd.		Rangnam Co., Ltd.		Praram 9 Co., Ltd.			
	2019	2018	2019	2018	2019	2018	2019	2018		
Cash flow from operating activities	(473)	(48)	3	(11)	81	(9)	187	(3)	(2)	(6)
Cash flow from investing activities	368	30	(81)	3	(230)	(622)	12	(485)	(202)	(445)
Cash flow from financing activities	108	4	81	-	77	712	55	539	108	550
Net increase (decrease) in cash and cash equivalents	3	(14)	3	(8)	(72)	81	254	51	(96)	99

18.4 The significant changes of investments in subsidiaries

18.4.1 Establishment of new subsidiaries held by the Company

The Company's Board of Directors' Meeting passed a resolution to establish new subsidiaries in Thailand to engage in real estate business as detailed below:

Companies	Date of incorporation	Registered and Paid-up capital (Million Baht)	No. of share (Shares)	Par Value (Baht per share)	Percentage of shareholding of ordinary shares (%)
ADC-JV 28 Co., Ltd.	3 April 2019	0.1	1,000	100	99.70
ADC-JV 29 Co., Ltd.	3 April 2019	0.1	1,000	100	99.70
ADC-JV 30 Co., Ltd.	3 April 2019	0.1	1,000	100	99.70

18.4.2 Sale of ordinary shares in subsidiaries and change of the status from subsidiaries to joint ventures

In January 2019, the Company sold investments in its 4 subsidiaries to MFAT Development Co., Ltd. (Formerly known as "Mitsui Fudosan Asia (Thailand) Co., Ltd."), which is in accordance with a resolution of the meeting of the Company Executive committee held on 18 December 2018. The details are as follows:

Companies	Registered and paid-up share capital (Baht)	Sold shares (Shares)	Selling price (Baht per share)	Total selling price (Baht)	Shareholding percentage after completing the transaction (%)
AMH Ratchada Co., Ltd.	100,000	490	100	49,000	51
AMH Sathorn Co., Ltd.	100,000	490	100	49,000	51
AMH Sukhumvit 59 Co., Ltd.	100,000	490	100	49,000	51
AMH Sukhumvit 8 Co., Ltd.	100,000	490	100	49,000	51

In December 2019, the Company sold investments in its 4 subsidiaries to MFAT Development Co., Ltd., which is in accordance with a resolution of the meeting of the Company Executive committee held on 4 December 2019 and 13 December 2019. The details are as follows:

Companies	Registered and paid-up share capital (Baht)	Sold shares (Shares)	Selling price (Baht per share)	Total selling price (Baht)	Shareholding percentage after completing the transaction (%)
AMF Bangphlat Co., Ltd.	100,000	260	100	26,000	74
AMF Phra Khanong Co., Ltd.	100,000	260	100	26,000	74
AMF Samyan Co., Ltd.	100,000	260	100	26,000	74
AMH Pattaya Co., Ltd.	100,000	490	100	49,000	51

The selling price was mutually agreed by the Company and MFAT Development Co., Ltd. After the sale of investment, the Company is deemed to have no control over these companies, and therefore the status of these companies has been changed from "subsidiaries" to "joint ventures". In addition, the Company entered into joint venture agreements with MFAT Development Co., Ltd. to operate the joint venture which will principally engage in property development for sale and the development of a mixed-use real estate. As stipulated in the joint venture agreements, the shareholders are required to provide financial support in the form of loan facilities.

18.4.3 Increase in capital of subsidiaries

Ideo New Praram 9 Co., Ltd.

On 29 January 2019, the Board of Directors' Meeting of Ideo New Praram 9 Co., Ltd., a subsidiary, passed a resolution to call-up the capital of 3,058,316 shares of at Baht 18 each or a total of Baht 55 million. The Company paid for the share capital increase to this subsidiary in February 2019.

Ideo Q Victory Co., Ltd.

On 10 May 2019, the Board of Directors' Meeting of Ideo Q Victory Co., Ltd., a subsidiary, passed a resolution to call for payment of 2,700,000 shares at a price of Baht 30 each or a total of Baht 81 million. The Company paid for the shares to this subsidiary in May 2019.

Urbantech Ventures Co., Ltd.

On 19 June 2019, the Extraordinary General Meeting of Shareholders of Urbantech Ventures Co., Ltd., a subsidiary, passed a resolution to approve an increase in the registered share capital from Baht 20 million to Baht 110 million, through the issuance of additional 900,000 ordinary shares with a par value of Baht 100 each or a total of Baht 90 million. The Company fully paid for the share capital increase to this subsidiary in the proportion to its shareholding percentage, which is 100%. The subsidiary registered the increase of its share capital with the Ministry of Commerce on 25 June 2019.

On 21 November 2019, the Extraordinary General Meeting of Shareholders of Urbantech Ventures Co., Ltd., a subsidiary, passed a resolution to approve an increase in the registered share capital from Baht 110 million to Baht 370 million, through the issuance of additional 2,600,000 ordinary shares with a par value of Baht 100 each or a total of Baht 260 million. The Company fully paid for the share capital increase to this subsidiary in the proportion to its shareholding percentage, which is 100%. The subsidiary registered the increase of its share capital with the Ministry of Commerce on 2 December 2019.

Ideo Q Sukhumvit 36 Co., Ltd.

On 24 June 2019, the Board of Directors' Meeting of Ideo Q Sukhumvit 36 Co., Ltd., a subsidiary, passed a resolution to call for payment of 3,388,592 shares at a price of Baht 32 each or a total of Baht 108 million. The Company paid for the shares to this subsidiary in June 2019.

ADC - JV 15 Co., Ltd.

On 26 June 2019, the Board of Directors' Meeting of ADC - JV 15 Co., Ltd., a subsidiary, passed a resolution to call for payment of 1,399,000 shares at a price of Baht 35.75 each or a total of Baht 50 million. The Company paid for the shares to this subsidiary in June 2019.

On 21 November 2019, the Extraordinary General Meeting of Shareholders of ADC - JV 15 Co., Ltd., a subsidiary, passed a resolution to approve an increase in the registered share capital from Baht 140 million to Baht 165 million, through the issuance of additional 250,000 ordinary shares with a par value of Baht 100 each or a total of Baht 25 million and approved to call up the payment of some shares of Baht 28 per share. The Company fully paid for the share capital increase to that company in the proportion to its shareholding percentage, which is 100% or a total of Baht 7 million. The Company made payment to this subsidiary for the shares in November 2019. The subsidiary registered the increase of its share capital with the Ministry of Commerce on 2 December 2019.

Ideo Mobi Rangnam Co., Ltd.

On 25 September 2019, the Board of Directors' Meeting of Ideo Mobi Rangnam Co., Ltd., a subsidiary, passed a resolution to call for payment of 4,059,548 shares at a price of Baht 19 each or a total of Baht 77 million. The Company made payment to this subsidiary for the shares in September 2019.

Ashton Asoke Praram 9 Co., Ltd.

On 16 October 2019, the Board of Directors' Meeting of Ashton Asoke Praram 9 Co., Ltd., a subsidiary, passed a resolution to call for payment of 6,200,000 shares at a price of Baht 17 each or a total of Baht 105 million. The Company made payment to this subsidiary for the shares in October 2019.

18.4.4 Additionally invested in subsidiaries

Ashton Silom Co., Ltd.

On 16 September 2019, the Board of Director's Meeting of Ashton Silom Co., Ltd., a subsidiary, approved the retained earnings of Baht 1.5 million set aside as a statutory reserve and approved an interim dividend payment from the retained earnings as at 31 August 2019, to be paid to the preference shareholders at a rate of Baht 9.311 per share, for a total of 3 million preference shares or Baht 28 million.

Subsequently, on 19 September 2019, the meeting of the Company's Executive committee passed a resolution to approve the purchase of 3 million preference shares of Ashton Silom Co., Ltd., a subsidiary, at a price of Baht 107.83 each or a total of Baht 323 million from unrelated parties. The Company made payment to the subsidiary for the preferred shares in September 2019. As a result, the Company's voting right in the subsidiary increased from 96% to 100%. The Company recognised the excess of the purchase price over the attributable net book value of the subsidiary amounting to Baht 7 million as an other changes by the owner transaction in statements of changes in shareholders' equity of the consolidated financial statements.

Ananda APAC Bangchak Co., Ltd. and Ananda MF Asia Bangchak Co., Ltd.

On 23 September 2019, the meeting of the Company's Executive committee passed a resolution to approve the purchase of 2,476,950 ordinary shares of Ananda APAC Bangchak Co., Ltd., a joint venture, at a price of Baht 103.06 each or a total of Baht 255 million. Subsequently on the same date, the Company purchased such ordinary shares and signed the share transfer documents. As a result, the Company's shareholding in that company increased from 51.00% to 100.00% and the status of that company was changed from the Company's joint venture to the subsidiary.

Subsequently, on 24 September 2019, the Board of Directors' Meeting of Ananda APAC Bangchak Co., Ltd., of which its status was changed from joint venture to subsidiary, passed a resolution to approve the purchase of 4,655,000 shares of Ananda MF Asia Bangchak Co., Ltd., a joint venture of Ananda APAC Bangchak Co., Ltd. held by 51%, at a price of Baht 101.84 each or a total of Baht 474 million. On 27 September 2019, Ananda APAC Bangchak Co., Ltd. purchased such ordinary shares and signed the share transfer documents. As a result, Ananda APAC Bangchak Co., Ltd.'s shareholding in that company increased from 51.00% to 100.00% and the status of that company was changed from the Company's joint venture to the indirect subsidiary.

The Company included the financial statements of Ananda APAC Bangchak Co., Ltd. and Ananda MF Asia Bangchak Co., Ltd., in the consolidated financial statements from 23 September 2019 and 27 September 2019, the dates on which the Company had direct and indirect control over those companies, respectively. Management of the Company determined that the acquisition of the investment in these companies was an asset acquisition.

18.5 Income tax liability on acquisition of an entity

In the purchase price allocation process of the acquisition of Ananda Development Two Co., Ltd. in 2010, there was an assessment of the fair value of tax expenses as a result of an increase in fair value of inventories and intangible assets. The Company presented this income tax liabilities on acquisition in deferred tax liabilities in the consolidated statements of financial position.

19. Investments in joint ventures

19.1 Details of investments in joint ventures

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

	Joint ventures	Nature of business	Percentage of shareholding		Consolidated financial statements				Separate financial statements			
			2019		2018		Cost		Carrying amounts based on the equity method		Carrying amounts based on cost method	
			(%)	(%)	(%)	(%)	2019	2018	2019	2018	2019	2018
<u>Joint ventures registered in Thailand</u>												
	Ananda MF Asia Ratchathewi Co., Ltd.	Development of real estate project	51	51	280,480	280,480	321,165	400,778	280,480	280,480		
	Ananda MF Asia Asoke Co., Ltd.	Development of real estate project	51	51	433,500	433,500	704,647	742,957	433,500	433,500		
	Ananda MF Asia Samyan Co., Ltd.	Development of real estate project	51	51	510,000	510,000	579,768	662,104	510,000	510,000		
	Ananda MF Asia Chitlom Co., Ltd.	Development of real estate project	51	51	204,000	204,000	328,686	328,420	204,000	204,000		
	Ananda MF Asia Bangna Co., Ltd.	Development of real estate project	51	51	318,750	318,750	368,459	526,249	318,750	318,750		
	Ananda MF Asia Chongnonsi Co., Ltd.	Development of real estate project	51 ⁽¹⁾	51 ⁽¹⁾	306,000	306,000	401,458	271,710	-	-		
	Ananda MF Asia Taopoon Co., Ltd.	Development of real estate project	51	51	178,500	178,500	228,086	218,559	178,500	178,500		
	Ananda MF Asia Thaphra Co., Ltd.	Development of real estate project	51	51	216,749	216,749	268,815	243,354	216,749	216,749		
	Ananda MF Asia Phetchaburi Co., Ltd.	Development of real estate project	51	51	280,500	280,500	341,351	316,416	280,500	280,500		
	Ananda MF Asia Udomsuk Co., Ltd.	Development of real estate project	51	51	229,500	229,500	281,263	247,412	229,500	229,500		
	Ananda MF Asia Saphankhai Co., Ltd.	Development of real estate project	51	51	229,500	229,500	282,815	335,925	229,500	229,500		
	Ananda APAC Bangchak Co., Ltd.	Holding company in real estate business	-	99	-	257,804	-	463,933	-	257,804		
	Ananda MF Asia Phiram9 Co., Ltd.	Development of real estate project	51 ⁽¹⁾	51 ⁽¹⁾	561,000	561,000	327,966	328,902	-	-		
	Ananda MF Asia Victory Monument Co., Ltd.	Development of real estate project	51 ⁽¹⁾	51 ⁽¹⁾	242,250	242,250	120,754	141,917	-	-		
	Ananda MF Asia Udomsuk Two Co., Ltd.	Development of real estate project	51	51	433,500	433,500	279,388	303,686	433,500	433,500		
	Ananda MF Asia Thonglor Co., Ltd.	Development of real estate project	51 ⁽¹⁾	51 ⁽¹⁾	306,000	306,000	204,166	190,134	-	-		
	Ananda MF Asia Ramkhamhaeng Co., Ltd.	Development of real estate project	51 ⁽¹⁾	51 ⁽¹⁾	280,500	280,500	406,099	173,048	-	-		
	Ananda MF Asia Sena Nikhom Co., Ltd.	Development of real estate project	74	74	481,000	481,000	702,427	370,161	481,000	481,000		
	Ananda MF Asia Ratchaparop Co., Ltd.	Development of real estate project	74 ⁽¹⁾	74 ⁽¹⁾	370,000	370,000	362,740	268,684	-	-		

(Unit: Thousand Baht)

Joint ventures	Nature of business	Percentage of shareholding		Cost		Carrying amounts based on the equity method		Carrying amounts based on cost method	
		2019	2018	2019	2018	2019	2018	2019	2018
		(%)	(%)						
Ananda APAC Phram9 Two Co., Ltd.	Holding company in real estate business	86.5	86.5	667,939	667,939	543,854	574,516	667,939	667,939
Ananda MF Asia Wongwian Yai Co., Ltd.	Development of real estate project	51	51	280,500	280,500	303,452	216,642	280,500	280,500
Ananda APAC1 Co., Ltd.	Holding company in real estate business	56	56	223,160	223,160	156,649	186,544	223,160	223,160
Ananda MF Asia Wuthakat Co., Ltd.	Development of real estate project	51	51	306,000	306,000	241,189	273,385	306,000	306,000
Ananda MF Asia Suthisan Co., Ltd.	Development of real estate project	51	51	153,000	153,000	117,368	130,456	153,000	153,000
Ananda and Partners Saphankhwa One Co., Ltd.	Holding company in real estate business	60	60	434,152	434,152	335,642	373,050	434,152	434,152
AMH Ratchada Co., Ltd.	Development of a mix-used real estate project	51	-	163,964	-	140,301	-	163,964	-
AMH Sathorn Co., Ltd.	Development of a mix-used real estate project	51	-	293,250	-	236,746	-	293,250	-
AMH Sukhumvit 59 Co., Ltd.	Development of a mix-used real estate project	51	-	293,250	-	202,270	-	293,250	-
AMH Sukhumvit 8 Co., Ltd.	Development of a mix-used real estate project	51	-	58,650	-	54,482	-	58,650	-
AMF Asia Bangphat Co., Ltd. (Formerly known as "ADC-JV 18 Co., Ltd.")	Development of real estate project	74	-	462,499	-	397,401	-	462,499	-
AMF Asia Phra Khanong Co., Ltd. (Formerly known as "ADC-JV 22 Co., Ltd.")	Development of real estate project	74	-	481,000	-	432,391	-	481,000	-
AMF Asia Samyan Co., Ltd. (Formerly known as "ADC-JV 25 Co., Ltd.")	Development of real estate project	74	-	555,000	-	480,450	-	555,000	-
AMH Pattaya Co., Ltd. (Formerly known as "AH-SPV 5 Co., Ltd.")	Development of a mix-used real estate project	51	-	51	-	-(3)	-	51	-
Total				10,234,144	8,184,284	10,152,248	8,288,942	8,168,394	6,118,534
Joint venture registered in foreign country									
Ananda SU Ltd (2)	Investment in other company	51 ⁽¹⁾	51 ⁽¹⁾	8,794	8,213	8,754	8,184	-	-
Total				8,794	8,213	8,754	8,184	-	-
Total investments in joint ventures				10,242,938	8,192,497	10,161,002	8,297,126	8,168,394	6,118,534

(1) Indirectly held by subsidiaries

(2) Incorporated in British Virgin Islands

(3) Investment under equity method, which is the "provision for transaction under equity method of investments in joint ventures"

The carrying amounts of investments in joint ventures based on equity method, which is the "provision for transaction under equity method of investments in joint ventures" are as follows:

	(Unit: Thousand Baht)	
	Consolidated financial statements	
	2019	2018
AMH Pattaya Co., Ltd.		
(Formerly known as "AH-SPV5 Co., Ltd.")	5,337	-

The Company presented the negative investment value based on equity method as "provision for transaction under equity method of investments in joint ventures" in the consolidated statement of financial position. The negative investment value was resulted from share of loss from investments in joint ventures in proportion to the Company's shareholding in joint ventures.

The Group entered into joint venture agreements with two foreign companies and three domestic company and a person to incorporate joint ventures which would principally engage in development of real estate and operating joint venture in Thailand. In addition, the agreements stipulate that the shareholders are required to provide financial support to the joint ventures in the form of loans with the facilities as stipulated in the joint venture agreements as follows:

Joint ventures	Registered capital	(Unit: Million Baht)	
		Loan facilities from shareholders	Loan facilities granted by the Group
Ananda MF Asia Ratchathewi Co., Ltd.	550	550	281
Ananda MF Asia Asoke Co., Ltd.	850	1,270	648
Ananda MF Asia Samyan Co., Ltd.	1,000	1,000	510
Ananda MF Asia Chitlom Co., Ltd.	400	400	204
Ananda MF Asia Bangna Co., Ltd.	625	625	319
Ananda MF Asia Chongnonsi Co., Ltd.	600	1,200	612
Ananda MF Asia Taopoon Co., Ltd.	350	650	332
Ananda MF Asia Thaphra Co., Ltd.	425	875	446
Ananda MF Asia Phetchaburi Co., Ltd.	550	550	281
Ananda MF Asia Udomsuk Co., Ltd.	450	450	230
Ananda MF Asia Saphankhwa Co., Ltd.	450	450	230
Ananda MF Asia Phram9 Co., Ltd.	1,100	1,100	561
Ananda MF Asia Victory Monument Co., Ltd.	475	475	242
Ananda MF Asia Udomsuk Two Co., Ltd.	850	850	434

(Unit: Million Baht)

Joint ventures	Registered capital	Loan facilities from shareholders	Loan facilities granted by the Group
Ananda MF Asia Thonglor Co., Ltd.	600	600	306
Ananda MF Asia Ramkhamhaeng Co., Ltd.	550	550	281
Ananda MF Asia Sena Nikhom Co., Ltd.	650	650	481
Ananda MF Asia Ratchaprarop Co., Ltd.	500	500	370
Ananda APAC Phraram9 Two Co., Ltd.	772	772	668
Ananda MF Asia Wongwian Yai Co., Ltd.	550	550	281
Ananda APAC1 Co., Ltd.	399	552	309
Ananda MF Asia Wutthakat Co., Ltd.	600	600	306
Ananda MF Asia Sutthisan Co., Ltd.	300	300	153
Ananda and Partners Saphankhwai One Co., Ltd.	724	724	434
AMH Ratchada Co., Ltd.	322	322	164
AMH Sathorn Co., Ltd.	575	575	293
AMH Sukhumvit 59 Co., Ltd.	575	575	293
AMH Sukhumvit 8 Co., Ltd.	115	115	59
AMF Asia Bangphlat Co., Ltd. (Formerly known as "ADC-JV 18 Co., Ltd.")	625	938	694
AMF Asia Phra khanong Co., Ltd. (Formerly known as "ADC-JV 22 Co., Ltd.")	650	975	722
AMF Asia Samyan Co., Ltd. (Formerly known as "ADC-JV 25 Co., Ltd.")	750	1,125	883

The Group determined that they do not have control over the joint ventures' business, and therefore the Group presented those investments as investments in joint ventures.

19.2 Share of comprehensive income and dividend received

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

(Unit: Thousand Baht)

Joint ventures	Consolidated financial statements		Share of other comprehensive		Dividend received	
	Share of gain (loss) from		income from investments in		during the year	
	investments in joint ventures		joint ventures during the year		during the year	
	2019	2018	2019	2018	2019	2018
Joint Ventures registered in Thailand						
Ananda MF Asia Ratchathewi Co., Ltd.	21,400	126,679	-	-	102,018	51,000
Ananda MF Asia Asoke Co., Ltd.	89,133	627,450	-	-	130,050	-
Ananda MF Asia Samyan Co., Ltd.	215,237	940,832	-	-	300,900	510,000
Ananda MF Asia Chitlom Co., Ltd.	49,905	243,923	-	-	51,000	-
Ananda MF Asia Bangna Co., Ltd.	95,197	179,229	-	-	255,000	-
Ananda MF Asia Chongnonsi Co., Ltd.	119,407	134,019	-	-	-	-

(Unit: Thousand Baht)

Joint ventures	Consolidated financial statements		Share of other comprehensive		Dividend received	
	Share of gain (loss) from		income from investments in		during the year	
	investments in joint ventures		joint ventures during the year		during the year	
	2019	2018	2019	2018	2019	2018
Ananda MF Asia Taopoon Co., Ltd.	9,413	36,653	-	-	-	-
Ananda MF Asia Thaphra Co., Ltd.	25,378	40,245	-	-	-	-
Ananda MF Asia Phetchaburi Co., Ltd.	166,928	139,170	-	-	153,209	-
Ananda MF Asia Udomsuk Co., Ltd.	32,130	66,405	-	-	-	-
Ananda MF Asia Saphankhwai Co., Ltd.	92,091	163,811	-	-	147,913	-
Ananda APAC Bangchak Co., Ltd.	143,971	325,503	-	-	243,831	-
Ananda MF Asia Phraram 9 Co., Ltd.	(51,706)	(64,940)	-	-	-	-
Ananda MF Asia Victory Monument Co., Ltd.	(34,003)	(29,513)	-	-	-	-
Ananda MF Asia Udomsuk Two Co., Ltd.	(51,012)	(62,822)	-	-	-	-
Ananda MF Asia Thonglor Co., Ltd.	(17,801)	(56,607)	-	-	-	-
Ananda MF Asia Ramkhamhaeng Co., Ltd.	218,536	(49,742)	-	-	-	-
Ananda MF Asia Sena Nikhom Co., Ltd.	321,776	(85,974)	-	-	-	-
Ananda MF Asia Ratchaprarop Co., Ltd.	81,405	(43,135)	-	-	-	-
Ananda APAC Pharam 9 Two Co., Ltd.	(30,662)	(58,951)	-	-	-	-
Ananda MF Asia Wongwian Yai Co., Ltd.	78,799	(59,292)	-	-	-	-
Ananda APAC1 Co., Ltd.	(30,625)	(34,519)	-	-	-	-
Ananda MF Asia Wutthakat Co., Ltd.	(34,979)	(31,547)	-	-	-	-
Ananda MF Asia Sutthisan Co., Ltd.	(15,040)	(21,892)	-	-	-	-
Ananda MF Asia Saphankhwai Two Co., Ltd. ⁽¹⁾	-	(72,043)	-	-	-	-
Ananda and Partners Saphankhwai One Co., Ltd.	(37,408)	(11,663)	-	-	-	-
AMH Ratchada Co., Ltd.	(17,758)	-	-	-	-	-
AMH Sathorn Co., Ltd.	(54,224)	-	-	-	-	-
AMH Sukhumvit 59 Co., Ltd.	(89,957)	-	-	-	-	-
AMH Sukhumvit 8 Co., Ltd.	(3,709)	-	-	-	-	-
AMF Asia Bangphlat Co., Ltd.	(58,145)	-	-	-	-	-
AMF Asia Phra Khanong Co., Ltd.	(43,465)	-	-	-	-	-
AMF Asia Samyan Co., Ltd.	(68,952)	-	-	-	-	-
AMH Pattaya Co., Ltd	(4,429)	-	-	-	-	-
Total	1,116,830	2,341,279	-	-	1,383,921	561,000
Joint venture registered in foreign country						
Ananda SU Ltd.	(11)	(29)	-	-	-	-
Total	1,116,819	2,341,250	-	-	1,383,921	561,000

(1) Held by Ananda and Partners Saphankhwai One Co., Ltd. since fourth quarter of 2018

Summarised statement of financial position

	(Unit: Million Baht)													
	Ananda MF Asia Taapoon Co., Ltd.		Ananda MF Asia Thaphra Co., Ltd.		Ananda MF Asia Phetchaburi Co., Ltd.		Ananda MF Asia Udomsuk Co., Ltd.		Ananda MF Asia Saphankhwal Co., Ltd.		Ananda APAC Bangchak Co., Ltd.		Ananda MF Asia Pharam 9 Co., Ltd.	
	2019	2018	2019	2018	2019	2018	2019	2018	2019	2018	2019	2018	2019	2018
Cash and cash equivalents	263	153	262	302	312	468	303	437	378	718	-	140	97	199
Other current assets	604	866	575	845	442	1,331	822	1,079	226	793	-	16	3,847	2,788
Non-current assets	17	17	9	9	12	29	2	3	2	7	-	783	39	58
Short-term loans from financial institutions	-	-	-	-	-	-	-	-	-	-	-	-	(789)	(789)
Current portion of long-term loans from and interest payable to joint venturers	-	-	-	-	-	-	(504)	-	-	-	-	(273)	(893)	-
Current portion of long-term loan	(402)	-	-	-	-	(583)	-	-	-	-	-	-	(377)	-
Other current liabilities	(8)	(42)	(293)	(24)	(65)	(500)	(36)	(204)	(38)	(344)	-	(1)	(981)	(733)
Long-term loans from and interest payable to joint venturers - net of current portion	-	(524)	-	(607)	-	-	-	(477)	-	(480)	-	-	-	(655)
Long-term loans	-	-	-	-	-	(111)	-	(308)	-	-	-	-	-	-
Net assets	474	470	553	525	701	634	587	530	568	694	-	665	943	868
Shareholding percentage (%)	51	51	51	51	51	51	51	51	51	51	-	99	51	51
The Company's shareholding percentage														
in net assets	242	240	282	268	358	323	299	270	290	354	-	658	481	443
Elimination entries	(13)	(21)	(14)	(25)	(16)	(7)	(18)	(23)	(7)	(18)	-	(194)	(153)	(114)
Carrying amounts based on equity														
method in joint ventures	229	219	268	243	342	316	281	247	283	336	-	464	328	329

(¹) Change from joint venture to subsidiary in 2019

(Unit: Million Baht)														
	Ananda MF Asia Victory Monument		Ananda MF Asia Udomsuk two		Ananda MF Asia Thonglor Co., Ltd.		Ananda MF Asia Ramkhamhaeng		Ananda MF Asia Sena Nikhom		Ananda MF Asia Ratchaprarop Co., Ltd.		Ananda APAC Phrarang Two	
	2019	2018	2019	2018	2019	2018	2019	2018	2019	2018	2019	2018	2019	2018
Cash and cash equivalents	273	203	133	130	251	131	164	96	395	49	311	146	63	65
Other current assets	2,029	1,376	3,250	1,907	2,404	1,625	808	1,733	685	1,825	1,234	1,150	-	-
Non-current assets	24	32	32	39	22	38	9	24	11	24	2	15	1,083	948
Short-term loans from financial institutions	(572)	(572)	(494)	(493)	(635)	(634)	-	(339)	-	(380)	-	(392)	-	-
Current portion of long-term loans and interest payable to joint venturers	(538)	-	-	-	(638)	-	-	-	-	-	-	-	-	-
Current portion of long-term loan	(404)	-	(465)	-	-	-	-	-	-	-	(349)	-	-	-
Other current liabilities	(427)	(327)	(598)	(506)	(520)	(418)	(142)	(399)	(111)	(310)	(106)	(166)	-	(1)
Long-term loans from and interest payable to joint venturers - net of current portion	-	(363)	(1,116)	(375)	-	(219)	-	(367)	-	(638)	(533)	(312)	(521)	(347)
Long-term loans	-	-	-	-	(373)	(74)	-	(294)	-	-	-	-	-	-
Net assets	385	349	742	702	511	449	839	454	980	570	559	441	625	665
Shareholding percentage (%)	51	51	51	51	51	51	51	51	74	74	74	74	86.5	86.5
The Company's shareholding														
percentage in net assets	196	178	378	358	261	229	428	232	725	422	413	326	541	575
Elimination entries	(75)	(36)	(99)	(54)	(57)	(39)	(22)	(59)	(23)	(52)	(51)	(57)	3	-
Carrying amounts based on equity method in joint ventures	121	142	279	304	204	190	406	173	702	370	363	269	544	575

	(Unit: Million Baht)														
	Ananda MF Asia Wongwain Yai Co., Ltd.			Ananda APAC1 Co., Ltd.		Ananda MF Asia Wutthakat Co., Ltd.		Ananda MF Asia Suthisan Co., Ltd.		Ananda and Partners Saphankhwa One Co., Ltd.		AMH Rachada Co., Ltd.		AMH Sathom Co., Ltd.	
	2019	2018		2019	2018	2019	2018	2019	2018	2019	2018	2019	2018	2019	2018
Cash and cash equivalents	301	105		5	5	21	289	122	58	8	10	58	-	27	-
Current portion of long-term loans to and interest receivable from joint venturers	-	-		562	-	-	-	-	-	-	-	-	-	-	-
Other current assets	1,154	1,054		-	-	1,660	771	812	478	-	-	83	-	309	-
Non-current assets	10	16		262	625	16	10	7	5	1,184	1,088	1,321	-	667	-
Short-term loans from financial institutions	-	(338)		-	-	(320)	(321)	(241)	-	-	-	-	-	-	-
Current portion of long-term loans from and interest payable to joint venturers	(579)	(157)		(579)	-	-	-	-	-	-	-	-	-	-	-
Current portion of long-term loan	-	-		-	-	-	-	(320)	-	-	-	-	-	-	-
Other current liabilities	(205)	(192)		-	-	(202)	(86)	(107)	(60)	-	(1)	(161)	-	(138)	-
Long-term loans from and interest payable to joint venturers - net of current portion	-	-		-	(300)	(624)	(101)	-	(202)	(634)	(475)	(330)	-	(311)	-
Long-term loans	(12)	-		-	-	-	-	-	-	-	-	(669)	-	-	-
Net assets	669	488		250	330	551	562	273	279	558	622	302	-	554	-
Shareholding percentage (%)	51	51		56	56	51	51	51	51	60	60	51	-	51	-
The Company's shareholding percentage															
in net assets	341	249		140	185	281	287	139	142	335	373	154	-	283	-
Elimination entries	(38)	(32)		17	2	(39)	(14)	(22)	(12)	1	-	(14)	-	(46)	-
Carrying amounts based on equity method in joint ventures	303	217		157	187	241	273	117	130	336	373	140	-	237	-

(Unit: Million Baht)

	AMH Sukhumvit 59 Co., Ltd.			AMH Sukhumvit 8 Co., Ltd.			AMF Asia Bangkok Co., Ltd.			AMF Asia Samyan Co., Ltd.			AMH Pattaya Co., Ltd			Ananda SU Ltd.		
	2019	2018		2019	2018		2019	2018		2019	2018		2019	2018		2019	2018	
Cash and cash equivalents	89	-		37	-		385	-		394	-		671	-		10	-	
Other current assets	264	-		106	-		820	-		1,322	-		1,439	-		92	-	
Non-current assets	540	-		263	-		4	-		6	-		10	-		69	-	
Short-term loans from financial institutions	-	-		-	-		(420)	-		(740)	-		(831)	-		-	-	
Current portion of long-term loans from and interest payable to joint venturers	-	-		-	-		-	-		-	-		-	-		(148)	-	
Other current liabilities	(61)	-		(40)	-		(157)	-		(105)	-		(129)	-		(24)	-	
Long-term loans from and interest payable to joint venturers - net of current portion	(277)	-		(119)	-		(25)	-		(250)	-		(451)	-		-	-	
Long-term loans	-	-		(137)	-		-	-		-	-		-	-		-	-	
Net assets	555	-		110	-		607	-		627	-		709	-		(1)	16	
Shareholding percentage (%)	51	-		51	-		74	-		74	-		74	-		51	-	
The Company's shareholding percentage																		
in net assets	283	-		56	-		449	-		464	-		525	-		-	8	
Elimination entries	(81)	-		(2)	-		(52)	-		(32)	-		(45)	-		(5)	-	
Carrying amounts based on equity method in joint ventures	202	-		54	-		397	-		432	-		480	-		(5)	9	

Summarised statement of comprehensive income

(Unit: Million Baht)

	For the years ended 31 December													
	Ananda MF Asia Ratchathewi Co., Ltd.		Ananda MF Asia Asoke Co., Ltd.		Ananda MF Asia Samyan Co., Ltd.		Ananda MF Asia Chitlom Co., Ltd.		Ananda MF Asia Bangna Co., Ltd.		Ananda MF Asia Chongnonsi Co., Ltd.		Ananda MF Asia Taapoon Co., Ltd.	
	2019	2018	2019	2018	2019	2018	2019	2018	2019	2018	2019	2018	2019	2018
Revenue	345	1,249	561	4,246	1,671	6,776	428	2,044	1,047	1,813	1,151	1,406	292	503
Interest income	1	1	2	2	4	3	1	1	1	1	-	-	-	-
Interest expense	-	(15)	(16)	(76)	-	(28)	(1)	(24)	(2)	(40)	(82)	(34)	(28)	(34)
Income tax revenue/expense	(7)	(49)	(37)	(260)	(94)	(425)	(21)	(103)	(37)	(75)	(47)	(73)	(3)	(14)
Profit (loss) for the year	28	197	149	1,035	371	1,652	78	412	144	295	180	295	3	53
Other comprehensive income	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total comprehensive income	28	197	149	1,035	371	1,652	78	412	144	295	180	295	3	53

(Unit: Million Baht)

For the years ended 31 December														
Ananda MF Asia Thaphra Co., Ltd.			Ananda MF Asia Petchaburi Co., Ltd.		Ananda MF Asia Udomsuk Co., Ltd.		Ananda MF Asia Saphankhwa Co., Ltd.		Ananda APAC Bangchak Co., Ltd.		Ananda MF Asia Phraiam 9 Co., Ltd.		Ananda MF Asia Victory Monument Co., Ltd.	
2019	2018		2019	2018	2019	2018	2019	2018	2019	2018	2019	2018	2019	2018
Revenue	358	672	1,315	1,323	394	768	833	1,413	-	-	-	-	-	-
Interest income	1	-	1	1	1	-	1	-	-	14	-	1	1	1
Interest expense	(25)	(34)	(10)	(11)	(32)	(13)	(2)	(7)	-	(16)	-	-	-	-
Income tax revenue/expense	(7)	(16)	(67)	(66)	(13)	(35)	(38)	(80)	-	(2)	15	19	3	4
Profit (loss) for the year	28	54	257	262	50	140	149	318	-	148	(61)	(76)	(11)	(16)
Other comprehensive income	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total comprehensive income	28	54	257	262	50	140	149	318	-	148	(61)	(76)	(11)	(16)

(1) Change from joint venture to subsidiary in 2019

(Unit: Million Baht)

For the years ended 31 December

For the years ended 31 December											
Ananda MF Asia			Ananda MF Asia			Ananda MF Asia			Ananda MF Asia		
Udomsuk Two			Ramkhamhaeng			Sena Nikhom			Ratchaprarop		
Co., Ltd.			Co., Ltd.			Co., Ltd.			Co., Ltd.		
2019	2018		2019	2018		2019	2018		2019	2018	
Revenue	-	-	1,846	-	-	2,383	-	-	-	-	-
Interest income	-	-	1	1	1	1	1	1	24	17	1
Interest expense	-	-	(24)	-	-	(35)	-	(17)	(26)	(19)	-
Income tax revenue/expense	7	21	(87)	10	15	(101)	8	(24)	-	-	15
Profit (loss) for the year	(27)	(82)	(75)	(38)	(58)	385	(33)	95	(2)	(3)	(62)
Other comprehensive income	-	-	-	-	-	-	-	-	-	-	-
Total comprehensive income	(27)	(82)	(75)	(38)	(58)	385	(33)	95	(2)	(3)	(62)

(Unit: Million Baht)

(Unit: Million Baht)

For the years ended 31 December

	Ananda APAC1				Ananda MF Asia				Ananda MF Asia				Ananda and Partners				AMH Sukhumvit 59			
	Co., Ltd.		Wuthakat Co., Ltd.		Sutthisan Co., Ltd.		Saphankhwai One		Co., Ltd.		AMH Rachada		Co., Ltd.		AMH Sathorn Co., Ltd.		Co., Ltd.			
	2019	2018	2019	2018	2019	2018	2019	2018	2019	2018	2019	2018	2019	2018	2019	2018	2019	2018		
Revenue	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
Interest income	23	3	1	-	-	-	34	1	-	-	1	-	-	-	1	-	-	-		
Interest expense	(24)	(3)	-	-	-	-	(34)	(2)	-	-	-	-	-	-	-	-	-	-		
Income tax revenue/expense	-	5	5	9	3	5	-	-	3	-	4	-	-	-	(4)	-	-	-		
Profit (loss) for the year	(1)	(22)	(22)	(38)	(14)	(20)	(1)	(1)	(12)	-	(16)	-	-	-	(16)	-	-	-		
Other comprehensive income	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
Total comprehensive income	(1)	(22)	(22)	(38)	(14)	(20)	(1)	(1)	(12)	-	(16)	-	-	-	(16)	-	-	-		

(16) -

(Unit: Million Baht)

For the years ended 31 December

For the years ended 31 December												
	AMF Sukhumvit 8 Co., Ltd.		AMF Asia Bangphlat Co., Ltd.		AMF Asia Phra Khanong Co., Ltd.		AMF Asia Samyan Co., Ltd.		AMH Pataya Co., Ltd.		Ananda SU Ltd.	
	2019	2018	2019	2018	2019	2018	2019	2018	2019	2018	2019	2018
Revenue	-	-	-	-	-	-	-	-	-	-	-	-
Interest income	-	-	-	-	-	-	-	-	-	-	-	-
Interest expense	-	-	-	-	-	-	-	-	-	-	-	-
Income tax revenue/expense	1	-	4	-	3	-	6	-	-	-	-	-
Profit (loss) for the year	(4)	-	(17)	-	(13)	-	(22)	-	-	-	-	-
Other comprehensive income	-	-	-	-	-	-	-	-	-	-	-	-
Total comprehensive income	(4)	-	(17)	-	(13)	-	(22)	-	-	-	-	-

1

19.4 Long-term loans granted by financial institutions of jointly controlled entities

Details of long-term loans granted by financial institutions of the jointly controlled entities are presented as follows:

(Unit: Million Baht)

Long-term loan facilities		Loan facilities which have not yet been drawn down		Interest rate (% per annum)		Repayment schedule
2019	2018	2019	2018	2019	2018	
6,132	6,504	2,862	6,132	MLR - fixed rate and BIBOR 1M + fixed rate	MLR - fixed rate and BIBOR 1M + fixed rate	Payment of the interest at the end of each month and repayment of principal upon redemption of residential condominium unit in accordance with conditions in the agreements within 30 to 48 months and repayment of the principle every month in accordance with agreement within 144 months as from the first drawdown date/date of signing loan agreements

The long-term loans granted by financial institutions of the jointly controlled entities are secured by mortgages of land, leasehold right on land, and future construction thereon of the joint ventures, guarantees provided by the Company, a domestic company and two foreign companies as joint shareholders.

19.5 Changes in investments in joint ventures

19.5.1 Increase in capital of joint ventures

Ananda APAC Bangchak Co., Ltd.

On 28 January 2019, the Extraordinary General Meeting of the shareholders of Ananda APAC Bangchak Co., Ltd., a joint venture of the Company, approved the increase in its registered share capital by Baht 245.1 million of Baht 260.4 million to Baht 505.5 million through the issue of 2,450,950 ordinary shares with a par value of Baht 100 each, fully paid-up by another shareholder of joint venture. As a result, the Company's interest in this company decreased from 99% to 51% of its registered share capital as stipulated in the shareholders agreement. The joint venture registered the increase in the registered share capital with the Ministry of Commerce on 29 January 2019.

19.5.2 Sale of ordinary shares in subsidiaries and change of the status from subsidiaries to joint ventures and increase in capital

As described in Note 18.4.2 to the financial statements, subsequently those joint ventures have been registered their registered share capital, through the issuance of ordinary shares increase. The Company paid for the capital increase in proportion of its shareholding percentage as detailed below.

Joint ventures	Previous Share capital (Million Baht)	New Share capital (Million Baht)	No. of new shares issued (Shares)	Par value (Baht per share)	Paid-up capital (Baht per share)	The amount of capital in proportion (Million Baht)
AMH Ratchada Co., Ltd.	0.1	321.5	3,214,000 ⁽¹⁾	100	100	164
AMH Sathorn Co., Ltd.	0.1	575.0	5,749,000 ⁽¹⁾	100	100	293
AMH Sukhumvit 59 Co., Ltd.	0.1	575.0	5,749,000 ⁽²⁾	100	100	293
AMH Sukhumvit 8 Co., Ltd.	0.1	115.0	1,149,000 ⁽¹⁾	100	100	59
AMF Asia Bangphlat Co., Ltd.	0.1	625.0	6,249,000 ⁽³⁾	100	100	462
AMF Asia Phra Khanong Co., Ltd.	0.1	650.0	6,499,000 ⁽³⁾	100	100	481
AMF Asia Samyan Co., Ltd.	0.1	750.0	7,499,000 ⁽³⁾	100	100	555

⁽¹⁾ Registered the increase in share capital with the Ministry of Commerce on 29 January 2019.

⁽²⁾ Registered the increase in share capital with the Ministry of Commerce on 6 February 2019.

⁽³⁾ Registered the increase in share capital with the Ministry of Commerce on 25 December 2019.

20. Other long-term investments

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
Available-for-sale investments				
Equity securities - local	510,292	-	510,292	-
Changes in fair value of securities	(97,750)	-	(97,750)	-
Available-for-sale securities - net ⁽¹⁾	412,542	-	412,542	-
Other investments				
Investments in non-marketable equity securities - local	-	12,500	-	12,500
Investments in non-marketable equity securities - foreign	22,840	15,834	-	-
Total other investments	22,840	28,334	-	12,500
Total long-term investments	435,382	28,334	412,542	12,500

⁽¹⁾ Available-for-sale securities was measured at fair value using Level 1 input.

On 7 February 2019, the Company purchased 42.5 million ordinary shares of Dusit Thani Public Company Limited ("DTC"), or equivalent to 5% of the issued and paid-up shares, at a price of Baht 12 per share or a total of Baht 510 million in accordance with the resolution of the meeting of the Company's Board of Directors held on 4 February 2019. The Company has presented such investments under long-term investments as available-for-sale securities and adjusted to reflect its fair value as at 31 December 2019.

On 1 July 2019, the meeting of the Company's Board of Directors passed a resolution to sell 1 million ordinary shares of Lumpini Project Management Service Co., Ltd., at a price of Baht 12.5 per share or a total of Baht 12.5 million (presented under other investments as investments in non-marketable equity securities - local). The Company received the share payment in July 2019.

21. Investment properties

The net book value of investment properties as at 31 December 2019 and 2018 is presented below:

	(Unit: Thousand Baht)		
	Consolidated financial statements		Separate financial statements
	Land	Building/condominium units held for rent	Building/condominium units held for rent
As at 31 December 2019:			
Cost	135,739	548,940	684,679
Less: Accumulated depreciation	-	(90,491)	(90,491)
Less: Allowance for impairment	-	(18,342)	(18,342)
Net book value	135,739	440,107	575,846
As at 31 December 2018:			
Cost	99,100	456,760	555,860
Less: Accumulated depreciation	-	(73,031)	(73,031)
Less: Allowance for impairment	-	(18,342)	(18,342)
Net book value	99,100	365,387	464,487

A reconciliation of the net book value of investment properties for the years 2019 and 2018 is presented below.

	(Unit: Thousand Baht)			
	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
Net book value at beginning of year	464,487	356,098	179,091	162,944
Purchase subsidiary during the year - net book value as at purchase date	17,500	-	-	-
Transferred from real estate development cost	7,371	17,769	-	-
Transferred from property, buildings and equipment - net book value on transfer date	103,948	120,796	13,407	21,696
Transferred to property, buildings and equipment - net book value on transfer date	-	(13,850)	-	-
Depreciation charged during the year	(17,460)	(16,326)	(6,008)	(5,549)
Net book value at end of year	575,846	464,487	186,490	179,091

The fair value of the investment properties as at 31 December 2019 and 2018 is stated below:

	(Unit: Thousand Baht)			
	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
Land	223,765	142,660	-	-
Building/condominium units held for rent	1,241,988	1,054,905	549,100	531,000

The fair value of the above investment properties has been determined based on valuation performed by an accredited independent valuer. The fair value of the land has been determined based on market prices, while that of the building/condominium units held for rent has been determined using the income approach. Key assumptions used in the valuation include yield rate, inflation rate, long-term vacancy rate and long-term growth in real rental rates and market rental fee.

As at 31 December 2019 and 2018, a subsidiary has mortgaged land with net book value amounting to Baht 99 million as collateral against credit facilities obtained from a financial institutions.

22. Property, buildings and equipment

	(Unit: Thousand Baht)						
	Consolidated financial statements						Total
	Land and land improvements	Buildings, structure and building improvements	Equipment	Furniture, fixture and office equipment	Vehicles	Assets under installation and under construction	
Cost:							
1 January 2018	201,153	518,568	144,696	235,867	71,485	535	1,172,304
Additions	-	1,918	20,976	21,115	5,664	33,255	82,928
Transfers to investment properties	(99,100)	(39,905)	-	-	-	-	(139,005)
Transfers from investment properties	-	13,850	-	-	-	-	13,850
Disposals/write-offs	-	(520)	(2,880)	(639)	(9,288)	-	(13,327)
Transfers in (out)	-	21,841	1,326	629	-	(23,796)	-
31 December 2018	102,053	515,752	164,118	256,972	67,861	9,994	1,116,750
Additions	-	1,039	4,765	10,478	-	37,133	53,415
Transfers from investment properties	462,923	-	-	-	-	-	462,923
Transfers to investment properties	(49,310)	(113,333)	-	-	-	-	(162,643)
Sale of investments in subsidiaries	-	-	(35)	-	-	-	(35)
Disposals/write-offs	-	(305)	(6,476)	(1,625)	(2,142)	-	(10,548)
Transfers in (out)	-	24,502	-	18,273	-	(42,775)	-
31 December 2019	515,666	427,655	162,372	284,098	65,719	4,352	1,459,862

(Unit: Thousand Baht)

Consolidated financial statements

	Land and land improvements	Buildings, structure and building improvements	Equipment	Furniture, fixture and office equipment	Vehicles	Assets under installation and under construction	Total
Accumulated depreciation:							
1 January 2018	-	118,969	60,743	116,354	46,440	-	342,506
Depreciation for the year	-	32,905	20,423	37,738	7,512	-	98,578
Depreciation on disposals/write-offs	-	(428)	(1,319)	(321)	(4,342)	-	(6,410)
Depreciation on transfers to investment properties	-	(1,932)	-	-	-	-	(1,932)
31 December 2018	-	149,514	79,847	153,771	49,610	-	432,742
Depreciation for the year	-	34,145	21,666	39,369	6,787	-	101,967
Depreciation on disposals/write-offs	-	(43)	(2,892)	(1,162)	(2,142)	-	(6,239)
Depreciation on transfers to investment properties	-	(58,695)	-	-	-	-	(58,695)
Depreciation on sale of investments in subsidiaries	-	-	(14)	-	-	-	(14)
31 December 2019	-	124,921	98,607	191,978	54,255	-	469,761
Allowance for impairment:							
1 January 2018	-	16,276	-	-	-	-	16,276
Transfer to investment properties	-	(16,276)	-	-	-	-	(16,276)
31 December 2018	-	-	-	-	-	-	-
Transfer from investment properties	10,713	-	-	-	-	-	10,713
Additions for the year	-	-	268	-	-	-	268
31 December 2019	10,713	-	268	-	-	-	10,981
Net book value:							
31 December 2018	102,053	366,238	84,271	103,201	18,251	9,994	684,008
31 December 2019	504,953	302,734	63,497	92,120	11,464	4,352	979,120
Depreciation charged for the year:							
2018 (Baht 28 million included in cost of services, and the balance in administrative expenses)							98,578
2019 (Baht 28 million included in cost of services, and the balance in administrative expenses)							101,967

(Unit: Thousand Baht)

Separate financial statements

	Land and land improvements	Buildings, structure and building improvements	Equipment	Furniture, fixture and office equipment	Vehicles	Assets under installation and under construction	Total
Cost:							
1 January 2018	65,413	338,792	4,318	174,243	68,922	535	652,223
Additions	-	313	-	6,161	5,167	10,279	21,920
Transfer to investment properties	-	(39,905)	-	-	-	-	(39,905)
Disposals/write-offs	-	(413)	-	(179)	(9,287)	-	(9,879)
Transfers in (out)	-	546	212	63	-	(821)	-
31 December 2018	65,413	299,333	4,530	180,288	64,802	9,993	624,359
Additions	-	-	-	4,779	-	36,429	41,208
Transfer to investment properties	(12,670)	(855)	-	-	-	-	(13,525)
Disposals/write-offs	-	(305)	(430)	(1,035)	(2,142)	-	(3,912)
Transfers in (out)	-	23,797	-	18,273	-	(42,070)	-
31 December 2019	52,743	321,970	4,100	202,305	62,660	4,352	648,130

(Unit: Thousand Baht)

Separate financial statements

	Land and land improvements	Buildings, structure and building improvements	Equipment	Furniture, fixture and office equipment	Vehicles	Assets under installation and under construction	Total
Accumulated depreciation:							
1 January 2018	-	57,423	2,123	85,162	43,876	-	188,584
Depreciation for the year	-	22,077	739	27,804	7,438	-	58,058
Depreciation on disposals/write-offs	-	(413)	-	(120)	(4,342)	-	(4,875)
Depreciation on transfers to investment properties	-	(1,932)	-	-	-	-	(1,932)
31 December 2018	-	77,155	2,862	112,846	46,972	-	239,835
Depreciation for the year	-	22,889	576	28,078	6,688	-	58,231
Depreciation on disposals/write-offs	-	(43)	(343)	(820)	(2,142)	-	(3,348)
Depreciation on transfers to investment properties	-	(118)	-	-	-	-	(118)
31 December 2019	-	99,883	3,095	140,104	51,518	-	294,600
Allowance for impairment:							
1 January 2018	-	16,276	-	-	-	-	16,276
Transfers to investment properties	-	(16,276)	-	-	-	-	(16,276)
31 December 2018	-	-	-	-	-	-	-
31 December 2019	-	-	-	-	-	-	-
Net book value:							
31 December 2018	65,413	222,178	1,668	67,442	17,830	9,993	384,524
31 December 2019	52,743	222,087	1,005	62,201	11,142	4,352	353,530
Depreciation charged for the year (as included in administrative expenses in the statements of comprehensive income):							
2018							58,058
2019							58,231

As at 31 December 2019, the Group had equipment under finance lease agreements with net book value amounting to Baht 13 million (2018: Baht 22 million) (the Company only: Baht 9 million, 2018: Baht 21 million).

As at 31 December 2019, certain items of buildings and equipment were fully depreciated but are still in use. The gross carrying amount before deducting accumulated depreciation of those assets amounted to approximately Baht 147 million (2018: Baht 130 million) (the Company only: Baht 93 million, 2018: Baht 82 million).

Two subsidiaries have entered into land lease agreements with a company. The proprietary rights over all structures on the land with a net book value as of 31 December 2019 and 2018 amounting to Baht 40 million are to be transferred to the lessor at the end of the contract (September 2035 and December 2036).

23. Intangible assets

The net book value of intangible assets as at 31 December 2019 and 2018 is presented below.

(Unit: Thousand Baht)

	Consolidated financial statements				Separate financial statements			
	Computer software and database	Deferred franchise fee	Assets under installation	Total	Computer software	Deferred franchise fee	Assets under installation	Total
Cost								
As at 1 January 2018	248,925	467	47,993	297,385	229,042	466	44,973	274,481
Additions	26,584	-	80,067	106,651	4,241	-	52,728	56,969
Transfers in (out)	50,097	-	(50,097)	-	34,004	-	(34,004)	-
Disposals/write-off	-	(467)	-	(467)	-	(466)	-	(466)
As at 31 December 2018	325,606	-	77,963	403,569	267,287	-	63,697	330,984
Additions	20,279	-	175,515	195,794	5,355	-	163,732	169,087
Transfers in (out)	115,203	-	(115,203)	-	107,950	-	(107,950)	-
Disposals/write-off	-	-	(396)	(396)	-	-	-	-
As at 31 December 2019	461,088	-	137,879	598,967	380,592	-	119,479	500,071
Accumulated amortisation								
As at 1 January 2018	78,019	251	-	78,270	70,845	250	-	71,095
Amortisation	28,217	13	-	28,230	24,192	13	-	24,205
Amortised on disposals/write-off	-	(264)	-	(264)	-	(263)	-	(263)
As at 31 December 2018	106,236	-	-	106,236	95,037	-	-	95,037
Amortised on disposals/write-off	36,102	-	-	36,102	28,686	-	-	28,686
As at 31 December 2019	142,338	-	-	142,338	123,723	-	-	123,723
Allowance for impairment								
As at 1 January 2018	9,463	-	-	9,463	9,463	-	-	9,463
As at 31 December 2018	9,463	-	-	9,463	9,463	-	-	9,463
As at 31 December 2019	9,463	-	-	9,463	9,463	-	-	9,463
Net book value								
As at 31 December 2018	209,907	-	77,963	287,870	162,787	-	63,697	226,484
As at 31 December 2019	309,287	-	137,879	447,166	247,406	-	119,479	366,885

24. Leasehold rights

(Unit: Thousand Baht)

Project	Remaining periods of amortisations (years)	Consolidated financial statements			
		Cost			
		1 January 2019	Increase (decrease)	Sale of investments in subsidiaries	31 December 2019
Somerset Rama 9 Bangkok	30	484,613	109	(484,722)	-
Ascott Embassy Sathorn Bangkok	30	101,717	29	(101,746)	-
Ascott Thonglor Bangkok	30	91,777	(247)	(91,530)	-
Lyf Sukhumvit 8 Bangkok	30	35,734	17	(35,751)	-
Somerset Blue Coast Pattaya	30	4,148	53,094	(57,242)	-
		717,989	53,002	(770,991)	-

25. Short-term loans from financial institutions

(Unit: Thousand Baht)

	Interest rate (% per annum)	Consolidated financial statements		Separate financial statements	
		2019	2018	2019	2018
Promissory notes	MMR, MLR - fixed rate and fixed rate	6,268,169	4,996,011	320,000	700,000
Short-term loans	MLR - fixed rate and fixed rate	-	683,360	-	200,000
Total		6,268,169	5,679,371	320,000	900,000
Less: Deferred financial fees		(5,342)	(7,597)	-	-
Net		6,262,827	5,671,774	320,000	900,000

Promissory note facilities and short-term loan facilities of the Group is mostly secured by the mortgage of land and future construction thereon of the Group, and guarantee by the Company, and other facilities are unsecured. Therefore, the Group has to comply with covenants relating to various matters stipulated in the facility agreements such as capital reduction and the maintenance of debt to equity ratio. As at 31 December 2019, the loans are due from January 2020 to March 2020 (2018: Due from January 2019 to June 2019).

The Group has short-term loan facilities which have not yet been drawn down as follows:

(Unit: Million Baht)

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
Promissory note facilities which have not yet been drawn down	3,399	5,773	2,966	5,274
Short-term loan facilities which have not yet been drawn down	400	200	400	200
Overdraft facilities which have not yet been drawn down	20	10	-	-

26. Trade and other payables

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2019	2018	2019	2018
Trade payables - related parties	124,904	217	152,115	61,861
Trade payables - unrelated parties	675,244	834,837	263,286	471,788
Other payables - related parties	1,490	3,125	10,761	10,669
Other payables - unrelated parties	178,677	223,140	111,684	79,803
Accrued expenses - related parties	9,649	9,125	-	-
Accrued expenses - unrelated parties	530,773	665,751	432,073	491,944
Total trade and other payables	1,520,737	1,736,195	969,919	1,116,065

27. Long-term debentures

Details of approval to issue the debenture of the Company are as follows:

Approved by	The Annual General Meeting of the Company's shareholders held on 9 April 2015, 27 April 2017, 26 April 2018 and 25 April 2019
Amount	Up to maximum of Baht 35,000 million
Term	Specified at the time of each issue
Type	Unsubordinated secured and/or unsecured, with and/or without debenture holder representation
Method of issuance	To be offer to public and/or international institutional inventors and/or high net worth investors and/or specific investors without debenture holder representation

As at 31 December 2019, the Company has unissued debentures under the above mentioned approval totaling Baht 15,700 million (2018: Baht 8,500 million).

The outstanding balance of debentures as at 31 December 2019 and 2018 are detailed below.

Debentures	Issue date	Maturity date	Term (years)	Interest rate (% per annum)	Interest payment	(Unit: Thousand Baht)	
						Consolidated and Separate	
						financial statements	
						2019	2018
1	6 October 2016	6 October 2019	3	3.50	every 3 months	-	500,000
2	6 October 2016	6 October 2021	5	4.00	every 3 months	1,500,000	1,500,000
3	5 April 2017	5 April 2020	3	3.95	every 3 months	3,000,000	3,000,000
4	30 May 2017	30 May 2020	3	3.80	every 6 months	1,000,000	1,000,000
5	6 October 2017	6 October 2020	3	3.50	every 3 months	2,000,000	2,000,000
6	28 February 2018	6 October 2019	1 year 7 months 6 days	2.95	every 3 months	-	1,000,000
7	28 February 2018	28 February 2022	4	3.95	every 3 months	2,500,000	2,500,000
8	29 March 2019	29 March 2022	3	4.10	every 6 months	550,000	-
9	4 April 2019	4 April 2021	2	3.80	every 3 months	1,407,600	-
10	4 April 2019	4 April 2023	4	4.50	every 3 months	2,592,400	-
11	13 June 2019	13 June 2023	4	4.45	every 6 months	500,000	-
12	16 August 2019	6 October 2021	2 years 1 month 20 days	3.80	every 3 months	2,500,000	-
13	16 August 2019	16 August 2022	3	3.95	every 3 months	250,000	-
Total						17,800,000	11,500,000
Less: Deferred cost of issuing debentures						(41,710)	(20,004)
Long-term debentures - net						17,758,290	11,479,996
Less: Current portion						(5,997,053)	(1,497,923)
Long-term debentures - net of current portion						11,761,237	9,982,073

Movement of the long-term debentures account during the year ended 31 December 2019 are summarised below.

	(Unit: Thousand Baht)	
	Consolidated and Separate	
	financial statements	
Balance as at 1 January 2019	11,479,996	
Add: Issuance of debentures	7,800,000	
Amortisation of cost of issuing debentures	20,572	
Less: Repayment	(1,500,000)	
Cost of issuing debentures	(42,278)	
Balance as at 31 December 2019	17,758,290	

In issuing these debentures, the Company incurred costs which were recorded as a deduction against the value of the debentures. The Company amortises these issue costs over the term of the debentures, to increase the value of the debentures.

Under rights and responsibilities of debenture issuer, the Company is required to comply with certain covenants and restrictions, which include the maintenance of a debt to equity ratio per the consolidated financial statements of not more than 2.5:1 throughout the tenor of the debentures. Debt is defined as net financial debt and consists of the interest-bearing debt of the debenture issuer, including financial obligations on which interest is payable and the interest-carrying portion of any debt that may arise as a result of the debenture issuer's provision of guarantees, aval or the creation of obligations of a similar nature to any other individual or juristic person that is not a subsidiary of the debenture issuer, minus cash and/or cash equivalents.

28. Long-term loans

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2019	2018	2019	2018
Baht loans	1,892,965	1,249,404	500,000	24,339
Less: Deferred financial fees	(5,658)	(5,613)	(1,216)	(9)
Total	1,887,307	1,243,791	498,784	24,330
Less: Current portion	(754,306)	(411,992)	-	-
Long-term loans - net of current portion	1,133,001	831,799	498,784	24,330

Movement of the long-term loans account during the year ended 31 December 2019 are summarised below.

	(Unit: Thousand Baht)	
	Consolidated	Separate
	financial statements	financial statements
Balance as at 1 January 2019	1,243,791	24,330
Add: Additional borrowings	1,315,661	500,000
Transfer from short-term loans as specified in contract	483,360	-
Amortisation of financial fees	4,637	43
Less: Repayment for borrowing	(1,054,459)	(24,339)
Payment for financial fees	(4,360)	(1,250)
Sale of investment in subsidiaries	(98,629)	-
Transfer of current assets to financial fees	(2,694)	-
Balance as at 31 December 2019	1,887,307	498,784

Long-term loans of the Group is subject to interest at the rates of MLR - fixed rate, BIBOR 1M + fixed rate, and fixed rate, payable at the end of each month. Principal is payable upon redemption of the mortgage of residential condominium units of the project at a rate equal to the selling price per the condominium sales agreement and payment is to be completed between 2020 and 2025 (2018: between 2019 and 2023). The loans of the Group is secured by the mortgage of land and construction in progress of the Group, and guarantees provided by the Company.

The loan agreements contain several covenants and restrictions imposed by the lenders regarding changes in the Board of Directors of the subsidiaries, mergers or combinations with any other companies, reductions of share capital, financial transactions other than those in the normal course of business and the Interest Bearing Debts-to-Equity Ratios are not more than 2.0:1 - 2.5:1, among others.

As at 31 December 2019, the loan facilities of the Group which has not yet been drawn down amounting to Baht 1,797 million (2018: Baht 3,511 million) (the Company only: Nil, 2018: Baht 774 million).

29. Provisions

	(Unit: Thousand Baht)					
	Consolidated financial statements					Long-term provisions
	Short-term provisions					
	Provisions for fee from recommendation of new customers and reward for repurchase	Provisions for maintenance of housing and condominium units	Provision for public utility maintenance and other	Compensation for housing estate juristic persons	Total	Provision for decommissioning costs
Balance as at 1 January 2018	117,158	42,937	23,682	18,263	202,040	33,929
Increase during the year	55,142	39,853	11,489	5,339	111,823	2,051
Utilised	(32,759)	(9,706)	(2,328)	-	(44,793)	-
Reversal of provisions	(24,974)	(6,742)	-	-	(31,716)	-
Balance as at 31 December 2018	114,567	66,342	32,843	23,602	237,354	35,980
Increase during the year	59,542	32,849	46,073	3,952	142,416	2,052
Addition from acquisition of subsidiary	-	2,570	-	-	2,570	-
Utilised	(37,581)	(7,295)	(41,453)	-	(86,329)	-
Reversal of provisions	(38,987)	(28,543)	(3,093)	-	(70,623)	-
Balance as at 31 December 2019	97,541	65,923	34,370	27,554	225,388	38,032

(Unit: Thousand Baht)

	Separate financial statements					Long-term provisions
	Short-term provisions					
	Provisions for fee from recommendation of new customers and reward for repurchase	Provisions for maintenance of housing and condominium units	Provision for public utility maintenance and other	Compensation for housing estate juristic persons	Total	Provision for decommissioning costs
Balance as at 1 January 2018	117,158	16,398	18,930	3,752	156,238	30,609
Increase during the year	55,142	11,851	9,830	4,876	81,699	1,811
Utilised	(32,759)	(4,759)	(1,953)	-	(39,471)	-
Reversal of provisions	(24,974)	(1,307)	-	-	(26,281)	-
Balance as at 31 December 2018	114,567	22,183	26,807	8,628	172,185	32,420
Increase during the year	59,542	15,531	11,276	3,350	89,699	1,812
Utilised	(37,581)	(369)	(9,856)	-	(47,806)	-
Reversal of provisions	(38,987)	(24,136)	(3,093)	-	(66,216)	-
Balance as at 31 December 2019	97,541	13,209	25,134	11,978	147,862	34,232

Decommissioning

The Group recognised a provision for decommissioning costs as the Group were committed to decommission the building improvement.

30. Other current liabilities

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
Property tax and local maintenance fee	4,462	16,394	-	-
Withholding tax and VAT payable	75,428	111,533	46,855	75,429
Others	29,108	24,466	21,075	16,411
Total	108,998	152,393	67,930	91,840

31. Provision for long-term employee benefits

Provision for long-term employee benefits, which represents compensation payable to employees after they retire and other long-term benefits were as follows:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
Provision for long-term employee benefits at beginning of year	118,193	86,414	90,253	64,360
Included in profit or loss:				
Current service cost	26,459	21,724	16,263	15,236
Interest cost	2,881	1,947	2,177	1,446
Past service costs and gains or losses on settlement	-	12,474	-	10,124
Actuarial loss (gain) of other long-term benefits arising from:				
Financial assumptions changes	863	(481)	466	(277)
Experience adjustments	-	(288)	-	169
Included in other comprehensive income:				
Actuarial loss (gain) arising from:				
Financial assumptions changes	13,762	(746)	9,675	(597)
Experience adjustments	-	3,762	-	2,208
Benefits paid during the year	(6,126)	(6,613)	(1,647)	(2,416)
Provision for long-term employee benefits at end of year	156,032	118,193	117,187	90,253

On 5 April 2019, the Labor Protection Act (No. 7) B.E. 2562 was announced in the Royal Gazette. This stipulates additional legal severance pay rates for employees who have worked for an uninterrupted period of twenty years or more, with such employees entitled to receive not less than 400 days' compensation at the latest wage rate. The law was effective from 5 May 2019 onwards. This change is considered a post-employment benefits plan amendment. In this regard, the Group has complied with the Act before the date of publication in the Royal Gazette which has been effective to the employees of the group since 17 December 2018. Therefore, the Group reflected the effect of the change by recognising past service costs as expenses in the profit or loss for the year ended 31 December 2018.

The Group expects to pay Baht 13 million of long-term employee benefits during the next year (2018: Baht 3 million) (the Company only: Baht 12 million 2018: Baht 2 million).

As at 31 December 2019, the weighted average duration of the liabilities for long-term employee benefit of the Group is 11 years (2018: 12 years) (the Company only: 11 years, 2018: 12 years).

Significant actuarial assumptions are summarised below:

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
Discount rate	1.2% - 2.5%	1.8% - 4.3%	1.2% - 2.5%	1.8% - 4.3%
Salary increase rate	5% - 8%	5% - 8%	5% - 8%	5% - 8%
Turnover rate	0% - 30%	0% - 30%	0% - 30%	0% - 30%
Gold price per 1 Baht weight (Baht)	21,700	20,050	21,700	20,050

The results of sensitivity analysis for significant assumptions that affect the present value of the long-term employee benefit obligation as at 31 December 2019 and 2018 are summarised below:

	As at 31 December 2019			
	Consolidated financial statements		Separate financial statements	
	Increase 1%	Decrease 1%	Increase 1%	Decrease 1%
Discount rate	(13)	15	(9)	10
Salary increase rate	15	(14)	11	(10)
	Increase 20%	Decrease 20%	Increase 20%	Decrease 20%
Turnover rate	(16)	23	(11)	15
Gold price	2	(2)	1	(1)

	As at 31 December 2018			
	Consolidated financial statements		Separate financial statements	
	Increase 1%	Decrease 1%	Increase 1%	Decrease 1%
Discount rate	(9)	10	(6)	7
Salary increase rate	9	(8)	7	(6)
	Increase 20%	Decrease 20%	Increase 20%	Decrease 20%
Turnover rate	(9)	12	(6)	8
Gold price	2	(2)	1	(1)

32. Subordinated perpetual debentures

The Company issued subordinated perpetual debentures ("Debenture") as follows:

Approved by	The Extraordinary General Meeting of the Company's shareholders held on 16 August 2013 and the Annual General Meeting of the Company's shareholders held on 9 April 2015 and 25 April 2019
Amount	Up to a maximum of Baht 12,000 million or the equivalent in any other currencies
Type	Subordinated or unsubordinated, secured or unsecured, with and/or without security holder's representation, have or not have fixed redemption date
Method of issuance	To be offered in foreign countries or in Thailand, to the public and/or institutional investors and/or specific investors

As at 31 December 2019, the Company has unissued subordinated perpetual debentures under the above mentioned approval totaling Baht 6,000 million (2018: Baht 1,523 million).

The outstanding balance of subordinated perpetual debentures as at 31 December 2019 and 2018 are detailed below.

Subordinated perpetual debentures	Issued date	Interest rate (% per annum)	(Unit: Thousand Baht)		
			Consolidated and Separate financial statements		Cost of issuing debentures ⁽¹⁾
			2019	2018	
No. 1/2015	19 August 2015	1 - 5 years: 9.00% per annum 6 - 25 years: 5-year government bond yields + 6.88% per annum 26 - 50 years: 5-year government bond yields + 7.63% per annum 51 years onwards: 5-year government bond yields + 8.13% per annum The 5-year government bond yields will be adjusted every 5-years.	1,000,000	1,000,000	40,844
No. 1/2016	12 May 2016	1 - 5 years: 8.50% per annum 6 - 25 years: 5-year government bond yields + 7.26% per annum 26 years onwards: 5-year government bond yields + 8.01% per annum The 5-year government bond yields will be adjusted every 5-years.	1,000,000	1,000,000	9,962
No.1/2017	23 February 2017	1 - 5 years: 8.00% per annum 6 - 25 years: 5-year government bond yields + 6.07% per annum 26 years onwards: 5-year government bond yields + 6.82% per annum The 5-year government bond yields will be adjusted every 5-years	770,000	770,000	7,034

Subordinated perpetual debentures	Issued date	Interest rate (% per annum)	(Unit: Thousand Baht)		
			Consolidated and Separate financial statements		Cost of issuing debentures ⁽¹⁾
			2019	2018	
No. 2/2017	16 March 2017	1 - 5 years: 8.00% per annum 6 - 25 years: 5-year government bond yields + 6.07% per annum 26 years onwards: 5-year government bond yields + 6.82% per annum The 5-year government bond yields will be adjusted every 5-years	230,000	230,000	2,060
No. 1/2018 (Tranche 1)	26 September 2018	1 - 5 years: 8.50% per annum 6 - 25 years: 5-year government bond yields + 6.43% per annum 26 years onwards: 5-year government bond yields + 7.18% per annum The 5-years government bond yields will be adjusted every 5-years	1,500,000	1,500,000	15,229
No. 1/2018 (Tranche 2)	5 October 2018	1 - 5 years: 8.50% per annum 6 - 25 years: 5-year government bond yields + 6.43% per annum 26 years onwards: 5-year government bond yields + 7.18% per annum The 5-years government bond yields will be adjusted every 5-years	500,000	500,000	5,079
No. 1/2019	29 March 2019	1 - 5 years: 8.50% per annum 6 - 25 years: 5-year government bond yields + 6.55% per annum 26 years onwards: 5-year government bond yields + 7.30% per annum The 5-years government bond yields will be adjusted every 5-years	1,000,000	-	10,006
Total			6,000,000	5,000,000	

⁽¹⁾ Costs related to the issuance of subordinated perpetual debentures were costs after tax benefits which were recorded to offset with ordinary share premium.

Movement of the subordinated perpetual debentures account during the year ended 31 December 2019 are summarised below.

	(Unit: Thousand Baht)
	Consolidated and Separate financial statements
Balance as at 1 January 2019	5,000,000
Add: Issuing debenture	1,000,000
Balance as at 31 December 2019	6,000,000

During the year ended 31 December 2019 and 2018, the Company paid out interest for subordinated perpetual debentures (net of income tax) amounting to Baht 391 million and Baht 229 million, respectively. These were presented under "Dividend paid for subordinated perpetual debentures - net of income tax" in the statement of changes in shareholders' equity.

The debentures were registered subordinated perpetual debentures, unsecured and inconvertible, with debentureholders' representative. The Company will repay the whole amount of principal when the Company goes out of business, or uses the right to recall the debenture before maturity date from the fifth years onwards, or in compliance with the conditions set in the terms of rights of debentures. The interest is to be paid quarterly. The Company is entitled to accumulate interest and defer the payment of interest to any day based on the Company's discretion. In case that the Company defers the payment of interest, the Company must not declare or pay any dividend, or pay interest or distribute assets to the holders of securities of the Company who have equal or less legal position than the debenture, and the Company cannot recall, decrease, cancel and purchase or repurchase the Company's securities that have equal or less legal position than the debentures, if receiving return on executing these transactions.

33. Statutory reserve

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

34. Expenses by nature

Significant expenses classified by nature are as follows:

	(Unit: Thousand Baht)			
	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
Costs of land and payments of construction costs during the year	8,554,455	9,206,265	704,536	1,866,569
Changes in land and constructions in progress	(3,331,915)	(3,983,726)	465,537	459,447
Salaries, wages and other employee benefits	1,367,535	1,982,841	962,775	1,107,992
Depreciation and amortisation	131,264	143,133	92,925	87,812
Advertising expenses	462,582	354,089	362,336	263,571
Professional and consultant fees	219,622	286,909	147,278	134,638
Transferred fee	32,070	39,531	5,562	16,579
Special business tax	166,701	195,103	52,353	104,756
Commission fee	212,180	475,427	120,616	284,805
Rental expenses	215,743	207,653	174,973	169,500
Outsourcing expenses	145,672	141,774	86,401	78,191
Loss from decrease in real estate development cost (reversal)	(186,237)	173,214	(14,148)	(5,855)
Loss for impairment of short-term loans and other assets (reversal)	161,454	-	(108,451)	195,100
Loss for impairment of investments in subsidiaries	-	-	42,286	-

35. Income tax

Income tax expenses for the years ended 31 December 2019 and 2018 are made up as follows:

	(Unit: Thousand Baht)			
	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
Current income tax:				
Current income tax charge	32,473	148,474	-	66,258
Deferred tax:				
Relating to origination and reversal of temporary differences	(74,297)	(52,989)	(51,230)	(3,030)
Amortisation of income tax liability on acquisition of an entity	(474)	(474)	-	-
Tax expenses (income) reported in profit or loss	(42,298)	95,011	(51,230)	63,228

The amounts of income tax relating to each component of other comprehensive income and shareholders' equity for the years ended 31 December 2019 and 2018 are as follows:

	(Unit: Thousand Baht)			
	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
Deferred tax on loss from the change in value of available-for-sale investments	19,550	-	19,550	-
Deferred tax relating to actuarial loss	2,753	603	1,935	322
Deferred tax relating to dividend paid for subordinated perpetual debentures	97,948	57,357	97,948	57,357
Deferred tax relating to cost of issuing subordinated perpetual debentures	2,501	5,077	2,501	5,077

The reconciliation between accounting profit and tax expenses (income) is shown below.

	(Unit: Thousand Baht)			
	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
Accounting profit before tax	810,507	2,492,527	1,407,942	607,938
Applicable tax rate (%)	20	20	20	20
Accounting profit before tax multiplied by income tax rate	162,101	498,505	281,588	121,588
Effects of:				
Promotional privileges (Note 36)	-	(604)	-	-
Non-deductible expenses	10,698	4,824	8,256	4,752
Tax exempted income (expenses)	(238,380)	(475,096)	(326,035)	(112,251)
Additional expenses deductible allowed	(2,117)	(13)	(2,117)	-
Items treated as income under Revenue Code	9	6,080	9	193
Unused tax losses which may not be utilised	15,392	3,092	-	-
Temporary differences which may not be utilised	3,968	44,770	(13,233)	46,326
Others	6,031	13,453	302	2,620
Total	(204,399)	(403,494)	(332,818)	(58,360)
Income tax expenses (income) reported in profit or loss	(42,298)	95,011	(51,230)	63,228

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

	(Unit: Thousand Baht)			
	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
Deferred tax assets				
Allowance for doubtful accounts	2,768	2,768	898	898
Reduction of real estate development costs to net realisable value	3,981	6,651	3,981	6,811
Loss from the change in value of available-for-sale investments	19,550	-	19,550	-
Provision for impairment loss of assets	3,962	3,858	3,802	3,858
Advance payment for project management fee	5,976	4,040	-	-
Accrued rental expenses	1,430	1,638	-	-
Project management payable	24,822	-	24,981	-
Provision for long-term employee benefits	29,103	23,567	23,269	18,051
Provisions expenses	44,494	50,174	32,409	38,698
Unused tax losses	164,702	43,263	137,493	-
Borrowing costs of project	25,371	9,487	-	-
Total	326,159	145,446	246,383	68,316

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2019	2018	2019	2018
Deferred tax liabilities				
Cost to obtain contracts with customers	2,212	-	60	-
Prepaid bank fees	8,342	3,585	8,342	3,585
Accumulated amortisation - building and equipment	1,276	1,058	1,144	1,058
Advance received from customers	4,192	-	-	-
Income tax liability on acquisition of an entity	6,784	7,281	-	-
Dividend paid for subordinated perpetual debentures	-	2,469	-	2,469
Total	22,806	14,393	9,546	7,112
Deferred tax assets (liabilities) - net	303,353	131,053	236,837	61,204
Transaction in statements of financial position				
Deferred tax assets	315,531	138,334	236,837	61,204
Deferred tax liabilities	(12,178)	(7,281)	-	-
Deferred tax assets (liabilities) - net	303,353	131,053	236,837	61,204

Income tax liability on acquisition of an entity has been calculated from the difference between the fair value and the carrying value of inventories and intangible assets as at the combination date. The Company amortises this liability in accordance with amortisation of the fair value of inventories and intangible assets based on the numbers of condominium units sold and transferred.

As at 31 December 2019, the Group has deductible temporary differences and unused tax losses totaling Baht 578 million (2018: Baht 304 million) (the Company only: Baht 103 million 2018: Baht 248 million). No deferred tax assets have been recognised on these amounts as the Company considers that the temporary differences may not be utilised in the future and the subsidiaries believe that their future taxable profits may not be sufficient to allow utilisation of the temporary differences and unused tax losses.

Details of expiry date of unused tax losses are summarised as below:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2019	2018	2019	2018
31 December 2019	-	12,223	-	-
31 December 2020	28	46,446	-	-
31 December 2021	70,749	80,274	-	-
31 December 2022	18,567	25,997	-	-
31 December 2023	15,485	18,595	-	-
31 December 2024	54,149	-	-	-
	158,978	183,535	-	-

36. Promotional privileges

A subsidiary has received promotional privileges from the Board of Investment for developing residential projects for low or middle-income people, pursuant to the investment promotion certificate No. 58-2491-0-00-1 issued on 16 February 2016. Subject to certain imposed conditions, the privileges include an exemption from corporate income tax for a period 5 years from the date the promoted operations begin generating revenues (29 April 2016). If losses were incurred during the corporate income tax exemption period, the losses can be carried forward to be utilised as a deduction against taxable income for up to 5 years after the expiry of the tax exemption period.

During the year 2018, the subsidiary's taxable revenue from promoted operations amounted to Baht 32 million (2019: Nil).

37. Earnings per share

Basic earnings per share is calculated by dividing profit for the year attributable to equity holders of the Company (excluding other comprehensive income) less cumulative coupon payment on subordinated perpetual debenture by the weighted average number of ordinary shares in issue during the year.

Basic earnings per share for the years ended 31 December 2019 and 2018 are as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2019	2018	2019	2018
Profit attributable to shareholders of the parent company	704,658	2,419,427	1,459,172	544,710
Less: Cumulative coupon payment subordinated perpetual debentures	(391,792)	(239,304)	(391,792)	(239,304)
Profit used in calculations of earnings per share	312,866	2,180,123	1,067,380	305,406
Weighted average number of ordinary shares outstanding (Thousand shares)	3,333,000	3,333,000	3,333,000	3,333,000
Basic earnings per share (Baht)	0.09	0.65	0.32	0.09

38. 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.

For management purposes, the Group and joint ventures are organised into business units based on its products and services. The Group and joint ventures have reportable segments as follows:

- The real estate development segment, which develops all types of real estate projects.
- The management of real estate development project segment, which provides management service for real estate projects.
- The construction service segment.
- Other segments, which include services relating to car racetrack, real estate brokerage, sale of food and beverages, sport club member service, among other things.

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

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. However, the Group's and joint ventures' financing activities, which give rise to finance cost and finance income, and income taxes are managed on a Group basis. Therefore these income and expenses are not allocated to operating segments.

The basis of accounting for any transactions between reportable segments is consistent with that for third party transactions.

The following tables present revenue and profit and total assets/total liabilities information regarding the Group's and joint ventures' operating segments for the years ended 31 December 2019 and 2018, respectively.

	For the year ended 31 December 2019						(Unit: Million Baht)	
	Real estate segment			Management of real estate development projects segment				
	Group	Joint ventures	Total	Construction segment	Other segments	Total reportable segments	Adjustments and eliminations	Consolidated
Revenues								
Revenue from external customers	4,847	15,173	20,020	1,490	337	23,656	(15,173)	8,483
Inter-segment revenue	-	-	-	322	70	538	(538)	-
Total revenues	4,847	15,173	20,020	1,812	407	24,194	(15,711)	8,483
Results								
Segment profit	289	2,964	3,253	(299)	81	3,849	(3,002)	847
Interest income								337
Other income								384
Selling expenses								(35)
Administrative expenses								(1,249)
Share of profit from investments in joint ventures								1,117
Finance cost								(590)
Profit before income tax								811
Income tax revenue								42
Profit for the year								853

For the year ended 31 December 2018

	Real estate segment		Management of real estate development projects segment		Construction segment	Other segments	Total reportable segments	Adjustments and eliminations	Consolidated
	Group	Joint ventures	Total						
Revenues									
Revenue from external customers	5,905	27,267	33,172	1,942	1,674	413	37,201	(27,267)	9,934
Inter-segment revenue	-	-	-	94	556	53	703	(703)	-
Total revenues	5,905	27,267	33,172	2,036	2,230	466	37,904	(27,970)	9,934
Results									
Segment profit	206	6,955	7,161	930	182	103	8,376	(6,711)	1,665
Interest income									296
Other income									326
Selling expenses									(43)
Administrative expenses									(1,724)
Share of profit from investments in joint ventures									2,341
Finance cost									(368)
Profit before income tax expenses									2,493
Income tax expenses									(95)
Profit for the year									2,398

Geographic information

The Group and joint ventures are significantly operated in Thailand only. As a result, all of the revenues and assets as reflected in these financial statements pertain to the aforementioned geographical reportable segment.

Major customers

For the years 2019 and 2018, the Group and joint ventures have no major customers with revenue of 10% or more of an entity's revenues.

Disaggregated revenue information

	Consolidated financial statements		(Unit: Thousand Baht) Separate financial statements	
	2019	2018	2019	2018
Timing of revenue recognition:				
Revenue recognised at a point in time	5,157,144	6,217,760	1,703,915	3,347,805
Revenue recognised over time	3,529,810	3,861,718	1,884,057	1,989,640
Total revenue from contracts with customers	8,686,954	10,079,478	3,587,972	5,337,445

Revenue recognised in relation to contract balances with customers

During the current year, the Group had revenue recognised that was included in advance received from customers at the beginning of the year is Baht 1,567 million (the Company only: Baht 1,052 million)

Revenue to be recognised for the remaining performance obligations

As at 31 December 2019, revenue totaling Baht 5,081 million (the Company only: Baht 3,813 million) is expected to be recognised in the future in respect of performance obligations under contracts with customers that are unsatisfied or partially unsatisfied. The Group expects to satisfy these performance obligations between the years 2020 and year 2028. 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.

The above information does not include revenue to be recognised for the unsatisfied portions of performance obligations related to contracts with a duration of one year or less and where the revenue is recognised in the amount that the entity has a right to invoice.

39. Provident fund

The Group and their employees have jointly established a provident fund in accordance with the Provident Fund Act B.E. 2530. The employees, the Group contributes to the fund monthly at the rate of 2% to 5% of basic salary. The fund, which is managed by Krung Thai Asset Management Public Company Limited, will be paid to employees upon termination in accordance with the fund rules. During the year 2019, the Group contributed Baht 27 million (2018: Baht 23 million) (the Company only: Baht 23 million, 2018: Baht 19 million) to the fund. The provident fund of Baht 3 million was recognised as real estate development cost (2018: Baht 2 million) (the Company only: Baht 1 million 2018: Baht 1 million).

40. Dividend

Dividends	Approved by	Total dividends (Thousand Baht)	Dividend per share (Baht)
Final dividends for 2017	Annual General Meeting of the shareholders on 26 April 2018	224,971	0.0675
Interim dividends for 2018	The meeting of the Company's Board of Directors held on 8 August 2018	383,291	0.1150
Total for 2018		608,262	0.1825
Final dividends for 2018	Annual General Meeting of the shareholders on 25 April 2019	463,287	0.1390
Interim dividends for 2019	The meeting of the Company's Board of Directors held on 13 August 2019	303,303	0.0910
Total for 2019		766,590	0.2300

41. Commitments and contingent liabilities

41.1 Commitments relating to construction contracts, acquisitions of operating assets and related services

As at 31 December 2019, the Group had commitments totaling Baht 1,048 million (2018: Baht 3,810 million and USD 0.2 million) (the Company only: Baht 91 million, 2018: Baht 736 million), under the project construction contracts, acquisitions of operating assets and related services.

41.2 Commitments related to agreement to sell and to purchase land

As at 31 December 2019, the Group had commitments to pay a total of Baht 1 million to third parties for land purchase, under agreements to sell and to purchase land, in March 2020 (2018: Baht 3,445 million, between January 2019 and March 2020) (the Company only: Baht 1 million, 2018: Baht 3,445 million).

41.3 Investment commitments

As at 31 December 2019, the Group had commitments under the joint venture agreements described in Note 19 to the financial statements. These were commitments of Baht 2,741 million (2018: Baht 2,498 million) relating to the provision of financial support.

41.4 Operating lease and service agreement commitments

The Group entered into several agreements in respect of the lease of land, building space, equipment and services. The terms of the agreements are generally between 1 to 30 years.

Future minimum lease payments of the Group required under these operating lease contracts were as follows:

	(Unit: Million Baht)			
	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
Payable:				
In up to 1 year	372	737	286	247
In over 1 and up to 5 years	622	1,044	496	502
In over 5 years	605	4,648	471	383
Total	1,599	6,429	1,253	1,132

41.5 Land repurchase agreement commitment

In 2007, the subsidiaries entered into agreements amounting to Baht 30 million to sell plots of project land under development and to register the transfer of ownership of the land to an external party, under which the external party agreed to grant the subsidiaries rights to buy back the land in the future at a total repurchase price of not less than Baht 33 million. Currently, the land is under the effective control of the subsidiaries, therefore the subsidiaries do not recognise the relevant income and cost of sales in their financial statements.

The subsidiaries had not yet to repurchase the land, which is presented as part of real estate development costs in the consolidated statement of financial position as at 31 December 2019 and 2018.

41.6 Obligations of subordinated perpetual debentures

As at 31 December 2019, the Company had obligations from subordinated perpetual debentures described in Note 32 to the financial statements. The obligations regarding the cumulative interest expense on subordinated perpetual debentures, which is not due, amounted to Baht 43 million (2018: Baht 42 million).

41.7 Guarantees

(1) As at 31 December 2019 and 2018, the Group had the following obligations in respect of guarantees:

(Unit: Million Baht)

Guarantor	Guarantee Facilities	Guarantee	Consolidated and separate financial statements	
			2019	2018
The Company	Credit facilities as stipulated in guarantee agreement	Subsidiaries and joint ventures	28,849	25,530
The Company	Credit facility of fleet cards	Subsidiaries	4	4
			<u>28,853</u>	<u>25,534</u>

(2) As at 31 December 2019 and 2018, there were the following outstanding bank guarantees issued by the banks in respect of certain performance bonds required in the normal course of business by the Group.

(Unit: Million Baht)

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
Letters of guarantee for contractual performance	480	487	343	343
Letters of guarantee for land allotment with provision of public utilities or public services	742	621	393	349
Letters of guarantee for purchase payment	4	4	4	4
Letters of guarantee for electricity use	26	24	13	9
Total	<u>1,252</u>	<u>1,136</u>	<u>753</u>	<u>705</u>

41.8 Commitments regarding the establishment of the learning center

As at 31 December 2019, the Company had obligations to supporting the establishment of a learning center with a private entity amounting to Baht 8 million (2018: Baht 13 million).

41.9 Commitment in respect of uncalled investment

As at 31 December 2019, the Company had commitments to pay for the uncalled portions of its investments in subsidiaries amounting to Baht 192 million (2018: Baht 601 million).

As at 31 December 2019, the subsidiary had commitments to pay for the uncalled portions of its other investments amounting USD 0.2 million (2018: USD 0.4 million).

41.10 Litigations

As at 31 December 2019, the Company and its subsidiaries have been sued in various cases, under which total claims amounted to Baht 1,060 million (2018: Baht 413 million) (the Company only: Baht 1,034 million, 2018: Baht 288 million). Some cases are detailed below.

a) In 2012, a subsidiary was sued by a condominium juristic person and condominium owners of a project, making claims amounting to Baht 146 million on the grounds that the subsidiary violated agreements to purchase and to sell. On 15 May 2013, the plaintiffs filed a request to amend the plaint, by decreasing the damages claimed to Baht 101 million. On 30 July 2013, the court of first instance issued an order dismissing the case. Subsequently, on 25 October 2013, the plaintiffs appealed the judgement of the court of first instance.

Subsequently, on 29 April 2015, the court of appeal reversed the order of the court of first instance, by ordering the subsidiary to provide additional parking space for the condominium juristic person and, if unable to do so, to pay compensatory damages amounting to Baht 12.5 million to the condominium juristic person plus interest of 7.5% per annum calculated from 12 November 2010 until the settlement is completed. The court of appeal also ordered the subsidiary to pay the plaintiff's fees for the two courts. Subsequently, the subsidiary filed an appeal and a request for permission to appeal with the Supreme Court on 29 May 2015. On 3 November 2017, the subsidiary filed the amendment of such appeal.

The Siam Society under Royal Patronage, respectively. The plaintiffs demanded that state authorities and state agencies withdraw the construction permits of the joint venture condominium project, revoke the assessment report or environmental impact assessment (EIA) report, revoke permission to use public access, revoke any legal acts relating to expropriation of land from the public, and suspend the construction of the Project building. The court opined that the joint venture as the Project owner, and a subsidiary as the former owner of the land before being transferred to the joint venture could be affected by the judgment or order of the court. Therefore, the court ordered the joint venture and the subsidiary to be interpleader.

Subsequently, in June 2018, the Appeals Board issued a ruling to revoke Bangkok Metropolitan Administration (BMA)'s order and allow BMA to proceed in accordance with the law. The BMA issued building construction certificate (A. 6) to the joint venture and the Bangkok Land Office registered the condominium and issued the title deed of the Project condominium units to a joint venture on 12 June 2018. The joint venture commenced the transfer of condominium units to the purchasers on 15 June 2018 onwards.

Currently, two cases are under the process of examination of facts by the Central Administrative Court. The legal advisor and the management of the joint venture and the subsidiary considered that the construction of the Ashton Asoke project has been carried out in compliance with the relevant laws. Since the management of the joint venture and the subsidiary believe that the joint venture and the subsidiary will not incur any loss as a result of this litigation, no provision for contingent liabilities has been recorded in the account.

However, in the first quarter of 2018, the joint venture made a conservative estimate based on an assumption that the joint venture fails to transfer the ownership of the condominium units by 26 March 2019, and the joint venture will pay compensation and return the advances received to purchasers. The payment will be calculated on the advances received from the purchases, starting from the receipt date, multiplied by the maximum fixed deposit rate of commercial bank. However, during the second quarter of 2018, the joint venture received the certificate of construction (A. 6) and registered the ownership of the condominium project and condominium title deeds were issued, entitling transfer of the condominium units to the purchasers. Therefore, the joint venture changed the terms and conditions of the financial compensation to giving a discount at the transfer date at the rate of 7.5 percent per annum of the total amount paid by the purchasers excluding the final transfer of the ownership.

On 2 April 2019, the Supreme Court ordered the subsidiary to provide additional parking lots to the condominium juristic person and, if unable to do so, to pay compensatory damages of Baht 18.8 million together with interest at the rate of 7.5% per annum to the condominium juristic person. The interest calculated from 12 November 2010 until the total settlement of Baht 30.9 million (the compensatory damages together with interest) is completed.

As at 31 December 2019, the subsidiary recorded damage expenses arising from such case and paid compensatory damages to the plaintiffs. Therefore, the case is finalised.

- b) In 2017, the Company was sued by a group of individuals for breach of agreement regarding defects in a condominium project, claiming the compensation of Baht 133 million. On 22 March 2019, the court of first instance dismissed certain cases with the claim of Baht 76 million and ordered the Company to pay the remaining compensatory damages of Baht 57 million to the plaintiffs. Currently, the Company filed an appeal against the judgement of the court of first instance, and the case is in the process of hearing the verdict or order of the Court of Appeal.

As at 31 December 2019, the Company set aside partial provision for the potential losses as a result of this case in the consolidated statement of financial position in accordance with the opinion of its legal counsel.

- c) In the first quarter of 2018, a joint venture as a developer of the Ashton Asoke Property Project ("Project"), submitted an offer proposal to the purchasers of the condominium units (amounting to Baht 6,720 million) whereby the joint venture would agree to return the advances received to the purchasers who wish to cancel the contract to buy and sell the condominium units ("the contract"). However, if the purchasers do not cancel the contract, the joint venture will give the purchasers discount as at the transfer date at the rate of 7.5% per annum of the total amount previously paid by the purchasers, excluding the final transfer amount. The discount is calculated in accordance with the terms and conditions prescribed in the proposed offer. Alternatively, the purchasers can change the units of which ownership is to be transferred from condominium units of the Project to other condominium units as determined by the joint venture. If the joint venture fails to transfer the ownership of the condominium units by 26 March 2019, it will pay compensation and return the advances received to the purchasers. The offer was proposed due to the Project's involvement with the lawsuit, and as a result of which it could not be transferred in March 2018. During the years 2016 and 2017, state authorities and state agencies were sued by Stop Global Warming Association and

As at 31 December 2019, the joint venture estimated the compensation payable to the purchases and set aside a provision of Baht 2 million for liabilities arising as a result of this case in joint venture's financial statements.

- d) In the third quarter of the year 2018, the Company and a subsidiary were sued by a group of individuals, claiming for compensation of Baht 106 million for violated of agreements and unfair agreement terms regarding the construction of infrastructure and public services of housing projects developed by the subsidiary. On 12 December 2019, the subsidiary entered into a compromise agreement with a group of individuals. The subsidiary will carry out repair and compensation of Baht 9 million. The subsidiary has to resolve the issue within 6 months. Currently, the case is in the process of hearing the judgment according to the compromise agreement.

As at 31 December 2019, the subsidiary set aside a full provision for the loss as a result of this case in the consolidated statement of financial position.

- e) On 31 July 2019 a subsidiary, which is the developer of the Ideo Mobi Rama 4 Property Project ("Project"), entered a lawsuit as an interpleader. In this case a group of individuals (the plaintiffs) filed a lawsuit with the Central Administrative Court demanding that officials of state authorities and two state agencies withdraw the construction permits granted to the subsidiary's condominium project and revoke the Project's assessment report or Environmental Impact Assessment (EIA) report. The administrative court opined that the subsidiary, as the Project owner, could be affected by the judgement or order of the court, and therefore, ordered the subsidiary to join the lawsuit as an interpleader.

On 25 December 2019, the subsidiary has submitted statements and explanations against the temporary protection method pursuant to the court order. At present, the subsidiary is awaiting other parties to submit their statements. Then it goes into the process of the court in ascertaining the facts.

- f) During the fourth quarter of 2019, the Company and a subsidiary were sued by a condominium juristic person and the owner of a condominium unit in a condominium project, claiming for compensation of Baht 783 million, claiming that the Company and the subsidiary advertise and sell the condominium to the general public that the condominium will have a main entrance and exit on the Ratchaprarop road and show the 3 entrances and exits of the condominium. The legal advisor and the management of the company and the subsidiary considered that the Company and the subsidiary had advertised offering condominium units to the general public in accordance with the law and all relevant regulations. Since the management of the Company and the subsidiary believe that the Company and

the subsidiary will not incur any loss as a result of this litigation, no provision for contingent liabilities has been record in the account. Currently, the Company and the subsidiary are preparing to submit to the court.

Since the outcomes of the certain above cases and other cases have not yet been finalised, cannot be predicted, and currently have no impact on the operations of the Company and its subsidiaries, the Company and its subsidiaries have therefore not set aside the provision for losses that may result from such cases.

In addition, a joint venture has significant case as at 31 December 2019 as below.

- a) During the fourth quarter of 2019, a joint venture, developer of real estate project, was sued by several residents of the project, claiming for compensation two cases of Baht 50 million from a joint venture and construction company of the project, claiming that they were affected by the construction. At present, the case is under the process of examination of witnesses for the plaintiff and the defendant. The legal advisor of the joint venture considered that the joint venture has exercised caution in the construction of the project in accordance with the nature and circumstances that should be done, before the construction of the project the joint venture study and preparation of the Environmental Impact Assessment (EIA) report to consider the potential impacts of the project construction and formulate measures for preventing various impacts and implementing the EIA report which has been strictly approved. During the construction of the project It does not cause undue impact on the residents of the project in any way. The legal advisor and the management of the joint venture believe that the joint venture will not incur any loss as a result of these litigation, no provision for contingent liabilities has been record in the account.

42. Fair value hierarchy

As at 31 December 2019 and 2018, the Group had the assets and liabilities that were measured at fair value or their fair value is disclosed using different levels of inputs as follows:

(Unit: Million Baht)				
Consolidated financial statements				
As at 31 December 2019				
	Level 1	Level 2	Level 3	Total
Assets measured at fair value				
Current investments				
Held for trade investments	-	2,288	-	2,288
Other long-term investments				
Available-for-sale investments	413	-	-	413

(Unit: Million Baht)

	Consolidated financial statements			
	As at 31 December 2019			
	Level 1	Level 2	Level 3	Total
Assets for which fair value is disclosed				
Investment properties	-	224	1,242	1,466
Liabilities for which fair value is disclosed				
Long-term debentures	-	17,942	-	17,942

(Unit: Million Baht)

	Consolidated financial statements			
	As at 31 December 2018			
	Level 1	Level 2	Level 3	Total
Assets measured at fair value				
Current investments				
Held for trade investments	-	200	-	200
Assets for which fair value is disclosed				
Investment properties	-	143	1,055	1,198
Liabilities for which fair value is disclosed				
Long-term debentures	-	11,485	-	11,485

(Unit: Million Baht)

	Separate financial statements			
	As at 31 December 2019			
	Level 1	Level 2	Level 3	Total
Assets measured at fair value				
Current investments				
Held for trade investments	-	2,288	-	2,288
Other long-term investments				
Available-for-sale investments	413	-	-	413
Assets for which fair value is disclosed				
Investment properties	-	-	549	549
Liabilities for which fair value is disclosed				
Long-term debentures	-	17,942	-	17,942

(Unit: Million Baht)

	Separate financial statements			
	As at 31 December 2018			
	Level 1	Level 2	Level 3	Total
Assets measured at fair value				
Current investments				
Held for trade investments	-	200	-	200
Assets for which fair value are disclosed				
Investment properties	-	-	531	531
Liabilities for which fair value are disclosed				
Long-term debentures	-	11,485	-	11,485

43. Financial instruments

43.1 Financial risk management

The Group's financial instruments, as defined under Thai Accounting Standard No.107 "Financial Instruments: Disclosure and Presentations", principally comprise cash and cash equivalents, current investments, trade and other receivables, borrowings, restricted financial institutions deposits/withdrawal conditions, trade and other payables, retention payables, liabilities under finance lease agreements, long-term investment, debentures and loans. The financial risks of the Group associated with these financial instruments and how they are managed is described below:

Credit risk

The Group is exposed to credit risk primarily with respect to trade and other receivables and borrowing. The Group manages the risk by adopting appropriate credit control policies and procedures and therefore does not expect to incur material financial losses. In addition, the Group does not have high concentrations of credit risk since it has a large customer base. The maximum exposure to credit risk is limited to the carrying amounts of trade and other receivables and borrowing as stated in the statements of financial position.

Interest rate risk

The Group's exposure to interest rate risk relates primarily to its deposits at financial institutions, liabilities under finance lease agreements, debentures and loans with interest. 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 2019 and 2018, significant financial assets and liabilities classified by type of interest rate are summarised in the table below, with those financial assets and liabilities that carry fixed interest rates further classified based on the maturity date, or the repricing date (if this occurs before the maturity date).

(Unit: Million Baht)

Consolidated financial statements							
As at 31 December 2019							
Fixed interest rates							
At call	Within 1 year	Over 1-5 years	Floating interest rate	Non- interest bearing	Total	Effective interest rate (% p.a.)	
Financial assets							
Cash and cash equivalents	-	-	-	3,992	36	4,028	0.10 - 0.50
Current investments	-	-	-	-	2,288	2,288	-
Trade and other receivables	-	-	-	-	915	915	-
Short-term loans to and interest receivable from related parties	148	-	-	-	-	148	Note 7
Restricted bank deposits/ withdrawal conditions	-	-	-	198	-	198	0.10 - 0.50
Long-term loans to and interest receivable from related parties	-	2,444	3,970	-	-	6,414	6.00
	148	2,444	3,970	4,190	3,239	13,991	

Financial liabilities							
Short-term loans from financial institution	-	20	-	6,243	-	6,263	Note 25
Trade and other payables	-	-	-	-	1,521	1,521	-
Long-term debentures	-	5,997	11,761	-	-	17,758	Note 27
Liabilities under finance lease agreements	-	2	5	-	-	7	0.25 - 11.73
Long-term loans	-	-	499	1,388	-	1,887	Note 28
Provisions	-	-	-	-	263	263	-
Retention payables	-	-	-	-	289	289	-
	-	6,019	12,265	7,631	2,073	27,988	

(Unit: Million Baht)

Consolidated financial statements							
As at 31 December 2018							
Fixed interest rates							
At call	Within 1 year	Over 1-5 years	Floating interest rate	Non- interest bearing	Total	Effective interest rate (% p.a.)	
Financial assets							
Cash and cash equivalents	-	-	-	4,598	116	4,714	0.10 - 0.40
Current investments	-	-	-	-	200	200	-
Trade and other receivables	-	-	-	-	773	773	-
Restricted bank deposits/ withdrawal conditions	-	-	-	268	-	268	0.10 - 0.40
Long-term loans to and interest receivable from related parties	-	2,669	2,606	-	-	5,275	6.00
	-	2,669	2,606	4,866	1,089	11,230	

(Unit: Million Baht)

Consolidated financial statements							
As at 31 December 2018							
Fixed interest rates							
At call	Within 1 year	Over 1-5 years	Floating interest rate	Non- interest bearing	Total	Effective interest rate (% p.a.)	
Financial liabilities							
Short-term loans from financial institution	-	-	-	5,672	-	5,672	Note 25
Trade and other payables	-	-	-	-	1,736	1,736	-
Long-term debentures	-	1,498	9,982	-	-	11,480	Note 27
Liabilities under finance lease agreements	-	3	4	-	-	7	0.25 - 11.55
Long-term loans	-	-	-	1,244	-	1,244	Note 28
Retention payables	-	-	-	-	230	230	-
	-	1,501	9,986	6,916	1,966	20,369	

(Unit: Million Baht)

Separate financial statements							
As at 31 December 2019							
Fixed interest rates							
At call	Within 1 year	Over 1-5 years	Floating interest rate	Non- interest bearing	Total	Effective interest rate (% p.a.)	
Financial assets							
Cash and cash equivalents	-	-	-	2,191	1	2,192	0.10 - 0.50
Current investments	-	-	-	-	2,288	2,288	-
Trade and other receivables	-	-	-	-	382	382	-
Short-term loans to and interest receivable from related parties	-	2,469	-	-	-	2,469	Note 7
Restricted bank deposits/ withdrawal conditions	-	-	-	114	-	114	0.10 - 0.40
Long-term loans to and interest receivable from related parties	-	1,389	8,892	15	-	10,296	3.85 - 6.00
	-	3,858	8,892	2,320	2,671	17,741	

Financial liabilities							
Short-term loans from financial institution	-	20	-	300	-	320	Note 25
Trade and other payables	-	-	-	-	970	970	-
Short-term loans from and interest payable to related party	-	-	-	4,054	-	4,054	Note 7
Long-term debentures	-	5,997	11,761	-	-	17,758	Note 27
Liabilities under finance lease agreements	-	1	2	-	-	3	0.25 - 11.73
Long-term loans	-	-	499	-	-	499	Note 28
Retention payables	-	-	-	-	145	145	-
	-	6,018	12,262	4,354	1,115	23,749	

(Unit: Million Baht)

	Separate financial statements						
	As at 31 December 2018						
	Fixed interest rates						Effective interest rate (% p.a.)
	At call	Within 1 year	Over 1-5 years	Floating interest rate	Non- interest bearing	Total	
Financial assets							
Cash and cash equivalents	-	-	-	3,865	47	3,912	0.10 - 0.40
Current investments	-	-	-	-	200	200	-
Trade and other receivables	-	-	-	-	387	387	-
Short-term loans to and interest receivable from related parties	5,609	-	-	15	-	5,624	Note 7
Restricted bank deposits/ withdrawal conditions	-	-	-	183	-	183	0.10 - 0.40
Long-term loans to and interest receivable from related parties	-	1,837	1,930	-	-	3,767	6.00
	5,609	1,837	1,930	4,063	634	14,073	
Financial liabilities							
Short-term loans from financial institution	-	-	-	900	-	900	Note 25
Trade and other payables	-	-	-	-	1,116	1,116	-
Short-term loans from and interest payable to related party	-	1,096	-	2,609	-	3,705	Note 7
Long-term debentures	-	1,498	9,982	-	-	11,480	Note 27
Liabilities under finance lease agreements	-	3	3	-	-	6	0.25 - 11.55
Long-term loans	-	-	-	24	-	24	Note 28
Retention payables	-	-	-	-	216	216	-
	-	2,597	9,985	3,533	1,332	17,447	

Foreign currency risk

The Group's exposure to foreign currency risk arises mainly from service transactions that are denominated in foreign currencies. The Group has the balances of financial liabilities denominated in foreign currencies as summarised below:

Foreign currency	Consolidated financial statements			
	Financial liabilities as at		Exchange rate	
	31 December		as at 31 December	
	2019	2018	2019	2018
	(Thousand)	(Thousand)	(Baht per 1 foreign currency unit)	
US dollar	-	166	30.3313	32.6148

Foreign currency	Separate financial statements			
	Financial liabilities as at		Exchange rate	
	31 December		as at 31 December	
	2019	2018	2019	2018
	(Thousand)	(Thousand)	(Baht per 1 foreign currency unit)	
US dollar	-	104	30.3313	32.6148

43.2 Fair values of financial instruments

Since the majority of the Company'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, except the following:

(Unit: Million Baht)

	Consolidated and Separate financial statements			
	As at 31 December 2019		As at 31 December 2018	
	Carrying amount	Fair value	Carrying amount	Fair value
Financial liabilities				
Long-term debentures	17,758	17,942	11,480	11,485

Fair values of long-term debentures carrying fixed interest rates is estimated by discounting expected future cash flow by the current market interest rate of the loans with similar terms and conditions. The methods and assumptions used by the Group in estimating the fair value of financial instruments are as follows:

- For financial assets and liabilities which have short-term maturity, including cash and cash equivalents, accounts receivable and short-term loans, accounts payable and short-term loans, their carrying amounts in the statement of financial position approximate their fair value.
- For marketable debt securities, their fair value is generally derived from quoted market prices.
- For marketable equity securities, their fair value is generally derived from quoted market price.
- The fair value of credit facilities is estimated by discounting expected future cash flows by the market interest rate for the same type of credit facilities.

- e) For debentures and long-term loans carrying interest approximate to the market rate, their carrying amounts in the statement of financial position approximates their fair value.

44. Capital management

The primary objective of the Company's capital management is to ensure that it has appropriate capital structure in order to support its business and maximise shareholder value. As at 31 December 2019, the Group's debt-to-equity ratio was 1.6:1 (2018: 1.3:1) and the Company's debt-to-equity ratio was 1.7:1 (2018: 1.4:1).

45. Events after the reporting period

- 45.1 On 17 January 2019, the Extraordinary General Meeting of the shareholders of AMH Pattaya Co., Ltd. (formerly known as "AH-SPV5 Co., Ltd."), a joint venture of the Company, approved the increase in its registered share capital from Baht 0.1 million to Baht 390 million through the issue of 3,899,000 ordinary shares with a par value of Baht 100 each or a total of Baht 390 million.
- 45.2 On 17 January 2020, the Meeting of Board of Directors of the joint venture of the Company, approved an interim dividend payment from retained earnings of 2019 to ordinary shareholders. The dividend will be paid on 17 February 2020 as follows.

Company	Dividend per (Baht per share)	Total dividends (Million Baht)
Ananda MF Asia Asoke Co., Ltd.	23.53	200
Ananda MF Asia Samyan Co., Ltd.	4.00	40
Ananda MF Asia Chitlom Co., Ltd.	50.00	200
Ananda MF Asia Phetchaburi Co., Ltd.	16.37	90
Ananda MF Asia Saphankhwai Co., Ltd.	15.56	70
Ananda MF Asia Ramkhamhaeng Co., Ltd.	9.00	50
Ananda MF Asia Sena Nikhom Co., Ltd.	38.47	250

- 45.3 On 5 February 2020, the Extraordinary Meeting of Shareholders of Ideo New Praram 9 Co., Ltd., a subsidiary of the Company, approved an interim dividend payment from retained earnings of 2019 of Baht 4.18 per share, or a total of Baht 25 million and the dividend will be paid on 5 March 2020.

- 45.4 On 27 February 2020, a meeting of the Company's Board of Directors passed the following resolutions to be proposed to Annual General Meeting of the shareholders to be held in April 2020 to approved payment of annual dividends of Baht 0.0265 per share, for a total of 3,333 million shares, or a total of Baht 88 million from the operating result of the year ended 2019 to the ordinary shareholders of 3,333 million shares.

46. Approval of financial statements

These financial statements were authorised for issue by the Company's Board of Directors on 27 February 2020.



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