



รายงานประจำปี 2561

Annual Report 2018



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Message from the Chairman of the Board



Dear Shareholders

Since its establishment, Richy Place 2002 Public Company Limited has been a real estate development company for 17 years. Dedicated to all the strength In order to create a good quality dream house in which all projects are carefully planned every step to create and deliver products Good quality service coupled with sustainable environmental and social care, even in 2018, revenue recognition will not meet the target. But we have never discouraged Still aiming to run the business in 2019 to be in line with the company's goals, that is, continue to expand the business. Both the number of projects and the size of the project And based on the needs of residents and investors

In the year 2018, the company had revenue from real estate sales of 2,680.99 million baht, an increase from 2017, equal to 1,366.58 or 103.97 percent, which was the result of the Rich Park @ Triple Station project. Am Completed, transferred ownership and can be recognized in 2018

For other developments in the past year of the Company and its subsidiaries are as follows:

- Increase registered capital from the original 1,289,363,596 baht to 1,381,460,996 baht, which is a paid-up capital of 1,044,859,438 baht to support the stock dividend and to support the right adjustment of the warrants RICHY-W1 and RICHY-W2
- Launching the project "The Rich Rama 9 - Srinakarin Triple Station "is a mix of condominiums. 32-storey condominium worth about 1,700 million baht
- Increase the subsidiary's registered capital From the original registered capital of 1,000,000 baht to 31,000,000 baht

As a director of Richy Place 2002 Public Company Limited, I would like to thank the shareholders, financial institutions, media, business partners. And related government agencies Helping Has always supported the company in all aspects And would like to thank the Board of Directors, executives, and all employees for working together Which will result in us becoming more successful in the future

Yours sincerely

A handwritten signature in blue ink, appearing to be 'Praai Suwanrath', written in a cursive style.

Mr. Praai Suwanrath
Chairman of the Board

Message from the Executive Chairman

Dear Shareholders

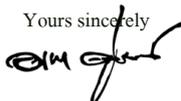
Year 2018, the total revenue increased from 2017, equal to 1,381.52 million baht or 104.10 percent increase, resulting from the increase in revenue from real estate sales of 1,366.58 million baht or increased to 103.97% compared to the previous year Net profit was 451.03 million baht, equivalent to 16.65 percent of total revenue, with net profit increasing from 2017, which was the result of revenue recognition from Rich Park @ Triple Station project. Is a project with a high percentage of revenue recognition within 2018, or 71.04 percent of the total revenue from real estate sales

Year 2018 marks the year that Richy Place 2002 Public Company Limited (RICHY) has advanced to the next level of organizational development. For continued growth based on a strong business foundation for the past year, the overall real estate market has slowed. And with higher competition at the same time, real estate developers are accelerating to find potential locations near the BTS line. Which has a very high cost of land prices as well with continuous development of working styles with innovative and new technologies in the organization

Richy Place 2002 Public Company Limited has been partially affected by the sluggish economy. But the company continues to do the duty of the real estate developer continuously indefinitely. While still focusing on finding potential locations along the BTS line Which is the highlight of RICHY. The company plans to launch a new project on a location near the BTS line and the city location, as well as making a marketing plan to publicize the corporate image. For the general public to know more about RICHY

On behalf of the Chief Executive Officer Thank you to all honorable people. That always supports the business of the company I and the staff will take care of our business. Full capacity, ability and honesty In order for the company to progress continuously and sustainably

Yours sincerely



Dr. Apa Ataboonwongse

Chief Executive Officer



Audit Committee Report

Dear Shareholders

Company Audit Committee Consisting of 3 independent directors who are qualified and have experience in finance Real estate And organization management With Lt.Gen. Samang Thongpan as the Chairman of the Audit Committee, Prof. Suthat Rattanakueangkangwan and Mr. Somchai Phiensathaporn as the Audit Committee

The Audit Committee has duties as assigned by the Board of Directors. In order to help the Board of Directors in corporate governance, which in the past year 2015, the Audit Committee of the Company Has performed the mission according to the responsibility of good corporate governance The Audit Committee convened 4 times and discussed with the management. Internal Audit Department and the auditor in related matters by summarizing the essentials in performing the following functions

1. Review of the financial report system And not financial reports

The Audit Committee reviewed the quarterly financial statements and the financial statements for the year 2016 of Richy Place 2002 Public Company Limited and the consolidated financial statements. Together with the management Internal Audit Department And invited the auditor to attend the meeting without participation of the management to discuss the independence in performing duties And showing the opinion of the auditor And inquiring the auditor about the accuracy and completeness of the financial statements Important accounting adjustments Which affects the financial statements Adequacy of accounting records Therefore, the disclosure of information accurately, adequately and independently of the auditor and the financial statements is accurate, reliable. Including disclosing sufficient and timely financial statements To be useful to investors or users of financial statements In addition, the Audit Committee has considered the scope of And audit guidelines In addition, the Audit Committee met with the auditor without management 1 time to discuss independently on important issues in the preparation of financial statements and the disclosure of information that is useful to users of financial statements.

The Audit Committee reviewed the performance of various departments by comparing the plan and the performance of the various departments by asking questions about the issue. Ready to comment Consider the management approach To ensure proper and transparent implementation of the guidelines

2. Review of risk management assessment system

The Audit Committee reviewed the risk management assessment according to the principles set out in the risk management policy. And monitoring the progress of important risk management By considering risk factors The chance of impact From risk management Ensuring that The company has assessed significant risks systematically, sufficiently and appropriately. And promote knowledge and understanding for the entire organization to be an important mechanism in creating value for business

3. Review of internal control system

The Audit Committee reviewed the internal control system together with the head of internal audit. And auditors on a quarterly basis To assess the adequacy of the internal control system in accordance with the internal audit standards And guidelines set by the Securities and Exchange Commission of Thailand Including considering the results of the audit according to the approved audit plan And report the audit results by the management of the company Has followed up to make corrections as suggested in the audit report And comments from the Audit Committee continuously Including improving the internal control to be consistent with the changing situation The internal audit results did not find weaknesses. Or deficiencies in the significant internal control system which the Audit Committee is of the opinion that The Company has an internal control system. And adequate risk supervision in addition, the auditor evaluated the internal control system. And found no significant weakness which may affect the financial statements of the company

4. Review of compliance with laws related to business

The Audit Committee reviewed the compliance with the Securities and Exchange Act, SET regulations And the Securities and Exchange Commission and other laws related to the business of the company with compliance with relevant laws correctly

5. Review of connected transactions or transactions that may have conflicts of interest

The Audit Committee reviewed the said transaction. Is a real commercial transaction which is a normal business which is reasonable and eliminates conflicts of interest. And in accordance with the requirements of the Securities and Exchange Commission and the Stock Exchange of Thailand

6. Review of compliance with anti-corruption measures

The Audit Committee reviewed the internal control measures. Including supervision Compliance with anti-corruption measures As well as risk assessment and give advice including the audit report according to the anti-corruption measures To the Board of Directors for acknowledgment. The results of internal audit did not find weaknesses Or deficiencies in internal control in accordance with anti-corruption measures that are significant which the Audit Committee is of the opinion that The company has an internal control system. And supervision of risks, anti-corruption measures In accordance with the guidelines of the Thai Private Sector Collective Action Coalition against Corruption (CAC) in an adequate and appropriate manner

7. Combating the requirements of the Audit Committee

The Audit Committee reviewed the requirements of the Audit Committee to be appropriate. And in accordance with the duties and responsibilities of the newly established Audit Committee And related laws The Audit Committee has performed its duties with prudence. With independence and transparency for the best interest of the company The Audit Committee believes that the financial statements of the company are accurate, reliable and consistent with generally

accepted accounting standards. And financial reporting standards have been implemented under the risk management and internal control systems that are effective and adequate and in accordance with relevant laws and regulations

8. Consideration for the appointment of auditors and auditing fees for the year 2019

The Audit Committee considers the selection, appointment and appointment of auditors Including the determination of the auditor's remuneration for the year 2019 by considering the performance of the previous year of the auditor according to the company evaluation criteria The qualifications of the auditor Freedom of operation Quality and work standards The criteria are satisfactory and the auditor is qualified according to the announcement of the Securities and Exchange Commission. And the Stock Exchange of Thailand Therefore, the Audit Committee Therefore proposed to appoint the company Dharmniti Auditing Company Limited is the auditor of the company for the year 2019 and offers annual audit fees. To the Board of Directors To propose to the shareholders' meeting for further consideration

Conclusion

The Audit Committee has complied with the duties and responsibilities specified in the Audit Committee Charter approved by the Board of Directors. By using knowledge, ability and prudence with adequate independence to benefit the stakeholders equally The Audit Committee is of the opinion that the financial information of the company is accurate, reliable, in accordance with generally accepted accounting standards. The company has adequate risk management. Have internal control system Appropriate and effective internal audit having a consistent performance in accordance with the good corporate governance system there is compliance with laws, regulations and obligations related to the business operations of the company.

Lt.Gen. Samang Thongpan

Chairman of the Audit Committee

Richy Place 2002 Public Company Limited

History of Directors and Executives

Mr. Pranai Suwanrath, Age 67 years

Chairman of the Board And independent directors

Appointment Date : May 15, 2013

Family relations between executives : None

Education

- Master of Public Affairs: Indiana State University, U.S.A
- Bachelor of Laws Thammasat University



Current position

Directorship in listed companies

- 2013 - Present Chairman, Richy Place 2002 Public Company Limited

Positions in non-listed companies

- none -

Positions in other departments

- 2018 - Present Chairman of the Board of Directors, Absolute Clean Energy Public Company Limited
- 2012 - Present Director of the Office of the Red Cross

Past experience

- Year 2011 - 2014 Chairman of the Metropolitan Electricity Authority
- 2011 - 2012 Permanent Secretary, Ministry of Interior
- 2008 - 2011 Deputy Permanent Secretary, Ministry of Interior
- 2006 - 2008 Director of the Southern Border Provinces Administrative Center
- 2004 - 2006 Governor of Nonthaburi Province
- Year 2003 - 2004, Governor of Sing Buri Province

Profile of the past seminar

- Director Accreditation Program (DAP) / 2561
- Directors Certification Program (DCP) / 2003

Proportion of holding of the Company's securities as of December 31, 2018

- none -

Dr. Apa Ataboonwongse

Age 65 years

Vice Chairman and Chief Executive Officer

Date of holding the position of director : 18 November 2002

Family relations between executives

Spouse who is not married but is open to the society of Police Colonel Suvit Tonsode

Education

- National Defense College Degree (Class 4414)
- Doctor of Philosophy (Management) Christian University
- Master of Business Administration (MBA), Kasetsart University
- Bachelor of Laws Dhurakij Pundit University
- Senior Executive Program Capital Market Academy (Class 16)
- Class 4 Executive Program
- Outstanding alumni Rajamangala University of Technology Phra Nakhon Year 2013
- Outstanding alumni Christian University 2011
- Outstanding alumni Master's degree for executives Kasetsart University 2004
- Outstanding alumni Dhurakij Pundit University 2004

Current position

Directorship in listed companies

- 2002 - Present Vice Chairman and Executive Chairman, Richy Place 2002 Plc.

Positions in non-listed companies

- 1995 - present Chairman of the Board of Directors of Attaboon Assets Company Limited (Office rental)
- 1975 - present Chairman of Attaboon Company Limited (selling car parts)

Positions in other departments

- Year 2018 - Present President of Thai Condominium Association
- Year 2015 - Present Member of the University Council of qualified Suan Sunandha Rajabhat University
- 1994 - Present President of the Rotary Club of Sathorn

Past experience

- Year 2008 - 2018 Vice President and Secretary of the Thai Condominium Association
- 1991 - 1999 Chairman of the Board of Directors of YCK (Thailand) Company Limited (Frog JAJAN Joint Venture Company)
- 2004 - 2008 Executive Director, Industrial Sector of Thailand
- 2007 - 2008 Governor 3350 Rotary International
- Year 2007 Member of the Constitution Drafting Assembly 2007
- Year 2003 Associate Judge, Intellectual Property and International Trade Court



- Year 2000 - 2002, Chairman of the Industry Council Nonthaburi
- 1991 - 1999 Chairman of the Board of Directors, Thai NKK Metal Company Limited (Manufacturing and selling retail clutch plates for cars)

Profile of the past seminar

- Direct Certification Program (DCP) / 2557
- Director Accreditation Program (DAP) / 2556
- Role of the Compensation Committee (RCC) / 2556

Proportion of holding of the Company's securities as of December 31, 2018

- Number 376,756,178.00 shares or 36.058 percent
-

Miss Sunee Sathatinan

Age 76 years

Vice Chairman and Executive Director

Appointment Date : November 18, 2002

Family relations between executives : None

Education

- MBA Syracuse University, New York State. USA.
- Bachelor of Economics (Honors), Thammasat University

Current position

Directorship in listed companies

- 2002 - Present Vice Chairman, Richy Place 2002 Public Company Limited

Positions in non-listed companies

- Year 1977 - Present Managing Director Sunee Way Co., Ltd. (Manufacture and export leather bags)
- 1994 - Present Managing Director Diamond Leather Kraft Co., Ltd. (Manufacturing and exporting bags from animal skins)

Positions in other departments

- Director of the Federation of Thai Industries
- Honorary Chairman Nonthaburi Industry Council
- Alumni Committee the Faculty of Economics Thammasat University

Past experience

- Former BOI Academic Officer
- Director of Thammasat Hospital
- Qualified Director, Nonthaburi Subdistrict Administrative Organization
- President of Rotary Club of Nonthaburi
- Assistant Governor of the Rotary Region Region 3350
- Former Executive Director of the Federation of Thai Industries
- Former Deputy Secretary-General of the Federation of Thai Industries

Profile of the past seminar

- Director Accreditation Program (DAP) / 2013

Proportion of holding of the Company's securities as of December 31, 2018

- Number of 55,442,700.00 shares or 5.306 percent



Lt.Gen Samang Thongpan **Age 71 years**

Independent Director and Chairman of the Audit Committee

Date of holding the position of director : 24 November 2011

Family relations between executives : None



Education

- Master of Business Administration National Institute of Development Administration
- Bachelor of Accounting Chulalongkorn University
- Financial Management (Finance Academy Ft. Benjamin Harrison, US. Army)
- Resources Management (International Defense Resources Management Institute, US. Navy)
- Kingdom Defense College, Class 44

Current position

Directorship in listed companies

- 2016 - Present Director, Metric Public Company Limited
- 2011 - Present Chairman of the Audit Committee Richy Place 2002 Public Company Limited
- Year 2009 - Present Director, Vibhavadi Hospital Public Company Limited

Positions in non-listed companies - none -

Positions in other departments - none -

Past experience

- 2003 - 2007 Executive Director, EMC Public Company Limited
- Year 2000 - 2003 Military Finance Officer Supreme Military Headquarters
- 1998 - 1999 Deputy Military Finance Officer Supreme Military Headquarters
- Year 1989 - 1998, Director of Budget Control Division Office of the Permanent Secretary for Military Accounts Supreme Military Headquarters
- Year 1986 - 1989, Budget Control Division Office of the Permanent Secretary for Military Accounts Supreme Military Headquarters
- Year 1970 - 1986, Department of Accounting - Head of Accounting Division, Office of the Army Accountant

Profile of the past seminar

- Director Accreditation Program (DAP) / 2004
- Role of the Compensation Committee (RCC)

Proportion of holding of the Company's securities as of December 31, 2018

- none -

Assoc. Prof. Suthat Ratanaguakangwan

Age 67 years

Independent Director and Audit Committee

Date of holding the position of director : 27 April 2010

Family relations between executives : None

Education

- Master of Economics (Industrial Management)
License es Sciences Economiques (Gestion Industrielle) Universite 'de Toulouse I, France
- Maitrise es Sciences Economiques (Gestion Industrielle) Universite 'de Toulouse I, France



Current position

Directorship in listed companies

- Present Director, Richy Place 2002 Public Company Limited

Positions in non-listed companies

- none -

Positions in other departments

- Associate Professor Level 9
- Associate professor Industrial field Chulalongkorn University
- Assistant professor Industrial Engineering Chulalongkorn University

Past experience

- Training Center Director Continuing Education Department
- Head of Research Unit Industrial and technology management
- Chairman of the Working Group on the Promotion of Biogas Technology to Manage Waste Food scraps from the hotel And various establishments

Profile of the past seminar

- Director Accreditation Program (DAP) / 2012

Proportion of holding of the Company's securities as of December 31, 2018

- none -

Mr. Somchai Phiensathaporn

Age 68 years

Independent Director and Audit Committee

Date of holding the position of director : 24 November 2011

Family relations between executives : None

Education

- Bachelor of Science (Forestry), Kasetsart University
- Master of Public Administration (Political Science), Ramkhamhaeng University
- Honorary Doctor of Philosophy (Environmental Science) Ramkhamhaeng University
- The Royal Thai Army College, Class 44 (B.Sc. 44)
- National Defense College, Class 44 (Wor. 44)



Current position

Directorship in listed companies

- 2011 - Present Audit Committee Member Richy Place 2002 Public Company Limited

Positions in non-listed companies - None -

Positions in other departments - None -

- Year 2017 - Present Audit and Evaluation Committee for the Ministry of Natural Resources and Environment

Past experience

- Year 2010, retired by the Director-General of the Department of Forestry
- Year 2008, Director-General of the Department of Forestry
- In 2006, the government replaced the Director General of Department of Resources and Coastal Affairs
- Year 2005, Deputy Permanent Secretary, Ministry of Natural Resources and Environment (Chief of Operation Group and Head of Environmental Mission Group
- Year 2002, Director-General of the National Park, Wildlife and Plant Conservation Department
- Year 2000, Deputy Director-General of the National Park, Wildlife and Plant Conservation Department
- 1998, Deputy Director-General of the Royal Forest Department (Suppression)
- Year 25436 - 1995 Director of the Department of Forest Protection and Suppression
- Year 1974, Forest of Nakhon Sawan Forest of Surat Thani Forest, Phetchaburi District Forest, Prachin Buri District, Forest Department
- Year 1974, the forestry office Head of Forest Protection Unit 13, Mae Sot District, Tak Province, Royal Forest Department

Profile of the past seminar

- Director Accreditation Program (DAP) / 2012

Proportion of holding of the Company's securities as of December 31, 2018

- none -

Dr. Karun Chantarongsu

Age 68 years

Director

Date of holding the position of director : 24 May 2007

Family relations between executives : None



Education

- Doctor of Civil Engineering, Ohio State University, Ohio, USA
- Master of Civil Engineering, Ohio State University, Ohio, USA
- Bachelor of Civil Engineering (Honors), Chulalongkorn University
- Obtained a license to operate a controlled engineering profession Civil Engineering Level Registration number Wor. 1023

Current position

Directorship in listed companies

- 2015 - present Director, BTS Group Holdings Public Company Limited
- 2007 - Present Director Richy Place 2002 Public Company Limited
- 2004 - Present Independent Director and Audit Committee, Quality Construction Products Company Limited

Public Company Limited

Positions in non-listed companies

- 1992 - present Chairman of the Board of Directors, KSS Associates Co., Ltd.

Past experience

- Year 2006 - 2007, Council of Engineers
- 2002 - 2013 Chairman of the Ethics Committee of the Council of Engineers
- 2006 - 2007 President of the Engineering Institute of Thailand Under the Royal Patronage of HM the King No. 2
- 2002 - 2003 President of the Engineering Institute of Thailand Under the Royal Patronage of the King

Profile of the past seminar

- Direct Certification Program (DCP) / 2005
- Finance for Non-Finance Director (FN) / 2005

Proportion of holding of the Company's securities as of December 31, 2018

- Number 11,625,941 shares or 1.11 percent
-

Mr. Somsak Ataboonwongse

Age 57 years

Director

Date of holding the position of director : 24 May 2007

Family relations between executives

Brothers of Dr. Apa Attaboonwong

Education

- Bachelor's Degree in Administration, Industrial Management
University of the Thai Chamber of Commerce
- Certificate of graphic design from Japan



Current position

Directorship in listed companies

- 2007 - Present Director / Executive Director Richy Place 2002 Public Company Limited

Positions in non-listed companies

- Present Managing Director, Attaboon Company Limited
- At present, the consultant of YCK (Thailand) Company Limited

Positions in other departments

- none -

Past experience

- 2005 - 2018 Honorary Advisor to the Federation of Industry Nonthaburi
- 2008 - 2010 Chairman of the Federation of Industries Nonthaburi
- 2008 - 2009 Director of the Federation of Thai Industries
- 2008 - 2010 Secretary General of the Thai Subcontracting Promotion Association

profile of the past seminar

- Director Accreditation Program (DAP) / 2556
- Role of the Compensation Committee (RCC) / 2556
-

Proportion of holding of the Company's securities as of December 31, 2018

- Number of 28,457,745.00 shares or 2.724 percent
-

Police Colonel Suvit Tonsode

Age 72 years

Director

Date of holding the position of director : 24 November 2011

Family relations between executives

Spouse who is not married But it is revealed to the society of Dr. Apa Ataboonwongse

Education

- Juristic Law Dhurakij Pundit University

Current position

Directorship in listed companies

- Year 2011 - Present Director Richy Place 2002 Public Company Limited

Positions in non-listed companies - none -

Positions in other departments - none -

Past experience

- Year 2006 retired
 - Year 2002 (Pol.Lt.Gen.) Division 4MT. 4 Immigration Division Bangkok Airport
 - Year 1998 (Lt. Col.) Deputy Director, Inspectorate Government Section 4 Inspector General
 - Year 1995 (Pol. Lt. Col.) Deputy Director, Department of Personnel Administration, Police Department
 - Year 1993 (Lt. Col.) SWP. Wheeler (Firearms carry certificate) Kg.1, Police Department Registrar Division
 - Year 1990 (Pol.Col.) Sor. Finance and Supplies Police Department Registration Division
 - Year 1983 (Pol.Lt.) Deputy Police Officer, Crime Plan Central Investigation Bureau
 - Year 1980 (Lt. Col.) Deputy Minister of Education, 1st Division, 7th Division, Special Branch Police Division
 - Year 1978 (Secondary), Deputy Minister of Education, Training and Publication Nakhon Si Thammarat Police Station, Nakhon Ratchasima, Nakhon Ratchasima
 - Director Accreditation Program (DAP) / 2013
- none -

Profile of the past seminar

Proportion of holding of the Company's securities as of December 31, 2018



Mr. Weerapol Attaboonwong

Age 67 years

Director

Date of holding the position of director : 14 May 2013

Family relations between executives:

Brothers of Dr. Apa Ataboonwongse

Education

- Business Administration Fort Lauderdale College, Florida, USA

Current position

Directorship in listed companies

- Year 2013 - Present Director Richy Place 2002 Public Company Limited

Positions in non-listed companies

- 2017 - Present Director, Attaboon Company Limited
- 1988 - Present International Manager, Attaboon Company Limited

Positions in other departments

- none -

Past experience

- none -

Profile of the past seminar

- Director Accreditation Program (DAP) / 2013

Proportion of holding of the Company's securities as of December 31, 2018

- Number 959,821 shares or 0.092 percent



Mrs. Nonglak Wanthampong

Age 61 years

Director

Date of holding the position of director : 24 November 2011

Family relations between executives:

The sister of Dr. Apa Ataboonwongse

Education

- Master of Business Administration, Burapha University (EX-MBA)

Current position

Directorship in listed companies

- Director, Richy Place 2002 Public Company Limited

Positions in non-listed companies

- Managing Director, Attaboon Assets Company Limited
- Assistant Managing Director, Attaboon Company Limited
- Vice President of Thai KKK Company Limited

Positions in other departments

- none -

Past experience

- none -

Profile of the past seminar

- Director Accreditation Program (DAP) / 2013

Proportion of holding of the Company's securities as of December 31, 2018

- 545,446 shares or 0.052 percent



Mrs. Sarunthorn Srisunthorn

Age 42 years

Company Secretary And Deputy Chief Executive Officer

Date of holding position : 1 February 2010

Family relations between executives: - None –

Education

- Master of General Management Ramkhamhaeng university
- Bachelor of Business Administration, Siam University

Current position

Directorship in listed companies

Positions in non-listed companies

- none -

Positions in other departments

- Year 2017 - Present Deputy Chief Executive Officer Richy Place 2002 Public Company Limited
- 2014 - Present Company Secretary Richy Place 2002 Public Company Limited

Past experience

- 2000 - 2003 Executive Secretary, Attaboon Company Limited (selling car parts)

Profile of the past seminar

- Company Secretary Program CSP / 2014

Proportion of holding of the Company's securities as of December 31, 2018

- none -



Business Activities

Company's Policy and Overview of Business Activities

Vision Mission Values of Richy Place

“VISION”

The Company will be the leader of real estate development sector in Thailand, which emphasizing to the need, satisfaction, and happiness in living of all target customers by focusing on the product design, site location, environment friendliness, and outstanding efficient services in order to create a long term confidence of all parties concerned.

“MISSION”

1. To be the one of top 20 leading real estate development of Thailand within 10 years
2. To maximize not less than 10% yield upon investment to shareholders
3. To reward employees higher than the average compensation of the industry within 3 years
4. To make human resources having high competence compared with the leading companies within 3 years
5. To create the corporate culture to be the organization of intelligence, diligence and dedication
6. To build the business allies network of real estate development
7. Providing the prompt after-sale-services and creating the customer satisfaction
8. Making good quality of life to the social, community, and environment
9. Cost management in order to compete with the industry within 3 years
10. To build the corporate image to be known and acceptable within 3 years

“VALUES OF RICHY PLACE”

Richy has emphasized on creating a happy society to the residents in all areas; which its outstanding are:

Rich in Premier Location

Rich in Urban Living & Life Style

Rich in Design

Rich in Construction

Rich in Environment

Such values can presently meet the consumers' need and living model as perfectly and make the residents in all projects of the Company be happy

Significant Changes and Development Highlight

Background and Significant Development

Richy Place 2002 Public Company Limited was found on November 18, 2002 with initial registration capital of Baht 50 million by various professions but have similar objectives on real estate development under the administration of Dr. Apa Ataboonwongse in order to concentrate on project development on potential location and nearby the community. In 2013, the Company has registered as a public limited company with the registered capital of Baht 714 million and paid-up capital of Baht 500 million. The Company presently has the total registered capital of Baht 785.40 million; which be the paid-up capital of Baht 785.40 million.

Key Milestones and Development Highlights of the Company are summarized as following

2002	November	- The Company was found by various professions but have similar objectives on real estate development with initial registration capital of Baht 50 million, including 500,000 common shares, at the par value of Baht 100 per share. Its objective is to operate business in the real estate development which the office is located at 667/15 Attaboon Building, 5th Floor, Charan-sanitwong Road, Arun-amarin Sub-district, Bangkok Noi District, Bangkok
2004	January	- Officially sale the project of “Richy Ville @Bangbuathong”, 74 units of a two-story house on 13 acres of land located on Bangbuathong District, Nonthaburi with the project value at Baht 160 million
2005	June	- Officially sale the project “Richy Tower @Phetkasem-Sathorn”, 212 units of a 19-story residential condominium located on Phetkasem Road, Bangkok with the project value of Baht 300 million 2007 January - Officially sale the project “Le Rich Trendy Condo @Sathupradit” (Le Rich @Rama 3), 422 units of a 22-story residential condominium located on Rama 3 Road, Chong-nonsee Sub-district, Yannawa District, Bangkok with the project value of Baht 1,062 million
	May	- Increasing the registered capital from Baht 50 million to Baht 130 million by offered to the existing shareholders to be fund for construction and project development in the future 2010
	March	- Officially sale the project “Le Rich @Ratchada-Suthisarn”, 77 units of a 8-story residential condominium located on Suthisarn Intersection, Dindaeng Sub-district, Dindaeng District, Bangkok with the project value of Baht 175 million
	November	- Officially sale the project “Le Rich @Aree Station”, 73 units of a 8-story residential condominium located on Soi Aree 2, Samsen Nai Sub-district, Phayathai District, Bangkok with the project value of Baht 235 million
2011	January	- Officially sale the project “Rich Park @Bangson Station”, 803 units of a 27-story residential condominium located on Krungthep-Nontaburi Road, Wongsawang Sub-district, Bangsue

District, Bangkok with the project value of Baht 1,375 million 2012 July - The Annual Shareholders' Meeting in 2012 held on July 31, 2012 had a resolution on dividend payment approval at Baht 10.00 per share, totally Baht 19.30 million, paid to entitled shareholders with totally 1,930,000 shares. November - The Extraordinary Shareholders' Meeting in 2012 held on November 29, 2012 had a resolution on dividend payment approval at Baht 57.10 per share, totally Baht 110.20 million, paid to entitled shareholders with totally 1,930,000 shares. December - Increasing the registered capital to Baht 292.18 million by offered to the existing shareholders to be fund for construction and project development of The Rich BiZ Home Sukhumvit 105 and Rich Park @Taopoon Interchange Project.

- Officially sale the project "Rich Park @Taopoon Interchange", 735 units of a 25-story residential condominium located on Pracharas Sai 2 Road, Bangsue Sub-district, Bangsue District, Bangkok with the project value of Baht 1,703 million

2013 February - Officially sale the project "The Rich Biz Home Sukhumvit 105", 140 units of modern townhome located on Soi Sukhumvit 105, Srinakarin Road, Bangna Sub-district, Bangna District, Bangkok with the project value of Baht 671 million

April - The Annual Shareholders' Meeting in 2013 held on April 26, 2013 had a resolution on dividend payment approval at Baht 18.56 per share, totally Baht 54.24 million, paid to entitled shareholders with totally 2,921,800 shares.

June - Increasing the registered capital from Baht 292.18 million to Baht 370 million by offered to the existing shareholders to be fund for project development in the future

September - The Extraordinary Shareholders' Meeting in 2013 held on September 6, 2013 had a resolution on dividend payment approval at Baht 35.69 per share, totally Baht 132.05 million, paid to entitled shareholders with totally 3,700,000 shares.

- Increasing the registered capital from Baht 370 million to Baht 500 million by offered to the existing shareholders to be fund for the construction and project development of Rich Park @Chaophraya

- The Company registered to be a public limited company under the name of "Richy Place 2002 Public Company Limited", and changed the par value from Baht 100 per share to Baht 1 per share, including increasing its registered capital from Baht 500 million to Baht 714 million by issuing common shares of 214 million shares to offer to the public.

		- Officially sale the project “The Rich Park @Chaophraya”, 635 units of a 33-story residential condominium located on Ratathibet Road, Sai-ma, Muang, Nontaburi with the project value of Baht1,267 million
2014	April	- Officially sale the project “The Rich Ville @Ratchaphruek”, a 2-story twin house and single house, and townhome of total 138 units located on Ratchaphruek Road with the project value of Baht 560 million
	July	- The Company conducted an Initial Public Offering (IPO) to trade to the public at Baht 3.30 per share.
	August	- The Company registered to be the listed company in the Stock Exchange of Thailand
	November	- The Company has launched to sell the project of “The Rich @Sathorn-Taksin”, 511 units of a 23-story condominium located on Krungthonburi Road, Bangkok with the project value of Baht 2,100 million.
2015	May	- Increasing the registered capital from Baht 714 million to Baht 985.40 million, being the paid-up capital of Baht 785.40 million.
2016	May	- Officially launched the project “The Rich Park @Triple Station”, 1,089 units of a 37-story residential condominium located on Srinakarin Road, Bangkok with the project value of Baht 2,700 million. - Decreasing the registered capital from Baht 985,400,000 to Baht 785,399,982 and amending its Memorandum of Association, Section 4 on the article of the registered capital in compliance with the decrease of capital.
	June	- Officially launched the project “The Rich @NaNa”, 413 units of a 32-story and 6-underground story residential condominium, and 3-story retail located on Sukhumvit Soi 3 Road (Nana Nua), Bangkok with the project value of Baht 4,185 million.
2017	April	- Launched "Rich Park Terminal" a 14-storey mixed use condominium with 597 units of residences, and 3 floors of retail, with connecting Skywalk to BTS. Located at Phaholyothin Road, Anurayan, Bang Khen, Bangkok. Project value at 1,490 Million Baht. - Launched "The 8 Collection" project is a 7-storey condominium with 77 units of condominium units. Located on Visutkasat Road. Bang Khun Prom (Nangwan), Phra Nakhon District (Dusit) Bangkok. Project value at 362 Million Baht.

- May - Launch of "The Rich Avenue" a modern 3 storey commercial building with a mezzanine floor limited to only 16 units. Located at Damrongrak Road, Khlong Mahanak Pom Prap Sattru Phai, Bangkok. Project value at 480 Million Baht.
- June - Increase the capital to be allocated to the existing shareholders according to the shareholding proportion (Right Offering: RO) registered to support the business expansion of the company At the ratio of 5 existing shares to 1 new ordinary share, together with the warrants to purchase ordinary shares of the Company No. 1 (RICHY-W1) and warrants to purchase ordinary shares of the Company No. 2 (RICHY-W2) (5: 1: 1) In the event that there is a fraction of shares remaining, round the share.
- 2018 May - Increase registered capital from the original 1,289,363,596 baht to 1,381,460,996 baht, which is paid-up registered capital Amount of 1,044,859,438 baht to support the stock dividend and to support the adjustment of the warrants RICHY-W1 and RICHY-W2, and amendment to Clause 4 of the Memorandum of Association in order to be consistent with Increase the registered capital of the company.
- November - Launch of the project "The Rich Rama 9 - Srinakarin Triple Station " a mix-use condominium projects. A 32-storey condominium with 597 units, located at Srinakarin Road ,Bangkok. The project value is approximately 1,700 million baht.

Shareholding Structure of Richy and its groups

As of December 31, 2018, the Company has invested on one Subsidiary, as follow :

1. Richy Development 2016 Company Limited

Registered Date : December 15, 2016

Registered Capital : 31,000,000 Baht

Type of share : Common shares

Total of share : 310,000 shares

Par Value : 100 Baht

Ratio of Investment : 99.97%

2. Nature of business
2.1 Revenue structure of the company

	Operated by	Financial statements (review / review)					
		Year 2016		Year 2017		Year 2018	
		value (Million baht)	value (percent)	value (Million baht)	value (percent)	value (Million baht)	value (percent)
Revenue from real estate sales							
- Residential condominium	RICHY	462.14	81.33	1,256.56	94.68	2,663.80	98.35
-	RICHY	91.04	16.02	57.85	4.36	17.19	0.63
Total revenue from real estate sales		553.18	97.35	1,314.41	99.04	2,680.99	98.98
Other income 1 /	RICHY	14.99	2.64	12.01	0.91	26.23	0.97
interest	RICHY	0.07	0.01	0.71	0.05	1.43	0.05
total income		568.24	100.00	1,327.13	100.00	2,708.65	100

Note: 1 / other income is rental income according to the marketing plan. Rental guarantee and income from the down payment, etc.

2.2 Product characteristics
1) Real estate development business for sale

Is the main business of the company the company operates real estate development business in good location and has potential. Both horizontal and vertical types, such as single-detached houses, townhouses, townhomes and high-rise types, such as condominiums. The projects of the company that are still open for sale at present can be summarized and details of the sales and construction progress as of December 31, 2018. As follows



บริษัท ริชี่ เพลซ 2002 จำกัด (มหาชน)

project	Project location	Project type	Time to buy land	Comple tion period	The time when the project was opened	Project area (Rail-work-wa)	Target customers	Project value		Book or contract		Transferred and accumulated		Remaining for sale		Percent age of construc tion progress	Percent age of revenue recognit ion proporti on
								number (unit)	value (Million baht)	number (unit)	value (Million baht)	number (unit)	value (Million baht)	number (unit)	value (Million baht)		
condominium																	
Rich Park @Taopoon Interchange	Than Pracharat Sai 2	26-storey condominium	Apr 2013	Oct 2014	Dec 2012	3-0-64.6	C - B	735	1,936	12	33.34	634	1,574.15	89	328.51	100.00	81.33
Rich Park @ Chaophraya	Sai Ma Road	33 storey condominium	Nov 2013	Jun 2015	Sep 2013	2-0-86	C - B	635	1,463	109	275.28	522	1,179.87	4	7.85	100	80.62
The Rich @ Sathorn-Taksin	BTS Wongwian Yai	23 storey condominium	Dec 2013	Oct 2016	Dec 2014	3-0-118.42	B - A	509	2,100	31	118.34	250	978.32	228	1,002.99	100	46.59
Rich Park @ Triple Station	Srinakarin Road	37-storey condominium	Dec 2015	Jun 2018	May 2016	4-1-14.4	C - B	1,089	2,955	343	1,006.70	720	1,904.45	26	43.85	100	64.44
The Rich @ Nana	Sukhumvit 3 Road	32 storey condominium	Dec 2015	Dec 2019	Jun 2016	2-0-37.8	B - A	413	3,838	134	1,254.75	-	-	279	2,583.25	14.79	-
Rich Park Terminal	Pahlayothin road	14-storey condominium	Dec 2016	Oct 2019	Apr 2016	3-1-05	C - B	1,660	563	111	292.97	-	-	452	1,367.03	19.20	-
The Eight Collection	Wisutkasat	7-storey condominium	Dec 2016	Jan 2019	Apr 2017	0-2-52	B	77	350	16	79.04	-	-	61	270.96	75.08	-
The Rich @ Rama 9 - Srinakarin Triple Station	Srinakarin Road	32 storey condominium	Dec 2015	Dec 2021	Nov 2018	2-2-50.3	B - A	558	2,124	144	608.57	-	-	414	1,515.43	-	-
Townhouse / Townhome / Home Office																	
The Rich Biz Home Sukhumvit 105	Soi Sukhumvit 105	3 storey townhome	Apr 2012	Within 2015	Feb 2013	13-2-88	B - A	140	671	4	22.83	55	273.96	81	374.21	54.00	40.83
The Rich Ville Ratchaphruk	Ratchaphruk Road	3 storey townhome / townhome	May 2013	Within 2016	Apr 2014	19.2-59.6	B - A	173	572	4	12.99	32	96.40	137	462.61	56.00	16.85
The Rich Avenue	Damrongrak Road	town home	Jun 2017	Within 2018	Nov 2017	1-66-7	A	16	360	5	89.76	-	-	11	270.24	-	-

Projects opened for sale as at 31 December 2018 can be summarized as follows.

Condominium

1.1 Rich Park @ Tao Poon Project



Project type: 26-storey condominium

Selling price per unit: 1.90 - 3.5 million baht

Target customers :

- New generation workers have taste and modernity
- Those with income of 40,000 baht per month or more
- Workers who want to separate families in Bang Sue area Those who have work in the area of the train or those looking for a new residence to replace the old residence

1.2 Rich Park @ Chaophraya Project



Project type: 33-storey condominium

Selling price per unit: 1.6 - 2.5 million baht

Target customers :

- New generation workers have taste and modernity
- Those with income of 40,000 baht per month or more
- Workers who want to separate families in the Rattanaathibet area Those who have work in the area of the train or those looking for a new residence to replace the old residence

1.3 The Rich @ Sathorn-Taksin Project



Project type: 23-storey condominium

Selling price per unit: 3 - 6 million baht

Target customers :

- Workers in Silom area, Sathorn
- Income of 84,000 baht per month or more
- Those who want a condo near the office, separate New family or for investment in BTS Wongwian Yai location

1.4 Rich Park @ Triple Station Project



Project type: 37-storey condominium

Selling price per unit: 2.6 - 4.2 million baht

Target customers :

- new generation workers Srinakarin area
- Income of 40,000 baht per month or more
- Workers who want to separate families Those who have work in the area of the train or those looking for a new residence to replace the old residence And the group that bought it for speculation.

1.5 The Rich @ Nana Project

	<p>Project type: 32-storey condominium</p> <p>Selling price per unit: 8.2 - 24 million baht</p> <p>Target customers :</p> <ul style="list-style-type: none"> - Business owners, Thai and foreign businessmen, Nana district - Income of 150,000 baht per month or more - A group of people who want a condo near the office, expand a new family or for investment in location / rent
---	--

1.6 Rich Park @ Terminal Laksi Station Project

	<p>Project type: 14-storey condominium</p> <p>Selling price per unit: 2.6 - 4.2 million baht</p> <p>Target customers :</p> <ul style="list-style-type: none"> - New generation workers in Phaholyothin area, Laksi monument station - Income of 40,000 baht per month or more - Workers who want to separate families Those who have work in the area of the train or those looking for a new residence to replace the old residence And the group that bought it for speculation.
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1.7 The 8 Collection Project

	<p>Project type: 7-storey condominium</p> <p>Selling price per unit: 4.2 - 6.2 million baht</p> <p>Target customers :</p> <ul style="list-style-type: none"> - Workers / Residents Or have children who are studying in the Phra Nakhon district - People who want to expand their families Or stored as assets / inheritance - Income of 70,000 baht or more - Investor groups for speculation or rental
---	---

1.8 The Rich Rama 9 - Srinakarin Project

	<p>Project type: 32-storey condominium</p> <p>Selling price per unit: 2.99 - 5.9 million baht</p> <p>Target customers :</p> <ul style="list-style-type: none"> - Srinakarin-Pattanakan district workers - earn income of 50,000 baht or more - Workers who want to separate families Those who have work in the area of the train or those looking for a new residence to replace the old residence And the group that bought it for speculation.
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2. Townhouse, Townhome, Single house, Twin house and Home office project

2.1 Project "The Rich Biz Home Sukhumvit 105"

	<p>Project type: 3-storey townhome</p> <p>Selling price per unit: starting at 4.4 million baht</p> <p>Target customers :</p> <ul style="list-style-type: none"> - New generation workers have taste and modernity - Those with income of 80,000 baht per month or more <ul style="list-style-type: none"> - - Workers who want to separate families in Srinakarin Road <p>Those looking for new residences to replace old residences Or the owner of a small-medium business</p>
---	--

2.2 The Rich Ville Ratchaphruek

	<p>Project type : Independent house / 2 story townhome / 3 story townhome</p> <p>Selling price per unit: starting at 2.79 million baht</p> <p>Target customers :</p> <ul style="list-style-type: none"> - New generation family with taste and modernity - People with income level 80,000 baht per month or more <ul style="list-style-type: none"> - - The group of people who want to expand the family, separate the family in Laem Rattanathibet-Ratchapruek <p>Convenient transportation, close to the road, near BTS Bang Rak Yai station.</p>
--	---

1.3 The Rich Avenue

	<p>Project type: 32-storey condominium</p> <p>Selling price per unit: 8.2 - 24 million baht</p> <p>Target customers :</p> <ul style="list-style-type: none"> - Business owners, Thai and foreign businessmen, Nana district - Income of 150,000 baht per month or more <ul style="list-style-type: none"> - - Those who want a condo near the office, separate New family or for investment in location
---	---

Showing the map of the various projects of the company



Our Projects Rich in Living

01. เดอะริช สากง-ตากสิน
02. ริชพาร์ค เทาปูนอินเตอร์ชงซ์
03. ริชพาร์ค เจ้าพระยา (ถ.รัตนวิบูลย์)
04. เลอริช พระราม3
05. เดอะริชวิลล์ ราชพฤกษ์-รัตนวิบูลย์
06. เดอะริช บิชโฮม สุขุมวิท 105
07. เดอะริช นานา
08. ริชพาร์ค ทรอปิคัลสแควร์
09. ริชพาร์ค ลอฟท์ หลักสี่สแควร์
10. ดีเอก คอลเลกชั่น วิสุทธิกษัตริย์
11. เดอะริช อเวนิว ค้างระกษัตริย์
12. ริชพาร์ค บางซ่อนสแควร์
13. ริชทาวน์เวอร์ เพชรเกษม-สากง
14. เลอริช อาร์ย์สแควร์
15. เลอริช รัชดา
16. ริชวิลล์ @บางบัวทอง
17. เดอะริช พระราม 9 ศรีนครินทร์ ทรอปิคัลสแควร์

- Rich in Premier Location
- Rich in Urban Living & Lifestyle
- Rich in Design
- Rich in Construction
- Rich in Environment

Marketing

Product strategy

Real estate development company for sale in various forms By focusing on developing to cover and distribute in many product groups and locations, locations In order to meet the needs of consumers as much as possible By housing development in each location The company will consider to suit the market. At present, the company has defined 3 product groups, namely condominiums. Single house group Townhome townhouse group by the company emphasizes the design and decoration. Perfect interior space allocation design In line with the style and lifestyle of the new generation of people in the city Including complete facilities within the project, such as a swimming pool, a green space for a large proportion Exercise machines etc.

In addition, the company also attaches great importance to project management and after-sales services. Since the construction of the project Planning for the development of the construction project that will not cause disturbance to the customers who live in the area. After sales service, there will be a dedicated service unit that provides services and solutions for the customers who have already stayed.

Price strategy

The company determines the pricing strategy. By considering various factors such as product positioning Target customers Product characteristics, location, living area, etc. and compare with the selling price of other projects with similar layout and location. Including considering the cost of the project Whether it is land value Design cost Construction cost And other expenses associated By determining the selling price must be a reasonable price Consumers feel the value Such as setting the appropriate price on the same location as the competitors with a slightly lower price but the same quality and facilities, etc. In addition, the company must be able to maintain the rate of return to the appropriate level that is desired.

The company has a policy of giving discounts. In the case of selling to customers who have contributions to the company, such as directors, employees of the company Loan creditors, etc., with discounts of up to 100,000 baht / room

Marketing and sales communication promotion strategies

The company focuses on marketing communication in various forms. Various channels with the goal to allow target customers to recognize and remember the company name And the project of the company as follows

- 1) Advertising through mass media such as radio, television and various publications to be a broad marketing communication
- 2) Communication via outdoor media such as billboards, road signs to communicate with customers around Project or area close to the project location
- 3) Communication in other alternative channels (Below The Line) such as direct communication (Direct Mail), trade show booths Project activities Customer activities, customer recommendations Organizing activities with other organizations, etc.
- 4) Marketing communication in new media channels (New Media) such as communication via the company website (www.richy.co.th) Communication via E-Mail, advertising through other websites, sending messages via mobile phone system (SMS) etc.
- 5) Communication with old customers in the program (Member Get Member)

In addition, the company also provides publicity of company news through various media. And organizing activities to promote the target customers to receive information such as press releases, new project launches Creating a newsletter with both new and old customers To create awareness of information about the company and projects that are continuously selling Including customer

relationship management (CRM) activities with customers who have already purchased the company's projects To allow customers to participate with the company Which creates a good relationship in the long term Which will lead to recommendations and further inform about the company's projects to other consumers

In terms of promotion, the company will consider the motivation that makes consumers decide to buy. Before taking into consideration in order to design promotions for sales promotion such as furniture giveaway free air conditioning the promotion of mobile phones and tablets, etc. In addition, the company has launched promotions to stimulate sales in projects that have been launched for a while. In the Rich Park @ Chaophraya project By guaranteeing rent Which the company will be responsible for providing tenants to customers who purchase apartments during the period specified in the contract through the project sales staff or those who visit the company's projects Which, when including expenses from such promotions The company will still have a higher return than the base price, which is the selling price of the company obtained from the calculation of the feasibility study of that project.

Sales strategies and distribution channels

The company has direct distribution channels through sales offices of each project. With a professional sales team Have good knowledge and understanding of the product Can explain to customers and the general public who are interested to get to know the details and information of the project And has a sample room open to show to those interested in viewing the project location In each project, there are approximately 1 - 4 sales teams according to the size of the project. And the commission setting for sales to motivate the sales team

In addition, the company will consider the level of competition around the project. Selling difficulty level If any project is highly competitive The company will hire a sales team from a company that is an external sales specialist to be the project sales manager. Which is responsible for advising and analyzing marketing as well as helping to supply the sales team together with the company's sales team The company has a policy to pay a percentage based on the sales value that occurs as a market rate in order to motivate agencies that hire or sales staff Under the framework of the approval authority of the company which will pass the examination / review from the department manager Director of the Department and Chief Executive Officer according to the approved authority table All sales expenses will still have a higher return than the base price. And will not cause any negative impact on the profit of the company

However, those interested in the project of the company can also call to ask for details at 02-886-1817 or study the information through the company website www.richy.co.th.

Characteristics of target customers

The company will focus on the middle class customers mainly by targeting the target customers which are adjusted according to the situation to be appropriate. The company's customers are all retail customers. And there are no more than 30 percent of total revenue.

Defining target groups of the project are as follows.

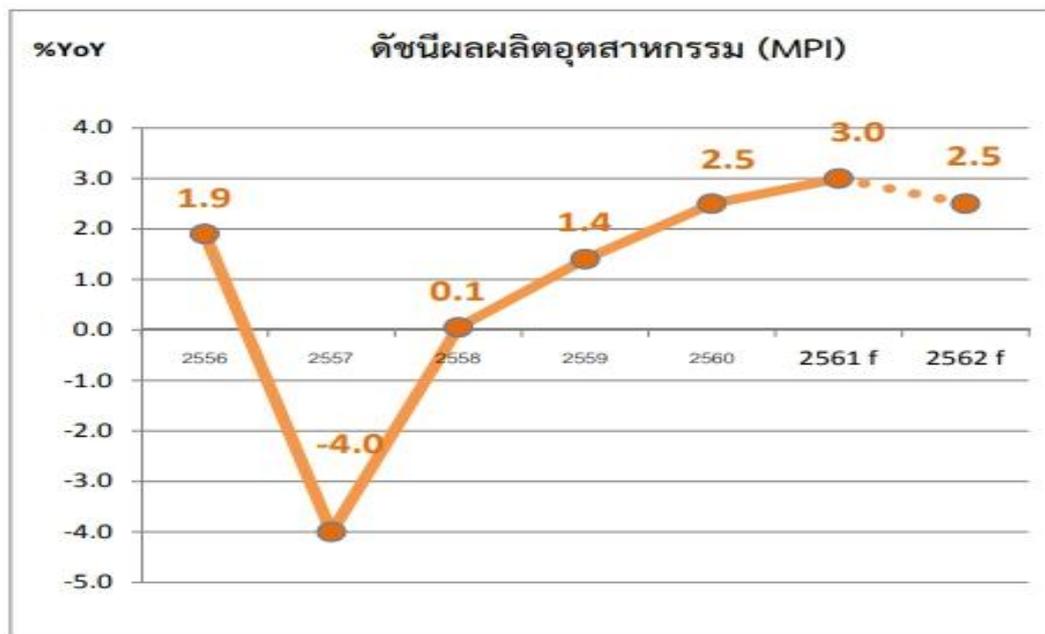
Target customers	Unit price	Monthly income level
A	5.00 – 7.50 ล้านบาท	80,000 บาทขึ้นไป
B	3.00 – 4.99 ล้านบาท	50,001 - 80,000 บาท
C	1.00 – 2.99 ล้านบาท	15,001 – 50,000 บาท

2.1.1 Industry overview

Industry conditions and trends

Summary of Thai Industrial Economic Conditions in 2018 and Trends in 2019

Industrial economic conditions in 2018, when considered by the Manufacturing Production Index (MPI), are expected to expand by 3.0 percent from 2017, which MPI grew by 2.5 percent. The industry that expanded well in 2018, such as cars and engines, was Expansion of the domestic market due to conditions The domestic economy is expanding well, the sugar industry with the weather conditions So that there is a lot of sugarcane raw materials in the box more than 2 5 6 0 years and the factory part Big has adjusted the efficiency Cane crushing that can support Higher yield, petroleum refining as required Increased use from volume Expansive transportation



Trends in 2019

Estimated growth rate of the Industrial Production Index (MPI) in 2019 is expected to expand in the range of 2.0 - 3.0 percent with positive factors from the clarity of the election Which will create a lot of confidence for investors Driven by public investment from the progress of major investment projects Including operations under East Economic Corridor Development Plan (EEC), which is an important infrastructure project under the plan Developing a special economic balcony in the eastern region has made more progress.

ดัชนีอุตสาหกรรมที่สำคัญ



Overview of Thai economy and industry in 2018 and trends in 2019

Industrial Sector GDP In the first three quarters of 2018 expanded by 2.9 percent, slowing down slightly from The first two quarters of the year expanded by 3.5 percent, but expanded from the same period of the previous year, which expanded by 2.4 percent. Some industries Such as the reduction of privatization And preserving meat, weaving and rubber and rubber production, as well as rubber product production Export sector to expand Continuously driving government investment projects both In infrastructure and economic area development Continuous And preparation for strength Labor and labor quality to support the expansion of Next production sector

In the first three quarters of 2018, agricultural production increased by 7.0 percent. Industrial production Services increased by 5.3 percent. Private consumption and consumption increased by 4.4 percent. Total investment increased by 3.7 percent. Export of goods and services increased by 4.2 percent.

During the first 10 months (January - October) of 2018, the industrial production index was at 115.01, an increase from the same period of 2017 (111.62), 3.04 percent. Increased from the same period of 2017, such as vehicle production Sugar production motor And production of products obtained from For the trend of the year 2019, the industrial production index is expected to increase from 2018 due to investments in government infrastructure and Private investment improved. Coupled with confidence of industrial and consumer sectors that will improve after the election resulting in the overall Thai economy Expand more

During the first 10 months (January - October) of 2018, the shipment index was at 113.42, an increase from the same period of 2017 (110.66), 2.50 percent. The same period of 2017, such as the production of motor vehicles, production Electronic devices and circuit boards for the production of products Obtained from petroleum refining, etc. For the trend of the year 2019, expect the shipment index will expand In line with the industrial production dutch (value added) above

In 2019, the IMF forecasts that the global economy will expand by 3.7 percent as in 2018. Overall, the global economy gradually improves. According to the global trade in the main trading partner countries that has continuously recovered Resulting in the manufacturing sector Export increased Coupled with inflation Interest rate and the unemployment rate remained low at the end of 2018. The Federal Reserve Has raised the policy rate by 0.25% from the level of 1.75-2.00% to 2.00-2.25%, reflecting that the confidence in the US economy and the financial system However, most countries still maintain a policy rate that is not very high. And maintain inflation at the target level To maintain financial stability and stimulate economic growth For the Thai economy in 2019, the Office of the National Economic and Social Development Board expects The Thai economy will expand by 3.5 - 4.5 percent and the average headline inflation is in the range of 0.7 percent - 1.7.

The world oil price situation is likely to remain stable at a high level. Dubai crude oil price in November 2018 was at 65.79 US dollars / barrel, increased from November 2017 at 60.81 USD / barrel. For the year 2018, Dubai crude oil price Average at 70.5 US dollars / barrel, an increase compared to 2017, which averaged at 52.4 US dollars / barrel because the market is still concerned with supply or lowering crude oil production of the OPEC group. In addition, the demand for oil continues to increase in line with the growth of the global economy.

Overview in the fourth quarter of 2018 the housing market situation in the demand and supply side increased compared to the same period of 2017. In the demand side, there was an increase in the transfer of housing ownership. Due to measures to supervise housing loans for The Bank of Thailand (BOT), which will be effective on April 1, 2019, results in the transfer of ownership to be accelerated before the enforcement measures Resulting in the transfer of ownership of the highest residences since the fourth quarter of 2015, with measures to reduce tax and transfer fees Down compared to the same period of 2017

For the whole year in 2018, the whole year, the housing market situation, both in demand and supply, adjusted. Increased compared to 2017, as a result of the expansion of the overall economic fundamentals of the country Both the export sector And tourism Including investment in the government's mega project Whether it is a project of the MRT line high speed train In addition, the results of the credit supervision measures have resulted in a special increase in demand for the year. And resulting in new supply to replace the original supply that has already been sold

For the trend in the year 2019, the Real Estate Information Center expects the results from the credit control measures. And economic slowdown Including rising interest rates will affect the housing market Will result in a slowdown in both demand and supply On the demand side, the transfer of residential ownership will decrease both the number of units and the value of 17.9 percent and 15.1 percent, respectively, compared with 2018 and the housing loan is expected to decrease by 0.7 percent compared to 2018. The supply of new launch projects is expected to decrease by 5.3 percent compared to 2018, but the completed housing projects are expected to continue to increase by 11.3 percent compared to 2018 due to The expansion of the project launched in 2561.

When considering by type of new open housing projects, it was found that in the fourth quarter of 2018, there were 75 new housing projects, 13,483 units with a total project value of 63,920 million baht, the number of projects and the amount of 8.5 percent decrease. And 0.7 percent, respectively, but the number of units increased by 4.6 percent compared to the same period of 2017. For condominium projects, there were 52 new sales openings. 22 207 units of the total project value of Baht 112,079 million, an increase from the same period in 2560, both the number and value of the project, 62.5 percent, 67.4 percent and 66.6 percent, respectively (see Table 1)

ตารางที่ 1 โครงการที่อยู่อาศัยเปิดขายใหม่ กรุงเทพฯ - ปริมาณลด ไตรมาส 4 ปี 2561

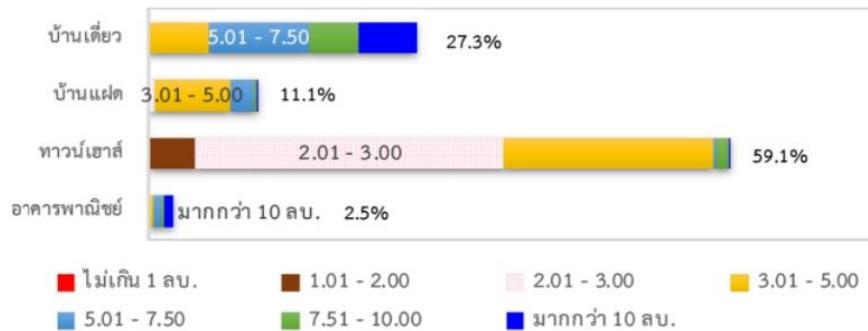
ประเภท	โครงการ			หน่วย			มูลค่า (ลบ.)		
	Q4/60	Q4/61	YoY	Q4/60	Q4/61	YoY	Q4/60	Q4/61	YoY
บ้านจัดสรร	82	75	-8.5%	12,889	13,483	4.6%	64,385	63,920	-0.7%
อาคารชุด	32	52	62.5%	13,267	22,207	67.4%	67,274	112,079	66.6%
รวม	114	127	11.4%	26,156	35,690	36.5%	131,659	175,999	33.7%

ที่มา : ศูนย์ข้อมูลสังหาริมทรัพย์ ธนาคารอาคารสงเคราะห์

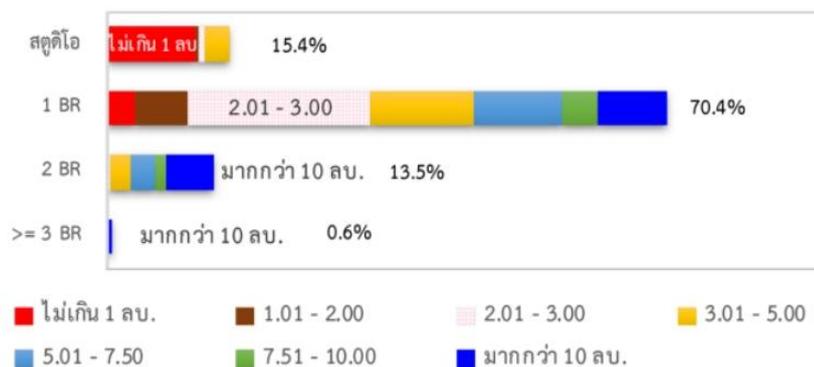
In terms of types and prices of housing project sales in the fourth quarter of 2018, it was found that most of 59.1% were townhouses and most of them were sold at the price of 3.01 - 5.00 million baht, followed by 27.3% of single houses. Which is mostly sold at the price of 5.01 - 7.50 million baht for the open house for 11.1 percent, which is mostly open for sale at the price of 3.01 - 5.00 million baht, while the commercial building is open for sale, only 2.5 percent. The highest price level of more than 10 million baht (See chart 1)

In terms of type and selling price of new condominium projects launched in the fourth quarter of 2018, it is the most one bedroom unit with 70.4% and most of them are sold at the price of 2.01 - 3.00 million baht, followed by studio type. 15.4 percent of the units are sold at the price level of not more than 1 million baht. The 2-bedroom condominiums account for 13.5 percent. Most of them are sold at the price of more than 10 million baht. To open new sales of only 0.6 per cent of all sold at a price more than 10 million baht. (See chart 2)

แผนภูมิที่ 1 ประเภทและราคาบ้านจัดสรรไตรมาส 4 ปี 2561



แผนภูมิที่ 2 ประเภทและราคาอาคารชุดไตรมาส 4 ปี 2561



Summarize the project of the company and the projects of other entrepreneurs in the nearby area.

area	Company project	Project of other entrepreneurs	
		project	Entrepreneur
BangSeon	Rich Park @ Bang Son Station	BANGKOK HORIZON	Chao Phraya Mahanakorn Public Company Limited
		U delight	Grand Unity Development Company Limited
Taopoon	Rich Park@Taopoon Interchange	THE TREE	Pruksa Real Estate Public Company Limited
		Chewathai Interchange	Chewathai Company Limited
Ratchaphruek	The Rich Ville Ratchaphruek	Lapawan 19	Lapawan Company Limited
		Venetian Ratchaphruek	Thirakamon Property Company Limited
		Casa presto Ratchaphruek- Chaengwattana	Quality House Public Company Limited
Sukhumvit 105	The Rich Biz Home Sukhumvit	Flora Ville	Flora Ville Group Company Limited
		LPN bearings	LPN Development Public Company Limited
		PLEX Bangna	Real Asset Development Company Limited
Sai Ma	Rich Park @ Chaophraya	Metro Riverfront	Property Perfect Public Company Limited
		D Condo Rattanathibet	Sansiri Public Company Limited
		Supalai City Resort Phra Nangklao	Supalai Public Company Limited
		Aspire Rattanathibet	Quality House Public Company Limited
Saton-Taksin	The Rich Saton-Taksin	Byst	AI Bright Holdings Company Limited
Srinakarin	Rich Park @ Triple Station	The Room	Land and Houses Public Company Limited
		Nye	Sansiri Public Company Limited
		The Base Rama 9	Sansiri Public Company Limited
		Lumpini Place Srinakarin- Huamark Station	LPN Development Public Company Limited
		The Tree Sukhumvit 71 - Ekamai	Pruksa Real Estate Public Company Limited
Sukhumvit3	The Rich @ Nana	Ashton (Asoke)	Ananda Development Company Public Company Limited
		The Esse (Asoke)	Singha Estate Public Company Limited
		Noble (Ploenchit)	Noble Development Public Company Limited
		HYDE 11	Grande Asset Hotels & Property Public Company Limited
Visudkasat	The 8 Collection	Life Pinklao URBANO	AP (Thailand) Public Company Limited
Phaholyothin 59	Rich Park @ Terminal	Modi Lak Si Night Bridge Interchange	Pruksa Real Estate Public Company Limited
Srinakarin	The Rich Rama 9-Srinakarin	IDEO NEW RAMA9	Ananda Development Public Company Limited
		The Base Garden RAMA9	Sansiri Public Company Limited
		The Tree Hua Mak	Pruksa Real Estate Public Company Limited
		Siamese Rama 9	Siamese Rama 9 Company Limited

The competitiveness of the company

The company has confidence in the project of the company that can compete with other entrepreneurial projects. Due to the competitive potential as follows

Location of the project

The company gives priority to In regard to the location and location of the project that will carry out real estate development to present to consumers Which must be in a good location with potential near important places such as educational institutions, department stores, hospitals, etc. Transportation is convenient. In many projects of the company Will be near the current line of the skyline or will be constructed in the future Or near the expressway or various ring roads Making the company firmly believe that the company's projects will receive feedback from customers

Unique project design

The company has designed a project that focuses on meeting the needs and lifestyle of consumers. By placing the layout to suit the location of the area and allocate living space to be fully utilized Responding to the needs of the ever-changing market The project of the company will be designed by leading architects who are famous and experienced in the business.

Customer relationship management

The company establishes business policy. That must focus on creating maximum satisfaction for customers By adopting the Customer Relationship Management system to manage customers, both old and new customers By keeping the database of every customer And continuous communication with these customers Allowing customers to get involved with the company Which creates a good relationship in the long term Which will lead to recommendations and further inform about the company's projects to other consumers

Procurement of products and services**Procurement of products for sale****Land procurement**

The company has land acquisition channels to develop projects from various sources, including land search by the management of the company which is a group of people who have long experience in the real estate business. And have a good relationship with people in various business circles or those who have land in possession Land procurement from land brokers Or the procurement of land through the auction of assets from financial institutions which are assets that are attached as collateral that does not generate income Or the auction of property from the Legal Execution Department, etc. The Company will consider buying land that has passed the consideration of the potential of the location of the land that can develop real estate projects such as consumers who want to buy housing in that area. There is enough development in the area. Travel, transportation, and convenience etc. From then, the company will conduct a feasibility study of the project in terms of marketing, finance, construction or related laws. And when the project feasibility study shows that there is potential for project development and able to generate returns at an appropriate rate The company will determine the purchase price and continue to negotiate to buy the land from the owner. The company policy will immediately buy the land to develop the project. Will not buy land for storage because they do not want to bear the cost of holding land unnecessarily at present, the company does not have land for development. (Study details can be found in Section 1, Clause 4 Assets used in the business operation) However, the Company is determined to regularly search for potential lands when the Company finds potential and suitable land for development. The company is ready to continue developing the said land.

However, if the company purchases land from persons who may have conflicts The company will comply with the policy on related party transactions.

Procurement of construction control consultants

In considering the selection of construction control consultants The company will open an auction to select from 2 - 3 consultants to submit proposals to the company. The company will consider based on the price of the presentation, experience, and work readiness. Selection The construction control consultant will act as a consultant. Check the quality and accuracy in detail, technical procedures, work methods, installation and test work during construction until completion. For horizontal projects such as Single house and townhouse / town house The company may not need to hire a consultant to control construction work from outside. Because the internal team of the company has the ability to perform this function in certain types of projects, such as The Rich Biz Home, Sukhumvit 105, etc. For vertical projects over 8 floors or buildings that are higher than 23 meters or more are buildings In the category of high-rise buildings, according to the definition in the Building Control Act BE 2522, which has more stringent building construction requirements, whether it is ventilation systems, electrical systems Fire protection system, waste water treatment system, sewerage system, water supply system and elevator system Therefore, the company needs to hire a consultant to control the construction work from outside with expertise. In order to coordinate with the contractor company and perform the inspection of the construction on behalf of the company in order for the construction to be in accordance with the law In addition, the company will hire a consultant to control the construction work from the outside as the bank lends to the company.

Procurement of contractors

The company has an internal unit to coordinate to act as a coordinator to hire contractors from outside companies. The company has a policy to select the main contractor to have a tender for every project. By having to submit 3 or more bids, which the company will consider selecting from various criteria, namely, the proposed price, experience, reputation and performance in the past Especially the work that is similar to the project of the company Completion of construction work Punctuality in the delivery of work Including considering the readiness of the work and the financial status of the contractor company In the past, the company had never had a direct dispute with the contractor.

Procurement of construction materials and products needed for project development

In the provision of construction materials for use in the construction of the project The company will allow the contractor to be responsible for purchasing the main construction materials such as bricks, cement, sand and steel, etc. and must also be responsible for the changes in the price of such construction materials. The company will determine the quality and standard of construction materials used in the project to let the contractor know. In which the contractor will evaluate and calculate the cost of all construction materials to be used as part of the construction contract While some types of construction materials that are used in large numbers in the same form Or can definitely count the number And the unit price is quite high The company will be responsible for supplying itself, such as piles, elevators, sanitary ware, air conditioners. The company can supply from all domestic distributors. The company does not have a policy to purchase a large amount of construction materials as inventory.

In the past, to the present The company does not rely on any particular supplier or contractor from outside. Because the company has contact with suppliers who are about 10 suppliers of construction materials and have a good relationship with each other Without buying from any supplier, which accounts for more than 30 percent of the total purchase or employment value While in some years, external contractors may be hired which accounted for a relatively high proportion when compared to the total purchase or procurement value. But is considered a normal business that has a high value for the contractor according to the size of the project In

the contract, the contractor will have to make a contract to guarantee the work for the company as well as the contract value in order to build confidence in the work and the construction process for the company. The company can choose to hire an external contractor by opening the bidding price that the external contractor offers. Therefore there is no dependence on any external contractor in any way

Work that has not been delivered

As of December 31, 2018, the company has the number of units reserved. Contracts for sales, but not yet transferred the ownership of the project, amounted to 913 units, equivalent to 3,794.57 million baht, with details as follows:

project	Project value (million baht)	Unit	Construction progress	Number of units booked or contracted but not yet delivered		Expected time to transfer ownership
				Unit	Value (million baht)	
condominium						
- Le Rich Sathupradit	996.00	422	100.00	-	-	2562
- Rich Park @Taopoon Interchange	1,936.00	735	100.00	12	33.34	2562
- Rich Park @ Chaophraya	1,463.00	635	100.00	109	275.28	2562
- Rich Park @ Triple Station	2,955.00	1,089	100.00	343	1,006.70	2562
- Rich Park Terminal	1,660.00	563	19.20	111	292.97	2562
- The Rich @ Sathorn-Taksin	2,100.00	509	100.00	31	118.34	2562
- The Rich @ Nana	3,838.00	413	14.79	134	1,254.75	2563
- The Eight Collection	350.00	77	75.08	16	79.04	2562
- The Rich @ Rama 9 - Srinakarin Triple Station	2,124.00	558	-	144	608.57	2564
Townhouse / Townhome / Home Office / Song Song						
- The Rich Biz Home Sukhumvit 105	671	140	54.00	4	22.83	2562
- The Rich Ville Ratchaphruek	572	173	56.00	4	12.99	2562
- The Rich Avenue	360	16	-	5	89.76	2562
Total	19,025	5,330		913	3,794.57	

3. Risk factors

Risk factors in operating the business of the company may give the effect on the operation and the performance of the company with the significance and the guideline in protecting the risk can be concluded as follows;

The risk in operating the business

3.1 The risk from the way that the company has operated the business in the industry that has high competition.

For the 4th quarter in the year of 2018, the overall price index of the new condominium that is during the selling in the area of Bangkok Metropolitan Region has the value equal to 147.4 points. The index value will be adjusted to be increased by 11.8% when this has compared to the same time period of the previous year and this has been adjusted by 3.1% when this has compared with the previous quarter. This is the result from the construction project of the electric train in the new route in Bangkok Metropolitan Region. This has the progress in the construction quite much and this will give the effect on the project of the new opening condominium in the 4th quarter in the year of 2018 that has the higher price than the same quarter of the previous year in many locations (This can see the table 1).

ตารางที่ 1 ดัชนีราคาห้องชุดใหม่ที่อยู่ระหว่างการขาย ในกรุงเทพฯ - ปริมาณ ไตรมาส 4 ปี 2561

ดัชนีราคาห้องชุด	Q1/2560	Q2/2560	Q3/2560	Q4/2560	Q1/2561	Q2/2561	Q3/2561	Q4/2561
กรุงเทพฯ นนทบุรี และสมุทรปราการ	124.9	126.8	128.8	131.9	133.1	139.1	143.0	147.4
QoQ	0.6%	1.5%	1.6%	2.4%	0.9%	4.5%	2.8%	3.1%
YoY	5.8%	5.8%	5.9%	6.3%	6.6%	9.7%	11.0%	11.8%
▪ กรุงเทพฯ	125.0	126.9	128.7	132.0	133.4	139.2	143.8	148.5
QoQ	0.7%	1.5%	1.4%	2.6%	1.1%	4.3%	3.3%	3.3%
YoY	5.9%	5.9%	5.9%	6.4%	6.7%	9.7%	11.7%	12.5%
▪ นนทบุรี และสมุทรปราการ	121.8	126.2	128.3	130.5	130.6	137.2	138.6	141.4
QoQ	-0.9%	3.6%	1.7%	1.7%	0.1%	5.1%	1.0%	2.0%
YoY	3.4%	4.0%	4.6%	6.2%	7.2%	8.7%	8.0%	8.4%

ที่มา : ศูนย์ข้อมูลสังหาริมทรัพย์ ธนาคารอาคารสงเคราะห์

From the survey in this time, this is found that the area that the price of the new condominium will be adjusted to increase most for the first of 5 sequences in the 4th quarter of the year of 2018 when this has compared with the same time period of the previous year such as;

1) Bangsue –Dusit District, the price has been adjusted to increase by 36.4% when this has compared with the same time period of the previous year and this price has been adjusted to increase by 14.6% when this has compared with the previous quarter.

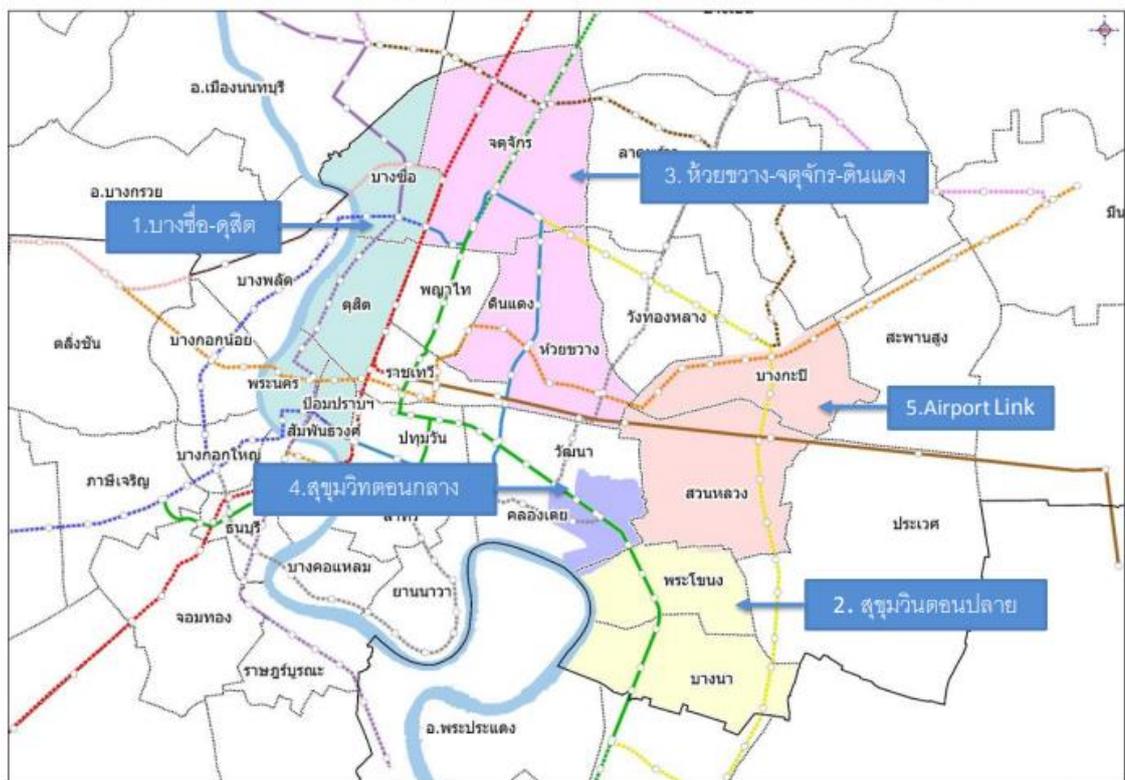
2) The ending of Sukhumvit, the price has been adjusted to increase by 31.4% when this has compared with the same time period of the previous year and the price has been adjusted to increase by 10.6% when this has compared to the previous quarter.

3) Huaykwang-Chatuchak-Dindaeng District, the price has been adjusted to increase by 30.3% when this has compared with the same time period of the previous year and the price has been adjusted to increase by 1.9% when this has compared to the previous quarter.

4) The middle of Sukhumvit District, the price has been adjusted to increase by 21.6% when this has compared to the same time period of the previous year. But the price has been adjusted to decrease by 12.8% when this has compared with the previous quarter.

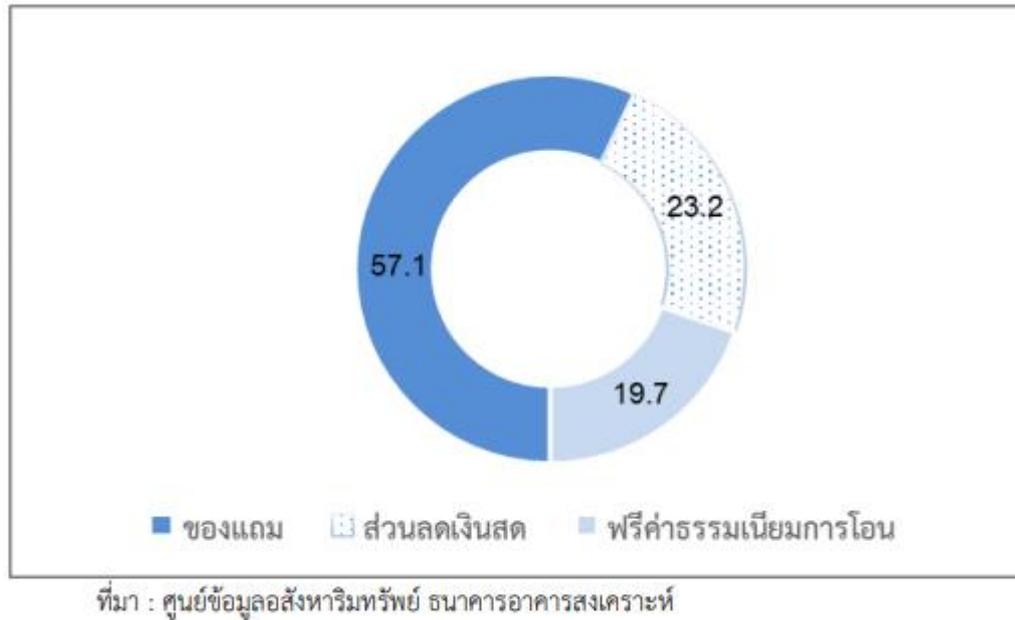
5) The Airport Link line, the price has been adjusted to increase by 12.8% when this has compared to the same time period of the previous year but the price has been adjusted to reduce by 14.7% when this has compared to the previous quarter (Please see Picture 1).

ภาพที่ 1 พื้นที่ที่ราคาห้องชุดใหม่ที่อยู่ระหว่างการขายปรับเพิ่มขึ้นมาก 5 อันดับแรก



ที่มา : ศูนย์ข้อมูลอสังหาริมทรัพย์ ธนาคารอาคารสงเคราะห์

For the form of the sales promotion in this quarter, most of it for 57.1% have the offer to be the gift such as; the furniture, the electrical appliance etc. The second is 23.2% that is the cash discount and 19.7% will be the issuing of the fee in transferring to customers.



For the overall picture in the year of 2018, the market situation of residences in the demand and the supply has been adjusted to increase when this has compared with the same time period of the year of 2017. In the demand, this has the adjustment to increase of transferring the right of residences and loans for residences have been newly granted. For the part in the supply, this has the adjustment to increase the selling of new projects of residences and those residences have been completely built and have been registered when this has compared with the same time period of the year of 2017. For the overall picture for all the year of 2018, the information center of Real Estate has expected that the market situation of residences for both in the demand and the supply will be adjusted to increase when this has compared with the year of 2017 from the result of the overall economic expansion of the country for both exporting and tourism including the investment in mega projects of the government sector. No matter will be other projects of electric train routes, high speed electric trains. Besides, the measure to supervise loans for residences of Bank of Thailand that will be effective on April 1, 2019. This has expected to give the effect to let the amount of transferring the ownership and loans for residences to have the acceleration before this will have the measure to enforce. For the trend in the year of 2019, the information center of Real Estate has expected that the result from the measure to supervise loans and a little bit slowdown of the economy will give the effect on the residence market which has expected to have the slowdown in both the demand and the supply. By in the demand of transferring the ownership of residences will be reduced for both the unit amount and the value at 11.6% and 2.5% respectively when this has compared with the year of 2018 and this has expected that loans for residences will be reduced by 2.1% when this has compared with the year of 2018. For the supply, new opening projects have been expected to reduce by 4.3% when this has compared with the year of 2018 but residences will be built completed and will be registered. This has expected that this will still increase by 6.9% when this has compared with the year of 2018 due to the expansion of new opening projects in the year of 2018. From the marketing situation in the year of 2018 that has the high competition. The company has adjusted products for matching with the consumer market more. Most of customers are persons who have revenues that are able in purchasing products that will match with products of the company. Moreover, the opening of the new marketing channel for increasing revenues including the development of the product brand of oneself for creating the confidence in the consumer. This will make in the previous time period of 2018, the company has the recognition of revenues more especially for condominiums that are built completed in the year of 2018 such as; Rich Park @ Triple Station Project and the project that has been built completely for a long time already.

3.2 The risk that the company can recognize revenues from Real Estate that is the condominium as the main issue.

The company will have main revenues from operating the business of the development of Real Estate Project that is the condominium which will count from the setting of the company until to December 31, 2018. The company has developed total of 16 projects that are the project that has developed the Real Estate business in the category of the condominium for 13 projects that have been sold and closed already such as; Richy Tower, Petchkasem, Le Rich Ratchada-Sutthisan Project, Le Rich Project @ Ari Station, Rich Park Project - Bang Hid There are projects under construction, The Rich @ Nana, Rich Park Terminal, The Eight. Collection, The Rich Avenue, The Rich Rama 9 - Srinakarin, Triple Station from the year of 2015 to 2018. Revenues from relying on condominiums will be the proportion more than 99.35% of total revenues of the year of 2018. This will make the company may have the risk if the condominium market has created the saturation condition and this has the recession that may give the effect on the performance of the company with the significance.

However, the company hasn't have the skill in the development of Real Estate in the category of the condominium only but the company will have the experience in the development of the project in the horizontal category such as; The project of the single house, The Rich Ville Bang Bua Thong that has the success in selling until this has closed the project and currently, this has the development of the Real Estate project in the category of the townhouse/the townhome such as; The Rich Biz home Sukhumvit 105 and The Rich Ville Project, Rachapruek. In the year of 2018, the recognition of revenues from the vertical line and the horizontal line that will be the help of dispersing the recognition of revenues. Besides, from the condominium only by the executive team of the company. This has the confidence that from the existing experience in the Real Estate industry for a long time for more than 16 years including personnels who have the skill will be able to study the operation according to the plan in the development of the project to be successful and will access to the requirement of customers.

Proportion of revenue from condominiums per total revenue 2016 - 2018 (Unit: Million Baht)

project	Year 2559	Year 2560	Year 2561
Total revenue from real estate sales	553.17	1,314.41	2,680.99
Condominium	462.13	1,256.56	2,663.80
- Le Rich Rama 3	6.2	125.74	30.10
- The Rich Sathorn-Taksin	-	751.27	230.31
- Rich Park @ Bang Son Station	72.23	33.42	-
- Rich Park @Taopoon Interchange	90.53	45.84	150.93
- Rich Park @ Chaophraya	293.17	300.29	348.01
- Rich Park @ Triple Station	-	-	1,904.45
Town home	91.04	57.85	17.19
- The Rich Biz Home Sukhumvit 105	35.85	35.15	6
- The Rich Ville Ratchapruek	55.19	22.70	11.19

: Richy Place 2002 Public Company Limited

3.3 The risk from the performance will be depended on the success of the project that is developing

On December 31, 2018, the company has 7 projects Consists of Rich Park @ Triple Station, Rich Park Terminal Project, The Rich @ Nana Project. And The 8 Collection project. By Rich Park @ Triple Station Project that are during the construction and waiting for the recognition of revenues Rich Park Terminal Project and The 8 Collection Project. The company expects to complete the construction and transfer the ownership to customers. The revenue can be recognized within the second quarter of 2019. The Rich @ Nana Project Can be recognized in 2020

In the year of 2018, Rich Park @ Triple Station Project that has the total project value approximately for THB 2,955 million on December 31, 2018. This will have the proportion of the recognition of revenues more than 71% of total revenues in the year of 2018.

Besides, the company may have the risk that can't recognize the performance as expected. If this has the uncertainty of the construction or the success from the development of the project, the success in the development of the project of Real Estate of the company will be depended on many factors that are consisted of the sufficiency of the working capital in the development of the project, the marketing situation of the Real Estate Industry and the Thai economy, the price of raw materials of the construction including the confidence of buyers such as; The interest rate that is the one another factor that will attract in buying residences of buyers etc. However, the company has followed and studied the economic condition in the country that may give the effect in many factors such as; the change of the interest rate, the inflation rate, the adjustment of the rule in granting loans of the commercial bank which has issued the measure to determine the Loan to Value ratio including the industrial industry of Real Estate such as; the number of issuing licenses for constructing buildings for residences, the number of condominiums that have the transferring, the progress of the infrastructure of the government such as; the system of the mass transit of the electric train, the project of the high speed electric train and other factors that have the effect on the success of the project such as; the trend of the demand of residences of consumers and the confidence of consumers for letting the company to be able to plan the strategy to be able to adjust with the changing of the environment and will respond to the requirement of the market in a timely fashion. Besides, the company will have determined the criteria in the consideration of the investment to develop the project in each project (Feasibility Study) which will have the education, the gathering of the information and the planning delicately since from the detail of the product, the location until to the number of the money for the investment and the compensation that has received from the investment.

3.4 The risk from the future performance that isn't matched with the target due to customers don't transfer according to the determined date in the contract

On December 31, 2018, the company has 913 projects that customers have booked/made sales contracts but they haven't transferred the ownership. This can calculate to be the total value of THB 94.57 million for 12 projects. The main proportion will come from Rich Park @ Triple Station, The Rich Nana and The Rich Rama 9 Srinakarin, 1,006.70 million baht, 1,254.75 million baht and 608.57 million baht respectively By Rich Park @ Triple Station Project that will transfer the ownership in the year of 2018. The company is during of the operation for letting customers to inspect to receive the delivery of condominiums including coordinating to let customers to request loans with financial institutions for being the preparation for receiving the transferring of the ownership of the condominium.

Number of units that the customer booked / contracted to sell, but not yet transferred the ownership of the project as at 31 December 2018

Project	Project value (million baht)	Number (units)	Construction progress	Number of units booked or contracted but not yet delivered		Expected time to transfer ownership
				Number (units)	Value (MB)	
Condominium						
- Le Rich Sathupradit	996	422	100.00	-	-	2562
- Rich Park @Taopoon Interchange	1,936	735	100.00	12	33.34	2562
- Rich Park @ Chaophraya	1,463	635	100.00	109	275.28	2562
- The Rich @ Sathorn-Taksin	2,100	509	100.00	31	118.34	2562
- Rich Park @ Triple Station	2,955	1,089	100.00	343	1,006.70	2562
- The Rich @ Nana	3,838	413	14.79	134	1,254.75	2563
- Rich Park Terminal	1,660	563	19.20	111	292.97	2562
- The Eight Collection	350	77	75.08	16	79.04	2562
- The Rich Rama 9-Srinakarin Triple Station	2,124	558	-	144	608.57	2564
<u>Townhouse / Townhome / Home Office / Song Song</u>						
- The Rich Biz Home Sukhumvit 105	671	140	54.00	4	22.83	2562
- The Rich Ville Ratchaphruek	572	173	56.00	4	12.99	2562
- The Rich Avenue	360	16		5	89.76	2562
Total	19,025	5,330		913	3,794.57	

Source: Richy Place 2002 Public Company Limited

3.5 The risk from the lateness and the quality of the working result of the contractor and the lack of labors

For the risk in the case that the contractor has delivered the job lately due to the contractor may have no skill or may have the problem of lacking of skilled labors or the contractor will deliver the job to be in time of the determined time but the quality of the job mayn't be according to the determined criteria. This will make the company can't control the cost efficiently or this may give the effect to le the company can't deliver other Real Estate projects for customers according to the determined time period. In order to reduce the aforementioned risk, the company has the policy in screening the main contractor that will have the bidding in every project which this has let more than 3 persons to submit for offering the price. The company will consider to screen from other criterias such as; the experience, the fame and the working result in the past time especially for the working result that has the aspect closed to the project of the company, the neatness of the construction job, the punctuality in delivering the job including this will consider about the readiness in working and the financial status of the company of the contractor.

In order that, from the past time until now, the company hasn't depended on any one distributor or the contractor outside specially. Due to the company has contacted to approximate 10 distributors of construction materials and the company has the good relationship with them by having not purchased from any one distributor over 30% of the total value of the procurement. While in some years, this may hire the contractor outside that will calculate to be rather high proportion when this has compared with the purchasing value or the total procurement but this is held to be the normal business aspect that has the value of hiring the high number of contractors according to the size of projects. For that hiring, the contractor will have to do the letter of guarantee for the company according to the hiring value for creating the confidence in the working result and the construction operation for the company which the company can select to consider to hire the outside contractor by revealing to bid the price that the outside contractor has presented. This will make to haven't depended on any one outside contractor at all.

3.6 The risk from the result of changing the policy of granting loans of the commercial bank

For the adjustment to increase and decrease of the interest rate will be the important factor that will make to have the capacity in purchasing residences of customers to decrease due to most of customers will request loans for residences from financial institutions. Hence, the adjustment that is the increasing and the decreasing of the interest rate will be the important factor that will make the capacity in buying residences of customers will reduce continuously due to most of customers will request loans for residences from financial institutions. Hence, the adjustment that is the increasing of the interest rate and the condition of the payment in the instalment will make credit limit in borrowing from financial institutions to be reduced and this will give the effect to let the capacity in buying residences will be reduced also. Besides, the interest rate will be the another important factor that will be the motivation in buying residences of customers. When this has the adjustment of the interest rate of loans that is higher. This will make to let the decision in buying residences of customers to be more difficult. This will make to create the slowdown in the buying decision. However, the company has followed the economic condition of Thailand that may give the effect on the interest rate. The company has prepared the marketing plan for supporting the change of the interest rate and this can select to use the marketing plan to be suitable with the interest rate at that time for accelerating the selling rate in the case that the marketing condition hasn't facilitated. From the past experience more than 16 years in the Real Estate business, the company has face the fluctuation of the economic condition in Thailand that has the effect on the Real Estate business. The company can cope and manage with other changing quite well.

3.7 The risk from the case that the company has large shareholders that have influenced on determining the policy in administrating the job

At November 22, 2018, this has closed the registered book of shareholders. This is appeared that the Boonwong group are the large shareholder in the company. This can calculated to be the proportion at 44.69% Mr. Chaiyasit Viriyamettakun 9.15%, Miss Sunee Sathinanan has a 5.31% proportion, Miss Waranya Pinsamang 2.96%, Ms. Pitchaya Tan Singyee has a proportion of 2.79%, Mrs. Worapa Monaraksee Proportion 1.91%, Mr. Karun Chantarangsu has a proportion of 1.11%, Ms. Supaporn Chan Serithai 1.11% and the general people for 30.97% of the registered capital that has been issued and paid already. Hence, the company and minority shareholders may have the risk from the Ataboonwongse Group the Ataboonwongse group that can control the resolution of the meeting of shareholders for almost of all parts. No matter what is the appointment of the committee or the requesting of the resolution in other topics that must have to use most of voting of the meeting of shareholders except for the law topic or the regulation that the company has determined to have to receive the voting for 3 in 4 of the meeting of shareholders. Hence, other shareholders mayn't be able to gather the voting for balancing the authority in the topic that the Atthaboonwong group have presented. However, the company has appointed 4 independent directors that is 1 chairman of the board and 3 audit committee for doing the duty to audit and consider for protecting the conflict that may be happened and for creating the transparency in the operation of the company.

3.8 The risk from changing in the rule and the law that may give the effect on the Real Estate business of the company

The changing of the rule related to the operation of the Real Estate business will be the one factor that can have the effect on the operating cost and the expense of the company. If this hasn't followed and studied the rule absolutely and this hasn't made it to be the current situation, this may make the company to operate to not to conform with the rule that has the new adjustment and this may have the effect on the cost of the company due to this must have solved to modify for being correctly. For the important change such as; the land development act in the year of 2000 that has the content related to the operation for developing the project of the company such as; the determination of the land development, the determination of the central land area, the determination of the regulation for the community, the evaluation to report the effect of the environment and the result from the inspection of the high building. However, the company has studied and followed the aforementioned act including the rule that has the adjustment and other related things such as; the change of the rule related to the determination of the region of using the benefit from the land or other mass transit projects (This may have the expropriation) for letting the company to follow the regulation correctly as always and this won't create the problem in the future. For the aforementioned practice, this will make the company to adjust and solve the operation of the company immediately and this has no need to modify the plan of the project in the future. In the case that the company hasn't followed the change of the related rule that is the cause of creating the higher expense for the company.

However, the company has studied and followed the changing related to other rules that may be happened continuously for preparing the readiness for the adjustment of the operation for the development of the Real Estate project to conform with the changing that may be happened accompanied with the study of the market condition as always. This will be happened from the preparation of the aforementioned readiness that will make the company to have the confidence that the company won't receive the effect on the aforementioned changing with the significance.

4. Properties that are used in operating the business
4.1 Main assets that are used in operating the business

Main assets that are used in operating the business of the company will be consisted of the land, the building and the equipment, the cost of developing Real Estate, the cost of developing the land and the land that is waited for the development which will have the following detail;

4.1.1. Net equipment

Net equipment of the company on December 31, 2018, December 31, 2017 and December 31, 2016 that has the net accounting value in the financial statement that is equal to THB 21.61 million, THB 37.16 million and THB 40.89 million respectively which will have the following detail;

(Million Baht)

list	ownership	Net book value			Obligation
		December 31, 2016,	December 31, 2017,	December 31, 2018	
office equipment	Owner	1.04	0.72	0.46	none
Office Furnishings	Owner	1.32	0.78	0.23	none
computer appliances	Owner	0.49	0.41	0.50	none
vehicle	Owner	0.00	0.00	3.16	none
Office equipment for sale	Owner	7.01	6.68	5.46	none
Computer equipment, sales office	Owner	0.13	0.06	0.04	none
Office furniture for sale	Owner	1.31	2.02	1.40	none
Sale office	Owner	29.59	26.49	10.36	none
Total net book value		40.89	37.16	21.61	

4.1.2 The cost of the development of Real Estate

The cost of the development of Real Estate of the company on December 31, 2018 that has the net accounting value in the financial statement that is equal to THB 4,543.88 million which will have the following detail;

No.	project project	Area (rai)	Book value As of 31 December 2017	Book value As of 31 December 2018	Appraisal price	Valuation Date	ownership	Obligation
1	Le Rich Rama 3	2-1-4.4	21.30	2.08	269.19MB. ^{/1}	15 Oct 2013	เจ้าของ	No obligation
2	Rich Park @Taopoon Interchange	3-0-64.6	231.50	154.76	606.20 MB. ^{/2}	15 Oct 2013	เจ้าของ	No obligation
3	The Rich Biz Home Sukhumvit 105	13-2-88	188.61	239.67	410.90 MB. ^{/2}	15 Oct 2013	เจ้าของ	Mortgaged as collateral with financial institutions, receiving a total amount of 536 million baht.
4	Rich Park @ Chaophraya	2-0-86	433.03	172.90	88.60 MB. ^{/4}	3 Jun 2013	เจ้าของ ^{/6}	No obligation
5	The Rich Ville Ratchaphruek	19-2-59.6	184.78	177.43	120.80 MB. ^{/5}	15 Oct 2013	เจ้าของ	Mortgaged as collateral with financial institutions receiving a total amount of 393.36 MB.
6	The Rich @ Sathorn-Taksin	3-1-18.42	777.89	649.56	388.50 MB. ^{/6}	15 May 2014	เจ้าของ	No obligation
7	The Rich @ Nana	2-0-44.10	1,132.13	1,316.50	1,005.36 MB. ^{/1}	8 Dec 2015	เจ้าของ	Mortgage as collateral with financial institutions 1,450 MB.
8	1. Rich Park @ Triple Station 2. The Rich Rama 9-Srinakarin	8-0-22	1,954.86 0.65	652.41 331.53	757.2 MB. ^{/11}	24 Nov 2015	เจ้าของ	Mortgage as collateral with financial institutions Received a total amount of 1,696 MB.
9	Rich Park Terminal @Laksi	3-0-19	366.48	483.77	-	-	เจ้าของ บริษัทย่อย	Mortgage as collateral with financial institutions Received a total amount of 588.5 MB.
10	The Eight Collection	0-2-52	95.77	161.24	-	-	เจ้าของ	No obligation
11	The Rich Avenue	1-66-7	226.96	196.61	-	-	เจ้าของ	Mortgage as collateral with financial institutions Received a total amount of 160 MB.
12	The Rich Ekamai		-	5.42				
	Total		5,613.96	4,543.88				

- Note: / 1 This will evaluate by Property Valuation Company that is the company that has evaluated the property value that has received the agreement from the office of Securities and Exchange Commission by this will evaluate the property value with the method of comparing the market price (Market Approach).
- /2 This will evaluate the price by Agency For Real Estate Company Limited that is the company that has evaluated the property value that has received the agreement from the office of Securities and Exchange Commission by this will evaluate the property value with the remaining value method.
- /3 This will evaluate by Chinese Thai Appraisal Co., Ltd. that is the company that has evaluated the property value that has received the agreement from the office of Securities and Exchange Commission by this will evaluate the property value with the method of comparing the market price (Market Approach).
- /4 This will evaluate by Grow Animation Co., Ltd. that is the company that has evaluated the property value that has received the agreement from the office of Securities and Exchange Commission by this will evaluate the property value with the method of comparing the marketing information.
- /5 This will evaluate the price by Agency For Real Estate Company Limited that is the company that has evaluated the property value that has received the agreement from the office of Securities and Exchange Commission by this will evaluate the property value with the cost method (Cost Approach).
- /6 This will evaluate the price by Landmark Consultants Co., Ltd. that is the company that has evaluated the property value that has received the agreement from the office of Securities and Exchange Commission by this will evaluate the property value with the method of comparing the market price (Market Approach).
- /7 The company has purchased the land and has transferred the ownership on November 29, 2013.
- /8 The evaluating price is lower than the accounting value due to the evaluating date of the aforementioned property price won't have created any construction at all. On March 31, 2014, the aforementioned project has started the development. This will create the recording of the account into the accounting value.
- /9 The evaluating price is lower than the accounting value due to the evaluating date of the aforementioned property price hasn't built any construction at all including this will have the recording of the accounting of the land reclamation fee and the cost of developing the project into the accounting value.
- /10 The evaluating price is lower than the accounting value due to the evaluating date of the aforementioned property price won't have built any construction at all including this has the recording of the account of the land reclamation fee and the cost of developing the project into the accounting value.
- /11 This has evaluated the price by Agency For Real Estate Company Limited that is the company that has evaluated the property value that has received the agreement from the office of Securities and Exchange Commission by this will evaluate the asset value with the cost method (Cost Approach).
- /12 This has evaluated the price by Future Appraisal Co., Ltd. that is the company that has evaluated the property value that has received the agreement from Kiatnakin Bank Pcl. by this will evaluate the asset value with the method of comparing the market price (Market Approach).

4.1.3 The deposit of the land cost

As of December 31, 2018, amount of 188.88 million baht, which is under the study project

4.2 Intangible assets

Intangible assets of the Company as at December 31, 2016, December 31, 2017 and December 31, 2018, had intangible assets used in the business in the financial statements were 1.42 million baht, 0.71 million baht and 0.35 million baht respectively. The details are as follows:

Million Baht			
Net book value			
list	31 December 2016	31 December 2017	31 December 2018
Accounting software	1.42	0.71	0.35

4.3 The conclusion of the important content of other related contracts

4.3.1 The renting and servicing of the construction contract

The Company has leased office space which is used as the head office for 1 contract. The details of the lease agreement are summarized as follows:

4.3.1.1 Rental agreement

- Counterparty : Ataboon Assets Company Limited ("Lessor") which is a connected person to the Company
 : Richy Place 2002 Public Company Limited ("Tenant")
- Rental place : The area in Ataboon Building Room No. 701, 7th floor, located at 667/15 Charan Sanitwong Road Arun Amarin District Bangkok Noi District, Bangkok, with a total living area of approximately 541.67 square meters
- Period of time : 3 years from 1 March 2017 to 29 February 2020
- Rental rate : Rental fee of 75,833.80 baht per month

The condition of renewing the contract : If the company has the intention to rent the place further after the maturity date of renting, the company will have to notify the intention to let the renter to acknowledge in the written document for the time period not less than 120 days and the party will have to negotiate to agree related to the new renting rate completely before the maturity date of the renting period not less than 30 days.

4.3.1.2 The service contract

- Counterparty : Ataboon Assets Company Limited ("Service Provider") which is a connected person to the Company
 : Richy Place 2002 Public Company Limited ("Service Receiver")
- Rental place : The area in Attaboon Building Room No. 701, 7th floor, located at 667/15 Charan Sanitwong Road Arun Amarin District Bangkok Noi District, Bangkok, with a total living area of approximately 541.67 square meters
- Period of time : 3 years from 1 March 2017 to 29 February 2020
- Rental rate : Service fee and insurance amount of 60,856.62 baht per month

the condition of renewing the contract : The service contract will be ended when this has come to the maturity date of the renting contract of the area in the Ataboon building by the service contract will have the effect for all the time period that the renting contract has been effective to enforce to us

4.3.2 Construction contract

As at December 31, 2018, the Company has the contract of construction which has not expired as follows:

Project	Parties / scope of work	agreement	Compensation / conditions of payment
The Rich @ Nana	Construction work contract Richy Place 2002 PCL ("Employer") Porn Phra Nakhon Co., Ltd. ("Contractor")	25 February 2018 to 24 April 2020	Total construction cost 795,000,000.00 baht
Rich Park Terminal Laksi	Construction work contract Richy Place 2002 PCL ("Employer") Uwork 999 Co., Ltd. ("Contractor")	15 July 2018 to 15 October 2019	Total construction cost 393,900,000.00 baht
Rich Park Terminal Laksi	Construction work contract Richy Place 2002 PCL ("Employer") Neo 727 Co., Ltd. ("Contractor")	15 July 2018 to 15 October 2019	Total construction cost 74,000,000.00 baht
Rich Park Terminal Laksi	Construction work contract Richy Place 2002 PCL ("Employer") Neo Engineering and Service Co., Ltd. ("Contractor")	15 July 2018 to 15 October 2019	Total construction cost 29,100,000.00 baht
The Rich Avenue	Construction work contract Richy Place 2002 PCL ("Employer") Itthiphan Construction Co., Ltd. ("Contractor")	18 October 2018 to 17 May 2019	Total construction cost 26,300,000.00 baht

4.3.3 Construction management contract

As at December 31, 2018, the Company has a contract for construction management as follows:

Project	Parties / scope of work	agreement	Compensation / conditions of payment
The Rich @ Nana	Construction management contract Richy Place 2002 PCL ("Employer") Minerva Management Co., Ltd. ("Contractor")	On September 1, 2558 until April 30, 2563.	Total wage package totaling 12 million baht.
Rich Park Terminal Laksi	Construction management contract Richy Place 2002 PCL ("Employer") Minerva Management Co., Ltd. ("Contractor")	August 23, 2016 to November 31, 2019	Total wage package totaling 6,500,000.00 Baht.
The Rich Avenue	Construction management contract Richy Place 2002 PCL ("Employer") 22 Consultant and Management Co., Ltd. ("Contractor")	20 November 2018 to 20 June 2019	Total wage package totaling 1,038,435.00 Baht.
The Rich Rama 9-Srinakarin Triple Station	Construction management contract Richy Place 2002 PCL ("Employer") PMC Inter Core Company Limited ("Contractor")	31 May 2018 to 15 February 2021	Total wage package totaling 9,630,000.00 Baht.
The Rich Ekamai	Construction management contract Richy Place 2002 PCL ("Employer") Nara Plus Consulting Co., Ltd. ("Contractor")	1 August 2018 to 31 December 2020	Total wage package totaling 10,050,000.00 Baht.

4.3.4 Design contract

As of December 31, 2018, there are design contracts as follows:

Project	Parties / scope of work	agreement	Compensation / conditions of payment
The Rich Nana	Project design contract Richy Place 2002 PCL ("Employer") Plan Studio Co., Ltd. ("Contractor")	10 October 2015 to 30 April 2020	Total wage package totaling 7,290,000 Baht.
The Rich Nana	Project design contract Richy Place 2002 PCL ("Employer") Blue Planet Co., Ltd. ("Contractor")	17 August 2015 to 30 April 2020	Total wage package totaling 500,000 Baht.
Rich Park Terminal Laksi	Project design contract Richy Place 2002 PCL ("Employer") Plan Studio Co., Ltd. ("Contractor")	26 July 2016 to 31 November 2019	Total wage package totaling 6,741,000 Baht.
Rich Park Terminal Laksi	Project design contract Richy Place 2002 PCL ("Employer") Mr. Supot Suphadhatphon ("employee")	25 July 2016 to 31 November 2019	Total wage package totaling 650,000 Baht.
Rich Park Terminal Laksi	Project design contract Richy Place 2002 PCL ("Employer") Mr. Supot Suphadhatphon ("employee")	27 June 2016 to 31 November 2019	Total wage package totaling 300,000 Baht.
Rich Park Terminal Laksi	Project design contract Richy Place 2002 PCL ("Employer") Plan Studio Co., Ltd. ("Contractor")	16 June 2016 to 31 November 2019	Total wage package totaling 2,354,000 Baht.
Rich Park Terminal Laksi	Project design contract Richy Place 2002 PCL ("Employer") PPL Engineering Company Limited ("Contractor")	March 23, 2016 to November 31, 2019	Total wage package totaling 1,048,600 Baht.
Rich Park Terminal Laksi	Project design contract Richy Place 2002 PCL ("Employer") Bewcon Co., Ltd. ("Contractor")	March 22, 2016 to November 31, 2019	Total wage package totaling 1,048,600 Baht.

Rich Park Terminal Laksi	Project design contract Richy Place 2002 PCL ("Employer") Pee Sud Co., Ltd. ("Contractor")	29 November 2017 to 31 November 2019	Total wage package totaling 734,000 Baht.
The Rich Rama 9- Srinakarin Triple Station	Project design contract Richy Place 2002 PCL ("Employer") Atom Design Co., Ltd. ("Contractor")	15 January 2018 to 15 February 2021	Total wage package totaling 8,560,000.00 Baht.
The Rich Rama 9- Srinakarin Triple Station	Project design contract Richy Place 2002 PCL ("Employer") Basic Design Co., Ltd. ("Contractor")	February 1, 2018 to February 15, 2021	Total wage package totaling 1,391,000.00 Baht.
The Rich Rama 9- Srinakarin Triple Station	Project design contract Richy Place 2002 PCL ("Employer") Geo Design Co., Ltd. ("Contractors")	February 1, 2018 to February 15, 2021	Total wage package totaling 1,200,000.00 Baht.
The Rich Ekamai	Project design contract Richy Place 2002 PCL ("Employer") Atom Design Co., Ltd. ("Contractor")	1 August 2018 to 31 December 2020	Total wage package totaling 7,704,000.00 Baht.
The Rich Ekamai	Project design contract Richy Place 2002 PCL ("Employer") Basic Design Co., Ltd. ("Contractor")	September 1, 2018 to December 31, 2020	Total wage package totaling 1,337,500.00 Baht.
The Rich Ekamai	Project design contract Richy Place 2002 PCL ("Employer") Double U Engineering Co., Ltd. Partners ("Contractors")	September 1, 2018 to December 31, 2020	Total wage package totaling 2,086,500.00 Baht.

5. Legal Dispute

The company has a legal dispute, which is a case or dispute that has not yet ended. The case is higher than 5 percent of the shareholders' equity. Information as of December 31, 2018, summarized as follows:

1. Case No. Por. 680/2016, Southern Bangkok Civil Court

Richy Place 2002 Public Company Limited is the plaintiff, which filed a lawsuit against Woraluk Property Public Company Limited.

This case, on March 31, 2016, on charges or bases of guilt, breach of contract to buy and sell. Pay damages in the amount of 303,968,842 baht, the Court of First Instance sentenced the defendant to return the deposit of 145,000,000 baht with interest at the rate of 7.5 percent per year from 6 October 2015 onwards until the plaintiff's payment has been completed. The counterclaim of the defendant to raise the court fees to be folded

In addition, the defendant has filed an appeal against the judgment of the Court of First Instance and the petition for stay of execution to the court. The plaintiff received a copy of the appeal and the petition on December 28, 2018, which later the plaintiff filed an amendment to the appeal and the statement against the request for a stay of execution on February 7, 2019



6. General information and important information of the company.

6.1 General Information

Company Name	:	RICHY PLACE 2002 PUBLIC COMPANY LIMITED
Nature of Business	:	Real Estate Development
Head office	:	667/15 Attapawan Building, 7th floor, Charansanitwong Road Arun Amarin Bangkok Noi Bangkok 10700
Company Registration Number	:	0107556000655
phone	:	0-2886-1816-7
fax	:	0-2886-1060
Website	:	www.richy.co.th
Common share	:	1,381,460,996 shares, par value of Baht 1 per share
Registered capital	:	1,381,460,996 Baht
Paid-up capital	:	1,044,859,438 Baht
Company Secretary	:	Mrs. Saran Tarasrisunthorn
phone	:	0-2886-1816-7
fax	:	0-2886-1060
Email	:	saranthorn.s@rp.co.th

6.2 General information of other references

1. Investor Relations

RICHY PLACE 2002 PUBLIC COMPANY LIMITED

667/15 Ataboon Building, 7th floor, Charansanitwong Rd. Arun Amarin Bangkok Noi Bangkok 10700

Tel: 0-2886-1816-7 ext. 444 Fax: 0-2886-1060 Website: www.rp.co.th

2. Registrar

Thailand Securities Depository Co., Ltd.

93 Ratchadapisek Road, Dindaeng, Bangkok, Thailand 10400

Telephone: 0-2009-9000, 0-2009-9999 Fax: 0-2009-9991 Website: www.set.or.th/tsd

E-Mail: SETContactCenter@set.or.th

3. Auditor

Miss Wannisa Ngam Buathong

Certified Public Accountant Registration Number 6838

Dharmniti Auditing Company Limited

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Part 2

Management and Corporate Governance

7. Information of Securities and Shareholders

Registered Capital and Paid-up Capital

As of December 31, 2018, the company has total registered capital 1,381,460,996 baht divided into ordinary shares 1,381,460,996 shares, with a par value of 1.00 baht per share. 1,044,859,438 million baht, divided into 1,044,859,438 ordinary shares with a par value of 1 baht per share

Shareholders

The first 10 shareholders of the Company at the latest closing date of December 31, 2018.

Order	Name of person / juristic person	Number of shares	Percentage of total shares
1	Dr. Apa Ataboonwongse	376,756,178.00	36.06
2	Mr. Chaiyasit Viriyamettakul	95,560,900.00	9.15
3	Attaboon Asset Co., Ltd.	61,744,843.00	5.91
4	Mrs. Sunee Satatinun	55,442,700.00	5.31
5	Ms. Waranya Pinsam-ang	30,905,985.00	2.96
6	Mrs. Pichaya Tansod	29,135,623.00	2.79
7	Mr. Somsak Attaboonwong	28,457,745.00	2.72
8	Mrs. Worapa Mon-arak	20,001,428.00	1.91
9	Mr. Karoon Chandragasu	11,625,941.00	1.11
10	Mrs. Supaporn Chanseriwitthaya	11,600,000.00	1.11
	Total	721,231,343.00	69.03

7.1 Issue of other securities

7.1.1 Long-term debentures

As at December 31, 2018, the Company has long-term debentures which have not yet been redeemed, with outstanding value of 1,462.3 million baht as follows:

1. Debentures of Richy Place 2002 Public Company Limited No. 3/2015, due in 2020

Name of debentures:	Debentures of Richy Place 2002 Public Company Limited No. 3/2015, due in 2020
Issuance Date :	27 November 2015
Type of Debentures:	Type of debenture, name of holder Non-subordinated type Without collateral And no bondholders' representatives
Number of debentures offered:	Not more than 100,000,000 baht
Time Frame:	5 years
Interest rate:	5.50% per year (fixed rate)

Name of debentures:	26 February, 26 May, 26 August and 26 November of each year throughout the life of the debentures
Issuance Date :	26 November 2020

2. Debentures of Richy Place 2002 Public Company Limited No. 4/2015 due in 2018

Name of debentures:	Debentures of Richy Place 2002 Public Company Limited No. 4/2015, due in 2018
Issuance Date :	21 December 2015
Type of Debentures:	Type of debenture, name of holder Non-subordinated type Without collateral And no bondholders' representatives
Number of debentures offered:	Not more than 300,000,000 baht
Time Frame:	3 years
Interest rate:	5.60% per year (fixed rate)
Name of debentures:	21 March, 21 June, 21 September and 21 December of each year throughout the life of the debentures
Issuance Date :	21 December 2018

3. Debentures of Richy Place 2002 Public Company Limited No. 1/2016, due in 2018

Name of debentures:	Debentures of Richy Place 2002 Public Company Limited No. 1/2016, due in 2018
Issuance Date :	29 September 2016
Type of Debentures:	Type of debenture, name of holder Non-subordinated type Without collateral And no bondholders' representatives
Number of debentures offered:	Not more than 200,000,000 baht
Time Frame:	2 years 2 days
Interest rate:	5.10% per year (fixed rate)
Name of debentures:	March 29, June 29, September 29 and December 29 of every year throughout the life of the debentures
Issuance Date :	1 October 2018

4. Debentures of Richy Place 2002 Public Company Limited No. 1/2017 due in 2019

Name of debentures:	Debentures of Richy Place 2002 Public Company Limited No. 1/2017 due in 2019
Issuance Date :	Date 01 March 2017
Type of Debentures:	Type of debenture, name of holder Non-subordinated type Without collateral And no bondholders' representatives
Number of debentures	Not more than 334,500,000 baht

offered:	
Time Frame:	2 years
Interest rate:	5.60% per year (fixed rate)
Name of debentures:	March 1, June 1, September 1 and December 1 of every year throughout the life of the debentures
Issuance Date :	1 March 2019

5. Debentures of Richy Place 2002 Public Company Limited No. 2/2017, due in 2019

Name of debentures:	Debentures of Richy Place 2002 Public Company Limited No. 2/2017, due in 2019
Issuance Date :	9 August 2017
Type of Debentures:	Type of debenture, name of holder Non-subordinated type Without collateral And no bondholders' representatives
Number of debentures offered:	Not more than 527,800,000 baht
Time Frame:	2 years
Interest rate:	6.25% per year (fixed rate)
Name of debentures:	9 February, 9 May, 9 August and 9 November of every year throughout the life of the debentures
Issuance Date :	9 August 2019

7.1.2 Short-term debentures

As of December 31, 2018, the company has no outstanding short-term debentures

7.1.3 Bill of Exchange

As of December 31, 2018, the company has no outstanding bills of exchange

7.2 Dividend payment policy

The company has a policy to pay dividends at a rate of not less than 40.00 percent of net profit after corporate income tax for the separate financial statements. And after deducting reserves All types as specified by law and company And the payment of dividends does not significantly affect the normal operation of the company However, such dividend payment may be changed. Depending on the operating results and financial position of the company Liquidity of the company Business expansion plan Necessity and appropriateness in the future and other factors Related to the management of the company as the Board of Directors And / or the shareholders of the company deems appropriate And such actions must be made for the maximum benefit of shareholders

8. Management structure

8.1 Board of Directors

The Board of Directors as of December 31, 2018, consists of 11 persons, consist

Surname	Position
1. Mr. Phra Nai Suwanrath	Chairman and Independent Director
2. Dr. Apa Attaboonwong	Vice Chairman
3. Ms. Sunee Sathintinan	Vice Chairman
4. Lieutenant General Ying Samang Thongpan	Independent Director and Chairman of the Audit Committee
5. Mr. Somchai Phiensathaporn	Independent Director and Audit Committee
6. Assoc. Prof. Suthat Ratanakua Kangwan	Independent Director and Audit Committee
7. Mr. Somsak Attaboonwong	Committee
8. Dr. Karun Chantarongsu	Committee
9. Mrs. Nonglak Wanthampong	Committee
10. Pol.Suwit Tanasdee	Committee
11. Mr. Weerapol Attaboonwong	Committee

Authorized Director

The authorized director to sign on behalf of the company is Dr. Apa Ataboonwongse, Ms. Sunee Sathinthan and Mr. Somsak. Atabonwongse Two of the three co-sign and seal of the company.

Scope of duties and responsibilities of the Board of Directors

- 1) Board of Directors Have the authority to manage the company according to the law Objectives, Articles of Association As well as the resolutions of the shareholders' meeting with honesty And carefully safeguard the interests of the company
- 2) The Board of Directors Have the authority and responsibility to set goals, guidelines, policies, plans and budgets of the company Control, supervise the management of the management or any person who has been assigned to perform such tasks. For the management or any person Has complied with the policy set by the Board
- 3) The Board of Directors Have the authority to examine And consider approving policies, guidelines and operational plans for the company's large investment projects As proposed by the subcommittee And / or management
- 4) Board of Directors Have the power to appoint Assign or recommend to the sub-committee or the working group to consider or act on any matter that the board of directors deems appropriate.
- 5) Board of Directors Have the authority to monitor the operation results in accordance with the operation plan and the operating budget of the company
- 6) The Board of Directors Has the authority to supervise the company to have an internal control system And effective internal audit By arranging for an internal audit unit to be a follow-up and joint operation and coordinate with the Audit Committee

Authority of the Board of Directors

The Board of Directors has the authority to approve matters of the Company as specified by laws, regulations and resolutions of the shareholders' meeting. Which includes approving various matters of the following companies

- 1) Determination of mission And review the company's vision
- 2) Organization structure
- 3) Business plan and annual budget
- 4) Monitoring and evaluating annual and quarterly operations
- 5) Budget for purchasing land
- 6) Investment budget for various projects
- 7) Consider and approve any matters that are necessary and relevant to the company. Or that is deemed appropriate and for the benefit of the company

The following matters Board of Directors Can be done only when approved by the shareholders' meeting, ie

- A) Any matter that the law requires to receive a resolution from the shareholders' meeting and
- B) Any matters that directors have interests and is under the law or announcement of the Securities and Exchange Commission or the Stock Exchange of Thailand stated that it must be approved by the shareholders' meeting

Board decisions To carry out the following matters The Board of Directors will be able to do so only when approved by the shareholders' meeting with a vote of not less than three-fourths of the total votes of the shareholders.

- A) Sales or transfer of business of all companies or some important parts to other people
- B) Buying or accepting the transfer of other companies' businesses to the company
- C) Making, amending or terminating contracts relating to the renting of the whole or important part of the business assigning other persons to manage the business of the company or merging the business with other people with the objective of sharing profit and loss
- D) Amendment of the Memorandum of Association or Articles of Association of the Company
- E) Capital increase, capital reduction or issuance of debentures of the company
- F) Merger or dissolution of the company
- G) Any other actions prescribed under the provisions of the Securities and Exchange Act and / or the notifications of the Stock Exchange of Thailand that must be approved by the Board of Directors And the shareholders' meeting with the above votes

Which any director has a vested interest or has a conflict of interest with the company Directors who have an interest or have a conflict of interest have no right to vote on that matter.

In addition, the Board of Directors also has a duty to supervise the company to comply with the securities laws. And stock exchange SET regulations such as connected transactions, acquisition or disposal of assets in accordance with the regulations of the Stock Exchange of Thailand Or according to the announcement of the Securities and Exchange Commission Or laws related to the business of the company

8.2 Executives

As at December 31, 2561 the Company's management consists of 8 persons.

Surname	Position
1. Dr. Apa Attaboongwong	Chief Executive Officer / Chief Operating Officer / Acting
2. Miss Sunee Sathintinan	Chief Business Development Officer
3. Mr. Somsak Attaboongwong	Executive Director
4. Mrs. Sarunthorn Srisoonthorn	Executive Director
5. Mrs. Klang Sukhon Lue Phong Phaijit	Chief Operating Officer
6. Miss Pitchaya Tan Sing	Chief Financial Officer
7. Ms. Prathip Nuanswat	Chief Business Development Officer
8. Miss Sutthiporn Hinrit	Vice President, Corporate Support

Scope of duties and responsibilities of the Chief Executive Officer

The Chairman of the Executive Committee is responsible for managing and controlling the Company in accordance with the primary objectives of the Company. Or assigning another executive to the next level as the operator The duties and responsibilities of the Chief Executive Officer are as follows:

- 1) Control and provide advice In the operation and management of the company on a daily basis
- 2) Enter or proceed to perform duties in accordance with the policy, operational plan And budget as approved by the Board of Directors
- 3) Be authorized to conduct any business In order to comply with the objectives, policies, regulations, agreements, orders and resolutions of the Board of Directors' meeting And / or the resolution of the shareholders' meeting of the company
- 4) Have the power to issue orders, regulations, announcements, notes to ensure that the operations are in accordance with the policy And the interests of the company and to maintain discipline in the organization
- 5) Monitor and evaluate the performance of the company on a daily basis to prepare And prevent risks that may occur both external and internal factors
- 6) Having the authority to approve legal transactions related to normal business transactions such as trading, procurement of raw materials for production Expenses for normal business transactions, investments, acquisition or disposal of tools, assets and services for the benefit of the company According to the details of the approval authority in the administration approved by the Board of Directors Including the delegation of authority during the above actions To create flexibility in the operation of the company
- 7) Having the power to act and represent himself as a representative of the company to outsiders in related businesses And is a normal business transaction For the benefit of the company
- 8) Have authority to approve investment in fixed assets Lending or other investments such as equity instruments, debt instruments, etc. in the amount not exceeding 1 million baht
- 9) Have the power to approve loans from financial institutions In the amount not exceeding 100 million baht
- 10) Has the authority to approve the withdrawal of operating expenses And selling fixed assets per item In the amount not exceeding 10 million baht

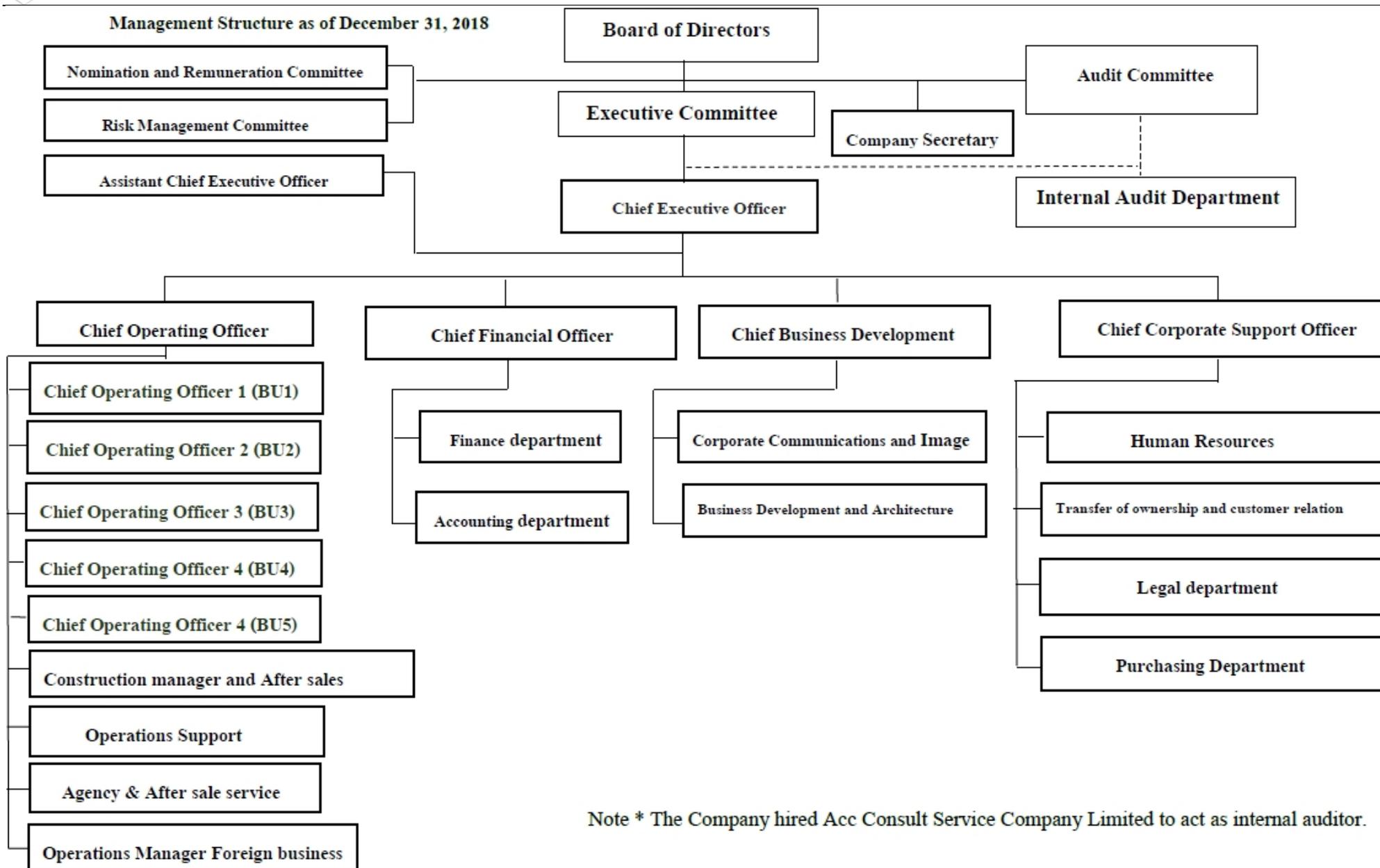
- 11) Having the authority to approve the creation of commitments, avals, guarantees in the amount not exceeding 100 million baht
- 12) Performing other duties As assigned by the Board of Directors from time to time

The power to act in any juristic acts that may cause conflicts of interest between the Chairman of the Executive Committee or the person who has an interest in the Company As specified in the laws and notifications of the Securities and Exchange Commission Or the Stock Exchange of Thailand Not considered under the scope of the authority of the Chief Executive Officer to consider and vote in such acts, whether at their own discretion or assigning other persons to act on their own behalf In such cases The juristic act must be presented for approval by passing the Audit Committee to present to the Board of Directors. And / or the shareholders' meeting (As the case may be) as specified in the company's regulations and according to the law

Executive qualifications

The management certifies that Is a person with ethics, ability, experience in the business Has managed with integrity and carefulness for the benefit of the company Have the intention to continue the business Having understanding and responsibility to the public and being a person who has no prohibited characteristics according to the Notification of the Securities and Exchange Commission No.กจ.8/2553 regarding the attribution of the trust's directors and executive officers of the Company dated April 23, 2553.

Management Structure as of December 31, 2018



Note * The Company hired Acc Consult Service Company Limited to act as internal auditor.

Company Secretary

Board of Directors Be aware of the promotion of good corporate governance. In accordance with Section 89/15 of the Securities and Exchange Act, the Company's Board of Directors must arrange for the Company Secretary to be responsible for the preparation and retention of documents. Maintaining a Report of Interests Reported by Directors or Executives and other operations. As prescribed by the Capital Market Supervisory Board. Including coordinating, Organizing Board Meetings and Shareholders' Meetings Helping the directors and the company to comply with Law, Regulations are associated.

The Board of Directors has approved the appointment of Mrs.Sarathorn Srisunthorn as the Company Secretary. On May 15, 2013, the Company Secretary Program was organized by the Company Secretary Program (CSP) with the Thai Institute of Directors (IOD) on June 10-11, 2014 at 57/2014.

8.3 Remuneration for Directors and Executives.

Committee

The Company has set the remuneration policy of the Board of Directors. The Nomination and Remuneration Committee to consider the directors' remuneration comparing with the same type of business in the amount of Baht 10,000,000, the remuneration of the Board of Directors is set. And the committees as follows:

Position	Meeting fee / time (baht)
Chairman of the Board	25,000
Director	15,000
Chairman of the Audit Committee	15,000
Audit Committee	10,000

Position	Meeting fee / time (baht)
Chief Executive Officer	15,000
Executive Director	10,000
Chairman of the Nomination and Remuneration Committee ^{1/}	15,000
Nomination and Remuneration Committee ^{1/}	10,000
Chairman of the Risk Management Committee ^{1/}	15,000
Risk Management Committee ^{1/}	10,000

Note: ^{1/} Established from the Board of Directors Meeting No. 4/2013 on 14 August 2013

8.3.1 Monetary compensation

List of directors	Directors' remuneration (Baht)					
	As of December 31, 2018					
	Director (4 meetings)	Audit Committee (4 meetings)	***Executive Director (5 meetings)	Nomination and Remuneration Committee (1 meeting)	Risk Management Committee (1 meeting)	Total compensation (baht)
1. Mr. Phra Nai Suwanrath	75,000 (3/4)	-	-	-	-	75,000
2. Ms. Sunee Sathintinan	60,000 (4/4)	-	(5/5)	-	-	60,000
3. Dr. Apa Attaboonwong	60,000 (4/4)	-	(5/5)	-	-	60,000
4. Mr. Somsak Attaboonwong	60,000 (4/4)	-	(5/5)	10,000 (1/1)	-	70,000
5. Mrs. Nonglak Wanthampong	45,000 (3/4)	-	-	-	-	45,000
6. Pol. Suwit Tanson	60,000 (4/4)	-	-	-	10,000 (1/1)	70,000
7. Lieutenant General Ying Samang Thongpan	45,000 (3/4)	45,000 (3/4)	-	15,000 (1/1)	-	105,000
8. Mr. Somchai Phiensathaporn	60,000 (4/4)	40,000 (4/4)	-	-	-	100,000
9. Assoc. Prof. Suthat Ratanakuakangwan	60,000 (4/4)	40,000 (4/4)	-	10,000 (1/1)	10,000 (1/1)	120,000
10. Dr. Karun Chantarongsu	45,000 (3/4)	-	-	-	-	45,000
11. Mr. Weerapol Attaboonwong	60,000 (4/4)	-	-	-	-	60,000
Total	630,000	125,000	-	35,000	20,000	810,000

Note *** The Executive Committee Meeting on February 20, 2015, unanimously resolved not to receive meeting fees for the entire Executive Committee. Because received Monthly management remuneration

The year 2018, the company set remuneration for the Board of Directors and sub-committees as follows

1. Meeting allowance for the Board of Directors and subcommittees	810,000	Bath
2. The directors' bonus for 11 persons	<u>9,190,000</u>	Bath
Total	<u>10,000,000</u>	Bath

Company executives (Including the Executive Committee)

The Company has a policy to provide compensation to motivate employees by measuring the performance of executives every year in the form of Key Performance Index (KPI) by comparing them with KPIs defined as targets in the employment contract and / or plan. Carry out the work proposed to the President and / or the Board of Directors Which will be linked to the compensation for employees and executives in proportion to income in each period

For the year 2018, the company has paid compensation consisting of Salaries and bonuses To 8 executives, totaling 14,675,195 baht

8.3.2 Other Compensation

- none -

8.4 staff

The total number of employees of the company as of December 31, 2018 totaled 115 persons, consisting of employees as follows:

field of work	Number of employees (people)
1. Operation	62
2. Business Development	11
3. Finance and Accounting	12
4. Supporting Organizations	30
Total	115

In the past 3 years, the company does not have any labor disputes.

Employee compensation

Total remuneration of employees of the company (Excluding Executives) as of December 31, 2018, including remuneration in the form of salary, wages, overtime, bonuses and other benefits the details are as follows:

Unit: Baht

Employee compensation	Year 2017	Year 2018
Salary	28,992,246	35,618,005.68
Bonuses and other rewards	2,808,154	4,225,550.67
Total	31,800,400	39,843,557

Human Resources Development Policy

The Company pays great attention to the development of knowledge and capabilities of directors, executives and employees in order to increase the efficiency of their work. Quality of service The training courses were organized by the Thai Institute of Directors (IOD), the Stock Exchange of Thailand or other institutions to enhance their work and can apply knowledge to adapt to work. In addition, the Company has set up a policy to provide remuneration at the appropriate rate in order to motivate them to work for the company in the long term. Management and employees to create unity within the organization, such as giving birthdays to employees born within that month, organizing CSR activities, organizing New Year's parties and giving New Year gifts.

9. Governance

Corporate Governance Policy

For the transparency and beneficial contribution to the Company's business operation, the Company has policy to conduct in compliance with the Code of Best Practice in order to enhance the confidence to shareholders, investors, and all persons concerned.

The Board of Directors has determined the corporate governance policy referred on the good governance practices for the listed companies of the Stock Exchanges of Thailand. This covers the good governance structure, guidelines of corporate governance practices, working structures, and policies in order to rigorously conduct under the corporate governance policy. The Company has defined the code of corporate governance conduct to be the guidelines circulated to the directors, executives, and employees to conduct under the law, regulations, and related rules to ensure that the Company has carried on business with highest responsibility, transparency, and treatment to stakeholders equally, including management with integrity, efficiency and effectiveness. The corporate governance of the Company that has been constantly conducted is comprised of the 5 items namely the rights of shareholders, equitable treatment of shareholders, roles of stakeholders, disclosure of information and transparency, and responsibility of the Board of Directors (details of the conduct of corporate governance of the Company are viewed on the Company's website (www.rp.co.th)). Moreover, the Company has provided other regulations and operation manuals for the high level executives and employee to implement.

To ensure that all employees acknowledge, understand the regulations, rules including the code of business conduct, and precisely conduct as appropriately, the Company has assigned the Human Resources Department organizing the training to review such regulation, rules including the code of business conduct to all employees. In addition, the post test after training is provided to evaluate employees' understanding. In case of their score below the criteria, employees are supplementary trained until they pass the test.

The executives of each department shall monitor employees' operation in compliance with the corporate governance practices. The conduct on the corporate governance policy of the Company is comprised of 5 chapters as follows:

1. Rights of Shareholders

The Company has recognized the importance of the rights of shareholders on their decision making on any significant changes of the Company and obtaining the Company's information accurately, completely, adequately, timely and equally for decision making in every subjects. Therefore, the Board of Directors has determined the policy as follows:

1.1 The Company shall send the invitation letter along with the meeting agenda sufficiently, which identify the objectives and reason together with the comments of the Board of Directors for each agenda for shareholder to consider entirely prior to the Meeting at least 14 days. If shareholders who unable to attend the Meeting can assign the Independent Director or other person to be a proxy to attend the Meeting by using the proxy form attached to the invitation letter.

1.2 The Company has policy to organize facilities conveniently to shareholders by providing the Meeting at a convenient place, having a map attached to the invitation letter, including setting the date and time appropriately and sufficient timeframe of the Meeting.

1.3 Prior the Meeting, the Company shall notify shareholders to the process of exercising their votes and the rights on expressing their opinions, as well as raising questions to the Meeting according to the agenda. During the Meeting, shareholders have rights equally to express their opinions and raise questions, which the Chairman of the Meetings shall provide sufficient time appropriately. The Director and the Executives concerned shall attend the Meeting to answer questions at the Meeting.

1.4 The communication channels are added to send and disclose information, news, and details to shareholders through the Company's website. Particularly, the invitation letter shall be noticed prior the Meeting for shareholder to download the meeting

agenda conveniently and completely and having sufficient time to obtain information adequately prior receiving the actual printed documents from the Company

1.5 The Minutes of Meeting shall be recorded completely, accurately, and all significant questions and comments for shareholder to verify. The Company shall provide video record of the Meeting for reference. Besides, the Company shall disclose the Minutes of the Meeting through the Company's website for shareholder to consider, including submitting such minutes of the meeting to the Stock Exchange of Thailand within 14 days from the date of Annual General Shareholders' Meeting.

1.6 The dividend payment shall be paid by transferring to shareholders' bank account for their convenience to receive dividend on time (in case of having dividend payment) and prevent problems on check damages, loss, or delay.

2. Equitable Treatment of Shareholders

The Company has conducted to shareholders equivalently; thus the policy is defined as following:

2.1 To facilitate minor shareholders to propose a nominee for selection to the Director or additional agenda prior the Meeting

2.2 To determine the criteria clearly in advance to consider whether the agenda proposed by minor shareholders shall be added or not, including defining the procedures for minor shareholders to propose a nominee to be the Director

2.3 On the Meeting, shareholders shall consider and exercise their vote on specified agenda without any changes on significant information or adding agenda without prior notification for shareholders' approval

2.4 To facilitate shareholder who be unable to attend the Meeting by appointing a person or the Independent Directors at least 1 person attending the Meeting be their proxy and exercise their vote. The details of the Independent Directors are identified on the invitation letter

2.5 To treat all shareholders equivalently, major or minor shareholders, Thai or foreign shareholders

2.6 To encourage the exercise of vote by using ballots on every agenda for transparency and accountability, in case of any disputes after the Meeting and on the agenda of election of Directors, shareholders have opportunity to exercise their right to appoint the Director individually.

2.7 To make shareholders ensure that the directors, executives, and employees including internal persons concerned shall not use or disclose the inside significant information that they know and non-public for their own benefits, the Company has defined the guidelines for keep and prevention on using information in the written manual, and notified to all employees to comply with. Besides, the Company has strictly complied with the regulations of the Stock Exchange of Thailand by providing the directors and executives, after appointment, be responsible to report their securities holding and changing in compliance with the regulations and procedures set by the Securities Exchange Act of B.E. 2535.

2.8 In case of related transaction, the Company has regulated the terms and condition on related transaction in the power authority approval guidelines based on the rules of the Capital Market Supervisory Board, Notification No. ทษ 21/2551 Re: Rules on Connected Transaction. The Company shall consider the type and value of related transaction, and disclose to the Stock Exchange of Thailand, including rigorously proposing to the Board of Directors or shareholders depending on circumstances. The Company has disclosed the details of related transactions on the annual report, which such transactions were fairly done according to market price and normal business practices (fair and at arm's length), as well as reporting the necessity and reasons on such transaction.

3. Roles of Stakeholders

The Company has realized and be aware of the rights of all stakeholders not only the internal stakeholders such as shareholders, employees, and the external stakeholders such as customers, trade partners, competitors, public sectors, and other agencies, including nearby communities concerned. With the supports of stakeholders, the Company enables to compete and create profit which is the long-term value to the Company. Besides, the Company has complied with the human rights principles by which any actions shall be considered of human dignity, freedom, and equity of human. The Board of Directors has defined the policy as follows:

3.1 The Conduct and Responsibility to Shareholders the Company has realized that shareholders are the ownership of the Company and the Company is responsible to create long-term value to shareholders by determining the guidelines for its employees to conduct as follows:

3.1.1 To perform duties with honesty and integrity, as well as, carefully making decision fairly to all shareholders and for the benefits of whole shareholders

3.1.2 To conduct its business complied with the corporate governance to ensure that the Company has good financial status and operation. The business status, operation results, financial information, accounting and other reports are presented regularly, completely, and actually.

3.1.3 To report the Company's direction in the future to shareholder equally both positive and negative based on the possibility, adequate and reasonable information.

3.1.4 Not taking benefits for oneself and others by using the internal information of the Company which not been disclosed to the public, or taking any actions causing the conflicts of interest to the organization.

3.1.5 The Company has treated all shareholders in the Meeting equally.

3.2 The Conduct and Responsibility to the Public Sectors the Company has operated its business with recognition of the importance on conducting to the law, regulations, and rules of the public sectors. In particular, the Company shall not predispose an officers to take any actions illegal and inappropriately on its transactions, but shall focus on creating good relationship on the extent appropriately and applicably such as meeting and discussion at the public places, congratulation on occasion, festival, or traditional events, etc. The guidelines are defined as below:

3.2.1 To perform properly when contacting with the officers or the public sectors

3.2.2 To be always aware that the laws, regulations, or rules of the public sectors, which properly having different conditions, procedures or practices, the Company has to acknowledge and strictly follow.

3.3 The Conduct and Responsibility to Employees the Company has recognized that all employees are the most valuable resources and the key factors to achieve its goals. Therefore, the Company has determined the policy fairly in terms of opportunity, compensation, appointment, as well as potentiality development by complying with the following:

3.3.1 To perform to the employees with respect of their prestige, dignity, and individual rights

3.3.2 To maintain the working environment be safety and healthy workplace to the life and property of employees regularly in order that employees enable to work effectively and safety. In 2014-2016, the Company has no record of employees who died or were injured from working in any way.

3.3.3 The appointment and transfer, as well as rewards and punishment, shall be conducted impartially and based on the knowledge, competence, and suitability of employees.

3.3.4 To pay more importance on development of knowledge and competence of employees frequently such as organizing training, seminar, and giving opportunity to all employees thoroughly; therefore, the Company recorded the statistics of employees' training, seminar as following:

Total average training hours per person	Training expenses	Sample of training courses
6.02 ชั่วโมง	1,231,593.03	Discussion, leadership, leadership / loan application, Customer Touch Point, payment system process, process request, purchase, request, employment, delivery, inspection, acceptance of work Paying, Developing English English Business Course, Retrain Compuproperty GI Module, Statistical Methods, Effective Presentation Techniques, Employee Development Guide, Tax Planning Strategy and Accounting, Property Business, Secret Code Gen Y property change point 4.0, real estate marketing strategies, real estate marketing strategies, Expert of China (Eoc), travel activities, study visits abroad, gold location analysis and land price changes, Windows Server 2012 & 2016 Administrator Workshop, PD Product Knowledge, Financial feasibility study, Effective Branding in Action, * Monthly Forum / Investor Relations, Executive Course on Disruption Readiness, Elderly Market Property Survey in Thailand, Corruption in Relief organizations Frequently, G. idea. Real Estate Business, VIRTUAL MUSEUM: Virtual Learning Museum, Thailand HR DAY 2018, Next Gen Aging, Annual Economic Seminar, Crossover Thailand 4.0

3.3.5 To determine the remunerations to employees fairly, according to the market rate, business competition, work characteristic, operation performance, and employees' competence, including welfares provided more than required by law such as setting provident fund, annual health check-up, annual trip activity, 5S activity, other promoting activities to employees, encouraging employees to participating mini-marathon running to make employees relax and spend time for mutually attending activities

3.3.6 Avoiding any actions inequitably violating the human rights of employees which might impact to the stability of employees' career.

- 3.3.7 Avoiding on infringing intellectual property rights, the Company has policy to carry on regarding on not violating any copyright or intellectual property. The Company has directions to conduct on such matters; for example, all employees are required to sign a memorandum of legal computer practices and intellectual property. The Company has set up the policy on using information technology policy and monitoring the use of software programs of employees to prevent any pirated use of software or not related to work.
- 3.3.8 Providing employees an opportunity to suggest or complain on working and determining the solutions for contribution of benefits to all parties and creating good relationship on working together.

3.4 The Conduct and Responsibility to Customers

The Company has engaged in the real estate development by motivating to have creative presentation, and product and services management to customers as standard and having ethical principles as follows:

- 3.4.1 To commit on supply, develop products and services to meet the customers' need
- 3.4.2 To deliver quality products and services under fairly conditions.
- 3.4.3 To provide customer accurate and sufficient information on the products and services to customers for their decision making; either advertisement or other media to promote the Company's products and services shall be reasonable and reality, not make them misunderstanding on the quality, quantity or the conditions of products and services.
- 3.4.4 To provide procedure or channels that customers being able to inform the Company on the problems or giving services inappropriately. As a result, the Company is able to prevent and promptly solve a problem to customers and take such information for further product and services improvement or development.
- 3.4.5 To keep the information and confidentiality of customers without disclosure or take benefits from such information incorrectly.

3.5 The Conduct and Responsibility to Trade Partners and Parties the Company has treated its trade partners and parties, which are partnership and factors to business success, with equality and mutually benefits. The guidelines on this conduct are as follows:

- 3.5.1 The Company has provided to procure products and services efficiently under the following principles:
- Competition on impartial information
 - Having criteria on evaluating and selecting trade partners and parties
 - Preparing the contract as appropriate and fair to both parties
 - Providing the management system and monitoring to ensure that the conditions on the contract are executed and prevent fraud in all procedures of the procurement.
 - Paying to supplies and trade parties on time under the payment terms agreed.

3.5.2 The Company has focused to develop and retain sustainably relationship with trade partners and parties with objectively, clear supplying the good quality products and services valuable to the payment and being reliable mutually.

3.5.3 To prohibit the Management and all employees to receive, both directly and indirectly, any benefits individually from the trade partner and parties.

3.5.4 Not using the information receiving from the procurement for one's benefit or others.

3.6 The Conduct and Responsibility to Creditor

The Company has committed to operate its business with principles and discipline to establish reliability to the creditors. The Company has conducted with the terms of the contracts or conditions agreed as strictly. For repayment of loan, interest and guarantees, in case of non-compliance with the conditions as agreed, the Company shall notify the creditors in advance in order to jointly solve the problems.

3.7 The Conduct and Responsibility to Business Competitors

The Company has operated the business for its success sustainably and been the leader under the competition in the industry with integrity and ethics. The guidelines to conduct to the competitors are as follows:

3.7.1 To conduct under the rules of good competitions

3.7.2 Not taking confidential information of the business competitors with the methods dishonesty or improperly for the benefits of the Company

3.7.3 No accusation or discredit its competitors

3.7.4 No taking any action that violating the intellectual property rights of others or business competitors

3.8 The Conduct and Responsibility to Overall Society

The Company has realized the importance of the communities and social surroundings, as be the part of society to jointly promote the social and environment development sustainably. The Company has carried out the activities for communities and social continually, together with business operation under the responsibility to communities and social as follows:

3.8.1 To operate business by consideration of the environment significantly under the laws and regulations enforced related to the environment strictly

3.8.2 To determine the policy of the corporate social responsibility (CSR) clearly and conduct within the organization

3.8.3 To encourage the Company's employees to be aware of and responsible on the environment and social

3.8.4 To be respect to the local traditions, and culture of each communities where the Company run its business

3.8.5 To promote activities, held by the Company and cooperated with the public or private sectors, and communities, contributing to social, communities, and environment regularly, to make communities, where the Company locates, have good quality of life.

3.8.6 To participate on activities with communities surrounding the area where the Company runs its business appropriately

3.8.7 To respond promptly and effectively to any circumstances affected to the environment, communities, life, and property caused by the Company's operations, the Company shall cooperate entirely with the government officers and other related agents.

3.8.8 Besides, stakeholders can inquire for information, complain or notify any illegal clues, the accuracy of financial statements, deficient internal control systems, or unethical business through the Independent Directors or the Audit Committee. The information of complaints and clues shall be protected and confidential kept; the Independent Directors or the Audit Committee organize to verify the information and solutions solving (if have) and will report to the Board of Directors.

The Board of Directors has provided the channels for all stakeholders to contact/complain/inform any problems regarding offending the law, ethics, incorrectly financial reports, or deficiency internal system through various channels as follows:

1. The Company's website: stakeholders enable to complain or inform any illegal matters found through www.richy.co.th, on the investor relations page on the topic of information inquiries>complaint channel, then such information shall be

sent to the Chairman of the Audit Committee.

2. To contact the Chairman of Audit Committee via email: audit.committee.richy@rp.co.th

3. To contact the Chairman of Executives Board via email: richy.complain@rp.co.th

4. To contact the Company Secretary via email: sarathorn.s@rp.co.th

Or mailing a letter to Richy Place 2002 Public Company Limited at 667/15 Attaboon Building, 7th Floor, Charansanitwong Road, Arun-amarin Sub-district, Bangkok Noi District, Bangkok 10700, the Company Secretary shall collect

problems and report to the Board of Directors to find out solutions for such complains.

Action on violations / complaints and protection of protecting person whistle blowing or complaining

- Complainer or person who cooperates in the investigation shall choose not to appear themselves if such disclosure causes insecurity or any damages. In case of appearance, the Company is able to report a progress, inform the facts, or mitigate any damages easily and rapidly.

- The Company shall not reveal name, surname, address or any information, which can be identified, of a complainer or person who cooperates in the investigation and proceed to investigate the fact.

- The recipient must keep related information confidentially and will disclose as necessary by considering on the safety and damages of the complainer or person who cooperates in the investigation, give sources of information, or persons involved.
- In case that a complainer or person who cooperates in the investigation feel unsafe or may suffer any damages, he/she is able to request the Company to determine the appropriate directions to protect him/her. Or the Company shall define the protection policy to a complainer or person who cooperates in the investigation if it is likely to cause any troubles, damages, or insecurity.
- Those who suffer from any damages will be solved such damages through the appropriate and fairly processes.

In the past year, the Company has not received any complaints of fraud, or ethical misconduct, or any circumstances of negative reputation of the Company due to the administration of the Board of Directors. Additionally, none of the directors resign because of conducting the corporate governance of the Company incorrectly.

4. Information Disclosure and Transparency

4.1 The Company has provided the report disclosing the securities holding, both directly and indirectly, of the directors and executives. Such details as of December 31, 2018 were as follows:

(Unit: Shares)

No.	Name	Position	Number of shares held as at 31 December 2017	Number of shares held as at 31 December 2018	Number of shares increased / decreased	Shareholding (%)
1.	Mr. Pranai Suwanrath	Chairman	-		-	-
	Spouse and minor children				-	-
2.	Dr.Apa Ataboonwongse	Vice Chairman / Chief Executive Officer	351,639,100	376,756,178	25,117,078	36.058
	Spouse and minor children				-	-
3.	Ms.Sunee Sathatinan	Vice Chairman / Executive Director	51,746,520	55,442,700	3,696,180	5.306
	Spouse and minor children				-	-
4.	LT. Gen. Samang Thongpan	Chairman of Audit Committee	-		-	-
	Spouse and minor children				-	-
5.	ASSOC.Prof.Suthus Ratanakuakangwan	Audit Committee	-		-	-
	Spouse and minor children			58,535	3,902	0.006
6.	Mr.Somchai Pienstaporn	Audit Committee	-		-	-
	Spouse and minor children				-	-

7.	Dr.Karoon Chandrangsu	Director	10,850,879	11,625,941	775,062	1.113
	Spouse and minor children				-	-
8.	Mr.Somsak Attaboonwong	Director	26,560,562	28,457,745	1,897,183	2.723
	Spouse and minor children				-	-
9.	Police Colonel Suvit Tansode	Director	-		-	-
	Spouse and minor children			376,756,178	25,117,078	36.058
10.	Mr.Verapol Attaboonwong	Director	662,500	959,821	297,321	0.092
	Spouse and minor children				-	-
11.	Mrs.Nonglak Wanthampong	Director	509,083	545,446	36,363	0.052
	Spouse and minor children				-	-
12.	Mrs.Saranthorn Srisunthorn	Executive Vice President And President of Operations.	-		-	-
	Spouse and minor children				-	-

4.2 The Board of Directors has policy to disclose the financial information and other information related to the business and operation results accuracy, complete, sufficient, regularly, and in time that demonstrate the financial status and the actual operation as well as the future business.

4.3 The Board of Directors is committed to comply with the laws, rules, and regulations related to the information disclosure and transparency as strictly. The information shall be provided and disclosed through the Company's website both in Thai and English, mass media releases, publication of the Stock Exchange of Thailand for shareholders and other related persons to receive the Company's information thoroughly and amend in compliance with the guidelines notified by the Stock Exchange of Thailand and the Securities and Exchange Commission.

4.4 On the Investor Relations function, the Company has not established specific section to handle but assigned Khun Saranthorn Srisunthorn, the Company Secretary, to be responsible on communicating significant information of the Company to investors, shareholders, including analysts and other interested persons, which can be contacted by phone no. 0-28861816-7.

4.5 The Company has organized the directors and high level executives to disclose the details of their conflict of interest and persons concerned which related to the conflict of interest of the Company's business management and operation, when one firstly appointed to be the director or high level executives and every time when changing the information of the conflict of interest, including the annual report at the year ended. The Company Secretary must sent such copy of report of the conflict of interest to the Chairman of Executive Board and Chairman of Audit Committee within 7 days from the date of receiving the report in compliance with the Securities Exchange Act, B.E. 2535, and to use such data for monitoring and preventing any conflicts of interest.

4.6 The Company has realized on the importance of the financial reports to present its financial status and real operation results on the fundamental accounting information of accuracy, completely and sufficient according to the accounting standard acceptable in general.

4.7 The Company shall disclose the details of each directors, the roles, and the responsibility of the Board of Directors and its sub-committee on the annual report (form 56-2) and the annual information form (form 56-1), the number of Meeting and the number of times each director attending the Meeting. In addition, the directors' and the top management's remunerations shall be disclosed on the annual report (form 56-2) and the annual information form (form 56-1).

5. Responsibility of the Board of Directors

The Board of Directors has responded to shareholders on the business operation, and conducted complied with the corporate governance according to the laws, objectives, the Company's regulations, and the resolution of the Meeting.

5.1 The Structure of the Board of Directors

5.1.1 The Board of Directors

1) Elements of the Board of Directors

The Board of Directors consists of the directors who have knowledge, competence, and experiences on business operation. They are responsible on determining the policies, vision, strategies, goal, objectives, business plans and budgets of the Company. Additionally, the Board of Directors has monitored and supervised the Executive to manage according to the specified policies as effectively and efficiently under the laws, objectives, regulations, resolutions of the Board of Directors' Meeting and shareholders' Meeting. With the responsibilities, integrity, concentration under the code of conducts, it can increase the economic value to its business and stability to shareholders. In 2016, The Board of Directors considered, reviewed, and approved the Company's vision, mission, and business strategies in order that the executives and employees have the same directions. Moreover, the Board of Directors is responsible to monitor the operation of the executives by requiring the progress report and operation results of the Company on every the meeting of the Board of Directors.

The Board of Directors consisted of at least 9 directors and being the Independent Directors not less than one of the three of the total directors. The Independent Directors are persons having qualification under the notices of the Capital Market Commission and the related notices of the Stock Exchange of Thailand. The directors, not less than one-half of the total directors, must be Thai residents.

Each director can take actions and independently use its discretion to considerably make a decision on matters which are questioned, give comments or dispute in case of disagreement on any impacts to the benefits of shareholders or stakeholders without being under the influence of others.

2) The Terms of the Board of Directors

On every the Annual General Shareholders' Meeting, the Director shall be retired by rotation at one third. In case that the number of the directors cannot be divided into three parts, then the number of the directors retired should be closely to one third. The directors, who retire on the first year and the second year after the conversion, shall ballot to be the director. For the subsequent years, the directors, who serve as the director longest, shall be retired. The retired direction shall be re-elected by voting at the Annual General Shareholders' Meeting.

Except resigning by their term, the Director shall retire by

1. Death
2. Resign

3. Lack of Qualification
4. To be retired by the resolutions of the shareholders' Meeting with the votes not less than three fourth of the total shareholders attending the Meeting and having voting rights, and shares amounting not less than one-half of the number of shares held by shareholders attending the Meeting and having voting rights.
5. The court ordered resignation

3) The Qualification of the Independent Director

1. Holding shares not exceeding one percent of the total voting shares of the Company, its parent company, subsidiaries, associates, major shareholders, or controlling parties of the Company, including shares held by related parties of an independent director
2. Being or has never been an executive director, employee, staff, advisor receives salary, nor controlling party of the Company, its parent company, subsidiaries, associates, same-level Richy Place 2002 Public Company Limited subsidiaries, major shareholder, or controlling parties of the Company, except retiring from such manner for at least two years prior the appointment.
3. Not being the person who has relationship by descent or legal registration under the status of father, mother, spouse, brothers and sisters, and children. The prohibitive persons also include spouses of daughters and sons of the management, major shareholders, controlling party or the person who is in the process of nomination as the management or controlling party of the Company or its subsidiaries.
4. Has no or never had business relationship with the Company, its parent company, subsidiaries, associates, major shareholders, or controlling parties of the Company which may harm an independent decision-making, including not being or never been a significant shareholder, or controlling party of any persons having business relationship with the Company, its parent company, subsidiaries, associates, major shareholders, or controlling parties of the Company, except disbanding from such manner for at least two years prior the appointment. Such business relationship is included the items notified by the Capital Market Supervisory Board, the notification no. TorJor 28/2551 on the topic of the Application and Approval on Offering New Issued Securities.
5. Being not or has never been an auditor of the Company, its parent company, subsidiaries, associates, major shareholders, or controlling parties of Company, and is not a significant shareholder, controlling party, or partner of the auditing firm which employs an auditor of the Company, its parent company, subsidiaries, associates, major shareholders, or controlling parties of the Company, except disbanding from such manner for at least two years prior the appointment.
6. Being not or has never been the professional service provider, including but not limited to legal consultant or financial advisor who received the service fee more than two million baht per year from the Company, its parent company, subsidiaries, associates, major shareholders, or controlling parties, and is not a significant shareholder, controlling party, or partner of the aforementioned service firms, except disbanding from such manner for at least two years prior the appointment.
7. Being not a director who is nominated as the representative of directors of the Company, major shareholders, or any other shareholders related to major shareholders.
8. Do not operate the same and competitive business with the business of the Company, or its subsidiaries, or is not a significant partner of the partnership, or is not an executive director, employee, staff, advisor who receives salary, nor

holds shares exceeding one percent of total voting shares of any other companies which operate the same and competitive business with the business of the Company, or its subsidiaries.

9. Being not any otherwise which unable to have an independent opinion regarding the business operation of the Company.

10. Being not the director assigned by the Board of Directors to make decision in respect of collective decision on business operation of the Company, its parent company, subsidiaries, associates, same-level subsidiaries, major shareholders, or controlling parties of Company.

11. Being not the directors of its parent company, subsidiaries, or same-level subsidiaries, especially being the listed companies

4) Chairman of the Board

Chairman of the Board must be knowledge, competence, experience and appropriate qualifications. Chairman of the Board shall be responsible as the leader of the Board of Directors and serve as the Chairman of the Meeting of the Board of Directors and Annual General Shareholders' Meeting. Chairman of the Board is accountable to the Board of Directors on the management in accordance with the guidelines and policies of the Board of Directors.

5) Nomination

The Company places importance on nominee who have knowledge, competence, experiences, good working records, and leadership, wide vision, including ethics, as well as positive attitude towards the organization, enabling to dedicate his time to execute the benefits to the Company's operation sufficiently. Besides, the Board of Directors considers on the adequate qualifications and in compliance with the elements and the structure of the directors to the Company's strategy. The nomination is organized transparently and reliable to shareholders.

6) The Company Secretary

The Company Secretary is appointed by the Board of Directors and responds as described in the topic of scopes, authority, duties, and responsibilities of the Company Secretary.

5.1.2 Sub-Committee

The Board of Directors has appointed some members from the Board of Directors to be the Directors of the sub-committee to respond on assigned duties particularly. Each director of sub-committee shall have its term as same as the terms of the Board of Directors and respond on duties assigned by the Board of Directors.

The Board of Directors has policies to appoint 4 sub-committees namely the Audit Committee, the Executives Committee, the Nomination and Remuneration Committee, and the Risk Management Committee.

5.2 Roles, Authorities, and Responsibilities

Reference to the corporate governance, beyond to operating its business in accordance with the laws, objectives, and the regulation of the Company including the resolutions of the shareholders' meetings, the Board of Directors has determined the roles, duties, and responsibilities of the Board of Directors. The details are described on the topic of terms, authority, duties, and responsibilities of the Board of Directors.

5.3 The Meeting of the Board of Directors

The Company has defined the Board of Directors' Meeting at least 4 times a year by arranging the date of the meeting throughout the year in advance and notified each member of the Board of Directors. In 2016, the Company held total 5 meetings of the Board of Directors. The Company has set the guidelines of the Board of Directors' meeting as follows:

- 1) The Board of Directors has scheduled the meeting at least once a quarter per year. And have additional special meetings as necessary and appropriate By informing at least 5 working days and every meeting Will determine the minimum number of quorum at the time the Board of Directors will vote in the meeting Must have at least two-thirds of the total number of directors
- 2) There are clear agenda in advance. The Chairman of the Board and the Chairman of the Executive Committee should jointly consider the matter to be included in the meeting agenda. The Board of Directors and the agenda must be clearly defined. The Company Secretary is responsible for ensuring that the directors receive meeting documents in advance of the meeting. For education And consider matters for giving opinions and voting
- 3) The Board of Directors has received sufficient, complete, continuous and timely information before every meeting. The Board of Directors can directly contact the Company Secretary directly. Company Secretary Is responsible for advising the Board of Directors on matters relating to compliance with laws and regulations
- 4) The Chairman of the Board is responsible for allocating sufficient time for the management to present documents. Information for discussion And sufficient for the committee to discuss important issues Opportunity and support for each director to express opinions before summarizing the opinions received from the meeting.
- 5) The Board of Directors has a policy that non-executive directors have the opportunity to meet among themselves as necessary to discuss issues of interest in management. With no management team And should inform the Chief Executive Officer of the meeting results
- 6) The Board of Directors encourages the Chairman of the Executive Committee to invite high-level executives to attend the Board of Directors meeting to provide information on various details. More as a direct worker And to have the opportunity to get to know high-level executives for consideration of succession plans
- 7) In considering various agenda items, directors who have an interest in the matter being considered will not have Voting rights and not being in the meeting for such agenda
- 8) Every meeting A written record of the meeting must be recorded and the minutes of the meeting that have been approved by the Board of Directors are kept for examination by the Board of Directors and related parties.

5.4 Merger or Segregation

The Company has policy on merger or segregation of the directors in other companies in compliance with the best practices prescribed, or any recommendations by the regulatory agents. To provide each director to completely execute, the Company has considered on the number of companies the director being appointed. The director who is the executives shall not be the director in the listed companies not exceeding of 3 companies and the director who be non-executive shall be the director in the listed companies not exceeding of 5 companies.

5.5 Self-Evaluation of the Directors

The Board of Directors has provided the self-evaluation every year for one time. Such evaluation form is complied with the corporate good governance of the Company and scopes of duties and responsibilities of the Board of Directors in order to

assess the performance, problems issues, or other obstacles on the previous year, including improving the performance of the Board of Directors to be efficiently. In 2016, the Company has provided 3 categories of evaluations as follows:

Type 1 Self-assessment of the Board of Directors

Type 2 Self-assessment of individual committees

Type 3 Self-evaluation of sub-committees

Evaluation Process

The Company Secretary will send both type of evaluation form to the Board of Directors to assess their annual performance. After the evaluation is complete, it will be send back to the Company Secretary to collect the evaluation results of each director and summarize such assessment of the Board of Directors, then repot to the Board of Directors accordingly.

Evaluation Criteria of the Board of Directors

- The percentage of scores results of 90 - 100, meant “excellent”
- The percentage of scores results of 70 - 89, meant “good”
- The percentage of scores results of 50 - 69, meant “moderate”
- The percentage of scores results of 0 - 49, meant “should be improved”

The Evaluation Results of the Board of Directors

No.	Evaluation Topic	Evaluation Result (%)	Level
1	Structure and qualification of the Board of Directors	99.77	Excellent
2	Roles, duties, and responsibilities of the Board of Directors	99.49	Excellent
3	The Meetings of the Board of Directors	100.00	Excellent
4	Performance of the directors	99.35	Excellent
5	Relationship with the Management	99.55	Excellent
6	Self-development of the directors and development of the executives	100.00	Excellent
Overall average		99.69	Excellent

The Self-Evaluation Results of Each Director

No.	Evaluation Topic	Evaluation Result (%)	Level
1	Structure and qualification of the Board of Directors	96.59	Excellent
2	The Meetings of the Board of Directors	97.20	Excellent
3	Roles, duties, and responsibilities of the Board of Directors	98.18	Excellent
Overall average		97.32	Excellent

Besides, the Board of Directors has evaluated Chief Executive Officer (CEO) by assessing various aspects such as the leadership on strategic setting, the implementation on strategic planning and financial operating results, relationship with the Board of Directors and external, management and relationship with employees, successor, product and services knowledge, and

personal characteristic. Such evaluation form is adjusted from the sample of CEO evaluation pattern of the Stock Exchange of Thailand.

Evaluation Results of CEO Performance

No.	Evaluation Topic	Evaluation Result (%)	Level
1	Leadership	99.24	Excellent
2	Strategic formulation	99.62	Excellent
3	Implementation toward strategy	100.00	Excellent
4	Strategic planning and financial operating performance	99.62	Excellent
5	Relationship with the Board of Directors	99.62	Excellent
6	Relationship with external parties	99.55	Excellent
7	Management and relationship with employees	99.62	Excellent
8	Successor	95.45	Excellent
9	Product and services knowledge	100.00	Excellent
10	Personal characteristic	99.24	Excellent
Overall average		99.20	Excellent

1) Sub-committee evaluation results

Assessment of the Audit Committee

Individual assessment results of the Audit Committee

No.	Evaluation Topic	Evaluation Result (%)	Level
1	Structure and qualification of the Board of Directors	100.00	Excellent
2	The Meetings of the Board of Directors	98.96	Excellent
3	Roles, duties, and responsibilities of the Board of Directors	97.92	Excellent
Overall average		98.96	Excellent

Evaluation of the Audit Committee of the Faculty

No.	Evaluation Topic	Evaluation Result (%)	Level
1	Structure and qualification of the Board of Directors	100.00	Excellent
2	The Meetings of the Board of Directors	98.96	Excellent
3	Roles, duties, and responsibilities of the Board of Directors	99.17	Excellent
Overall average		99.38	Excellent

2) Assessment of the Executive Committee

Individual assessment results of the Executive Committee

No.	Evaluation Topic	Evaluation Result (%)	Level
1	Structure and qualification of the Board of Directors	100.00	Excellent

2	The Meetings of the Board of Directors	99.24	Excellent
3	Roles, duties, and responsibilities of the Board of Directors	98.96	Excellent
Overall average		99.40	Excellent

Evaluation of the Board of Executive Directors

No.	Evaluation Topic	Evaluation Result (%)	Level
1	Structure and qualification of the Board of Directors	100.00	Excellent
2	The Meetings of the Board of Directors	100.00	Excellent
3	Roles, duties, and responsibilities of the Board of Directors	99.81	Excellent
Overall average		99.94	Excellent

3) Assessment of the Nomination Committee And consider compensation

Evaluation results of the Nominating Committee and consider individual compensation

No.	Evaluation Topic	Evaluation Result (%)	Level
1	Structure and qualification of the Board of Directors	100.00	Excellent
2	The Meetings of the Board of Directors	99.24	Excellent
3	Roles, duties, and responsibilities of the Board of Directors	99.81	Excellent
Overall average		99.68	Excellent

Evaluation results of the Nominating Committee and consider the remuneration of the faculty

No.	Evaluation Topic	Evaluation Result (%)	Level
1	Structure and qualification of the Board of Directors	100.00	Excellent
2	The Meetings of the Board of Directors	99.17	Excellent
3	Roles, duties, and responsibilities of the Board of Directors	98.96	Excellent
Overall average		99.38	Excellent

4) Assessment of the Risk Management Committee

Individual risk assessment results

No.	Evaluation Topic	Evaluation Result (%)	Level
1	Structure and qualification of the Board of Directors	100.00	Excellent

2	The Meetings of the Board of Directors	97.92	Excellent
3	Roles, duties, and responsibilities of the Board of Directors	98.33	Excellent
Overall average		98.75	Excellent

Evaluation of the Risk Management Committee

No.	Evaluation Topic	Evaluation Result (%)	Level
1	Structure and qualification of the Board of Directors	100.00	Excellent
2	The Meetings of the Board of Directors	97.92	Excellent
3	Roles, duties, and responsibilities of the Board of Directors	100.00	Excellent
Overall average		99.31	Excellent

5.6 Remuneration of the Directors

The Company's policy on remuneration of directors is appropriate depending on the Company's operation results and in compliance with the similar business/industries, including the suitability of the duties and responsibilities of each director and executive. The Company considers carefully on the remuneration payment to the executives at the appropriate level and comparably with the same business to attract and retain the qualified executives. The executives get additional remunerations appropriately to the increasing assigned duties and responsibilities. The Company has provided the remuneration as clearly and transparently and been approved by the shareholders' meeting. The remuneration paid to the directors and the executives shall be disclosed accordance with the formats defined by the Office of the Securities and Exchange Commission.

5.7 Successor Plan

The Board of Directors realizes the importance on successor, especially in senior executive position which is Chief Executive Officer (CEO), for the purposed of maintaining the confidence of investors as well as employees in order to ensure that the Company's operation has been executed in time. Therefore, the Executives Board is assigned to consider the criteria and plan of successor.

5.8 Development of Directors

The Board of Directors has policies on promoting and facilitating to organize the training and develop related directors to be knowledgeable according to the corporate governance such as the directors, the Audit Committee, the executives, etc. in order to improve the performance continually. In case of changing or appointing new directors, the Management shall provide documents and information beneficially to the performance of new directors as well as introducing its nature of business and guidelines on business operation to new directors.

In 2018, the Company promoted the directors to attend the following training/seminar:

No.	Name	Position	Training courses / seminars in 2018
1	Dr. Apa Attaboonwong	Vice Chairman and Chief Executive Officer	- Leadership Discussion, Leadership / Leadership - Survey of the elderly property market in Thailand - Study of the elderly house

2	Mrs. Sarunthorn Srisoonthorn	Deputy Chief Executive Officer And Chief Operating Officer	<ul style="list-style-type: none"> - Leadership Discussion, Leadership / Leadership - Travel activities, study visits abroad - Effective presentation techniques - Executive Course on Disruption Readiness
3	Miss Pitchaya Tonsode	Chief Business Development Officer	<ul style="list-style-type: none"> - Leadership Discussion, Leadership / Leadership - Effective presentation techniques - Expert of China (Eoc) - Analysis of gold location and land price changes - Unlock Gen Y secret code, property change point 4.0 - Study of the elderly house - Digital Branding & Marketing - Meking The CEOs Of Thailand - Brand Series creates great brands - Construction Management How to get quality
4	Miss Prathip Nuansawat	Vice President, Corporate Support	<ul style="list-style-type: none"> - Leadership Discussion, Leadership / Leadership - Effective presentation techniques - Thailand HR DAY 2018 - Executive Course on Disruption Readiness
5	Miss Sutthiporn Hinrit	Deputy Chief Financial Officer	<ul style="list-style-type: none"> - Leadership Discussion, Leadership / Leadership - Effective presentation techniques - Tax planning strategy and accounting for real estate business - Crossover Thailand 4.0 - Corruption in common organizations - Executive Course on Disruption Readiness - Strategic CFO in capital market

5.9 Internal control

The Board of Directors arranges for the company Has an internal control system that covers all aspects Both financial And working in accordance with relevant laws, regulations and regulations And provide a check and balance mechanism that is effective enough to always protect the company's assets Arrange for the determination of the level of approval authority And the responsibility of the management and staff with checks and balances in the body Formulate written procedures Has an independent internal audit unit Acts to inspect the operation of all departments in accordance with the regulations laid down. Including assessing the efficiency and adequacy of internal controls in various departments in the company. By reporting the information directly to the Audit Committee

5.10 Conflicts of Interest

The Board of Directors has defined the policy regarding to the conflicts of interest to be the guideline for conducting as following:

- 1) Not using its authority to seek personal or closely person's benefits by either directly or indirectly actions

2) Immediately inform the Company if the following circumstances occurred:

- Acceptance of being the director or advisor of other companies
- The director and his/her family members involving or holding shares in any companies which may be beneficial effect or conflict of interest with the Company
- Being a stakeholder either directly or indirectly on the contract signed with the Company which identifying the nature, name of the parties, and equity in the contract.

3) Avoiding a conflict of interest which may be incurred. If there is a conflict of interest, the director shall consider whether not to participating, giving an opinion, or abstain from voting on such agenda, or not receiving any documents on such related agenda, or resign from the director in case that such conflict is essential.

4) The director, who is the executive, must take great care to the conflicts of interest that may incurred during working while acting the management and the director whom shareholders are trustful.

5.11 Supervising the Use of Internal Information

The Board of Directors places great importance on the corporate governance and transparency, including the prevention on using internal information of the Company not disclosed to the public for individual benefits. The Company has defined the guidelines on using the internal information as described on the policy of supervising the use of internal information.

5.12 Annual Report

The Board of Directors is responsible to prepare the financial report and information shown on the annual report. The financial reports are prepared in accordance with the general accepted accounting principles by selecting the appropriate policies and constantly conducting, including prudent in preparation. Besides, the Company has determined to disclose sufficient information on the notes of the financial statements. The Board of Directors has assigned the Audit Committee to respond on the quality of the financial reports and give an advice to the Board of Directors.

Sub-Committee

(Audit Committee)

All members of the Audit Committee are knowledge and competence on accounting and finance, which are consisted of 3 members as follows:

Name	Position	The Number of Attending the Meeting
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Name	Position	The Number of Attending the Meeting
1 LT. Gen. Samang Thongpan / ¹	Chairman of the Audit Committee / Independent Director	4/4
2. Mr. Somchai Pienstaporn	Audit Committee / Independent Director	4/4
3.ASSOC.Prof.Suthus atanakuakangwan / ¹	Audit Committee / Independent Director	4/4

Remark : /1 Being the Audit Committee who has knowledge and competence on accounting and finance as follows:

1. Lt. Gen. Samang Thongpan, graduated of Bachelor Degree of Accounting, Chulalongkorn University / Master Degree of Business

Administration, National Institute of Development Administration / Financial Management (Finance Academy Ft. Benjamin Harrison, US.

Army) / Resources Management (International Defense Resources Management Institute US. Navy) / National Defence College of Thailand

Class 44 / Director Accreditation Program Class 20 of 2004 from Thai Institute of Directors.

2. Assoc.Prof. Suthus Ratanakuakangwan, graduated of Maitrise es Sciences Economiques (Gestion Industrielle)Universite' de Toulouse I,

France / Master Degree of Economics (Industrial Management) / Director Accreditation Program Class 94 of 2012 from Thai Institute of

Directors.

Roles, Duties, Authorities and Responsibilities of the Audit Committee

1) To review the Company's financial reporting to ensure that it is accurate and adequate disclosed by cooperation with the auditor and the Management responsible on preparing the financial reports both quarterly and annual. The Audit Committee may suggest the auditor to review or monitor issues necessary and significantly during auditing the Company's account;

2) To review the Company's internal control system and internal audit system as appropriate and efficiently by participating the review with the auditor and the internal control persons;

3) To consider the independence of the internal audit units as well as approval on appointment, transfer, termination of the chief of an internal audit unit or other units related to the functions of internal audit;

4) To review the Company's compliance with the law on securities and exchange, the regulations of The Stock Exchange of Thailand, and the laws relating to the Company's business;

5) To consider, select and propose to appoint a nominee to be the Company's auditor and the audit fee by consideration of the independence, accountability, adequacy of resources on auditing of the auditor, and experience of a person assigned to audit

the Company's account, as well as to attend a meeting with an auditor at least once a year, with no involvement of the management;

6) To consider on the disclosure of the Company's information, in particular, the connected Transactions, or transactions that may lead to conflicts of interest, accurately, completely and in compliance with the laws and regulations of The Stock Exchange of Thailand, including the necessity and reasonability of those transactions for the highest benefit of the Company;

7) To perform any other acts as assigned by the Board of Directors, with an approval of the Audit Committee;

8) To prepare the report of activities of the Audit Committee by disclosure in the Company's annual report, which signed by the Chairman of the Audit Committed;

9) To report the performance of the Audit Committee to the Board of Directors at least once a year;

10) To have authority to review and investigate matters as necessarily, as well as opinion independently from other professional advisors when deemed necessary by the Company's cost in order to perform the duties under its responsibility accomplishedly.

The Executive Committee

The Executive Committee is consisted of 3 members as follows:Name Position

Name	Position	The Number of Attending
1. Dr. Apa Attaboonwongse	Chief Executive Officer	5/5
2 Ms. Sunee Sathatnan	Deputy Chief Executive Officer	5/5
3.Mr.Somsak attaboonwong	Executive Director	5/5

Roles, Duties, Authorities and Responsibilities of the Executive Committee

1) To prepare and propose the business policies, goals, business plans, business strategies and annual budget of the Company for the Board of Directors' approval;

2) To supervise and control the Company's operation to conform according to the business policies, goals, business plans, business strategies and budget that approved by the Board of Directors;

3) To determine the organization structure and authorities on management with covering the details of screening, employment, compensation, transfer, training, and termination of employees of the Company;

4) May delegate or assign either a person or many persons to take action on behalf of the Executives Committee as it deems appropriate and the Executive Committee can dismiss, change, or amend such authority;

5) To approve expenditures on the normal operations such as the procurement of assets, the investment expenditures for the Company's benefits, for example, an authority to approve the investment of fixed assets, lending or other investments such as equities, bonds, etc., in the amount of not exceeding Baht 500 million / an authority to approve on borrowing from the financial institutes, in the amount of not exceeding Baht 500 million / an authority to approve the

expenses on operations and disposal of fixed assets (per item) in the amount of Baht 10 million / an authority to approve the obligations, aval, guarantee, in the amount of not exceeding Baht 500 million, etc.;

6) To perform any other acts as assigned by the Board of Directors.

Nonetheless, the authorization on approval of the Executives Committee shall not include any transactions that the Executive Committee, or person involved conflicts of interest, have conflicts of interest or other benefits on any matters to the Company, or assign any proxy to take action on the behalf of the Executive Committee on such transaction. In addition, transactions which must be approved by shareholders are the connected transactions, and the acquisition and disposal of significant assets of the Company to be in compliance with the regulations of the Stock Exchange of Thailand, the Securities and Exchange Commission, or laws related to the Company's business.

Nomination and Remuneration Committee

The Nomination and Remuneration Committee is consisted of 3 members as follows:

Name	Position	The Number of Attending the Meeting
1. LT. Gen. Samang Thongpan	Chairman of Nomination and Remuneration Committee	1/1
2. ASSOC. Prof. Suthus Ratanakuakangwan	Nomination and Remuneration Committee	1/1
3. Mr. Somsak Attaboongwong	Nomination and Remuneration Committee	1/1

Roles, Duties, Authorities and Responsibilities of Nomination and Remuneration Committee

- 1) To consider the qualifications of the Company's Director;
- 2) To screen and nominate a nominee who has knowledge, competence appropriate to the Company's business and propose nominee to be the director in case of vacancy to the Board of Directors or the shareholders' meeting for approval on appointment;
- 3) To consider the structure of remuneration of the directors such as compensation, bonus, meeting allowances and other benefits both in cash and others as agreed;
- 4) To perform any other activities as assigned by the Board of Directors, in particular the nomination and remuneration.

Risk Management Committee

The Risk Management Committee is consisted of 3 members as follows:

Name	Position	The Number of Attending the Meeting
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Name	Position	The Number of Attending the Meeting
Dr. Karoon Chandrangsu	Chairman of Risk Management Committee	1/1
Mr.Suthus Ratanakuakangwan	Risk Management Committee	1/1
Mr. Suvit Tansode	Risk Management Committee	1/1

Roles, Duties, Authorities and Responsibilities of Risk Management Committee

- 1) To review and present the risk management policy and the acceptable risks to the Board of Directors for approval;
- 2) To supervise on the development and the conduct under the guidelines of the risk management thoroughly organization;
- 3) To review the report of the risk management to monitor the significant risks and provide the organization to manage risks adequately and appropriately;
- 4) To present overall risks of the Company as well as the adequacy of the internal control system to manage important risks to the Board of Directors;
- 5) To advise the Company on the risk management and consider on information amendment related to the development of the risk management;
- 6) To have an authority to appoint the working group to evaluate and follow up the Company's risks;
- 7) To perform any other activities as assigned by the Board of Directors concerned to the risk.

The Nomination and Appointment of the Director and Senior Executive

The Company has determined the policy on the Board Diversity by defining the qualifications of the nomination committee, which should be diversity. A person who will be the director will be considered the skills necessary and the present directors don't have, as well as being professional, specialist, gender, etc.

The Nomination of the Directors

Reference to the Board of Directors' Meeting No. 4/2013 held on August 14, 2013, the resolution was to appointing the Nomination and Remuneration Committee to nominate and consider the structure of remuneration for the Company's directors, in particular, by consideration of basic qualifications of the directors under the criteria defined by the related laws, as well as, other factors composed such as knowledge, competence, experiences related to the business, and others beneficial to the Company's operation, etc. to present to the Board of Directors or shareholders' meeting for approval on appointment (as the case maybe). The nomination of the directors has guidelines and procedures as follows:

1. The Company's directors must perform in compliance with the laws, objectives, and regulations of the Company as well as the resolution of the shareholders' meeting.
2. The Board of Directors is comprised of at least 5 directors, and not less than one-half of the directors must be resident in the Kingdom of Thailand. In addition, the directors must have qualifications according to the related laws defined.
3. On every the Annual General Shareholders' Meeting, the Director shall be retired by rotation at one third. In case that the

number of the directors cannot be divided into three parts, then the number of the directors retired should be closely to one third. The directors, who retire on the first year and the second year after the conversion, shall ballot to be the director. For the subsequent years, the directors, who serve as the director longest, shall be retired. The retired direction shall be reelected by voting at the Annual General Shareholders' Meeting.

4. The Nomination and Remuneration Committee shall screen and nominate a nominee who has knowledge, competence appropriate to the Company's business and consider the structure of remuneration for the Company's directors to propose to shareholders' meeting for approval.

5. The shareholders' meeting shall resolve to appoint the directors by decided by a majority of votes according to the guidelines and methods as following:

5.1. A shareholder has one share equal to one vote.

5.2. Each shareholder carries votes as described on the item 5.1 to elect one or more to be the Director.

5.3. Director election was executed through cumulating voting from highest votes respectively till the total number of directors is completely elected on such election. In case the cumulating votes are equal and the remaining number of directors is limited, the Chairman of the Meeting has the casting vote.

6. In case that the position of director is vacant with other reasons other than the retire by rotation, the Nomination and Remuneration Committee shall screen and propose nominee having qualifications and not prohibited by the Public Law to be the director instead of the vacancy on the next meeting of the Board of Directors. If the term of directors is less than 2 months, such nominee elected be the director shall take action as the director only on the remaining term of the director he replace. Such resolution is consisted of the voting not less than three fourth of the total number of remaining directors.

7. The shareholders' meeting may resolve to have either director retired before the expiration of his term with the votes of not less than three fourth of the number of shareholders attending the meeting and the number of shares not less than one-half of shares held by shareholders attending the meeting and have voting right.

The Nomination of the Audit Committee

The Audit Committee is consisted of 3 independent directors, and the term is according to the term of the director.

The Company has policy on nomination of the Audit Committee/Independent Director, which have qualifications as follows:

1. Holds shares not exceeding one percent of the total voting shares of the Company, its parent company, subsidiaries, associates, major shareholders, and controlling parties of the Company, provided that shares held by related parties of an independent director shall be included.

2. Being or has never been an executive director, employee, staff, advisor receives salary, nor controlling party of the Company, its parent company, subsidiaries, associates, same-level subsidiaries, major shareholder, or controlling parties of the Company, except retiring from such manner for at least two years prior the appointment.

3. Not being the person who has relationship by descent or legal registration under the status of father, mother, spouse, brothers and sisters, and children. The prohibitive persons also include spouses of daughters and sons of the management, major shareholders, controlling party or the person who is in the process of nomination as the management or controlling party of the Company or its subsidiaries.

4. Has no or never had business relationship with the Company, its parent company, subsidiaries, associates, major shareholders, or controlling parties of the Company which may harm an independent decision-making, including not being or

never been a significant shareholder, or controlling party of any persons having business relationship with the Company, its parent company, subsidiaries, associates, major shareholders, or controlling parties of the Company, except disbanding from such manner for at least two years prior the appointment. Such business relationship is included the items notified by the Capital Market Supervisory

5. Being not or has never been an auditor of the Company, its parent company, subsidiaries, associates, major shareholders, or controlling parties of Company, and is not a significant shareholder, controlling party, or partner of the auditing firm which employs an auditor of the Company, its parent company, subsidiaries, associates, major shareholders, or controlling parties of the Company, except disbanding from such manner for at least two years prior the appointment.

6. Being not or has never been the professional service provider, including but not limited to legal consultant or financial advisor who received the service fee more than two million baht per year from the Company, its parent company, subsidiaries, associates, major shareholders, or controlling parties, and is not a significant shareholder, controlling party, or partner of the aforementioned service firms, except disbanding from such manner for at least two years prior the appointment.

7. Being not a director who is nominated as the representative of directors of the Company, major shareholders, or any other shareholders related to major shareholders.

8. Do not operate the same and competitive business with the business of the Company, or its subsidiaries, or is not a significant partner of the partnership, or is not an executive director, employee, staff, advisor who receives salary, nor holds shares exceeding one percent of total voting shares of any other companies which operate the same and competitive business with the business of the Company, or its subsidiaries.

9. Being not any characteristic which is unable to have an independent opinion regarding the business operation of the Company.

10. Being not the director assigned by the Board of Directors to make decision in respect of collective decision on business operation of the Company, its parent company, subsidiaries, associates, same-level subsidiaries, major shareholders, or controlling parties of Company.

11. Being not the directors of its parent company, subsidiaries, or same-level subsidiaries, especially being the listed companies

1 2. Not being the independent director for 9 consecutive years.

Moreover, the Independent Director appointed to be the member of the Audit Committee, at least one person, must be knowledgeable and experiences on the account or finance adequately to review the reliability of the financial statements.

Additionally, the Company shall consider qualification on other fields such as business experiences, specialization associated with the business, ethics, etc.

The guidelines and procedures on appointment of the Audit Committee are in accordance with the guidelines and procedures of appointing the Company's director. The member of the Audit Committee retired by rotation shall be re-elected.

In case that the position of the Audit Committee is vacant with other reasons other than the retire by rotation, the Board of Directors shall appoint nominee having fully qualifications to be the Audit Committee to make the number of members of the Audit Committee completely as specified by the Board of Directors. Such nominee elected to be the Audit Committee shall take actions for the remaining term of the member of the Audit Committee replaced and the Company has to notify such matter to the Stock Exchange of Thailand immediately when the Audit Committee retires or be retired before his term.

The Nomination of the Executives Committee

The Board of Directors shall appoint the Executive Committee by selecting the directors or the senior managements who enable to conduct on the matters related to normal business operations and the management, and determine the policies, business

plans, budget, the management structure, including reviewing and monitoring the operating results of the Company according to the policies defined by the Board of Directors.

The Nomination of Risk Management Committee

The Board of Directors shall appoint the Risk Management Committee which is consisted of not less than 3 persons by electing the directors or the senior managements from various functions. The term of the Risk Management Committee is according to the term of the director and the Risk Management Committee must hold the meeting at least once a year. The quorum of the Risk Management Committee shall consist of not less than one-half of the members of the Audit Committee.

The Nomination of Nomination and Remuneration Committee

The Board of Directors shall appoint the Nomination and Remuneration Committee which is consisted of not less than 3 persons. The term of the Nomination and Remuneration Committee is according to the term of the director and the Nomination and Remuneration must hold the meeting at least once a year. The quorum of the Nomination and Remuneration Committee shall consist of not less than one-half of the members of the Audit Committee.

The Nomination of the Management

The Board of Directors and/or persons assigned by the Board of Directors shall consider and appoint the management from the employees having experience and competence on management in the related field.

The Corporate Governance of its Subsidiaries and Associates

As of December 31, 2017, the Company invested on one subsidiary as follow:

1. . Richy Development 2016 Company Limited

Registered Date : December 15, 2016

Registered capital : 31,000,000 Baht

Type of share : Common share

Total of shares : 310,000 shares

Par Value : 100 Baht

Ratio of investment : 99.97%

The Supervising on the Use of Information

The Company has policies and guidelines for the directors and the executives to use internal information of the Company nondisclosed to the public for individual benefits, including selling and buying the securities as following:

- To educate the directors, as well as the managements on the responsibilities to report on the securities holdings of the directors, his/her spouse, and any minor child to the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand by virtue of Section 59 and the punishment by the virtue of Section 275 of the Securities and Exchange Act B.E. 2535 (A.D. 1992)
- The Company has defined the directors and the managements to report on the changes of the securities holdings to the Office of the Securities and Exchange Commission by virtue of Section 59 of the Securities and Exchange Act B.E. 2535 (A.D. 1992) within 3 day of the date of such transaction and send the copy of this report to the Company at the same day delivery to the Office of the Securities and Exchange Commission.

- The Company has policy for the directors and senior executives to notify the Company Secretary regarding on trading the Company's shares at least one day prior the trading. Then, the Company secretary will report such changing on securities holding of the directors and senior executives to the Board of Directors' meeting quarterly.
- The Company has defined that the directors, the managements, and related employees who can access the internal information which is significant and affected to the changes of the stock price must suspend the trading the Company's securities prior the disclosure of the financial statements or such internal information to the public for a period of one month and should wait at least 24 hours after disclosing to the public, including not revealing the significant information to other parties.

Auditor's remuneration

The Company paid audit fees to Dharmniti Auditing Company Limited, which is the auditor's office for the year 2018, including individuals or businesses related to the auditor and the auditing office of the auditor in the fiscal year. Past the amount of 1,320,000 baht, other compensation such as transportation costs, office expenses, amount of 94,746 baht and examination paper fees due to change the auditor Sheen in early 2561 of 50,000 baht.

The company that is the auditor office and the auditor has no relationship or any interest with the company / executive / major shareholder or related person And the auditor is independent Have qualifications that are recognized as the auditors of the company Including being an auditor approved by the Securities and Exchange Commission

10. Corporate Social Responsibility

The company doesn't solely operate for profit purposes. The company wants to be a part of society to promote and encourage the society to be strong, transparent and ethical. The Company has adopted Corporate Social Responsibility (CSR) guidelines as follows:

1. Business Ethics Social Responsibility and Participants (Stakeholders)

The company aims to grow its business, together with the promotion of social responsibility. The Company takes into account the fair competition under the law and ethics. The Company has unfair competition measures against consumers. The Company has a policy to set the selling price (house or condominium) of the company from the market price survey and set the price that both buyers and sellers receive a fair return. The price is the price that the company can compete with competitors in the market and create value for the consumer at the same time. In terms of promoting social responsibility in the business, the company always attaches importance to the image and reliability of the company. The Company has a fair dealing with its partners. Real estate development requires business with contractors and the consultant to control the construction work. The Company believes that the Company's trust in the Company is a key factor in its sustainable development and growth. The company has never violated the contract until the cause of the lawsuit. The payment does not meet the contract in any way. In addition, the Company has a campaign to promote and cultivate subconscious social responsibility, such as encouraging management and employees to use products and services that are legitimate and legal.

2. Respect for laws and human rights

The Company focuses on business with transparency and anti-corruption, all forms of corruption, the company does not encourage employees to create success by dishonesty. The Company has improved its internal management to ensure that its internal business processes are monitored thoroughly and that it is difficult to commit frauds. The process of changing the attitude of employees by embracing ethical guidelines and the belief within the staff to make good conscience. In compliance with the law and not infringe on all rights.

3. Anti-corruption Corruption

The company has no policy to encourage employees to create success by fraud. There are four anti-fraud policies.

1. Creating Consciousness, Values, Attitudes to Employees in Compliance with honesty.
2. Provide effective and effective internal control system. It also has to check and counterbalance use the power to suit.
3. Directors, executives and employees are prohibited from any act claims or accept the property or any other benefits, for self or others sent in an incentive to practice.
4. Not being a director Executives and employees give or offer to provide property or other benefits to an outsider to induce that person to act or refrain from doing something illegal.

The guidelines for monitoring and assessing compliance with the guidelines for preventing corruption are set out below.

3.1 Provide an internal audit department. Monitor the internal control system, risk management and corporate governance and provide continuous feedback. The Audit Committee reviewed the quarterly audit plan approved by the Audit Committee. Report on the results of the audit and suggestion to the Audit Committee.

3.2. It is responsible for testing and assessing the risks of corruption and corruption. To effectively implement anti-corruption and corruption measures, to regularly review and improve anti-corruption and corruption measures. The evaluation results are presented to the Audit Committee and / or the Risk Management Committee. And report to the Board of Directors, respectively. Timely and consistent.

3.3 To open the complaint channel. Inside and outside the company. Inside the company has a complaint box within the organization. Outside, complaints can be made through www.rp.co.th. Or send an email to the Chairman of the Audit Committee. audit.committee.richy@rp.co.th In the investigation, the company will not disclose the complaint. And will keep the information confidential and will disclose as necessary. Taking into account the safety and damage of the complainant. If the complainant considers that he or she may be in harm or damage can request the company to provide protection measures.

3.4 If the investigation found that Inspection data Or complaint There is evidence that there are reasonable grounds to believe that there are transactions or actions that may have a material adverse effect on the financial position. And the results of the company include violations company's offense or business ethics or practices to prevent corruption or doubt in the financial report or internal control system. The Audit Committee will report to the Board of Directors to carry out the amendment within the period as the Audit Committee deems appropriate.

The company has organized training staff within the organization. Anti-Corruption Program to study, review and develop information on anti-corruption corruption of the company.

4. Engage in community and social development.

The company has seen that social and community development for sustainability is vital for social and community development. The Company is committed to continuous community and social activities, along with the business. Under the responsibility of community and society as a whole. The guidelines are as follows.

1. The Company has a clearly defined corporate social responsibility (CSR) policy and practices.

The organization provides social development in various areas at least once a year.

2. Encourage employees of the company. Consciousness and responsibility for the environment and society.

Respect the traditions and culture of each local company. Go to business

4. Carry out activities to create social, community and environment regularly. To the community where the company is located.

Better quality of life It operates independently and cooperates with public, private and community agencies.

5. Cooperate with other communities around the area where the company is operating as appropriate.

In the year 2018, the company organized CSR activities and gave scholarships to Suan Sunandha Rajabhat University. Give scholarships to children who are well-educated yearly. To support the Rotary International Club Create a charity running shirt "Run with heart with love by Run by Heart with Love" to support the competition "Bowling Charity", Bueng Kum Rotary Club, to donate money to the service project

5. Encourage employees of all levels to have good quality of life, volunteer spirit and cultivate a sense of responsibility for society.

Insist on a good conscience and good attitude, create a good corporate culture and do not support corrupt practices. Employees are rewarded when employees work with determination and perseverance, they are reflected in the results of the performance indicators. The Company believes that the right return is one of the key factors that can prevent and reduce corruption in the company. The organization is under the responsibility of Human Resources, It is a channel for employees to listen to their requests when they see or have any questions that may be contrary to the Code of Business Conduct, including

complaints and clues. The agency will listen with fairness and impartiality to all parties. The secret of the complainant is to keep the investigation running smoothly and not to bully the complainant.

6. Engage in environmental protection.

The Company has focused on the management system. The policy is to conduct business under environmental standards that take into account the environment. Existing environmental laws and regulations (EIA) must be complied with in order to apply for building permission to the Office of Natural Resources and Environmental Policy and Planning. For condominium projects with more than 80 units or more housing projects with more than 100 rai. Guide number 500 back to the company also has to comply with anti-pollution measures that may have an impact on the environment during and after construction. The central wastewater treatment system is installed in each project. In order for the wastewater to be treated before it drains into the public, including green areas to reduce global warming due to the use of air conditioning.

The company has organized the annual environmental protection training for employees. The purpose is to establish and cultivate environmental consciousness. The executives assigned to supervise the work of the employees in accordance with the company policy.

7. Use of resources

The company also supports the use of resources. By recycling materials such as double-sided paper, turn off the air conditioner, power during work breaks or during executive leave, employees are not in the office for a long time. Walk up the stairs in a high floor. The activity, though, does not result in a clear numerical value, energy cost, or cost reduction. It helps to instill a personal habit and bring it back to use in the daily life of the family to be a good citizen of society.

11. The internal control

In the meeting of Board of Directors of Richy Place 2002 Public Company Limited., No. 1 2019 on February 26, 2019 that has 3 of the audit committee to join the meeting also. The committee have considered to evaluate the sufficiency of the internal control system of the company according to the evaluating form of the sufficiency of the internal control system of Securities and Exchange Commission which have asked for the information from the administrative section in other 5 sections that are;

- 1) The organization and the environment.
- 2) The risk management.

- 3) The controlling of the working of the administrative section.
- 4) The information technology system and the communication of the information.
- 5) The following system.

Board of Directors have the opinion that the company has the internal control system that is suitable enough which every section has followed with the effectiveness. This has operated according to the generally accepted accounting standard, the declaration of the office of Securities and Exchange Commission and the regulation of the stock exchange of Thailand in reporting the quarterly financial statement, the annual financial statement of the company as it shall be and as always including having the process of making and revealing the information in the financial statement correctly, absolutely, sufficiently and in time. This has the internal control system that is enough, suitable and has the adjustment to solve to conform with the situation that is changed with the efficiency. In order that, this hasn't found the issue, the problem or the fault that is the important content that may create the damage on the operation of the company at all including the internal control system in the transaction with major shareholders, the committee, the executive or the related person with the aforementioned person sufficiently which this can protect properties of the company from the way that the executive may bring to use improperly or without the authority. In order that, the independent director and the audit committee have no the opinion that is different from the opinion of the committee. Besides, the audit committee will supervise in being the organization that has the good corporate governance more also.

The company has set to have the management, the administration and the internal control system that is good enough. By the executive has supported to realize about the need in the internal control which has set to have the good corporate governance, the determination of the duty and the responsibility clearly including determining the rule, the regulation, the policy, the authority level of the administration and the approving level of the suitable transaction with the written document. Moreover, the company has set to have the part to have the internal audit that has the freedom in following and evaluating the internal control which this will report directly to the audit committee for auditing the working system of other activities to be able to attain the overall objective and target of the company. By the past result of auditing, this hasn't found that there is the fault that is the important content on the internal control system at all. For the internal control in other topics, the committee has seen that the company has the internal control that is sufficient already as well.

In order that, in the meeting of the audit committee of the company, No. 1/2019 on February 26, 2019, the auditor of Auditing Co., Ltd. has reported to let the audit committee to acknowledge already that this has no any notice from the auditing of the company for the year ended on December 31, 2018.

From the meeting of the audit committee, No. 1/2019 on February 26, 2019, the meeting has the resolution to appoint Act Service Co., Ltd. for doing the duty to be the internal auditor of the company in auditing the sufficiency of the internal control system of the company and has reported the auditing result directly on the audit committee of the company.

For the auditing of the working from January, 2018 to March, 2018, this is found that the company has the working according to the working manual such as; the procurement system, the trade account payables system and the payment system (Including the withdrawal for the construction expense) correctly, absolutely and this will work as always. And in the case that this has the adjustment to change the procedure of the working of the above working system. This has the adjustment to edit the working manual already in the written document including changing the procedure of the working of that working system in order to determine the internal control system that is enough and suitable.

From the auditing to follow the issue of the outstanding balance of the past instalment, this is found that currently, the company has adjusted to edit the working manual including the chart of travel documents of the advance payment system, the revenue/account receivables system, the system of receiving of the payment/ following debts. This has operated to adjust the new working completely and the schedule of the approving authority has been operated completely and has received the approval from Board of Directors already.

For the auditing of the working from April 2018 to June, 2018, this is found that this has the working of the booking system, the making of the sales contract, the cancellation of the contract and the receiving of the payment for booking and the money for making the contract. This is found that the company has made the working manual of the above working system already in the written document. But the working manual of the system of making of the sales contract and the cancellation of the contract will still have some parts that aren't clear. This will bring back to solve. In the current situation, this has adjusted completely. For the part of the working manual according to the above system, this has the working correctly, absolutely and this has worked as always.

From the auditing to follow the issue of the outstanding balance of the past instalment, this is found that the working manual of the procurement system and the account payable system and the payment. This is found that this has adjusted already in the written document but this will still have some parts of the information that aren't clear. But in the current situation, this has adjusted already.

For the auditing of the working from July, 2018 to September, 2018, this is found that the company has planned and determined the target of the job, the working according to the target including reporting the result of the working to compare with the determined target. In the topic of visiting projects from customers, selling, booking, transferring of the ownership and the advertising expense and the sales promotion. This is found that the company has the determination of the plan and the target of the job in the aforementioned topic as always in every month. This has the separation of the duty sufficiently and suitably. And this has received the approval from the executive in each department that has responded absolutely. Before this will bring to use in the working, the recording of the real happening transaction of the above aforementioned topic has been recorded as always and this can audit to verify the information. For reporting the result of the working to compare with the determined target in the above aforementioned topic, this has the source of the information that is clear and can verify it. And most of informations that have been presented correctly will be matched with the source of the information except some months that the information will be different with the source of the information. Currently, this has operated to adjust to solve it completely already.

From the auditing to follow the issue of the outstanding balance of the past instalment, this is found that the company has the adjustment of the working manual of the procurement system, the account payable system and the payment, the system of making the sales contract, the system of cancelling the contract. This has adjusted to solve it already in the written document and this will conform with the working in the current situation. For determining the guideline in solving and following the receipt, this has specified in the working manual of the account payable system and this has paid already and absolutely. For the operation to follow to solve the issue of the booking system/ the cancellation of the booking/ the restoring of the booking document, the system of making the contract/the cancellation/the storing of the sales contract, the system of receiving the booking money and the money for making the contract. This is found that the operating plan to adjust to solve it, this has expected to be completed within December 15, 2018. However, from the auditing for recording the selling (booking) transaction/ the making of the sales contract/

the cancellation of the selling, this is found that this has the recording in the registration to conform with the information from the system of the RMS program.

For the auditing of the working from October, 2018 to December, 2018, this is found that the company has no new happening working system and this has no changing of the former working system. But this has the adjustment of the working manual of the system of the advance payment, the petty cash system, the fixed asset system and the taking care of properties to conform with the working in the current situation. The company has adjusted completely in the written document and has received the approval absolutely. And from the inspection to follow the working according to the working manual and the important internal control system that the company has determined the above working system, this is found that the happening transaction during of the instalment, the company has the working according to the working manual and the internal control that has determined correctly, absolutely and this has worked as always.

From the auditing to follow the issue of the outstanding balance of the past instalment, this has adjusted the working manual of the system of cancelling the contract, the system of planning the advertisement and the selling and the monthly budget, the determination of the marketing plan and the measurement of the result/the recording of the information in the system of the RMS program, this is found that this has adjusted the working manual completely and absolutely. For the operating plan for following the issue of the result of auditing of the past instalment, the booking system/the making of the contract and the system of receiving the booking money and the money for making the contract, the information of the target and the real happening result that will be brought to report to the executive. This has set the plan to follow the issue of the past instalment for the annual plan and this has done completely and absolutely.

12. Connected transactions

Relationship characteristics

The company has made transactions with people who may have conflicts. The related transactions are made with the shareholders and / or the management of the company. Including making transactions with related companies with persons who may have conflicts as shareholders and / or executives which can summarize the relationship as follows ดังนี้

Persons who may have conflicts	Relationship
1. Dr. Apa Attaboonwong	- Director - The Company's shareholder as of December 31, 2018, holding 36.058 of paid up capital
2. Mr. Somsak Attaboonwong	- Director - The Company's shareholder as of December 31, 2018, holding 2.724% of the paid-up capital
3. Miss Sunee Sathintinan	- Director - The Company's shareholder as of December 31, 2018, holding 5.306% of the paid-up capital
4. Assoc. Prof. Suthat Ratanagua Kangwan	- Independent Director
5. Mr. Weerapol Attaboonwong	- Director - The Company's shareholder as of December 31, 2018, holding 0.067% of the paid-up capital
6. Miss Nonglak Wanthampong	- Director - The Company's shareholder as of December 31, 2018, holding 0.052% of the paid-up capital
7. Miss Satinee Athabunwong	- Director's relatives
8. Dr. Thanyan Ratanakua Kangwan	- Director's relatives
9. Miss Daranat Thaninan	- Director's relatives
10. Mrs. Sarunthorn Srisoonthorn	- The Executives
11. Mrs. Klang Sukhon Lue Phong Phaijit	- The Executives

<p>1. Ataboon Assets Company Limited engages in space rental business.</p>	<ul style="list-style-type: none"> - Dr. Apa Attaboonwong Being a director of Attaboon Assets Company Limited and holding 9.720% of the paid-up capital as at December 31, 2018 - Miss Nonglak Wanthamong is a director of Attaboon Assets Company Limited and holds 7.481% of the paid-up capital as at 31 December 2018 - Mr. Pitiphat Pornprompat is a director of Attaboon Assets Company Limited and holding 17.970% of the paid-up capital as at December 31, 2018 - Mr. Somsak Attaboonwong Is a shareholder of Athaboon Asset Company Limited by holding 4.880% of registered and paid-up capital as at December 31, 2018 - Mr. Phichai Atthabunwong Is a shareholder of the company Attaboon Assets Co., Ltd., holding 7.569% of registered and paid-up capital as at 31 December 2018 - Miss Satinee Athabunwong Is a shareholder of Attaboon Assets Company Limited, holding 3.472% of the paid-up capital as at 31 December 2018 - Miss Pitchaya Tanyat is a shareholder of Attaboon Assets Company Limited, holding 19.350% of the paid-up capital as at 31 December 2018 - Mr. Golf Atthabunwongwong is a shareholder of Attaboon Assets Company Limited, holding 3.472% of the paid-up capital as at 31 December 2018 - Mr. Chutiwat Attaboonwongwong is a shareholder of Attaboon Assets Company Limited, holding 3.472% of the paid-up capital as at December 31, 2018 - Mr. Jirayuth Atthabunwongwong is a shareholder of Attaboon Assets Company Limited, holding 3.472% of the paid-up capital as at 31 December 2018 - Miss Sunisa Khusuratwong is a shareholder of Attaboon Assets Company Limited, holding 3.472% of the paid-up capital as at 31 December 2018 - Ms. Chetipituan Thammamongwong is a shareholder of Attaboon Assets Company Limited, holding 3.472% of the paid-up capital as at December 31, 2018 - Mr. Yichit Nuanthamongwong is a shareholder of Attaboon Assets Company Limited, holding 3.472% of the paid-up capital as at December 31, 2018 - Mr. Pornsit Wanathamongwong is a shareholder of Attaboon Assets Company Limited, holding 3.472% of the paid-up capital as at December 31, 2018 - Miss Sittirat Wanathamongwong is a shareholder of Attaboon Assets Company Limited, holding 3.472% of the paid-up capital as at 31 December 2018 - Mr. Supanat Attaboonwongwong is a shareholder of Attaboon Assets Company Limited, holding 0.890% of the paid-up capital as at 31 December 2018 - Mr. Natthaphat Attaboonwong Is a shareholder of Attaboon Assets Company Limited, holding 0.890% of the paid-up capital as at 31 December 2018
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Type of transaction

The Company has entered into a connected transaction due to its business operation with persons who may have conflicts. The nature and value of the transaction can be summarized. Classified by categories.

No.	Persons having conflicts of interest	Type of Related Transactions	The Amount of Related Transactions (MB)		Necessity and reasonableness and opinion of the Audit Committee
			Year 2018	Year 2017	
1.	Ataboon Assets Company Limited	<u>Office rental</u>	1.84	1.64	<p>Company rent office space, 7th floor of Ataboon Building By having a contract to lease a room number 701, an area of 541.67 square meters, with a lease and service contract as follows:</p> <p>1) Lease agreement No. Sor. 001/57, LMS 1 Mar 2014, set for 3 years from 1 March 57 - 28 February 2017, 75,833.80 baht per month (140 baht / sq.m. / Month) by paying in advance on the 5th of every month. The price is comparable to other renters with the rental price at 160 baht / square meter / month.</p> <p>2) Lease agreement No. Sor Sor. 001/60, Lue 1 Mar 60, set for 3 years from 1 March 60 - February 29, 2020, 75,833.80 baht per month (140 baht / square meter / month), paid in advance on the 5th of every month. Such price is comparable to other renters with rental prices. At 160 baht / square meter / month</p> <p>3) Service Agreement No. Sor. 001/57, Lue 1 Mar 14, service period is 3 years, starting from 1 March 2014 - 28 February 60, 60,856.62 baht per month, paid Central service fee on the 5th day of every month. Such price is comparable to other renters with service fees of 112.35 baht / square meter / month.</p> <p>4) Service Agreement No. Sor. 001/60, Lue 1 Mar 60, service period is 3 years, starting from 1 March 60 - 29 February 63, 60,856.62 baht per month, paid Central service fee on the 5th day of every month. Such price is comparable to other renters with service fees of 112.35 baht / square meter / month.</p>

				<p>Company rent office space, 7th floor of Attaboon Building By having a contract to lease a room number 701, an area of 541.67 square meters, with a lease and service contract as follows:</p> <p>1) Lease agreement No. ศช. 001/57, LMS 1 Mar 2014, set for 3 years from 1 March 57 - 28 February 2017, 75,833.80 baht per month (140 baht / sq.m. / Month) by paying in advance on the 5th of every month. The price is comparable to other renters with the rental price at 160 baht / square meter / month.</p> <p>2) Lease agreement No. ศป. 001/60, dated 1 March 2017, for a period of 3 years from 1 March 2017 – 29 February 2020, 75,833.80 baht per month (140 baht / sq.m. / month) By paying in advance on the 5th of every month. The price is comparable to other renters with the rental price at 160 baht / square meter / month.</p> <p>3) Service agreement No. ศป . 001/57 dated 1 March 2014, with a service period of 3 years starting from 1 March 2014 - 28 February 2017, 60,856.62 baht per month, paid Central service fee on the 5th day of every month. Such price is comparable to other renters with service fees of 112.35 baht / square meter / month.</p> <p>4) Service agreement No. ศป . 001/60 dated 1 March 2017, with a service period of 3 years starting from 1 March 2017 - 29 February 2020, 60,856.62 baht per month, paid Central service fee on the 5th of every month. The said price is comparable to other service providers with the service fee of 112.35 baht / square meter / month. The Audit Committee has considered that the transaction is Said that it is reasonable and is For the sake of the business. Due to contract conditions and prices are reasonable</p>
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2		Advances received from customers Item value	3.11	3.48	<p>Ataboon Assets Co., Ltd. entered into an agreement to buy and sell condominiums as of May 28, 2016 to purchase Rich Park @ Triple Station project as follows</p> <ol style="list-style-type: none"> 1) Sales and purchase agreement No. RK4 C59 / 377 Room 12/12 worth 2,045,518 baht 2) Agreement to buy and sell, number RK4 C59 / 378, Room 12/13, worth 2,022,562 baht 3) Purchase and sale agreement No. RK4 C59 / 380 Room 12/14 worth 2,022,562 baht 4) Purchase and sale agreement No. RK4 C59 / 381 Room 12/15 worth 2,022,562 baht <p>Ms. Pichaya Tansode has entered into an agreement to buy and sell condominiums as of June 18, 2016 in order to purchase the units of The Rich @ Nana project as follows.</p> <ol style="list-style-type: none"> 1) Contract to buy and sell, number R2C59 / 003, room 0401B / 09, value 10,519,470 baht 2) Agreement to buy and sell, number R2C59 / 031, room 0402A / 10, worth 7,128,527 baht 3) Agreement to buy and sell, number R2C59 / 032, room 0403A / 11, worth 6,732,497 baht 4) Agreement to buy and sell, number R2C59 / 033, room 0404B / 12, worth 9,572,317 baht 5) Agreement to buy and sell, number R2C59 / 035, room 0405A / 13, worth 6,674,542 baht 6) Agreement to buy and sell, number R2C59 / 034, room 0406B / 14, worth 10,586,538 baht <p>Mr. Somsak Ataboonwongse Has entered into an agreement to buy and sell the condominium on November 02, 2018 to purchase the condominium project The Rich Rama 9-Srinakarin Triple Station as follows</p> <ol style="list-style-type: none"> 1) Contract to buy and sell the number R5C61 / 005 Room 1020, worth 3,045,820 baht
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3.	Ataboon Assets Company Limited	<u>sale income</u> <u>Item value</u>	8.11	11.54	<p>Ataboon Assets Company Limited / related companies with common directors Have entered into an agreement to buy and sell condominiums To buy the condominium project The Rich @ Sathorn-Taksin as follows</p> <ol style="list-style-type: none"> 1) Contract to buy and sell number R1 57/006/1, 08/23, worth 3,841,102 baht 2) Agreement to buy and sell the number R1 57/007/1, 08/24, worth 3,842,209 baht 3) Contract to buy and sell number R1 57/008/1, 08/25, worth 3,855,254 baht <p>Ataboon Assets Company Limited has entered into an agreement to buy and sell condominium units. To buy Rich Park @ Triple Station project as follows:</p> <ol style="list-style-type: none"> 1) Sales and purchase agreement No. RK4 C59 / 377 Room 12/12 worth 2,045,518 baht 2) Agreement to buy and sell, number RK4 C59 / 378, Room 12/13, worth 2,022,562 baht 3) Purchase and sale agreement No. RK4 C59 / 380 Room 12/14 worth 2,022,562 baht 4) Purchase and sale agreement No. RK4 C59 / 381 Room 12/15 worth 2,022,562 baht <p>The Audit Committee has considered that Such transaction is a sale of condominium units which is a normal business of the company. Which has the price and trading conditions that are the price and general trading conditions as well as selling to general customers</p>
4.	Dr. Apa Ataboonwongse	<u>Loan</u>	64.98	-	<p>Dr. Apa Ataboonwongse Borrowing money from Richy Place 2002 Public Company Limited with the interest rate of 6.65% per year as follows:</p> <ol style="list-style-type: none"> 1) Loan agreement No. L61-001 on 04 April 2018, amount 6,500,000 baht 2) Loan agreement No. L61-002, 31 July 2018, amount 22,680,000 baht 3) Loan agreement No. L61-003 on September 04, 2018, amount 15,693,400 baht 4) Loan agreement No. L61-004 on 29 October 2018, amount 2,000,000 baht 5) Loan agreement No. L61-005, 30 November 2018, amount 22,680,000 baht <p>The Audit Committee has considered that the said transaction Reasonable and for the benefit of the business of the company Because there are conditions that are fair and do not cause the transfer of benefits in accordance with the measures or procedures of the inter-company transactions of the company Which has the normal interest and payment conditions</p>

5.	KSC & Associates Company Limited	<u>Project management fee</u>	3.17	7.32	<p>The company hired KCS and Associates to be the supervisor and project manager as follows:</p> <ol style="list-style-type: none">1) Contract for management and construction control of The Rich Sathorn-Taksin Project as of 1 September 2015, contract value of 9.43 million baht, contract ending 31 May 20172) Contract for management and construction control of Rich Park @ Triple Station Project as of October 1, 2015, contract value of 10.22 million baht, contract ended 30 June 2018 <p>The Audit Committee has considered that The transaction is reasonable and is for the benefit of the business of the company and is in line with the market rate.</p>
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Necessity and reasonableness of connected transactions

Inter-transactions are necessary and reasonable for the transaction to maximize benefit to the Company. The Audit Committee has jointly considered the related transactions. Considering the necessity of entering into the transaction and the reasonableness of the inter-company rate. Also disclose the type and value of the connected transactions between the Company and the persons who may have conflicts under the Notification of the Securities and Exchange Commission and the Stock Exchange of Thailand

Measures or procedures for approval of inter-company transactions

At the Board of Directors' Meeting No. 4/2013 held on August 14, 2013, the Board of Directors approved the measures to follow the transaction in accordance with the Notification of the Board of Governors of the Stock Exchange of Thailand The disclosure of information and practices of listed companies in the connected transaction, 2003, and the Notification of the SEC and the Capital Market Supervisory Board for related matters. A person who may have a conflict of interest. The Audit Committee will give opinions on the necessity of entering into the transaction and the appropriateness of the price of the transaction. Considering the conditions. To be in line with normal business practices in the industry. And compare to the price of outsiders or market prices. And if the Audit Committee is not proficient in the consideration of potential inter-transactions. The Company will arrange independent experts to comment on such connected transactions. To use for the decision of the Board. Audit Committee Or shareholders as the case may be. The directors of the stakeholders are not entitled to vote on such transactions. In addition, the related party transactions have been disclosed in the notes to the financial statements of the Company.

Policy and Trend of Future Connected Transactions

For the future trend of the transaction. The Company has a policy to make inter-company transactions. These can be classified by type of transaction as follows:

1. Guaranteed financial institution loan

The Company expects that after the company is listed on the SET. The Company will negotiate with financial institutions to release the guarantee obligations of the directors. And the shareholders of the company. However, the approval or not. It depends on the consideration of the financial institution.

2. Sales of condominium units with related persons

Trends in sales of condominiums between persons related to the company. If the nature of the transaction occurs again in the future, the Company will comply with the policy set out clearly, fairly and without causing the transfer of benefits.

3. Rental of office space with related companies

Trend of office rental transactions with related companies If the nature of the transaction occurs in the future, the Company will comply with the policy.

If any of the above-mentioned transactions occurred in the future. The Company will perform its duties fairly and fairly without any transfer of benefits in accordance with the law governing the Securities and Exchange Commission and the regulations, notifications, orders or requirements of the Capital Market Supervisory Board. And the Stock Exchange of Thailand. Compliance with the disclosure requirements of connected transactions and the acquisition or

disposition of assets In approving the inter-company transaction Persons with conflicts of interests or interests may not be considered for approval. The Audit Committee will give opinions on such transactions. It will be presented to the Board of Directors and / or the shareholders' meeting as the case may be for information in consideration to approve the transaction.

In addition, the Company will comply with accounting standards. Disclosure of personal information Or related activities as determined by the Federation of Accounting Professions under the Royal Patronage. The company will disclose the relationship. Details of the connected transactions are set out in the notes to the financial statements of the Company. Including the Annual Registration Statement (Form 56-1) and Annual Rep

Part 3
Financial position and results of operations.
13. Important financial information
13.1 Summary of financial status and operating results
13.1.1 Audit report

Period	Auditor	Summary of the audit report
Year 2016	Miss Kannika Wipanurat Certified Public Accountant No. 7305 Karin Audit Company Limited	The auditor expressed his opinion in the audit report. Unqualified that the statements of financial position and results of operations and cash flows are correct in accordance with generally accepted accounting principles. Other matters Financial statements of the Company as at 31 December 2016 Statement of comprehensive income For the year ended 31 December 2016 and the statement of changes in shareholders' equity And cash flow statements for the year ended 31 December 2016, which are shown as comparative data, examined by other auditors Which expressed unqualified opinions as reported on 28 February 2017
Year 2017	Mr. Jesada Hungsapruerk Certified Public Accountant No. 3759 Karin Audit Company Limited	The auditor expressed his opinion in the audit report. Unqualified that the statements of financial position and results of operations and cash flows are correct in accordance with generally accepted accounting principles. Other matters Statement of financial position of the company as at 31 December 2017 Statement of comprehensive income For the year ended 31 December 2017 and the statement of changes in shareholders' equity And cash flow statements for the year ended 31 December 2017, which are shown as comparative data, examined by other auditors Which expressed unqualified opinions according to the report dated 27 February 2018
Year 2018	Miss Wanwisa Ngam Buathong Certified Public Accountant No. 6838 Dharmniti Auditing Company Limited	The auditor expressed his opinion in the audit report. Unqualified that the statements of financial position and results of operations and cash flows are correct in accordance with generally accepted accounting principles. Other matters Statement of financial position of the Company as at December 31, 2018 Statement of comprehensive income For the year ended 31 December 2018 and the statement of changes in shareholders' equity And cash flow statements for the year ended December 31, 2018, which are presented as comparative information, examined by other auditors Which expressed unqualified opinions according to the report dated 26 February 2019

13.1.2 Summary of financial statements of the company

Richy Place 2002 Public Company Limited
Statements of financial position
As of the year ended 31 December 2016 - 2018

(หน่วย: ล้านบาท)

	31 December 2016 (investigate)		31 December 2017 (investigate)		31 December 2018 (investigate)	
	amount	percent	amount	percent	amount	percent
asset						
current assets						
Cash and cash equivalents	18.04	0.32	84.86	1.40	23.98	0.47
Short-term loans to related parties	-	-	-	-	64.98	1.27
Temporary investments – net	-	-	-	-	-	-
Other receivables - subsidiaries Trade accounts and notes receivable	0.53	0.01	53.59	0.88	47.28	0.92
Deposit receivables waiting to be recalled	145.00	2.60	145.00	2.39	145.00	2.83
Project development costs Property - net	4,865.67	87.35	5,613.95	92.60	4,543.88	88.76
Advance payment for construction	125.53	2.25	25.83	0.43	48.23	0.94
Advance payment for materials	5.43	0.11	6.79	0.11	2.12	0.04
Deposit for land	35.64	0.64	40.00	0.66	188.87	3.69
Other current assets	18.31	0.33	3.15	0.05	0.90	0.02
Total current assets	5,214.15	93.61	5,973.19	98.53	5,065.28	98.94
Non-current assets						
Land awaiting development	5.17	0.09	-	-	-	-
Investments in subsidiaries	6.66	0.12	8.76	0.14	-	-
Investment property	40.89	0.73	37.16	0.61	21.61	0.42
Land, building, equipment-net	1.42	0.03	0.71	0.01	0.35	0.01
Intangible assets - net	283.66	5.09	-	-	-	-
Non-operating assets	17.58	0.32	36.59	0.60	26.25	0.51
0.77	0.01	6.10	0.10	5.94	0.12	
Total non-current assets	356.15	6.39	89.34	1.47	54.18	1.06
Total assets	5,570.30	100.00	6,062.54	100.00	5,119.46	100.00
Liabilities and shareholders' equity						
Total current liabilities						
Bank overdraft	1.40	0.03	6.78	0.11	12.41	0.24
Bills payable	620.00	11.13	-	-	-	-
219.14	3.93	243.42	4.01	175.93	3.44	
Current portion of finance lease liabilities	-	-	-	-	0.49	0.01
Short-term loans from related parties	10.00	0.18	-	-	-	-
540.00	9.69	500.00	8.25	862.30	16.84	

	31 December 2016 (investigate)		31 December 2017 (investigate)		31 December 2018 (investigate)	
	amount	percent	amount	percent	amount	percent
Long-term debentures due within one year	1,719.93	30.88	1,932.48	31.88	1,106.44	21.61
Loans from financial institutions	234.43	4.20	480.00	7.91	444.33	8.67
Advance received from customers	20.85	0.37	-	-	-	-
Accrued expenses	1.53	0.03	25.13	0.41	29.37	0.57
Accrued income tax	69.16	1.24				
Retention payable	9.97	0.18	49.11	0.81	72.44	1.41
Other current liabilities	3,446.41	61.87	3,236.94	53.39	2,703.73	52.81
Non-current liabilities						
Finance lease liabilities	-	-	-	-	1.78	0.03
debenture	600.00	10.77	955.14	15.75	99.64	1.95
Employee benefit obligations	3.53	0.06	2.96	0.05	3.13	0.06
Provision for utilities	-	-	-	-	1.15	0.02
Total non-current liabilities	603.53	10.83	958.10	15.80	105.71	2.06
Total liabilities	4,049.94	72.70	4,195.05	69.20	2,809.44	54.88
Shareholders' equity						
Share capital						
Registered capital	785.40	14.11	1,289.36	21.27	1,381.46	26.98
Issued and paid-up capital	785.40	14.11	975.20	16.09	1,044.85	20.41
Share premium	476.30	8.55	538.40	8.88	538.40	10.52
retained earning						
Allocated for legal reserve	39.57	0.71	46.60	0.77	69.44	1.36
Not yet allocated	218.37	3.92	307.26	5.07	657.31	12.84
	0.73	0.01	-	-	-	-
Other components of shareholders' equity	1,520.37	27.30	1,867.48	30.80	2,310.01	45.12
Total shareholders' equity	5,570.31	100.00	6,062.54	100.00	5,119.46	100.00

Richy Place 2002 Public Company Limited
Profit and Loss Statement
For the year ended 31 December 2016 - 2018

(Million Baht)

	For the year ended		For the year ended		For the year ended	
	31 December 2016		31 December 2017		31 December 2018	
	(investigate)		(investigate)		(investigate)	
	amount	percent	amount	percent	amount	percent
sale income	553.18	97.35	1,314.41	99.04	2,680.99	98.98
Cost of real estate sales	(359.04)	(63.19)	(871.00)	(65.63)	(1,765)	(65.17)
gross profit	194.14	34.16	443.40	33.41	915.87	33.81
interest	0.08	0.01	-	-	-	-
Other income	14.99	2.64	12.72	0.96	27.65	1.02
Total income	568.25	100.00	1,327.13	100.00	2,708.64	100.00
Profit before expenses	209.20	36.81	456.13	34.37	943.53	34.83
Cost of sales	(129.04)	(22.71)	(200.41)	(15.10)	(277.41)	(10.24)
Administrative expenses	(40.34)	(7.10)	(51.79)	(3.90)	(88.77)	(3.28)
Total cost	(169.38)	(29.81)	(252.20)	(19.00)	366.18	(13.52)
Profit before financial costs and income tax	39.82	7.01	203.93	15.37	577.34	21.31
Financial cost	(24.06)	(4.23)	(39.09)	(2.95)	13.40	(0.49)
Profit before income tax	15.75	2.77	164.84	12.42	563.94	20.82
income tax	(6.50)	(1.14)	(31.92)	(2.41)	(112.92)	(4.17)
Net profit (loss)	9.26	1.63	132.92	10.02	451.02	16.65
Actuarial gains	0.73	0.13	-	-	-	-
Total gross profit for the year	9.99	1.76	132.92	10.02	451.02	16.65

Richy Place 2002 Public Company Limited
Cash Flow Statement
For the year ended 31 December 2016 - 2018

	At the end of the year		
	At the end of the year	At the end of the year	At the end of the year
	31 December 2016	31 December 2016	31 December 2016
Cash flow from operating activities			
Profit before income tax	15.75	164.83	563.94
Adjustment items affecting profit before income tax as net cash acquired (used in) operating activities			
Depreciation	5.56	14.52	12.91
Employee benefit expenses	0.33	0.31	0.17
Profit arising from the sale of temporary investments	(0.23)		(0.16)
Loss from write-off of assets	-	-	0.32
(Profit) loss from write-off of assets and net liabilities	-	-	0.10
Provision for utilities	-	-	1.15
interest	(0.08)	(0.52)	(1.43)
Interest	24.06	39.09	13.40
Operating profit before changes in operating assets and liabilities	45.41	218.24	590.41
Operating assets (increased) decreased			
Real estate project development costs	(985.78)	(291.49)	1,234.91
Trade receivables and other current receivables (increase) decreased	(71.13)	55.59	(161.55)
Other non-current assets	(0.40)	(0.07)	(0.10)
Trade accounts payable and other current creditors	117.47	(1.60)	(54.05)
Advance received from customers	171.17	214.93	(35.67)
Other current liabilities increased (decreased)	25.07	(20.04)	23.33
	-	(0.88)	
Cash received (paid), employee benefits	(698.20)	174.67	1,597.28
Cash derived from (used in) operations	(17.84)	(27.33)	(98.34)
Pay income tax	(716.05)	147.33	1,498.93

Richy Place 2002 Public Company Limited
Cash Flow Statement (Continued)
For the year ended 31 December 2016 – 2018

(Million Baht)

	At the end of the year		
	31 December 2016	31 December 2016	31 December 2016
	amount	amount	amount
Cash flow from investing activities			
Deposits with increased usage restrictions	(0.08)	(0.09)	0.26
Cash received and paid from the payment of shares in subsidiaries	-	-	0.00
Purchase of land, buildings and equipment	(36.01)	(9.82)	(2.91)
Buy intangible assets	(0.28)	(0.22)	(0.12)
Buy investment properties	(2.25)	(2.14)	-
Sell temporary investments	234.45	-	193.36
Buy temporary investments	(233.30)	-	(193.20)
Cash paid for short-term loans to related parties	-	-	(69.55)
Proceeds from short-term loans to related parties	-	-	5.94
Cash received from interest	0.10	0.48	0.09
Net cash received (used in) from investment activities	(37.39)	(11.80)	(66.11)
Cash flow from financing activities			
Cash paid interest	(103.11)	(195.10)	(163.86)
Bank overdrafts and short-term loans from financial institutions	(518.31)	(614.61)	5.62
Short-term loans from related parties	10.00	(10.00)	-
Cash received from the issuance of debentures	200.00	862.30	-
Cash payment for debentures	-	(540.00)	(500.00)
Finance lease liabilities (decreased)	-	-	(0.52)
Proceeds from loans from financial institutions	1,938.68	1,232.07	668.23
Cash payment from loans from financial institutions	(730.16)	(1,018.07)	(1,494.70)
Accept cash, increase capital	-	219.18	-
Pay dividend	(43.20)	(4.98)	(8.48)
Net cash received (used in) from financing activities	753.91	(69.22)	(1,493.71)
Net increase (decrease) in cash and cash equivalents	0.47	66.30	(60.88)
Cash and cash equivalents at the beginning of the year	18.10	18.56	84.86
Cash and cash equivalents at the end of the year	18.56	84.86	23.98

Important financial ratios

list	unit	At the end of the year		
		31 December 2016	31 December 2017	31 December 2018
Liquidity Ratio				
Liquidity ratio	เท่า	1.51	1.85	1.87
Quick ratio	เท่า	0.01	0.03	0.17
Cash flow ratio	เท่า	(0.27)	0.05	0.55
Accounts Receivable Turnover Ratio	เท่า	N/A	N/A	N/A
Average collection period	วัน	N/A	N/A	N/A
Inventory turnover rate	เท่า	0.08	0.17	0.35
Average selling time	วัน	4549	2196	1050
Payable turnover ratio	เท่า	2.24	1.85	3.93
Repayment period	วัน	163	197	93
Cash cycle	วัน	4386	1998	957
Profitability Ratio				
Gross profit margin	%	35.10	33.41	34.16
Operating profit margin	%	4.48	14.55	20.50
Net profit margin	%	1.63	10.02	16.65
Return on shareholders	%	0.60	7.85	21.93
Efficiency Ratio				
Return on assets	%	0.8	3.51	10.33
Return on fixed assets	%	20.55	91.55	804.50
Asset rotation rate	เท่า	0.11	0.23	0.48
Financial Policy Ratio				
Debt to equity ratio	เท่า	2.66	2.25	1.22
Interest payment ratio	เท่า	1.65	5.22	43.08
Commitment ability payment ratio	เท่า	0.02	0.09	0.30
Dividend payout ratio	%	466.02	3.58	1.86
Information per share				
Book value per share	บาท	1.94	1.91	2.21
Earnings per share	บาท	0.01	0.14	0.43
Fully Diluted				
Book value per share	บาท	-	1.45	1.70
Earnings per share	บาท	-	0.10	0.33

14. Analysis and explanation of management

Overview of past performance

Richy Place 2002 Public Company Limited (the Company) operates a residential property development business. By focusing on project development in areas with potential and location near the community Especially condominiums along the BTS line and the community area All of the company's main income is revenue from sales. Land and house Residential condominium Both horizontal and vertical (Condominium) In the past, the Company has completed 5 development projects, consisting of 1) Le Rich-Satupradit Project.2) Rich Park Project - Bang Hid 3) Rich Park - Tao Poon Project 4) Rich Park - Chaophraya Project 5) The Rich Sathorn-Taksin Project In addition, there are 7 projects under construction which are 1) Rich Park - Triple Station 2) The Rich-Nana Project. 3) The Rich Project Beach Home - Sukhumvit 4) The Rich Ville - Ratchaphruek Project 5) The Eight Collection Project 6) The Rich Avenue Project 7) Rich Park-Terminal Project

Since 2011, the Company recognizes revenue from sales of properties when the ownership has been transferred to the buyer after receiving full payment from the buyer and will record the cost of real estate sales when the ownership has been transferred to the buyer. For real estate projects that are under construction Construction costs, including other related expenses The company will record in assets in the list of real estate development costs for sale. Until when the construction project is completed and ownership has been transferred the company will therefore recognize revenue as mentioned above.

Analysis of company performance - revenue

The Company's income consists of revenue from sales of real estate, interest income and other income. With income from real estate sales as the main income Different types of income can be classified as follows:

Table 14.1 Revenue structure

	Financial statements reviewed ended 31 December					
	2016 (investigate)		2017 (investigate)		2018 (investigate)	
	(Million baht)	Percentage	(Million baht)	Percentage	(Million baht)	Percentage
Revenue from real estate sales	553.18	97.35	1,314.41	99.04	2,680.99	98.98
Other income	15.06	2.65	12.72	0.96	27.66	1.02
Total income	568.24	100.00	1,327.13	100.00	2,708.65	100.00

Revenue from real estate sales

Revenue from the sale of real estate of the Company in the year 2016 - 2018 is equal to 553.18 million baht, 1,314.41 million baht and 2,680.99 million baht or 97.35 percent, 99.04 percent and 98.98 percent of total revenue respectively.

In 2017, the Company had revenue from real estate sales of 1,314.41 million baht, an increase of 761.23% or 137.61% from 2016, resulting from the Rich Sathorn-Taksin project being completed, transferring ownership and being able to be recognized in 2017.

Year 2018, the company has revenue from sales of real estate equal to 2,680.99 million baht, increased from 2017, equal to 1,366.58 or 103.97 percent increase, which is the result of the Rich Park @ Triple Station project. Completed, transferred ownership and can be recognized in 2018

Table 14.2 Revenue from real estate sales classified by project

	Financial Statements					
	Year 2016		Year 2017		Year 2018	
	value (Million baht)	proportion (percent)	value (Million baht)	proportion (percent)	value (Million baht)	proportion (percent)
Revenue from real estate sales						
<u>Residential condominium</u>						
- Le Rich Rama 3	6.20	1.09	125.74	9.47	30.10	1.11
- The Rich Sathorn-Taksin	-	-	751.27	56.61	230.31	8.51
- Rich Park @ Bang Son Station	72.24	12.71	33.42	2.52	-	-
- Rich Park @Taopoon Interchange	90.53	15.93	45.84	3.45	150.93	5.57
- Rich Park @ Chaophraya	293.17	51.60	300.29	22.63	348.01	12.85
- Rich Park @ Triple Station	-	-	-	-	1,904.45	70.31
<u>Townhome</u>						
	35.85	6.31	22.70	1.71	11.19	0.41
- The Rich Ville Ratchaphruek	55.19	9.71	35.15	2.65	6.00	0.22
- The Rich Biz Home Sukhumvit 105	553.18	97.35	1,314.41	99.04	2,680.99	98.98
Total revenue from real estate sales	15.06	2.65	12.72	0.96	27.66	1.02
Other income	568.24	100.00	1,327.13	100.00	2,708.65	100.00

Note: Other income is revenue from breach of contract, change of transfer agreement. Rental income and others

Other income

Other income consists of income from water-fire meter installation. Income from breach of contract Changing the transfer agreement Rental income and others, which the income from the breach of contract is the booking of money, contract and down payment that the customer has already paid and recognized as income due to the breach of contract later or the customer does not comply with the contract until the cause. Contract termination Or when the customer does not accept the transfer of ownership within the specified period and there is no dispute from the customer in 2016 - 2018, the company has other income equal to 15.06 million baht, 12.72 million baht and 27.66 million baht or 2.65 percent, 0.96 and 1.02 percent of total revenue respectively

Year 2018, the company had other income of 27.66 million baht, increased from 2017, equal to 14.94 million baht, or 117.45 percent, as a result of increased revenue from booking

Table 14.3 Other income

No.	Detail	2016		2017		2018	
		MB.	Percentage	MB.	Percentage	MB.	Percentage
1	Revenue from installation of water-fire meter	0.26	1.72	0.58	4.56	1.26	4.55
2	Income from contract change	0.64	4.25	0.66	5.19	1.70	6.15
3	Income from breach of contract	8.07	53.58	6.25	49.13	9.61	34.74
4	The difference between the suite (rental room)	0.00	0.00	0.00	0.00	0.00	0.00
5	interest	0.08	0.50	0.53	4.17	1.43	5.17
6	other	6.01	39.95	4.70	36.95	13.66	49.39
total		15.06	100.00	12.72	100.00	27.66	100.00

Total income

The company had total revenue in 2016 - 2018, equal to 568.24 million baht, 1,327.13 million baht and 2,708.65 million baht respectively.

In 2016, the company had total revenue increased from 2015 at 54.32 million baht or 10.57% increase as a result of an increase in revenue from real estate sales of 45.70 million baht or increased to 9.01% compared to the previous year

In 2017, the company has total revenue increased from year 2016 equal to 758.89 million baht or representing an increase rate of 133.55% as a result of the increase in revenue from real estate sales of 761.23 million baht or increased to be 137.61% compared to the previous year

In 2018, the total revenue increased from 2017, equal to 1,381.52 million baht or 104.10 percent increase, resulting from the increase in revenue from real estate sales of 1,366.58 million baht or increased to 103.97% compared to the previous year

Cost of real estate sales

Cost of real estate sales is Real estate development costs during project development, which are recognized as costs in the income statement when income from real estate sales are recognized, comprising costs of sales, salaries and welfare, construction costs, utilities and others.

In 2016 - 2018, the company had cost of real estate sales of 359.04 million baht, 871.00 million baht and 1,765.11 million baht respectively. Accounted for 64.91%, 66.27% and 65.84% of the cost of real estate sales, respectively, due to the cost of Rich Park @ Triple Station project. Which transferred the ownership in the year 2018, as well as the cost of construction materials and the artisans' labor costs also increased

In 2016, the company has increased the cost of real estate sales from 2015, equal to 21.57 million baht or 6.39 percent, which is the result of the cost of Rich Park-Chaopraya project. Which transferred the ownership in the year 2016, as well as the cost of construction materials and artisan labor costs also increased

Year 2017, the company has increased the cost of real estate sales from 2016, equal to 511.96 million baht, or 142.59 percent, which is a result of the cost of The Rich Sathorn-Taksin project, which transferred ownership in 2017, as well as construction material costs. And the artisans' labor costs also increased

Year 2018, the company has increased the cost of real estate sales from 2017, equal to 894.11 million baht or 102.65 percent, which is the result of the cost of Rich Park @ Triple Station project. Which transferred the ownership in the year 2018, as well as the cost of construction materials and the artisans' labor costs also increased

Table 14.4 Cost of real estate sales

Cost of real estate sales selling cost	2016		2017		2018	
	MB.	Percentage	MB.	Percentage	MB.	Percentage
Salary and welfare of the construction department	354.95	98.86	864.91	99.30	1,746.71	98.96
Utility Bills	2.15	0.60	2.64	0.30	15.22	0.86
other	0.45	0.13	0.50	0.06	0.34	0.02
Total cost of real estate sales	1.49	0.41	2.95	0.34	2.84	0.16
Percentage ratio of cost of real estate sales to sales revenue	359.04	100.00	871.00	100.00	1,765.11	100.00
Cost of real estate sales		64.91		66.27		65.84

Cost of sales

Selling expenses of the company consist of salaries, salesmen, commission, project management fees. Promotion expenses Specific business tax the cost of ownership transfer Common area expenses And other operating expenses Which commission Is the commission paid by the company to the sales staff and other employees in the company according to the sales of the company The commission will be paid on a quarterly basis. Project management fee is Wages for selling various projects Of the company paid to the company that sells the project And sales promotion expenses, consisting of advertising fees and activity fees for exhibiting products For common area expenses is the expenses that the company has to pay for common areas for the remaining areas that are not sold to the juristic person of the said condominium. While other operating expenses such as taxes, billboards and office expenses Supplies etc.

The selling expenses for the year 2016 - 2018 amounted to 129.04 million baht, 200.41 million baht and 277.42 million baht, equivalent to 23.33 percent of sales expenses to income from real estate sales, 15.25 percent and hundred percent. 10.35 per each, respectively

Year 2016, the company has increased selling expenses from the year 2015 in the amount of 56.34 million baht or equivalent to a percentage increase. 77.50 The main factor comes from the company opening more new projects. Therefore there are various expenses incurred with advertising and branding fees increased by 14 million baht, sales management fees increased by 16 million baht

Year 2017, the company has increased selling expenses from the year 2016 in the amount of 71.37 million baht or equivalent to an increase in percentage 55.31 the main factor comes from the company having more ownership transfer. Therefore there are various expenses incurred with specific business tax increases of 28.07 million baht, tax and trade fees increased by 9.01 million baht

Year 2018, the company has increased selling expenses from the year 2017 in the amount of 77.01 million baht or equivalent to an increase of 38.43 percent. The main factor is from the company having more ownership transfer. Therefore there are various expenses incurred with specific business tax increases of 44.47 million baht, advertising costs and event organizing fees increased by 36.33 million baht

Table 14.5 Selling expenses

Cost of sales Salary and welfare for sales staff	2016		2017		2018	
	MB.	Percentage	MB.	Percentage	MB.	Percentage
Utilities, sales	10.41	8.06	17.49	8.73	10.34	3.74
Tax and trade fees (sales)	1.47	1.14	1.75	0.87	1.37	0.49
Specific business tax	3.08	2.39	12.09	6.03	24.83	8.95
Commission fee	17.93	13.90	46.00	22.96	90.47	32.61
Promotion and Sale Promotion	3.33	2.58	5.56	2.77	4.75	1.71
Sales management fee	3.27	2.54	6.84	3.41	8.68	3.13
Cost of sales	16.15	12.52	55.30	27.59	44.78	16.14
Advertising fees and show organizing fees	51.09	39.59	23.68	11.82	60.01	21.63
Central expenses and offices	1.14	0.88	1.15	0.57	1.43	0.51
Other expenses	21.17	16.40	30.55	15.25	30.76	11.09
Including selling expenses	129.04	100.00	200.41	100.00	277.42	100.00
Percentage ratio of selling expenses per sales revenue		23.33		15.25		10.35

Administrative expenses

Administrative expenses of the company include employee salaries Welfare and other employee benefits Utilities, service fees and other administrative expenses

Table 14.6 Administrative expenses

Administrative expenses salary, welfare and employee benefits	2016		2017		2018	
	MB.	Percentage	MB.	Percentage	MB.	Percentage
Utility Bills	27.60	68.41	35.96	69.43	65.41	73.69
Service fees such as audit fees	0.75	1.86	0.76	1.47	0.89	1.00
Meeting allowance	2.76	6.84	2.20	4.25	2.25	2.53
Other administrative expenses	0.83	2.06	0.84	1.62	0.81	0.91
Including administrative expenses	8.40	20.83	12.03	23.23	19.41	21.87
Percentage of administrative expenses per sales revenue	40.34	100.00	51.79	100.00	88.77	100.00
Administrative expenses		7.29		3.94		3.31

In 2016 - 2018, the company had administrative expenses of 40.34 million baht, 51.79 million baht and 88.77 million baht, equivalent to administrative expenses ratio of 7.29 percent, 3.94 percent and 4.0 percent respectively. 3.31 respectively

In 2016, the company had administrative expenses decreased from the year 2015 equal to 11.00 million baht, equal to 21.43 percent due to the bonus and employee compensation decreased proportionally.

In 2017, the company had administrative expenses increased from 2016 at 11.45 million baht, equivalent to 28.38 percent due to salary. Employee benefits and benefits increased proportionately.

In 2018, the Company's administrative expenses increased from the year 2017, equal to 36.98 million baht, equivalent to 71.40 percent due to salary. Employee benefits and benefits increased proportionately.

Gross profit and gross profit margin

The gross profit in the year 2016 - 2561 was 194.14 million baht, 443.41 million baht and 915.88 million baht respectively, or equivalent to the gross profit margin of 35.10, 33.73 and 34.16 respectively. Due to increased project development costs per unit the increased project development costs are mainly variable costs that increase from construction, such as skilled labor costs. Construction materials, together with the increasing competition of the real estate business causing competition in selling prices to attract consumers

Net profit and net profit margin

The company had a net profit in 2016 - 2018, equal to 9.26 million baht, 132.92 million baht and 451.03 million baht respectively. Or as a net profit margin equal to 1.63 percent, 10.02 percent and 16.65 percent, compared from total revenue respectively

In 2016, the net profit was 9.25 million baht, equivalent to 1.63 percent of total revenue, with net profit decreased from 2015 because the selling expenses increased 77.50 percent from the previous year. The main factor came from the company opening new projects. Up Therefore there are various expenses incurred with advertising and branding fees increased by 14 million baht, sales management fees increased by 16 million baht.

Year 2017, net profit is 132.92 million baht, equivalent to 10.02 percent of total revenue, with net profit increasing from 2016, which is the result of revenue recognition from The Rich Sathorn-Taksin and Rich Park projects. - Chao Phraya Is a project with a high percentage of revenue recognition within 2017, or 57.16 percent, 22.85 percent, respectively, of revenue from all real estate sales And better management of financial costs from reducing financial costs.

Year 2018, net profit is 451.03 million baht, representing 16.65 percent of total revenue, with net profit increasing from 2017, which is the result of revenue recognition from Rich Park @ Triple St Project Length is a project with a high percentage of revenue recognition within 2018, or 71.04 percent of the total revenue from real estate sales

Return on equity ratio

Year 2016 - 2018 The company has a return on equity of 0.61%, 7.12% and 19.52%, respectively. For the year 2016, the return on equity of the shareholders has decreased because the company has lower profits for the year 2017, the result rate Return on equity increased as the company has increased profits for the year 2018. The return on equity increased because the company has increased profits.

Analysis of the financial position of the company

Asset

Most of the company's assets are current assets. Especially the cost of real estate development projects with an average rate of 90 percent of all assets Development costs of real estate projects comprise: 1. Land 2. Project development, both of which are high value assets or approximately 90 percent of real estate project development costs.

As of December 31, 2016 - 2018, the company has total assets of 5,570.31 million baht, 6,062.54 million baht and 5,119.47 million baht, representing an increase of 26.84%, 8.84% and 15.56% respectively. The company has increased total assets. As always, following the launch of new projects

As of December 31, 2016, the company has total assets of 5,570.31 million baht, an increase of 1,178.78 million baht from the year 2015, or an increase of 26.84% as a result of higher real estate development costs for sales in line with the business expansion.

As of 31 December 2017, the company has total assets of 6,062.54 million baht, an increase of 492.23 million baht from the year 2016, or an increase of 8.84%, as a result of the increase in real estate development costs for sales in line with the business expansion.

As of December 31, 2018, the company had total assets of 5,119.47 million baht, a decrease from the year 2017 in the amount of 943.07 million baht or a decrease of 15.56 percent as a result of the cost of real estate development for sale decreased.

The company does not have assets, accounts receivable because the company will recognize revenue when ownership transfer of condominium units

Real estate development costs

Cost of real estate sales that occurred before the transfer of ownership will be recorded in the real estate development costs in the statement of position of the company. And will be recognized as cost of real estate sales in the income statement when ownership is transferred to the buyer The cost of real estate development consists of land costs, construction costs, direct expenses for project development, including interest on related loans. Which will be written off as cost of sales according to the revenue ratio of each project

As of December 31, 2016 - 2018, the Company had real estate development costs equal to 4,865.67 million baht, 5,613.96 million baht and 4,543.88 million baht, equivalent to 87.35 percent, 92.60 percent and 88.76 percent of the company's total assets, respectively.

As of December 31, 2016, the company had real estate development cost of 4,865.67 million baht, an increase of 782.21 million baht in the year 2015 or an increase of 19.16% as a result of the transfer of land ownership from the seller to develop a new project, namely Rich Park @ Triple Station And The Rich Nana Project

As of December 31, 2017, the company had real estate development costs of 5,613.96 million baht, an increase of 748.29 million baht from the year 2016 or an increase of 15.38% as a result of the transfer of land ownership from the seller to develop new projects, namely Rich Park @ Triple Station and The Rich Nana Project

As of December 31, 2018, the company had real estate development costs 4,543.88 million baht, a decrease of 1,070.08 million baht from the year 2017 or a decrease of 19.06 percent as a result of the table 14.7

Table 14.7 Real estate development costs separated by project

Project	As of December 31, 2016		As of December 31, 2017		As of December 31, 2018	
	MB.	Percentage	MB.	Percentage	MB.	Percentage
Le Rich Rama 3	122.83	2.52	21.30	0.38	2.08	0.04
Rich Park @ Bang Son Station	21.68	0.45	-	-	-	-
Rich Park @Taopoon Interchange	257.74	5.30	231.50	4.12	154.76	3.41
Rich Park @ Chaophraya	667.87	13.73	433.03	7.71	172.90	3.80
Rich Park @ Triple Station	732.00	15.04	1,954.86	34.82	652.41	14.36
The Rich Sathorn Taksin	1,111.14	22.84	777.89	13.86	649.56	14.30
The Rich Nana	1,082.40	22.25	1,132.13	20.17	1,316.50	28.97
The Rich Avenue	-	-	226.96	4.04	196.61	4.33
The Eight Collection	91.62	1.88	95.77	1.71	161.24	3.55
Rich Ville Ratchaphruek	197.45	4.06	184.78	3.29	177.43	3.90
The Rich Biz Home Sukhumvit 105	245.58	5.05	188.61	3.36	239.67	5.27
Rich Park Terminal	335.36	6.88	366.48	6.53	483.77	10.65
The Rich Rama 9-Srinakarin Triple Station	-	-	0.65	0.01	331.53	7.30
The Rich Ekamai	-	-	-	-	5.42	0.12
Total real estate development costs	4,865.67	100.00	5,613.96	100.00	4,543.88	100.00

Advance payment for construction

The company has advance payment for construction to the contractor for construction. Which will pay to the constructors in each project before the construction process. As of December 31, 2016, 2017, 2018, the company paid advance payment for construction equal to 125.53 million baht, 25.83 million baht, 48.23 million baht, equivalent to 2.25 percent, 0.43 percent And 0.94% of total assets respectively

As of December 31, 2016, the Company had advance payment for construction of 125.53 million baht, an increase of 31.25 million baht or 33.16 percent due to the Rich Park @ Triple Station project. Construction increased in 2016

As of December 31, 2017, the company had advance payment for construction of 25.83 million baht, decreased from the year 2016 amount 99.70 million baht or equivalent to 79.42 percent due to the deduction of prepaid construction payment from the drawdown of the project contract. The Rich Sathorn-Taksin And Rich Park @ Triple Station Project

As at December 31, 2018, the Company had advance payment for construction of 48.23 million baht, an increase from the year 2017, amounting to 22.40 million baht or 86.72 percent due to the Rich Rama 9 - Srinakarin @ Triple St project. First, The Rich @ Nana, Rich Park Terminal @ Laksi And The Eight @ Sutthi Sutthi Construction increased in 2018

Deposit for land

The company paid the deposit for the land to buy the land for the land owner to use as the land for the project's operation. As of December 31, 2018, the company paid the deposit for land amounting to 188.88 million baht or 3.69 percent of Total assets

As of December 31, 2016, the company paid deposit for land for new project operation of the company which is in the process of studying the project that will continue to develop in the amount of 35.64 million baht.

As at December 31, 2017, the Company paid deposit for land for new project operation of the Company which is in the process of studying the project that will continue to develop in the amount of 40.00 million baht.

As of December 31, 2018, the company paid deposit for land for new project operation of the company which is in the process of studying the project that will continue to develop in the amount of 188.88 million baht

Equipment

Equipment including office equipment Office Furnishings Computer equipment, vehicles, etc. are shown at cost less accumulated depreciation. As at December 31, 2016, 2017 and 2018, the Company has net equipment of 40.89 million baht, 37.16 million baht and 21.62 million baht respectively.

As of December 31, 2016, the Company had net equipment of 40.89 million baht, an increase of 31.42 million baht or 331.68 percent from the year 2015 because the sales office was completed in 2016.

As of December 31, 2017, the Company had net equipment equal to 37.16 million baht, decreased from the year 2016 in the amount of 3.73 million baht or equivalent to 9.12 percent due to the amortization of depreciation according to the normal method

As of December 31, 2018, the Company had net equipment equal to 21.62 million baht, a decrease from the year 2017 in the amount of 15.54 million baht or 41.82 percent due to the amortization of depreciation as normal

Debt

Most of the company's liabilities are 1) loans from financial institutions (Both current and non-renewable) and 2) loans from other persons in some years, the company will have a ratio of current liabilities to total liabilities. Will change significantly But it does not affect the debt management of the company in any way. However, the company will manage the debt in accordance with the loan agreement. For efficiency in managing the cash flow of the business

As of December 31, 2016, 2017 and 2018, the Company had total liabilities of 4,049.95 million baht, 4,195.06 million baht and 2,809.45 million baht, representing an increase rate from the year as the rate increased from 2016 by 3.58 percent and decreased from 2017 33.03 per each

As of December 31, 2016, the company had total liabilities of 4,049.95 million baht, increased from 2015 by 1,211.99 million baht or 42.71 percent, because the company has increased loans from financial institutions 1,208.53 million baht, advance received from customers increased. 167.11 Retention payable increased by 25.80 million baht

As of December 31, 2017, the company had total liabilities of 4,195.06 million baht, increased from the year 2016 in the amount of 145.11 million baht or equivalent to 3.58 percent because the company has more construction payable.

As of December 31, 2018, the company had total liabilities of 2,809.45 million baht, decreased from the year 2017 in the amount of 1,385.61 million baht or 33.03 percent due to the reduction of loans from financial institutions.

Trade payables

The main trade creditor of the company is Creditors, contractors as of December 31, 2016, 2017 and 2018, trade accounts payable of the Company were 219.13 million baht, 173.80 million baht and 163.82 million baht, representing 3.93 percent, 2.87 percent and 3.20 percent of total liabilities and shareholders' equity respectively.

As of December 31, 2016, the company has increased trade accounts payable from 2015 amount of 117.42 million baht or 115.45 percent. The increased creditors are the construction creditors of Rich Park @ Triple Station project. Am And The Rich @ Sathorn-Taksin

As of December 31, 2017, the company had trade payables decreased from the year 2016 in the amount of 45.33 million baht or equivalent to 20.69 percent which decreased due to The Rich Sathorn-Taksin project completed in 2017.

As of December 31, 2018, the company had trade payables decreased from the year 2017, amount of 9.98 million baht or 5.74 percent, which is decreased due to the Rich Park @ Triple Station project. Completed in 2018.

Long-term loans

Long-term loans of the company are loans from financial institutions for development of the Company's projects. And debentures over the age of 1 year

Table 14.8 Long-term loans

	As of December 31, 2016		As of December 31, 2017		As of December 31, 2018	
	MB.	Percentage	MB.	MB.	Percentage	MB.
Long-term loans due within 1 year	-	-	-	-	-	-
Loans from financial institutions - net	1,719.93	100.00	1,753.93	100.00	897.46	100.00
Total	1,719.93	100.00	1,753.93	100.00	897.46	100.00

As of December 31, 2016, the Company had long-term loans of 1,719.93 million baht, an increase of 1,208.52 million baht or 236.31% from the year 2015, which was an increase in loans from financial institutions used for development. New projects added

As of December 31, 2017, the Company had long-term loans of Baht 1,753.93 million, increased from 2016 by Baht 34.00 million or increased by 1.98%, which was an increase in loans from financial institutions used for development. New projects added

As of December 31, 2018, the Company had long-term loans of 897.46 million baht, a decrease of 856.47 million baht from the year 2017 or 48.83 percent increase.

Loans from related parties

Loans that the company borrowed from related parties The company is a debtor and the company has different interest payments.

As of December 31, 2016, the Company has loans from related parties amounting to Baht 10.00 million at the interest rate of 4.30% per annum. It is a loan for normal operation. Due on 10 February 2017

As at 31 December 2017, the Company has no loans from related parties.

As at December 31, 2018, the Company has no loans from related parties.

Advance received from customers – individuals

The money that the company received from the buyer before the transfer date, such as booking money and contract money will be recorded as advance payments from customers And is deducted as income when the ownership is transferred to the buyer. The reserve and contract amount is 5-10 percent of the selling price which depends on the policy in each project.

As of December 31, 2016, the Company had advance receipts from customers - general persons of Baht 229.40 million, an increase of Baht 167.11 million or 268.00% from the year 2015. The main reason was the receipt of the reservation. Contract and pay down payment Increased from projects that have not yet been transferred including projects The Rich-Sathorn Taksin, Rich Park @ Triple Station, The Rich @ Nana, which will begin the transfer of ownership in the year 2560, 2561, 2562 respectively

As of December 31, 2017, the company had advance received from customers - general persons equal to 473.26 million baht, increased from the year 2016 in the amount of 243.86 million baht, or increased by 106.30 percent. Contract and pay down payment Increased from projects that have not yet been transferred Including projects The Rich-Sathorn Taksin, Rich Park @ Triple Station, The Rich @ Nana, which will begin the transfer of ownership in the year 2560, 2561, 2563 respectively

As of December 31, 2018, the Company had advance receipts from customers - individuals equal to 444.34 million baht, a decrease of 28.92 million baht from the year 2017 or a decrease of 6.11 percent. The reason is due to the ownership transfer of Rich Park @ project. Triple Station in 2018

Advance received from customers - related persons

As of December 31, 2016, the Company had advance received from customers - related persons equal to 5.03 million baht, an increase from 2015 of 4.06 million baht or 418.30 percent increase from the Rich Sathorn-Taksin project and The Rich @ Nana, Rich Park @ Triple Station

As of 31 December 2017, there is no advance payment from customers - related persons.

As at December 31, 2018, there is no advance payment from customers - related persons.

Table 14.9 Payment details of projects that are currently implemented as of December 31, 2018

Project	Sold value (1)	Number of rooms transferred	Value transferred (2)		Sold value remaining (3)=(1)-(2)		Accumulated payment (4)=(5)+(6)		Accumulated payment (5)		Accumulated money accumulated (6)		Remaining amount not yet due (6) = (3)-(4)	
	Million baht	Unit	Million baht	Percentage of value sold	Million baht	Percentage of value sold	Million baht	Percentage of value sold	Million baht	Percentage of value sold	Million baht	Percentage of value sold	Million baht	Percentage of value sold
Le Rich Sathupradit	992.03	421.00	992.03	100.00	-	-	-	-	-	-	-	-	-	-
The Eight Collection	79.04	-	-	-	79.04	100.00	56.34	71.28	5.59	7.07	50.75	64.21	22.70	28.72
Rich Park Taopoon	1,607.50	634.00	1,574.16	97.93	33.34	2.07	6.88	20.64	1.24	3.72	5.64	16.92	26.46	79.36
Rich Park Chao Phraya	1,455.16	522.00	1,179.88	81.08	275.28	18.92	2.69	0.98	0.13	0.05	2.56	0.93	272.59	99.02
Rich Park @ Triple Station	2,898.38	720.00	1,887.80	172.21	1,010.58	34.87	390.23	38.61	77.79	7.70	312.44	30.92	620.35	61.39
Rich Park Terminal	292.97	-	-	-	292.97	100.00	23.31	7.96	18.03	6.15	5.28	1.80	269.66	92.04
The Rich Sathorn Taksin	1,096.19	250.00	978.33	89.25	117.86	10.75	13.32	11.30	2.89	2.45	10.43	8.85	104.54	88.70
The Rich @ Nana	1,254.75	-	-	-	1,254.75	100.00	284.21	22.65	222.09	17.70	62.12	4.95	970.54	77.35
The Rich Avenue	89.76	-	-	-	89.76	100.00	14.67	16.34	13.00	14.48	1.67	1.86	75.09	83.66
The Rich Rama 9-Srinakarin	608.57	-	-	-	608.57	100.00	18.86	3.10	15.86	2.61	3.00	0.49	589.71	96.90
The Rich Biz Home Ratchapruerk	109.39	32.00	96.40	8.79	12.99	11.87	0.07	0.54	0.07	0.54	-	-	12.92	99.46
The Rich Biz Home Sukhumvit	296.80	55.00	273.97	24.99	22.83	7.69	0.02	0.09	0.02	0.09	-	-	22.81	99.91
Total	10,780.54	2,634.00	6,982.57		3,797.97		810.60		356.71		453.89		2,987.37	

Note: LR4, RK5, R2, R4, R5 are not transferring rooms

Shareholders' Equity and Return on Equity

As of December 31, 2016, 2017 and 2018, the shareholders' equity of the Company amounted to 1,520.37 million baht, 1,867.48 million baht and 2,310.02 million baht respectively, representing 27.29% and 30.80%, 45.12% of liabilities and Total shareholders' equity, in accordance with the increase in the shareholders' equity As a result of the increase in net profit of the year and the capital increase of the company

As of December 31, 2016, shareholders' equity decreased from year 2015 in the amount of 33.21 million baht or decreased by 2.14 percent as a result of the company paying cash dividend of 0.055 baht per share to shareholders on the date 25 May 2016

As of December 31, 2017, the shareholders' equity increased from the year 2016 in the amount of 347.11 million baht or increased by 22.83 percent as a result of the company paying cash dividend of 0.0063 baht to shareholders on the date 25 May 2017

As of December 31, 2018, the shareholders' equity increased from the year 2017 in the amount of 442.54 million baht or increased by 23.70 percent as a result of the company paying a cash dividend of 0.0087 baht per share to the shareholders on 24 May 2018

Liquidity analysis

(Million Baht)

	2016	2017	2018
Cash flow from operating activities	(716.59)	147.33	1,498.94
Cash flow from investing activities	(37.39)	(11.81)	(66.11)
Cash flow from financing activities	753.91	(69.22)	(1,493.71)
Net cash flow increased (decreased)	(0.07)	66.30	(60.88)

Cash flow from operating activities

The company had cash flow in operating activities in 2016, 2017 and 2018, equal to (716.59) million baht, 147.33 million baht and 1,498.94 respectively.

In 2016, the Company had cash flow from operating activities (716.59) million baht, due to the company has invested money in the development of new real estate projects, namely The Rich @ Sathorn-Taksin, Rich Park @ Tri Apple Station And deposit of land in the amount of 35.64 million baht, other than that, used in normal business operations

In 2017, the company had cash flow from operating activities of 147.33 million baht which increased As a result of the company having sold projects without debt causing the company to receive a high amount of cash flow when compared to 2016 and 2015

In 2018, the company had a cash flow from operating activities of 1,498.94 million baht which increased As a result of the company having sold projects without debt causing the company to receive high cash flow when compared to 2017 and 2016

Cash flow used in investment activities

In 2016, the company has cash flow used in investing activities in the amount of (37.39) million baht because the company has sold temporary investments to be used to purchase equipment and invest in subsidiaries.

Year 2017, the company has cash flow used in investing activities in the amount of (11.81) million baht because the company has sold temporary investments to be used to purchase equipment and invest in subsidiaries.

Year 2018, the company has cash flow used in investing activities in the amount of (66.11) million baht because the company has sold temporary investments to be used to purchase equipment and invest in subsidiaries.

Cash flow from financing activities

In 2016, the company had cash flow from financing activities in the amount of 753.91 million baht due to the issuance of promissory notes of 620 million baht and the issuance of 1,140.00 million baht to develop various existing projects and add new projects in the year. 2016

In 2017, the company had cash flow from financing activities of Baht (69.22) million due to the issuance of 862.3 million baht debentures to develop existing projects and add new projects in 2017 and to pay off debt. Debentures due in 2017

In the year 2018, the company had cash flow from financing activities of Baht (1,493.71) million due to the long-term loan payment (1,494.70)

Total debt to equity ratio

In 2016, the debt to equity ratio was 2.66 times and the Company has interest-bearing debt to equity ratio of 1.88 times due to the issuance of promissory notes in the amount of 620 million baht and the debentures of 1,140 million baht. With increased debt and interest burden

In 2017, the debt to equity ratio was 2.25 times, and the company has an interest-bearing debt to equity ratio of 1.82 times due to the issuance of additional debentures in the year 2017, amounting to 862.3 million baht. Debt repayment from projects that recognize revenue in the year causing the company to have lower debt and interest burden than 2016

In the year 2018, the debt to equity ratio was 1.30 times and the interest bearing debt to equity ratio was 0.90 times due to the payment of income from the project that was recognized in the year. Causing the company to have lower debt and interest burden than 2017

The remuneration of the auditor

In fiscal year 2016, the company paid the audit fee to the auditor of the company, Karin Audit Company Limited, in the amount of 950,000 baht. In 2017, the company entered into an agreement with Karin Audit Company Limited. Limited service charge of 950,000 baht and in 2018, the company entered into an agreement with Dharmniti Auditing Company Limited. The service fee is 1,320,000 baht.

Critical factors that could affect the financial position and results of operations in future.

Risk factors for operations affecting the financial position continue to affect both economic conditions. Interest rate Measures to supervise housing loans or LTV (Loan to Value) which the Bank of Thailand (BOT) issued to announce the effective date from 1 April 2019 onwards, resulting in a reduction in demand for residential homes down causing the business to slow down According to the direction of the monetary policy of the Bank of Thailand

Procurement of land projects, trends, risk factors, procurement of projects, more difficult projects, such as the BTS line, government projects, or near convenient transportation to urban people Which has a higher impact on the real estate development cost Causing a slowdown in purchasing decisions of consumers, especially the market in Greater Bangkok

As well as other factors Related, such as the rising cost of business operations such as wages Construction materials Fuel price, transportation cost may affect the delivery of the contractor's work. All affect the development of all real estate.