



Invitation to the Extraordinary General Meeting of  
Shareholders No. 1/2020

**Areeya Property Public Company Limited**

On Tuesday 25, February 2020, 10.30 a.m.

Crystal Ballroom 3 & 4, 2nd Floor,

Crystal Design Center

1420/1 Praditmanutham Road,

Ladprao, Bang Kapi, Bangkok 1024

5 February 2020

No. 011/2019  
Subject Notice of the Extraordinary General Meeting of Shareholders No. 1/2020  
Attn. Shareholders of Areeya Property Public Company Limited

Attachments:

1. Minutes of the 2019 Annual General Meeting of Shareholders (Attachment 1)
2. Information Memorandum of the Ratification for Connected Transaction on Receiving Financial Assistance from Connected Persons (Attachment 2)
3. Information of Areeya Property Public Company Limited for Consideration of Agenda 2 (Attachment 3)
4. Opinions of the Independent Financial Advisor on the Ratification for Receiving Financial Assistance from Connected Persons (Attachment 4)
5. Proxy Form (Attachment 5)
6. Terms, Conditions, and Methods of Practice in Attending the Meeting, Proxy, and Voting (Attachment 6)
7. Map of Meeting Venue (Attachment 7)

The Board of Directors Meeting No. 10/2019 of Areeya Property Public Company Limited (the "Company") held on Tuesday 24 December 2019 has passed a resolution to convene the Extraordinary General Meeting of Shareholders No. 1/2020 on Tuesday 25 February 2020, 10.30 a.m., at Crystal Ballroom 3 & 4, 2<sup>nd</sup> Floor, Crystal Design Center, No. 1420/1 Praditmanutham Road, Ladprao, Bang Kapi, Bangkok 10240, in order to consider the following agenda items:

Agenda 1 To consider and certify the minutes of the 2019 Annual General Meeting of Shareholders

Fact and rationale

The 2019 Annual General Meeting of Shareholders was held on Tuesday 23 April 2019, 10.00 a.m., at Crystal Ballroom 3 & 4, 2<sup>nd</sup> Floor, Crystal Design Center, No. 1420/1 Praditmanutham Road, Ladprao, Bang Kapi, Bangkok 10240. The copy of the minutes of meeting is hereby attached (Attachment 1).

Board of Directors' opinion

The Board of Directors considered the minutes of the 2019 Annual General Meeting of Shareholders held on Tuesday 23 April 2019 as correct and proposed the meeting to approve the said minutes of the meeting (Attachment 1).

Voting required to pass the resolution

A majority vote of the shareholders attending the meeting and having the rights to vote.

Agenda 2 To consider and rectify the receiving of financial assistance from connected persons

Fact and rationale

The Board of Directors Meeting No. 9/2019 of Areeya Property Public Company Limited (the “Company”) held on 17 December 2019 has approved the issuance and offering of Subordinated Perpetual Debentures of Areeya Property Public Company Limited No. 2/2019 Payable Upon Liquidation with the Issuer’s Call Option and Unconditional Interest Deferral on 18 December 2019 to Mr. Wisit Laohapoonrungsee in the amount of 150 million baht and Mr. Viwat Laohapoonrungsee in the amount of 150 million baht, totaling 300 million baht. However, the Company has not processed in accordance with the notification of connected transaction. Due to the transaction date, the Company considers that the transaction is a medium-sized transaction (valued at 90 million baht, not more than 3% of the net tangible assets (NTA)). Therefore, the Company is required approval from the Board of Directors and disclosure of information to the SET which must not seek approval from the shareholders’ meeting of the Company.

However, the transaction is considered a connected transaction in accordance with the notification of the Capital Market Supervisory Board No. Tor Chor 21/2551 Re: Rules on Related Parties Transactions dated 31 August 2008 and amended and the notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Practices of Listed Companies Concerning Related Parties Transactions dated 19 November 2003 and amended (“Connected Transaction”). By calculating interest until the date of liquidation when the company is dissolved, the interest will be equal to 300 million baht or 9.62% of the net tangible assets of the company (NTA) according to the company's consolidated financial statements reviewed ending 30 September 2019 (the net tangible asset value of the company as of 30 September 2019 equals to 3,119 million baht), which is more than 3% of the net tangible assets of the Company. Therefore, the transaction is considered a connected transaction which must be disclosed in accordance above, which the company must seek approval from the shareholders' meeting to enter into the transaction with a vote of not less than three-fourths of total attended shareholders' voting right excluding voting right of stakeholder.

Board of Directors' opinion

Five members of the Board of Directors with no conflict of interest who have the rights to vote agreed to propose the Extraordinary General Meeting of Shareholder No. 1/2020 to consider and rectify the receiving of financial assistance from connected persons.

Voting required to pass the resolution

Not less than three-fourths of the total votes of shareholders attending the meeting and having the rights to vote, excluding the votes of shareholders who have conflict of interest.

Agenda 3 To consider any other matters (if any).

The Board of Directors set the Record Date for the right to attend the Extraordinary General Meeting of Shareholders No. 1/2020 on 10 January 2020.

The Company cordially invites the shareholders to attend the meeting at the date, time, and venue specified above. To facilitate fast and convenient registration, shareholders/proxies who wish to attend the meeting are recommended to bring the proxy form (Attachment 4) and the evidence of meeting eligibility (Attachment 5) and show to the registration table on the meeting date from 9.30-10.30 a.m.

Sincerely yours,



(Mr. Wisit Laohapoonrungsee)

Chairman and Chief Executive Officer

Areeya Property Public Company Limited  
Minutes of the 2019 Annual General Meeting of Shareholders

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Venue Crystal Ballroom 3 & 4, 2<sup>nd</sup> floor, Crystal Design Center, 1420/1 Praditmanutham Road, Ladprao, Bang Kapi, Bangkok, 10240

Date and Time Tuesday 23 April 2019 at 10.00 a.m.

Directors Attending the Meeting

1. Mr. Wisit	Laohapoonrungsee	Chairman and Chief Executive Officer
2. Mr. Viwat	Laohapoonrungsee	Director and Executive Director
3. Mrs. Niphapat	Romerattanaphun	Director and Executive Director
4. Mr. Thun	Thiansuwan	Director and Executive Director
5. Mr. Archawan	Eiampaiboonphan	Director and Executive Director
6. Mr. Wanchai	Tantikul	Independent Director and Chairman of the Audit Committee
7. Mr. Preecha	Boonyakida	Independent Director and Audit Committee
8. Mr. Sompol	Thiensuvan	Independent Director and Audit Committee

Executive Management Attending the Meeting

1. Mr. Anat	Pinrat	Company Secretary
2. Ms. Suchaya	Ratanajaipan	Executive Vice President, Accounting & Operating Finance
3. Mr. Chumpolpat	Puldrapaya	Executive Consultant

Auditors Attending the Meeting

1. Wannisa	Ngambuathong	Certified Public Accountant from Dharmniti Auditing
2. Kanjana	Chaochainat	Certified Public Accountant from Dharmniti Auditing

Meeting Commencement

Mr. Wisit Laohapoonrungsee, Chairman of the Board of Directors, acted as the Chairman of the meeting.

The Chairman reported to the meeting that there were totaling 26 shareholders and proxies attending the meeting, holding altogether 942,526,310 shares, representing 96.18 percent of the total issued shares of the Company. (Based on the last closing date of the shareholders' registration book on 15 March 2019, the Company has 368 shareholders holding a total of 980,000,000 shares.) A quorum was, therefore, duly formed. Of all 26 shareholders, 5 of them were present in person (36.35% of the total shareholders attending the meeting), holding a

total of 342,662,202 shares and 21 were present by proxy (63.65% of the total shareholders attending the meeting), holding a total of 599,864,108 shares.

The Chairman then announced the commencement of the 2019 Annual General Meeting of Shareholders and introduced the directors, executives, and auditors who attended the meeting.

The Company Secretary subsequently informed the procedures for voting as follows.

1. The Company would apply a barcode system to facilitate and accelerate the vote counting in this meeting. The shareholders were asked to use separate ballots received at the registration table to vote on each agenda. To make the meeting proceed faster, the Company would ask the shareholders who wished to disapprove or abstain the vote to raise their hands so that the Company's staffs would collect and pass their ballots to the vote counting committee. The shareholders who did not raise their hands would be deemed that they approve the matter and do not need to submit their ballots.

2. As the Ministry of Commerce has announced the new proxy form without specifying about the allotment of votes, all the votes of the shareholders, including agreement, disagreement, and abstention, would be counted in this meeting.

The Company Secretary asked 5 shareholders in the meeting to approve the voting method. As a result, more than 5 shareholders raised their hands to approve the said voting method.

As the proxy form allows a shareholder to specify his/her voting intention in each agenda, the proxy should cast the vote according to the shareholder's intention as indicated in the proxy form. In case, the shareholder did not specify the voting intention in any agenda, the proxy should have the right to consider and vote on the shareholder's behalf as he/she deemed appropriate. Any votes casted by the proxy in this meeting should be deemed as having been voted by the shareholder.

In this meeting, some shareholders appointed the Company's directors to be their proxy to attend the meeting and cast votes on their behalf, which included both agreement, disagreement, and abstention of votes. Therefore, the proxy directors should fill out the ballot for each agenda according to the shareholders' voting intention. The proxy directors' votes, whether to agree, disagree, or abstain, would be counted as the shareholders' votes and deemed that the proxy directors already marked the ballot in accordance with the shareholders' intention.

Then the meeting informed that the vote counting committee should consist of 3 members: 1 staff member of the Company, 1 external legal consultant, and 1 shareholder representative. Their seats were arranged at the vote counting table in front of the meeting room. When the Chairman requested for a volunteer to act as a member of the vote counting committee, Mr. Bitinatch Sermsuthianuwat raised his hand and volunteered to represent the shareholders present at the meeting.

The Company Secretary informed the meeting that the vote counting committee was comprised of 4 members as follows:

- |    |               |                  |  |
|----|---------------|------------------|--|
| 1. | Ms. Ladawan   | Krutsem          | The Company's staff member                 |
| 2. | Ms. Tanthanat | Booncharat       | The Company's staff member                 |
| 3. | Mr. Phiphat   | Khiewchak        | Legal Consultant, Jaktham Collection & Law |
| 4. | Mr. Bitinatch | Sermstuthianuwat | Representative shareholder                 |

After that, the Chairman was invited to conduct the meeting according to the determined agendas.

Before proceeding the meeting agendas, the Chairman asked the shareholders to vote on the voting method that the Company Secretary previously explained. The results showed that the voting method was approved by the majority of the shareholders who were present at the meeting and entitled to vote.

The voting results are as follows.

26 shareholders present at the meeting, holding a total of 942,526,612 votes.

Approve	942,526,310	votes, equivalent to	100	percent
Disapprove	-	votes, equivalent to	-	percent
Abstain	302	votes, equivalent to	-	percent
Total	942,526,310	votes, equivalent to	100	percent

Agenda 1: To certify the minutes of the Extraordinary General Meeting of Shareholders No. 1/2019

The Chairman requested the meeting to consider and confirm the minutes of the Extraordinary General Meeting of Shareholders No. 1/2019 held on 19 March 2019, 11.00 a.m., at Crystal Ballroom 3 & 4, 2<sup>nd</sup> Floor, Crystal Design Center, No. 1420/1 Praditmanutham Road, Ladprao, Bang Kapi, Bangkok 10240, according to the copy of the minutes of meeting that was dispatched to the shareholders together with the invitation letter (Attachment 1).

➤ Objective and reason

The Company prepared the minutes of the Extraordinary General Meeting of Shareholders No. 1/2019 held on 19 March 2019, 11.00 a.m., at Crystal Ballroom 3 & 4, 2<sup>nd</sup> Floor, Crystal Design Center, No. 1420/1 Praditmanutham Road, Ladprao, Bang Kapi, Bangkok 10240. The copy of the minutes of meeting is hereby attached (Attachment 1).

➤ Board of Directors' opinion

The minutes of the Extraordinary General Meeting of Shareholders No. 1/2019 was appropriately recorded and should be considered and certified by the meeting of shareholders.

➤ Voting required to pass the resolution

A majority vote of the shareholders attending the meeting and having the rights to vote.

The Chairman gave an opportunity to the shareholders to inquire about relevant matters but there were no shareholders asking a question relating to this agenda.

Since there were no further questions, the vote was proceeded.

The shareholders' voting results are as follows.

32 shareholders present at the meeting, holding a total of 942,403,040 votes.

Approve	942,403,040	votes, equivalent to	100	percent
Disapprove	-	votes, equivalent to	-	percent
Abstain	-	votes, equivalent to	-	percent
Total	942,403,040	votes, equivalent to	100	percent

The Chairman then summarized the resolution as follows.

Resolution The meeting resolved to certify the minutes of the Extraordinary General Meeting of Shareholders No. 1/2019 held on 19 March 2019 with the majority votes of the shareholders attending the meeting and having the right to vote.

Agenda 2: To acknowledge the Company's 2018 operating results

➤ Objective and reason

The Company's 2018 operating results were included in the financial statements of the Company's 2018 Annual Report (QR Code) that was distributed to the shareholders together with the invitation letter.

➤ Voting required to pass the resolution

No vote casting is required because this agenda is for acknowledgement.

The Chairman assigned Mr. Anat Pinrat, Company Secretary, to present the details in this agenda.

Mr. Anat divided the Company's operating results into 3 topics as follows.

1. Financial Performance
2. Strategy
3. Corporate Social Responsibility

1. Financial Performance

Summary of Overall Performance in 2018

In 2018, the real estate sector continued to adapt in accordance with the government's policies, including higher interest rates and the Bank of Thailand' new tightening measures on housing loans, which caused certain impacts throughout the year. In addition, as the luxury market did not grow as expected, the Company was consequently affected by the



said situation. However, the Company had adjusted its sales strategy by focusing on the middle and lower market segments, as the following details.

1. Sold out - A Space Mega1
2. Launching a new branding campaign “Tangible Happiness”
3. Opening “White Lies Restaurant” located in the heart of the city
4. Building partnership with SCB
5. Awards in 2018

5.1 The Company was invited by UNICEF to join the “Building Futures in Thailand: Support to Children Living in Construction Site Camps” event due to its “Happiness of Builders” accomplishment.

5.2 Asia Responsible Enterprise Awards 2018 for Investment in People.

5.3 Thailand Property Awards (2 Categories)

- Developer Award: The Special Recognition in CSR
- Special Award: Rakthai Special Recognition for Community Project Award

The Company has 62 current projects with the project value of 42,902 million baht, which can be divided as follows.

1. 10 sold-out projects with 1,190 units and the project value of 4,014 million baht
2. 26 completed projects with 8,771 units and a project value of 19,291 million baht
3. 18 ongoing projects with 4,371 units and a project value of 13,924 million baht
4. 8 pre-sale projects with 1,752 units and a project value of 5,673 million baht

The Company has sold 70 percent of all current projects, which accounts for 30,157 million baht. A total of 24,078 million baht was already transferred, whereas the backlog is recorded at 6,079 million baht.

#### Projects Launched in 2018

In 2018, the Company launched 8 projects with a total project value of 5,673 million baht.

Project Launch	Company	Project Name	Location	Type of product	Unit Sold / Total unit	Project Value (MB)	Sold Amount (MB)	Progress (%)	Project opening period
Mar-2018	ARY	The Village Hathairat - Wongwaen	Hathairat - Wongwaen	Townhouse	17/130	635	73	60	Q1.18
Jul-2018	ARY	Areeya Brigg Rangsit Wongwaen	Rangsit Klong5	Commercial Building	4/8	32	16	100	Q3.18
Jul-2018	ARY	A space mega 2	Bangna-Wongwaen	Condo	687/1,003	2,281	1,536	-	Q3.18
Aug-2018	ARY	The Village Bangna-Wongwaen	Bangna-Wongwaen	Townhouse	32/152	674	139	74	Q3.18
Sep-2018	ARY	Areeya Busaba Ladprao - Serithai	Serithai	Single Detached House	1/20	310	14	50	Q3.18
Oct-2018	CHS	The Colors Wongwaen Ratchapruerk2	Wongwaen Ratchapruerk	Townhouse	1/272	573	2	54	Q4.18
Nov-2017	COL	Areeya Como Primo Bangna-Wongwaen	Bangna-Wongwaen	Single Detached House	3/144	1,136	20	25	Q4.18
Dec-2018	WHL	Areeya Brigg Rangsit Wongwaen2	Rangsit Klong5	Commercial Building	0/8	32	-	-	Q4.18
<b>Total</b>						<b>5,673.0</b>	<b>1,800.0</b>	<b>32%</b>	

- Q1/2019: 1 project was launched.

1. The Village Hathairath Wongwaen: 130 units with a total project value of 635 million baht.

- Q2/2019: 1 project was launched.

1. Areeya Brigg Rangsit Wongwaen: 8 units with a total project value of 32 million baht.

- Q3/2019: 3 projects were launched.

1. Areeya Busaba Ladprao Serithai: 20 units with a total project value of 310 million baht.

2. The Village Bangna Wongwaen 2: 152 units with a total project value of 674 million baht.

3. A Space Mega 2: 1,003 units with a total project value of 2,281 million baht.

- Q4/2019: 3 projects were launched.

1. Areeya Como Primo Bangna Wongwaen: 144 units with a total project value of 1,136 million baht.

2. The Colors Wongwaen Ratchapruerk 2: 272 units with a total project value of 573 million baht.

3. Areeya Brigg Rangsit Wongwaen 2: 8 units with a total project value of 32 million baht.

As for the operational plan in 2019, the Company planned to launch the project as follows:

	Projects	Value (MB)
1. Single House/Twin House	1	700
2. Townhouse	2	950
3. Condominium	2	12,900
<b>Total</b>	<b>5</b>	<b>14,550</b>

The ownership of these projects would be transferred to customers from 2019 onwards. As a result, the Company would have a higher pre-sales backlog, starting from 2019.

#### Revenue before Cancellation

In 2018, the Company's revenue before deduction was reported at 9,650 million baht, which could be divided into the sales of townhouses (5,688 MB) and condominiums (3,962 MB). A decrease of 13% from last year resulted from the fact that the Company had already sold 82% of the A Space ID project and launched only 7 new townhouse projects, compared to 12 projects in the previous year. The Company was also affected by continuously changing government policies, including increased interest rates and the Bank of Thailand' new tightening measures on housing loans, throughout the year 2018.

Remark: (Number of projects in 2018 = 54; 2017 = 55)

#### Transfer Amount by Product

In 2018, the Company's recognized revenue from transfer was 3,936 million baht, consisting of townhouses (2,936 million baht) and condominiums (980 million baht). The transfer amount decreased by 21% from prior year, as the Company postponed the launch of the following projects.

The transfer amount decreased by 1,022 MB due to the postponement of project launches

		MB	Transfer Start	Original Plan
1	Areeya Como Primo Bangna - Wongwaen	-200	December 2019	Jul 2019
2	The Village Bangna - Wongwaen 3	-229	September 2019	Jul 2019
3	The Village Hathairath - Wongwaen	-119	May 2019	April 2019
4	Metro VIP	-100	No PJ	
5	Areeya Mandarin Ekkamai - Ramintra	-144	December 2019	September 2019
6	Sawana 4 (Single Detached House)	-84	No PJ	
7	Pool Villa Pattaya	-72	Waiting for the draft of EEC town plan	
8	The Colors Wongwaen – Ratchapruek 2	-72	Launch postponed	Jul 2019
9	The Parti	-32	Launch postponed	
		<b>-1,052</b>		

#### Profitability Ratio

- Gross profit: In 2018, the Company had gross profit of 1,461 MB, decreasing from last year by 195 MB or 12%.

- %GP: The Company had gross profit margin of 37% in 2018 and 33% in 2017. An increase of 4% resulted from effective management of cost of sales.

- NP Ratio: In 2018, the Company's net profit was 31 MB or 0.8% of total revenue, compared to 98 MB or 1.9% in 2016. The net profit decreased by 67 MB or 68% mainly due to the decrease in transfer amount of 21%. Therefore, the Company strived to control cost of sales, administrative expense, and financial cost more efficiently.

## 2. Strategy

### 4 Key Strategic Pillars for Product and Service Development

Aesthetic of Living is the principal concept that the Company passes on to customers so that they can experience well-being through positive intention, meticulousness, and creativity in both outstanding design, practical functionality, high-quality service to bring about a society of happiness that can be perceived every day.

### Aesthetic design & Premium quality

- Glasshouse is designed to help houses save energy and better exposed to natural light to bring the beauty from the green outdoor areas to portals in the home living. Giving the sense of being one with the nature.
- Hybrid kitchen appeases cooking lovers by creating unlimited happiness in the kitchen with adjustable kitchen style from Thai to Western.
- Water & light system is a utility system that selects only high quality materials for safety and ensure peace of mind in home living.
- Quality structure provides standard quality of unique structural design.

### Innovative living

- Smart home intelligent system allows residents to control their houses via mobile, making life easier than ever.
- Double gate & security guard center is designed to ensure safety with enhanced security systems.
- 24 hrs. Full HD CCTV monitor both in and out of the project all day and everyday.
- Easy Pass Access aims to provide no hassles for entering and exiting with Easy Pass system.

### Sustainable happiness

- Areeys clean living technology is an air circulation system that creates clean energy and saves more.
- Large urban green space is a large green area surrounding the project. It is a playground, a leisure pavilion or a bicycle parking space.
- Sustainable concept creates sustainable happiness.

### Best in class after sales services; Best home care services from the very beginning and after sales

- Areeys Family Application, is an application that helps facilitate the resident in placing complaints or requests, and receiving latest information.
- Areeys call center, is a dedicated phone line to provide project information and receive complaints from the residents.
- Areeys & You member, is a special privilege with great activities that are available for Areeys's residents.

## 3. Corporate Social Responsibility

### 6 Aspects of Sustainable Happiness



The Chairman gave an opportunity to the shareholders to inquire about the Company's operating results but there were no further questions.

Agenda 3: To consider and approve the 2018 financial statements consisting of statement of financial position, statement of income, statement of changes in shareholders' equity, and statement of cash flows as at 31 December 2018.

➤ Objective and reason

The statements of financial position, income, changes in shareholders' equity, and cash flows as at 31 December 2018 was approved by the Audit Committee and certified by the auditor.

➤ การลงมติอนุมัติในวาระนี้ Voting required to pass the resolution

A majority vote of the shareholders attending the meeting and having the right to vote.

The Chairman assigned Mr. Anat Pinrat, Company Secretary, to present the Company's financial statements as at 31 December 2018. The details are as follows.

Item	Consolidate Financial Statement			
	2018	2017	Increase (Decrease)	
	MB	MB	(MB)	(%)
Total Assets	14,297	13,510	787	5.8%
Total Liabilities	10,965	10,169	796	7.8%
Shareholders' Equity	3,332	3,340	(8)	-0.2%
Total Revenue	4,039	5,057	(1,018)	-20.1%
Net Profit	31	98	(67)	-68.4%
BASIC EARNINGS PER SHARE (B./Share) **	0.03	0.10	(0.1)	

Total Assets (Annual Report Page 107)

In 2018, the Company had total assets of 14,297 million baht, a rise of 787 million baht compared to 2017, due to the increase in real estate projects under development and the purchase of additional land in Bangna and Pattaya.

Total Liabilities (Annual Report Page 108 - 109)

The Company had total liabilities of 10,965 million baht in 2018, an increase of 796 million baht from 2017, owing to long-term loans from financial institutions for future investment that increased by 799 million baht.

	2018	2017	Inc./ (Dec.)
Current portion within one year	1,564	611	953
Long-term loans from financial institutions	878	1,032	(154)
	2,442	1,643	799

Total Shareholders' Equity (Annual Report Page 109)

As of 31 December 2018, the Company's total shareholders' equity was 3,332 million baht, decreasing by 8 million baht or 0.2% from 2017, due to the increase in profit of 31 million baht and the dividend payout of 39 million baht during the year 2018.

Debt to Equity Ratio

The Company has a total debt to equity ratio of 3.29 times as of 31 December 2018 and 3.4 times as of 31 December 2017. The increase in the total debt to equity ratio resulted from increased company liabilities and decreased shareholders' equity during this year.

Bank Debt to Equity Ratio

The company had bank debt to equity ratio of 2.68 times in 2017 and 2.77 times in 2018. The said increase was because the Company's borrowed money to invest in future projects.

However, the Company has prepared financial measures as follows: 1) capital increase plan, 2) partial repayment for debt from financial institutions, 3) partial redemption plan for short- and long-term debentures and policies to maintain the debt to equity ratio and capital structure in the appropriate level, and 4) acceleration of the sale and transfer of completed projects, both low-rise and high-rise, by launching new promotional campaigns and advertisements in order to attract more target customers and control operating expenses. By implementing these measures, the Company expected the increase in revenue recognition and decrease in operating expenses, which would contribute to higher profit, lower debt to equity ratio, and appropriate structure of the Company's capital.

Statement of Comprehensive Income for the year end 31 December 2018

The details about the gross profit margin of 37% and the net profit was already informed in Agenda 2 regarding the acknowledgment of the Company's operating results 2018.

### Selling Expenses, Administrative Expenses, and Finance Costs

As for the 2018 operating performance, the Company had total revenue of 4,039 million baht and net profit of 31 million baht. When comparing the percentage of total revenue to expenses, it was found that the percentage of selling expenses to total revenue increased from 15% in 2017 to 18% in 2018 and the percentage of administrative expenses to total revenue also increased from 11% in 2017 to 14% in 2018 due to the decrease in transfer amount of 20%. The money spent also decreased from prior year by 26 million baht and 26 million baht respectively. The ratio of finance costs to total revenue was similar to the previous year.

The Chairman then allowed the shareholders to ask additional questions relevant to this agenda, which could be summarized as follows.

1. Mr. Anun Punpipatpibool from the Thai Investors Association

Question 1: Based on the 2018 performance report, the company announced the plan to launch new projects in 2019. With the saturation of the condominium market and the lending decline of commercial banks, what strategies would be used to deal with the condominiums projects worth a total of 12,900 million baht?

The Chairman answered that the Company planned to launch the following 2 projects.

1. A Space Mega 2, which is a potential project because of the high demand.

2. Soontareeya at Ratchadamri, which is an outstanding project in a good hotel chain designed by leading world-class designer. It is expected to receive a good feedback and currently in the process of looking for a joint venture partner.

Regarding the lending decline of commercial banks, the Company has a strategy to increase options for customers to do pre-approve in several banks and educate them on how to manage debts in a more systematic way.

The shareholders' voting results are as follows.

37 shareholders present at the meeting, holding a total of 942,527,207 votes.

Approve	942,527,207	votes, equivalent to	100	percent
Disapprove	-	votes, equivalent to	-	percent
Abstain	-	votes, equivalent to	-	percent
Total	942,527,207	votes, equivalent to	100	percent

Resolution By the majority votes of the shareholders attending the meeting and having the rights to vote, the meeting resolved to approve the 2018 financial statements, including statement of financial position, statement of income, statement of changes in shareholders' equity, and statement of cash flows as at 31 December 2018, which were already verified by the Audit Committee and certified by the auditor.



Agenda 4: To consider the profit allocation and the omission of the dividend payment for the 2018 operating results

➤ Objective and reason

According to Article 40 of the Company's Articles of Association, "the Company must allocate a portion of its net profit as statutory reserve, at least 5 percent of its annual net profit deducted by deficit carried forward (if any), until this reserved capital is not less than 10 percent of the registered capital." In addition, based on the Resolution of the Board of Directors No. 1/2004 on Friday 16 January 2004, the Company had policy to pay dividend to the shareholders with rate not less than 40% of net profit after tax deduction and other funds. However, paying dividend must not have a significant impact on the Company's operation and may depend on results of operation, financial position, liquidity, business expansion plans, necessity, appropriate and other factors in associated with the Company's management as the Board of Directors deems appropriate in the best interests of the shareholders.

The annual dividend payment of the Company must be approved by the shareholders' meeting, except for the interim dividend payment which the Board of Directors has the authority to approve it prior to the acknowledgement of shareholders at the subsequent meeting. The detail of information for the consideration of Agenda 4 about the profit allocation and the omission of the dividend payment for the 2018 operating results was provided (Attachment 4).

➤ Board of Directors' opinion

The Board of Directors agreed to propose to the meeting to approve the allocation of profit to be statutory reserve in the amount of 7,420,000 baht and the omission of the dividend payment for the operating results of the year ended 31 December 2018.

➤ Voting required to pass the resolution

A majority vote of the shareholders attending the meeting and having the right to vote.

The Company Secretary then explained the details about the Company's dividend payment during the past 3 years as follows.

Based on the Company's (ARY) 2018 operating results, the individual company financial statements reported a net profit of 148.3 million baht. The appropriation for legal reserve of at least 5% must not be less than 7.42 million baht (calculated from the net profit (loss) of the Company). As of 31 December 2018, the Company had legal reserve of 80.87 million baht. Hence, the Company was required to allocate more 7.42 million baht in order to reach the total legal reserve of 88.29 million baht as of 31 December 2018.

As the Company had to reserve money for development of 5 projects with the project value of 14,550 million baht as mentioned in Agenda 2, the Board of Directors agreed to propose to the meeting to approve the omission of the dividend payment for the operating results of the year 2018.

The Chairman gave an opportunity to the shareholders to ask questions regarding the Company's operating results. None of the shareholders raised any questions.

The shareholders' voting results are as follows.

37 shareholders present at the meeting, holding a total of 942,527,207 votes.

Approve	942,527,207	votes, equivalent to	100	percent
Disapprove	-	votes, equivalent to	-	percent
Abstain	-	votes, equivalent to	-	percent
Total	942,527,207	votes, equivalent to	100	percent

The Chairman then summarized the resolution as follows.

Resolution The meeting resolved to approve the profit allocation and the omission of the dividend payment for the operating results of the year 2018 with the majority votes of the shareholders attending the meeting and having the right to vote.

Agenda 5: To consider and approve the election of directors to replace those retiring by rotation.

The Chairman informed the meeting that he and the directors who retired by rotation would leave the meeting room until the consideration of this agenda was completed. Mr. Viwat Laohapoonrungsee, Vice Chairman of the Board of Directors, was therefore assigned to proceed this agenda.

Mr. Viwat Laohapoonrungsee, Vice Chairman, clarified that according to Item 14 of the Company's Articles of Association, "at each annual general meeting of the shareholders, one-third (1/3) of the directors should retire, or if the number of directors cannot be exactly divided into three parts, the number of directors nearest to one-third (1/3) should retire. For the director in the first and second year after the company registration, it is determined by lot. In the following years, the director who had been in the office for the longest should retire." A director who retires by rotation is eligible for re-election. The directors who retired by rotation in the year 2015 were:

1. Mr. Wisit Laohapoonrungsee Chairman and Chief Executive Officer
2. Mr. Wanchai Tantikul Independent Director and Chairman of the Audit Committee
3. Mr. Preecha Boonyakida Independent Director and Audit Committee

The Company Secretary informed that the Board of Directors deemed it appropriate to propose to the meeting to approve the appointment of directors who retired by rotation to resume their offices for another term. Summary of the biography of the nominated directors for the consideration of Agenda 5 was sent to the shareholders together with the invitation letter (Attachment 3).

"The voting procedures were clarified to the meeting as follows."

According to the Company's Articles of Association, the resolution of shareholders' meetings on the election of directors shall be passed by the majority vote of shareholders in accordance with the following rules and methods.

- (1) Each shareholder has a voting right of one share per one vote.
- (2) If the total number of nominees does not exceed the number of directors required in the election, the shareholders' meetings elect the nominees. In voting, the nominees are to receive the number of votes according to the number of shares each shareholder holds as under (1). Each shareholder cannot allocate only part of the votes to any nominees.

The Vice Chairman allowed the shareholders to inquire about relevant matters but there were no further questions. The Vice Chairman then asked the meeting to cast the votes in this agenda by consideration of each director individually.

5.1) Mr. Wisit Laohapoonrungee, Chairman and Chief Executive Officer of Areeya Property Public Company Limited, who had been the Company's director for 15 years. His biography is as follows.

<b>Mr. Wisit Laohapoonrungee</b>	Year of Appointment as a Director: 2004	Age : 52
<b>Chairman and Chief Executive Officer</b>		

#### Education

- Bachelor Degree in Accounting, Thammasat University
- Master of Business Administration (Accounting), Thammasat University

#### Training

- Directors Accreditation Program (DAP) 2004 ,Thai institute of Directors Association

#### Work Experiences During the Past Five Years Listed companies

-None-

#### Non-Listed companies;

- Daily By Areeya Co., Ltd.
- A Attitude Co., Ltd.
- At Home Development Co., Ltd.
- The Colors Co., Ltd.

Any other positions which may cause conflict of interest with the company: -None-  
Government sector: -None-



#### Work Experiences in the Past

- Senior Vice President, Accounting and Financial Department, Noble Development Public Co., Ltd.
- Accounting Manager, NKG Co., Ltd.

Criminal records during the past 10 years: -None-  
Shareholding in the Company (Including spouse) (as of 31 December 2018):

320,897,000 shares  
32.7% of the total issued shares

The meeting resolved to approve his appointment with the majority vote of the shareholders who were present at the meeting and entitled to vote as the details below.

37 shareholders present at the meeting, holding a total of 942,527,207 votes.

Approve	942,527,207	votes, equivalent to	100	percent
Disapprove	-	votes, equivalent to	-	percent
Abstain	-	votes, equivalent to	-	percent
Total	942,527,207	votes, equivalent to	100	percent

5.2) Mr. Wanchai Tantikul, Independent Director and Chairman of the Audit Committee of Areeya Property Public Company Limited, who had been the Company's director for 15 years. His biography is as follows.

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### Mr. Wanchai Tantikul

Year of Appointment as a  
Director: 2004

Age : 69

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### Independent Director and Chairman of the Audit Committee

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#### Education

- LL.B (Bachelor of Laws), Thammasat University

#### Training

- Directors Accreditation Program (DAP) 2004 ,Thai institute of Directors Association

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#### Work Experiences During the Past Five Years

##### Listed companies

- Audit Committee , DCON Products Public Company Limited.

##### Non-Listed companies;

- Director, Daisho (Thailand) Co., Ltd.
- Director, Kanit Anchan Co., Ltd.

Any other positions which may cause conflict of interest with the company: -None-  
Government sector: -None-




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#### Work Experiences in the Past

- Director, Thep Co., Ltd.

Criminal records during the past 10 years: -None-  
Shareholding in the Company (Including spouse) (as of 31 December 2018): -None-

The meeting resolved to approve his appointment with the majority vote of the shareholders who were present at the meeting and entitled to vote as the details below.

37 shareholders present at the meeting, holding a total of 942,527,207 votes.

Approve	942,527,007	votes, equivalent to	100	percent
Disapprove	200	votes, equivalent to	-	percent
Abstain	-	votes, equivalent to	-	percent
Total	942,527,207	votes, equivalent to	100	percent

5.3) Mr. Preecha Boonyakida, Independent Director and Audit Committee of Areeya Property Public Company Limited, who had been the Company's director for 15 years. His biography is as follows.

**Mr. Preecha Boonyakida**

1 Year of Appointment as a Director:2004

Age : 56

**Independent Director and Audit Committee**

**Education**

- BA. Accounting, Thammasart University
- BA. Law, Thammasart University
- BA. Economics, Ramkhamhaeng University
- MS. Accounting, Thammasart University
- Certified Public Accountant

**Training**

- Directors Accreditation Program (DAP) 2004 ,Thai institute of Directors Association
- Certificate of Public Law, Thammasart University

**Work Experiences During the Past Five Years**

**Listed companies ;**

- Audit Committee , JNK Global media Public Company Limited.

**Non-Listed companies;**

- Director, Yingthaworn Apartment Co., Ltd.
- Director, Yingthaworn Petroleum Co., Ltd.

Any other positions which may cause conflict of interest with the company: -None-  
Government sector: -None-



**Work Experiences in the Past**

- Financial Manager, Dig It Up Export Co., Ltd.
- Director, Condotown Co., Ltd.

Criminal records during the past 10 years: -None-  
Shareholding in the Company (Including spouse) (as of 31 December 2018): -None-

The meeting resolved to approve his appointment with the majority vote of the shareholders who were present at the meeting and entitled to vote as the details below.

37 shareholders present at the meeting, holding a total of 942,527,207 votes.

Approve	942,527,007	votes, equivalent to	100	percent
Disapprove	200	votes, equivalent to	-	percent
Abstain	-	votes, equivalent to	-	percent
Total	942,527,207	votes, equivalent to	100	percent

The Vice Chairman gave an opportunity to the shareholders to ask questions or object to the appointment of the 3 directors but there were no additional questions or objections.

The Chairman then summarized the resolution as follows.

Resolution By the majority vote of the shareholders attending the meeting and having the right to vote, the meeting resolved to re-elect the 3 nominees to be the Company's directors for another term.

Agenda 6: To consider and approve the 2019 remuneration of the Company's directors.

➤ Objective and reason

The Board of Directors proposed the remuneration for the Company's directors as specified in the information for consideration of Agenda 6 that was already dispatched to the shareholders together with the invitation letter (Attachment 4).

➤ Board of Directors' opinion

The Board of Directors deemed it appropriate to propose to the meeting to consider and approve the determination of remuneration for the Company's directors.

➤ Voting required to pass the resolution

Section 90 of the Public Limited Companies Act B.E. 2535 (as amended) required that the remuneration of directors should be approved by the shareholders' meeting with a vote of not less than two-thirds of the total number of votes of shareholders who attend the meeting and have the right to vote.

The 2019 remuneration of the Company's directors can be summarized below.

(1) Annual Remuneration for Independent Directors	300,000 baht/year
(2) Meeting Allowance for Independent Directors	25,000 baht/time
(3) Meeting Allowance for Audit Committee	20,000 baht/time

	Proposed	Approved Rate		
	Rate	2018	2017	2016
	2019			
1. Annual Remuneration	300,000	300,000	300,000	300,000
2. Meeting Allowance for Independent Directors per each board meeting	25,000	25,000	15,000	15,000
3. Meeting Allowance for Audit Committee per each audit committee meeting	20,000	20,000	15,000	15,000

The Chairman allowed the shareholders to make inquiries about this agenda, which could be summarized as follows.

1. Mr. Anun Punpipatpibool from the Thai Investors Association

Question 1: What are the criteria for the determination of remuneration?

The Chairman answered that the new criteria, resulting from remuneration benchmarking with various real estate companies, was recently determined in 2018, after the Company had applied the same remuneration rate for 10 years.

This agenda was approved by the vote of more than two-thirds of the shareholders who were present at the meeting and entitled to vote as follows:

37 shareholders present at the meeting, holding a total of 942,527,207 votes.

Approve	942,527,207	votes, equivalent to	100	percent
Disapprove	-	votes, equivalent to	-	percent
Abstain	-	votes, equivalent to	-	percent
Total	942,527,207	votes, equivalent to	100	percent

Agenda 7: To consider and approve the appointment of the auditors and the determination of the 2019 audit fee

➤ Objective and reason

The Audit Committee considered and agreed to propose the appointment of the following auditors from Dharmniti Auditing Co., Ltd. to be the auditors of the Company and its subsidiaries for the year 2019 with the audit fee of 3,100,000 baht.

Ms. Wannisa Ngambuathong	Certified Public Accountant No. 6838, or
Ms. Sulalit Ardsawang	Certified Public Accountant No. 7517, or
Mr. Peradate Pongsathiansak	Certified Public Accountant No. 4752, or
Ms. Thanyaphon Tangthanopajai	Certified Public Accountant No. 9169, or
Mr. Suwat Maneekanoksakul	Certified Public Accountant No. 8134

Dharmniti Auditing Co., Ltd. is a credible organization equipped with highly qualified personnel. It had continually provided the Company with useful advice and contributed to the development the Company. It had proposed reasonable audit fee and also did not have any relationship and/or conflict of interest with the

Company, its subsidiaries, managements, major shareholders, or related persons of the foregoing parties. Therefore, the auditors could independently audit and provide the opinion for the financial statement of the Company and its subsidiaries.

➤ Voting required to pass the resolution

A majority vote of the shareholders attending the meeting and having the right to vote.

The Chairman allowed the shareholders to ask additional questions or object to the appointment of the auditors and the determination of the audit fee but there were no further questions or objections. The Chairman then asked the shareholders to cast the votes in this agenda.

The shareholders' voting results are as follows.

33 shareholders present at the meeting, holding a total of 942,407,140 votes.

Approve	942,407,140	votes, equivalent to	100	percent
Disapprove	-	votes, equivalent to	-	percent
Abstain	-	votes, equivalent to	-	percent
Total	942,407,140	votes, equivalent to	100	percent

The Chairman summarized the resolution as follows.

Resolution By the majority vote of the shareholders attending the meeting and having the right to vote, the meeting resolved to approve the appointment of the following auditors from Dharmniti Auditing Co., Ltd. to be the auditors of the Company and its subsidiaries.

Ms. Wannisa Ngambuathong	Certified Public Accountant No. 6838, or
Ms. Sulalit Ardsawang	Certified Public Accountant No. 7517, or
Mr. Peradate Pongsathiansak	Certified Public Accountant No. 4752, or
Ms. Thanyaphon Tangthanopajai	Certified Public Accountant No. 9169, or
Mr. Suwat Maneekanoksakul	Certified Public Accountant No. 8134

The meeting also agreed to approve the determination of the 2019 audit fee in the amount of 3,100,000 baht.

Agenda 8: To consider any other matters (if any)

The Chairman gave an opportunity to the shareholders to propose additional agenda or ask further questions, which could be summarized as follows.

1. Mr. Anun Punpipatpibool from the Thai Investors Association

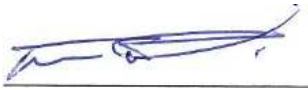
Question 1: From the previous Extraordinary General Meeting of Shareholders, what is the Company's strategy for reducing debt in order to increase profit ratio. (The rate of interest is currently quite higher than profit).

The Chairman answered that, in order to minimize debt, the Company had reduced the proportion of assets held and sought partners for the Soontareeya project of 1,000 - 2,000 million baht. These two measures could reduce debt of about 2,000 - 3,000 million baht. The recorded income and increased profit from the sales of assets made the



revenue increase by approximately 4,500 million baht. The D/E ratio was about 2:1 before requesting a loan amount not exceeding 5,000 million baht to cover the debentures which will be due in the next two years.

Since there were no additional questions or suggestions, the Chairman declared the meeting adjourned at 12.00 p.m.



(Mr. Anat Pinrat)  
Company Secretary

Sincerely yours,



(Mr. Wisit Laohapoonrungsee)  
Chairman and Chief Executive Officer

Information Memorandum on the Rectification of Connected Transactions  
in Receiving the Financial Assistance from a Connected Persons  
of Areeya Property Public Company

In accordance with the resolution of the Board of Directors' Meeting (BOD's meeting) No. 9/2019 held on 17 December 2019, BOD's meeting has approved the Issuance of the Perpetual Debentures with a similar share capital redeem upon liquidation, the Issuer has right to redeem the debentures prior to maturity and has the right to defer interest payments without any conditions of Areeya Property Public Company Limited No. 2/2019 to the connected persons on December 18, 2019. During Economic recession period, It will make the company capital structure more strength .Moreover, the interest rate of loan paid to related parties is lower and loan conditions are better than loan proposed by financial institutions.

The transaction is considered as a connected transaction, type of financial assistance transaction. According to the notification of the connected transaction, the company must seek approval from the shareholders' meeting with a vote of not less than three-fourth of the total votes of shareholders attending the meeting and have the right to vote excluding the shareholders with the conflict of interest and disclose the information of the transaction to the SET. However, the Company has issued and offered the Perpetual Debentures by on December 18, 2019 and has not yet processed correctly according to the notification of the connected transaction. Due to the transaction date, the Company considers that the transaction is a medium-sized transaction (valued at 90 million baht, not more than 3% of the net tangible assets (NTA)). Therefore, the Company is required approval from the board of directors and disclosure of information to the SET which must not seek approval from the shareholders' meeting of the Company.

Therefore, the Board of Directors Meeting No. 10/2019, held on December 24, 2019, has approved to propose to the Extraordinary General Meeting of Shareholders. No. 1/2020 to approve the rectification of financial assistance from connected persons with the following details;

1. Date of Transaction

The Company will issue and offer "Subordinated Perpetual Debentures of Areeya Property Public Company Limited No. 2/2019 Payable Upon Liquidation with the Issuer's Call Option and Unconditional Interest Deferral" to the connected persons on December 18, 2019.

2. Related Parties and Relationship with the Listed Company

Name of the recipient of the financial assistance : Areeya Property Public Company Limited

Name of the offer persons of the financial assistance : Connected persons whose names are as follows;

Company	Connected Persons	Position	Relationship
Areeya Property Public Company Limited	Mr. Wisit	Chairman and Chief	Director
	Laohapoonrungsee	Executive	
	Mr. Viwat	Director	Director
	Lauhapoonrungsi		

### 3. General Explanation regarding Nature of the Connected Transaction

The connected persons purchase debentures of “Subordinated Perpetual Debentures of Areeya Property Public Company Limited No. 2/2019 Payable Upon Liquidation with the Issuer’s Call Option and Unconditional Interest Deferral” with the following details:

Debentures’ Name	Perpetual Debentures with a similar share capital redeem upon liquidation, the Issuer has right to redeem the debentures prior to maturity and has the right to defer interest payments without any conditions of Areeya Property Public Company Limited No. 2/2019.
Type of Debentures	Name-registered form and subordinated debentures with a similar share capital redeem upon liquidation or the Issuer’s call option as specified in terms and conditions. The issuer has right to defer an interest payment together with the accumulated interest payment to be paid on any date to the bondholders without restriction of duration and number of times at the solely discretion of the issuer. Unsecured and unconvertible debentures without the Debentureholders Representative and the issuer’s call option which the equal legal status in every unit.
Interest Rates	From 1st - 5th years, the Interest Rate shall be 6 % per annual. From 6 th – 25 th years, the Interest Rate shall equal the sum of (a) 5 -Year Government Bond Yield (b) Initial Credit Spread and (c) a rate of 0.25% per annual. From 26th – 50th years, the Interest Rate shall equal the sum of (a) 5-Year Government Bond Yield (b) Initial Credit Spread and (c) a rate of 1.00% per annual. From 51st year onwards, the Interest Rate shall equal the sum of (a) 5-Year

	Government Bond Yield (b) Initial Credit Spread and (c) a rate of 2.00% per annual. The details are in accordance with the Terms and Conditions.
Offering Units	300,000 units
Face Value / Offering Price	1,000 Baht/ unit
Total Amount	300,000,000 Baht
Issue Date	December 18, 2019
Tenor	Perpetual
Maturity Date	The date that the liquidation process begins to dissolve the Company as determined by law. The Issuer will redeem Debentures with Bullet Payment upon Dissolution of the Issuer. Except the issuer will exercise an early redemption rights as mentioned in the Terms and Conditions of the Debentures No.10.
Early Redemption	The issuer can exercise the right to redeem the debentures before the maturity date of the debentures on the maturity date of 5 (five) years from the issue date which is December 18, 2024 or on any date or on each interest payment date after the first day that the redemption of the debentures can be exercised.
Coupon Payment Date	Every 3 Months

4. Reasons and necessities for entering the transaction

To be use as the Company's working capital and increase the company's liquidity. The Company still gets more benefits from the entering transaction, which compare to other types of fundraising. Whether financial institutions or external parties such as reducing the processing time and save transaction cost (such as debenture fees, distribution fees) interest rate and other benefits that have to be paid are less than other types of fundraising. Including, the Company can be counted to as a part of shareholders' equity in the Company's financial statements.

5. Total Value, Size of the Transaction, and Criteria to Value the transaction

Description	Transaction No.1	Transaction No.2	Total Transaction
Nature of transaction	Offering of Perpetual Debentures to Mr.Viwat Laohapoonrungsee	Offering of Perpetual Debentures to Mr. Wisit Laohapoonrungsee	
Total Amount Offering of Perpetual Debentures	150 MB	150 MB	300 MB
Interest Rates	<p>From 1st - 5th years, the Interest Rate shall be 6% per annual.</p> <p>From 6th – 25th years, the Interest Rate shall equal 6.20% per annual.</p> <p>From 26th – 50th years, the Interest Rate shall equal 6.95% per annual.</p> <p>From 51st year onwards, the Interest Rate shall equal 7.95% per annual.</p> <p>(refer below assumption)</p>		
Sum of discounted , interest expenses throughout the period of Offering Perpetual Debentures	141.63 MB	141.63 MB	283.25 MB
The sizing of transaction (%) <sup>1</sup>	4.54	4.54	9.08

Remark :

<sup>1</sup> Net total assets of company (NTA) Statement of financial position as at September 30, 2019 which The latest financial statements is certified by the auditor amounting 3,118.61 MB.

Assumption of Calculation sizing of transaction

The interest payments on Perpetual Debentures to pay floating interest rate from year 6 onwards. Therefore, in order to calculate the size of connected transactions, the company puts forward various assumptions as follow;

1.) The interest rate is calculated from the total value of the discount (Discount Factor) of payment Interest rate each time. In accordance with the rights and obligations of the issuing debenture and debenture holders (details in attachment 2) as follows:

- From 1st - 5th years, the Interest Rate shall be 6 % per annual.
- From 6th – 25th years, the Interest Rate shall equal the sum of (a) 5-Year Government Bond Yield (b) Initial Credit Spread and (c) a rate of 0.25% per annual.
- From 26th – 50th years, the Interest Rate shall equal the sum of (a) 5-Year Government Bond Yield (b) Initial Credit Spread and (c) a rate of 1.00% per annual.

- From 51st year onwards, the Interest Rate shall equal the sum of (a) 5-Year Government Bond Yield (b) Initial Credit Spread and (c) a rate of 2.00% per annual.
- 2.) The government bond yield of 5 years as of December 17, 2019, which is at 1.35 percent, is defined as a constant to calculate the item size.
  - 3.) Initial Credit spreads means the difference of the fixed interest rate of 6.00% with the government bond yield of 5 years as of November 29, 2019 at 1.39 percent which is equal to 4.61 per annum (in accordance with the terms)
  - 4.) Interest on subordinated hybrid debt offering since 51 years to the date of liquidation when the company raised = principal x rate / interest rate. (Calculated according to the length of time: Perpetual).
  - 5.) The value of the discount (Discount Factor) calculated from the rates of interest paid in the year. And discounted by the amount of interest paid.
  - 6.) If you receive financial assistance worth a total interest expense includes other benefits to be paid. By entering into this transaction without additional charges.

The calculation of the connected transaction size includes the following details:

Subject	Regulations	Sizing	Action of company
Related transaction Measurement	<p>Net total assets (NTA)</p> <p>= Total assets – Total Liabilities – Intangible assets – Deferred tax assets – Non-controlling interests (If any)</p> <p><u>Calculation</u><sup>1</sup></p> <p>= 14,890.24 – 11,677.84 – 15.38 – 78.41 – 0.00 MB</p> <p>= 3,118.61 MB</p>	<p>Large-sized</p> <p>the connected transaction size is 283.25 / 3,118.61 = 9.08% which &gt; 3.0% of Net total assets is Large-sized</p> <p><u>Calculation</u><sup>1</sup></p> <p>= 3,118.61 MB x 3.0%</p> <p>= 93.56 MB</p> <p>Remark : 20 MB or 3% of NTA (Use higher values)</p>	<p>The Company is required to disclose information to the Stock Exchange of Thailand and get approval from shareholders' meeting. By appointing an Independent Financial Advisor for expressing opinions to shareholders.</p>

Remark :

<sup>1</sup> Net total assets of company (NTA) Statement of financial position as at September 30, 2019 which The latest financial statements is certified by the auditor.

- Financial Information (From Consolidation Financial Statemen as at September 30, 2019 which The latest financial statements is certified by the auditor )

Description	Unit : MB
Total Asset	14,890.24
Total Liabilities	11,677.84
Intangible Asset <sup>1</sup>	15.38
Defered Tax Asset	78.41
Minority Interest (If any)	0.00
Net total assets (NTA)	3,118.61

Remark :

<sup>1</sup> Intangible Asset , ex : Goodwill ,Deferred Expense, except by excluding intangible assets causing a major income such as Concession mining, etc.

Therefore, when calculating the size of the financial assistance received, the transaction would be a merger of equals 9.08 percent of total assets Tangible Net (NTA) as the consolidated financial statements of the Company. Through the reviewed period ended September 30, 2019 (NTA was 3118.61 million baht), a larger item that is worth more than 20 million baht and more than 3.00 percent of total assets Tangible Net Company does. subject to the approval of the transaction by the shareholders and disclosed to the SET.

6. Source of funds

- None-

7. Main objectives and expected benefits from this event

- Interest rate and other benefits which the Company must pay to the connected persons are lower value and better conditions than proposing from financial institutions and external parties such as
  - 1) The issuer has right to defer an interest payment together with the accumulated interest payment to be paid on any date to the bondholders without restriction of duration and number of times at the solely discretion of the issuer. Unsecured and unconvertible debentures without the Debenture holders Representative and the issuer's call option which the equal legal status in every unit.
  - 2) The Issuer will redeem Debentures with Bullet Payment upon Dissolution of the Issuer. Except the issuer will exercise an early redemption rights as mentioned in the Terms and Conditions of the Debentures No.10.
  - 3) The issuer can exercise the right to redeem the debentures before the maturity date of the debentures on the maturity date of 5 (five) years from the issue date which is December 18,

2024 or on any date or on each interest payment date after the first day that the redemption of the debentures can be exercised.

- Reduce the processing time and save transaction costs (such as debenture fees, distribution fees)
- The Issuance of the Perpetual Debentures which have been issued and received payment before 31 December 2019 can be counted to as a part of shareholders' equity in the Company's financial statements for another 3 years from the date of 1 January 2020. Therefore, the Company issued the Perpetual Debentures on 18 December 2019 to strengthen the Company's capital and support recession in real estate industry.
- The Company achieved the fundraising target.

8. Condition of entering into the transaction

Due to this transaction is considered as a connected transaction according to the notification of the connected transaction. However, the Company has not proceeded correctly in accordance with the notification of the connected transaction. Therefore, the Board of Directors' meeting must have a resolution to propose to the Extraordinary General Meeting of Shareholders to consider approving the rectification of the transaction with a vote of not less than three-fourths of the total votes of shareholders attending the meeting and have the right to vote excluding the shareholders with the conflict of interest and disclosure of the information of the transaction to the SET.

9. Attending the meeting and voting at the board meeting of the stakeholder

Regarding to Board of Directors Meeting No. 10/2019 held on 24 December 2019 in order to present the Extraordinary General Meeting of Shareholders to consider approving the rectification of financial assistance from connected persons, there are 2 directors who have conflict of interest as follows:

Company	Connected Persons	Position	Relationship
Areeya Property Public Company Limited	Mr. Wisit Laohapoonrungrsee	Chairman and Chief Executive	Director
	Mr. Viwat Lauhapoonrungrsi	Director	Director

Therefore, directors who have conflict of interest do not attend the meeting and have no right to vote on this agenda.



10. Opinions of the Board of Director concerning the connected transaction

According to the Board of Directors' Meeting No. 9/2019 which not included the connected persons, considered and opined that the transaction is reasonable and beneficial to the Company. During Economic recession period, It will make the company capital structure more strength .Moreover, the interest rate of loan paid to related parties is not high and loan conditions are better than loan proposed by financial institutions. In order to keep pace with the repayment plan of the company's promissory note and to reduce the net debt to the capital to enable the company to borrow money or issue more debt in the future. And helps to strengthen the capital structure of the company's strong support for the recession. The interest rate that the company must pay to the connected party at this time is equal to 6.00 percent per annum, as compared to the interest expenses of other bonds that the company had issued and offered in the range of 5.25 – 6.75 per year .The company's bank overdrafts, which have interest rate of MOR or approximately 7.18 per cent, the transaction has a better loan condition than the loan that the company has been offered from financial institutions, because no securities are required to guarantee loans.

11. Opinions of the Audit Committee and/or the Board of Directors which is different form the Opinions of the Directors about the Connected transaction no.10

Board of Directors has an opinion in accordance with the resolution of the Board of Directors above and no audit committee has different opinion from the resolution.

This will result in the company's obligation to pay interest to the connected party and the interest rate will be higher after the 6th year of the issuance and offering perpetual bond. As a result, the company has taken measures to prevent conflicts of interest and the impact that will be caused by the meeting of the Audit Committee on a quarterly basis from now on the agenda and to compare the interest rates paid financial institutions or the cost of funds from other funding sources or the right of redemption of perpetual bond with connected person if there is an offer from a better financial institution.

Information of Areeya Property Public Company Limited

Corporate Background

Areeya Property Public Company Limited was founded on 20 January 2000 with the initial registered capital of 1 million baht for house construction service. Currently, the Company is a property developer allotting land and constructing single detached houses as well as fully-furnished townhouse and condominium projects for sale. Its major shareholders includes Mr. Wisit Laohapoonrungsee, Mrs. Patcharee Porncharoenchaisilp, and Mr. Viwat Laohapoonrungsee. The Company transformed into a public limited company in 2003 and registered its stocks in the stock market in 2004. Additionally, the Company has established subsidiaries to provide relevant services as follows.

- In 2004, Areeya Service Co., Ltd. was formed to provide after-sale services for property with 99.99% ownership interest.
- In 2007, One Up Co., Ltd. was established with 64.99% ownership interest to provide construction services to the Company's projects and external customers.
- In 2008, after purchasing 35% of the share capital from the shareholders of One Up Co., Ltd., the Company's ownership interest increased to 99.99%.
- In 2008, the Company established the following 2 companies with 99.99% ownership interest:
  - Areeya Management Co., Ltd. for providing real estate development and juristic property management services
  - Cool Space Co., Ltd. for providing real estate development services.
- In 2009, White Living Co., Ltd. was founded with 99.99% ownership interest to provide real estate development services.
- In 2010, Chill Space Co., Ltd. was established with 99.99% ownership interest to provide real estate development services.
- In 2014, Areeya Convenience Store Co., Ltd was formed with 99.97% ownership for retail business.
- In 2017, Areeya Convenience Store Co., Ltd. changed its name to Areeya Hospitality Co., Ltd. and registered with the Department of Business Development and Ministry of Commerce. Its type of business was also changed from retail to restaurant.
- In 2018, Areeya Hospitality Co., Ltd. increased the capital by issuing 90,000 ordinary shares at a par value of 100 baht each, totaling 9 million baht. As a result, the paid-up ordinary shares increased from 1 million to 10 million baht. It registered with the Ministry of Commerce on 1 June 2018.

- In 2019, there were 2 subsidiaries established: 1) Soontareeya Residence Co., Ltd. for real estate rental service with a registered capital of 1,000,000 baht and 2) Soontareeya Leisure Co., Ltd. for hotel and other services with a registered capital of 1,000,000 baht.

The Company began its business with real estate development, comprising land for sale and single detached house construction. In 2005, the Company started to sell pre-built houses, including 3- and 4-storey townhouses. During 2006-2011, the Company launched 2 new products, fully-furnished modern condominium and fully-furnished 2-storey townhouse, to serve the market's needs. In 2012, the Company introduced 2-storey townhouse called "The Village" and 3-storey townhouse called "Daily," which received good feedback from customers. The design of "The Village" was consequently adopted to build single detached house as well. Later, the Company launched new 2-storey single detached house called "Areeya COMO" in 2014 and 3-storey townhouse called "Brigg" in year 2015.

Moreover, in 2013, the Company started a community mall business in Sukhumvit 77 called "Pickadaily Bangkok." In 2015, a new project called "Life Style Club" was also launched in Kaset - Nawamin.

#### Overview Summary and Significant Changes in 3 Years

On 20 December 2016, the Extraordinary General Meeting of Shareholders No. 2/2016 approved the issuance and offering of all types of debentures, with and/or without a name registered, secured and/or unsecured debentures, with and/or without debenture holder representative, and subordinated debentures and/or unsubordinated debentures at the total amount not exceeding 5 Billion by issuing either single or multiple offerings.

On 31 January 2017, the Company issued name-registered, unsubordinated, and unsecured debentures with no debenture holders' representative, maturing in 2020, at the amount of 654.5 million baht (654,500 units, 1,000 baht per unit).

On 5 April 2017, the Company issued name-registered, unsubordinated, and secured debentures with debenture holders' representative, maturing in 2020, at the amount of 1,500 million baht debentures (1,500,000 units, 1,000 baht per unit).

On 31 October 2017, the Company issued 4 sets of amortized, name-registered, unsubordinated, and unsecured debentures with no debenture holders' representative at the amount of 842.3 million baht (842,300 units, 1,000 baht per unit). Set 1 is due to mature in 2018, Set 2 due in 2019, Set 3 due in 2020, and Set 4 due in 2021.

In the 2<sup>nd</sup> quarter of 2018, Areeya Hospitality Co., Ltd. increased its capital by issuing 90,000 ordinary shares at a par value of 100 baht each, totaling 9 million baht. As a result, the paid-up ordinary shares increased from 1 million to 10 million baht and it registered with the Ministry of Commerce on 1 June 2018.

On 18 October 2018, the Company issued name-registered, unsubordinated, and unsecured debentures with no debenture holders' representative, maturing in 2021, at the amount of 250 million baht (250,000 units, 1,000 baht per unit).

On 22 November 2018, the Company issued name-registered, unsubordinated, and unsecured debentures with no debenture holders' representative, maturing in 2022, at the amount of 166.6 million baht (166,600 units, 1,000 baht per unit).

On 19 March 2019, the Extraordinary General Meeting of Shareholders No. 1/2019 approved the issuance and offering of all types of debentures, with and/or without a name registered, secured and/or unsecured debentures, with and/or without debenture holder representative, and subordinated debentures and/or unsubordinated debentures at the total amount not exceeding 5 Billion by issuing either single or multiple offerings.

On 1 April 2019, the Company issued name-registered, unsubordinated, and unsecured debentures with no debenture holders' representative, maturing in 2021, at the amount of 2,000 million baht (2,000,000 units, 1,000 baht per unit).

On 18 December 2019, the Company issued subordinated perpetual debentures, payable upon liquidation with the issuer's call option and unconditional interest deferral at the amount of 300 million baht (300,000 units, 1,000 baht per unit).

As of 30 September 2019, the Company has 56 current projects, 2 community malls, totaling 58 projects as follows.

No.	Project	Location	Type of Product
1	Areeya Sawana 3	Kaset - Nawamin	Single Detached House
2	Areeya Metro Kaset	Kaset - Nawamin	Single Detached House
3	Areeya Como Bangna	Bangna	Single Detached House
4	The Village Chaengwattana - Tiwanon	Chaengwattana - Tiwanon	Single Detached/Twin House
5	The Village Cottage Kanjanapisek - Ratchapruet	Sai Noi	Single Detached House
6	Areeya Como Wongwaen - Ramintra	Hathairath	Single Detached House
7	Areeya Como Ladkrabang - Suvarnabhumi	Ladkrabang - Suvarnabhumi	Single Detached House
8	Areeya Como Wongwaen - Ratchapruet	Bangbuathong	Single Detached House
9	The AVA Residence	Sukhumvit 77	Single Detached House

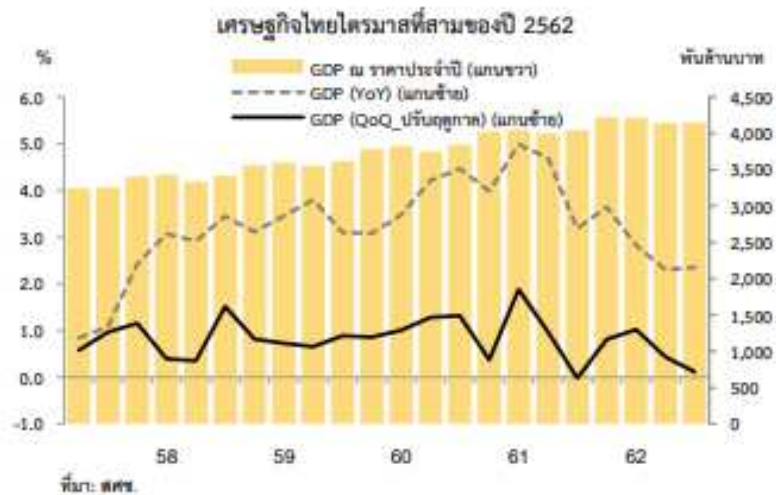
No.	Project	Location	Type of Product
10	Areeya Bussaba Ladprao - Serithai	Serithai	Single Detached House
11	Areeya Como Primo Bangna - Wongwaen	Bangna	Single Detached House
12	Areeya At Home	Kaset - Nawamin	Townhouse
13	The Colors Chaengwattana - Tiwanon	Chaengwattana - Tiwanon	Townhouse
14	The Colors Premium Bangna	Bangna	Townhouse
15	The Colors Bangna K.M.10	Bangna	Townhouse
16	The Village Bangna	Bangna	Townhouse
17	The Village Kanjanapisek - Ratchapruek	Sai Noi	Townhouse
18	The Colors Premium Kanjanapisek - Ratchapruek	Sai Noi	Townhouse
19	The Colors Kanjanapisek - Ratchapruek	Sai Noi	Townhouse
20	The Colors Premium Bangna - Wongwaen	Bangna	Townhouse
21	The Colors Bangna - Wongwaen	Bangna	Townhouse
22	The Village Bangna - Wongwaen	Bangna	Townhouse
23	The Colors Premium Wongwaen - Ratchapruek	Bangbuathong	Townhouse
24	The Colors Wongwaen - Ratchapruek	Bangbuathong	Townhouse
25	The Colors Premium Kanjanapisek - Ratchapruek 2	Sai Noi	Townhouse
26	The Village Bangna - Wongwaen 2	Bangna	Townhouse
27	The Colors Rangsit - Klong 4	Rangsit	Townhouse
28	The Village Kanjanapisek - Ratchapruek 2	Sai Noi	Townhouse
29	The Place Kanjanapisek - Ratchapruek 2	Sai Noi	Townhouse
30	The Colors Premium Kanjanapisek - Ratchapruek 3	Sai Noi	Townhouse
31	The Colors Wongwaen - Ramintra 2	Hathairath	Townhouse
32	The Colors Mix Rangsit - Wongwaen	Rangsit	Townhouse
33	The Village Rangsit - Wongwaen	Rangsit	Townhouse
34	The Colors Bangna - Wongwaen 2	Bangna	Townhouse
35	The Village Hathairath - Wongwaen	Wongwaen Ramintra	Townhouse
36	The Village Bangna - Wongwaen 2	Bangna	Townhouse
37	The Colors Wongwaen - Ratchapruek 2	Bangbuathong	Townhouse
38	The Colors Bangna - Wongwaen 3	Bangna	Townhouse
39	Areeya Brigg Bangna - Wongwaen	Rangsit	Townhouse
40	Areeya Brigg Rangsit - Klong 4	Rangsit	Townhouse
41	Areeya Brigg Rangsit - Wongwaen	Rangsit	Townhouse

No.	Project	Location	Type of Product
42	Areeya Brigg Rangsit – Wongwaen 2	Rangsit	Townhouse
43	Areeya Mandarina Ekkamai - Ramintra	Kaset - Nawamin	Townhouse
44	The Parti Kaset - Nawamin	Ladplakao	Townhouse
45	The Colors Bangna - Wongwaen 4	Bangna	Townhouse
46	A Space Asoke - Ratchada	Asoke - Ratchada	Condominium
47	A Space Kaset	Kaset - Nawamin	Condominium
48	A Space Sukhumvit 77	Sukhumvit 77	Condominium
49	A Space Me Sukhumvit 77	Sukhumvit 77	Condominium
50	A Space Play Ratchada - Suttisan	Ratchada - Suttisan	Condominium
51	A Space I.D. Asoke - Ratchada	Asoke - Ratchada	Condominium
52	A Space Me Bangna	Bangna	Condominium
53	A Space Me Rattanathibet	Rattanathibet	Condominium
54	Chalermnit Art De Maison	Sukhumvit	Condominium
55	A Space Mega	Bangna	Condominium
56	A Space Mega 2	Bangna	Condominium
57	Pickadaily Bangkok	Sukhumvit 77	Community Mall
58	Life Style Club	Kaset - Nawamin	Community Mall

## Real Estate Industry in 2020

### Thai Economic Performance in Q3/2019 and Outlook for 2019 - 2020

The Thai economy in the third quarter of 2019 expanded by 2.4 percent, continuing from 2.3 percent in the previous quarter. On the expenditure side, the economy was driven mainly by an expansion of private consumption, as well as an accelerated private and public investment, and government expenditure while export volume declined. On the production side, the agriculture sector returned to show an expansion while the accommodation and food service sector accelerated and the transportation and storage sector continued expanding. Nevertheless, the wholesale and retail trade sector together with the construction and the electricity and gas sector softened while the manufacturing continued to decline. After seasonally adjusted, the economy grew by 0.1 percent from the second quarter. In the first 9 month of 2019, the Thai economy expanded by 2.5 percent.



### The Thai Economy in Q3/2019

1. In the third quarter of 2019, private consumption expenditure expanded by 4.2 percent, continuing from a 4.6-percent growth in the previous quarter, in line with the expansion of key indicators especially household electricity consumption index, sales of benzene, gasohol and diesel index, and the import of textiles index, which grew by 8.3, 4.7, and 5.0 percent, respectively. However, the commercial and passenger car sales declined by 6.5. The Consumer Confidence Index, pertaining the overall economic situation, stood at 60.8 point, compared to 64.8 in the previous quarter. Government consumption expenditure grew by 1.8 percent, accelerating from 1.1 percent in the second quarter. The government budget disbursement rate in this quarter was 21.0 percent compared with 20.5 percent in the same quarter last year.

In the first 9 month of 2019, private consumption expanded by 4.5 percent while government expenditure grew by 2.1 percent.

2. Total investment increased by 2.8 percent, accelerating from 1.9 percent in the previous quarter. Private investment grew by 2.4 percent, compared with 2.1 percent in the second quarter due to the 3.1-percent growth of investment in machinery and equipment while investment growth in construction remained null. Public investment expanded by 3.7 percent, up from 1.4 percent in the previous quarter where government investment grew by 5.6 percent while investment of state-owned enterprises contracted by 0.8 percent. The disbursement rate of capital budget in this quarter was 21.6 percent compared with 16.8 percent in the previous quarter, and 19.9 percent in the same quarter of last year.

In the first 9 month of 2019, total investment increased by 2.6 percent, public investment expanded by 1.7 percent, and private investment grew by 3.0 percent.

3. Export value in the third quarter of 2019 was recorded at 63,295 million US dollars with zero growth, compared with a 4.2-percent decline in the previous quarter. Export volume index dropped by 0.4 percent and export price index slightly increased by 0.4 percent. Export items with increased value included sugar (5.1 percent) vehicle parts & accessories (0.3 percent), pick up and trucks (0.5 percent), motorcycle (19.5

percent) air conditioning machines (4.0 percent), and fruits (41.4 percent). Meanwhile, export items with decreased value included rice (-35.1 percent), tapioca (-27.3 percent), rubber (-3.9 percent), integrated circuits & parts (-8.4 percent), machinery & equipment (-7.2 percent), rubber products (-14.2 percent), passenger cars (-4.4 percent), petroleum products (-29.3 percent), and chemicals (-18.8 percent). Exports to the US, China, Japan, Australia, and the Middle East (15) expanded, while exports to ASEAN (9) and EU (15) declined. Excluding unwrought gold, export value decreased by 4.8 percent. In Baht term, export value decreased by 6.9 percent.

In the first 9 month of 2019, export value was recorded at 183,700 million US dollars, representing a decline of 2.7 percent. Export volume dropped by 3.0 percent while export price increased by 0.3 percent. In Bath term, export value was reported at 5,748 million baht, representing a decline of 5.3 percent.

4. On the real estate and construction side, real estate sector slowed down from the same period last year. Domestic and global demand declined, especially in the condominium market, following decreased purchasing power and Thai baht appreciation. In addition, the implementation of LTV measure and strict loan approval from financial institutions continued to affect consumers' decisions. In the previous quarter, the cancellation rate and credit decline rate started to increase. Real estate supply also declined. Many real estate firms postponed their investments reflected by the decline of new project launches and prefab sales. As for the construction of government projects, there were delay problems due to budget issues and delayed land expropriation.
5. Agricultural, forestry and fishery production rose by 1.5 percent from a decrease of 1.3 percent in the previous quarter, following agricultural production index with an increase of 1.1 percent. Agricultural products with increasing in production included rubber (5.9 percent), cassava (6.9 percent), and oil palm (10.8 percent), while major agricultural products with decreasing production included paddy (-6.3 percent), and maize (-5.2 percent). Fishery production expanded by 5.1 percent, while livestock production decreased by 1.0 percent. Agricultural price index rose by 2.4 percent continued to increase for two consecutive quarters, up from 2.1 percent in the second quarter, owing to increase in prices of paddy (9.9 percent), swine (15.9 percent), and fruits and vegetables (5.7 percent). However, major agricultural price index with the contraction, included cassava (-31.1 percent) and oil palm (-22.2 percent). Increases of both agricultural production index and agricultural price index led the farm income index to increase by 3.5 percent.

In the first 9 month of 2019, agricultural production, forestry production and fishery sector rose by 0.6 percent. Agricultural production index decreased by 0.1 percent, agricultural price index rose by 1.3 percent, and overall farm income index increased by 1.0 percent.
6. Manufacturing sector decreased by 1.5 percent, continuing from a contraction of 0.2 percent in the previous quarter consistent with declined export due to the global economic slowdown and intensified trade



protectionism measures. Manufacturing Production Index of the export-oriented industries (with export share of more than 60 percent to total production) declined by 5.9 percent. Manufacturing Production Index of the domestic-oriented industries (with export share of less than 30 percent to total production) declined by 2.3 percent. The average capacity utilization rate stood at 65.0 percent, declined from 68.7 percent in the same quarter last year. Manufacturing Production Index with negative growth principally included vehicles (-6.3 percent), petroleum products (-7.4 percent), and rubber products (-18.2 percent). Manufacturing Production Index with positive growth mainly included rectifying and blending of spirits (36.1 percent), plastics and synthetics rubber (3.8 percent), and processing and preserving of fish (10.3 percent).

In the first 9 month of 2019, manufacturing sector decreased by 0.3 percent. Manufacturing Production Index decreased by 2.6 while the capacity utilization rate stood at 67.3 percent.

7. Accommodation and food service activities sector expanded by 6.6 percent, improving from 3.7 percent in the previous quarter due to higher growth of foreign tourists. In this quarter, total number of foreign tourists rose to 9.7 million persons, increasing by 7.2 percent and up from a 1.4-percent growth in the previous quarter. Despite the decreased number of Thai tourists, the total tourism revenues were about 738.5 billion baht, increasing by 2.5 percent compared with 2.9 percent in the last quarter. This was attributed to (1) foreign tourism receipts of 476.7 billion baht, with 5.8 percent growth. Tourism receipts experiencing high growth were from China, India, Japan, South Korea and Taiwan; (2) Thai tourism receipts of 261.82 billion baht with a 3.0 percent contraction. Average occupancy rate was at 64.1 percent, decreasing from 69.8 percent in the previous quarter and less than 65.4 percent in the same quarter last year.

In the first 9 month of 2019, accommodation and food service activities sector expanded by 5.5 percent. The number of foreign tourists increased by 3.5 percent. The total revenues from foreign tourists were 1,429.3 billion baht. The average occupancy rate was at 71.2 percent.

8. Transport and storage sector expanded by 2.5 percent, compared with 2.3 percent in the previous quarter, supported mainly by an expansion of passenger transport services in which land transport and transport via pipeline, and air transport grew by 4.2 percent, and 2.5 percent respectively, accelerating from 3.8 percent, and 1.2 percent in the previous quarter. Water transport declined by 3.0 percent while shipping support and postal services expanded by 3.9 percent and 1.6 percent, respectively.

In the first 9 month of 2019, transport and storage sector increased by 2.8 percent. Transport services expanded by 2.7 percent while shipping support and postal services increased by 5.6 percent and 3.7 percent, respectively.

## The Thai Economic Outlook for 2019 - 2020

The Thai Economy in 2019 - 2020 is projected to grow by 2.6 percent. It is also estimated that export value will decline by 2.0 percent while private consumption and total investment tend to expand by 4.3 and 2.7 percent respectively. Headline inflation will be 0.8 percent and the current account is likely to register a surplus of 6.2 percent of GDP. The Thai economy in 2020 is forecasted to expand by 2.7 - 3.7 percent mainly contributed by (1) a favorable growth momentum of domestic demand both private consumption and private investment; (2) a gradual recovery of export following expected global recovery together with an adjustment of export to the trade measures; (3) key government stimulus measures; and (4) a continued improvement of tourism sector. It is expected that export value will grow by 2.3 percent while private consumption and total investment will increase by 3.7 and 4.8 percent respectively. Headline inflation will lie in the range of 0.5 - 1.5 percent and the current account will record a surplus of 5.6 percent of GDP.

Source: Office of the National Economic and Social Development Board

Bank of Thailand

### List of Board of Directors as of 10 January 2020

	Name	Position
1.	Mr. Wisit Laohapoonrungsee	Chairman and Chief Executive Officer
2.	Mr. Viwat Laohapoonrungsee	Director
3.	Mrs. Niphapat Romerattanaphun	Director
4.	Mr. Thun Thiansuwan	Director
5.	Mr. Archawan Eiampaiboonphan	Director
6.	Mr. Wanchai Tantikul	Independent Director and Chairman of the Audit Committee
7.	Mr. Preecha Boonyakida	Independent Director
8.	Mr. Sompol Thiensuvan	Independent Director

### Shareholders as of 10 January 2020

Top 10 major shareholders and their respective shareholding percentages appearing in the book of shareholders' registration (Total 980,000,000 shares as of 31 December 2018) are as follows:

	Name	Number of Shares	Percentage
1.	Laohapoonrungsee Family	452,928,096	46.2
2.	Pomcharoenchaisilp Family	191,859,100	19.6
3.	PROGRESSIVE OPULENT HOLDING (SINGAPORE) PTE. LTD.	60,000,000	6.1
4.	Ms. Kanlaya Srisamer	48,878,900	5.0
5.	Ms. Thitiporn Assawaraksawong	48,848,400	5.0
6.	Mrs. Patcharanun Pinyochaianun	46,352,000	4.7
7.	Mr. Thakorn Nitipanyawut	27,450,000	2.8

	Name	Number of Shares	Percentage
8.	Mr. Amnard Chantanupong	21,179,000	2.2
9.	Mr. Veerasak Kunplin	20,000,000	2.0
10.	Mrs. Niphapat Romerattanaphun	19,400,000	2.0
	Total	936,895,496	95.6

Summary financial status and performance result of the Company

The consolidated financial statements which were reviewed by Dharmniti Auditing Co.,Ltd. for the nine-month period ended 30 September 2019 and were audited for the period ended December 31, 2018 and December 31, 2017.

(Unit : MB)	Nine-month period ended 30 September		Period Ended 31 December (audited)			
	2019	%	2018	%	2017	%
<b>STATEMENT OF FINANCIAL POSITION</b>						
<b>ASSETS</b>						
<b>CURRENT ASSETS</b>						
Cash and cash equivalents	56.5	0.4	85.9	0.6	291.7	2.1
Current investment	0.1	0.0	0.1	0.0	0.1	0.0
Trade and other receivables	403.2	2.7	235.6	1.7	180.7	1.3
Real estate projects under development	11,663.7	78.3	11,491.6	80.3	10,716.9	79.3
Deposits for land	275.2	1.9	280.9	2.0	291.6	2.2
Other current assets	23.0	0.2	6.0	0.0	3.8	0.1
<b>Total current assets</b>	<b>12,421.7</b>	<b>83.5</b>	<b>12,100.1</b>	<b>84.6</b>	<b>11,484.8</b>	<b>85.0</b>
Deposits at banks used as collateral	268.3	1.8	194.8	1.4	229.0	1.7
Investment properties	478.6	3.2	451.7	3.2	454.2	3.4
Property, plant and equipment	316.8	2.1	341.8	2.4	274.2	2.0
Prepaid rental expenses	121.4	0.8	127.8	0.9	136.3	1.0
Leasehold rights	1,097.7	7.4	902.5	6.3	757.3	5.6
Intangible assets	15.4	0.1	18.7	0.1	21.1	0.2
Deferred tax assets	78.4	0.5	49.9	0.4	37.3	0.3
Rental deposit	60.0	0.4	60.0	0.4	60.0	0.4
Other non-current assets	31.9	0.2	50.0	0.3	55.6	0.4
<b>Total non-current assets</b>	<b>2,468.5</b>	<b>16.5</b>	<b>2,197.2</b>	<b>15.4</b>	<b>2,025.0</b>	<b>15.0</b>
<b>Total assets</b>	<b>14,890.2</b>	<b>100.0</b>	<b>14,297.3</b>	<b>100.0</b>	<b>13,509.8</b>	<b>100.0</b>

(Unit : MB)	Nine-month period ended 30 September		Period Ended 31 December (audited)			
	2019	%	2018	%	2017	%
<b>LIABILITIES AND SHAREHOLDER' EQUITY</b>						
<b>CURRENT LIABILITIES</b>						
Bank overdrafts and short-term loans						
from financial institutions	645.2	4.3	417.2	2.9	347.0	2.6
Trade and other payables	616.4	4.2	401.1	2.8	318.3	2.4
Current portion of long-term loans						
from financial institutions	1,076.9	7.2	1,564.2	10.9	611.4	4.5
Current portion of long-term loans						
from other parties	-	-	111.5	0.8	111.5	0.8
Current portion of debentures	2,185.7	14.7	2,031.2	14.2	1,031.2	7.6
Current portion of financial lease liabilities	29.9	0.2	90.3	0.6	17.0	0.1
Construction retentions	166.0	1.1	165.9	1.2	177.9	1.3
Unrecognised income on installments due	986.0	6.6	627.2	4.4	229.6	1.7
Income tax payable	-	0.0	3.1	0.0	13.5	0.1
Other current liabilities	70.1	0.5	71.0	0.6	62.0	0.5
<b>Total current liabilities</b>	<b>5,776.2</b>	<b>38.8</b>	<b>5,482.7</b>	<b>38.4</b>	<b>2,919.4</b>	<b>21.6</b>
<b>NON-CURRENT LIABILITIES</b>						
Long-term loans from financial institutions	1,101.1	7.4	878.2	6.1	1,031.8	7.6
Long-term loans from other company	355.0	2.4	-	-	-	-
Debentures	4,154.2	27.9	4,336.9	30.3	5,944.9	44.0
Financial lease liabilities	14.7	0.1	23.2	0.2	23.6	0.2
Utilities guarantees	1.6	0.0	1.0	0.0	2.5	0.0
Employee benefit obligations	91.4	0.6	56.8	0.4	50.5	0.4
Long-term lease agreement obligation	106.5	0.7	87.4	0.6	66.6	0.5
Other non-current liabilities	77.1	0.5	99.0	0.7	130.0	1.0
<b>Total non-current liabilities</b>	<b>5,901.6</b>	<b>39.6</b>	<b>5,482.5</b>	<b>38.3</b>	<b>7,249.9</b>	<b>53.7</b>
<b>TOTAL LIABILITIES</b>	<b>11,677.8</b>	<b>78.4</b>	<b>10,965.2</b>	<b>76.7</b>	<b>10,169.3</b>	<b>75.3</b>
<b>SHAREHOLDERS' EQUITY</b>						
Issued and paid-up share capital	980.00	6.6	980.00	6.9	980.00	7.2
PREMIUM ON ORDINARY SHARES	669.2	4.5	669.2	4.7	669.2	5.0
<b>RETAINED EARNINGS</b>						
Legal reserve	88.3	0.6	88.3	0.6	80.9	0.6
Unappropriated	1,474.9	9.9	1,594.6	11.1	1,610.4	11.9
<b>TOTAL SHAREHOLDERS' EQUITY</b>	<b>3,212.4</b>	<b>21.6</b>	<b>3,332.1</b>	<b>23.3</b>	<b>3,340.5</b>	<b>24.7</b>
<b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b>	<b>14,890.2</b>	<b>100.0</b>	<b>14,297.3</b>	<b>100.0</b>	<b>13,509.8</b>	<b>100.0</b>

(Unit : MB)	Nine-month period ended 30 September				Period Ended 31 December (audited)			
	2019	%	2018	%	2018	%	2017	%
<b>STATEMENT OF COMPREHENSIVE INCOME</b>								
<b>INCOME</b>								
Revenue from sale of real estate	2,373.7	96.2	3,019.2	97.4	3,936.1	97.5	4,958.1	98.0
Reversal of provision for litigation	-	-	-	-	-	-	11.5	0.2
Unrealised gains on fair value of investment properties	27.0	1.1	-	-	-	-	-	-
Other income	67.2	2.7	81.1	2.6	102.8	2.5	87.5	1.8
<b>Total income</b>	<b>2,467.9</b>	<b>100.0</b>	<b>3,100.3</b>	<b>100.0</b>	<b>4,038.9</b>	<b>100.0</b>	<b>5,057.1</b>	<b>100.0</b>
<b>EXPENSES</b>								
Cost of sale of real estate	1,500.9	60.8	1,895.0	61.1	2,474.8	61.3	3,301.6	65.3
Selling expenses	510.7	20.7	508.2	16.4	716.7	17.7	742.8	14.7
Administrative expenses	374.1	15.2	397.1	12.8	552.0	13.7	577.7	11.4
Unrealised losses on fair value of investment properties	-	-	-	-	2.3	0.1	32.5	0.7
Finance costs	229.5	9.3	174.6	5.6	226.9	5.6	259.9	5.1
<b>Total expenses</b>	<b>2,615.2</b>	<b>106.0</b>	<b>2,974.9</b>	<b>95.9</b>	<b>3,972.7</b>	<b>98.4</b>	<b>4,914.5</b>	<b>97.2</b>
Profit (loss) before income tax expense	(147.3)	(6.0)	125.4	4.1	66.2	1.6	142.6	2.8
Income tax expense	27.0	1.1	(38.6)	(1.3)	(35.4)	(0.8)	(44.9)	(0.9)
<b>PROFIT (LOSS) FOR THE YEAR</b>	<b>(120.3)</b>	<b>(4.9)</b>	<b>86.8</b>	<b>2.8</b>	<b>30.8</b>	<b>0.8</b>	<b>97.7</b>	<b>1.9</b>
Other comprehensive income - net of income tax	0.7	0.1	-	-	-	-	(22.7)	(0.5)
<b>TOTAL COMPREHENSIVE INCOME FOR THE YEAR</b>	<b>(119.6)</b>	<b>(4.8)</b>	<b>86.8</b>	<b>2.8</b>	<b>30.8</b>	<b>0.8</b>	<b>75.0</b>	<b>1.4</b>
<b>BASIC EARNINGS PER SHARE</b>								
Profit (loss) for the year (Baht per share)	(0.12)		0.09		0.03		0.10	

(Unit : MB)	Nine-month period ended				Period Ended 31 December			
	30 September				(audited)			
	2019	%	2018	%	2018	%	2017	%
<u>Cash flow statement items</u>								
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>								
Profit (loss) for the year	(120.3)	(27.1)	86.8	74.9	30.8	11.3	97.7	9.0
Adjustments to reconcile profit (loss)								
for the period to net cash								
Depreciation and amortization	41.2	9.3	48.9	42.2	66.0	24.2	68.4	6.3
Amortisation of premium on debentures	14.5	3.3	6.4	5.5	8.9	3.3	8.3	0.8
Bad debt	0.3	0.0	(0.3)	(0.2)	(0.1)	(0.1)	2.3	0.2
Allowance for decline in value of real estate								
projects under development (Reverse)	-	-	(9.8)	(8.5)	(12.5)	(4.6)	(6.2)	(0.6)
Provision for litigation (Reverse)	-	-	-	-	-	-	(11.5)	(1.1)
Loss (gain) on disposal of equipment	(5.3)	(1.2)	(0.3)	(0.2)	(0.8)	(0.3)	7.3	0.7
Loss of written off intangible asset	-	-	-	-	-	-	1.2	0.1
Loss of written off assets	-	-	-	-	5	1.8	4.3	0.4
Gain from written off construction retentions	(13.1)	(3.0)	(8.2)	(7.1)	(8.2)	(3.0)	(4.5)	(0.4)
Homecare warranty and housing estate juristic								
person expenses	6.5	1.5	4.3	3.6	6.8	2.5	22.6	2.1
Unrealised losses on fair value of investment								
properties	(27.0)	(6.1)	-	-	2.3	0.9	32.5	3.0
Employee benefit obligations	35.3	8.0	4.7	4.0	6.2	2.3	2.1	0.2
Income tax expense	(26.7)	(6.0)	38.6	33.3	35.4	13.0	44.9	4.1
Interest income	(3.7)	(0.8)	(1.8)	(1.5)	(2.7)	(1.0)	(5.2)	(0.5)
Finance cost	240.0	54.1	168.3	145.2	226.9	83.2	259.9	24.0
Profit (loss) from operations before changes in								
operating assets and liabilities	141.7	32.0	337.6	291.2	364.0	133.5	524.1	48.3
Trade and other receivables	(167.8)	(37.9)	(64.0)	(55.2)	33.2	12.2	(57.3)	(5.3)
Real estate projects under development	45.2	10.2	(188.1)	(162.3)	(441.8)	(162.0)	533.9	49.2
Deposits for land	5.7	1.3	(183.0)	(157.9)	10.7	3.9	(17.2)	(1.6)
Other current assets	-	-	-	-	(89.0)	(32.7)	(29.1)	(2.7)
Other non-current assets	18.2	4.1	7.8	6.7	5.5	2.0	0.4	0.0
Trade and other payables	155.2	35.0	(34.4)	(29.6)	90.9	33.3	80.2	7.4
Construction retentions	13.1	3.0	(12.1)	(10.4)	(3.8)	(1.4)	(27.1)	(2.5)
Unrecognised income on installments due	282.8	63.8	318.4	274.8	397.6	145.9	139.8	12.9
Other current liabilities	(3.3)	(0.7)	11.0	9.5	4.8	1.8	2.8	0.3
Utilities guarantee	0.5	0.1	(0.2)	(0.2)	(1.4)	(0.5)	(4.0)	(0.3)
Other non-current liabilities	(26.1)	(5.9)	(22.1)	(19.1)	(33.6)	(12.3)	21.5	2.0
Income tax paid	(22.0)	(5.0)	(55.0)	(47.5)	(64.5)	(23.7)	(83.7)	(7.7)
Net cash provided by (used in) operating activities	443.3	100.0	115.9	100.0	272.6	100.0	1,084.3	100.0

(Unit : MB)	Nine-month period ended				Period Ended 31 December			
	30 September				(audited)			
	2019	%	2018	%	2018	%	2017	%
<u>Cash flow statement items</u>								
CASH FLOWS FROM INVESTING ACTIVITIES								
(Increase) decrease in deposits at banks used as collateral	(73.4)	32.7	27.3	(42.9)	34.2	(28.6)	(1.7)	1.1
Purchase of investment properties	-	-	(0.0)	0.0	-	-	(0.2)	0.1
Purchase of equipment	(11.6)	5.2	(30.0)	47.1	(29.7)	24.9	(26.3)	16.7
Received from disposal of equipment	6.7	(3.0)	0.3	(0.4)	0.8	(0.7)	3.7	(2.4)
Interest income	3.7	(1.6)	1.7	(2.8)	2.7	(2.3)	5.2	(3.3)
Purchase of intangible assets	(0.3)	0.1	(2.7)	4.3	(2.8)	2.3	(2.1)	1.3
Leasehold rights	(149.6)	66.6	(60.4)	94.7	(124.5)	104.4	(136.4)	86.5
Net cash provided by (used in) investing activities	(224.5)	100.0	(63.8)	100.0	(119.3)	100.0	(157.8)	100.0
CASH FLOWS FROM FINANCING ACTIVITIES								
Finance costs paid	(455.1)	183.3	(400.7)	183.4	(553.9)	154.2	(594.7)	62.2
Dividend paid	-	-	(39.2)	17.9	(39.2)	10.9	(49.0)	5.1
Increase (decrease) in bank overdrafts and short-term loans from financial institutions	228.0	(91.8)	(48.5)	22.2	70.1	(19.5)	(1,198.8)	125.4
Proceeds from debentures	2,000.0	(805.6)	-	-	416.6	(116.0)	2,996.8	(313.4)
Proceed from long-term loans from financial institutions	1,056.5	(425.6)	1,797.9	(822.8)	3,040.7	(846.6)	2,723.0	(284.7)
Repayment of long-term loans from financial institutions	(1,321.0)	532.1	(1,514.4)	693.1	(2,241.5)	624.1	(1,785.5)	186.7
Proceed from long-term loans from other company	355.0	(143.0)	-	-	-	-	-	-
Repayment of debentures	(2,000.0)	805.6	-	-	(1,031.2)	287.1	(3,000.0)	313.7
Transaction cost from issue of debenture	(42.7)	17.2	-	-	(2.2)	0.6	(18.5)	1.9
Repayment of finance lease liabilities	(68.9)	27.8	(13.6)	6.2	(18.5)	5.2	(29.6)	3.1
Net cash provided by (used in) financing activities	(248.2)	100.0	(218.5)	100.0	(359.1)	100.0	(956.3)	100.0
Net increase (decrease) in cash and cash equivalents	(29.4)		(166.4)		(205.8)		(29.8)	
Cash and cash equivalents as at January 1,	85.9		291.7		291.7		321.5	
Cash and cash equivalents as at December 31,	56.5		125.3		85.9		291.7	

Analyze performance result and financial status

## STATEMENT OF FINANCIAL POSITION

### ASSET

As of 30 September 2019, the Company has total assets 14,890 million baht, an increase of 593 million baht compared to 31 December 2018 amounted to 14,297 million baht. Due to leasehold rights increased by 195 million baht, real estate projects under development increased by 172 million baht, trade and other receivables increased by 167 million baht and deposits at banks used as collateral increased by 73 million baht.

As of 31 December 2018, the Company has total assets 14,297 million baht, an increase of 787 million baht compared to the year 2017 amounted to 13,510 million baht. Due to real estate projects under development increased by 775 million baht. This was a result of purchasing land in Bang Na and Pattaya districts as well as the Company continuously develops low-rise projects in Sai Noi, Bang Na and Rangsit zones. Including, high-rise projects where are locate in Ratchadamri, Bang Na and Sukhumvit, are continuously developed to support ownership transfer in the future.

### LIABILITIES

As of 30 September 2019, the Company has total liabilities increased from the year 2018 by 713 million baht, mainly from additional borrowings during the period. This was a result of long-term loans from other companies increased by 355 million baht, bank overdrafts and short-term loans from financial institutions increased by 228 million baht. Including, unrecognised income on installments due increased by 359 million baht. While loans from financial institutions decreased by 264 million baht and debentures decreased by 28 million baht because of repayment of amortizing debentures and transaction cost from issue of debenture.

As of 31 December 2018, the Company has total liabilities increased from the year 2017 by 796 million baht, mainly from long-term loans from financial institutions increased by 799 million baht from additional borrowing during the period. And bank overdrafts and short-term loans from financial institutions which increased from investment in bill of exchange at the end of the year. Meanwhile, during the year 2018, the debentures were redeemed in the amount of 1,031 million baht and the debentures were issued during the year in the amount of 417 million baht, resulting in the decreasing of debentures from 2017.

### SHAREHOLDERS' EQUITY

As of 30 September 2019, the shareholders' equity of the Company was 3,212 million baht, a decrease of 120 million baht from year 2018 or 3.6 percent due to a decrease in total comprehensive income for the nine-month period of 2019 in the whole amount.



As of 31 December 2018, the shareholders' equity of the Company was 3,332 million baht, a slight decrease from 8 million baht in 2017 or 0.2 percent due to an increase in total comprehensive income for the year of 31 million baht and decrease in shareholders' equity due to dividend payment during the year 2018 of 39 million baht

## STATEMENT OF COMPREHENSIVE INCOME

### TOTAL INCOME

For nine-month period ended in 2019, the Company has total income 2,468 million baht, a decrease from the same period of the previous year, which had a total income 3,100 million baht. And in 2018, the Company has total income 4,039 million baht, a decrease from 5,057 million baht in 2017.

Revenue from sale of real estate is the main of the Company revenue which consist of land and house selling. The revenue will be recognized when received full payment under the sale and purchase agreement and the ownership has been transferred to the buyer. The revenue from house construction will be recognized in proportion of work completed.

Table of revenue from sale of real estate for the nine-month period ended in 2019 and 2018 and for the year 2018 and 2017 categorized by real estate type

Type	Revenue from sale of real estate							
	30 Sep 2019		30 Sep 2018		2018		2017	
	Unit	MB	Unit	MB	Unit	MB	Unit	MB
Condominium	109	306	236	738	315	980	637	1,569
Single Detached house	43	278	60	308	76	416	155	783
Townhouse / twin house	564	1,761	735	1,973	925	2,520	1,034	2,604
Land	2	29	-	-	1	20	1	2
<b>Total</b>	<b>718</b>	<b>2,374</b>	<b>1,031</b>	<b>3,019</b>	<b>1,317</b>	<b>3,936</b>	<b>1,827</b>	<b>4,958</b>
% Increase from prior year	(30%)	(21%)	(20%)	(16%)	(28%)	(21%)	1%	7%

### Condominium

For nine-month period ended in 2019, the Company has revenue from condominium at 306 million baht, which is decreased from the same period in 2018, which had revenue 738 million baht. Because most of the revenue is still from the same projects that continued selling from the previous year. The 3 main projects are A Space Me Sukhumbit77, A Space ID Asoke-Ratchada and A Space Me Rattanathibet, with revenue recognition in the nine-month period ended in 2019 at 145 million baht, 115 million baht and 41 million baht, respectively. In addition, the revenue from other projects is 5 million baht. At present, the Company has 3 projects under development which are

the the Chalerm Nimit Art de Maison project, A Space Mega project and A Space Maga 2 project, with a total project value of 7,118 million baht or 2,463 units.

For the year 2018, the Company has revenue from condominium 980 million baht, compared to 2017, which was 1,569 million baht. Because most of them are from the same projects that continued selling from the previous year. The 3 main projects are A Space ID Asoke-Ratchada, A Space Me Sukhumbit77 and A Space Me Rattanathibet, with revenue recognition in 2018 at 568 million baht, 277 million baht and 102 million baht respectively. In addition, the revenue from other projects is 33 million baht.

#### Single detached house

For nine-month period ended in 2019, the Company has revenue from single detached house at 278 million baht, a decrease from the nine-month period of 2018 which was 308 million baht. Due to the projects in Hathairat zone are almost sold out and there is no new project launched. Most of the revenue for the nine-month period ended still comes from the Areeya Como Wongwan-Ramintra that continued selling from the previous year. And other projects such as The Village Cottage Kanchanaphisek-Ratchapruet, Areeya Como Wongwan-Ratchapruet and Areeya Como Primo Bangna-Wongwan which are launched at the end of 2018 to replace the old project.

For the year 2017, the Company Company has revenue from single detached house at 416 million baht, which decreased from the year 2017 of 718 million baht. Because the Company launched 2 new projects at the end of 2018, therefore there is no transfer from them. Most of the revenue still comes from the completed project and ownership transferred sine previous year. For example, Areeya Como Wongwan-Ratchapruet, The Village Cottage Kanchanaphisek-Ratchapruet, The Colors Donmuang Songgrapha Phase 2 and Areeya Metro Kaset with total revenue of 257 million baht.

#### Townhouse / twin house

Townhouse is the main product of the Company by focusing on the customer with low and to medium-high income. As 30 September 2019, there are 34 projects in operation, total project value 15,805 million baht or 6,039 units. For the nine-month period of year 2019, the Company has revenue 1,761 million baht, a decrease from the nine-month period of 2018 which was 1,973 million baht or decreased by 212 million baht. As a result of, the launch of new project in Hathairat zone will be recognized in the 4<sup>th</sup> quarter of this year. And the delay of new projects launch in Ratchaphruet Kanchanaphisek zone. So, most of the revenue still comes from the projects that continued selling from the previous year. However, the main revenue from townhome/ twin house is from the Bangna project by the Bangna-Wongwan 2 and this project will be closed in 2019. The Village Bangna-Wongwan3 still has continuous income. And the company has launched new projects in 2019, such as The Colors Bangna-Wongwan 3 and The Colors Bangna-Wongwan 4.

As of 31 December 2018, there are 37 projects in operation, total project value 16,271 million baht or 6,398 units. There are 36 projects have started to transfer ownership, total project value 16,249 million baht. In 2018, the Company has revenue from townhouse at 2,520 million baht, a decrease from year 2017 which was 2,601 million baht. Due to, projects in Kaset-Nawamitr and Donmuang Songgrapha zones sold out in 2017 and no replacement project in that zones.

#### Cost of sales of real estate

The cost of sales of real estate for the nine-month period of the year 2019 is 1,501 million baht, a decrease from the same period of 2018 which is 1,895 million baht, representing decrease of 394 million baht or 21 percent. Decrease in the cost of sales of single detached houses and townhouses of 193 million baht and decrease in the cost of sales of condominiums of 223 million, but at the same time the cost of sales of land increased by 22 million baht. As well as, cost is declined in the proportion of revenue from real estate sales decline. Even though, the revenue from real estate sales decreased but the Company has efficiency cost management. As a result, the gross profit for the nine-month period for the year 2019 remained close to the same period in 2018 at 37 percent.

The cost of sales of real estate for the year 2018 is 2,475 million baht, a decrease from the year 2017 which is 3,302 million baht, representing decrease of 827 million baht or 25 percent. Decrease in the cost of sales of single detached houses and townhouses of 388 million baht and decrease in the cost of sales of condominiums of 439 million baht. The decrease in cost of sales is the same as the revenue from real estate sales which decreased this year. Gross profit margin of 2018 and 2017 is 37 percent and 33 percent respectively.

#### Gross Profit Margin

The Company's gross profit for the nine-month period ended in 2019 and 2018 is 87 million baht and 1,124 million baht, or 37% in both years. Even though, the revenue from real estate sales decreased but the Company has efficiency cost management. As a result, the gross profit for the nine-month period for the year 2019 remained close to the same period in 2018. Especially, single detached houses and townhouses the gross profit margin increased 4 percent from the previous 34 percent to 38 percent. The gross margin of condominiums decreased 6 percent from the previous 46 percent to 40 percent. Due to the high price competition and most of the income still comes from the same projects from previous years.

The Company's gross profit for the year 2018 and 2017 is 1,460 million baht and 1,656 million baht, or 37% and 33%, respectively. The increase in gross margin in 2018 was due to the company having more efficient cost of sales management. So, the Company able to increase the gross profit margin more than year 2017.

## Unrealised gains on fair value of investment properties

As of 30 September 2019, the Company has unrealised gains on fair value of investment properties in the amount of 27 million baht. The Company records investment properties at fair values assessed by independent appraisers. Using the Income Approach. The main assumptions used in the valuation are as follows Occupancy rate Rental increase rates, discount rates and return rates. In addition, there is income from rental and service fees for investment properties and other types of income for the company. According to the appraiser's report dated 25 July 2019

As at 31 December 2018, the Company had unrealised loss from the fair value of investment properties amounting to 2 million baht. The Company recorded investment properties at fair value estimated by an independent appraiser. Using the Income Approach. The main assumptions used in the valuation include Occupancy rate Rental rate increase, discount rate and return rate. In addition, there is income from rental and service fees for investment properties and other types of income of the company. According to the appraisal report dated 28 December 2018.

At 31 December 2017, the Company had unrealised loss in fair value on investment properties of 32.55 million baht. The Company presented investment properties in fair value which were appraised by the independent property valuers in the basis of income approach and the principal assumptions used in the appraisal are as follows: Rental rates, increasing rate of rental, discount rates and yields including with revenues from rental and services related to investment property and other types of income of the company as addressed in the appraisal report dated 17 January 2018.

## Selling Expenses

(Unit : MB)

	Nine-month period ended 2019	Nine-month period ended 2018	2018	2017
Selling expenses	422	393	567	551
Special business tax and transferred fee	89	115	150	192
Total	511	508	717	743

The main selling expensed of the Company and its subsidiaries consist of advertising expenses, marketing expenses, special business tax and transferred fee and other related selling expenses. For nine-month period ended of 2019, compared with nine-month period ended of 2018, the Company has slightly increased selling expenses by promotion increasing. The increase will attract customers to purchase and transfer ownership. Moreover, the Company has more efficiency controlled marketing and public relation expenses that caused the expenses in this section are slightly increased.

In the year 2018, when compared to the year 2017, special business tax and transferred fee are declined in the proportion of revenue from real estate sales decline. In addition, advertising expense decreased, especially in billboard expenses. While, the corporate branding expenses increase, that will be increased the company's revenue and profit in the future.

#### Administrative expenses

For nine-month period ended of 2019, the Company has administrative expenses amount of 374 million baht, a decrease of 23 million baht from the nine-month period ended of 2018. Due to the Company has more efficiency managed administrative expenses.

For 2018, the Company has administrative expenses amount of 552 million baht, a decrease of 26 million baht from 2017. Most of these were due to the decrease of home care expenses before delivery and project maintenance expenses. As a result, the Company focuses on the policy to control the construction and inventory management that help to reduce the expenses.

#### Finance Cost

For nine-month period ended of 2019, the Company has finance cost amount of 229 million baht. While nine-month period ended of 2018, the Company has finance cost amount of 175 million baht. The financial cost increased by 54 million baht or 31 percent, mainly due to interest from debentures and loan fees.

In 2018, the Company has finance cost amount of 227 million baht. While in 2017, the Company has finance cost amount of 260 million baht. The finance cost decreased by 33 million baht or 13 percent, mainly due to interest from bills of exchange. With an additional investment at the end of 2018 of 102 million baht, while in 2017 there was an investment in bills of exchange at the beginning of the year. So the overall, interest from bills of exchange increase. In addition, the reduction of bank fees and the outstanding amount of the debentures decreased from the year 2017 by Baht 608 million.

#### Net Profit

For nine-month ended period of 2019, the Company has net loss amount of (120) million baht, representing (4.9) percent of total revenue. While the nine-month ended period of 2018, the Company has net profit amount of 87 million baht, representing 2.8 percent of total revenue. Net profit decreased by 207 million baht, mainly due to revenue from real estate sales declined. Because of delayed in project development and most of the current projects that have been continuously sell for many years. In particular, the revenue from condominium decreased from A Space ID Asoke-Ratchada and revenue from townhouses which decreased from projects in Kanchanaphisek-Ratchaphruek (Sai Noi), Wongwan-Ratchaphruek (Bang Bua Thong) and Bangna zones. Because of most of the projects in these zones are under development and will support customer need in the future. Moreover, there is an

employee benefit expense that was recorded in the income statement, according to the Labor Protection Act on 5 April 2019. And there is the increased financial cost.

In 2018, the Company has net profit amount of 31 million baht, representing 0.8 percent of total revenue. While in 2017, the Company has net profit amount of 98 million baht, representing 2 percent of total revenue. Net profit decreased by 67 million baht, representing 68percent, mainly due to revenue from real estate sales declined but corporate branding expenses increased. The Company foresees in the long term effects revenue and profit growth in the future. However, the Company has more efficiently managed administrative expenses.

From the performance result mentioned above, the Company's profitability (Profitability Ratio) for the nine-month period ended of 2019, nine-month period ended of 2018, year 2018 and year 2017, the Company has gross profit margin as 37, 37, 37 and 33 percent, respectively. And the Company has net profit margin as (4.9), 2.8, 0.8 and 1.9 percent, respectively. The Company has a return on shareholders' equity as (5.3), 2.8, 0.9 and 2.9 percent for the nine-month period ended of 2019, nine-month period ended of 2018, year 2018 and year 2017, respectively.

#### Factors and influences that affect future operations

Real Estate Information Center, Government Housing Bank (GHB) predicts that real estate trends at the end of 2019 will be lowest in 5 years or since 2014 due to slow purchasing power according to economic conditions. The result of negative factor, trade war and loan-to-value (LTV) regulations of financial institutions, that effect to new projects launch. Revenue and ownership transferred decreased, especially in condominium market. In the last quarter of 2019 to 2020, real estate business operators have to hurry up and release the remaining stock, especially houses and condominiums that are completed stock and ready to transfer.

The trend of real estate sector is similar to that of 2014, with the absorption rate below 5-year average in all type residences. Condominiums have average about of 5.7%, while absorption rate in the first half of 2019 is at 4.8%. Townhouses have average absorption rate at 3.8% and in the first half of 2018 is at 2.9%. Single detached houses have average absorption rate at 3.0% in the first half of 2018 is at 2.6%. And twin houses average absorption rate at 3.4% and in the first half of 2018 is reduced to 2.6%. If the absorption rate is stable until the end of 2019, the remaining stock will be increased and the ownership transferred rate will be negative more than 10%. That will continuously effect until 2020 by another 5-7%.

From the approval of tax reduction measures for stimulating purchasing power of housing, by reducing the transfer fee from 2% to 0.01% of the appraised value and reducing mortgage registration fees from 1% to 0.01% of the appraised value. In buying and selling housing case, the price is not more than 3 million baht per unit. Including, encouraging credit approval with the Government Housing Bank (GHB) supports special interest rates loans. This measure may help to boost the revenue in the last quarter of 2019 to increase by 20-30%. The stock crisis may be resolved and ownership transferred rate is reduced to negative 5-7% and in 2020, likely to be positive.

For the 4th quarter of the year 2019 and trend in 2020 of condominiums sector, there are many factors affecting such as household debt problem that lead to the loan rejection. While, foreign investment slowed down, loan-to-value (LTV) regulations and delayed request for in Environmental Impact Assessment (EIA) permission. Including, announcement of new land and building taxes which came into effect on January 1, 2020 and stimulating purchasing power of housing. These will be a turning point that causes market to slow down or recover through the reduction of transfer fee and mortgage measures. In the past, the government regulations have been help to support growth of real estate purchasing.

(Source: Bangkokbiznews)

The Company is aware of risk management, therefore the Company has the goal to manage company's risk to in specific scope. From the nature of company's business, the risk factors that may occur and effect to company's operation in the future as following;

#### Risk factors

##### 1. Risk from changing in related policies, regulations and laws

The impact of the Bank of Thailand mortgage control measures, effective April 1, is a factor that has a big impact on the property development industry. The Company has adapted and communicated with customers to prepare since the end of 2017.

The impact of land expropriation for the country's infrastructure development, the government sector does not have a clear expropriation zone affecting the project plan. However, the Company has provided the line from expropriation that to prevent affecting to the customer in the future. The Company expects that the expropriation zone will be clear within 2019.

##### 2. Risk from land selection for development

Since in the prior year, the land price has significantly increased due to the development of the mass transit network and roads. Land in various locations where locate in community area, the land price has a sharp rise. Therefore, the real estate development company to have higher costs and the market price will increase too. It may not be suitable for general customers' purchasing. The Company has a marketing research team, to acquire the highest value land.

##### 3. Production risk

###### 3.1 Fluctuation of construction materials prices and wages

Fluctuations in the construction materials prices are external demand that the Company cannot control. Such as fluctuations of crude oil price in the world market affecting to the main construction materials. The price may change an increase or decrease as announced by the government. The volatility risk may affect to cost management and profitability of the company. The Company manages the risk by studying and analyzing material and construction cost trends resulting from the changing price of fuel and closely following news about the situation of

crude oil prices in the world market. The prices of main construction materials have been fixed in advance with all major suppliers. The contractor can purchase the materials in negotiated prices which help to reduce the price volatility of construction materials and crude oil in a while. It can be used to control the cost construction and prevent the materials price increase from existing supplier. The Company has set up team for tracking materials price and procuring replacement materials from new supplier. It's able to set up a construction contract and at competitive prices in the market. In addition, the Company has established a research and development team, to study about technology and new innovations. It can reduce construction costs and make the construction work more efficient. Such as, Aluminium Formwork System, Precast Element, Bathroom Pods, Solar cell System, Design Improvement and so on. In addition, the resulting in the construction of 2-3-story townhome houses able to be completed throughout the project within 8-12 months. The Company can control the risk of fluctuations in material prices and the shortage of materials. For large condominium projects, which required 2-3 years to be constructed, the Company has calculated the fluctuation and included in the construction cost according to the situation already occurred. And after a period of development of the construction the Company has used the past experience to improve the sections that have a great impact on the cost and make the construction cost to be more clear.

As for the minimum wage that is adjusted every year, such as 1 Jan 2017, the minimum wage changed from 300 baht per day to 310 baht per day. 1 April 2018, the minimum wage changed to 325 baht per day and it is expected that the minimum wage adjustment for the year 2019. At present, the wage subcommittee of each province has summarized result submitted to the academic sub-committee and scrutinized and is under carefully consideration process. The increase may not be much at an average of 2-10 baht, which the risk in this matter does not affect to the employment.

### 3.2 Sub-contractor qualification and profile

The Company has used the services of medium to high level subcontractors for several years which provide good quality of work and also have good finance. The Company has reduced these risks by building their owned construction with experienced management team and creating more confident and trust for construction projects. In each projects, the Company controls the sub-contractors and identifies specifically the project costs for wages and construction materials including of standard work quality and construction period to meet the project requirements and budgets.

In addition, the Company has started to develop personnel to use the BIM (Building Information Modeling) system, a new technology developed for the construction industry that can cover all construction work, starting from building design, material quantity (BOQ: Bill of quantity), Shop drawing is a form that is written for real work throughout the construction planning.

### 3.3 Quality and standard of construction work

This is an important topic which the company has been always focused. The Company has set up a team to develop and study the construction system including monitoring past construction, which parts have to be developed for achieving the Company's goals. At present, the Company has provided training to develop knowledge, ability for



employees, contractors and workers in order to understand the correct work procedures even if it is a routine work. The Company is strict in terms of quality standard of construction, time and cost shall be in accordance with the plan. The Company has launched many new projects, which requires the management of the number of workers, the number of contractors. Including improvement and defining the working model to be clearer and more efficient. Therefore, a team called "Troop team" has been established and has changed the working model by grouping work to reduce operation and reduce the number of employment contracts. The team must prepare a summary and monitor the progress of each in order to know the work trends that can be achieved as planned or faster / slower than the plan. This will make it easier to manage and evaluate the performance of the team and also allocating workers by adjusting workers to work on their own to reduce mistakes in work. The Company uses ISO program as a tool to develop their business operations. Additionally, the Company set up a QC team that is responsible for examination the quality and quantity of construction to be in accordance with the design and construction Company's standards. This team helps to create and deliver the efficient and effective work operations. However, there are still many external factors having an impact on the construction and project developments such as labor shortage, increase of rate of minimum wages and construction material costs, etc. The Company uses a strategy in many dimensions to reduce impact problems such as adjusting strategies to "Build a house before selling", the Company is able to plan continuously.

#### 3.4 Human resources and management

Based on vision of board and management of the Company, in human resource management function, there is providing the opportunities and chances for employees to demonstrate their competency. It is the main idea to let the employees know their value and strive to bring knowledge to develop organization for stable and sustainable growth. It is also raise awareness and responsibility to all stakeholders and build the spirit of ownership (Entrepreneur spirit).

The Company has proactive recruitment plans in accordance with educational institutions and finding the new graduates who are matching the job and have a quality. The Company finds the new generations who are enthusiastic and talented and who have new visions and ideas. They are the people who ready to develop themselves and grow with the Company. They will get the training both in theory and practical to enchant their knowledge and experience. Moreover, the Company takes care of employees in terms of food and accommodation.

At the present, the Company uses the Microsoft Dynamics AX (ERP) system for managing data and all of them are online system. This makes the searching information is easier, more convenient, more accurate, faster, paper used reduction that will decrease company's expenses. And it can reduce problem of document storage or document lost in case of employee resignation.

#### 3.5 Labor shortage in the construction industry

The Company has been operating for a long period of time, causing the team collect some labor and contractors. At present, the Company has enough contractors to support the opening of various projects which is in the form of contracting. And the Company has received cooperation from suppliers of various products to install

various materials that manufacturers sell such as, contracting with a thatched roof, steel work with installation, precast work with installation etc. This builds the Company's production capacity to strong. But in fact, economic is both rising and falling, we still remain very cautious of dealing with unfavorable situations that may occur to our business. Strategies are minimum wages to be in accordance with the law, adjust the contract price to suit the market rate and set contractors ranking in order to be able to adjust the employment rate for skilled contractors who are trusted after working together for a while. And importantly, the Company needs to use more semi-finished construction system, including structural, flooring, roofing and plastering. This can ensure an effective solution for labor shortage. However, we have also determined to increase the number of our labor forces, suppliers, and contractors aiming to hinder all possible impacts that may wreck the company's business operations.

Another important factor is a group of entrepreneurs who adjust themselves by diversifying their investment. Especially, condominium development groups, they turned to invest in low-rise projects that will have to face construction problems. When they build high-rise building, there is a large contractor to build without quality problems. But when doing horizontal, there is sub-contractors that difficult to control the quality, labor shortage, construction work not in time or there is no quality. Therefore, there may be a high competition in attracting quality sub-contractors.

### 3.6 Safety in life and property

The risk of safety in life and property and the quality development of workers life have a significant impact on the quantity and quality of the construction project and the reputation of the Company. To reduce these risks and develop the risk points to be strengths as follows;

- Provide child care for workers and expand the non-formal education to suit the children of workers.
- Improve the workers' accommodation in various areas by raising awareness among construction workers to maintain cleanliness of the accommodation and the environment.
- Educate workers about safety at work and provide training by experts that are certified for safety training and encouraging business owners to prepare all the equipment.
- Provide public health knowledge to workers and provide a special public health services for them. There is health check before work by doctor who has licensed for occupational medicine or got training in occupational medicine or has the qualifications as prescribed by the Director-General in accordance with the Ministerial Regulations. This will help to provide workers that appropriate for the job and avoid the risk of health and safety hazards.
- Educate workers about safety at work and provide training by experts that are certified for safety training and encouraging business owners to prepare all the equipment.
- Periodic health examinations for workers at least once a year. In order to early detection of diseases And timely treatment to reduce health and safety risks

#### 4. Risks of purchasing land for project development in the city center

Most of company's projects are located in Bangkok Metropolitan Region and near public transportation system in order to facilitate the customers who will come to live in each project. Land in community center area, is the land that the various companies want to develop projects but the land in that area is limited. For prevent this risk, the Company has long-term plans by procured land in quantities that can support the future construction project plans. In addition, the company has another area where the research and marketing research teams have analyzed that it is likely to expand as a center of business and community development such as Chaeng Wattana, Kaset-Nawamin, Bang Na - Trat, Songprapa, Rangsit, Kanchanaphisek-Ratchaphruek etc. However, the Company has considered the risk of land procurement for the future project development. In the past year, the land price has significantly increased due to the public transportation development in various locations. Especially, the area near community the price has increased which cause the real estate development companies to have higher costs and market price will also increase. Therefore, it may not be suitable for the purchasing power of customer; the Company has a market research team to continually obtain the most valuable land.

#### 5. Risk concerning construction costs of condominiums

Presale condominiums before the construction start, has a risk of controlling construction costs. Because the Company sets the selling price before the construction starts. There may be a risk that the gross profit margin will decrease if the construction cost is fluctuated. Therefore, the Company reduces this risk by entering into a comprehensive contract with the contractor and negotiating the purchase of important materials in advance. In addition, pre-sales of condominiums before the start of construction help to reduce marketing risks and increase flexibility in product modification and develops to suit changing circumstances. It also allows the Company to use the money that received installments from customers as working capital. With more than 10 years of project development, the opening of new projects there is product development by placing concepts from construction methods which makes the Company can calculate accurate cost. However, the Company started to launch condominium projects from 2006 until the present under the name "A Space". There are 11 projects, more than 10,000 units, which confirm the professional entrepreneurship in Condominium market.

#### 6. Risk from operating under control of major shareholder group

The Company's major shareholders were the Laohapoonrungsee family and Porncharoenchaisilp family will hold shares 55.03 percent and 10.77 percent, respectively. If in the future these two groups of major shareholders are formed, they will be able to control the votes of more than half of the shareholders' meeting. Whether the appointment of directors or to seek a resolution in which the majority of the shareholders. Unless a special resolution requiring the voice of the shareholders' meeting for more than three in four, so the other shareholders may not be able to collect votes for checking or cluttering the matter proposed by the major shareholder. However, the Company has complied with the best practices for directors of listed companies by striving to conduct business according to principles of good governance (Good Corporate Governance) ethical practice. A transparent information disclosure with the approval of the transaction the person who may have a conflict of interest cannot approve the transaction

with its own. The Committee will consider the comments before making such a report for submission to the Board of Directors and / or shareholders for consideration and approval.

## 7. Financial Risk

As of 30 September 2019, the Company had bank overdraft and short-term loans of 645.2 million baht, including bank overdrafts of 12.3 million baht, promissory notes of 515 million baht and bills of exchange of 117.9 million baht. The Company has long-term loans of 2,178.0 million baht from financial institutions to invest in condominium, townhouse and single detached house and debentures of 6,368.1 million baht. However, the Company has bank debt to equity ratio as stipulated in the terms and conditions, increased from 2.69 times in 2018 to 2.86 times as of 30 September 2019. At the same time, the total debt to equity ratio has increased from 3.29 times as of 31 December 2018 to 3.64 times as of 30 September 2019. Therefore the company has increased financial risk when compared to the previous year.

If considering the company's profitability ratio, the Company has a profit (loss) margin of (4.88) percent, decreasing from last year at a profit margin of 0.76 percent. Mainly due to the decrease in revenue from real estate sales, single detached houses, townhouses and condominiums, from delayed project development. In addition, most of the selling projects that are continued selling from the previous year. In particular, the revenue of condominiums decreased from the A Space ID Asoke Asoke, including revenue from townhouses which decreased from the projects in Kanchanaphisek-Ratchaphruek (Sai Noi), Wongwan-Ratchaphruek (Bang Bua Thong) and the Bangna zones. The projects in these zones are under development to support the needs of customers and they are continuously popular. It is also a result of the increase in employee benefit expenses that recorded in the income statement. According to the Labor Protection Act on April 5, 2019 and increasing financial costs. However, in 2020, the company will recognize an additional revenue of a new condominium project called Chalermnit Art De Maison Project. At present, the amount of 927 million baht is awaiting recognition.

Based on net loss, shareholders' equity as of 30 September 2019 decreased by 119.7 million baht or 3.6 percent compared to the year 2018. The Company has a greater financial risk when compared to the previous year. The Company reduces the risk of accessing funding sources and able to control its financial costs to a lower level by accessing funding sources in various forms. Whether, it is a long-term loan from a financial institution, bills of exchange including the issuance of unsubordinated / subordinated and unsecured / guaranteed debentures. The issuance of the debentures has received good response from the market, including the issuance of subordinated debentures on December 18, 2019, giving the company an option for raising funds that are appropriate and very effective for future project development. Even more, the Company is able to manage the financial ratios so as not to violate financial conditions as stipulated in the rights terms. In addition, the Company has an undrawn loan amount of Baht 2,242 million as of January 2, 2020.

#### 8. Risk of interest rate fluctuation

Due to the Company has to borrow money from domestic financial institutions, to use in finance project development and operation. Therefore, the interest rate in the money market has a significant impact on the financial cost of the Company. Although the company's loans are charged at floating rates, but the interest rate of the loan is at the minimum loan rate (MLR) or lower. For this reason, the Company has taken measures to reduce the risk of fluctuating interest rates by issuing long-term bonds with fixed interest rates. To repay some existing loans that are floating interest rates and have higher interest costs including the issuance of bills of exchange with low interest rates. To be able to control the company's interest rate to a reasonable level.

For the risk that may affect the purchase of housing, the impact of the home loan is a long-term. The interest rate fluctuations affect the monthly installments and consumers have already paid down. In addition, the Company is able to offer special deals on interest rates to commercial banks, as well as multi-level pricing, which focuses on the true purchasing power of real estate residents. It is also a part that reduces the impact of interest rate fluctuations on buyers.

#### 9. Risk form the Company has irregular revenue and declining of performance result

The Company's performance has significantly dropped since 2016 because the company has irregular revenue. The main reason is revenue recognition is not as planned after launched the project especially in high-rise project. Some projects constructed 100% completed and the sale period is quite delay. In some low-rise projects have been sold more than 2 years, so the company's revenue is rather uneven. As of 30 September 2019, the Company has 56 projects divided into low-rise projects amount of 29,772 million baht and high-rise projects amount of 13,950 million baht, accounting for 68.09% and 36.90% respectively.

The company's operating results from 2017 - 2018 have total revenue of 5,057.10 million baht and 4,038.90 million baht respectively. And the nine-month period ended 30 September 2019 equals 2,467.94 million baht. The Company has a net profit from 2017 - 2018 equal to 97.70 million baht, 30.8 million baht respectively. For the nine months period, the Company has a net loss of 120.34 million baht.

As of 30 September 2019, the Company has low-rise projects awaiting revenue recognition worth 384 million baht and high-rise projects awaiting revenue recognition worth 5,637 million baht. For high rise projects, revenue will be gradually recognized from the first quarter of 2020 onwards, consisting of the Chalerm Nimit Art de Maison project, which has 75% of construction progress, and the A-Space Mega 1 and A-Space Mega 2 projects have 20% of construction progress and have not started yet, respectively. Both projects are expected to be completed with ownership transfer to the customers and revenue can be recognized from 2021 – 2022.

The Company is aware of the company's performance which has decreased and uneven. The Company has tried to increase revenue during the period of the project that takes a lot of development time, such as high-rise projects (Condominium) under construction. The Company accelerates selling completed projects and remaining stocks by arranging sale promotions and increasing more public relations channels.

## 10. Risk of cancellation and credit rejection

Unit : million baht

Product	Sold amount 9 months	Transferred amount 9 months	Sold amount and awaiting transferred	% Cancellation
Condominium	1,398	277	908	15%
Single detached house	552	236	-	57%
Townhouse / twin house	3,495	1,503	40	56%
Land	39	29	10	0%
Total	5,484	2,045	957	45%

The most the Company's cancellation and credit rejection rates come from low-rise projects. For the nine-month period ended, 30 September 2019, the Company has revenue from sales and purchases contract combined with recognized revenue in horizontal project amount of 4,086 million baht. The Company has recognized the revenue from the ownership transfer at just 1,768 million baht and has been sold and waiting to transferred in the amount of 50 million baht. In the low-rise projects, the cancellation and credit rejection rate is at 56 percent of the nine-month sold amount. While in the high-rise projects, cancellation and credit rejection rate is at 15 percent of the nine-month sold amount.

Due to the high rate of cancellation and credit rejection (The average rate of the Company is 45 percent as of 30 September 2019). Mainly from the high household debt of customer, the income is not enough for paying installment. While housing lending regulations of financial institutions are more stringent than before. Including the announcement of the Bank of Thailand's mortgage control measures announced on 1 April 2019, causing customers to delay the purchase and the decision to transfer the ownership of housing. This high rate of cancellation and credit rejection facilities has a profound effect on the company's revenue recognition.

However, the Company is aware of the cancellation rate and the refusal of loan, which makes sales not as expected. Therefore, the Company has increased measures for screening customers' quality before entering into a sale and purchase agreement in order to meet the qualifications set by commercial banks.

## 11. Risk from the Company relying on funding from debt financing

As of 30 September 2019, the Company has outstanding debt of 6,382.2 million baht, accounting for 66.71 percent of the total interest bearing debt of 9,562.66 million baht. In the past, the Company used issuance of debentures as working capital and support investment in the company's business, such as high-rise projects the Company relies on funding sources through debt securities. In 2020, the Company has debentures maturity amount to 3,154.5 million baht such as, A201A debentures, A204A debentures and A200A debentures. The Company plans to issue new debentures to replace the two existing matured debentures due to A201A and A204A. The Company is in the process of selling some assets for repayment reserving of some debentures. If the debentures cannot be sold in the amount of 2,000 million baht, there is a risk of sale of property and debentures are not in accordance with the

plan. The Company may have a risk of default in the A201A debentures and A204A debentures and will effect to other outstanding to cross default too.

For A200A debentures, the Company plans to issue new debentures to replace some of the existing debentures. And use cash flows from projects transferred in 2020, such as the Chalermnit Art De Maison Project to repay some of the money.

If there is fluctuation in the bond market and the Company is unable to sell new debentures in order to pay for the original debentures due (Rollover), it may affect bondholders of all generations to receive the principal and interest. However, the Company plans to reduce dependence on funding from debt securities financing, by accelerating the sale of projects that are the Company's inventories and seeking partners to increase capital to enhance the company's liquidity.

#### 12. Risk of maintaining the Company's liquidity

As of 30 September 2019, the Company has total current liabilities of 5,776.20 million baht, mainly consisting of Bank overdrafts and short-term loans of 645.16 million baht, debentures due within one year of 2,185.72 million baht, long-term loans from financial institutions due within one year of 1,076.88 million baht. The Company has current assets total of 12,421.70 million baht, resulting in the Company's current ratio of 2.15 times. However, the Company's current assets are real estate projects under development were 11,663.68 million baht, with an average product selling period of 2,089.80 days. It is a very high level of average selling product period. Because the Company has completed construction projects that are not yet sold out and under construction awaiting transfer a total of 54 projects, value at 11,965 million baht. From the total are 56 projects, project value is 40,896 million baht.

However, the Company is aware of this problem and has a plan to sell some assets and the Company's inventories to increase the Company's liquidity. If the Company is unable to follow the plan, it will affect the Company's liquidity. The Company may be at risk of default payment if unable to manage liquidity or source of debt repayment.

#### 13. Risk from adjustment of Company's credit rating

Due to the Company performance during the 9 months of the year 2019 decreased, TRIS Rating Co., Ltd. has revised the rating from "BB" with "stable" to "BB" with "negative" trend. The Company has a risk that the Company's credit rating may be adjusted down. The Company's credit rating report as of 30 December 2019 has specified as follows;

##### Trend of credit rating

The "Negative" outlook reflects TRIS Rating's concerns about high levels of debt. As well as liquidity and profitability are weaker than expected. The Company may face a lack of liquidity in the next 6-12 months. If there are continued losses and plans to sell assets later than expect and unable to find secure funds as expect, the Company's rating may be revised down to several levels.

#### Factors that may cause credit ratings to change

The credit rating can be lowered if the Company fails to show a concrete repayment plan. If the Company's performance is lower than before and /or capital structure is declining more than expected until the Company cannot comply with financial conditions. It will also have a negative impact on the credit rating. On the contrary, upgrading the rating still has short-term restrictions based on the Company's current financial status. However, credit rating and/ or trend of credit rating may be revised up if the capital structure is improved from the increased capital base. The financial debt to equity ratio has decreased, can remain below 70%, and concerns about financial liquidity have been clearly resolved.

(Source: TRIS Rating: 30 December 2019)

#### 14. Risk of canceling the debenture offering according to the underwriting conditions

The debenture issuer and the debenture underwriter agreed to proceed with the sale of the debenture, which is a best effort under the terms and conditions of distribution as detailed below.

Before or within 12.00 pm. of the closing date of the debenture offering, the bond issuer must show and / or deliver any credible and satisfactory documents to all the debenture underwriters. They should be convinced that the bond issuer will be able to procure offering of Debenture No. 1/2020 (the difference between Debt (1) and (2) deducted by the total value of Debenture No. 1/2020 that has been fully subscribed) to repay the matured debt (1) A201A maturing on January 31, 2563, worth 654.5 million baht and (2) A204A maturing on April 5, 2563 1,500,000,000 baht worth of total value 2,154,500,000 baht.

If the debenture issuer is unable to provide satisfactory documentation to the underwriter, we reserve the right to cancel the debenture offering no. 1/2020 in full. However, if the debenture offering is canceled this time the debenture underwriter will refund the subscription fee according to the rules. Method of refunding the debenture subscription payment in the event that the issuer suspends or canceling the debenture offering or unable to deliver the offered debentures as stipulated in Clause 3.12 of Part 4 Information about the debenture offering.

#### 15. The risk of the Company having to maintain the ratio of net debt to shareholders' equity to be in accordance with the criteria specified in the terms and conditions

For the nine-month period ended, 30 September 2019, the Company has a net debt to equity ratio 2.86 times, an increase from 2.69 times in 2018. Mainly due to issuance debentures increased by 154.5 million baht, loans from other companies increased by 355.0 million baht and long-term loans from financial institutions increased by 710.24 million baht. While shareholders' equity decreased by 119.66 million baht to 3,212.4 million baht because the Company has loss performance.

The issuance of the debenture, which is offered no more than 2,000 million baht, the objective is to use to repay the debentures due on 31 January 2020 (series A201A bonds) in the amount of 654.5 million baht. And the part of the remaining amount of 1,345.5 million baht will be used to repay the debentures due on 5 April 2020 (debentures A204A series), with such debentures maturing in the amount of 1,500 million baht. The rest will be used cash flow



from operations and / or credit facilities of commercial banks and / or from the sale of assets in order to repay certain debentures

However, the Company has a duty in accordance with the terms and conditions of the right to maintain the net debt to equity not exceeding 3:1 at the end of the quarterly or the end of the fiscal year. In accordance with the criteria specified in the terms and conditions of the rights for every series of debentures, since the nine-month period ended 30 September 2019, the ratio was close to the stipulated rights, which is 3 times. The company issues the perpetual debentures worth 300 million baht to the management of the Company to prevent the risk of unable to comply with the financial conditions within the year 2019.

In the case that the Company cannot maintain its net debt to equity ratio in accordance with criteria regarding the terms and conditions of debenture issuers and debenture holders, it may cause the Company to binding the event of default according the terms of debentures and may cause all debentures to be immediately due from redemption.

The Company has prepared measures to maintain liquidity and net debt to equity ratio and ensure the appropriate level of capital structure as follows: 1) capital increase plan, 2) partial repayment for debt from financial institutions, 3) partial redemption plan for short-term debentures, and 4) acceleration of the sale and transfer of completed projects, both low-rise and high-rise, by launching promotional campaigns and advertisements in order to attract more target customers, and 5) sale plan for the Company's land stock.

#### Attendance and Voting in the Board of Directors Meetings of the Directors with Conflict of Interest

The Board of Directors Meeting No. 9/2019 on 17 December 2019 regarding the issuance and offering of the perpetual debentures and the Board of Directors Meeting No. 10/2019 on 24 December 2019 regarding the rectification for connected transaction on receiving financial assistance were held to pass the resolution by not less than three-fourths of the total votes of shareholders attending the meeting and having the right to vote, excluding the votes of shareholders who have conflict of interest. Two directors who have conflict of interest are listed below.

Connected Persons	Position	Relationship	Number of Shares <sup>1</sup>
Mr. Wisit Laohapoonrungsee	Chairman, Chief Executive Officer, Acting Senior Vice President of Accounting and Finance	Director and the largest shareholder of the Company	32.74 % (320,897,000 shares)
Mr. Viwat Laohapoonrungsee	Director	Director and the 3 <sup>rd</sup> largest shareholder of the Company	13.47 % (132,031,096 shares)

1/ Based on the book of shareholders' registration as at 10 January 2020, the Company has a total of 980,000,000 paid-up shares.

### List of Shareholders without Voting Rights

As of 10 January 2020 (Record Date), the top 10 shareholders who are entitled to attend the Extraordinary General Meeting of Shareholders No. 1/2020 are listed below.

No.	Major Shareholders	Number of Shares	Percentage	Voting Rights
1.	Mr. Wisit Laohapoonrungsee	320,897,000	32.74	Have no rights to cast their votes in this meeting regarding the rectification of receiving financial assistance
2.	Mrs. Patcharee Porncharoenchaisilp <sup>2</sup>	191,859,100	19.58	
3.	Mr. Viwat Laohapoonrungsee	132,031,096	13.47	
4.	PROGRESSIVE OPULENT HOLDING (SINGAPORE) PTE. LTD. <sup>1</sup>	60,000,000	6.12	
5.	Ms. Kanlaya Srisamer	48,878,900	4.99	
6.	Ms. Thitiporn Assawaraksawong	48,848,400	4.98	
7.	Mrs. Patcharanun Pinyochaianun	46,352,000	4.73	
8.	Mr. Thakorn Nitipanyawut	27,450,000	2.80	
9.	Mr. Amnard Chantanupong	21,179,000	2.16	
10.	Mr. Veerasak Kunplin	20,000,000	2.04	
Total		917,495,496	93.62	

Remark:

1/ Mr. Wisit Laohapoonrungsee holds 100% of the shares in Progressive Opulent Holding (Singapore) Pte. Ltd., which holds 6.12% of the total issued and paid-up shares of the Company (60,000,000 shares). The said company is considered a person under Section 258.

2/ Mr. Viwat Laohapoonrungsee has a common law wife, Mrs. Patcharee Porncharoenchaisilp who is the major shareholder holding 19.58% of the total issued and paid-up shares of the Company (191,859,100 shares), and also has an underage daughter, Ms. Pattanun Laohapoonrungsee who does not hold shares in the Company. They are considered the persons under Section 258.

Mr. Wisit and Mr. Viwat, who are the major shareholders of the Company holding 32.47% and 13.47% of the total shares respectively, are connected persons in this transaction and have no right to vote on this agenda. In addition, Mr. Wisit also holds 100% of the shares in a foreign company named Progressive Opulent Holding (Singapore) Pte. Ltd., which holds 6.12% of the total issued and paid-up shares of the Company (60,000,000 shares). The said company is considered a person under Section 258. Mr. Viwat has a common law wife, Mrs. Patcharee Porncharoenchaisilp who is the major shareholder holding 19.58% of the total issued and paid-up shares of the Company (191,859,100 shares). She is also considered a person under Section 258. According to the notification of the Capital Market Supervisory Board No. Tor Chor 21/2551 regarding Rules on Related Parties Transactions, Mr. Wisit, Mr. Viwat, Progressive Opulent Holding (Singapore) Pte. Ltd., and Mrs. Patcharee Porncharoenchaisilp have no right to vote on the rectification of receiving financial assistance in the Extraordinary General Meeting of Shareholder No. 1/2020.

Report of the Independent Financial Advisor's opinion on the connected transaction

หนังสือมอบฉันทะแบบ ข.  
Proxy (Form B.)เลขทะเบียนผู้ถือหุ้น  
Shareholder's Registration No.เขียนที่ \_\_\_\_\_  
Written atวันที่ \_\_\_\_\_ เดือน \_\_\_\_\_ พ.ศ. \_\_\_\_\_  
Date Month Year(1) ข้าพเจ้า \_\_\_\_\_ สัญชาติ \_\_\_\_\_  
I/We \_\_\_\_\_ Nationality  
อยู่บ้านเลขที่ \_\_\_\_\_  
Address(2) เป็นผู้ถือหุ้นของ บริษัท อารีญา พรอพเพอร์ตี้ จำกัด (มหาชน) ("บริษัท")  
being a shareholder of Areeya Property Public Company Limited ("The Company")

- โดยถือหุ้นจำนวนทั้งสิ้นรวม \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง ดังนี้  
holding the total amount of \_\_\_\_\_ shares and are entitled to vote equal to \_\_\_\_\_ votes as follows :
- หุ้นสามัญ \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
ordinary share \_\_\_\_\_ shares and are entitled to vote equal to \_\_\_\_\_ votes
- หุ้นบริวารสิทธิ \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
preference share \_\_\_\_\_ shares and are entitled to vote equal to \_\_\_\_\_ votes

(3) ขอมอบฉันทะให้  
Hereby appoint

1 ชื่อ นายวันชัย ตันติกุล อายุ 70 ปี อยู่บ้านเลขที่ 11/12  
Name Mr. Wanchai Tantikul, Independent Director age 70 years residing at 11/12

ถนน ตำบล/แขวง บางหว้า อำเภอ/เขต ภาษีเจริญ  
Road Sub District/Kweang Bangwa District/Khet Phasijaroen

จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10160 หรือ  
Province Bangkok Postal Code 10160 or

2 ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
Name \_\_\_\_\_ age \_\_\_\_\_ years residing at \_\_\_\_\_

ถนน ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_  
Road Sub District/Kweang \_\_\_\_\_ District/Khet \_\_\_\_\_

จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_ หรือ  
Province \_\_\_\_\_ Postal Code \_\_\_\_\_ or

3 ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
Name \_\_\_\_\_ age \_\_\_\_\_ years residing at \_\_\_\_\_

ถนน ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_  
Road Sub District/Kweang \_\_\_\_\_ District/Khet \_\_\_\_\_

จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
Province \_\_\_\_\_ Postal Code \_\_\_\_\_

คนใดคนหนึ่งเพียงคนเดียว เป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1/2563 ในวันอังคารที่ 25 กุมภาพันธ์ 2563 เวลา 10.30 น. ณ ห้องคริสตัล บอลรูม 3&4 ชั้น 2 คริสตัล ดีไซน์ เซ็นเตอร์ เลขที่ 1420/1 ถนนประดิษฐานธรรม แขวงลาดพร้าว เขตบางกะปิ กรุงเทพมหานคร 10240 หรือที่จะพึงเลื่อนไปในวันเวลา และสถานที่อื่นด้วย

Only one of them shall act as my/our proxy to attend and vote on my/our behalf at the Extraordinary General Meeting of the shareholders no.1/2020 on Tuesday, February 25, 2020 at 10.30 a.m. at Crystal Ballroom 3&4, 2<sup>nd</sup> floor, Crystal Design Center, 1420/1 Praditmanutham Road, Ladprao, Bangkok, Bangkok 10240 or at any adjustment thereof.

ผู้ที่มาประชุมด้วยตัวเอง โปรดนำหนังสือฉบับนี้มาแสดงต่อพนักงานลงทะเบียนในวันประชุมด้วย  
Please bring this Proxy Form to show at the meeting even for shareholders who attend the meeting in person.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I authorize my Proxy to cast the votes according to my intentions as follows :

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The Proxy is entitled to cast the votes on my behalf at its own discretion
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The Proxy must cast the votes in accordance with my following instructions:

วาระที่ 1 Agenda 1	พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2562 To consider and certify the Minutes of the Annual General Meeting of Shareholders year 2019.	<input type="checkbox"/> เห็นด้วย Approve	<input type="checkbox"/> ไม่เห็นด้วย Disapprove	<input type="checkbox"/> งดออกเสียง Abstain
วาระที่ 2 Agenda 2	พิจารณานำมติการให้สัตยาบันการรับความช่วยเหลือทางการเงินจากบุคคลที่เกี่ยวข้องกัน To rectify of receiving the financial assistance from Connected person.	<input type="checkbox"/> เห็นด้วย Approve	<input type="checkbox"/> ไม่เห็นด้วย Disapprove	<input type="checkbox"/> งดออกเสียง Abstain
วาระที่ 3 Agenda 3	พิจารณาวาระอื่น ๆ (ถ้ามี) To consider any other matters (if any).	<input type="checkbox"/> เห็นด้วย Approve	<input type="checkbox"/> ไม่เห็นด้วย Disapprove	<input type="checkbox"/> งดออกเสียง Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้น ไม่ถูกต้องและไม่ใช้เป็น การลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น  
Vote of the Proxy in any Agenda which is not in accordance with this Form of Proxy shall be invalid and shall not be the vote of the Shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมพิจารณาหรือลงมติในเรื่อง ใดนอกเหนือจากเรื่องทีระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้า ได้ทุกประการตามที่เห็นสมควร

In case I do not specify the authorization or the authorization is unclear, or if the meeting considers or resolves any matter other than those stated above, or if there is any change or amendment to any fact, the Proxy shall be authorized to consider and vote the matter on my behalf as the Proxy deems appropriate.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่า ข้าพเจ้าได้กระทำเองทุกประการ

For any act performed by the Proxy at the meeting, it shall be deemed as such acts had been done by me in all respects except for vote of the Proxy which is not in accordance with this Proxy Form.

ลงนาม/Signed \_\_\_\_\_ ผู้มอบฉันทะ/Shareholder  
( )

ลงนาม/Signed \_\_\_\_\_ ผู้รับมอบฉันทะ/Proxy  
( )

#### หมายเหตุ / Remarks

- ผู้ถือหุ้นที่มอบฉันทะ จะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบ ฉันทะหลายคนเพื่อแยกการลงคะแนนเสียง ได้  
The shareholder appointing the Proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate the number of shares to several proxies to vote separately
- ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้รับมอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ  
In case there are agendas other than those specified above, the additional statement can be specified by the Shareholder in the Regular Continued Proxy Form B as enclosed.

**ใบประจำต่อแบบหนังสือมอบฉันทะ**  
**REGULAR CONTINUED PROXY FORM B**

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท อารีญา พรอพเพอร์ตี้ จำกัด (มหาชน)  
Authorization on behalf of the Shareholder of Areeya Property Public Company Limited

ในการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1/2563 ในวันอังคารที่ 25 กุมภาพันธ์ 2563 เวลา 10.30 น.ณ ห้องคริสตัล บอลรูม 3&4 ชั้น 2 คริสตัล ดีไซน์ เซ็นเตอร์ เลขที่ 1420/1 ถนนประดิษฐ์มนูธรรม แขวงลาดพร้าว เขตบางกะปิ กรุงเทพมหานคร 10240 หรือที่จะพึงเลือกไปในวันเวลา และสถานที่อื่นด้วย

For the Extraordinary General Meeting of the shareholders No.1/2020 on Tuesday, February 25, 2020 at 10.30 a.m. at Crystal Ballroom 3&4 , 2<sup>nd</sup> floor, Crystal Design Center, 1420/1 Praditmanutham Road, Ladprao, Bangkok, Bangkok 10240 or at any adjustment thereof.

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วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_  
Agenda Re:

เห็นด้วย  
Approve

ไม่เห็นด้วย  
Disapprove

งดออกเสียง  
Abstain

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วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_  
Agenda Re:

เห็นด้วย  
Approve

ไม่เห็นด้วย  
Disapprove

งดออกเสียง  
Abstain

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วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_  
Agenda Re:

เห็นด้วย  
Approve

ไม่เห็นด้วย  
Disapprove

งดออกเสียง  
Abstain

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วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_  
Agenda Re:

เห็นด้วย  
Approve

ไม่เห็นด้วย  
Disapprove

งดออกเสียง  
Abstain

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วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_  
Agenda Re:

เห็นด้วย  
Approve

ไม่เห็นด้วย  
Disapprove

งดออกเสียง  
Abstain

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วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_  
Agenda Re:

เห็นด้วย  
Approve

ไม่เห็นด้วย  
Disapprove

งดออกเสียง  
Abstain

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วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_  
Agenda Re:

เห็นด้วย  
Approve

ไม่เห็นด้วย  
Disapprove

งดออกเสียง  
Abstain

Terms, Conditions, and Methods of Practice in Attending the Meeting, Proxy, and Voting

1. In the case of attending the meeting in person

1.1 Natural-person shareholders:

- If the shareholder is a Thai national, please show ID card or civil servant ID card.
- If the shareholder is a foreign national, please show the alien ID card, or passport or the equivalent.
- In the case of name- surname revision, the evidence certifying such change must be presented.

1.2 Juristic shareholders (A juristic shareholder's authorized director attends the meeting in person):

- If the authorized director is a Thai national, please show ID card or civil servant ID card and a copy of the corporate affidavit issued by the Ministry of Commerce or the authorized agency for no more than 6 months prior and certified true copy by the authorized person of the juristic shareholder.
- If the authorized director is a foreign national, please show the alien ID card, or passport or the equivalent, and a copy of the corporate affidavit issued by the Ministry of Commerce or the authorized agency for no more than 6 months prior and certified true copy by the authorized person of the juristic shareholder.
- In the case of name- surname revision, the evidence certifying such change must be presented.

2. In the case of granting proxy

- The shareholder must appoint only one proxy to attend and vote at the meeting according to the proxy form attached.
- The shareholder can specify his/her voting intention in each agenda, whether to approve, disapprove, or abstain, in the proxy form. The proxy is entitled to vote in accordance with the shareholder's intention.
- The proxy must submit the proxy form that is completely filled in and signed to the Chairman and/or his assignee before the meeting starts. In the case of any revision or deletion of important statement, the shareholder must sign to confirm every place and the proxy form must be attached 20-baht duty stamp.

Documents required for the granting of proxy.

- In the case the proxy grantor is a natural person, holding Thai nationality: A certified copy of the proxy grantor's ID card or civil servant ID card.
- In the case the proxy grantor is a natural person, holding foreign nationality: Alien ID card, or passport, or the equivalent.
- In the case the proxy grantor is a juristic person
  - Thai juristic person: A copy of the corporate affidavit issued by the Ministry of Commerce or the authorized agency for no more than 1 months prior and certified true copy by the authorized director of the juristic person, a copy of the authorized director's ID card or civil servant ID card certified true copy by the said authorized director.

- Non-Thai juristic person: The authorized person of the juristic person must sign and stamp the company's seal on the proxy form in person in the presence of the notary public, or the agency with similar duty according to the law of each country. After that, the proxy form must be submitted to an authorized official of the Thai Embassy or consulate, or his/her assignee, or a person with full authority in providing complete certification in accordance with the applicable laws of such country, such as a notary public.
    - In the case of using fingerprint in lieu of signature, the left thumb impression must be taken and specified as "The left thumb impression of..." in the presence of 2 witnesses. Moreover, the left thumb impression must be certified as genuine by the 2 witnesses and submitted together with a certified copy of the witnesses' ID card or civil servant ID card.
    - In the Extraordinary General Meeting of Shareholders No. 1/2020, the shareholders who are unable to attend the meeting by themselves can grant a proxy to any person or appoint the following independent directors to be their proxy to attend and vote in the meeting.
      1. Mr. Wanchai Tantikul  
Address: 11/12 Moo 9, Bang Wa, Phasi Charoen, Bangkok
      2. Mr. Preecha Boonyakida  
Address: 92/21-22 Moo 7, Chiang Rak Noi Subdistrict, Bang Pa-In District, Phra Nakhon Si Ayutthaya
      3. Mr. Sompol Thiensuvan  
Address: 72/2 Sutthisan Winitchai Road, Samsen Nok, Huai Khwang, Bangkok
    - The shareholders who wish to appoint the Company's independent directors as your proxy, please send the proxy form that is completely filled in and signed to Mr. Wisit Laohapoonrungsee, Chairman and Chief Executive Officer, at the Company's address together with other required documents at least 3 days prior to the meeting.
    - The proxies who wish to attend the meeting must show their ID card / civil servant ID card / passport (for foreigners) upon registration.
3. In the case of deceased shareholders: The executor shall attend the meeting by himself or to assign a proxy to other person to attend the meeting. The court order to appoint such executor must be additionally presented and signed within 6 months before the meeting day.
  4. In the case of minor shareholders: The father-mother or the legal guardian shall attend the meeting by oneself or to assign a proxy to other person to attend the meeting instead, the copy of the house registration from the minor shareholders must be additionally presented.
  5. In the case of incompetent person or quasi-incompetent shareholders: The guardian or the curator shall attend the meeting by oneself or to assign a proxy to other person to attend the meeting with the court order to appoint to be a guardian or the curator, signed to certify by the authorized person within 6 months before the meeting day.



## Registration

The registration will open 1 hour before the meeting starts, or from 9.30 a.m. onwards.

## Voting

1. Voting shall be made openly by counting one share as one vote. The resolution of Shareholders' Meeting shall consist of the votes as follows.

- In normal cases, a majority of votes of the shareholders presented at the meeting shall be deemed as absolute resolution.
- In other cases required otherwise by laws and/ or the Company's Articles of Association, such requirement shall be complied, the Chairman of the meeting shall inform the shareholders of such requirement prior to voting for each agenda.

2. In case of voting by proxy, the proxy shall cast the vote in accordance with intention of the shareholder specified in the proxy form only.

3. A shareholder having special conflict of interest in any matters cannot vote on such matter. The Chairman of the Meeting may request such shareholder to temporarily leave the meeting room during such time.

4. A secret vote can be requested by a minimum of 5 shareholders. If the meeting resolves to adopt it, the Chairman of the meeting shall determine and clarify the method of voting to the meeting before the secret vote starts.

Map of the Meeting Venue



Crystal Ballroom 3 & 4, 2<sup>nd</sup> Floor,  
CDC Crystal Design Center  
1420/1 Praditmanutham Road,  
Ladprao, Bang Kapi, Bangkok 10240  
Tel: +66 (0) 2101-5938, Fax: +66 (0) 2101-5977