



Richy Place 2002 Public Company Limited

Annual Report 2014

Rich in living

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Message from the Chairman of the Board

Dear all Partners

Today is Richy Place 2002 PCL's 13th anniversary that we have been in this property development business. The 2014 was our important year for doing the business as we registered in the Stoke Exchange of Thailand (SET). This is significant step of our Company as it is growing in this competitive industry which requires enormous funds.

From the results of 2014, the Company was growing by the income and the profit as well as the ability to be funding on time and has low debt-to-equity-ratio. The success was from committees, management team, and employees who followed code of conduct. Moreover, the committees have controlled and managed the business with transparency by conducting internal auditing, disclosing the budget information and reporting annually. In 2015, the Company aims to expand the business by increasing the number of projects as well as the size of the project concerning the needs of residents and investors.

On behalf of Richy Place 2002 PCL, I would like to thank all Shareholders, customers, financial institutions, media, business alliances and government sectors involved. Your assistance and support have driven us forward efficiently. I also thank my management team and my staff for all your support and dedication. You are part of our today's success.

Yours respectfully

Mr Pranai Suwanrath
Chairman



Message from Chief Executive Officer

Dear Shareholders

In first half of 2014, real estate industry in Thailand was facing political crisis which effect on the decrease of the selling comparable to the previous year. In the second half of the year, the situation became more stable due to the change of government. However, high household debt and low price of agricultural product influenced the ability of buying and selling into the low level. Furthermore, the export that could boost up the economy was down to minus point. Therefore, the 2014 was a challenge year as it was harder to sell any product especially all expensive ones.

Richy Place 2002 PCL partially had effect from the crisis as well. However, the Company has completed Rich Park Taopoon Interchange successfully in the last quarter of the year. All staff dedicatedly worked on transferring of the project and the customers cooperated in receiving ownership. Hence, the profit in 2014 was higher than in 2013. Therefore, the Company was able to pay dividends in the rate of 0.14 satang per share.

In the 4th quarter of 2015, the Company is building a condominium project of the Rich Park@Chaopraya near Phra Nang Klao Bridge on Rattathibet Road. The project will be 33 floor condominiums. After transferring ownership to customer, the income from this project will support our profit target of 2015. The Company also plans to expand the business by opening 3-4 new projects. This will benefit continuously to income increase in the next 3 years. To be prepared for this business expansion, the management team will develop the IT system within our organisation. We have purchased all new useful programmes. We also employ more staff and provide them with professional development sessions for all levels of staff. We focus on efficiency as well as the client satisfaction. We also do public relations to promote the image of company flourishing for our business and the long-term wealth of all Shareholders.

On behalf of Chair of Executive Board, I am honoured to thank everyone for all your assistance, dedication, and support to our company. My team and I will run our business to our best with honesty for our today's and tomorrow's success.

Yours respectfully

Dr. Apa Attaboonwongse

Vice President and Chairman of Executive Committee

Report of the Audit Committee

Dear Shareholders

The Audit Committee of the Company consists of 3 independent directors who are qualified with experience in finance, real estate, and corporate management. Lieutenant General Sam-ang Thongpan is the Chairman of the Audit Committee with Associate Professor Sutat Ratanakua and Mr. Somchai Piensathaporn as the committee.

The Audit Committee has performed duties and responsibilities as delegated by the Board of Directors to review the operation in this past year of 2014. The Audit Committee meets the requirements and guidelines of good practice and convened 4 meetings with the management, internal control, and auditor in concerned areas. The Committee summarized the important issues as follows:

1. Review of financial statements system and not the financial statements

The Audit Committee reviewed quarterly financial statements and annual financial statements for the year 2014 of Richy (2002) PLC with the executives and the internal audit. The Auditor was invited to the meeting in absence of the management, to discuss the independence of the operation, and the opinion of the Auditor on the completion of the financial statement, the improvement of substantial accounting that affected the financial statements, adequate and fairly presented in accordance with general accepted accounting principles. The accounting system and the financial statements are accurate and reliable. Therefore; the disclosure of relevant information timely and adequately was to justify for the best interest of the investors and financial user.

The Audit Committee reviewed the performance of all sectors compared to the plans, inquired the difficulties with suggestions to management to ensure the good corporate governance and transparency.

2. Review of Risk Management

The Audit Committee has approved and reviewed the evaluation of risk management in accordance with the risk management policy. The progress of the substantial risk management was followed up with the consideration of risk factors, and opportunities of the effects from management, to ensure the significant evaluation of the risk systematically. Moreover; the Company supported the knowledge and understanding to all employees to be the important role to add value to the business. Additionally, the Audit Committee commented on the real estate development in various locations including risk analysis regarding regulations, land expropriation, and physical analysis of the related estate.

3. Review of Internal Control

The Audit Committee has reviewed the the internal control system to evaluate the sufficiency and adequacy of the internal control system to meet the standard of the internal audit and in accordance with the rules prescribed under the Notification of the Office of the Securities and Exchange Commission, including considered and reported the audit result compliance with the audit approved plan. The executives has adjusted as suggested and commented in the audit report consecutively, and improved the internal control to match the changing situations. Hence, the Audit Committee found no substantial weaknesses or errors. The Committee opined that the Company has had the adequate and sufficient internal controls. Moreover, the auditors evaluated the internal control system and found no substantial errors which would effect the financial statement of the Company.

4. Review of Regulatory Compliance

The Committee has reviewed the Company's business practices if they are complied with the rules and regulations prescribed by regulatory authorities such as the Securities and Exchange Act, the Securities and Exchange Commission of Thailand regulations, and other related laws. The Committee opined that the Company properly followed all necessary rules and regulations.

5. Review of Related Transactions or Transaction with Possible Conflicts of Interests

To conform with the regulations of the Stock Exchange of Thailand and the Securities and Exchange Commission based on the principle of rationality, transparency and sufficient information disclosure, the Committee opined that the Company has properly operated with normal business practices, complying with the related regulations and justified for the best interests of the company

6. Review of the Practice of Anti-corruption Measurements

The Committee has reviewed the internal control measurements, monitored the anti-corruption practice, evaluated risks, suggested and reported the performance on anti-corruption to the Board of Directors. No substantial weaknesses or errors found in the internal control system. The Committee opined that the Company has had the internal controls to sufficiently monitor the anti-corruption measurement complying with the Collective Action Coalition, Thailand's private sector in the fight against corruption.

7. Review of Regulations of the Committee

The Committee has reviewed the new regulations to be appropriate and match the duties and responsibilities and related laws. The Committee has carried out duties and responsibilities meticulously with freedom and transparency for the best interest of the Company. The Committee was confident that the Company's has accurate and reliable financial statement which followed the general accepted accounting standards. Also, the standard of financial statement was conducted under the effective and efficient risk management and internal controls system which were complied with related laws and regulations.

8. Nomination of External Auditor and Their Remuneration in year 2014

The Audit Committee has reviewed the appointment of the auditor and the audit fee, considering the performance of the past year in accordance with the independence, quality, satisfactory standard of work, the qualification according to the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand. The Committee proposed the appointment of Grand Thornton Co.,Ltd. to be the Company's auditor for the year 2014 and the audit fee for the year 2014 to the Board of Directors to further present to the General Meeting of Shareholders.

In conclusion, the Committee has carried out the duties and responsibilities according to the Audit Committee Charter and approved by the Board of Directors, meticulously with freedom and justified for the best of the benefactors. The Committee has opined that the Company's financial statement was accurate and reliable, which followed the generally accepted accounting standard. The Company has had the effective and efficient risk management and internal controls system. The Company has carried the Principles of Good Corporate Governance and followed all business related rules and regulations



Lieutenant Sam-ang Thongpan
Chairperson of the Audit Committee

Board of Directors



Mr. Pranai Suwanrath

Vice President/
Independent Director



Dr. Apa Ataboonwongse

Vice President and Chairman
of Executive Committee



Miss Sunee Sathatinan

Executive Vice President/
Executive Director



Mr. Somchai Pienstaporn

Independent Director/
Audit Committee



Mr. Somsak Ataboonwongse

Executive Director



Mr. Verapol Ataboonwongse

Director



Dr. Karoon Chandrangsu

Director



**Police Golnal Suvit
Tansode**

Director



**Lt.Gen. Samang
Thongpan**

Independent Director/Chairman
of the Audit Committee



**Assoc.Prof. Suthus
Rattanakukangwan**

Independent Director/
Audit Committee



**Mrs. Nonglak
Wanathamapong**

Director

General Information and Other References

Company Name	: RICHY PLACE 2002 PUBLIC COMPANY LIMITED
Type of Business	: Property Developer
Head Office	: 667/15 Attaboon Building 7 th Floor Charan-sanitwong Road, Arun-amarin Sub-district, Bangkok Noi District, Bangkok 10700
Registration Number	: 0107556000655
Telephone	: 0-2886-1817
Fax	: 0-2886-1060
Home Page	: http://www.rp.co.th
Common Shares	: 714,000,000 Baht at par value of 1 Baht
Total Registered Capital	: 714,000,000 Baht
Paid-up Capital	: 714,000,000 Baht
Corporate Secretary	: Mrs. Saranthorn Srisoonthorn
Telephone	: 0-2886-1817
Fax	: 0-2886-1060
Email	: saranthorn.s@rp.co.th

Other References

Investor Relations

Richy Place 2002 Public Company Limited
667/15 Attaboon Building 7th Floor Charan-sanitwong Road, Arun-amarin Sub-district,
Bangkok-Noi district, Bangkok 10700
Tel : 0-2886-1817 ext. 101 Fax : 0-2886-1060 Website : www.rp.co.th

Share Registrar

Thailand Securities Depository Co., Ltd.
62 The Stock Exchange of Thailand Building
Ratchadapisek Road, Klongtoey, Bangkok 10110
Tel : 0-2229-2800, 0-2654-5599 Fax : 0-2359-1259 Website : www.tsd.co.th

Auditor

Mr. Somkit Tiatrakul
Certified Public Accountant Registration No 2785
Grand Thornton Co., Ltd.
18th Floor Capital Tower, All Seasons Place 871 Wireless Road, Lumpini Sub-district
Pathumwan District, Bangkok 10330

Company's Policy and Overview of Business Activities

Vision, Obligation and value of Rich Place

“Vision”

The Company is prominent in real estate development sector emphasizing the need, satisfaction, and happiness in living to the target consumers, which is the product pattern, site location, environment friendliness, outstanding efficient service to gain confidence to all parties concerned.

“Obligation”

1. One of top 20 real estate developing companies in Thailand within 10 years
2. 10% yield upon investment to shareholders
3. Bonus to employees higher than average for the industry within 3 years
4. Personnel efficiency compatible to leading companies within 3 years
5. Create corporate culture to be smart, diligent, and dedicate.
6. Build business allies in real estate development
7. Prompt after sale service to satisfy consumers
8. Make better living to the society, community, and environment
9. Manage capital to be able to compete in the industry within 3 years
10. Build corporate image to be known and accepted within 3 years

“Value of Richy Place”

Richy determines to build a society filled with happiness for the residents in all areas:

Rich in Premier Location

Rich in Urban Living & Life Style

Rich in Design

Rich in Construction

Rich in Environment

Perfectly meet the consumers' desire and lifestyle in order to present happiness to residents in all Company's projects.

Major changes and development

Background and major developments

Richy Place 2002 Public Company Limited was registered on 18 November 2002 with initial registration capital of 50 million baht by group of people from different professions but similar objective to develop real estate under the administration of Dr.Apa Attaboonwong, concentrating on potential locations and close to community. The Company has transformed public company in year 2013 with registration capital of 714 million baht: 500 million baht paid up. On 7 August 2014, the Company registered common stocks with the Stock Exchange of Thailand with 714 registration capital, 714 million baht paid up.

Key milestones and achievements of the Company are listed below.

- | | | |
|-----------|-----------|--|
| Year 2002 | November | - Founded by people from different professions but similar objective to develop real estate with initial registration capital of 50 million baht comprising of 500,000 shares with the par value of 100 baht. The objective is to operate business in real estate development located at 667/15 Attabon Building 5th Floor, Charansanitwong Road, Arun Amarin, Bangkok Noi, Bangkok. |
| Year 2004 | January | - Officially opened sale on first project 'Richyville Bangbuathong', 74 units of a 2-story home on 13 rai located at Bangbuathong Nontaburi value at 160 million baht |
| Year 2005 | June | - Officially opened sale of the project 'Richy Tower Phetkasem-Sathorn', a 212 units of 19 floor residential condominium located on Phetkasem Road Bangkok value at 300 million baht. |
| Year 2007 | January | - Officially opened sale of the project 'Richy Trendy Condo Sathupradit' (L Rich Rama 3), a 422 units of 22 floor condominium located on Rama 3 Road, Chong-nonsee Yannawa Bangkok value at 1,062 million baht. |
| Year 2007 | May | - Increased registered capital of 50 million baht to 130 million baht by issuing common stock offered to the existing shareholders and the fund were used for future development projects and construction cost. |
| Year 2010 | March | - Officially opened sale of the project 'Le Rich Ratchada-Suthisarn', a 77 units of 8 floor condominium located at Suthisarn Intersection, Dindang, Bangkok value at 175 million baht. |
| Year 2010 | November | - Officially opened sale of the project 'Le Rich@Aree Station', a 73 units of 8 floor condominium located at Soi Aree 2 Samsen Nai, Phayathai Bangkok value at 235 million baht. |
| Year 2011 | January | - Officially opened sale of the project 'Rich Park@Bangson Station', a 803 units of 27 floor condominium located at Krungthep-Nontaburi Road, Wongsawang, Bangsue Bangkok value at 1,375 million baht. |
| Year 2012 | July | - Annual general shareholders' meeting in 2012 which was arranged on 31 July 2012 has approved the dividend payment at 10.00 baht per share totally 19.30 million baht paid to 1,930,000 shares. |
| | November | - Annual general shareholders' meeting in 2012 which was arranged on 29 November 2012 has approved the dividend payment at 57.10 baht per share totally 110.20 million baht paid to 1,930,000 shares. |
| | December | - Increased the registered capital of 130 million baht to 292.18 million baht offering to the existing shareholders to be used for construction cost and development of Rich Bi Home Sukhumwit 105 and Rich Park@Taopoon Interchange |
| | | - Officially opened sale of 'Rich Park@Taopoon Interchange', a 735 units of 25 floor condominium located at Pracharas Sai 2 Road, Bangsue Bangkok value 1,703 million baht |
| Year 2013 | February | - Officially opened sale of 'The Rich Biz Home Sukhumwit 105' a 140 units townhome project located at Sukhumwit 105 Srinakarin Road Bangna Bangkok value 671 million baht. |
| | April | - Annual general shareholders' meeting in 2013 which was arranged on 26 April 2013 has approved the dividend payment at 18.56 baht per share totally 54.24 million baht paid to 2,921,800 shares. |
| | June | - Increased the registered capital of 292.18 million baht to 370 million baht offering to the existing shareholders to be used for the future projects. |
| | September | - Extraordinary General meeting in 2013 which was arranged on 6 September 2013 has approved the dividend payment at 35.69 baht per share totally 132.05 million baht paid to 3,700,000 shares. |

- Increased the registered capital of 370 million baht to 500 million baht offering to the existing shareholders for the construction cost and development of Rich Park@Chaophaya
- Registered to transform to public company limited with the name “Richy Place 2001 Public Company Limited (PCL)”

Change the par value of 100 baht per share to 1.00 baht per share and increased the registered capital of 500 million baht to 714 million baht, by issuing 214 million common shares offered to the public.

Year 2014 April

- Officially opened sale of Rich Park@Chaophaya, a 635 units of 33 floor condominium located at Ratathibet Road, Sai-ma, Muang Nontaburi value 1,267 million baht.
- Officially opened sale of The Richville Ratchapruek, 138 units of 2 story-home, townhome, and duplex located at Ratchapruek Road value 560 million baht.

July

- The Company offered 214 million IPO shares to the public at 3.30 baht per share.

August

- The Company registered as a company in Stock Market of Thailand

Nature of Business

Revenues Structure

	Executed	Financial Statements (audited)					
	by	2012		2013		2014	
		Value (MB)	Proportion (%)	Value (MB)	Proportion (%)	Value (MB)	Proportion (%)
Revenues from sales of							
Real Estate							
• Condominium	RICHY	408.23	99.510	1,175.52	97.47	1,115.94	90.05
• Single House	RICHY	-	-	25.00	2.07	112.72	9.09
Total revenues from sales of							
Real Estate		408.23	99.50	1,200.52	99.55	1,228.66	99.14
Other incomes ^{1/}	RICHY	1.46	0.36	5.38	0.45	10.60	0.85
Interest receivable	RICHY	0.58	0.14	0.03	0.00	0.12	0.01
Total revenues		410.27	100.00	1,205.92	100.00	1,239.38	100.00

Remark: ^{1/} other incomes were rental incomes as the guaranteed rental marketing plan and down payment forfeitures, etc.

Market and Competition

Market

Product Strategy

The Company has developed the real estate for sales on various types by focusing on comprehensive and distributed developments in a variety of products and locations to match the customers' needs on residences as much as possible. On residence development of each location, the Company shall consider appropriately on its market. Presently, the Company has determined its products into 3 categories: condominium group, single house group, and town house-town home group. The Company has recognized on the importance of decorations and designs, the designs of area arrangement and the usage of inside space perfectly in consistent with the new generations' styles and ways of life, including facilities within the projects entirely such as swimming pool, green area appropriately, fitness, etc.

Besides, the Company has paid more attentions on the project management and after sales services, which beginning on the project constructions, the construction development plans which not disturbing the residential customers. The specific services teams shall be assigned to provide the after sales services and solve problems to the residential customers.

Pricing Strategy

The Company has determined its pricing strategies by considering the factors such as the product placement, the target customers, the type of products, locations, usage area, etc. and comparing the price with other projects which having similar models and nearby location. The project costs shall be analyzed not only the land price, costs of designs, construction costs, but also other related expenses. The selling prices shall be set as appropriately and made customers feel their worthy such as reasonable selling price compared with the competitors on the similar location, which its price may be a little bit lower than the competitors but its quality and facilities equally, etc. Moreover, the Company has maintained the return ratio on the appropriate level as required.

The Company has provided the discount policy for the patronized customers such as the directors, the employees of the Company, loan creditors, etc., by giving the discount at amount of not exceeding of Baht 100,000 per room.

Marketing Communication, and Promotion Strategies

The Company has emphasized on the marketing communication on many channels by aiming to have the target customers acknowledging and recognizing the Company's name and projects as following:

- 1) Advertising through mass media such as radio, television, and other publications to widely market communication.
- 2) Communication through the outdoor media such as billboard, direction signs, to communicate to the customers surrounding the project or near the main project location.
- 3) Communication on other alternative channels (Below The Line) such as direct mail, the booth, the activities held at the projects, the invited customers by the existing customers activities, the activities held cooperatively with other organizations, etc.
- 4) Communication through new media such as communication through the Company's website (www.rp.co.th), E-Mail, other websites, SMS, etc.
- 5) Communication through the program of Member Get Member

Additionally, the Company has provided public relations of the Company's information through the media to promote its activities to the target customers acknowledging such as the press releases of launching new projects, publications of news direct mail to new customers and former customers to acknowledge its information and selling projects continually. The Customer Relation Management (CRM) with the customers who bought the Company's projects is organized in order to persuade such customers continually involving the Company's activities, which is the long-term relationship creation. As a result, the customers shall introduce and recommend the Company's projects to other consumers continuously.

The Company has considered on the sale promotion by analyzing the customers' motivation on buying decision prior determining its sales promotion such as free furniture, free air condition, free mobile and tablets, etc. In addition, the Company has executed its promotion to stimulate its sales on the projects launched for a while at the Le Rich Rama 3 and Le Rich Ratchada-Suthisan by rental guaranteed. The Company shall respond on finding the tenants to rent the customers' room bought for a period of time specified on the sales contract through the project salesman or customers visiting the Company's project. When totally calculating such promotion expenses, the Company has still have a higher returns than the standard selling price, which calculated from the feasibility of those projects.

Strategies of the Sales Distribution and the Channels of Sales Distribution

The Company has defined its channel on product sales distribution directly through the sales office of each projects. Along with the sales teams who are professionally, competence, and understanding its products as well, the details and information of the projects are completely received and described to customers and people interested. The showroom shall be open to the visitors at the location of each project. The sales team of each project shall be consisted of 1-4 persons depending on the project size and the sale commission has been defined to motivate the sales term.

Moreover, the Company has analyzed the competitions around the projects, the level of selling difficulties. In case of high competition, the Company shall employed the skillful sales team from the outside to manage the sales of the project. Such sales team shall be responsible on giving advises, analyzing the market as well as providing sales team working together with the Company's sales team. The Company has determined the compensation policy on a percentage of the actual sales values, which is the market rate, to motivate the agents employed or the salesman under the authority of the authorities of the Company, which shall be verified/reviewed by Division Manager, Department Manager, and the Chief Executive Officer according to the power authority table specified. All sales expenses are still supported the high returns rather than the base price, and no negative impacts to the revenues of the Company in any way.

The interested persons in the Company's projects shall require for more information through the telephone no. 02-886-1817, or receive the details through the Company's website: www.rp.co.th.

Category of the Target Customers

The Company shall mainly focus on the middle-level customers. The target customers are classified which may be appropriately changed depending on the circumstances. The Company's customers are all minor customers and none of them have earning over 30% of the total income.

The categories of the target customers of each project are as follows:

Target Group	Price per unit	Incomes level per month
A	5.00 - 7.50 MB	More than Baht 80,000
B	3.00 - 4.99 MB	Baht 50,001 - 80,000
C	1.00 - 2.99 MB	Baht 15,001 - 50,000

Industrial Overview

Industrial Status and Outlook

In 2014, Thailand economy was expanded only 0.7% compared with the previous year because of the restrictions on growth from both internal and external factors. On the first half of the year, the economy of Thailand was not grew due to the political circumstances affected partially the government operation and reliability of the households, business, and tourists. In addition, the household debts were high; consumers are carefully on spending and the financial institutes approved cautiously on lending.

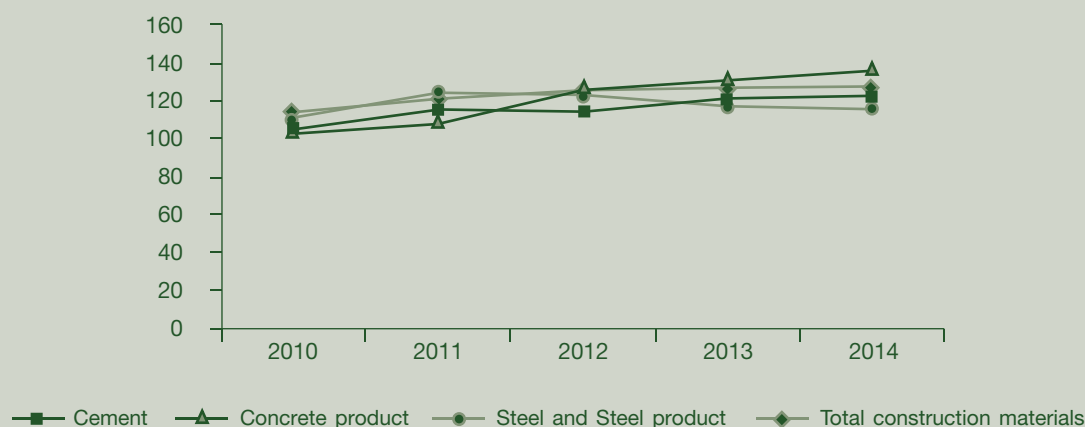
Besides, the recovery of export was slow depending on the demand of the foreign which gradually expanded, including Thailand had a restriction on producing with high technology product. As a result, under such circumstances, businesses were slow down on production and delay the new investment. On the second half of 2014, Thailand economy was gradually recovered from the number of domestic spending, tourism after the political situations abated and the government resumed budget disbursements as usual. In addition, the telecommunication and retail investments were expanded to support the growth of demand in the future. However, the economic recovery continued to recover at a slow pace, the merchandise export dropped due to weak demand from the main trade partners' economy, especially China, Japan, and European countries. The household spending was obstructed by the income declined and high debts of farmers, the reliabilities of tourists were not comeback completely because many countries still noticed the warning on travelling to Thailand. Most businesses were slow down and the investments were awaited for the economic recovery, and the government's investment on the infrastructure. The overview of the economic stability in Thailand was still in good conditions, the inflation rate was dropped from the oil price in the country decreased. While the core inflation was high from the rising of food price adjusted along the increase in gas price. The financial status of the financial institutes and businesses were strong. The private loans, both household and business, were inactively according to the economic status and the financial institutes were cautiously on the lending after continually high expanding in the previous year. The foreign stability was overall remained stable, the current account surplus from the value of import, which decreased on the economic conditions and falling oil prices in the last year. Meanwhile, the capital flowed into deficit because of Thai investors numerously moving to other countries to take more benefits both direct investment and securities investment significantly. The Thai Baht currency was fluctuated on the political situation, the direction of the USA economic recovery, and the difference of the monetary policies of the key countries; however, the overview was less fluctuated.

In comparison with the previous year, the Thai Baht currency, at the year ended, was weakened slightly. Meanwhile, the Thai Baht was slightly appreciated against the Yen and Euro depreciation, since the economy of Japan and Euro countries were still weakened and the Russian economy remained at a slow pace. The financial conditions become less accommodative constantly; the Monetary Policy Committee (MPC) has resolved to decrease the policy interest rate in March 2014 from 2.25% to 2.00% annually to reduce the risks affected in the political uncertainties, and increase the support to the economic recovered giving time lags. Along with the second half year, MPC evaluated that the monetary policy eased was essential to the Thai economic recovery without causing on the risks of the financial stability on the Thai economic status in 2014.

In 2015, the Thai economy is expected to better grow. The private spending will benefit from lower oil prices and the tourism sectors, which is the key driving force. Meanwhile, the government expenditures shall drive the economy extremely, which will create more business confidence and good circumstances on the investment of the private sectors. The merchandise export is gradually recovered against the economic conditions of the trade partners. The headline inflation has fallen steadily depending on the direction of the global oil price, including the lightly driving force of the domestic demand.

In 2014, the index of the overall construction wholesale price was adjusted increasingly from 125.8, in 2013, to 126.7, representing an increase of 0.9%. The major impacts were a result of concrete products with the prices increasing at a high rate. The concrete price index in 2014 was risen from 130.2, in 2013, to 134.9, representing a growth rate of 4.7%. Moreover, positive factors on the various big infrastructure construction projects of both public and private sectors took place. The cement consumption was mainly from domestic production. However, some big projects had to use some types of cement not be produced domestically; the index of steel and steel products prices is trending declined. Such circumstances still resulted against the year 2014; at the same time, the index of the wholesale construction materials in 2014 was 126.7, which continually adjusted increasingly as well.

The index of the construction wholesale price annually was follows:



Source: the Real Estate Information Center

The registered completion-built housing in Bangkok and Perimeter

(Unit)

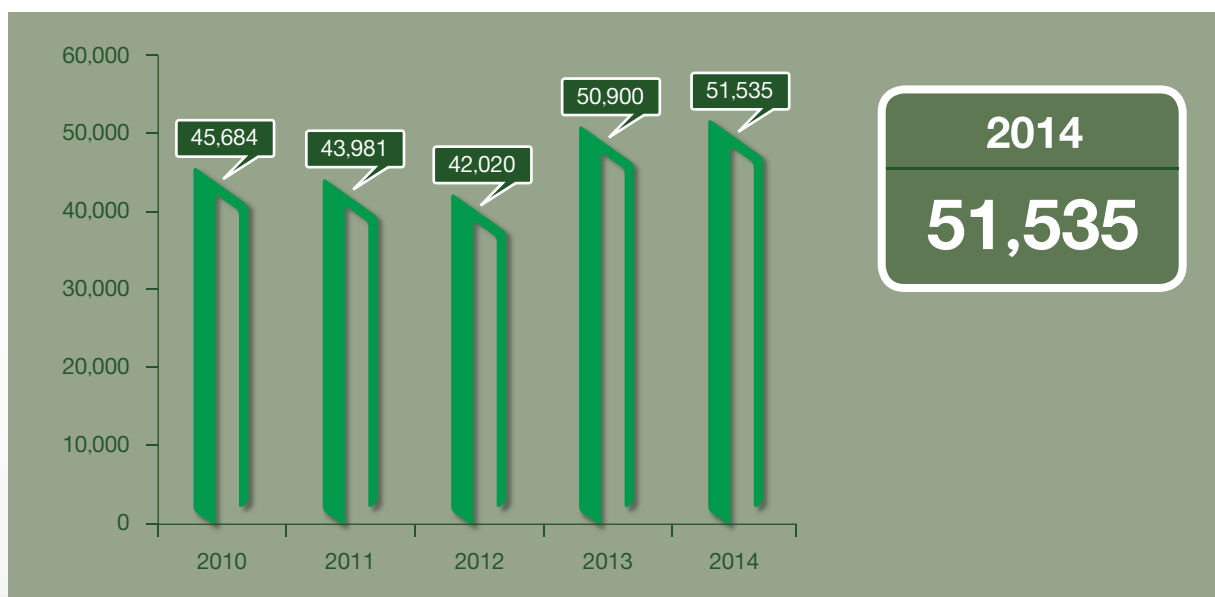
	2008	2009	2010	2011	2012	2013	2014
1. Built by the entrepreneurs							
Single houses, detached houses, townhouses, and commercial buildings	27,513	21,634	24,476	26,994	23,174	36,994	35,554
Condominium	34,049	53,725	59,919	34,734	78,391	71,440	72,921
Total residences built by the entrepreneurs	61,562	75,359	84,395	61,728	101,565	108,434	108,475
2. Houses built by oneself	24,017	19,618	22,498	20,128	23,437	23,260	24,899
Total registered residences increasingly	85,579	94,977	106,893	81,856	125,002	131,694	133,374

Source: the Real Estate Information Center

In 2014, the number of completion-built housing registered in Bangkok and perimeter was 133,374 units, increasingly from 2013, representing 1.27% by classified to the residences built by ownership at the number of 24,899 units, increasing to 7.04%, while the residences built the entrepreneurs having totally 108,475 units, increasing to 0.03%. The increase of condominium was from 741,440 units in 2013 to 72,921 units in 2014, representing to 2.07%.

The Trends of Housing Market and Competitions

The number of completion-built housing (single houses, detached houses, and townhouses) are registered in Bangkok and perimeter (unit)

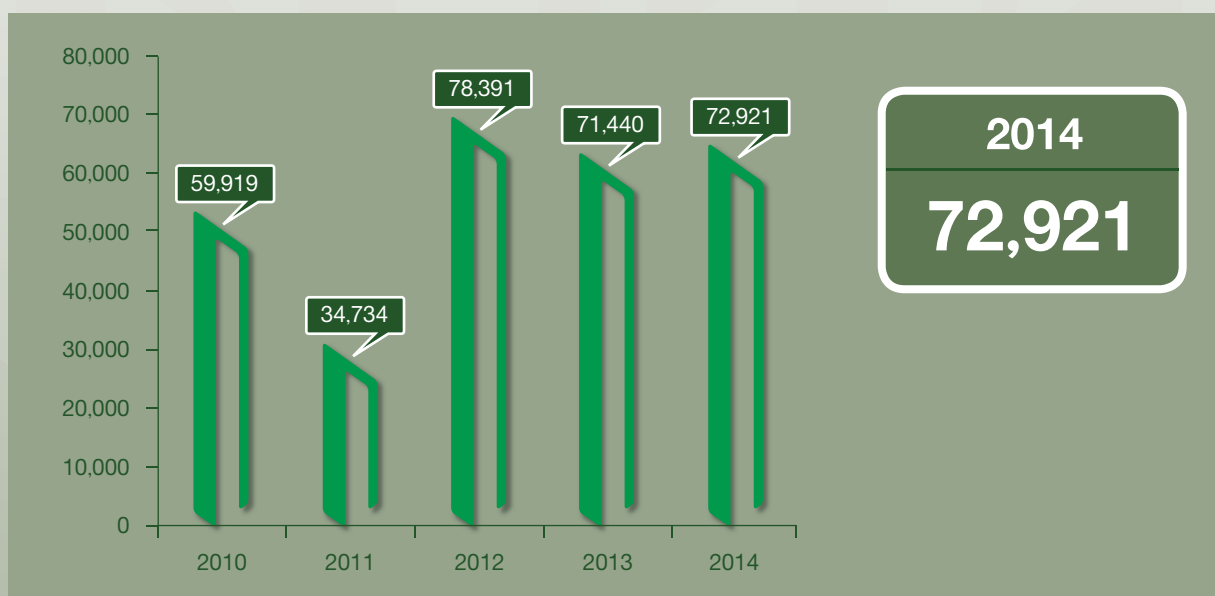


Source: the Real Estate Information Center

In 2014, the number of completion-built housing (single houses, detached houses, and townhouses) registered in Bangkok and perimeter was 51,535 units, representing to 1.24%, compared to the previous year which was totally 50,900 units, resulted of the increase of single houses, and townhouses and town homes projects. According with the economic conditions at presently that consumers having less purchasing power, and high competitions of the global market, the entrepreneurs have adjusted their marketing strategies and applied more on sales promotions.

Condominium Trend and Competitions

The number of condominium are registered in Bangkok and perimeter (unit)



Source: the Real Estate Information Center

In 2014, the condominiums completely built and registered in Bangkok and perimeter were highly growth by a total of 72,921 units expanding from 2013 at 2.07% due to the business entrepreneurs developing more on condominium along the electric train such as Sukhumvit road, Ratchadapisek, Ladprao. The residential condominiums were popular with consumers, especially among the working people, because of the convenient location, comfortable transportation, and reasonable prices which not higher compared with the single houses or townhouses. The number of completion-built housing registered was mostly reflected the residential housing prior launched for 12 - 24 months. Therefore, the condominiums built completely and registered in 2014 were beginning constructed in 2011-2013 and might be included the projects sold or not sold.

Reference to the number of new condominiums gradually launched into the market, the remaining condominium sales are increasingly, as a result, the entrepreneurs postpone on launching new projects or focusing on close sales of prior projects by increasing sales promotions.

The Summary of the Company's Projects and Other Entrepreneurs' Projects on the similar location

Area	Projects of the Company	Projects of Other Entrepreneurs	
		Project	Entrepreneur
Rama 3	Le Rich Rama3	LPN Rama 3	L.P.N. Development Public Company Limited
		The TRUST	The Confidence Company Limited
Ratchadapisek	Le Rich Ratchada	The Kris	AQ Estate Public Company Limited
Bang Son	Rich Park@Bangson station	BANGKOK HORIZON	Chaophrayamahakorn Public Company Limited
		U delight	Grand Unity Development Company Limited
Tao Poon	Rich Park@ Taopoon Interchange	THE TREE	Prukso Real Estate Public Company Limited
		Chewathai Interchange	Chewathai Company Limited
Ratchapruek	The Rich Ville Ratchapruek	Lapawan 19	Lapawan Company Limited
		Veridian Ratchapruek	Teerakamol Property Company Limited
		Casa presto Ratchapruek- Chaeng Watthana	Quality Houses Public Company Limited
Sukhumvit 105	The Rich Bitz Home Sukhumvit 105	Le Nextra	Normboon Company Limited
		Flora Ville	Flora Ville Group Company Limited
		LPN Barring	L.P.N. Development Public Company Limited
Sai Ma	Rich Park@Chaophraya	Metro Riverfront	Property Perfect Public Company Limited
		D Condo Rattanathibet	Sansiri Public Company Limited
		Supalai City Resort Pha Nang Klao	Supalai Public Company Limited
		Aspire Rattanathibet	Quality Houses Public Company Limited
Sathorn-Taksin	The Rich	Bright	Albright Holdings Company Limited
		The Room	Land & Houses Public Company Limited
		Nye	Sansiri Public Company Limited
		Nyx	Sansiri Public Company Limited

The Potentiality on Competitions of the Company

The Company confidentially believes that its projects are able to compete with the projects of other entrepreneurs due to its potentiality on competition as follows:

- **The Project Location**

The Company has emphasized priority on the importance of places and the locations of the real estate project developments to be presented to consumers. The projects shall be located on good location, potentiality, near the significant attractions such as schools, department stores, hospitals, etc. The travel transportation is convenient. Many projects of the Company are near the electric train at present or scheduled to construction in the future, or nearby the entrance and exit of the expressway or the ring roads. Therefore, the Company ensures that its projects shall be responded by the customers.

- **The Unique Design of the Projects**

The Company has designed its projects by focusing on the design responding consumers' needs and life styles. The layout is fit with the area; the space is allocated to fully beneficial usage. In respect of responding on the market needs and changes, the Company's projects are designed by the well-known architects who have experience and be acceptable in business.

- **Customer Relationship Management**

The Company has determined the operation policy to maximize the customers' satisfaction by implementing the customer relationship management system to organize the customer groups both existing and new customers. All data bases of every customer are recorded. In addition, the customers shall be constantly communicated, invited to participate the Company's activities for creating long term relationship. As a result, the customers shall introduce and recommend the Company's projects to other consumers continuously.

Risk Factors

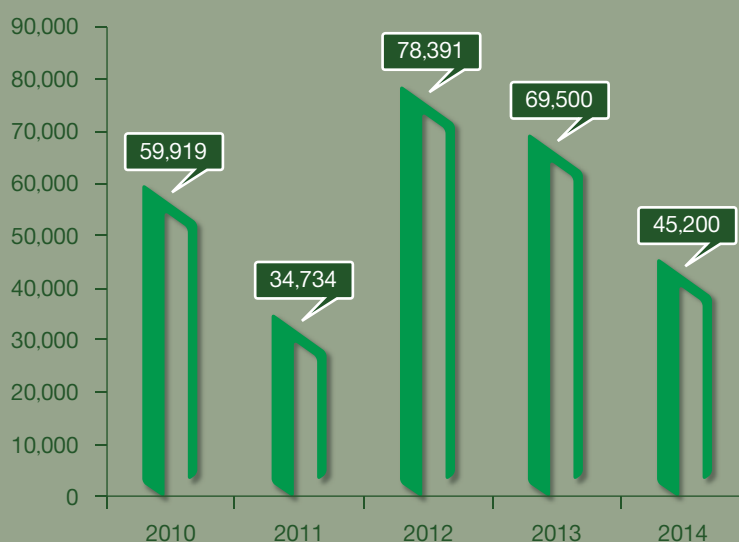
The Company's key risk factor

Risk from operating in High Competitive Industry

According to the information from Real Estate Information Center for Bangkok Metropolitan Region in the year 2010-2014, there were completed and registered units as 59,919; 8,391; 69,500; and 45,200 respectively. The number of completed units for 2014 dropped due to the heaviest flood causing the construction slowdown in second half of the year. After the crisis had subsided, the completed and registered units in the year 2012 and 2013 expanded because all entrepreneurs hurriedly built and delivered the projects. Owing to the increasing numbers of units in the market, it resulted in more supply in the market and more fierce competition among business operators. The real estate analysis from Kasikorn Research Center commented real estate market in Thailand especially condominium rapidly and continually increases creating supply-demand imbalance in certain localities. Evaluation from Kasikorn Research Center found that in year 2014, total of new residential projects is 230, 415 down from previous year.

Experts in money market and loan previewed overall picture of real estate business in year 2015 still sustains but not the golden year because of the 60,000 existing and recycling units. Factors concerned are low purchasing power, high household debt, and banks have become more prudent toward homebuyers which add more challenge to the real estate market. This also effected the Company directly because condominium is the major source of revenue.

Number of completed and registered in Bangkok and Metropolitan (units)



2014
45,200

Source: Real Estate Information Center

Before the investment in each project, the Company conducted study of the feasibilities of the project like Thai economic condition, real estate industry, financial measures which influence loans from financial institutions, including consumers' confidence in the industry. In addition, the Company surveyed the area around the project location to gather data regarding numbers of business rivals, type of project, pricing and location of the rivals, including consumers' questionnaire and factors using to consider buying residence in the area. The executives took into account the thorough study and the feasibility of the project with return and risk before starting any projects, and present it to the board of directors again.

The Company's risk of having condominium as major source of revenue

The major source of the Company's revenue since its founding date of 31 December 2014 is doing business in real estate industry in condominium. The Company has developed totally 10 projects comprising of 9 condominium projects. The on-going construction projects are Rich Park@Chaophaya and The Rich@Sathorn Taksin. Between 2010-2014, revenue from condominium has the proportion of exceeding 90% of gross income which is very risky and substantially affected the Company if the condominium market is saturated and deteriorated.

However, the Company is not only skillful in developing condominium but also other projects like The Richville Bang Buathong, a successful sellout single-home project, the developing townhouse/ townhome project, The Rich Bizhome, Sukhumwit 105, and the coming-up single-home and townhome project of the Richville Rachapruek which will generate income in 2015-2016. The Company's executives are confident that 10 years of experience in real estate development in combination with the skillful personnel can succeed in the project as planned and serve consumers' need.

Ratio of income from condominium for the year 2012-2014 (percentage)

	2012	2013	2014
Richy Tower Phetkasem-Sathorn	-	-	-
Le Rich Rama 3	21.79	1.29	2.00
Le Rich Ratchada-Suthisarn	8.40	3.95	2.00
Le Rich@Aree Station	38.63	4.48	1.00
Rich Park@Bangson Station	30.69	87.75	7.00
Rich Park@Taopoon Interchange	-	-	77.00
Income from condominium to the total income	99.51	97.47	90.00

Source: Richy Place 2002 PLC

Risk from performance depends on success of current projects

Dated 31 December 2014, the Company has 3 projects under construction and realizes the income from transferences: Rich Park@Chaophaya, the Rich Bizhome Sukhumwit 105, and the Richville Ratchapruek. The completion is 80%, 90%, and 80% respectively. The Rich Sathorn is scheduled to start the construction in the first quarter of 2016 and expected to finish to transfer to consumers to realize Company's income in year 2017. All the 4 projects worth 3,420 million Baht. However, the Rich Park@Taopoon Interchange, worth 1,752 million Baht with the proportion of 85.90% income in 2014 has only 33.33% units waiting for transfer. The Company will risk not to realize the consecutive income from first to third quarter of 2015. Rich Park@Chaophaya is expected to be completed and ready to transfer to consumers in the fourth quarter of 2015. Moreover, the Company is risk not to

be aware of the performance due to the uncertainty of construction or success in developing the projects. Success depends on several factors comprising of sufficiency of capital circulating to develop the project during such real estate situation and the nation's economy, cost of construction materials, buyers' confidence like interest rate, factor to motivate purchasing.

However, the Company has followed and studied the domestic economic profile which could have affect like changing of interest rate, inflation rate, adjustment in loan approval of commercial banks that issue measure to set loan to value ratio, including the real estate industry situation that covers issuance of residential construction permission, number transferred condominium, progress of government fundamental project like mass electric train system, high-speed train, and other factors leading to projects' success like trend of residential supply and confidence of consumers. Hence, the Company can lay strategies to adapt to the changing of circumstances and respond to the market immediately. The Company also has aspects to conduct feasibility study to collect information and carefully lay a plan for product concept, location, capital, and return from investment.

Risk from missing the target of future performance due to no transfer from consumer as said in contract

Dated 31 December 2014, 344 units are reserved/contracted but not yet transfer worth 1,085.70 million baht, mainly from Rich Park@Chaophaya which is still under construction and wait for transfer in year 2015 worth 409.33 million baht, proportionate to 37.70% from gross value. Rich Park@Taopoon Interchange is completed and during the transfer worth 192.00 million baht, proportionate to 17.68% from gross value. The rest of the consumers are in the process of getting bank loan and room inspection. The Company expects to complete all the transfer within 2015. From previous record, the cancellation rate was very low. During the past 2011-2014, only 269 from 2,017 units were cancelled, 13.33% to all reserved contract and no substantial effect to the Company.

In addition, the Company set the measure to urge consumers to do the transfer, for example; discuss with consumers to find out of the late transfer and solutions, inform the deadline to transfer by registered mail. Approximately after 30 days of no action from consumers, the Company will consider consumers' inability or undesired to purchase and cancellation will be proceeded and deposit be withheld. New consumers can proceed.

Units reserved/contracted but no transfer as of 31 December 2014

Project	Units reserved but not delivered			Duration for
	Quantity (unit)	value (million baht)	Ratio to gross value (percentage)	
condominium				
- Rich Park@Bangson Station	2	3.36	0.31	2558
- Rich Park@Taopoon Interchange	82	192.00	17.68	2558
- Rich Park@Chaophaya	180	411.33	37.70	2558
- The Rich@Sathorn Taksin	70	294.35	27.11	2559
Townhouse/Townhome/Homeoffice				
- The Rich Biz Home Sukhumwit 105	8	175.92	16.20	2558
- The Richville Ratchapruk	3	10.74	1.00	2558
Total	344	1,085.70	100	

Source: Richy Place 2002 PLC

Risk from Capital Management

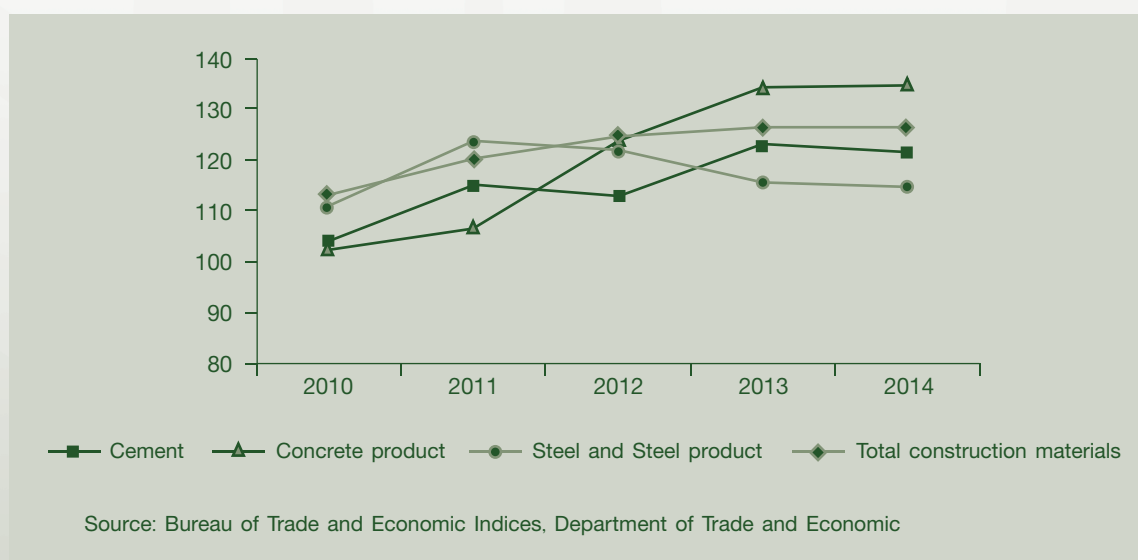
Risk from construction delay and quality of contractors

The Company might not be able to either effectively control the budget or deliver the units on schedule due to the work delayed by unskilled contractor, lack of workers, or sub-standard work. To avoid such risk, the Company will have at least 3 contractors to submit the bid. Considerations base on experience, reputation, and previous work close to the Company's work, neatness of work, work delivered in time frame, and the financial status.

From past to present, the Company never relies on any special one of distributors or contractors from outside because the Company has approximately 10 construction materials agents as business partners with good relationship. The sales value from any one of agents never exceeds 30% of total purchase or employment. Some year, contractors from outside might be hired with higher purchase value which is considered to be normal according to the project size. The selected contractor must submit the letter of guarantee worth the same as employment value to have confidence and process with work. The Company can choose the outside contractor from the bid which allows the choices of outside contractor.

Risk from changing of construction materials price

Index of whole sale price of construction materials annually (average monthly index)



The Company has risk in cost of rising price of construction materials according to the information from Bureau of Trade and Economic Indices, Department of Trade and Economic. Overall index of construction materials prices is continually increased from year 2009. The rising index caused by the substantial rising of cement price due to the demand of cement to fix the public utilities, fundamental structures, factories and buildings that were damaged by the floods, while the index for iron and iron product remains. This situation continues on to year 2013. The rising of construction cost is the risk for all business operators including the Company. In addition, the government policy to increase the daily wage to 300 baht may affect the labor cost and future construction cost.

However, the Company lets the contractor be responsible to purchase the main construction materials like bricks, stone, cement, sand, and iron, and should also be responsible for the changes in price of construction materials. The Company informs the quality and standard of construction materials which

a contractor estimates and calculates the construction material cost to be part of the contract. The Company arranges for the certain materials with high volume, certain number, and price per unit high; for example, piles, elevators, sanitary ware, air conditioners, and electric generators. The Company manages to get them from domestic distributors with no policy of inventory.

Risk to find land for future developing projects

The Company has no policy to possess bare land but to develop immediately after purchasing. The Company will not hold any pieces of land to avoid the unnecessary expenses. As of 31 December 2014, the Company possesses no land for future development. However, the Company intends to seek for potential pieces of land and develop as soon as the Company's financial status ready. The Company has methods to access land for development from various sources like searching team of Company's executives who have long experience in real estate business with good relationship with people in varied businesses, land owners, land brokerage, auction from financial institutes which is the property as collateral but non-productive, or bid from Legal Execution Department. The Company considers the potential of the location to develop real estate where there is demand from consumers in that area, sufficient utility development, convenient transportation which the Company's previous project developed on the electric train line. However, the Company also initiated other projects along Chaophaya River, home office, which ease the Company to access and develop different types of land.

Risk from changing in law and regulations effecting real estate development business

The change in law and regulations relating to real estate development business is a factor causing the increase in capital and expenses. If there is no thoroughly follow-up, study, or update the regulations, the Company may not abide by the revised regulations causing the rising of expenses to make changes in accordance to new regulations. The outstanding change in Land Allocation Act 2543 with content regarding the Company's operation like allocation of land, allocation of common area, regulations for community, reports on environment, inspection of tall building. The Company has studied and followed the said Act including the improved regulations like the allocation of land usage or various mass transportation projects (which might be land expropriation). To follow the regulations continually will help avoid the future problems, improvements done in time, avoid unnecessary cost to the Company.

In addition, the real estate industry has expanded tremendously both under construction and for sale in the market resulting in imbalance. Hence, Bank of Thailand on 12 November 2010 issued measure to set loan to value ratio:LTV ratio to give loan to vertical residence cost below 10 million baht to 90%. LTV for horizontal residence like single home, duplex, and townhouse is set at 95%. This measure affects the ability of the consumers' loan. The measure is also adapted to the nation's economic situation, and different government's policy. Government in the past intervened with nation's economy and made change in some important policy including foreign currencies control, wage control, capital control, and import control. Changes in such policy sometimes were done right after the new policy was announced. There was also uncertainty impact of a new political leader, movements, confrontations of political rivals, nationwide political demonstrations, and the effects on politics, economy, and law.

However, the Company has studied and followed the changes in these regulations consistently to be prepared to adjust the operation of real estate development in conjunction with the changes and the constant study of market situation. With the preparations, the Company is confident of no major effect from the changes.

Risk in changes of interest rate

Risk of effect to the Company's principal

As of 31 December 2014, the Company's total debt was 661.82 million baht divided into 410.76 million baht long term loan with duration of 1 year. This amount is used with the on-going and future project with the tendency to find more principal source, either more loan or register for initial public offering in Stock Market. Currently, the Company has 3 projects under construction and for sale: Rich Park@Chaophaya, Rich Park@Taopoon Interchange, The Rich Biz Sukhumvit 105, altogether worth 3,642 million baht. One future project is the Richville Ratchapruek worth 560 million baht. All loans use variable interest following floating rate. Hence, if the interest rate increases in the future, it will affect the Company's principal and performance. The Company sold shares and increase capital to lessen burden of loans and interest from financial institutes.

Risk from consumers' decision to buy a home

Increasing of interest is the key factor to lower the ability of consumers to buy a home because the majority of consumers need loans from financial institutes. Thus, the increasing interest rate and installment conditions will decrease the loan amount which lower the purchasing power. Interest rate is the factor to persuade buying but higher rate makes it more difficult and slowdown the decision. Due to the Company's close follow-up with the nation's economic situation that effect the interest rate, the Company has arranged the proper market plans to suit the interest rate at each time to fasten the sale rate in unfavorable market situation. Through 10 years of experience in real estate business, the Company has confronted with the economic fluctuation which affected the industry but handled and managed it well.

Risk from major shareholders has influence over the policy and operation

As of 2 August 2014, Attaboongwong group holds 77.11% of register and paid stocks. After this initial public offering and right offering, the Attaboongwong group holds the ratio of 54.00% of the registered and paid stocks. Thus, the Company and free float may have risk from Attaboongwong group take control of the meeting decision on appointing directors, any resolutions requires majority votes of shareholders excluding any law or regulations requires 3 out of 4 in the shareholders meeting. Hence, free float cannot gather enough votes to balance with Attaboongwong group. However, the Company appoints 4 independent directors: 1 Chairman and 3 Audit Committee to be responsible for reviewing and preventing any conflicts to promote the transparency of the Company's operation.

Information on Securities and Shareholders

Registered Capital and Paid-up Capital

As of 31 December 2014, the Company had a total registered capital of 714,000,000 Baht. The common stock is 714,000,000 baht and was divided into paid-up capital of 714,000,000 shares at par value of 1.00 baht per share, and listed shares of 714,000,000 shares at par value of 1.00 baht per share.

Shareholder Structure

Table of major shareholders (top 10) as of the latest closing registration on 29 October 2014

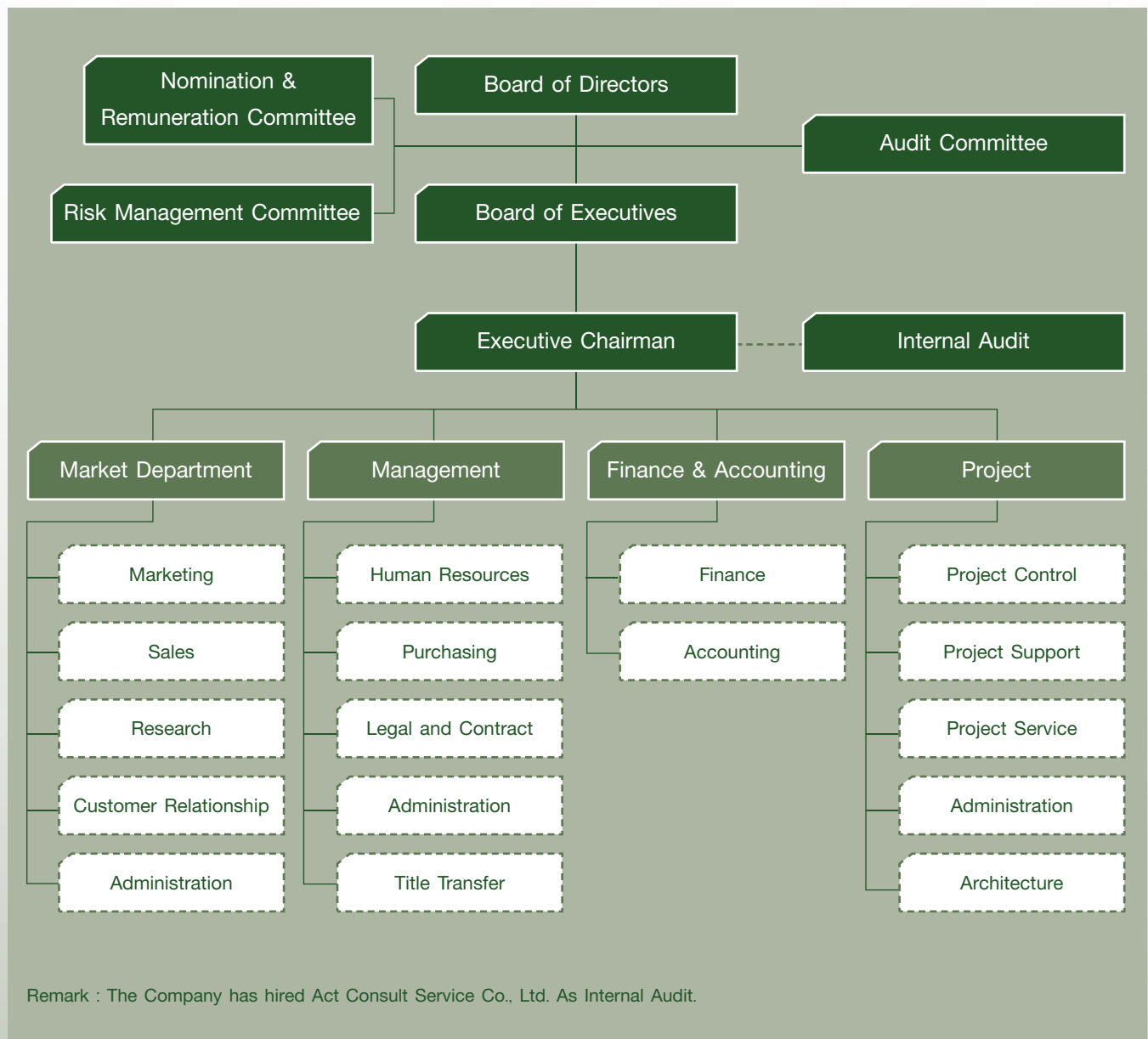
No	Name	No of Shares	Percentage
1	Dr. Apa Attaboonwong	255,000,000	35.714
2	Attaboon Asset Co., Ltd.	58,400,100	8.179
3	Sunee Satatinun	45,160,600	6.325
4	Pichaya Tansod	29,696,500	4.159
5	Somsak Attaboonwong	22,245,000	3.116
6	Worapa Mona-rak	15,000,000	2.101
7	Karoon Chandrangsui	10,300,800	1.443
8	Waranya Pinsam-ang	8,873,200	1.243
9	Ni-orn Muneepeerakul	7,190,000	1.007
10	Thanasal Manuneepeerakul	6,355,700	0.890

Dividend Payment Policy of the Company and its Subsidiaries

The company has a policy to pay dividends of at least 40.00 percent of the Company net profits in separate financial statements after deducting corporate income tax and the legal reserves stipulated by law and as identified by the Company. The payment of dividends should not have substantial impact on the regular operation of the Company, however; it is subjected to change, depending on the corporate performance, financial status, liquidity, business expansion, necessity and suitability in the future, and other factors which are concerned with the administration in accordance to the Board of Directors and shareholders to generate the highest profit for the shareholders.

Management Structure

As of 31 December 2014



Board of Directors

Board of Directors as of 31 December 2014 consisted of 11 directors as follows:

Name and Last Name	Position
1. Mr.Pranai Suwanrath	Chairman/Independent Director
2. Miss Apa Ataboonwongse	Vice Chairman
3. Miss Sunee Sathatinan	Vice Chairman
4. LT.GEN. Samang Thongpan	Independent Director/Chairman of the Audit Committee
5. Mr.Somchai Pienstaporn	Independent Director/Member of the Audit Committee
6. ASSOC.PROF.Suthus Ratanakuakangwan	Independent Director/Member of the Audit Committee
7. Mr.Somsak Ataboonwongse	Director
8. Mr.Karoon Chandrangsu	Director
9. Mrs.Nonglak Wanthammapong	Director
10. Police Colonel Suvit Tansode	Director
11. Mr.Verapol Ataboonwongse	Director

Authorized Signatory

The Company's authorized signatories are Dr.Apa Ataboonwongse, Miss Sunee Sathatinan and Mr.Somsak Ataboonwongse. It is required that any two of these directors jointly sign with the seal of the Company affixed.

Terms of References, Authority and Responsibility of Board of Directors

Board of Directors has authority and function as stated in Company's regulations according to the Extraordinary General Meeting of Shareholders of 2/2013 on 6 September 2013 as follows:

- 1) Board of Directors is authorized to manage the Company according to law, objectives and regulations of the Company, and resolution of the shareholders' meeting with honesty, caution, and best interest for the Company.
- 2) Board of Directors is authorized to set the target, model, policy, plan and budget of the Company, in addition to control and monitor the management of all assigned levels to operate as set policy.
- 3) Board of Directors is authorized to review and consider to approve the policy and operating plan for the big investment projects submitted by either sub-committee and/or executives.
- 4) Board of Directors is authorized to appoint, assign, or suggest to the sub-committee or the operating team to implement any tasks seen appropriated by Board of Directors.
- 5) Board of Directors is authorized to follow up with the performance in accordance with plan and budget.
- 6) Board of Directors is authorized to direct the internal control system and efficient internal audit by forming an internal audit section to follow and cooperate with the Audit Committee.
- 7) Board of Directors is authorized to consider and approve any necessary matters regarding the Company or seen appropriate and fit interest of the Company.

Board of Directors can conduct the following matters only by the approval from the meeting of shareholders:

- a) Any matters set by law that required the resolution from the shareholders' meeting. And
- b) Any matters that directors are stakeholders or under regulations or announcement from the Office of the Securities and Exchange Commission, or the Stock Exchange of Thailand, approval from shareholders meeting is required.

Board of Directors will make the following decision only when approved by the shareholders' meeting with minimum 3 out of 4 of the total votes:

- a) Sell or transfer the Company's business as a whole or important part to others.
- b) Buy or merge other companies
- c) Change or cancel contract relating to lease the Company as a whole or important part. Assign other individual to operate the Company or combine the business with the objective to share profit and loss.
- d) Add changes to memorandum of association or Company's regulations.
- e) Increase or decrease capital, and issue Company's bond.
- f) Company's merger or cease operation
- g) Any activities under the Securities Exchange Act or announcements of the Stock Exchange Market of Thailand require the approval from the meeting of Board of Directors and votes from shareholders' meeting as mentioned above.

Any matters that directors are stakeholders or have interest conflict with the Company, such directors have no right to vote for that matter.

Moreover, Board of Directors is also responsible to monitor the business operation according to the act of securities and Securities Market. Some of the regulations are related transaction, or sell any assets under the regulations of Stock Exchange of Thailand, announcement of the Office of the Securities and Exchnage Commission, or any law regarded with Company's business.

Executives

As of 31 December 2014, the Company has 6 Executives as follows:

Name & Last Name	Position
1. Miss Apa Attaboonwongse	Chairperson of the Executive Committee / Acting Marketing Director
2. Miss Sunee Sathatinan	Executive
3. Mr. Somsak Ataboonwongse	Executive
4. Mrs. Saranthorn Srisunthorn	Managing Director
5. Miss Nuttakan Sawpar	Finance and Accounting Director
6. Mr.Songkran Supachavalit	Project Director

Terms of References, Authority and Responsibility of Executive Chairperson

In the meeting of Board of Directors number 4/2556 on 14 August 2013, terms of references, authority and responsibility of Executive Chairperson are set as follows:

Executive Chairperson has duty to manage and monitor the Company in accordance to the fundamental objectives of the Company. Executive Chairperson should carry out the duty and responsibility to the Company's operation by herself, or assign other executive to act on her behalf. Duty and responsibility of Executive Chairperson are

- 1) Monitor and suggest the operation and management daily.
- 2) Proceed and perform the duty according to the operation plan and budget approved by the Board of Directors.
- 3) Authorized to proceed any business to accomplish the objectives, policy, rules, agreement, command, including the resolution from the meeting of Board of Directors and/or resolution from shareholders' meeting.

- 4) Authorized to give out order, rules, announcement, and memorandum to operate according to policy and interest of the Company, and to keep discipline in the organization.
- 5) Follow-up and evaluate the Company's performance daily to prepare for the risk both inside and outside factor.
- 6) Authorized to approve legal transaction relating to Company's regular transaction like sell & buy, arrange for raw material for production, expenses for regular transaction, investment, acquisition or distribution of tools, asset, or services to benefit the Company as detailed in the authority approved by the Board of Directors including the mandated power to provide smooth operation for the Company.
- 7) Authorized to act on behalf of the Company to people outside in necessary activity in the normal transaction for the best interest of the Company.
- 8) Authorized to approve the investment in fixed asset, loan, or other types of investment like equity instrument or bond, not exceeding 1 million baht.
- 9) Authorized to get loan from financial institutes not more than 100 million baht credit limit.
- 10) Authorized to claim the expenses for the operation and distribution of fixed asset with no more than 10 million baht credit limit.
- 11) Authorized to initiate encumbrance, avail, and warrant, not exceeding 100 million baht credit line.
- 12) Perform duties assigned by Board of Directors periodically.

The authority to do any legal transaction which might cause conflict of interest between Executive Chairperson and any stakeholders fixed in the law and announcement of the Office of the Securities and Exchange Commission or the Stock Exchange of Thailand is not covered by the authority of Executive Chairperson who cannot consider, vote for the said legal transaction with her own judgement or by acting person. In such case, the legal transaction should be presented for the approval to the Board of Directors through Audit Committee and/or shareholders' meeting (depending on circumstances) according to the law and corporate regulation.

Qualifications of Executives

Executives are certified to be ethics, capable experienced, managerial with honesty and caution to protect the Company's interest, intend to operate continually, knowledgeable and responsible for the public, and are not prohibited according to the notification no.8/2553 of the Office of the Securities and Exchange Commission of the defining characteristics of the trustworthiness of the directors and executive officers of the Company, dated 23 April 2010.

Company Secretary

Board of Directors realize to promote the good governance and to align with section 89/15 of Securities and Exchange Act (No. 4) to appoint the Company Secretary to prepare and maintain documents, to file the reports on conflict of interest by directors or executives, to supervise any task required by the notification of Capital Market Commission, including arranging the Board's meetings and Shareholders' meeting, and supervising and providing recommendations to the Directors and Executives regarding the adoption of related law, rules and regulation.

Board of Directors have appointed Mrs.Saranthorn Srisunthorn who attended the Company Secretary Program with the Thai Institute of Directors Association (IOD) between 10-11 June 2014 class of 57/2014 , as the Company Secretary as of 15 May 2013.

Director and Management Remuneration

Directors

The Company has policy for the directors' remuneration to be approved by Nomination and Remuneration Committee, and compared with the reference from similar business. Total amount of 8,000,000 baht is paid to the directors and subsidiary as follows:

Position	Meeting Attendance Fee/time (baht)
Chairperson	25,000
Directors	15,000
Chairperson of the Audit Committee	15,000
Member of the Audit Committee	10,000

Position	Meeting Attendance Fee/time (baht)
Executive Chairman	15,000
Executive	10,000
Chairman of Nomination & Remuneration Committee ^{1/}	15,000
Nomination and Compensation ^{1/}	10,000
Risk Management Chairperson ^{1/}	15,000
Risk Management ^{1/}	10,000

Remark: ^{1/} Founded after the meeting of Board of Directors no 4/2013 as of 14 August

Remuneration in Cash

Name of Directors	Year 2014					
	Remuneration to Directors (Baht)					Total Paid (Baht)
	Company Directors	Member of Audit Committee	Executive	Nomination & Remuneration Committee	Risk Management Committee	
1. Mr. Pranai Suwanrath	25,000					25,000
2. Miss Sunee Sathatinan	60,000		40,000			100,000
3. Miss Apa Ataboonwongse	60,000		60,000		15,000	135,000
4. Mr. Somsak Ataboonwongse	45,000		30,000	10,000		85,000
5. Mrs. Nonglak Wanathammapong	45,000					45,000
6. Pol. Col.Suvit Tansode	60,000					60,000
7. Lt. Gen. Samang Thongpan	45,000	45,000		15,000	10,000	115,000
8. Mr. Somchai Pienstaporn	60,000	40,000				100,000
9. ASSOC. Prof. Suthus Ratanakuakangwan	45,000	40,000		10,000	10,000	105,000
10. Mr. Karoon Chandrangu	45,000				10,000	55,000
11. Mr. Verapol Ataboonwongse	45,000					45,000
Total	535,000	125,000	130,000	35,000	45,000	870,000

Year 2014, the remuneration paid to Board of Directors and the subsidiary as follows:

1.	Meeting Attendance fee for directors and the subsidiary	amount	870,000	Baht
2.	Pension for 11 members	amount	<u>7,130,000</u>	Baht
	Total		<u>8,000,000</u>	Baht

Executives (including Executive Committee)

The Company has policy to give bonus to both executives and employees as the inspiration with the proportion ranged from the revenue each period.

In year 2014, the Company had total payment of 8,602,395 baht consisted of salary, and bonus to 6 executives.

Other Remuneration

--None--

Personnel

Total number of the Company's employees is 69 as of 31 December 2014 in the following departments:

Department	Number (People)
1. Marketing	25
2. Management	26
3. Accounting	9
4. Project	9
Total	69

The Company has had no labor dispute these past 3 years.

Remuneration for Employees

Remuneration for employees (excluding executives) in year 2014 consisted of salary, wage, overtime, bonus, and other benefit as detailed below:

Employees' Remuneration	Amount (Million Baht)
Salary	20,792,831
Bonus and other benefit	3,994,085
Total	24,786,916

Human Development Policy

The Company is aware of the importance in developing knowledge and ability of the employees to increase the efficiency and quality of service. Guest speakers from both inside and outside of the company are invited to come for training and seminar regularly organized for the employees to be able to apply the knowledge they learned to their work. The satisfactory bonus is also the policy used to motivate employees to stay long with the Company. Moreover, the Company frequently organizes activities that bond their relationship and create unity in the organization.

Corporate Governance

Corporate Governance Policy

The Company has complied with the Code of Best Practice to contribution of transparency, and benefits to the business operation in order to enhance the confidence to the shareholders, investors, and all persons concerned. The Board of Directors has determined the guidelines on the corporate governance in compliance with the principles of the Stock Exchanges of Thailand. The corporate governance of the Company is comprised of the 5 items as follows:

1. Rights of Shareholders

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

- 1.1 The Company shall send the invitation letter along with the meeting agenda sufficiently, which identify the objectives and reason together with the comments of the Board of Directors for each agenda for shareholder to consider entirely prior to the Meeting at least 14 days. If shareholders who be unable to attend the Meeting can assign the Independent Director or other person to be a proxy to attend the Meeting by using the proxy form attached to the invitation letter.
- 1.2 The Company has organized facilities conveniently to shareholders by providing the Meeting at a convenient place, having a map attached to the invitation letter, including setting the date and time appropriately and sufficient timeframe of the Meeting.
- 1.3 Prior the Meeting, the Company shall notify shareholders to the process of exercising their votes and the rights on expressing their opinions, as well as raising questions to the Meeting according to the agenda. During the Meeting, shareholders have rights equally to express their opinions and raise questions, which the Chairman of the Meeting shall provide sufficient time appropriately. The Director and the Executives concerned shall attend the Meeting to answer questions at the Meeting.
- 1.4 The communication channels are added to send and distribute information, news, and details to shareholders through the Company's website. Particularly, the invitation letter shall be noticed prior the Meeting for shareholder to download the meeting agenda conveniently and completely and having sufficient time to obtain information adequately prior receiving the actual printed documents from the Company.
- 1.5 The Minutes of Meeting shall be recorded completely, accurately, and all significant questions and comments for shareholder to verify. The Company shall provide video record of the Meeting for reference. Besides, the Company shall disclose the Minutes of the Meeting through the Company's website for shareholder to consider, including submitting such minutes of the meeting to the Stock Exchange of Thailand within 14 days from the date of Annual General Shareholders' Meeting.
- 1.6 The dividend payment shall be paid by transferring to shareholders' bank account for their convenience to receive dividend on time (in case of having dividend payment) and prevent problems on check damages, loss, or delay.

2. Equitable Treatment of Shareholder

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

- 2.1 To facilitate minor shareholders to propose a nominee for selection to the Director or additional agenda prior the Meeting.
- 2.2 To determine the criteria clearly in advance to consider whether the agenda proposed by minor shareholders shall be added or not, including defining the procedures for minor shareholders to propose a nominee to be the Director.

- 2.3 On the Meeting, shareholders shall consider and exercise their vote on specified agenda without any changes on significant information or adding agenda without notification prior for shareholders' approval
- 2.4 To facilitate shareholder who be unable to attend the Meeting by appointing a person or the Independent Directors at least 1 person attending the Meeting be their proxy and exercise their vote. The details of the Independent Directors are identified on the invitation letter.
- 2.5 To treat all shareholders equivalently, major or minor shareholders, Thai or foreign shareholders.
- 2.6 To encourage the exercise of vote by using ballots on every agenda for transparency and accountability. In case of any disputes after the Meeting and on the agenda of election of Directors, shareholders have opportunity to exercise their right to appoint the Director individually.
- 2.7 The guidelines for keep and prevention on using information are determined in the written manual, which such guidelines are notified to all employees and required them to comply with. All directors and executives are responsible to report their securities holding in compliance with the laws and send such report to the Board of Directors.

3. Roles of Stakeholders

The Company has realized and be aware of the rights of all stakeholders not only the internal stakeholders such as shareholders, employees, and the external stakeholders such as customers, trade partners, competitors, public sectors, and other agencies, including nearby communities concerned. With the supports of stakeholders, the Company enable to compete and create profit which is the long-term value to the Company. The Board of Directors has defined the policy as follows:

3.1 The Conduct and Responsibility to Shareholders

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

- 3.1.1 To perform duties with honest and integrity, as well as, carefully making decision fairly to all shareholders and for the benefits of whole shareholders.
- 3.1.2 To conduct its business complied with the corporate governance to ensure that the Company has good financial status and operation. The business status, operation results, financial information, accounting and other reports are presented regularly, completely, and actually.
- 3.1.3 To report the Company's direction in the future to shareholder equally both positive and negative based on the possibility, adequate and reasonable information.
- 3.1.4 Not taking benefits for oneself and others by using the internal information of the Company which not been disclosed to the public, or taking any actions causing the conflicts of interest to the organization.
- 3.1.5 The Company has treated all shareholders in the Meeting equally.

3.2 The Conduct and Responsibility to the Public Sectors

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

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

3.3 The Conduct and Responsibility to Employees

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

- 3.3.1 To perform to the employees with respect of their prestige, dignity, and individual rights
- 3.3.2 To maintain the working environment be safety to the life and property of employees regularly
- 3.3.3 The appointment and transfer, as well as rewards and punishment, shall be conducted impartially and based on the knowledge, competence, and suitability of employees.
- 3.3.4 To pay more importance on development of knowledge and competence of employees frequently
- 3.3.5 To determine the remunerations to employees fairly, according to the market rate, competitively if compared with the similar business functions, performance, and ability of the Company to pay such remunerations.
- 3.3.6 To avoid any actions inequitably which may impact to the stability of employees' career
- 3.3.7 To provide employees an opportunity to suggest or complain on working and determine the solutions for contribution of benefits to all parties and creating good relationship on working together.

3.4 The Conduct and Responsibility to Customers The Conduct and Responsibility

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

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

3.5 The Conduct and Responsibility to Trade Partners and Parties

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

- 3.5.1 The Company has provided to procure products and services efficiently under the following principles:
 - Competition on impartial information
 - Having criteria on evaluating and selecting trade partners and parties
 - To prepare the contract as appropriate and fair to both parties
 - To provide the management system and monitor to ensure that the conditions on the contract are executed and prevent fraud in all procedures of the procurement.
 - To pay to supplies and trade parties on time under the payment terms agreed.
- 3.5.2 The Company has focused to develop and retain sustainably relationship with trade partners and parties with objectively, clear supplying the good quality products and services valuable to the payment and being reliable mutually.
- 3.5.3 To prohibit the Management and all employees to receive, both directly and indirectly, any benefits individually from the trade partner and parties.
- 3.5.4 Not using the information receiving from the procurement for own benefit or others.

3.6 The Conduct and Responsibility to Creditor

The Company has committed to operate its business with principles and discipline to establish reliability to the creditors. The Company has conducted as follows:

- 3.6.1 To comply with the terms of the contracts or conditions agreed as strictly
- 3.6.2 In case of non-compliance with the conditions as agreed, the Company shall notify the creditors in advance in order to jointly solve the problems.

3.7 The Conduct and Responsibility Business Competitors

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

- 3.7.1 To conduct under the rules of competitions
- 3.7.2 Not taking confidential information for the business competitors with the methods dishonesty or improperly for the benefits of the Company
- 3.7.3 No accusation or discredit its competitors
- 3.7.4 No taking any action that violating the intellectual property rights of others or business competitors

3.8 The Conduct and Responsibility to Society

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

- 3.8.1 To operate business by consideration of the environment significantly under the laws and regulations enforced related to the environment strictly
- 3.8.2 To determine the policy of the corporate social responsibility (CSR) clearly and conduct within the organization
- 3.8.3 To encourage the Company's employees to be aware of and responsible on the environment and social
- 3.8.4 To be respect to the local traditions, and culture of each communities where the Company run its business
- 3.8.5 To promote activities, held by the Company and cooperated with the public or private sectors, and communities, contributing to social, communities, and environment regularly, to make communities, where the Company locates, have good quality of life.
- 3.8.6 To participate the activities with communities surrounding the area where the Company run its business appropriately.
- 3.8.7 To respond promptly and effectively to any circumstances affected to the environment, communities, life, and property caused by the Company's operations. The Company shall cooperate entirely with the government officers and other related agents.

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

4. Information Disclosure and Transparency

- 4.1 The Board of Directors has policy to disclose the financial information and other information related to the business and operation results accuracy, complete, sufficient, regularly and in time that demonstrate the financial status and the actual operation as well as the future business
- 4.2 The Board of Directors is committed to comply with the laws, rules, and regulations related to the information disclosure and transparency as strictly. The information shall be provided and disclosed through the Company's website both in Thai and English, mass media releases, publication of the Stock Exchange of Thailand for

- shareholders and other related persons to receive the Company's information thoroughly and amend in compliance with the guidelines notified by the Stock Exchange of Thailand and the Securities and Exchange Commission.
- 4.3 On the Investor Relations function, the Company has not established specific section to handle but assigned Khun Saranthorn Srisunthorn, the Company Secretary, to be responsible on communicating significant information of the Company to investors, shareholders, including analysts and other interested persons, which can be contacted by phone no. 0-28861816-7.
 - 4.4 The Company has realized on the importance of the financial reports to present its financial status and real operation results on the fundamental accounting information of accuracy, completely and sufficient according to the accounting standard acceptable in general.
 - 4.5 The Company shall disclose the details of each directors, the roles, and the responsibility of the Board of Directors and its sub-committee on the annual report (form 56-2) and the annual information form (form 56-1), the number of Meeting and the number of times each director attending the Meeting. In addition, the directors' and the top management's remunerations shall be disclosed on the annual report (form 56-2) and the annual information form (form 56-1).

5. Responsibility of the Board of Directors

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

5.1 The Structure of the Board of Directors

5.1.1 The Board of Directors

1) Elements of the Board of Directors

The Board of Directors consists of the directors who have knowledge, competence, and experiences on business operation. They are responsible on determining the policies, vision, strategies, goal, objectives, business plans and budgets of the Company. Additionally, the Board of Directors has monitored and supervise the Executive to manage according to the specified policies as effectively and efficiently under the laws, objectives, regulations, resolutions of the Board of Directors' Meeting and shareholders' Meeting. With the responsibilities, integrity, concentration under the code of conducts, it can increase the economic value to its business and stability to shareholders. The Board of Directors consisted of at least 9 directors and being the Independent Directors not less than one of the three of the total directors. The Independent Directors are persons having qualification under the notices of the Capital Market Commission and the related notices of the Stock Exchange of Thailand. The directors, not less than one-half of the total directors, must be Thai residents.

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

2) The Terms of the Board of Directors

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

Except resigning by their term, the Director shall retire by

1. Death
2. Resign
3. Lack of Qualification

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

3) The Qualification of the Independent Director

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

10. Being not the director assigned by the Board of Directors to make decision in respect of collective decision on business operation of the Company, its parent company, subsidiaries, associates, same-level subsidiaries, major shareholders, or controlling parties of Company.
11. Being not the directors of its parent company, subsidiaries, or same-level subsidiaries, especially being the listed companies
- 4) Chairman of the Board

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

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

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

5.1.2 Sub-Committee

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

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

5.2 The Responsibilities of the Board of Directors- Roles, Duties and Responsibilities

Reference to the corporate governance, beyond to operating its business in accordance with the laws, objectives, and the regulation of the Company including the resolutions of the shareholders' meetings, the Board of Directors shall determine the roles, duties, and responsibilities of the Board of Directors.

5.3 The Responsibilities of the Board of Directors- The Meeting of the Board of Directors

The Company has defined the guidelines on the Board of Directors' Meeting as follows:

- 1) The Board of Directors has determined in advance the normal frequency of meetings on quarterly basis. Other special meetings may be held as the need arises by notifying 7 days in advance prior the meeting. In addition, the number of the directors attending the meeting must be not less than one-half of the total directors on every the meeting, which shall be a quorum.
- 2) The meeting agenda is determined in advance. Chairman of the Board of Directors and Chairman of the Executives Committee shall jointly consider the agenda of the Board of Directors' Meeting and define clearly agenda. The Company Secretary is responsible to send the invitation letter to the directors and ensures that the directors receive documents in advance and have sufficient time to study all pertinent information prior to attending the meeting and consider the agenda to give comments and voting.
- 3) The Board of Directors obtains sufficient, complete, continual, timely information prior every meeting. The Board of Directors is able to contact the Company Secretary directly and independently and the Company Secretary is responsible to advising the Board of Directors on the matters related to compliance with the laws and regulations.

- 4) The Chairman of the Board of Directors has allocated sufficient time for proposal of documents and information, and significant issues for discussion. The Chairman encourages and promotes each director to thoroughly give an opinion before summarizing comments from the meeting.
- 5) The Board of Directors has policies that the directors, who are non-executives, enable to hold a meeting mutually as necessary to discussion on the issues related to the management as attentively without attendance of the Executives and notify the resolution of such meeting to the Chairman of the Board of Directors.
- 6) The Board of Directors promotes the Chairman of the Board of Directors to invite the senior executive to attend the meeting of the Board of Directors to provide additional information as the direct operator and has a chance to know the senior executive for its consideration on succession plans.
- 7) On consideration of agenda, the directors who have conflicts of interest on such agenda are prohibited to exercise their votes and not attend the meeting on that period.
- 8) On every meeting, the minutes of meetings are written recorded and kept the minutes of the meeting approved by the Board of Directors ready for examination by the directors and other related parties.

5.4 The Responsibilities of the Board of Directors- Self-Evaluation of the Board of the Directors

After registration to the Listed Company in the stock market, the Board of Directors has provided the self-evaluation every year to assess the performance on the previous year and use evaluation results to improve the performance of the Board of Directors efficiently for the next year.

5.5 The Responsibilities of the Board of Directors-Remuneration of the Directors

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

5.6 The Responsibilities of the Board of Directors-Development of Directors and Executives

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

The Directors of the Company, almost everyone, attended the training courses of directors held by the Thai Institutes of Directors. Some directors attended the course of Director Accreditation Program (DAP), and some took the course of Director Certification Program (DCP), from the same institute.

5.7 The Responsibilities of the Board of Directors-The Internal Control

The Board of Directors has provided the internal control system covering all functions both finance and operations according with the laws, regulations and related rules. In addition, the Company has provides the system examination and balancing the power effectively and sufficiently to protect its assets continuously. The hierarchy of authorities and responsibilities of the executives and employees who are audited and balancing the power are determined, as well as the written guidelines on operations, having independent internal control section to audit the performance of overall functions to comply with the rules defined, including evaluating the effectiveness and sufficiency of the internal control on other functions of the Company.

5.8 The Responsibilities of the Board of Directors-Supervising the Use of Internal Information

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

5.9 The Responsibilities of the Board of Directors-Annual Report

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

Sub-Committee**The Audit Committee**

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

Name	Position
1. Lt. Gen. Samang Thongpan ^{/1}	Chairman of the Audit Committee/Independent Director
2. Mr. Somchai Pienstaporn	Audit Committee/Independent Director
3. Assoc.Prof. Suthus Ratanakuakangwan ^{/1}	Audit Committee/Independent Director

Remark: ^{/1} Being the Audit Committee who has knowledge and competence on accounting and finance

1. Lt. Gen. Samang Thongpan, graduated of Bachelor Degree of Accounting, Chulalongkorn University / Master Degree of Business Administration, National Institute of Development Administration / Financial Management (Finance Academy Ft. Benjamin Harrison, US. Army) / Resources Management (International Defense Resources Management Institute US. Navy) / National Defence College of Thailand Class 44 / Director Accreditation Program Class 20 of 2004 from Thai Institute of Directors
2. Assoc.Prof. Suthus Ratanakuakangwan, graduated of Maitrise es Sciences Economiques (Gestion Industrielle)Universite' de Toulouse I, France / Master Degree of Economics (Industrial Management) / Director Accreditation Program Class 94 of 2012 from Thai Institute of Directors

Role, Duty, Authority and Responsibilities of the Audit Committee

Reference to the Extraordinary Shareholders' Meeting No. 2/2013 held on September 6, 2013, the roles, authority, and responsibilities of the Audit Committee was determined as follows:

- 1) To review the Company's financial reporting to ensure that it is accurate and adequate disclosed by cooperation with the auditor and the Management responsible on preparing the financial reports both quarterly and annual. The Audit Committee may suggest the auditor to review or monitor issues necessary and significantly during auditing the Company's account.
- 2) To review the Company's internal control system and internal audit system as appropriate and efficiently by participating the review with the auditor and the internal control persons
- 3) To consider the independence of the internal audit units as well as approval on appointment, transfer, termination of the chief of an internal audit unit or other units related to the functions of internal audit.

- 4) To review the Company's compliance with the law on securities and exchange, the regulations of The Stock Exchange of Thailand, and the laws relating to the Company's business
- 5) To consider, select and propose to appoint a nominee to be the Company's auditor and the audit fee by consideration of the independence, accountability, adequacy of resources on auditing of the auditor, and experience of a person assigned to audit the Company's account, as well as to attend a meeting with an auditor at least once a year, with no involvement of the management.
- 6) To consider on the disclosure of the Company's information, in particular, the connected Transactions, or transactions that may lead to conflicts of interest, accurately, completely and in compliance with the laws and regulations of The Stock Exchange of Thailand, including the necessity and reasonability of those transactions for the highest benefit of the Company.
- 7) To perform any other acts as assigned by the Board of Directors, with an approval of the Audit Committee
- 8) To prepare the report of activities of the Audit Committee by disclosure in the Company's annual report, which signed by the Chairman of the Audit Committed
- 9) To report the performance of the Audit Committee to the Board of Directors at least once a year
- 10) To have authority to review and investigate matters as necessarily, as well as opinion independently from other professional advisors when deemed necessary by the Company's cost in order to perform the duties under its responsibility accomplishedly.

The Executive Committee

The Executive Committee is consisted of 3 members as follows:

Name	Position
1. Dr. Apa Ataboonwongse	Chairman of the Executive Board
2. Miss Sunee Sathatinan	Executive Vice President
3. Mr. Somsak Ataboonwongse	The Executive Director

Role, Duty, Authority and Responsibilities of the Executives Committee

Reference to the Extraordinary Shareholders' Meeting No. 2/2013 held on September 6, 2013, the roles, authority, and responsibilities of the Executives Committee was determined as follows:

- 1) To prepare and propose the business policies, goals, business plans, business strategies and annual budget of the Company for the Board of Directors' approval
- 2) To supervise and control the Company's operation to conform according to the business policies, goals, business plans, business strategies and budget that approved by the Board of Directors
- 3) To determine the organization structure and authorities on management with covering the details of screening, employment, compensation, transfer, training, and termination of employees of the Company
- 4) May delegate or assign either a person or many persons to take action on behalf of the Executives Committee as it deems appropriate and the Executive Committee can dismiss, change, or amend such authority
- 5) To approve expenditures on the normal operations such as the procurement of assets, the investment expenditures for the Company's benefits, for example, an authority to approve the investment of fixed assets, lending or other investments such as equities, bonds, etc., in the amount of not exceeding Baht 500 million / an authority to approve on borrowing from the financial institutes, in the amount of not exceeding Baht 500 million / an authority to approve the expenses on operations and disposal of fixed assets (per item) in the amount of Baht 10 million / an authority to approve the obligations, aval, guarantee, in the amount of not exceeding Baht 500 million, etc.
- 6) To perform any other acts as assigned by the Board of Directors

Nonetheless, the authorization on approval of the Executives Committee shall not include any transactions that the Executive Committee, or person involved conflicts of interest, have conflicts of interest or other benefits on any matters to the Company, or assign any proxy to take action on the behalf of the Executive Committee on such transaction. In

addition, transactions which must be approved by shareholders are the connected transactions, and the acquisition and disposal of significant assets of the Company to be in compliance with the regulations of the Stock Exchange of Thailand, the Securities and Exchange Commission, or laws related to the Company's business.

The Nomination and Remuneration Committee

As of September 6, 2013, the Nomination and Remuneration Committee is consisted of 3 members as follows:

Name	Position
1. Lt. Gen. Samang Thongpan	Chairman of the Nomination and Remuneration Committee
2. Assoc.Prof. Suthus Ratanakuakangwan	the Nomination and Remuneration Committee
3. Mr. Somsak Ataboonwongse	the Nomination and Remuneration Committee

Role, Duty, Authority and Responsibilities of the Nomination and Remuneration Committee

Reference to the Board of Directors' Meeting No. 4/2013 held on August 14, 2013, the roles, authority, and responsibilities of the Nomination and Remuneration Committee was determined as follows:

- 1) To consider the qualifications of the Company's Director
- 2) To screen and nominate a nominee who has knowledge, competence appropriate to the Company's business and propose nominee to be the director in case of vacancy to the Board of Directors or the shareholders' meeting for approval on appointment
- 3) To consider the structure of remuneration

Remunerations of the directors are compensation, bonus, meeting allowances and other benefits both in cash and others as agreed

- 4) To perform any other acts as assigned by the Board of Directors, in particular the nomination and remuneration

The Risk Management Committee

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

Name	Position
1. Mr. Karoon Chandrangu	Chairman of the Audit Committee
2. Assoc.Prof. Suthus Ratanakuakangwan	The Audit Committee
3. Mrs. Kanthalak Chanthipdisaya	The Audit Committee

Role, Duty, Authority and Responsibilities of the Risk Management Committee

Reference to the Board of Directors' Meeting No. 4/2013 held on August 14, 2013, the roles, authority, and responsibilities of the Risk Management Committee was determined as follows:

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

The Nomination and Appointment of the Directors and Senior Executives

The Nomination of the Directors

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

1. The Company's directors must perform in compliance with the laws, objectives, and regulations of the Company as well as the resolution of the shareholders' meeting.
2. The Board of Directors is comprised of at least 5 directors, and not less than one-half of the directors must be resident in the Kingdom of Thailand. In addition, the directors must have qualifications according to the related laws defined.
3. On every the Annual General Shareholders' Meeting, the Director shall be retired by rotation at one third. In case that the number of the directors cannot be divided into three parts, then the number of the directors retired should be closely to one third. The directors, who retire on the first year and the second year after the conversion, shall ballot to be the director. For the subsequent years, the directors, who serve as the director longest, shall be retired. The retired direction shall be re-elected by voting at the Annual General Shareholders' Meeting.
4. The Nomination and Remuneration Committee shall screen and nominate a nominee who has knowledge, competence appropriate to the Company's business and consider the structure of remuneration for the Company's directors to propose to shareholders' meeting for approval.
5. The shareholders' meeting shall resolve to appoint the directors by decided by a majority of votes according to the guidelines and methods as following:
 - 5.1. A shareholder has one share equal to one vote
 - 5.2. Each shareholder carries votes as described on the item 5.1 to elect one or more to be the Director.
 - 5.3. Director election was executed through cumulating voting from highest votes respectively till the total number of directors is completely elected on such election. In case the cumulating votes is equal and the remaining number of directors is limited, the Chairman of the Meeting has the casting vote.
6. In case that the position of director is vacant with other reasons other than the retire by rotation, the Nomination and Remuneration Committee shall screen and propose nominee having qualifications and not prohibited by the Public Law to be the director instead of the vacancy on the next meeting of the Board of Directors. If the term of directors is less than 2 months, such nominee elected be the director shall take action as the director only on the remaining term of the director he replace. Such resolution is consisted of the voting not less than three fourth of the total number of remaining directors.
7. The shareholders' meeting may resolve to have either director retired before the expiration of his term with the votes of not less than three fourth of the number of shareholders attending the meeting and the number of shares not less than one-half of shares held by shareholders attending the meeting and have voting right.

The Nomination of the Audit Committee

The Audit Committee is consisted of 3 independent directors, and the term is according to the term of the director. The Company has policy on nomination of the Audit Committee/Independent Director, which have qualifications as follows:

1. Holds shares not exceeding one percent of the total voting shares of the Company, its parent company, subsidiaries, associates, major shareholders, and controlling parties of the Company, provided that shares held by related parties of an independent director shall be included.
2. Being or has never been an executive director, employee, staff, advisor receives salary, nor controlling party of the Company, its parent company, subsidiaries, associates, same-level subsidiaries, major shareholder, or controlling parties of the Company, except retiring from such manner for at least two years prior the appointment.

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

Moreover, the Independent Director appointed to be the member of the Audit Committee, at least one person, must be knowledgeable and experiences on the account or finance adequately to review the reliability of the financial statements. Additionally, the Company shall consider qualification on other fields such as business experiences, specialization associated with the business, ethics, etc.

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

The Nomination of the Executives Committee

The Board of Directors shall appoint the Executive Committee by selecting the directors or the senior managements who enable to conduct on the matters related to normal business operations and the management, and determine the policies, business plans, budget, the management structure, including reviewing and monitoring the operating results of the Company according to the policies defined by the Board of Directors.

The Nomination of the Risk Management Committee

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

The Nomination of the Nomination and Remuneration Committee

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

The Nomination of the Management

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

The Corporate Governance of its Subsidiaries and Associates

As of December 31, 2014, the Company did not establish its subsidiaries and associates; therefore, there was no supervision on such sections.

The Supervising the Use of Internal Information

The Company has policies and guidelines for the directors and the executives to use internal information of the Company not disclosed to the public for individual benefits, including selling and buying the securities as following:

- To educate the directors, as well as the managements on the responsibilities to report on the securities holdings of the directors, his/her spouse, and any minor child to the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand by virtue of Section 59 and the punishment by the virtue of Section 275 of the Securities and Exchange Act B.E. 2535 (A.D. 1992)
- The Company had defined the directors and the managements to report on the changes of the securities holdings to the Office of the Securities and Exchange Commission by virtue of Section 59 of the Securities and Exchange Act B.E. 2535 (A.D. 1992) within 3 day of the date of such transaction and send the copy of this report to the Company at the same day delivery to the Office of the Securities and Exchange Commission.
- The Company had defined that the directors, the managements, and related employees who can access the internal information which is significant and affected to the changes of the stock price must suspend the trading the Company's securities prior the disclosure of the financial statements or such internal information to the public for a period of one month and should wait at least 24 hours after disclosing to the public, including not revealing the significant information to other persons.

The Audit Fee

The Company paid a total audit fee for 2014 of Baht 840,000 to Grand Thornton Co., Ltd., the auditor of the Company, including person or related parties with the auditors and audit firm at which the auditors working for the previous year.

The audit firm and auditor have no relationship or conflicts of interest with the Company/the Executives/major shareholders or persons related to such auditor. Besides, the auditor has independent and qualifications accepted to be the auditor of the Company and certified by the Securities and Exchange Commission.

The Code of Other Conducts in compliance with the Corporate Good Governance

Remuneration

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

The Development of the Directors and the Executives

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

Corporate Social Responsibilities : CSR

The Company commits to manage and operate its business not for profit only but to be part of society to promote and support morality, transparency, and ethics as a whole. The Company fosters the principles of Corporate Social Responsibility or CSR as follows:

1. Operates the business with integrity and responsibility to both the society and Stakeholders

The Company aims to develop business growth as well as promote social responsibilities. The Company believes in fair and justified competition in accordance to laws and ethics. The Company has counter measures to any unfair competition to customers with a policy to set the sale prices of (house or condominium units) according to the market to fairly benefit both the seller and buyer. The price should be compatible with trade competitors while customers gain value. To promote the corporate social responsibilities, the Company always maintains a strong image and credibility by treating business partners fairly. In the operation of real estate development, the Company essentially needs to cooperate with contractors and construction management. Hence, the Company should provide confidence as the key factor to selecting business partners to ensure sustainable and steady growth of operations. Through the entire business operation with trade partners, the Company never breaks the agreement that leads to lawsuit, or delays in installment as set in the contract. Moreover, the Company runs a campaign to promote and create the consciousness of social responsibilities to the executives and employees to purchase only copyright products and services.

2. Respect for Law and Human rights

The Company aims to operate business with transparency and rejects all forms of corruption with no promotion to any employee success from dishonesty. The Company has updated the internal administration to examine the internal operation to prevent the dishonesty, in combination with the process to transform the employees' attitude, cultivate the ethics and conscience to follow and not violate any legislations or rights.

3. Community and Society Development

The Company foresees the importance of developing the society and sustainable community to make it livable. The Company organises activities continually in conjunction with the business operation under the responsibilities to the community and society as a whole.

The practices are as follows:

1. The Company has precise Corporate Social Responsibilities (CSR) policy and is practised inside the organization.
2. The Company instills the awareness in its employees the responsibilities to both the environment and society.
3. Respect the custom, tradition, and culture of each region where the Company operates.
4. The company conducts the activities independently or with the coordination with either government or private sectors for the community, society and the environment regularly in order to improve the quality of life for the community settled on the Company's premises.
5. The Company cooperates with various activities with the communities around the Company's business locations accordingly.

4. The Company strives to promote a better quality of living to employees at all levels to encourage them to become volunteers and gain awareness of the social responsibilities continually. The company has implanted a positive consciousness and attitude to set a good corporate sample. Not only does it emphasize every form of anti-corruption, the Company also regularly presents rewards and bonuses to employees who diligently pay attention to the work which reflects high corporate social responsibility. The Company believes that proper bonuses is one of the factors to prevent and reduce corporate corruption. In addition, the Company sets up a unit under the responsibility of Human Resources as a channel to act on any claims on non-ethical transactions, or to reform any suspicious corrupting behavior. This unit will take on the case fairly to all parties involved and disclose maintain confidentiality toward a smooth investigation with no threats tolerated.

5. Environmental Conservation

The Company is aware of the importance of environment conservation and follows all environmental laws and regulations strictly. The Company has to apply for a license submit a legitimate report with Environmental Impact Assessment (EIA) when submitting the construction permission to the Office of Natural Resources and Environmental Policy and Planning for any condominium project with over 80 units, or housing estate with more than 100 Rai of land or 500 units up. The Company complies with the measures to control pollution which might have negative impact during and after construction. A central sewage waste water system is installed in each project in order to be treated before draining to public and green areas so as to reduce global warming from the usage of air-conditioning.

Directors and Executives

Name & Last Name/ Title	Age (year)	Educational Background	Total Shares (%)	Family Relationship with Executives	Work Experience	
					Duration	Position and Name of Agency/Company
1. Mr. Pranai Suwanrath	63	<ul style="list-style-type: none"> - Master of Business Administration, Indiana University, Indiana State. USA. - Bachelor of Law, Thammasat University 	-	-none-	Sep 2013 - Present 2011 - Present 2011 2008 2006 2003 1997	<ul style="list-style-type: none"> - Chairman of the Board, Richy Place 2002 Public Company Limited - Chairman of the Board, Metropolitan Electricity Authority - Permanent Secretary, Ministry of Interior - Deputy Permanent Secretary, Ministry of Interior - Director, Southern Border Provinces Administration Centre - Governor, Singburi Province - Vice Governor, Phra Nakhon Si Ayutthaya Province
2. Dr. Apa Ataboonwongse	61	<ul style="list-style-type: none"> - Diploma, National Defence College, The Joint State-Private Sector Course (Class 4414) - Doctor of Philosophy (Management), Christian University of Thailand - Master of Business Administration (MBA), Kasetsart University - Bachelor of Law, Dhurakij Pundit University - Diploma, Rajamangala University of Technology Phra Nakhon, Bangkok Commercial Center - Distinguished Alumni Award, Christian University of Thailand - Distinguished Alumni Award, Executive MBA year 2004, Kasetsart University - Distinguished Alumni Award, year 2004, Dhurakij Pundit University - IOD's Training DAP Program, class 103/2013 RCC Program, class 17/2013 DCP Program, class 187/2014 	35.71	Unregistered married, but known to public, to Police Colonel Suvit Tansode	2002-Present 1995-Present 1975-Present 1994-Present 2008-2013 2004-2008 2007-2008 2007 2003 2000-2002 1991-1999	<ul style="list-style-type: none"> - Vice Chairman of the Board/ Executive Chairman, Richy Place 2002 Public Company Limited - Chairman of the Board, Ataboon Asset Company Limited (Office Rental) - Chairman of the Board, Ataboon Company Limited (Distributor of Automobile parts) - The First President of Rotary Club of Sathorn - Vice President and Secretary, Thai Condominium Association - Director, Board of The Federation of Thai Industries - District Governor, Rotary International District 3350 - Member of Constitutional Drafting Council B.E. 2550 - Associate Judge, The Central Intellectual Property and International Trade Court - Chairman, The Federation of Thai Industries - Nonthaburi Chapter - Chairman of the Board, Thai NKK Metal Company Limited (Manufacture and sale of automobile clutch plate) - Expert, Teacher Civil Service and Educational Personnel Sub-committee - Special Lecturer, Burapha University, Chonburi - Steering Committee, International College, Suan Sunandha Rajabhat University - Chatuttha Direkhhunaphon (Companion (Fourth Class) of The Most Admirable Order of the Direkgunabhorn) and Chaturathaphon Mongkutthai (Companion (Fourth Class) of the Most Noble Order of the Crown of Thailand)

สร้างสรรค สักกะมาโปะมา

Name & Last Name/ Title	Age (year)	Educational Background	Total Shares (%)	Family Relationship with Executives	Work Experience	
					Duration	Position and Name of Agency/Company
5. Mr. Somchai Pienstaporn	65	<ul style="list-style-type: none"> - Bachelor of Science (Forestry), Kasetsart University - Master of Public Administration (Public Science), Ramkhamhaeng University - Honorary Doctor of Philosophy (Environmental Science), Ramkhamhaeng University - Army War College, class 44 (AWC 44) - The National Defence College, class 44 (NDC 44) - IOD's Training DAP Program, class 99/2012 	-	-none-	Present	<ul style="list-style-type: none"> - Audit Committee, Richy Place 2002 Public Company Limited - Expert Member, The National Wild Animal Reservation and Protection Committee - Expert Member, The National Park Committee - Expert Member, The Executive Board of the Designated Areas For Sustainable Tourism Administration
					2010	- Retired from the position of Director General of Royal Forestry Department
					2008	- Director General, Royal Forestry Department
					2006	- Acting Director General, Department of Marine and Coastal Resources
					2005	- Deputy Permanent Secretary, Ministry of Natural Resources and Environment, (Chief of Administrative Cluster and Chief of Environmental Cluster)
					2002	- Director General, National Park, Wildlife and Plant Conservation Department
					2000	- Deputy Director General, National Park, Wildlife and Plant Conservation Department
					1998	- Deputy Director General, Royal Forestry Department (Suppression) Director of Protection and Suppression Office, Royal Forestry Department
					1993-1995	- Forestry District Office in Nakonsawan District, Surat Thani District, Petchburi District, Prachinburi District, Royal Forestry Department
					1974	- Office of Forestry, Head of Forest Protection Tor Kor 13, Amphor Mae Sod, Tak Province, Royal Forestry Department
6. ASSOC.PROF. Suthus Ratanakuakangwan	63	<ul style="list-style-type: none"> - License es Sciences Economiques (Gestion Industrielle) Universite' de Toulouse I, France - Maitrise es Sciences Economiques (Gestion Industrielle) Universite' de Toulouse I, France - IOD's Training DAP Program, class 102/2013 	-	-none-	Present	<ul style="list-style-type: none"> - Audit Committee, Richy Place 2002 Public Company Limited - Associate Professor Level 9
					2006-Present	- Appointed to be Associate Professor in Industrial Engineering on 29 October 2006
					1982-Present	- Appointed to be Assistant Professor in Industrial Engineering on 7 December 1982
					Other positions	<ul style="list-style-type: none"> - Committee, Training Center, College of Continuing Education - Head of Research and Industrial Engineering and Technology Laboratory - Chairman of Working Committee of the Project for the Promotion of Biogas Technology in Food Waste Management

Name & Last Name/ Title	Age (year)	Educational Background	Total Shares (%)	Family Relationship with Executives	Work Experience	
					Duration	Position and Name of Agency/Company
7. Mr. Somsak Ataboonwongse	53	<ul style="list-style-type: none"> - Bachelor of Business Administration (Industrial Management), University of the Thai Chamber of Commerce - Certificate of Graphic Design from Japan - IOD's Training DAP Program, class 102/2013 RCC Program, class 17/2013 	3.11	Brother of Dr. Apa Ataboonwongse	Present Other positions 2008-2009 2008-2010 2005-2007	<ul style="list-style-type: none"> - Director/ Executive Director, Richy Place 2002 Public Company Limited - Chairman of the Executive Committee, Ataboon Company Limited (Distributor of Automobile parts) - Vice President, Thai NKK Metal Company Limited (Manufacture and sale of automobile clutch plate) - Managing Director, Aim Clutch Industries Company Limited (Manufacture of automobile spare parts and equipments) - Chairman, The Federation of Thai Industries - Nonthaburi Chapter - Director, Board of The Federation of Thai Industries - Director, Thai Subcontracting Promotion Association - Deputy Secretary General, The Federation of Thai Industries - Nonthaburi Chapter
8. Mr. Karoon Chandrangsu	65	<ul style="list-style-type: none"> - Doctor of Civil Engineering, Ohio State University, Ohio, USA. - Master of Civil Engineering, Ohio State University, Ohio, USA. - Bachelor of Civil Engineering (Honor), Chulalongkorn University - License for Professional Practice (Senior Professional Civil Engineer) (License ID. 1023) - IOD's Training DAP Program, class 95/2005 FND Program, class 18/2005 	1.44	-none-	Present 2006-2007 2002-2013 2006-2007 2002-2003 2000-2002 1996-2001 1992-1996	<ul style="list-style-type: none"> - Director, Richy Place 2002 Public Company Limited - Director, the National Earthquake Committee of Thailand - Executive Director, K.C.S. Consulting Engineers Company Limited - President, K.C.S. & Associates Company Limited (Engineering design for building construction) - Independent Director and Audit Committee, Quality Construction Products Public Company Limited (Manufacturer and distributor of Autoclaved Aerated Concrete, construction tools and equipment) - Director, Council of Engineer - Chairman of the Ethical Committee, Council of Engineer - Chairman of The Engineering Institute of Thailand under H.M. the King's Patronage - second time - Chairman of The Engineering Institute of Thailand under H.M. the King's Patronage - first time - Director, Council of Engineer - Director, Bangkok Mass Transit System Public Company Limited - Deputy Governor, Bangkok Metropolitan Administration (Public works and Utilities)

Name & Last Name/ Title	Age (year)	Educational Background	Total Shares (%)	Family Relationship with Executives	Work Experience	
					Duration	Position and Name of Agency/Company
					1977-1992	<ul style="list-style-type: none"> - Director, The Engineering Institute of Thailand under H.M. the King's Patronage - Director, National Town and Country Planning Board - Head of Civil Engineering Department, Chulalongkorn University - Deputy Dean, Faculty of Engineering, Chulalongkorn University - Lecturer, Civil Engineering Department, Chulalongkorn University
9. Mrs. Nonglak Wanathammapong	57	<ul style="list-style-type: none"> - Master of Business Administration, Burapha University (EX-MBA) - IOD's Training DAP Program, class 102/2013 	0.14	Brother of Dr. Apa Ataboonwongse	Present 2002	<ul style="list-style-type: none"> - Director, Richey Place 2002 Public Company Limited - Managing Director Ataboon Asset Company Limited (Office Rental) - Assistant Managing Director - Administrative, Ataboon Company Limited (Distributor of Automobile parts) - Vice President, Thai NKK Company Limited (Distributor of Automobile parts)
10. Police Colonel Suvit Tansode	68	<ul style="list-style-type: none"> - Bachelor of Law, Dhurakij Pundit University - IOD's Training DAP Program, class 103/2013 	-	Unregistered married, but known to public, to Dr. Apa Ataboonwongse	Present 2006 2002 1998 1995 1993 1990 1983 1980 1978	<ul style="list-style-type: none"> - Director, Richey Place 2002 Public Company Limited - Retired from public service - Pol.Col., Superintendent, Team 4, International Airport Immigration Checkpoint - Deputy Superintendent, Inspection Division 4, Office of the Inspector - Pol.Lt.Col., Deputy Superintendent, Office of Personnel Division - Inspector, Moveable vehicle Sub-Division (Firearm license), Registration Division, Police Department - Pol.Maj., Inspector, Finance and Supplies, Registration Division, Police Department - Pol.Capt., Sub-Inspector, Crime Planning, Central Investigation Bureau - Pol.Lt., Sub-Inspector, Special Branch Division 7, Special Branch - Pol.Sub.Lt., Sub-Inspector, Staff Education and Training, Central Investigation Bureau, Division 2, Nakornrachasima
11. Mr.Verapol Ataboonwongse	62	<ul style="list-style-type: none"> - Business Administration, Fort Lauderdale College, Florida. USA. 	0.10	Brother of Dr. Apa Ataboonwongse	Present 1988-Present	<ul style="list-style-type: none"> - Director, Richey Place 2002 Public Company Limited - International Trade Manager, Ataboon Co.,Ltd. (Distributor of Automobile parts)

Name & Last Name/ Title	Age (year)	Educational Background	Total Shares (%)	Family Relationship with Executives	Work Experience	
					Duration	Position and Name of Agency/Company
12. Mrs. Saranthorn Srisunthorn	38	- Master of General Administration, Ramkhamhaeng University - Bachelor of Business Administration, Siam University - IOD's Training CSP Program, class 57/2014	-	-none-	2004-Present 2000-2003	- Managing Director, Richy Place 2002 Public Company Limited - Executive Secretary, Ataboon Co.,Ltd. (Distributor of Automobile parts) - Company Secretary, Richy Place 2002 Public Company Limited
13. Miss Nuttakan Sawpar	51	- Master of Business Administration (CEO Program), Ramkhamhaeng University - Bachelor of Arts (Accounting), Krirk University	-	-none-	Dec 2012-Present 2010-2012 2000-2010 1989-2000	- Finance and Accounting Director, Richy Place 2002 Public Company Limited - Finance and Accounting Manager, Hemp Green Innovation (Thailand) Company Limited - Finance and Accounting Manager, Sinsap Thanya Company Limited (Sena Villa Group) - Finance and Accounting Manager, Srivara Land and House Company Limited
14. Mr. Songkran Supachavalit	53	- Master of Business Administration, Ramkhamhaeng University - Bachelor of Civil Engineering, Rajamangala University of Technology - Bachelor of Technology (Construction Management), Sukhothai Thammathirat University	-	-none-	2011-Present 2007-2011 2006-2007	- Project Director, Richy Place 2002 Public Company Limited - Project Director, A.E Asia Company Limited - Project Manager, Siriphol Wattana (1979) Company Limited

Internal Control and Risk Management

The Internal Control

The Board of Directors has established the internal control system as appropriately and adequately and provided the risk management systematically. The analyst and risk assessment on both internal and external factors, which affected to the business operation, are well implemented. The good governance is organized in compliance with the goals, objectives, laws, requirements concerned effectively. The anti-corruption policy is established and communicated to all level of employees to conduct strictly. Such activities are reviewed and reported the audit results to the Board of Directors constantly.

The Board of Directors has mutually evaluated the internal system from the assessment report of the Audit Committee. The Company has used the assessment form of the adequacy of the internal control systems determined by the Securities and Exchange Commission, which complied with the direction of the internal control of the 5 elements as following:

1. The Organization and Environment

The Company has provided the internal control activities which composed of the review of the financial activities and operation according to the rules, regulations, related laws, as well as the supervision of the Board of Directors.

The Board of Directors, has independent from the Executives, has regulated and reviewed the internal control system to achieve the organization's business plans effectively and efficiently. The Company has focused on the value of corporate good governance, the employee ethics, and defined those as one of the values of the organization that the employees strictly conducting.

2. The Risk Management

The Company has defined its vision, mission, and objectives for business planning in each year clearly, as well as the risk assessment related in order to drive the organization to achieve its goals as planned.

3. The Operation Control of the Management

The Company has defined the operation manuals for all functions as the reference on operation. The Executives Committee shall monitor and oversee in compliance with the Company's policy. Moreover, the Company has provided the prevention procedures against the corruptions on operation activities, asset maintenance, and the usage of resources as efficiently.

4. The Information Technology System and Information Communication

The information technology and communication is developed to cover all the working procedures continually. The information technology system is secure to make the employees at all level realize the significance of the risks and the internal control consistently.

5. The Follow-up System

The meeting is held to follow up and evaluate the internal control system to be executed completely and appropriately.

The Risk Management

The Board of Directors has appointed the Risk Management Committee which consisted of the Executive Committee to define the policy and guidelines on the risk management to cover all processes of the business plan. All procedures on business plan preparation are analyzed and identified the various risk factors involved as guidelines on determined the risk management strategy.

Therefore, the Board of Directors' Meeting No. 1/2014 held on March 26, 2014 was concluded the comments of the Board of Directors on the internal control system.

Related Transactions

Types of Relationship

The Company has related transactions with persons who may have conflicts of interest, which such related transactions are business activities among the shareholders and/or the Executives of the Company. In addition, it is included the transactions with the related companies, which persons having conflicts of interest are the shareholders and/or the Executives. The types of the relationships are concluded as following:

Persons having conflicts of interest	Type of Relationship
1. Dr. Apa Ataboonwongse	<ul style="list-style-type: none"> • The Director/Chief Executive Officer • The Company's shareholder as of October 29, 2014, holding 35.71% of the paid-up capital
2. Miss Sunee Sathatinan	<ul style="list-style-type: none"> • The Director • The Company's shareholder as of October 29, 2014, holding 6.32% of the paid-up capital
3. Mr. Somsak Ataboonwongse	<ul style="list-style-type: none"> • The Director • The Company's shareholder as of October 29, 2014, holding 3.116% of the paid-up capital
4. Lt.Gen. Samang Thongpan	<ul style="list-style-type: none"> • Chairman of the Audit Committee • Independent Director
5. Asst.Prof. Suthus Rattanakuakangwan	<ul style="list-style-type: none"> • Independent Director
6. Miss Nonglak Wanathammapong	<ul style="list-style-type: none"> • The Director • The Company's shareholder as of October 29, 2014, holding 0.14% of the paid-up capital
7. Mrs. Supamas Pinsamang	<ul style="list-style-type: none"> • The Company's shareholder as of October 29, 2014, holding 0.58% of the paid-up capital
8. Mrs. Worapa Monarak	<ul style="list-style-type: none"> • The Company's shareholder as of October 29, 2014, holding 2.10% of the paid-up capital
9. Mrs. Kultamas Nicharoj	<ul style="list-style-type: none"> • The Company's shareholder as of October 29, 2014, holding 0.52% of the paid-up capital
10. Miss Orawan Banpabthong	<ul style="list-style-type: none"> • The Company's shareholder as of October 29, 2014, holding 0.54% of the paid-up capital
11. Mrs. Ni-On Muneeppeerakul	<ul style="list-style-type: none"> • The Company's shareholder as of October 29, 2014, holding 1.00% of the paid-up capital
12. Mrs. Somporn Meeveerasom	<ul style="list-style-type: none"> • The Company's shareholder as of October 29, 2014, holding 0.15% of the paid-up capital
13. Miss Parapatr Aksornwanich	<ul style="list-style-type: none"> • The Company's shareholder as of October 29, 2014, holding 0.57% of the paid-up capital
14. Miss Jarinee Krongyangyun	<ul style="list-style-type: none"> • The Company's shareholder as of October 29, 2014, holding 0.67% of the paid-up capital
15. Mr. Pichai Ataboonwongse	<ul style="list-style-type: none"> • The Company's shareholder as of October 29, 2014, holding 0.07% of the paid-up capital

Persons having conflicts of interest	Type of Relationship
16. Mr. Verapol Ataboonwongse	<ul style="list-style-type: none"> The Company's shareholder as of October 29, 2014, holding 0.10% of the paid-up capital
17. Mr. Golf Ataboonwongse	<ul style="list-style-type: none"> The Shareholder's relatives
18. Mrs. Neekul Muneeppeerakul	<ul style="list-style-type: none"> The Shareholder's relatives
19. Mr. Winai Muneeppeerakul	<ul style="list-style-type: none"> The Shareholder's relatives
20. Miss Sathinee Ataboonwongse	<ul style="list-style-type: none"> The Shareholder's relatives
21. Miss Onnida Chulsaen	<ul style="list-style-type: none"> The Shareholder's relatives
22. Miss Pimwanlee Piansathaporn	<ul style="list-style-type: none"> The relatives of the member of the Audit Committee
23. Mrs. Saranthorn Srisunthorn	<ul style="list-style-type: none"> The Executive of the Company
24. Mrs. Nuttakan Sawpar	<ul style="list-style-type: none"> The Executive of the Company
25. Mr. Thanakran Supachavalit	<ul style="list-style-type: none"> Being the son of Mr. Songkran Supachavalit, the Executives of the Company
26. Dr. Thanyanon Rattanakuakangwan	<ul style="list-style-type: none"> The relatives of the member of the Audit Committee
27. Ataboon Asset Company Limited, operating business of space leasing	<ul style="list-style-type: none"> Dr. Apa Ataboonwongse being the Director of Ataboon Asset Company Limited, and holding 19.08% of the paid-up capital as of December 31, 2014 Miss Nonglak Wanathammapong, being the Director of Ataboon Asset Company Limited, and holding 20.85% of the paid-up capital as of December 31, 2014 Mr. Pitipat Pornphromphat, being the Director of Ataboon Asset Company Limited, and holding 18.35% of the paid-up capital as of December 31, 2014 Mr. Somsak Ataboonwongse, being the shareholder of Ataboon Asset Company Limited, and holding 4.86% of the paid-up capital as of December 31, 2014 Mr. Pichai Ataboonwongse, being the shareholder of Ataboon Asset Company Limited, and holding 19.98% of the paid-up capital as of December 31, 2014 Miss Sathinee Ataboonwongse, being the shareholder of Ataboon Asset Company Limited, and holding 5.85% of the paid-up capital as of December 31, 2014 Miss Pitcha Tansod, being the shareholder of Ataboon Asset Company Limited, and holding 9.87% of the paid-up capital as of December 31, 2014
28. K.C.S. & Associates Company Limited	<ul style="list-style-type: none"> Dr. Karoon Chandrangsui, being the Director who has authority to sign on behalf of the company.
29. Ataboon Company	<ul style="list-style-type: none"> Dr. Apa Ataboonwongse being the Director of Ataboon Company Limited and holding 15.65% of the paid-up capital as of December 31, 2014 Miss Nonglak Wanathammapong, being the Director of Ataboon Company Limited and holding 19.33% of the paid-up capital as of December 31, 2014 Mr. Pitipat Pornphromphat, being the Director of Ataboon Company Limited and holding 18.29% of the paid-up capital as of December 31, 2014 Mr. Somsak Ataboonwongse, being the shareholder of Ataboon Company Limited and holding 6.49% of the paid-up capital as of December 31, 2014 Mr. Pichai Ataboonwongse, being the shareholder of Ataboon Company Limited and holding 21.16% of the paid-up capital as of December 31, 2014 Miss Pitcha Tansod, being the shareholder of Ataboon Company Limited and holding 13.00% of the paid-up capital as of December 31, 2014

The Types of Related Transactions

The Company has the related transactions from its business operations with persons having conflicts of interest, which summarized the types and value of the related transactions classified as follows:

No.	Persons having conflicts of interest	Type of Related Transactions	The Amount of Related Transactions (MB)		The Necessity and Reasonability, and the Comments of the Audit Committee
			2013	2014	
1.	Dr. Apa Ataboonwongse	<u>Loans</u>			
		Balance, Beginning of period	7.19	-	As of August 15, 2012, the Company borrowed from Dr. Apa Ataboonwongse, the loan contract no. L55/007 at the amount of Baht 10.59 million. The Company paid the interest monthly at the interest rate of 7.00% annually. Such loan was the loan for the working capital.
		Additional Loans during the period	-	-	
		Repayment during the period			
		Balance, carry forward	(7.19)	-	As of March 31, 2013, The Company undertook to repay such loan at the whole amount completely. The company has no policy to borrow from persons having conflicts of interest in such a manner in the future.
		Ending	-	-	
		Accrued Interest payable	-	-	
		Interest payable	-	-	The Audit Committee has reviewed such transactions and found that it was reasonable and for the benefits to the business operation of the Company due to the fair conditions. Additionally, there were no conflicts of interest and complied with the criteria or procedures of the related transactions. The interest rate and payment conditions are defined as normal practices. Presently, the Company has determined the preventive policy on the conflict of interest, as well as appointing the Audit Committee to review the related transactions in compliance with the regulation of the SEC and/or the Stock Exchange of Thailand.
			0.12	-	
		<u>Guarantee</u>			
		The guarantor loans from financial institutes to the Company by Dr. Apa not receiving any compensation.	3.32	-	The Company borrowed money from the financial institutes to invest and develop the real estate projects with the conditions that Dr. Apa Ataboonwongse was the guarantor of the full mortgage loan guarantee under the conditions of the financial institutes.
					The Audit Committee has reviewed such transactions and found that it was reasonable and for the benefits to the business operation of the Company due the necessity to comply with the conditions on obtaining the credit support from the financial institutes for the business operations.

No.	Persons having conflicts of interest	Type of Related Transactions	The Amount of Related Transactions (MB)		The Necessity and Reasonability, and the Comments of the Audit Committee
			2013	2014	
2.	Miss Sunee Satatinun	<u>Loans</u>			As of December 24, 2012, the Company borrowed from Miss Sunee Satatinun, the loan contract no. L55/008-L55/010 at the amount of Baht 10.23 million. The Company paid the interest monthly at the interest rate of 7.00% annually. Such loan was the loan for the working capital.
		Balance, Beginning of period	10.23	-	
		Additional Loans during the period	-	-	
		Repayment during the period	-	-	As of March 31, 2013, The Company undertook to repay such loan at the whole amount completely. The company has no policy to borrow from persons having conflicts of interest in such a manner in the future.
		Balance, carry forward	(10.23)	-	
		Ending	-	-	
		Accrued Interest payable	-	-	The Audit Committee has reviewed such transactions and found that it was reasonable and for the benefits to the business operation of the Company due to the fair conditions. Additionally, there were no conflicts of interest and complied with the criteria or procedures of the related transactions. The interest rate and payment conditions are defined as normal practices. Presently, the Company has determined the preventive policy on the conflict of interest, as well as appointing the Audit Committee to review the related transactions in compliance with the regulation of the SEC and/or the Stock Exchange of Thailand.
		Interest payable	0.17	-	
		<u>Cash Advance received from customers</u>	0.15	-	
		The Value			Miss Sunee Satatinun paid for buying the condominium at the Rich Park@ Taopoon Interchange Project, the purchase contract no. RK2 55 /128, the room no. 11/23, at the amount of Baht 2,092,200.
		<u>Revenues from sales</u>	-	1.99	The Audit Committee has reviewed such transactions and found that sales of condominium were the normal business, which the selling price and conditions are general practices as same as other regular customers. Presently, the Company has determined the preventive policy on the conflict of interest, as well as appointing the Audit Committee to review the related transactions in compliance with the regulation of the SEC and/or the Stock Exchange of Thailand.
		The Value			

No.	Persons having conflicts of interest	Type of Related Transactions	The Amount of Related Transactions (MB)		The Necessity and Reasonability, and the Comments of the Audit Committee
			2013	2014	
3.	Mr. Somsak Ataboonwongse	<u>Loans</u>			As of August 15, 2012, the Company borrowed from Mr. Somsak Ataboonwongse, the loan contract no. L55/005 at the amount of Baht 0.77 million. The Company paid the interest monthly at the interest rate of 7.00% annually. Such loan was the loan for the working capital.
		Balance, Beginning of period	0.77	-	
		Additional Loans during the period	-	-	As of March 31, 2013, The Company undertook to repay such loan at the whole amount completely. The company has no policy to borrow from persons having conflicts of interest in such a manner in the future.
		Repayment during the period			
		Balance, carry forward	(0.77)	-	
		Ending	-	-	
		Accrued Interest payable	-	-	The Audit Committee has reviewed such transactions and found that it was reasonable and for the benefits to the business operation of the Company due to the fair conditions. Additionally, there were no conflicts of interest and complied with the criteria or procedures of the related transactions. The interest rate and payment conditions are defined as normal practices. Presently, the Company has determined the preventive policy on the conflict of interest, as well as appointing the Audit Committee to review the related transactions in compliance with the regulation of the SEC and/or the Stock Exchange of Thailand.
		Interest payable	0.01	-	
4.	Lt.Gen. Samang Thongpan	<u>Loans</u>			As of July 9, 2009, the Company borrowed from Lt.Gen. Samang Thongpan, the loan contract no. L52/003 at the amount of Baht 1.00 million. The Company paid the interest monthly at the interest rate of 6.25 % annually. Such loan was the loan for the working capital.
		Balance, Beginning of period	1.00	-	
		Additional Loans during the period	-	-	As of March 31, 2013, The Company undertook to repay such loan at the whole amount completely. The company has no policy to borrow from persons having conflicts of interest in such a manner in the future.
		Repayment during the period			
		Balance, carry forward	(1.00)	-	
		Ending	-	-	
		Accrued Interest payable	-	-	The Audit Committee has reviewed such transactions and found that it was reasonable and for the benefits to the business operation of the Company due to the fair conditions. Additionally, there were no conflicts of interest and complied with the criteria or procedures of the related transactions. The interest rate and payment conditions are defined as normal practices. Presently, the Company has determined the preventive policy on the conflict of interest, as well as appointing the Audit Committee to review the related transactions in compliance with the regulation of the SEC and/or the Stock Exchange of Thailand.
		Interest payable	0.02	-	

No.	Persons having conflicts of interest	Type of Related Transactions	The Amount of Related Transactions (MB)		The Necessity and Reasonability, and the Comments of the Audit Committee
			2013	2014	
5.	Asst.Prof. Suthus Rattanakulkangwan	Cash Advance received from customers The Value Revenues from sales The Value	0.19 -	- 2.63	<p>Asst.Prof. Suthus Rattanakulkangwan paid for buying the condominium at the Rich Park@ Taopoon Interchange Project, the purchase contract no. RK2 56/029, the room no. 16/19, at the amount of Baht 2,806,050.</p> <p>The Audit Committee has reviewed such transactions and found that sales of condominium were the normal business, which the selling price and conditions are general practices as same as other regular customers. Presently, the Company has determined the preventive policy on the conflict of interest, as well as appointing the Audit Committee to review the related transactions in compliance with the regulation of the SEC and/or the Stock Exchange of Thailand.</p>
6.	Miss Nonglak Wanathampong	Cash Advance received from customers The Value Revenues from sales The Value	0.16 2.96	0.19 2.16	<p>Miss Nonglak Wanathampong signed the purchase contract on February 2, 2014 for buying the condominium at Rich Park@ Chaophraya Project, the purchase contract no. RK3 57/007, the room no. 17/01, at the amount of Baht 2,307,432.</p> <p>Miss Nonglak Wanathampong paid for buying the condominium at the Rich Park@ Taopoon Interchange Project, the purchase contract no. RK2 55/130, the room no. 15/17, at the amount of Baht 2,245,000.</p> <p>The Audit Committee has reviewed such transactions and found that sales of condominium were the normal business, which the selling price and conditions are general practices as same as other regular customers. Presently, the Company has determined the preventive policy on the conflict of interest, as well as appointing the Audit Committee to review the related transactions in compliance with the regulation of the SEC and/or the Stock Exchange of Thailand.</p>

No.	Persons having conflicts of interest	Type of Related Transactions	The Amount of Related Transactions (MB)		The Necessity and Reasonability, and the Comments of the Audit Committee
			2013	2014	
7.	Mrs. Supamas Pinsamang	<u>Cash Advance received from customers</u> The Value <u>Revenues from sales</u> The Value	0.69 1.53	0.40 4.69	<p>Mrs. Supamas Pinsamang signed the purchase contract on February 2, 2014 for buying the condominium as follow:</p> <p>1) The Rich Park@Chaophraya Project, the purchase contract no. RK3 57/009, room no. 18/01, at the amount of Baht 2,323,537.</p> <p>2) signed the purchase contract on November 22, 2014 to buy the room at the Rich@Sathorn-Taksin Project</p> <p>2.1 The purchase contract no. R1 57/017, room no. 15/20, the amount of Baht 4,981,150.</p> <p>2.2 The purchase contract no. R1 57/032, room no. 15/24, the amount of Baht 4,514,500.</p> <p>Mrs. Supamas Pinsamang paid for buying the condominium at the Rich Park@ Taopoon Interchange Project, the purchase contract no. RK2 55/123, the room no. 1/14, at the amount of Baht 3,661,600.</p> <p>The Audit Committee has reviewed such transactions and found that sales of condominium were the normal business, which the selling price and conditions are general practices as same as other regular customers. Presently, the Company has determined the preventive policy on the conflict of interest, as well as appointing the Audit Committee to review the related transactions in compliance with the regulation of the SEC and/or the Stock Exchange of Thailand.</p>

No.	Persons having conflicts of interest	Type of Related Transactions	The Amount of Related Transactions (MB)		The Necessity and Reasonability, and the Comments of the Audit Committee
			2013	2014	
8.	Mrs. Worapa Monarak	<u>Loans</u> Balance, Beginning of period Additional Loans during the period Repayment during the period Balance, carry forward Ending Accrued Interest payable Interest payable <u>Cash Advance received from customers</u> The Value	0.54 - (0.54) - - 0.01	- - - - - 0.20	<p>As of August 15, 2012, the Company borrowed from Mrs. Worapa Monarak, the loan contract no. L55/006 at the interest rate of 7.00% annually and paid the interest monthly. Such loan was the loan for the working capital. As of March 31, 2013, The Company undertook to repay such loan at the whole amount completely. The company has no policy to borrow from persons having conflicts of interest in such a manner in the future.</p> <p>The Audit Committee has reviewed such transactions and found that it was reasonable and for the benefits to the business operation of the Company due to the fair conditions. Additionally, there were no conflicts of interest and complied with the criteria or procedures of the related transactions. The interest rate and payment conditions are defined as normal practices. Presently, the Company has determined the preventive policy on the conflict of interest, as well as appointing the Audit Committee to review the related transactions in compliance with the regulation of the SEC and/or the Stock Exchange of Thailand.</p> <p>Mrs. Worapa Monarak signed the purchase contract on February 2, 2014 for buying the condominium at Rich Park@ Chaophraya Project, the purchase contract no. RK 3 57/015, the room no. 21/10, at the amount of Baht 2,511,053.</p> <p>The Audit Committee has reviewed such transactions and found that sales of condominium were the normal business, which the selling price and conditions are general practices as same as other regular customers. Presently, the Company has determined the preventive policy on the conflict of interest, as well as appointing the Audit Committee to review the related transactions in compliance with the regulation of the SEC and/or the Stock Exchange of Thailand.</p>

No.	Persons having conflicts of interest	Type of Related Transactions	The Amount of Related Transactions (MB)		The Necessity and Reasonability, and the Comments of the Audit Committee
			2013	2014	
9.	Mrs. Kultamas Nicharoj	<u>Cash Advance received from customers</u> The Value <u>Revenues from sales</u> The Value	0.17 -	0.36 2.36	<p>Mrs. Kultamas Nicharoj signed the purchase contract on February 2, 2014 for buying the condominium as follow:</p> <ol style="list-style-type: none"> 1) The Rich Park@Chaophraya Project, the purchase contract no. RK3 57/011, room no. 18/03, at the amount of Baht 2,432,442. 2) The Rich@Sathorn-Taksicn Project, the purchase contract no. R1 57/033, room no. 14/20, at the amount of Baht 4,922,850, as of November 22, 2014 <p>Mrs. Kultamas Nicharoj paid for buying the condominium at the the Rich Park@ Taopoon Interchange Project, the purchase contract no. RK2 55/092, room no. 17/19, at the paid for buying the condominium at the Rich Park@ Taopoon Interchange Project, the purchase contract no. amount of Baht2,658,300.</p> <p>The Audit Committee has reviewed such transactions and found that sales of condominium were the normal business, which the selling price and conditions are general practices as same as other regular customers. Presently, the Company has determined the preventive policy on the conflict of interest, as well as appointing the Audit Committee to review the related transactions in compliance with the regulation of the SEC and/or the Stock Exchange of Thailand.</p>
10.	Miss Orawan Banpabthong	<u>Loans</u> Balance, Beginning of period Additional Loans during the period Repayment during the period Balance, carry forward Ending Accrued Interest payable Interest payable	1.59 - (1.59) - - 0.03	- - - - - -	<p>As of January 4, 2012, the Company borrowed from Miss Orawan Banpabthong, the loan contract no. L55/001 at the amount of Baht 0.77 million. The Company paid the interest monthly at the interest rate of 7.00% annually. Such loan was the loan for the working capital. As of March 31, 2013,</p> <p>The Company undertook to repay such loan at the whole amount completely. The company has no policy to borrow from persons having conflicts of interest in such a manner in the future.</p> <p>The Audit Committee has reviewed such transactions and found that it was reasonable and for the benefits to the business operation of the Company due to the fair conditions. Additionally, there were no conflicts of interest and complied with the criteria or procedures of the related transactions. The interest rate and payment conditions are defined as normal practices. Presently, the Company has determined the preventive policy on the conflict of interest, as well as appointing the Audit Committee to review the related transactions in compliance with the regulation of the SEC and/or the Stock Exchange of Thailand.</p>

No.	Persons having conflicts of interest	Type of Related Transactions	The Amount of Related Transactions (MB)		The Necessity and Reasonability, and the Comments of the Audit Committee
			2013	2014	
11.	Mrs. Ni-On Muneepeerakul	<u>Cash Advance received from customers</u> The Value <u>Revenues from sales</u> The Value	0.41 -	0.38 3.43	<p>Mrs. Ni-On Muneepeerakul signed the purchase contract on February 2, 2014 for buying the condominium:</p> <ol style="list-style-type: none"> 1) The Rich Park@Chaophraya Project, the purchase contract no. RK3 57/012, room no. 18/06, at the amount of Baht 2,421,926. 2) The Rich@Sathorn-Taksin Project, the purchase contract no. R1 57/019, room no. 14/24, at the amount of Baht 4,460,800, as of November 22, 2014 <p>Mrs. Ni-On Muneepeerakul paid for buying the condominium at the Rich Park@ Taopoon Interchange Project:</p> <ol style="list-style-type: none"> 1) The purchase contract no. RK2 55/094, room no. 1/11, at the amount of Baht 1,541,200. 2) The purchase contract no. RK2 55/131, room no. 15/23, at the amount of Baht 2,127,000. <p>The Audit Committee has reviewed such transactions and found that sales of condominium were the normal business, which the selling price and conditions are general practices as same as other regular customers. Presently, the Company has determined the preventive policy on the conflict of interest, as well as appointing the Audit Committee to review the related transactions in compliance with the regulation of the SEC and/or the Stock Exchange of Thailand.</p>
12.	Mrs. Somporn Meeveerasom	<u>Cash Advance received from customers</u> The Value	0.17	0.38	<p>Mrs. Somporn Meeveerasom signed the purchase contract on February 2, 2014 for buying the condominium as follow:</p> <ol style="list-style-type: none"> 1) The Rich Park@Chaophraya Project, the purchase contract no. RK3 57/013, room no. 18/10, at the amount of Baht 2,459,737. 2) The Rich@Sathorn-Taksictn Project, the purchase contract no. R1 57/029, room no. 11/20, at the amount of Baht 4,748,050, as of November 22, 2014. <p>The Audit Committee has reviewed such transactions and found that sales of condominium were the normal business, which the selling price and conditions are general practices as same as other regular customers. Presently, the Company has determined the preventive policy on the conflict of interest, as well as appointing the Audit Committee to review the related transactions in compliance with the regulation of the SEC and/or the Stock Exchange of Thailand.</p>

No.	Persons having conflicts of interest	Type of Related Transactions	The Amount of Related Transactions (MB)		The Necessity and Reasonability, and the Comments of the Audit Committee
			2013	2014	
13.	Miss Parapatr Aksornwanich	<u>Cash Advance received from customers</u> The Value	0.17	0.07	Miss Parapatr Aksornwanich signed the purchase contract on February 2, 2014 for buying the condominium at The Rich Park@Chaophraya Project, the purchase contract no. RK3 57/010, room no. 18/02, at the amount of Baht 2,432,442.
		<u>Revenues from sales</u> The Value	1.42	2.47	Miss Parapatr Aksornwanich paid for buying the condominium at the Rich Park@ Taopoon Interchange Project, the purchase contract no RK2 55/ 124, room no. 14/19, at the amount of Baht 2,675,500.
		Revenues from the Sales Office Rental The Value	-	0.06	The Company has leased the room no. 1/07, on the area of 38.62 sq.m., at the Rich Park@ Taopoon Interchange Project from Miss Parapatr Aksornwanich for being Miss Parapatr Aksornwanich the Miss Parapatr Aksornwanich sales office. The rental was signed for 12 months effectively on October 1, 2014-September 30, 2015, at the rental rate of Baht 18,800 per month and paid on the 25 th of the month. The Audit Committee has reviewed such transactions and found that sales of condominium were the normal business, which the selling price and conditions are general practices as same as other regular customers. The office rental charges were reasonable and for the benefit of the business operation. Presently, the Company has determined the preventive policy on the conflict of interest, as well as appointing the Audit Committee to review the related transactions in compliance with the regulation of the SEC and/or the Stock Exchange of Thailand.
14.	Miss Jarinee Krongyangyun	<u>Cash Advance received from customers</u> The Value	0.15	0.20	Miss Jarinee Krongyangyun signed the purchase contract on November 22, 2014 for buying the condominium at the Rich@Sathorn-Taksin Project the purchase contract no. R1 57/035, room no. 05/ 20, at the value of Baht4,476,050.
		Revenues from sales The Value	-	1.94	Miss Jarinee Krongyangyun paid for buying the condominium at the Rich Park@ Taopoon Interchange Project, the purchase contract no. RK2 55/082, room no. 15/22, at the amount of Baht 2,127,000. The Audit Committee has reviewed such transactions and found that sales of condominium were the normal business, which the selling price and conditions are general practices as same as other regular customers. Presently, the Company has determined the preventive policy on the conflict of interest, as well as appointing the Audit Committee to review the related transactions in compliance with the regulation of the SEC and/or the Stock Exchange of Thailand.

No.	Persons having conflicts of interest	Type of Related Transactions	The Amount of Related Transactions (MB)		The Necessity and Reasonability, and the Comments of the Audit Committee
			2013	2014	
15.	Mr. Pichai Ataboonwongse	Cash Advance received from customers The Value	0.30	-	<p>Mr. Pichai Ataboonwongse signed the purchase contract on June 30, 2011 for buying the condominium at the Rich Park@Bangson as follows:</p> <p>1) The purchase contract no. RK54/ 302, room no. 15/13, at the amount of Baht 1,626,000, which was already transferred the rights on such contract to other person.</p> <p>2) The purchase contract no. RK54/ 302, room no. 15/14, at the amount of Baht 1,626,000.</p> <p>The Audit Committee has reviewed such transactions and found that sales of condominium were the normal business, which the selling price and conditions are general practices as same as other regular customers. Presently, the Company has determined the preventive policy on the conflict of interest, as well as appointing the Audit Committee to review the related transactions in compliance with the regulation of the SEC and/or the Stock Exchange of Thailand.</p>
16.	Mr. Verapol Ataboonwongse	Cash Advance received from customers The Value	0.32	0.19	<p>Mr. Verapol Ataboonwongse signed the purchase contract on February 2, 2014 for buying the condominium at the Rich Park@Chaophraya Project, the purchase contract no. RK3 57/004, room no. 16/02, at the amount of Baht 2,258,020.</p>
		Revenues from sales The Value	-	4.29	<p>Mr. Verapol Ataboonwongse paid for buying the condominium at the Rich Park@ Taopoon Interchange Project as follows:</p> <p>1) The purchase contract no. RK2 55/047, room no. 14/16, at the amount of Baht 2,336,000.</p> <p>2) The purchase contract no. RK2 55/048, room no. 14/17, at the amount of Baht 2,336,000.</p> <p>The Audit Committee has reviewed such transactions and found that sales of condominium were the normal business, which the selling price and conditions are general practices as same as other regular customers. Presently, the Company has determined the preventive policy on the conflict of interest, as well as appointing the Audit Committee to review the related transactions in compliance with the regulation of the SEC and/or the Stock Exchange of Thailand.</p>
17.	Mr. Golf Ataboonwongse	Revenues from sales The Value	1.59	-	<p>Mr. Golf Ataboonwongse paid for buying the condominium at the Rich Park@Bangson Station, the purchase contract no. RK54/309, room no.15/30, at the amount of Baht 1,612,000, as of August 1, 2013.</p> <p>The Audit Committee has reviewed such transactions and found that sales of condominium were the normal business, which the selling price and conditions are general practices as same as other regular customers. Presently, the Company has determined the preventive policy on the conflict of interest, as well as appointing the Audit Committee to review the related transactions in compliance with the regulation of the SEC and/or the Stock Exchange of Thailand.</p>

No.	Persons having conflicts of interest	Type of Related Transactions	The Amount of Related Transactions (MB)		The Necessity and Reasonability, and the Comments of the Audit Committee
			2013	2014	
18.	Mrs. Neekul Muneeppeerakul	<u>Revenues from sales</u> The Value	1.71	-	<p>Mrs. Neekul Muneeppeerakul paid for buying the condominium at the Rich Park@Bangson Station, the purchase contract no. RK 55/086, room no. 20/03, at the value of Baht 1,774,700, as of the 9th installment payment in 2013.</p> <p>The Audit Committee has reviewed such transactions and found that sales of condominium were the normal business, which the selling price and conditions are general practices as same as other regular customers. Presently, the Company has determined the preventive policy on the conflict of interest, as well as appointing the Audit Committee to review the related transactions in compliance with the regulation of the SEC and/or the Stock Exchange of Thailand.</p>
19.	Mr. Winai Muneeppeerakul	<u>Revenues from sales</u> The Value	1.77	-	<p>Mr. Winai Muneeppeerakul paid for buying the condominium at the Rich Park@Bangson Station, the purchase contract no. RK 55/087, room no. 20/04, at the amount of Baht 1,815,000 as of the 9th installment payment in 2013</p> <p>The Audit Committee has reviewed such transactions and found that sales of condominium were the normal business, which the selling price and conditions are general practices as same as other regular customers. Presently, the Company has determined the preventive policy on the conflict of interest, as well as appointing the Audit Committee to review the related transactions in compliance with the regulation of the SEC and/or the Stock Exchange of Thailand.</p>
20.	Miss Sathinee Ataboonwongse	<u>Cash Advance received from customers</u> The Value	0.15	-	<p>Miss Sathinee Ataboonwongse paid for buying the condominium at the Rich Park@ Taopoon Interchange Project, the purchase contract no RK2 55/208, room no. 16/22, at the amount of Baht 2,127,000.</p>
		<u>Revenues from sales</u> The Value	1.59	2.04	<p>The Audit Committee has reviewed such transactions and found that sales of condominium were the normal business, which the selling price and conditions are general practices as same as other regular customers. Presently, the Company has determined the preventive policy on the conflict of interest, as well as appointing the Audit Committee to review the related transactions in compliance with the regulation of the SEC and/or the Stock Exchange of Thailand.</p>

No.	Persons having conflicts of interest	Type of Related Transactions	The Amount of Related Transactions (MB)		The Necessity and Reasonability, and the Comments of the Audit Committee
			2013	2014	
21.	Miss Onnida Chulsaen	<u>Loans</u> Balance, Beginning of period Additional Loans during the period Repayment during the period Balance, carry forward Ending Accrued Interest payable Interest payable <u>Revenues from sales of the real estate</u>	2.00 - (2.00) - - - 0.03 13.24	- - - - - - - -	<p>As of June 30, 2011, the Company borrowed from Miss Onnida Chulsaen, the loan contract no. L54/023 at the interest rate of 7.00% annually and pay the interest rate monthly. Such loan was the loan for the working capital. As of March 31, 2013, The Company undertook to repay such loan at the whole amount completely. The company has no policy to borrow from persons having conflicts of interest in such a manner in the future.</p> <p>The Audit Committee has reviewed such transactions and found that it was reasonable and for the benefits to the business operation of the Company due to the fair conditions. Additionally, there were no conflicts of interest and complied with the criteria or procedures of the related transactions. The interest rate and payment conditions are defined as normal practices. Presently, the Company has determined the preventive policy on the conflict of interest, as well as appointing the Audit Committee to review the related transactions in compliance with the regulation of the SEC and/or the Stock Exchange of Thailand.</p> <p>Miss Onnida Chulsaen paid for buying the condominium at the Rich Park@Bangson Station, the purchase contract no. RK 55/077, room no. 1/3, at the amount of Baht 13,373,000.</p> <p>The Audit Committee has reviewed such transactions and found that sales of condominium were the normal business, which the selling price and conditions are general practices as same as other regular customers. Presently, the Company has determined the preventive policy on the conflict of interest, as well as appointing the Audit Committee to review the related transactions in compliance with the regulation of the SEC and/or the Stock Exchange of Thailand.</p>
22.	Miss Pimwanlee Piansathaporn	<u>Cash Advance received from customers</u> The Value <u>Revenues from sales</u> The Value	0.59 -	- 2.58	<p>Miss Pimwanlee Piansathaporn paid for buying the condominium at the Rich Park@Bangson Station, the purchase contract no. RK56/020, room no. 25/08, at the amount of Baht 2,748,500.</p> <p>The Audit Committee has reviewed such transactions and found that sales of condominium were the normal business, which the selling price and conditions are general practices as same as other regular customers. Presently, the Company has determined the preventive policy on the conflict of interest, as well as appointing the Audit Committee to review the related transactions in compliance with the regulation of the SEC and/or the Stock Exchange of Thailand.</p>

No.	Persons having conflicts of interest	Type of Related Transactions	The Amount of Related Transactions (MB)		The Necessity and Reasonability, and the Comments of the Audit Committee
			2013	2014	
23.	Mrs. Saranthorn Srisunthorn	<u>Loans</u> Balance, Beginning of period Additional Loans during the period Repayment during the period Balance, carry forward Ending Accrued Interest payable Interest payable <u>Cash Advance received from customers</u> The Value <u>Revenues from sales</u> The Value	0.20 - (0.20) - - - 0.003 0.13 -	- - - - - - - 1.92	<p>As of February 7, 2010, the Company borrowed from Mrs. Saranthorn Srisunthorn, the loan contract no. L53/006 at the interest rate of 7.00% annually and pay the interest rate monthly. Such loan was the loan for the working capital. As of March 31, 2013, The Company undertook to repay such loan at the whole amount completely. The company has no policy to borrow from persons having conflicts of interest in such a manner in the future.</p> <p>The Audit Committee has reviewed such transactions and found that it was reasonable and for the benefits to the business operation of the Company due to the fair conditions. Additionally, there were no conflicts of interest and complied with the criteria or procedures of the related transactions. The interest rate and payment conditions are defined as normal practices. Presently, the Company has determined the preventive policy on the conflict of interest, as well as appointing the Audit Committee to review the related transactions in compliance with the regulation of the SEC and/or the Stock Exchange of Thailand.</p> <p>Mrs. Saranthorn Srisunthorn paid for buying the condominium at the Rich Park@ Taopoon Interchange Project, the purchase contract no. RK2 55/168, room no. 14/23, at the amount of Baht 2,008,300.</p> <p>The Audit Committee has reviewed such transactions and found that sales of condominium were the normal business, which the selling price and conditions are general practices as same as other regular customers. Presently, the Company has determined the preventive policy on the conflict of interest, as well as appointing the Audit Committee to review the related transactions in compliance with the regulation of the SEC and/or the Stock Exchange of Thailand.</p>
24.	Mrs. Nuttakan Sawpar	<u>Revenues from sales</u> The Value	1.68	-	<p>Mrs. Nuttakan Sawpar paid for buying the condominium at the Rich Park@ Bangson Station Project, the purchase contract no. RK54/322, room no. 10/26, at the amount of Baht 1,756,000.</p> <p>The Audit Committee has reviewed such transactions and found that sales of condominium were the normal business, which the selling price and conditions are general practices as same as other regular customers. Presently, the Company has determined the preventive policy on the conflict of interest, as well as appointing the Audit Committee to review the related transactions in compliance with the regulation of the SEC and/or the Stock Exchange of Thailand.</p>

No.	Persons having conflicts of interest	Type of Related Transactions	The Amount of Related Transactions (MB)		The Necessity and Reasonability, and the Comments of the Audit Committee
			2013	2014	
25.	Mr. Thanakran Supachavalit	Revenues from sales The Value	3.22	-	<p>Mr. Thanakran Supachavalit paid for buying the condominium as follow:</p> <p>1) the Rich Park@ Bangson Station Project, the purchase contract no. RK54/170, room no. 22/01, at the amount of Baht 1,558,000.</p> <p>2) the Rich Park@ Bangson Station Project, the purchase contract no RK54/170, room no. 22/02, at the amount of Baht1,498,000.</p> <p>The Audit Committee has reviewed such transactions and found that sales of condominium were the normal business, which the selling price and conditions are general practices as same as other regular customers. Presently, the Company has determined the preventive policy on the conflict of interest, as well as appointing the Audit Committee to review the related transactions in compliance with the regulation of the SEC and/or the Stock Exchange of Thailand.</p>
26.	Dr. Thanyanon Rattanakukangwan	Cash Advance received from customers The Value	-	0.19	<p>Dr. Thanyanon Rattanakukangwan signed the purchase contract on February 2, 2014 for buying the condominium at the Rich Park@Chaophraya Project, the purchase contract no. RK 3 57/005, room no. 16/03, at the amount of Baht 2,398,021.</p> <p>The Audit Committee has reviewed such transactions and found that sales of condominium were the normal business, which the selling price and conditions are general practices as same as other regular customers. Presently, the Company has determined the preventive policy on the conflict of interest, as well as appointing the Audit Committee to review the related transactions in compliance with the regulation of the SEC and/or the Stock Exchange of Thailand.</p>

No.	Persons having conflicts of interest	Type of Related Transactions	The Amount of Related Transactions (MB)		The Necessity and Reasonability, and the Comments of the Audit Committee
			2013	2014	
27.	Ataboon Asset Company Limited	<u>Office Rental Charges</u>	1.06	1.73	<p>The Company has leased the office space of Ataboon Building for 2 rooms on the 5th floor as below:</p> <ol style="list-style-type: none"> 1) The room no. 502, with the area of 204 sq.m., for 3 years effectively on February 16, 2012. The expiry date is on February 15, 2015. The rental payment is monthly paid at Baht 28,560 by advance payment on the 5th of the month. Such rental rate was comparable to other tenants, whose rental price of Baht 28,560 per month. 2) The room no. 503 and 504 on the 5th floor, with the area of 158.74 sq.m., for 3 years effectively on February 18, 2011. The expiry date was on February 17, 2014. The rental payment is monthly paid at Baht 21,429.90 by advance payment on the 5th of the month. Such rental rate was comparable to other tenants, whose rental price of Baht 21,429.90 per month. <p>Later, the Company moved the office from the 5th floor to the 7th floor of Ataboon Building. The lease contract for the room no. 701, with the area of 541.67 sq.m., was signed for 3 years effective on March 1, 2014, at the monthly rental rate of Baht 75,833.80 (140 Baht/sq.m./month) by advance payment on the 5th of the month. Such rental rate was comparable to other tenants, whose rental price of 160 Baht/sq.m./month.</p> <p>The Audit Committee has reviewed such transactions and found that it was reasonable and for the benefits to the business operation of the Company due to the fair conditions and reasonable prices. Presently, the Company has determined the preventive policy on the conflict of interest, and appointing the Audit Committee to review the related transactions in compliance with the regulation of the SEC and/or the Stock Exchange of Thailand.</p>

No.	Persons having conflicts of interest	Type of Related Transactions	The Amount of Related Transactions (MB)		The Necessity and Reasonability, and the Comments of the Audit Committee
			2013	2014	
	Ataboon Asset Company Limited	<u>Loans</u> Balance, Beginning of period Additional Loans during the period Repayment during the period Balance, carry forward Ending Accrued Interest payable Interest payable <u>Cash Advance received from customers</u> The Value Revenues from sales The Value	3.40 - 3.40 - - 0.01	- 5 5 - - 0.002 0.44 11.38	<p>The Company borrowed from Ataboon Asset Company Limited on November 3, 2014 at the interest rate of 7.625% annually. Such loan was the loan for the working capital.</p> <p>As of November 3, 2014, The Company undertook to repay such loan at the whole amount completely.</p> <p>The Audit Committee has reviewed such transactions and found that it was reasonable and for the benefits to the business operation of the Company due to the fair conditions. Additionally, there were no conflicts of interest and complied with the criteria or procedures of the related transactions. The interest rate and payment conditions are defined as normal practices. Presently, the Company has determined the preventive policy on the conflict of interest, as well as appointing the Audit Committee to review the related transactions in compliance with the regulation of the SEC and/or the Stock Exchange of Thailand.</p> <p>Ataboon Asset Company Limited signed the purchase contract on November 22, 2014 for buying the condominium at the Rich@Sathorn-Taksin as follows:</p> <ol style="list-style-type: none"> 1) The purchase contract no. R1 57/006, room no.08/23 at the amount of Baht 3,863,500. 2) The purchase contract no. R1 57/007, room no.08/24 at the amount of Baht 3,863,500. 3) The purchase contract no.R1 57/008, room no. 08/25 at the amount of Baht 3,863,500. <p>Ataboon Asset Company Limited paid for buying the condominium at the Rich Park@ Taopoon Interchange Project as follow:</p> <ol style="list-style-type: none"> 1) The purchase contract no. RK2 57/084, room no. 5/15 at the amount of Baht 2,325,000 2) The purchase contract no. RK2 57/085, room no. 6/23 at the amount of Baht 2,212,700. 3) The purchase contract no. RK2 57/086, room no.8/21 at the amount of Baht 2,230,100 4) The purchase contract no.RK2 57/087, room no.10/24 at the amount of Baht 2,247,500 5) The purchase contract no.RK2 57/088, room no.10/32 at the amount of Baht 2,355,000 <p>The Audit Committee has reviewed such transactions and found that sales of condominium were the normal business, which the selling price and conditions are general practices as same as other regular customers. Presently, the Company has determined the preventive policy on the conflict of interest, as well as appointing the Audit Committee to review the related transactions in compliance with the regulation of the SEC and/or the Stock Exchange of Thailand.</p>

No.	Persons having conflicts of interest	Type of Related Transactions	The Amount of Related Transactions (MB)		The Necessity and Reasonability, and the Comments of the Audit Committee
			2013	2014	
28.	K.C.S. & Associates Company Limited	Project management charges	4.44	5.86	<p>The Company engaged K.C.S. & Associates Company Limited to execute and manage the projects as follows:</p> <ol style="list-style-type: none"> 1) The management employment and construction control at Le Rich@Aree Station Project effectively on February 1, 2011 at the value of Baht 1.79 million. The contract was expired on March, 2012. 2) The management employment and construction control at the Rich Park @Bangson Station Project effectively on July 1, 2011 at the value of Baht 10.03million. The contract was expired on March, 2013. 3) The management employment and construction control at the Rich Park @Taopon Interchange Project effectively on March 1, 2013 at the value of Baht 10.03million. The contract was expired on November, 2014. <p>The Audit Committee has reviewed such transactions and found that it was reasonable, at the market rate, and for the benefits to the business operation of the Company.</p> <p>Presently, the Company has determined the preventive policy on the conflict of interest, as well as appointing the Audit Committee to review the related transactions in compliance with the regulation of the SEC and/or the Stock Exchange of Thailand.</p>
29	Ataboon Company Limited	<u>Loans</u> Balance, Beginning of period Additional Loans during the period Repayment during the period Balance, carry forward Ending Accrued Interest payable Interest payable	- - - - - - -	- 9.41 - 9.41 - - 0.007	<p>The Company borrowed from Ataboon Company Limited on July 31, 2014 and on November 3, 2014 at the interest rate of 7.625% annually. Such loan was the loan for the working capital. As of August 4, 2014 and November 3, 2014, The Company undertook to repay such loan at the whole amount completely.</p> <p>The Audit Committee has reviewed such transactions and found that it was reasonable and for the benefits to the business operation of the Company due to the fair conditions. Additionally, there were no conflicts of interest and complied with the criteria or procedures of the related transactions. The interest rate and payment conditions are defined as normal practices. Presently, the Company has determined the preventive policy on the conflict of interest, as well as appointing the Audit Committee to review the related transactions in compliance with the regulation of the SEC and/or the Stock Exchange of Thailand.</p>

The Necessity and Reasonability of the Related Transactions

The related transactions are engaged to the extent that such transactions are necessity and reasonability to serve the most interest of the Company. The Board of Directors has jointly considered the related transactions on the necessity of the transactions and reasonability of the rate charged mutually, including disclosure the types and value of the transactions executed with other person having conflicts of interest under the Notice and regulations of the Securities and Exchange Commission, and the Stock Exchange of Thailand.

Criteria or Procedures on the Approval of the Related Transactions

The Board of Directors' Meeting No. 4/2013 held on August 14, 2013 resolved that the procedures on the related transaction was approved to be conducted according to the Notice of the Securities and Exchange Commission on the title of the Disclosure of Information and Other Acts of the Listed Company Concerning the Connected Transactions, 2003 and the Notice of the Board of SEC and the Capital Market Supervisory Board on the matters related to the case of connected transactions between the company and person having conflicts of interest. The Audit Committee shall provide comments on the necessity of transactions, and the appropriate pricing of such transactions by considering the various conditions in compliance with the general business practices in the industry. The price comparison with the third parties or market price will be considered. In case that the Audit Commission is not expert on considering the matters of the related transactions, the Company shall provide the specialists, who are independent, to give an opinion on such connected transactions for decision making of the Board of Director, the Audit Committee, or the shareholders, as the case may be. The Directors, who are the stakeholders, shall be not entitled to vote on such items. Those related transaction must be also disclosed in the notes to the financial statements of the Company.

Policy and the Tendency of the Related Transactions in the Future

For the tendency of the related transactions in the future, the Company's policy to engage in related transactions shall be classified as following categories:

1. The guarantor loans from financial institutes

The Company had assumed that after entering to the Listed Company on the SET; the Company negotiated with the financial institutes to release the guarantor obligations of the Company and its shareholders. However, such activities were approved or not depending on the considerations of such financial institutes.

2. The unit sales to the related persons

The tendency of the transactions of the unit sales to the related persons shall be possible occurred in the future. The Company shall conduct in accordance with the policy specified as clearly, fairly, and no conflicts of interest if such transactions are done.

3. The Company's office rental to the related companies

The tendency of the transactions of the office rental to the related companies shall be possible, in case of such transactions occur in the future the Company shall conduct in accordance with the policy specified.

In case that the related transactions mentioned above are occurred in the future, the Company shall comply clearly, fairly, and no conflicts of interest in compliance with the Securities and Exchange Act, and the rules, notices, announcement, or regulations of the Capital Market Commission Board and the Stock Exchange of Thailand, including the disclosure of the connected transactions, and acquisition or disposition of assets. The persons who are stakeholders or having conflicts of interest are not entitled to approve those related transactions. The Audit Committee shall give comments on such transactions and present to the Board of Directors and/or the Annual General Shareholders' Meeting, as the case may be, as the information for their consideration for transaction approval.

Besides, the Company has complied with the accounting standard. The information disclosure to the related persons or activities which has been defined by the Federation of Accounting Professions. The Company shall disclose the relationship and details of the related transaction to the notes to the financial statements of the Company, including the annual information form (Form 56-1) and the annual report (Form 56-2) of the Company.

Management Discussion and Analysis

Performance Overview on the Previous Year

Richy Place 2002 Public Company Limited (the Company) has operated the real estate development in the types of residences by focusing on developing the potential areas and locations nearby the main communities. In particular, condominium along the electric train and community areas. The main revenues are all from the sales of house and land and condominium, both horizontal and vertical (condominium). The Company has completely developed 7 projects on the previous year, which were composed of 1) Riche Ville Bangbuathong Project, 2) Richy Tower Petchkasem-Sathorn Project, 3) Le Rich Rama3 Project, 4) Le Rich Ratchada-Suthisan, Project 5) Le Rich@ Aree Station Project, 6) Rich Park@ Bangson Station, and 7) Rich Park@ Taopoon Interchange. Presently, the Company has 2 projects continuing selling which are 1) The Rich Biz Home Sukhumvit 105 Project, and 2) Rich Park @ Chaophraya Project. Besides, there are 2 projects under construction process namely 1) Rich Ville Ratchaphruek Project and 2) The Rich Sathorn-Taksin Project.

Since 2011 onwards, the Company has recognized revenues from the sales of real estate, as well as the costs of sales of real estates, when the ownership is transferred the buyer after complete payment. The costs of construction as well as other related expenses of the projects under the construction period are recorded in the assets in the costs of real estate development for sales until the projects are completely, then the Company shall recognized revenues on such matters.

Revenues

The Company's revenues are composed of the revenues from the sales of real estates, interest incomes, and other incomes. The main revenues are from the sales of real estates, the categories of revenues can be classified as following:

Table 1: The Revenue Structure

	The Financial Statements as of December 31					
	2012 (audited) (new adjusted)		2013 (audited)		2014 (audited)	
	(MB)	%	(MB)	%	(MB)	%
revenues from the sales of real estates	408.23	99.50	1,200.52	99.55	1,228.66	99.14
interest incomes	0.58	0.14	0.03	0.00	0.12	0.00
Other incomes	1.46	0.36	5.38	0.45	10.60	0.86
Total Revenues	410.27	100.00	1,205.92	100.00	1,239.38	100.00

The revenues from the sales of real estates

In 2012-2014, the revenues from the sales of real estates was equally Baht 408.23 million, Baht 1,200.52 million, and Baht 1,228.66 million, or representing of 99.50%, 99.55%, and 99.14% of the total revenues, respectively.

In 2012, the Company had the revenues from sales of the real estate equally to Baht 408.23 million, increasing from 2013 of Baht 249.21 million, or the growth rate of the revenues risen to 156.71% from the previous year which the result of delaying the transfer of ownership in 2011 and later transferred in 2012, therefore, it was recognized of the former projects. In addition, the policy of tax reduction for the first house, which the transfer fee

was decreased, made customers rapidly transfer before due period within the end of 2012 or before the expiration of tax reduction. The revenues recognition of the projects were Le Rich Rama 3 Project with the amount of Baht 89.38 million for 36 units or representing of 8.53% of the total units of the project, and Le Rich Ratcha-Suthisan Project with the amount of Baht 34.45 million for 17 units or representing 22.08% of the total units of the project. Moreover, the revenues recognition of the 2 new projects were Le @ Aree Station Project with the amount of Baht 158.48 million for 52 units or representing of 71.23% of the total units of the project, and Rich Park @Bangson Station with the amount of Baht 125.92 million for 75 units or representing of 9.34% of the total units of the project.

In 2013, the Company had the revenues from sales of the real estate equally to Baht 1,200.52 million, increasing from 2012 of Baht 792.28 million, or the growth rate of the revenues risen to 194.08%, which was recognized of the former projects namely Le Rich Rama 3 Project with the amount of Baht 15.59 million for 6 units or representing of 1.42% of the total units of the project, Le Rich Ratchada-Suthisan Project with the amount of Baht 47.65 million for 20 units or representing of 25.97% of the total units of the project, Le Rich@ Aree Station Project with the amount of Baht 54.03 million for with the amount of Baht 16 units or representing of 21.92% of the total units of the project, Rich Park@ Bangson Station Project with the amount of Baht 1,058.25 million for 598 units or representing of 74.47% of the total units of the project. The Rich Park @ Bangson Station Project was recorded to the revenues recognition in this year mostly up to 87.75% of the total revenues. Moreover, the Company launched the new projects in this year, which were the Rich Biz Home Sukhumvit 105 Project, the townhome on Sukhumvit Road, which its revenue recognition was at the amount of Baht 25.00 million for 5 units or representing of 3.57% of the total units of the project. The Company launched the new projects in 2014 namely Rich Park@ Taopoon Interchange Project, the condominium project along the electric train on Pracharat Sai 2, the Rich Biz Home Sukhumvit 105 Project, and Rich Park@ Chaophraya Project, the condominium project along the electric train located on Rattana Thibet.

In 2014, the Company had the revenues from sales of the real estate equally to Baht 1,228.66 million, increasing from 2013 of Baht 28.14 million or representing of 2.34%, which was the revenues recognition from the former projects those were Le Rich Rama 3 Project with the amount of Bath 25.30 million for 9 units or representing of 2.13% of the total units of the project, Le Rich Ratchada-Suthisan Project with the amount of Bath 27.49 million for 9 units or representing of 11.69% of the total units of the project, Le Rich@ Aree Station Project with the amount of Bath 16.14 million for with the amount of Bath 5 units or representing of 6.85% of the total units of the project, the Rich Biz Home Sukhumvit 105 Project with the amount of Bath 112.72 million for 23 houses or representing of 16.43% of the total units of the project, Rich Park@ Bangson Station Project with the amount of Bath 88.39 million for 46 houses or representing of 5.73% of the total units of the project, Rich Park@ Taopoon Interchange with the amount of Bath 958.62 million for 408 units or representing of 55.51% of the total unit of the project. The Rich Park @ Taopoon Interchange Project was recorded to the revenues recognition in this year mostly up to 77.35% of the total revenues. The Company launched the new projects in 2014, which were the Rich Sathorn-Taksin Project, the condominium project along the electric train located on Sathorn-Taksin road, the Rich Ville Project, the townhouse-townhome project on Ratchaphruek road.

Table 2: The revenues from the sales of real estates as per the proportion of the projects

	The Financial Statements (audited)					
	2012		2013		2014	
	(new adjusted)					
	Value (MB)	Proportion (%)	Value (MB)	Proportion (%)	Value (MB)	Proportion (%)
Revenues from the sales of real estates						
• Condominium						
- Le Rich Rama 3	89.38	21.79	15.59	1.29	25.30	2.04
- Le Rich Ratchada-Suthisan	34.45	8.40	47.65	3.95	27.49	2.22
- Le Rich@ Aree Station	158.48	38.63	54.03	4.48	16.14	1.30
- Rich Park@ Bangson Station	125.92	30.69	1,058.25	87.75	88.39	7.13
- Rich Park@ Taopoon Interchange	-	-	-	-	958.62	77.35
• Single Houses						
- Richy Ville Bangbuathong	-	-	-	-	-	-
• Townhome						
- The Rich Biz Home Sukhumvit 105	-	-	25.00	2.07	112.72	9.09
Total revenues from sales of real estates	408.23	99.50	1,200.52	99.55	1,228.66	99.14
Other incomes ^{1/}	1.46	0.36	5.38	0.45	10.59	0.85
Interest incomes	0.58	0.14	0.03	0.00	0.12	0.01
Total revenues	410.27	100.00	1,205.92	100.00	1,239.37	100.00

Remark: ^{1/} the other incomes were included the revenues from a breach of contract, the changes of right transfer contract, rental incomes, and others.

Table 3: The status of transfer according to the number of units of the projects in 2012-2014

Project	2012	2013	2014	The Balance in 2014
	(%)	(%)	(%)	(%)
Condominium				
- Le Rich Rama 3	8.53	1.42	2.13	13.74
- Le Rich Ratchada-Suthisan	22.08	25.97	11.69	0
- Le Rich @ Aree Station	71.23	21.92	6.85	0
- Rich Park @ Bangson Station	9.34	74.47	5.73	10.46
- Rich Park @ Taopoon Interchange	-	-	55.51	44.49
• Single House				
- Richy Ville Bangbuathong	-	-	-	-
• Townhome				
- The Rich Biz Home Sukhumvit 105	-	3.57	16.43	80

Remark: calculated from the number of the transfer of ownership of the projects in each period and divided by the total units of the project

Other Incomes

Other incomes were consisted of incomes from water-electric meter installation, incomes from breach of contract, incomes from the changes of the right transfer contract, rental incomes, and others. The rental incomes were the yield difference between the incomes from room rental of condominium of Le Rich Rama 3 Project and Le Rich Ratchada-Suthisan Project, and the compensations paid back to the owner according to the income guarantee contract. The incomes from breach of contract were deposits, earnest money, down payments, which customers paid and be recognized as the revenues because of the contract termination, or the customers not complying with the contract caused the cancellation of the contract, or the customers not transferring within the specified period and no any arguments from the customers. In 2012-2014, the Company had the other incomes equal to Baht 1.46 million, Baht 5.37 million, and Baht 10.59 million or representing of 0.36%, 0.45%, and 0.85% of the total revenues, respectively.

In 2013-2014, the Company had other incomes increasingly with representing of 267.80% and 97.20%, respectively. It was the result of the increase of the incomes from water-electric meter installation and incomes from breach of contract. In 2013-2014, the yield difference from the units (rental room), the Company gained loss from the rental guarantee projects at the amount of Baht 0.31 million, and Baht 0.21 million, respectively. The reasons were that the Company was unable to provide to find the tenants to rent some rooms and had to pay for the common fee of such rooms. As of December 31, 2014, the Company has had the number of rooms under the rental guarantee project totally 1 unit which such project shall be expired in February 2015.

Table 4: Other incomes

No.	Detail	2012		2013		2014	
		MB	%	MB	%	MB	%
1	Incomes from water and electric meter installation	0.16	0.11	0.81	0.15	0.65	6.14
2	Incomes from the changes of right transfer contract	.40	0.27	1.13	0.21	0.77	7.27
3	Incomes from breach of contract	0.85	0.58	2.72	0.51	4.74	44.76
4	Yield difference from the units (rental room)	(0.24)	(0.16)	(0.31)	(0.06)	(0.21)	(1.98)
5	Others	0.29	0.20	1.02	0.19	4.64	43.81
Total		1.46	100.00	5.37	100.00	10.59	100.00

Total Revenues

In 2012-2014, the Company had the total revenue equal to Baht 410.27million, Baht 1,205.92 million, and Baht 1,239.37 million, respectively.

In 2012, the Company had the total revenues increasing from 2011 equal to Baht 250.74 million, or representing of 157.17% increasingly, resulting from the delays on the ownership transfer of the customers at the end of 2011 and transferred in this year, including the revenues recognition of the two new projects, which were Le Rich@ Aree Station Project and Rich Park@ Bangson Station Project. In addition, the revenues from the former projects, which were Le Rich Rama 3 Project and Le Rich Ratchada-Suthisan Project were recognized.

In 2013, the Company had the total revenues increasing from 2012 equal to Baht 795.66 million, or representing of 193.94% increasingly, resulting from the revenues recognition of the sales of real estates of the Company which having projects ready to be transferred increasingly, especially, Rich Park @ Bangson Station Project with the project value of Baht 1,375 million. The revenues recognition of this year were mostly up to 87.75% of the total revenue; therefore, the total revenues of this year were higher than the previous year so much.

In 2014, the Company had the total revenues increasing from 2013 equal to Baht 33.45 million, or representing of 2.77%, resulting of the recognition of revenues from Rich Park@ Taopoon Interchange up to 77.35% of the total revenues. Then the total revenues in this year were higher than the previous year and the gains from the investment on the securities.

Costs of the sales of real estates

The costs of the sales of real estate were the costs of real estate development during developing the projects, which be recognized as the costs in the profit and loss statements and been recorded to be the revenues recognition from sales of real estate. They are consisted of the costs of sales, salary and welfares of the construction department, utilities expenses, project management expenses, and others.

In 2012-2014, the Company had the costs of sales of real estate equal to Baht 248.49 million, Baht 764.71 million, and Baht 761.98 million, or the ratio of the cost from sales of real estate to the revenues from sales of 60.87%, 63.70%, and 62.01%, respectively. The ratio of the cost from sales of real estate was risen mostly affected by the adjustment of labor cost, therefore, the costs per unit were adjusted toward with the economic conditions.

In 2012, the Company had the costs of sales of real estate increasing from the previous year equal to Baht 158.08 million, or the ratio of the increase of 174.85%. Such costs of construction was risen according to the government's policies on the minimum wage adjustment, which consisted of the high increase of the construction materials.

In 2013, the Company had the costs of sales of real estate increasing from 2012 equal to Baht 516.22 million, or the ratio of the increase of 207.74%, which was resulted of the increase of variable costs from the construction such as labor cost, etc.

In 2014, the Company had the costs of sales of real estate decreasing from 2012 equal to Baht 2.73 million or representing a decrease of 0.35%, which was resulted of the cost management effectively, the construction budget was well controlled as planned.

Table 5: Costs of the sales of real estates

Costs of the sales of real estates	2012		2013		2014	
	MB	%	MB	%	MB	%
Cost of sales	245.63	98.85	760.07	99.39	757.08	99.36
Salary and welfares of the construction department	2.61	1.05	3.69	0.48	3.00	0.39
Utilities expenses	0.08	0.03	0.14	0.02	0.35	0.05
Project Management	0.08	0.03	-	-	-	-
Others	0.09	0.04	0.81	0.11	1.55	0.20
Total Costs of the sales of real estates	248.49	100.00	764.71	100.00	761.98	100.00
The ratio of the cost from sales of real estate to the revenues from sales	60.87		63.70		62.01	

Expenses on the Sales

The expenses on the sales are consisted of salary of salesman, commission, the project management expenses, sales promotion expenses, specific business tax, the ownership transfer fee, common fee, and sales operating expenses. The commission is money the Company pays to salesman and other employees toward with the sales of the Company. The commission shall be paid quarterly. The project management is the sales services of the Company's projects paid to the project sales agents. In addition, the sales promotion expenses are composed of advertising expenses and booth activities expenses. The common fees are the expenses the Company pays for the common fee of the unsold rooms to the juristic of such condominium. The other sales operating expenses are signboard taxes and office expenses, consumable used, etc.

In 2012-2014, the Company had the expenses on sales equal to Baht 57.45 million, 102.84 million, and 102.71 million, or the ratio of the expenses on sales to the revenues from sales of real estate of 14.07%, 8.57%, and 8.36%, respectively.

In 2012, the Company had the expenses on sales equal to Baht 57.45 million increasing from 2011 of at the amount of Baht 18.89 million, or the ratio of the increase of 48.98%. It was resulted that the Company executed the sales promotion strategies to motivate customers to transfer the ownership of the condominium at Rich Park @ Bangson Station increasingly. As a result, the sales promotion in 2012 was higher, as well as the adjustment of salary and welfares of salesman increasingly on the early year, which was the normal adjustment.

In 2013, the Company had the expenses on sales equal to Baht 102.84 million increasing from 2012 equal to Baht 45.39 million, or the ratio of the increase of 79.02%. It was resulted that the specific business taxes and business fees were higher than the previous year, as well as, the increase of the advertisement and booth activities expenses. However, the expenses on sales was risen up every year, the proportion of revenues from sales to the expenses on sales was still higher than the increase of expenses.

In 2014, the Company had the expenses on sales equal to Baht 102.71million decreasing from 2013 equal to Baht 0.13 million, or the ratio of the decrease of 0.13%. It was resulted that the budget of expenses was controlled as planned. Thus, the ratio of expenses on sales was decreased comparable with the previous year.

Table 6: Expenses on the sales

Expenses on the sales	2012		2013		2014	
	MB	%	MB	%	MB	%
Salary and welfares of salesman	4.20	7.31	5.67	5.51	6.96	6.78
Facilities expenses for the sales	0.52	0.91	1.03	1.00	1.03	1.00
Tax and business fees (sales)	3.77	6.56	11.35	11.04	9.62	9.36
Specific Business Tax	13.81	24.04	38.40	37.34	39.11	38.08
Commission	2.30	4.00	6.47	6.29	3.47	3.38
Sales activities and Sale Promotion	8.77	15.27	6.42	6.24	2.27	2.21
Sales management	5.22	9.09	1.30	1.26	3.40	3.31
Advertising expenses and booth expenses	13.38	23.29	21.98	21.38	22.20	21.61
Common fee and office expenses	3.84	6.69	5.73	5.58	5.70	5.55
Other expenses	1.63	2.84	4.49	4.36	8.95	8.71
Total expenses on the sales	57.44	100.00	102.84	100.00	102.71	100.00
The ratio of the expenses on the sales to the revenues from sales	14.07		8.57		8.36	

Management Expenses

The management expenses are salary, welfares, and benefits of employees, utilities expenses, and other management fee.

Table 7: Management Expenses

Management Expenses	2012		2013		2014	
	MB	%	MB	%	MB	%
Salary, welfares, and benefits of employees	20.96	78.88	38.07	81.29	43.33	67.37
Utilities expenses	0.19	0.72	0.43	0.92	0.87	1.36
Services fee such as the audit fee	1.05	3.96	2.19	4.68	7.47	11.62
Meeting allowance	0.26	0.96	0.58	1.24	0.87	1.35
Other management expenses	4.11	15.48	5.56	11.88	11.77	18.30
Total management expenses	26.56	100.00	46.84	100.00	64.32	100.00
The ratio of the costs on the management expenses to the revenues from sales	6.51		3.90		5.23	

In 2012-2014, the Company has the management expenses equal to Baht 26.56 million, Baht 46.84 million, and Baht 64.32 million, or the ratio of the management expenses to the revenue from sales of real estate of 6.51%, 3.90%, and 5.23%, respectively.

In 2012, the Company has the management expenses increased from 2011 equal to Baht 14.49 million, or the ratio of the increase of 120.03%. The key factors of this increase was the salary adjustment and bonus of the employees.

In 2013, the Company has the management expenses increased from 2012 equal to Baht 20.27 million, or the ratio of the increase of 76.32%. It was resulted that the Company employed more the management and employees and paid the bonus and compensation increasingly. In 2013, the proportion of the revenues was increasingly but the management expenses was not increased on the same proportion. In 2013, the ratio of the management expenses to the revenue from sales was decreased of 3.90%. It was resulted that the major revenues of the Company were from condominium sales, and recognized when the ownership was transferred in each year. The management expenses are included the employee expenses increased every year toward with the salary adjustment. As a result, the employee expenses was not increased or fluctuated at the same proportion of the Company's revenues.

In 2013, the Company has the management expenses increased from 2013 equal to Baht 17.49 million, or the ratio of increase of 37.35%. This was resulted that the Company had expenses on registering to the listed company in the Stock Market of Thailand and the management expenses, including the employee expenses increased according to the adjustment of employees' salary and the employment of the management and employee increasingly for its expansion.

Gross Profit and the Ratio of Gross Profit

In 2012-2014, the Company had the gross profit equal to Baht 159.74 million, Baht 435.81 million, and Baht 466.68 million, respectively, or the ratio of the gross profit of 39.13%, 36.30%, and 37.98%, respectively. The gross profit was increased because the construction budget was controlled as planned.

Net Profit and the Ratio of Net Profit

In 2012-2014, the Company had the net profit equal to Baht 66.26 million, Baht 211.43 million, and Baht 245.05 million, respectively, or the ratio of net profit of 16.15%, 17.52%, and 19.77% of the total revenues, respectively.

In 2012, the Company has the net profit increased from 2011 equal to Baht 60.87 million, or the ratio of increase of 1,129.60%. The main factors were that Rich Park@ Bangson Project was completed constructed earlier than its schedule; therefore, the Company was able to return loans prior due period. The Company had paid interest lessened. Besides, the Company recognized the revenues of the two new projects, which are Le Rich@ Aree Station Project and Rich Park @ Bangson Station Project. The net profit, then, was on the increasing level.

In 2013, the Company has the net profit increased from 2014 equal to Baht 145.17 million, or the ratio of increase of 219.09%. This was resulted of the revenue recognition of Rich Park @ Bangson Station Project, which is the project having the proportion on the revenue recognition quite high in 2013, or representing of 87.75% of the revenues from sales of all real estates and the management expenses on sales were good due to the saving on sales activities and sale promotion, and the decrease of sales management.

In 2013, the Company has the net profit increased from 2014 equal to Baht 33.72 million, or the ratio of the increase of 15.96%. This was resulted of the revenue recognition of Rich Park @ Taopoon Project, which is the project having the proportion on the revenue recognition quite high in 2014, or representing of 78.02% of the revenues from sales of all real estates, and the good financial management costs from the decrease of the financial costs.

The Ratio of the Return on Equity

In 2012-2014, the Company had the ratio of the return on equity equal to 18.46%, 42.87%, and 22.77%, respectively. In 2012, and 2012, the ratio of the return on equity was significantly increased because of the increase of operating performances of the Company. In 2014, the ratio of the return on equity was decrease resulted of the capital increase in 2014.

The Analysis of the Financial Status

Assets

Assets of the Company are mostly current assets, especially the items of the costs of real estate project development at average of 90% of the total assets. The costs on the real estate project develop are consisted of 1. Land 2. Project Development. Both items are high value assets or approximately 95% of the costs of real estate project development.

In 2012-2014, the Company had the total assets equal to Baht 1,439.96 million, Baht 1,546.56, respectively. The Company had the total assets increasingly thoroughly according to continually launching new projects. In particular in 2012, the Company expanded the business, invested on project construction, and launched two projects: Le Rich@ Aree Station Project and Rich Park@ Bangson Station Project.

In 2013, the Company had the total assets increased from the 2012 resulted of the construction investment to launch new projects: Rich Park@ Taopoon Station Project, The Rich Biz Home Sukhumvit 105 Project, Rich Park@ Chaophraya, and Rich Ville Ratchaphruek Project.

In 2014, the Company had the total assets increased from the 2013 resulted of the construction investment of Rich Park@ Chaophraya Project, Rich Ville Ratchaphruek Project, The Rich Biz Home Sukhumvit 105 Project, and The Rich Sathorn-Taksin Project.

The Company has no assets of the debtor because the Company shall recognize the revenues when the ownership of condominium is transferred.

The Costs of the Real Estates Development

The costs of sales of real estates before the ownership transfer shall be recorded on the costs of the real estates development in the financial statements of the Company, and be recognized as the costs of sales of real estates in the profit and loss statements when the ownership transfer is done. The costs of the real estates development are consisted of costs of land, construction costs, costs directly attributed to the project development which including the related interest loans that be amortized to the costs of sales at the proportion of sales area of each project.

In 2012-2014, the Company had the costs of the real estates development equal to Baht 1,278.36 million, Baht 1,450.40 million, and Baht 1,870.28 million, representing of 89.56%, 96.96%, and 84.86% of the total assets of the Company, respectively.

In 2012, the costs of the real estates development was risen from 2011 equal to Baht 699.30 million or representing of 120.76% due to work progress of the new projects: Rich Park@ Taopoon Interchange Projects and Rich Ville Ratchaphruek Project. The project completely constructed was Rich Park@ Bangson.

In 2013, the costs of the real estates development was risen from 2012 equal to Baht 172.04 million, or representing of 13.46% due to work progress of the projects: Rich Park@ Taopoon Interchange Project, Rich Biz Home Sukhumvit 105 Project, Rich Park@ Chaophraya Project, and The Rich Ville Ratchaphruek Project.

In 2014, the costs of the real estates development was risen from 2013 equal to Baht 419.88 million, or representing of 28.94% due to work progress of the projects: Rich Biz Home Sukhumvit 105 Project, Rich Park@ Chaophraya Project, The Rich Ville Ratchaphruek Project, t Rich Biz Home Sukhumvit 105 Project, Rich Park@ Chaophraya Project, and The Rich Ville Ratchaphruek Project, The Rich Sathorn-Taksin. . The project completely constructed was Rich Park@ Taopoon Interchange.

Table 8: Costs of real estate development as classified by projects

Project	2012		2013		2014	
	MB	%	MB	%	MB	%
Richy Ville Bangbuathong	-	-	-	-	-	-
Le Rich Rama 3	152.72	11.95	147.77	10.19	131.83	7.05
Le Rich Ratchada-Suthisan	39.58	3.10	13.03	0.90	-	-
Le Rich@ Aree Station	44.18	3.46	11.89	0.82	-	-
Rich Park@ Bangson Station	795.97	62.27	145.38	10.02	94.12	5.03
Rich Park@ Taopoon Station	9.73	0.76	527.65	36.38	477.53	25.53
Rich Park@ Chaophraya	-	-	116.21	8.01	279.74	14.96
The Rich Sathorn-Taksin	-	-	-	-	404.12	21.61
Rich Ville Ratchaphruek	-	-	139.76	9.64	176.72	9.45
The Rich Biz Home Suk105	236.18	18.47	348.72	24.04	306.22	16.37
Total costs of real estate development	1,278.36	100.00	1,450.41	100.00	1,870.27	100.00

Cash Advance for Construction

The Company has cash advance to contractors for construction by paying to contractors for each projects prior the construction. In 2012-2014, the Company paid cash advance for construction equal to Baht 12.63 million, Baht 50.70 million, and Bah 98.37 million, or representing of 0.88%, 3.28%, and 4.46% of the total assets, respectively.

In 2012, the Company had cash advance for construction decreased from 2011 equal to Baht 29.76 million, or the ratio of decrease of 70.20%. The key factors of decrease were that the Company paid for the construction of 10% according to the construction contract, which was subject to the terms of the construction payment. Reference to each payment of completion, the Company shall deduct cash advance for construction regularly. Therefore, the cash advance for construction in this year was decrease very much due to Rich Park@ Bangson Project completely constructed at the end of 2012.

In 2013, the Company had cash advance for construction equal to Baht 50.70 million, an increased from 2012 was equal to 38.06 million, or the ratio of increase of 301.01%. The main factors of increase were the cash advance payment for construction of Rich Park@ Taopoon Interchange Project.

In 2014, the Company had cash advance for construction increased from 2013 equal to Baht 47.68 million, or representing of 94.06%. The main factors of increase so much was resulted of the cash advance for construction of Rich Park@ Chaophraya Project and The Rich Sathorn-Taksin Project.

Land Deposit

The Company pays the land deposit to the land owner to purchase land for project operations of the Company. In 2012-2014, the Company paid land deposit at the amount of Baht 89.38 million and 42.00 million, or representing of 5.11%, 6.26%, and 1.91% of the total assets, respectively.

In 2012, the Company paid cash deposit increasingly, or representing of 152.24%. The main reason of the increase was that the Company purchase more land for project operations of the Company.

As of the end of 2013, the Company had no land deposit because the Company had already transferred the ownership during the year.

In 2014, the Company paid land deposit at the amount of Baht 42 million for new project operation of the Company, which was on the feasibility study that be developed continuously.

Equipment

Equipment is included office equipment, office decoration, computer equipment, vehicles, etc., recorded by the costs deducted by the accumulated depreciation. In 2012-2014, the Company had net equipment equal to Baht 2.64 million, Baht 11.11 million, and Baht 12.92 million, respectively.

In 2012, the Company had equipment increased from 2011 equal to Baht 1.1 million, or representing of 70.94% due to the purchase of additional office equipment of the Company.

In 2013, the Company had equipment increased from 2012 equal to Baht 8.47 million, or representing of 320.76% due to the purchase office equipment, sales office equipment, and computer increasingly.

In 2014, the Company had net equipment increased from 2013 equal to Baht 1.81 million, or representing of 16.25% due to the purchase of office decoration equipment for new office which being the present office.

Liabilities

The total liabilities of the Company are mostly 1) loans from the financial institutes (both current and non-current), and 2) loans from other persons. The Company has the ratio of current liabilities to the total liabilities changed significantly in some year but not impact to the liability management of the Company. However, the Company shall manage its liabilities in compliance with the terms of loan agreement to manage its cash flows effectively.

In 2012-2014, the Company had the total liabilities equal to Baht 1,063.44 million, Baht 937.08 million, and Baht 661.50 million, or the ratio of decrease from 2012 of 11.88%, and the ratio of decrease from 2013 of 29.41%, respectively.

In 2012, the Company launched two new projects: Le Rich @ Aree Station Project and Rich Park@ Bangson Station Project. The Company required the loans from the financial institutes for its expansion as well as strengthening its liquidity.

In 2013, the Company gradually repaid loans to the financial institutes and repaid loans to related persons at the full amount at the early of 2012. The liabilities of the Company was decreased.

In 2014, the Company had total liabilities equal to Baht 661.50 million, a decrease from 2013 equal to Baht 275.58 million, or the ratio of decrease from 2012 of 29.40% because the Company repaid loans to the financial institutes, the total liabilities were decreased.

Creditors

The major creditors of the Company were the construction creditors. In 2012-2014, the creditors of the Company were equal to Baht 152.32 million, Baht 119.52 million, and Baht 21.52 million, or representing of 10.58%, 7.73%, and 0.98% of the liabilities and shareholders' equity, respectively.

In 2012, the Company had creditors increased from 2011 equal to Baht 147.22 million, or the ratio of increase of 2,889.20% due to the increase of the construction of Rich Park@ Bangson. In 2013, the Company had creditors decreased from 2012 equal to Baht 32.80 million, or the ratio of decrease of 21.53% due to the completion of construction of Rich Park@ Bangson at the end of 2012.

In 2014, the Company had creditors decreased from 2013 equal to Baht 98.00 million, or the ratio of decrease of 81.99% due to the completion of construction of Rich Park@ Taopoon Interchange in 2014.

Long-Term Loans

The Company's long-term loans are the loans from the financial institutes for the project development of the Company.

Table 9: Long-term loans

	2012		2013		2014	
	MB	%	MB	%	MB	%
Long-term loans due within 1 year	486.10	74.59	463.70	78.85	410.77	86.88
Loan from financial institutes-Net	165.59	25.41	124.35	21.15	62.01	13.12
Total	651.69	100.00	588.05	100.00	472.78	100.00

In 2012, the Company had long term loans equal to Baht 651.69 million, an increase of 343.72%

In 2012, the increase of such loans were to develop the new projects of the Company.

In 2013, the Company had long term equal to Baht 588.05 million, a decrease from 2012 at the amount of Baht 63.64 million, or representing of 9.77%. Such decrease was resulted that the number of ownership transfer of Rich Park@ Bangson Station Project was high in 2013, the Company had money to repay loans increasingly.

In 2014, the Company had long term loans equal to Baht 472.78 million, a decrease from 2013 equal to Baht 115.27 million, or representing of 19.60%. It was resulted that the number of the ownership transfer of Rich Park@ Taopoon Project was so much; the Company had more money to repay loans.

Loans from persons or related companies

The loans are borrowed from other persons or related companies, which the Company is debtor and the interest is paid differently. In 2012, the Company had loans from other persons or related companies equal to Baht 26.92 million, or representing of 1.87% of the liabilities and the shareholders' equity, respectively.

For the year 2013, the Company had no loans from other persons or related companies.

In 2014, the Company had loans from others or related companies at the amount of Baht 14.41 million with the interest rate of 7.625 per year, the total interest payable was Baht 9,707.44.

Payment in advance from customers-general people

The money that the Company receives from buyers prior the date of the ownership transfer are deposit and earnest money, which shall be recorded as the payment in advance from customers and be the revenue when the ownership is transferred. The deposit and earnest money is 5-10% of the selling price depending on the policy of each project.

In 2012, the Company had the payment in advance from customers-general people equal to Baht 122.68 million, or representing of 8.52% of the liabilities and shareholders' equity, respectively. The payment in advance from customers was increased, respectively, resulting of gradually launching new projects for customers to book for ownership.

In 2013, the Company had the payment in advance from customers-general people equal to Baht 81.58 million, or representing of 5.25% of the liabilities and shareholders' equity, which the payment in advance was decreased from 2012 at the amount of Baht 41.09 million, or the ratio of decrease of 33.50%. The main reason was resulted that, in 2013, the number of ownership transfer of Rich Park@ Bangson was so much; the payment in advance in the types of the down payment, deposit, earnest money were recorded as the revenues from sales of real estate in the profit and loss statements.

In 2014, the Company had the payment in advance from customers-general people equal to Baht 53.91 million, or representing of 2.45% of the liabilities and shareholders' equity. The payment in advance was decreased from 2013 at the amount of Baht 27.67 million, or the ratio of decrease of 33.92%. The main reason was resulted that the number of ownership transfer of Rich Park@ Taopoon Interchange Project was very much; the payment in advance in the types of the down payment, deposit, earnest money were recorded as the revenues from sales of real estate in the income statements.

Payment in advance from customers - related persons

In 2012, the Company had payment in advance from customers-related persons equal to Baht 5.00 million, or representing of 0.05%, 0.35% of the liabilities and shareholders' equity, respectively. The payment in advance was increased respectively from gradually launching the new projects for customers to book for ownership.

In 2013, the Company had payment in advance from customers-related persons equal to Baht 3.59 million, or representing of 0.23% of the liabilities and shareholders' equity. The payment in advance was still increased from gradually launching the new projects.

In 2014, the Company had payment in advance from customers-related persons equal to Baht 2.99 million, or representing of 0.13% of the liabilities and shareholders' equity. In addition, the payment in advance was still received from Rich Park@ Chaophraya Project and The Rich Sathorn-Taksin Project continuously.

Table 10: Details of payment of the projects proceeded as of December 31, 2014

Project	Value of Sales (1)	The number of transferred room	Value of Transferred Ownership (2)		Balance of the value of the remaining sales (3)=(1)-(2)		The accumulated due payment (4)=(5)+(6)		The accumulated payment (5)		The accumulated payment (6)		The Balance of the amount not due payment (6) = (3)-(4)	
	MB	Unit	MB	% of value of sales	MB	% of value of sales	MB	% of value of sales	MB	% of value of sales	MB	% of value of sales	MB	% of value of sales
Le Rich Sathupradit - LR1	808.47	364	808.47	100.00	-	-	-	-	-	-	-	-	-	-
Le Rich Ratchada-Suthisan - LR2	175.00	77	175.00	100.00	-	-	-	-	-	-	-	-	-	-
Le Rich Aree - LR3	235.00	73	235.00	100.00	-	-	-	-	-	-	-	-	-	-
Rich Park Bangson - RK1	1,242.82	719	1,239.46	99.73	3.36	0.27	0.24	7.14	0.24	7.14	-	-	3.12	92.86
Rich Park Taopoon - RK2	1,166.47	408	974.46	83.54	192.01	16.46	22.75	11.85	21.13	11.00	1.62	0.84	169.26	88.15
Rich Park Chaophraya - RK 3	409.33	-	-	-	409.33	100.00	24.49	5.98	21.53	5.26	2.96	0.72	384.84	94.02
The Rich Sathorn-Taksin - R1	294.35	-	-	-	294.35	100.00	10.26	3.49	10.26	3.49	-	-	284.09	96.51
The Rich Biz Home Ratchaphruek - RV2	10.74	-	-	-	10.74	100.00	0.37	3.45	0.34	3.17	0.03	0.28	10.37	96.55
The Rich Biz Home Sukhumvit 105 - RV3	175.92	28	-	78.55	37.74	21.45	2.06	5.46	1.92	5.09	0.14	0.37	35.68	94.54
Total	4,518.10	1,669	3,570.57		947.53		60.17		55.42		4.75		887.36	

- Note
1. Rich Park Chaophraya Project - RK3 no room be transferred
 2. The Rich Sathorn-Taksin Project - R1 no room be transferred
 3. The Rich Biz Home-Ratchaphruek Project - RV2 no room be transferred

Shareholders' Equity and Return on Equity

As of December 31, 2012-2014, the shareholders' equity was at the amount of Baht 376.52 million, Baht 609.48 million, and Baht 1,542.53 million, respectively, or the proportion of 26.15%, 39.41% and 69.68% of the liabilities and shareholders' equity, respectively. The increase of shareholders' equity was resulted of the increase of net profit and capital increase.

In 2012-2014, the Company had the ratio of return on shareholders' equity equal to 18.46%, 42.87% and 153.09%, respectively, due to the increase of net profit.

Liquidity Analysis

(Unit : Million Baht)

	2012	2013	2014
Cash flows from operating activities	(375.45)	79.55	(415.71)
Cash flows from investing activities	(6.54)	(12.15)	(150.16)
Cash flows from financing activities	383.34	(69.03)	567.72
Net cash increase(decrease)	1.34	(1.64)	1.85

Cash Flows from Operating Activities

In 2012-2014, the Company had cash flows from operating activities equal to Baht (375.45) million, Baht 79.55 million, and Baht (415.71) million, respectively.

In 2012, the Company had cash flows from operating activities at the amount of Baht 375.45 million resulted of launching the projects continuously from 2011 so the Company had to use money for project development and deposit for land purchase at the amount of Baht 89.38 million. The cash flows was derived from the normal business.

In 2013, the Company had cash flows from operating activities at the amount of Baht 79.55 million. It was resulted that the Company had the revenues from sales of real estates very much and the increase of new projects beginning to construct at the early year.

In 2014, the Company had cash flows from operating activities at the amount of Baht (415.71) million. It was resulted that the Company invested on the new real estate project development: Rich Park@ Chaophraya Project, Rich Ville Ratchaphruek Project, and The Rich Sathorn-Taksin Project, and the deposit for land purchase at the amount of Baht 42 million. Other that, cash flows was used for normal business operation.

Cash Flows from Investing Activities

In 2012, the Company had cash flows from investing activities at the amount of Baht (6.54) million, which was not much and significant.

In 2013, the Company had cash flows from investing activities at the amount of Baht (12.15) million for buying computer programs and equipment.

In 2014, the Company had cash flows from investing activities at the amount of Baht (150.16) million to buy equipment and the money from sales of securities, IPO, to temporary capital cash.

Cash Flows from Financing Activities

In 2012, the Company had cash flows from financing activities at the amount of Baht 383.34 million. Reference to continuously project investments as described above, the Company was necessarily to funding by additional borrowing from the financial institutes and other persons.

In 2012, the Company had cash flows from financing activities at the amount of Baht (69.03) million for dividend payment at the amount of Baht 186.29 million and repayment for net loans at the amount of 43.93 million. At the same time, there was cash from capital increase at the amount of Baht 207.82 million.

In 2012, the Company had cash flows from financing activities at the amount of Baht 567.72 million, which was received from the capital increase of Baht 687.99 million and funding from additional borrowing from the financial institutes at the amount of Baht 685 million, including repayment some amount during the year.

The Ratio of Liabilities to Shareholders' Equity

In 2012-2013, the Company had the ratio of liabilities to shareholders' equity equal to 2.82 times, and 1.54 times, respectively. Such ratio was low comparable with the similar companies in the same industry. Moreover, such ratio was increased from 2011 resulted that the Company had loans from the financial institutes for business expansion.

In 2013, the ratio of liabilities to shareholders' equity was decreased from 2012 due to the Company gradually repaid loans to the financial institutes from the sales of condominium.

In 2014, the ratio of liabilities to the shareholders' equity was equal to 0.43 times because the Company repaid loans to the financial institutes from the money repaid loans to the financial institutes from money received of the ownership transfer and the capital increase during 2014.

Audit Fee

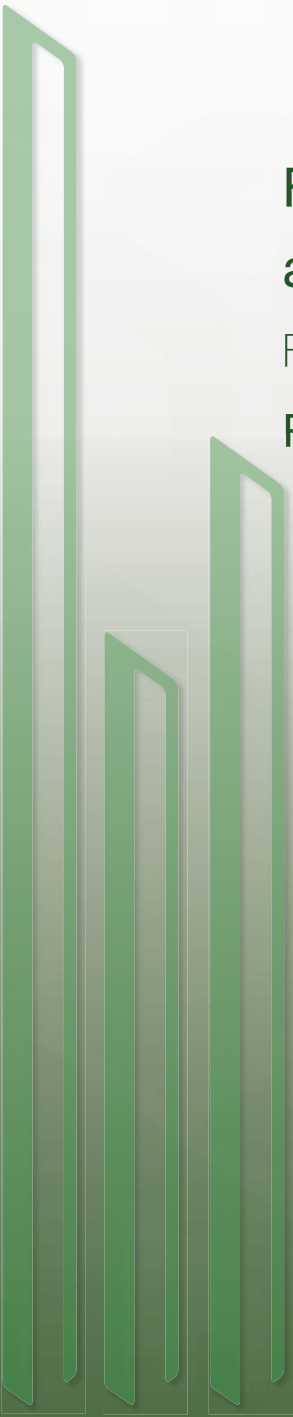
In the fiscal year of 2013, the Company paid the audit fee to the auditor of the Company that was Grand Thornton Thailand Company Limited at the amount of Baht 760,000. Except such fee, the Company had no services fees to pay for the auditor. In addition, the Board of Directors' Meeting held on February 28, 2014, it resolved to approval of the audit fee for the fiscal year of 2014 at the total amount of Baht 858,560.

Factors and Key Influences which may affect to the Financial Status and Performance in the Future

Risk factors to the performance, the continuously impacts of economic conditions, are effected to the financial status. Additionally, the interest rate is affected to the demand of residence. They are both positive to support business and negative factors to make business slow down according to the financial policy of the Bank of Thailand. Under the circumstances and political conditions at presently, it may cause the interest rate remained low but will be benefit factors to the real estate business.

The trends of project land procurement was risk factor and quite difficult such as finding land along the electric train. The government's projects or areas nearby comfortably transportation for urban are effected to the costs of the real estate development because of high price adjustment. As a result, consumers postpone their decision making, especially the target market in Bangkok.

Throughout the other related factors such as the potentiality of high costs of operation business such as labor cost, construction materials expenses, fuel price, those may cause the delays on job delivery of the contractors which impact to the real estate development. Even many risk factors affected to the business operations in 2014, there were still supporting factors such as the monetary policies on lower interest rates, which be lessened and in accordance with the strictly approval on application of mortgage loans with suitable interest rate. The customers than are screened and more investigated. As a result, the bubble economy is not occurred in the real estate market, and the entrepreneurs enable to determine management strategies effectively, considerably plan which shall make the financial costs decrease resulting of good performance that are competitively with reasonable price and meet the market demand.



Financial Statements and Independent Auditor's Report

For The Year Ended 31 December 2014

Richy Place 2002 Public Company Limited

REPORT OF INDEPENDENT AUDITOR

To the Shareholders of Richy Place 2002 Public Company Limited

I have audited the accompanying financial statements of Richy Place 2002 Public Company Limited which comprise the statement of financial position as at 31 December 2014, the related statements of comprehensive income, changes in shareholders' equity and cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's responsibility for the financial statements

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

Auditor's responsibility

My responsibility is to express an opinion on these financial statements based on my audit. I conducted my audit in accordance with Thai Standards on Auditing. Those standards require that I comply with ethical requirements, including planning and performing the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidences about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

I believe that the audit evidence I have obtained are sufficient and appropriate to provide a basis for my audit opinion.

Opinion

In my opinion, the financial statements referred to above present fairly, in all material respects, the financial position as at 31 December 2014 and the results of operations and cash flows for the year then ended of Richy Place 2002 Public Company Limited, in accordance with Thai Financial Reporting Standards.



Mr. Somckid Tiatragul

Certified Public Accountant

Registration No. 2785

Bangkok, Thailand

16 February 2015

STATEMENTS OF FINANCIAL POSITION

RICHY PLACE 2002 PUBLIC COMPANY LIMITED

		Baht	
	Notes	31 December 2014	31 December 2013
ASSETS			
CURRENT ASSETS			
Cash and cash equivalents	5	13,315,046	11,466,125
Temporary investments - net	6	138,511,044	-
Costs of property development for sale - net	7	1,870,284,924	1,450,404,068
Prepaid construction costs		98,370,629	50,696,469
Advances for material purchases		3,127,260	3,527,609
Deposits for land purchases	8, 26	42,000,000	-
Other current assets		7,106,908	6,009,581
Total Current Assets		2,172,715,811	1,522,103,852
NON - CURRENT ASSETS			
Restricted deposits with banks	9	5,000,000	-
Investment property	10	4,295,650	-
Equipment - net	11	12,918,809	11,112,326
Intangible asset - net	12	531,830	1,013,674
Deferred income tax assets	21	8,304,304	11,930,140
Other non - current assets		264,390	401,059
Total Non - Current Assets		31,314,983	24,457,199
TOTAL ASSETS		2,204,030,794	1,546,561,051

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

STATEMENTS OF FINANCIAL POSITION

RICHY PLACE 2002 PUBLIC COMPANY LIMITED

		Baht	
	Notes	31 December 2014	31 December 2013
<u>LIABILITIES AND SHAREHOLDERS' EQUITY</u>			
CURRENT LIABILITIES			
Accounts payable for construction		16,689,944	104,721,070
Other payables		4,829,457	14,798,494
Payable for land purchase		-	64,000,000
Current portion of long - term loans	13	410,766,138	463,702,862
Advances received from customers - general customers		53,909,680	81,582,135
Advances received from customers - related parties	14	2,991,700	3,593,030
Accrued expenses		38,784,625	34,241,687
Accrued income tax		16,181,140	26,707,112
Retentions payable		51,772,906	14,461,827
Other current liabilities		330,533	2,392,230
Total Current Liabilities		596,256,123	810,200,447
NON - CURRENT LIABILITIES			
Long - term loans from financial institutions - net	13	62,012,177	124,349,782
Employee benefits obligation	15	3,229,877	2,531,047
Total Non - Current Liabilities		65,242,054	126,880,829
Total Liabilities		661,498,177	937,081,276

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

STATEMENTS OF FINANCIAL POSITION

RICHY PLACE 2002 PUBLIC COMPANY LIMITED

		Baht	
	Notes	31 December 2014	31 December 2013
LIABILITIES AND SHAREHOLDERS' EQUITY (Continued)			
SHAREHOLDERS' EQUITY			
Share capital - common shares at Baht 1 par value			
Registered - 714,000,000 shares		714,000,000	714,000,000
Issued and fully paid - up - 714,000,000 shares			
(2013 : 500,000,000 shares)	16	714,000,000	500,000,000
Premium on share capital	17	476,302,298	2,304,363
Retained earnings			
Appropriated - legal reserve	19	37,000,000	24,800,000
Unappropriated		315,230,319	82,375,412
Total Shareholders' equity		1,542,532,617	609,479,775
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		2,204,030,794	1,546,561,051

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

STATEMENTS OF COMPREHENSIVE INCOME

RICHY PLACE 2002 PUBLIC COMPANY LIMITED

FOR THE YEARS ENDED 31 DECEMBER

		Baht	
	Notes	2014	2013
Revenues from sales of property	14	1,228,659,081	1,200,515,104
Costs of property sold	14, 22	(761,977,966)	(764,708,874)
Gross income		466,681,115	435,806,230
Interest income		117,098	33,625
Other income		10,596,855	5,376,262
Selling expenses	22	(102,713,777)	(102,835,687)
Administrative expenses	14, 22	(64,315,986)	(46,838,879)
Financial costs		(8,255,571)	(25,486,414)
Income before income tax		302,109,734	266,055,137
Income tax	21	(57,054,827)	(54,724,567)
Income for the year		245,054,907	211,330,570
OTHER COMPREHENSIVE INCOME (LOSS) FOR THE YEAR			
Actuarial gain		-	100,754
TOTAL COMPREHENSIVE INCOME FOR THE YEAR		245,054,907	211,431,324
Basic earnings per share			
Income (Baht per share)		0.42	0.57
Weighted average number of common share (shares)		585,600,000	370,032,932

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

STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

RICHY PLACE 2002 PUBLIC COMPANY LIMITED

FOR THE YEARS ENDED 31 DECEMBER

		Baht				
	Notes	Issued and		Retained Earnings		Total
		Paid-up	Premium on	Legal		
		Share Capital	Share Capital	Reserve	Unappropriated	
Balance as at 1 January 2013		292,180,000	2,304,363	10,800,000	71,238,534	376,522,897
Increase in share capital		207,820,000	-	-	-	207,820,000
Appropriation for legal reserve		-	-	14,000,000	(14,000,000)	-
Dividend payment	18	-	-	-	(186,294,446)	(186,294,446)
Comprehensive income for the year		-	-	-	211,431,324	211,431,324
Balance as at 31 December 2013		500,000,000	2,304,363	24,800,000	82,375,412	609,479,775
Balance as at 1 January 2014		500,000,000	2,304,363	24,800,000	82,375,412	609,479,775
Increase in share capital	16, 17	214,000,000	473,997,935	-	-	687,997,935
Appropriation for legal reserve	19	-	-	12,200,000	(12,200,000)	-
Comprehensive income for the year		-	-	-	245,054,907	245,054,907
Balance as at 31 December 2014		714,000,000	476,302,298	37,000,000	315,230,319	1,542,532,617

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

STATEMENTS OF CASH FLOWS

RICHY PLACE 2002 PUBLIC COMPANY LIMITED

FOR THE YEARS ENDED 31 DECEMBER

	Baht	
	2014	2013
Cash flows from operating activities		
Income before income tax	302,109,734	266,055,137
Adjustments to reconcile income before income tax to net cash provided from (used in) operating activities:		
Depreciation and amortisation	7,429,335	3,025,725
Loss from disposal of fixed assets	1,008,039	-
Unrealized gain on change in value of temporary investment	(100,913)	-
Realized gain on change in value of temporary investment	(2,340,051)	-
Provision for employee benefits obligation	556,199	545,332
Interest income	(117,098)	(33,625)
Interest expense	8,255,570	25,486,414
Income (loss) from operations before changes in operating assets and liabilities	316,800,815	295,078,983
Decrease (increase) in operating assets:		
Cost of property development	(360,246,026)	20,923,572
Prepaid construction costs	(47,674,160)	(56,564,557)
Advances for purchases of construction materials	400,348	2,728,539
Deposits for land purchases	(42,000,000)	-
Other current assets	(1,097,326)	(353,355)
Other non - current assets	136,667	(25,002)
Increase (decrease) in operating liabilities:		
Accounts payable for construction	(98,000,163)	(14,295,472)
Payable for land purchase	(64,000,000)	-
Advances received from customers	(28,273,787)	(42,508,411)
Accrued expenses	4,542,938	(847,138)
Retentions payable	37,311,079	(12,916,526)
Other current liabilities	(2,061,697)	1,764,031
Cash provided from (used in) operating activities	(284,161,312)	192,984,664
Interest income	34,803	33,625
Interest expense	(67,629,152)	(78,658,973)
Income tax payment	(63,954,963)	(34,812,317)
Net cash provided from (used in) operating activities	(415,710,624)	79,546,999

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

STATEMENTS OF CASH FLOWS (CONTINUED)

RICHY PLACE 2002 PUBLIC COMPANY LIMITED

FOR THE YEARS ENDED 31 DECEMBER

	Baht	
	2014	2013
Cash flows from investing activities:		
Purchase of equipment	(9,798,331)	(12,152,627)
Paid for investment property	(4,295,650)	-
Sale of temporary investment	342,914,920	-
Purchase of temporary investment	(478,985,000)	-
Net cash used in investing activities	(150,164,061)	(12,152,627)
Cash flows from financing activities		
Increase in restricted deposits with banks	(5,000,000)	-
Decrease in long - term loans from related parties	-	(26,923,896)
Proceed from long - term loans	685,002,400	812,662,114
Repayment for long -term loans	(800,276,729)	(876,297,596)
Proceeds from increase share capital	687,997,935	207,820,000
Dividend payment	-	(186,294,446)
Net cash provided from (used in) financing activities	567,723,606	(69,033,824)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	1,848,921	(1,639,452)
CASH AND CASH EQUIVALENTS AT BEGINING OF YEAR	11,466,125	13,105,577
CASH AND CASH EQUIVALENTS AT END OF YEAR	13,315,046	11,466,125

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

NOTES TO FINANCIAL STATEMENTS

RICHY PLACE 2002 PUBLIC COMPANY LIMITED

31 DECEMBER 2014

1. GENERAL INFORMATION

The Company was incorporated as a limited company under The Civil and Commercial Code of Thailand on 18 November 2002 in the name of Richy Place 2002 Company Limited. The Company changed its status to a public company and registered the change of its name to “Richy Place 2002 Public Company Limited” on 27 September 2013. The Company is engaged in the development and sale of property and condominiums. The Company’s registered office is located at 7th Floor ,667/15 Ataboon Building., Charansanitwong Rd., Bangkoknoi, Bangkok. The Company is 53.62% owned by members of Ataboonwongs family.

2. BASIS OF FINANCIAL STATEMENTS PREPARATION

The accompanying financial statements have been officially prepared in Thai in accordance with the Accounting Act B.E. 2543 and Thai Financial Reporting Standards issued under the Accounting Professions Act B.E. 2547 and the financial reporting requirements promulgated by the Securities and Exchange Commission under the Securities and Exchange Act B.E. 2535. The translation of these financial statements to other language must confirm the official report in Thai.

The financial statements has been prepared on a historical cost basis, except as otherwise disclosed specifically.

2.1 Accounting standards that became effective in the current accounting year and those that will become effective in the future.

Accounting standards that became effective in the current accounting year

Accounting Standards:

TAS 1 (revised 2012)	Presentation of Financial Statements
TAS 7 (revised 2012)	Statement of Cash Flows
TAS 12 (revised 2012)	Income Taxes
TAS 17 (revised 2012)	Leases
TAS 18 (revised 2012)	Revenue
TAS 19 (revised 2012)	Employee Benefits
TAS 21 (revised 2012)	The Effects of Changes in Foreign Exchange Rates
TAS 24 (revised 2012)	Related Party Disclosures

Accounting Standards: (Continued)

TAS 28 (revised 2012)	Investments in Associates
TAS 31 (revised 2012)	Interests in Joint Ventures
TAS 34 (revised 2012)	Interim Financial Reporting
TAS 36 (revised 2012)	Impairment of Assets
TAS 38 (revised 2012)	Intangible Assets

Financial Reporting Standards:

TFRS 2 (revised 2012)	Share-based Payment
TFRS 3 (revised 2012)	Business Combinations
TFRS 5 (revised 2012)	Non-current Assets Held for Sale and Discontinued Operations
TFRS 8 (revised 2012)	Operating Segments

Accounting Standard Interpretations:

TSIC 15	Operating Leases - Incentives
TSIC 27	Evaluating the Substance of Transactions Involving the Legal Form of a Lease
TSIC 29	Service Concession Arrangements: Disclosures
TSIC 32	Intangible Assets - Web Site Costs

Financial Reporting Standard Interpretations:

TFRIC 1	Changes in Existing Decommissioning, Restoration and Similar Liabilities
TFRIC 4	Determining whether an Arrangement contains a Lease
TFRIC 5	Rights to Interests arising from Decommissioning, Restoration and Environmental Rehabilitation Funds
TFRIC 7	Applying the Restatement Approach under TAS 29 Financial Reporting in Hyperinflationary Economies
TFRIC 10	Interim Financial Reporting and Impairment
TFRIC 12	Service Concession Arrangements
TFRIC 13	Customer Loyalty Programmes
TFRIC 17	Distributions of Non-cash Assets to Owners
TFRIC 18	Transfers of Assets from Customers

Accounting Treatment Guidance for Stock Dividend

These accounting standards were amended primarily to align their contents with the corresponding International Financial Reporting Standards. Most of the changes were directed towards revision of wording and terminology, and provision of interpretations and accounting guidance to users of the accounting standards. These accounting standards do not have any significant impact on the financial statements.

2.2 Accounting standards that will become effective in the future

The Federation of Accounting Professions has issued a number of revised and new accounting standards that become effective for fiscal years beginning on or after 1 January 2015. These accounting standards were aimed at alignment with the corresponding International Financial Reporting Standards, with most of the changes directed towards revision of wording and terminology, and provision of interpretations and accounting guidance to users of accounting standards. The management believes there is no any significant impact on the Company's financial statements in the year in which they are adopted. However, some of these accounting standards involve changes to key principles which are relevance to the Company, as discussed below.

TAS 19 (revised 2014) Employee Benefits

This revised standard requires that the entity recognizes actuarial gains and losses immediately in other comprehensive income while the existing standard allows the entity to recognize such gains and losses immediately in profit or loss, or in other comprehensive income, or to recognize them gradually in profit or loss.

TFRS 13 Fair Value Measurement

This standard provides guidance on how to measure fair value and stipulates disclosures related to fair value measurements. Entities are to apply the guidance under this standard if they are required by other accounting standards to measure their assets or liabilities at fair value. The effect of the change from the adoption of this standard is to be recognized prospectively.

Based on the preliminary analysis, the management believes that this standard will not have any significant impact on the financial statements.

3. SIGNIFICANT ACCOUNTING POLICIES

3.1 Revenues and Expense recognition

Revenues from sales of land and houses and condominium units are recognized when the construction is completed and the ownership is respectively transferred to the buyers.

Other income and expenses are recognized on an accrual basis.

3.2 Cash and cash equivalents

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

3.3 Costs of property development

Costs of property development are presented at costs or net realizable value whichever is lower. Costs of property development included land cost, construction costs and expenses directly related to the development projects, including interest expense incurred from financing loan interest. These will be amortized to costs of sales based on the percentage of space sold of each project. For the new development project started in the year 2014, the Company has changed the cost allocation for condominium project by the percentage of sale from the total sale value of the project to the total development cost of each project.

3.4 Borrowing costs

Interest expense incurred from loans to finance the acquisition and the development of the project is capitalized as cost of each project. The Company will cease the capitalization of interest when the project is completed or suspended until the further development is resumed.

3.5 Land held for development

Land held for development consists of the cost of land and other related expenses for the acquisition of land based on the actual cost incurred. The value is presented at cost less allowance for impairment (if any).

3.6 Investment properties

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and allowance for loss on impairment (if any).

3.7 Related parties

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

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

3.8 Equipment

Equipment is stated at costs less accumulated depreciation and allowance for impairment of assets (if any). Cost is measured by the cash or cash equivalent price of obtaining the asset to bring it to the location and condition necessary for its intended use.

The Company depreciates equipment by the straight - line method over their estimated useful lives of the assets based on the segregation of components of assets, if each part is significant with different useful lives. Estimate useful lives of the assets are as follows :

Building improvement	5 years
Office equipment	5 years
Computer equipment	3 years
Sale Office	15 months
Vehicle	5 years

Expenditures for addition, renewal and betterment are capitalized. Repair and maintenance costs are recognized as expenses when incur.

3.9 Intangible assets

Intangible assets (Software) are stated at cost less accumulated amortization. Amortization of intangible assets is calculated by reference to their costs on a straight-line basis over the estimated useful lives of 3 years.

3.10 Impairment

The Company reviewed the estimated value of assets at each reporting date to determine whether there is any indication of impairment. If any such indication exists, the asset's recoverable amount is estimated. Impairment loss is determined, if the book value of an asset exceeds its recoverable amount, and recognized in the statement of income.

3.11 Operating Lease

Lease of asset which all risks and rewards of ownership are effectively retained by the lessor are classified as operating lease. Lease payment under an operating lease is recognized as an expense on a systematic basis over the lease period.

3.12 Employee benefits

Short-term employment benefits

Salaries, wages, bonuses, contribution to the social security and provident fund, are recognised as expenses when incurred on the accrual basis.

Post-employment benefits (Defined benefit plan)

The Company has obligations in respect of the severance payment it must make to employee upon retirement under the labour law. The obligations under the defined benefits plan are determined by actuary, using the projected unit credit method.

Actuarial gains or losses for the computation of post-employee benefits are presented in other comprehensive income.

3.13 Income tax

The income tax expense for the year comprises current and deferred income taxes. Current and deferred income taxes are recognized in profit or loss, except to the extent that it relates to items recognized directly in equity or other comprehensive income.

Current income tax

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

Deferred income tax

Deferred income tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities and the amounts corresponding items used for income tax computation purpose. Deferred income tax is measured at the tax rate that are expected to be applied to the temporary differences when they reverse, using tax rate enacted or substantively enacted at the end of the reporting period.

Deferred income tax assets are recognized to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilized. Deferred tax assets are reviewed at the end of each reporting period and reduced to the extent that the related tax benefit will be realized.

3.14 Segment reporting

Segment results that are reported to the executive committee (the chief operating decision maker) include items directly attributable to a segment as well as those that can be allocated on a reasonable basis.

3.15 Dividend payment

Dividend payment is recorded in the financial statements in the year in which they are approved by the Shareholders or Board of Directors.

3.16 Basic earnings per share

Basic earnings per share are determined by dividing the income for the year by the weighted average number of ordinary shares outstanding during the year.

3.17 Use of accounting estimates

The preparation of the financial statements requires management to make estimates and assumption that affect the reporting amounts of revenues, expenses, assets, liabilities and disclosure of contingent assets and liabilities. The actual result may differ from those estimates.

3.18 Provisions for liabilities and expenses and contingent assets

Provisions are recognized in the financial statements when the Company have a present legal or constructive obligation as a result of past events with probable outflow of resources to settle the obligation and where a reliable estimate of the amount can be made. The contingent assets will be recognized as separate assets only when the realization is virtually certain.

4. CRITICAL ACCOUNTING ESTIMATES, ASSUMPTION, JUDGEMENT AND CAPITAL RISK MANAGEMENT

4.1 Critical accounting estimates, assumption and judgments

4.1.1 Allowance for declining values of houses and condominium units and land held for development

The Company treats cost of property development projects and land held for development as diminution when the management judges that there have been significant or prolonged declines in the fair value below cost. The management determines the devaluation of such cost of property development projects and land held for development based on net realizable value. The determination of what is “significant” and such devaluation requires the management to exercise judgment.

4.1.2 Equipment and intangible assets

In determining depreciation and amortisation of equipment and intangible assets, the management is required to make estimates of the useful lives and salvage values of its equipment and intangible assets and to review estimated useful lives and salvage values when there is an indication of change.

4.1.3 Impairment of assets

The Company considers allowances for impairment of assets when there is an indication that an asset may be impaired. When there has been a significant decline in the fair values of assets, the management will determine the estimated recoverable amount.

4.1.4 Leases

In determining whether a lease is to be classified as an operating lease or finance lease, management is required to use judgment as to whether significant risk and reward of ownership of the leased asset have been transferred, taking into consideration the term and condition of the arrangement.

4.1.5 Post-employment benefits under defined benefit plans

The obligation under defined benefit plan is determined based on actuarial valuations. Inherent within these calculations are assumptions as to discount rates, future salary increases, mortality rates and other demographic factors. In determining the appropriate discount rate, management selects an interest rate that reflects the current economic situation. The mortality rate is based on publicly available mortality table for the country. Actual post-retirement costs may ultimately differ from these estimates.

4.1.6 Contribution to Housing Estate Juristic Persons Fund

The Company estimates the contribution to Housing Estate Juristic Persons Fund using the rate specified by the regulator and the budgeted public utilities costs as a basis for the calculation.

4.1.7 Litigation

The Company has contingent liabilities as a result of litigation. The management has exercised judgment to assess the results of the litigation and recorded certain provision as at the end of reporting period. However, actual results could differ from the estimates.

4.1.8 Deferred tax assets

Deferred tax assets are recognized based on an assessment of the probability of future taxable income against which the deductible temporary differences can be utilized. In addition, management's judgment is required in assessing the impact of any legal or economic limits or uncertainties in various tax jurisdictions.

4.2 Capital risk management

The Company's objectives in the management of capital is to safeguard its ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders, and to maintain an optimal capital structure to reduce the cost of capital. In order to maintain or adjust the capital structure, the Company may issue new shares or sell assets to reduce debts.

5. CASH AND CASH EQUIVALENTS

	Baht	
	2014	2013
Cash	367,395	365,007
Cash at banks		
- Saving account	5,034,865	-
- Current account	7,912,786	11,101,118
Total	13,315,046	11,466,125

6. TEMPORARY INVESTMENTS – NET

	Baht
Temporary investments	
Krungsri Star Plus Fund	138,100,000
Unrealized gain from change in value of investment	411,044
Net	138,511,044

Movements in temporary investments for the years ended 31 December 2014 are as follows :

	(Unit : Baht)	
	TISCO	Krungsri Star Plus Fund
Net book value as at 1 January 2014	-	-
Purchases during the year	169,985,000	309,000,000
Disposals during the year	(172,014,920)	(170,900,000)
Fair value adjustment	2,029,920	411,044
Net book value as at 31 December 2014	-	138,511,044

On 5 August 2014, the Company entered into agreement with TISCO Asset Management Co., Ltd. to manage the Company's fund for 1 year. The management fee is 0.25 percent per annum of the daily net asset value of the fund and the contract was closed during the year.

The Company entered into agreement with Phatra Securities Public Company Limited as the representative to purchase Krungsri Star Plus Fund.

7. COSTS OF PROPERTY DEVELOPMENT - NET

	Baht	
	2014	2013
Land	1,243,761,529	1,172,830,762
Cost of property development for sale	2,971,724,038	1,933,441,196
Utilities installation	16,852,971	9,318,315
Capitalized borrowing costs	142,169,967	82,535,138
Total	4,374,508,505	3,198,125,411
<u>Less</u> Accumulated amounts transferred to cost of sales	(2,504,223,581)	(1,747,721,343)
Net	1,870,284,924	1,450,404,068

As at 31 December 2014 and 2013, the above land and constructions have been mortgaged as collaterals for credit facilities granted by banks as discussed in Note 13.

During the years 2014 and 2013, the Company capitalized interest amounting to Baht 59.63 million and Baht 28.55 million, respectively, to the property development costs. The capitalization rates of interest are based on the borrowing costs as discussed in Note 13.

Changes in property development costs during the year ended 31 December 2014 and 2013 are as follows :

	Baht	
	2014	2013
Balance as at 1 January	1,450,404,068	1,278,363,110
<u>Add</u> Transferred to cost of construction	1,176,383,094	925,995,026
<u>Less</u> Cost of sales	(756,502,238)	(753,954,068)
Balance as at 31 December	1,870,284,924	1,450,404,068

8. DEPOSITS FOR LAND PURCHASES

Deposits for land purchases amounting to Baht 42 million represent amount paid for purchase of land for construction of the condominium. The ownership of land will be transferred to the Company upon the full payment.

9. RESTRICTED DEPOSITS WITH BANK

The Company fixed deposits with a local bank totaling Baht 5 million are restricted for usage as they have been pledged as collaterals for bank overdraft.

10. INVESTMENT IN PROPERTY

Investment in property amounting to Baht 4.30 million is for the land for construction of club house which is under construction. This will be for rent to generate rental income in the future.

11. EQUIPMENT – NET

	Baht			
	2013	Increase	Decrease	Transfer in (out)
Cost :				
Building improvement	539,007	3,106,257	(430,206)	-
Office equipment	5,771,283	3,227,579	(118,463)	224,379
Computer equipment	1,588,574	270,329	-	-
Sales office	10,762,575	3,194,166	(5,568,639)	(224,379)
Vehicle	5,000	-	-	-
Total	18,666,439	9,798,331	(6,117,308)	-
Accumulated depreciation :				
Building improvement	455,458	527,535	(420,550)	-
Office equipment	2,194,069	1,361,410	(116,249)	209,502
Computer equipment	740,207	264,898	-	-
Sales office	4,163,330	4,792,648	(4,536,152)	(209,502)
Vehicle	1,049	1,000	-	-
Total	7,554,113	6,947,491	(5,072,951)	-
Net book value	11,112,326			12,918,809
Depreciation for the year	2,639,034			6,947,491

As of 31 December 2014 and 2013, the Company had some fully depreciated assets but still in active use with total costs of Baht 5.42 million and Baht 3.88 million, respectively.

12. INTANGIBLE ASSET – NET

	Baht		
	2013	Increase	Decrease
Computer Software	1,445,677	-	-
<u>Less</u> Accumulated amortization	432,003	481,844	-
Net	1,013,674	481,844	-
Amortization for the year	386,691		481,844

13. LONG – TERM LOANS FROM FINANCIAL INSTITUTIONS – NET

As at 31 December 2014 and 2013, the Company has long - term loans from financial institutions as follow :

	Baht	
	2014	2013
Long - term loans from financial institutions	472,778,315	588,052,644
<u>Less</u> Current portion	(410,766,138)	(463,702,862)
Net	62,012,177	124,349,782

Movements in the long - term loans during the years ended 31 December 2014 and 2013 are as follow:

	Baht	
	2014	2013
Balance as at 1 January	588,052,644	651,688,126
<u>Add</u> Additional borrowings	685,002,400	812,662,114
<u>Less</u> Repayments	(800,276,729)	(876,297,596)
Balance as at 31 December	472,778,315	588,052,644

As at 31 December 2014 and 2013, the Company had unused long - term loans facilities from financial institutions as follows:

Credit facilities	Interest rate	Repayment	Million Baht	
			2014	2013
* Baht 534.61 million (For Construction and Land purchase)	MLR + 0.75% PA	The principal is repayable within 72 months from the date of signing the agreement (11 April 2012)	103	190
* Baht 922 million (For Construction and Land purchase)	MLR + 0.75% PA	The principal is repayable within 72 months from the date of signing the agreement (20 March 2013)	-	540
* Baht 261.5 million (For Equipment installment)	Fee rate 2.5%PA	The principal is repayable within 31 months from the date of signing the agreement (21 May 2013)	91	186
* Baht 708.29 million	MLR + 0.75% PA	The principal is repayable within 72 months from the date of signing the agreement (15 November 2013)	672	705

All the Company's land for each project has been mortgaged as collaterals for loans with the guarantee of the Company's director.

14. TRANSACTIONS WITH RELATED PARTIES

The Company has some significant accounting transactions with its related parties which basis for execution of the transactions might be sometime different from the basis used for transactions with unrelated parties.

Type of Relationship

Related Parties	Relationship
Ms. Apa Ataboonwong	Managing director and shareholder
Lt.Gen. Mrs. Samang Thongpan	Chairman of Audit Committee
Ms. Sunee Satatinun	Director and shareholder
Mr. Somsak Ataboonwong	Director and shareholder
Mrs. Nongluk Wanathumpong	Director and Shareholder
Assoc.Prof. Suthat Ratanakuakangwan	Director
Mrs. Supamart Pinsumang	Shareholder
Mrs. Worapha Molarrak	Shareholder
Mrs. Nion Munipirakul	Shareholder
Mrs. Kultamas Nitcharoj	Shareholder
Ms. Pornrapat Aksornwanich	Shareholder
Ms. Jarinee Krongyungyuan	Shareholder
Mr. Pichai Ataboonwong	Shareholder
Mr. Werapol Ataboonwong	Shareholder
Ms. Somporn Mewerasom	Shareholder
Mrs. Pimwanree Preansathaporn	Relative audit committee
Dr. Thanyanon Ratanakuakangwan	Relative director
Ms. Sathinee Ataboonwong	Relative shareholder
Mrs. Saranthon Srisoontorn	Management
Ataboon Asset Co., Ltd.	A related company with joint director
KCS and Associate Co., Ltd.	A related company with joint director

Significant transactions with related parties for the years ended 31 December 2014 and 2013 are as follows :

Transactions with related parties	Pricing policy	Thousand Baht	
		2014	2013
Revenues from sales property	Market price	43,881	30,686
Office rental expense	Baht 51,206 - 75,834 per month	1,183	560
Common cost sharing charges	Baht 37,566 - 60,857 per month	895	461
Project Management expense	Mutually agreed	5,858	4,441
Interest expense	Mutually agreed interest rate	9	402
<u>Management benefits</u>			
Current employment benefits		22,229	22,683
Post-employment benefits		269	165
Total		22,498	22,848

On 1 March 2014, the Company entered into office rental and service agreements with a related company for 3 years from 1 March 2014 to 28 February 2017 with monthly rental and services fee as specified in the agreement.

Significant balances with related parties as at 31 December 2014 and 2013 are as follows:

	Baht	
	2014	2013
<u>Advances received from customers</u>		
Ataboon Asset Co., Ltd.	438,400	-
Mrs. Supamart Pinsumang	395,400	693,300
Ms. Somporn Mewerasom	380,800	-
Mrs. Nion Munipirakul	378,100	406,100
Mrs. Kultamas Nitcharoj	363,000	173,100
Mrs. Worapha Molaarak	200,600	-
Ms. Jarinee Krongyungyuan	200,000	152,000
Dr. Thanyanon Ratanakuakangwan	192,000	-
Mr. Werapol Ataboonwong	192,000	324,000
Mrs. Nongluk Wanathumpong	186,000	162,200
Ms. Pornrapat Aksornwanich	65,400	173,100
Ms. Pimwanree Preansathaporn	-	587,280
Mr. Pichai Ataboonwong	-	297,750

	Baht	
	2014	2013
<u>Advances received from customers</u> (Continued)		
Assoc.Prof. Suthat Ratanakuakangwan	-	188,200
Ms. Sunee Satatinun	-	152,000
Ms. Sathinee Ataboonwong	-	152,000
Mrs. Saranthon Srisoontorn	-	132,200
Total	2,991,700	3,593,030

15. EMPLOYEE BENEFITS OBLIGATION

	Baht	
	2014	2013
Balance as at 1 January	2,531,047	1,977,483
Current service costs	556,199	545,332
Interest cost on obligation	142,631	108,986
Actuarial gain	-	(100,754)
Balance as at 31 December	3,229,877	2,531,047

Principal actuarial assumptions at the reporting date for the years ended 31 December 2014 and 2013 are as follow:

	2014	2013
Mortality rate	Thai Mortality Table 2008	Thai Mortality Table 2008
Discount rate	4.62%	4.62%
Average increasing salary rate	5.00%	5.00%
Retirement age	55 years	55 years

16. SHARE CAPITAL

On 7 August 2014, the Securities and Exchange Commission approved the listing of the Company's shares for Initial Public Offering (IPO) for 214,000,000 shares at Baht 1 par value, totaling Baht 214,000,000. The Company received payment of this share capital increment and all expenses related to the share offering amounting to Baht 18,202,065 are presented as a deduction from the premium on share capital. The Company registered the increased capital with the Department of Business Development on 6 October 2014.

17. PREMIUM ON SHARE CAPITAL

	Baht
Balance as at 1 January 2014	2,304,363
Cash received from initial public offering	706,200,000
Less : Value of 214 million shares at Baht 1 per share	(214,000,000)
Less : Expenses for initial public offering	(18,202,065)
Premium on share capital – net	476,302,298

18. DIVIDEND PAYMENT

At the Extraordinary Meeting of Shareholders held on 6 September 2013, the Board passed a resolution to approve the appropriation for dividend payment to shareholders at Baht 35.69 per share for 3,700,000 common shares, totaling Baht 132.05 million. The dividend was paid on 9 September 2013.

At the Annual General Meeting of Shareholders held on 26 April 2013, the Board passed a resolution to approve the appropriation for dividend payment to shareholders at Baht 18.56 per share for 2,921,800 common shares, totaling Baht 54.24 million. The dividend was paid on 20 May 2013.

19. LEGAL RESERVE

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

20. PROVIDENT FUND

The Company and its staff have established a contributory Provident Fund. This Provident Fund has already been registered under the Provident Fund Act, B.E. 2530. Under the Fund plan, staff has to contribute to the fund at the specific rate and will be entitled to receive the fund when staff is no longer member in accordance with regulation of the fund. The Company's contribution to the Fund for the years 2014, amounted to Baht 0.33 million.

21. INCOME TAX

Deferred tax asset as at 31 December 2014 and 2013 are as follows :

	Baht	
	2014	2013
Deferred income tax asset	8,304,304	11,930,140

The movements in deferred tax assets are as follows :

	Baht			
	Recognised as income (expense)			31 December 2014
	1 January 2014	Statement of income	Shareholders' equity	
Deferred income tax asset:				
From costs of property development for sale and advances received from customers	11,423,930	(3,765,601)	-	7,658,329
From employee benefits obligation	506,210	139,765	-	645,975
Total	11,930,140	(3,625,836)	-	8,304,304

Income tax expense for the years ended 31 December 2014 and 2013 are as follows :

	Baht	
	2014	2013
Accounting income before income tax	302,109,734	266,055,137
Tax effect on income and expenses that are not taxable income or not deductible	(34,964,772)	(2,205,143)
Income per tax base	267,144,962	263,849,994
Tax rate (Percentage)	20	20
Current income tax	53,428,992	52,769,999
<i>Income tax recognized in profit or loss</i>		
Current income tax	53,428,992	52,769,999
Deferred tax		
From movement in temporary differences	3,625,835	1,954,568
Total	57,054,827	54,724,567

22. EXPENSES BY NATURE

	Baht	
	2014	2013
Construction costs	1,176,383,094	925,995,026
Changes in costs of property development projects	(432,702,933)	(172,040,958)
Salaries, wages and other employee benefits	27,782,275	47,425,448
Depreciation and amortization	7,429,335	3,025,725
Rental expense	1,545,140	1,064,010
Sale promotion expenses	24,463,396	28,402,650
Office expenses	1,389,455	425,110
Other taxes and duties	11,434,218	13,044,449
Specific business tax	39,110,442	38,397,649

23. FINANCIAL INSTRUMENT

23.1 Risk management

The Company does not have policy on financial instrument speculation for profit or for trading.

23.2 Interest rates risk

Interest rate risk is the risk that interest rates may change in the future which will affect the results of operations and cash flows. The Company has assets and liabilities with interest rate risk as follows :

	Amount (Baht)		Interest Rate (%)	
	2014	2013	2014	2013
Long - term loans from financial institution	472,778,315	588,052,644	7.37 - 8.25	7.25 - 8.25

23.3 Non-compliance risk

Non-compliance risk is the risk that customers do not comply with condition in purchase and sale agreements that may cause damages to the Company. Management believes that the Company does not have significant risk in respect of non-compliance since the Company holds policy to hedge risk by arranging down payment at the rates of 10% of purchase and sale agreement and ownership is transferred to customers when payments are completed in accordance with such agreements.

23.4 Exchange rate risk

The Company does not have risk from the fluctuation of exchange rate in the foreign currencies since it does not have trading business in foreign currencies.

23.5 Fair value

The financial assets and liabilities are mainly classified as short term. Long-term loans from commercial banks bear interest at the market rates. The management believes that book values of such financial assets and liabilities are not significantly different from fair values.

24. SEGMENTAL FINANCIAL INFORMATION

The Company has only a single business segment in property development and are carried on in the single geographic area in Thailand. Accordingly, it does not classify its financial statements into segments.

25. OBLIGATIONS AND COMMITMENT TO COMPLETE PROJECTS ON HAND

	Baht	
	2014	2013
Cumulative values of contracted sales	3,576,109,238	2,501,964,181
Percentage of total sales to projects on hand	74	86
Value of sales contracts executed during the year	1,074,145,057	925,812,483
Percentage of total sales to projects on hand	84	62

26. COMMITMENTS

26.1 As at 31 December 2014, the Company has commitments as follow:

	Million Baht		
	Contract Amount	Payment	Outstanding
Land purchase agreements	1,098.92	42.00	1,056.92
Construction agreement	1,368.12	154.84	1,213.28

26.2 The Company has commitments for payment of operating lease as at 31 December 2014 as follow:

	Thousand Baht
Within	
1 year	1,640
Over 1 year	3,280
Total	4,920

27. BANK GUARANTEE

As at 31 December 2014, the Company has commitment for letter of guarantee in respect of certain performance bonds required in the normal course of businesses amounting to Baht 21.24 million. This is covered by banks guaranty on behalf of the Company. These are collateralized by the mortgage of property and constructions thereon as discussed in Note 11.

28. LITIGATION

During 2007, the Company was sued to be the Co-defendant with three others to pay the damage totalling Baht 43.75 million. On 29 April 2011, the Court of First Instance ordered the Company to pay for damages amounting to Baht 1 million with interest rate at 7.5% per annum from 29 November 2008 up to the payment date. On 6 September 2012, the Appeal Court ordered the Company to place collateral for the amount that would pay according to the judgment of the Court of First Instance plus additional interest for next 2 years from order date which Deves Insurance Co., Ltd who was pledged the guarantee. The Company believed that there was not any damage from such case due to on 1 April 2011, Co-defendant No.1 provided the indemnity letter to the plaintiff instead of the Company.

On 8 October 2013, the Court of Appeal judged the Company and Co-defendant No.2 to pay of Baht 2,000,000 to the plaintiff and the Co-defendant No.3 was jointly pay of Baht 900,000. This case has been in the process of filing a petition to the Supreme Court. The Company has believed that there were not any damage from such case. Because the Company can reimburse any damages from Co-defendant No. 2 in accordance with the construction agreement.

29. EVENT AFTER THE REPORTING PERIOD

At the meeting of the Company's Board of Directors on 16 February 2015, the Board passed a resolution to pay dividend to ordinary shareholders from the net income after tax for the year 2014 at Baht 0.14 per share for 714,000,000 shares totalling Baht 99,960,000 into 2 categories as follows:

29.1 Stock dividend at the ratio of 10 existing share to 1 stock dividend or at Baht 0.1 per share, totalling Baht 71,400,000.

29.2 Cash dividend at the rate of Baht 0.04 per share totalling Baht 28,560,000.

The payment of above dividends requires a satisfaction at the annual general meeting of shareholders.

30. APPROVAL OF THE FINANCIAL STATEMENTS

These financial statements have been approved by the Company's Board of Directors on 16 February 2015.

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