

VISION

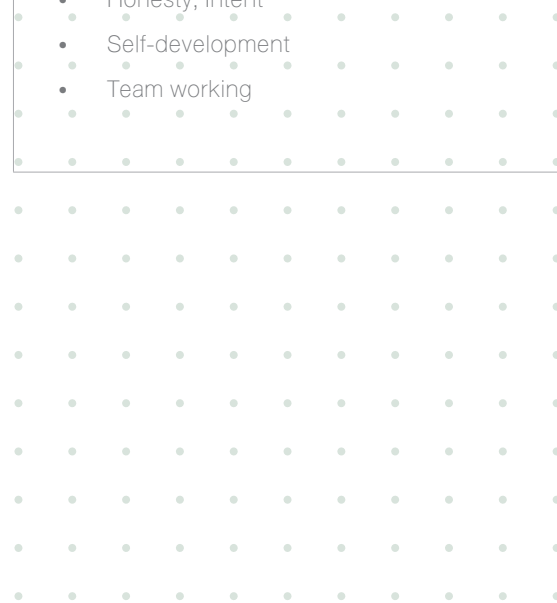
“To be a leading real estate developer with products and serviced of international standards by way of modern technology and management to expand the business both domestically and internationally”

MISSION

- To develop a strong and encompassing investment and business expansion strategy
- To continually develop quality products and services
- Maximize customer satisfaction and maximize stakeholders' benefit
- Continually develop staff capability and team work
- Emphasize good corporate governance
- Strengthen network and business relationships

Company's Value

- Diligence, Dedication
- Honesty, Intent
- Self-development
- Team working





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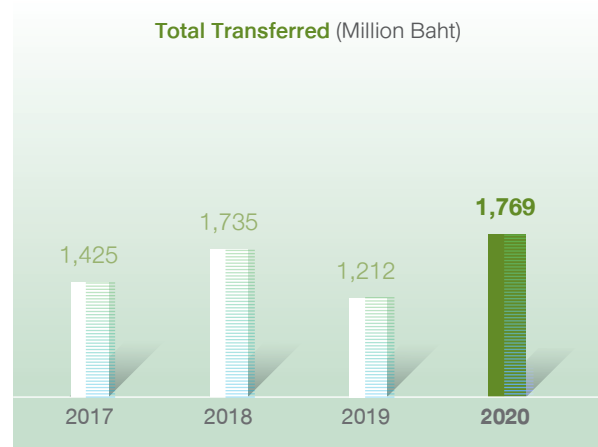
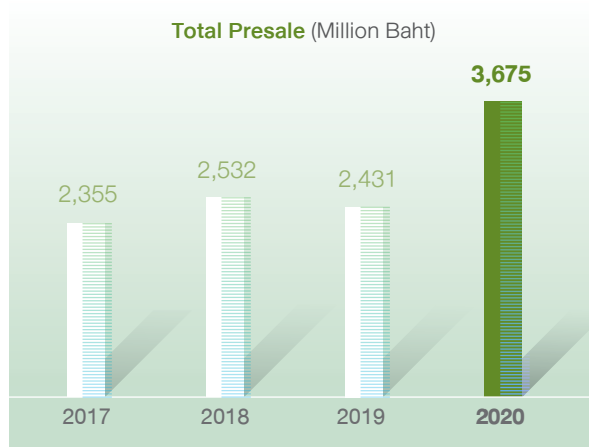
Building a sustainable brand
is the goal of us.



FINANCIAL HIGHLIGHTS

Consolidated Financial Statements	2020	2019	2018
Financial Performance (THB Million)			
Revenue from sales and services	1,769.08	1,211.57	1,735.26
Total Revenues	1,793.20	1,252.83	1,782.19
Cost of sales and services	1,204.00	819.50	1,195.15
Total Expenses	1,622.58	1,182.49	1,668.10
Gross profit	565.08	392.07	540.14
Net Profit (loss)	112.50	18.67	96.30
Financial Status (THB Million)			
Assets	3,875.56	4,102.70	4,249.63
Liabilities	1,188.60	1,530.75	1,664.00
Shareholders' equity	2,686.95	2,571.95	2,585.64
Paid-up share capital	1,245.28	1,245.28	1,245.28
Per Share (THB)			
Earnings (THB)	0.093	0.017	0.077
Book value (THB)	2.16	2.07	2.01
Dividend	0.04*	-	0.03
Financial Ratio			
Gross Profit margin (%)	31.94	32.36	31.13
Net profit margin (%)	6.36	1.54	5.55
Return on equities (%)	4.19	0.73	3.72
Return on assets (%)	2.90	0.46	2.27
Liquidity ratio (Times)	2.56	2.46	2.83
Debt to equity ratio (Times)	0.44	0.60	0.64

* **Remark :** In 2021, The Company consider to pay dividend for the fiscal year ending 2020 to be 0.040 Baht per share. The dividend payment still uncertain due to be approved by 2021 Annual General Shareholders Meeting.





A handwritten signature in blue ink, consisting of stylized initials and a long horizontal stroke.

Associate Professor Trairat Jarutach

Chairman of the Board of Directors



MESSAGE FROM THE CHAIRMAN

“In the midst of every crisis, lies great opportunity.” is my interpretation for 2020. Amid the COVID-19 pandemic, while many business sectors were encountering crisis, some others may find new opportunities (if they can adapt themselves effectively in timely manner).

Under the great effort and capabilities of NCH management and employees, we are able to turn the crisis into opportunity. Unbelievably, 2020 was one of the best years for NCH in term of sales, transfers and construction progress.

I would like to thank everyone for their contributions and efforts in assisting the Company to overcome economic turbulence in the past year. I hope that we will continue this momentum in 2021 and achieves even higher success in all aspects as well as creates immunity from devotions and efforts of NCH employees which will be a vital force in driving the Company to grow steadily and sustainably.

LIVE FROM HOME
LIVE ■ WORK ■ SHOP ■ LEARN ■ PLAY



We design and create the happy home innovation because we care about the health of the family members.

NC Home can support the imaginative and
create the inspiration unlimited.

WORK FROM 
HOME
LIVE ■ WORK ■ SHOP ■ LEARN ■ PLAY



SHOP FROM
HOME
LIVE ■ WORK ■ SHOP ■ LEARN ■ PLAY



Happy lifestyle are shop chill and live 24 hours at NC home.

We believe that life is learning and
we can learning in everywhere in NC Home.

LEARN FROM 
HOME
LIVE ■ WORK ■ SHOP ■ LEARN ■ PLAY





PLAY FROM 
HOME
LIVE ■ WORK ■ SHOP ■ LEARN ■ PLAY



We have fun in every area at home.
All Gen have good relationship at NC home.

DIRECTOR AND MANAGEMENT'S INFORMATION



MR. TRIRAT JARUTACH, ASST. PROF.
Chairman

Age (s) 59

% of Shareholding * -

Relations -

Education / Training Background

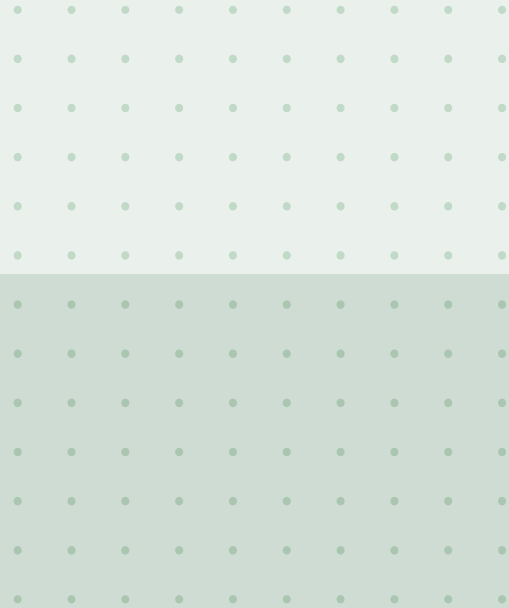
- Bachelor of Architecture, Faculty of Architecture, Chulalongkorn University
- Master of Housing and Real Estate Development, Faculty of Architecture, Chulalongkorn University

Attendance of Thai Institute of Directors Association (IOD) Seminar

- Director Accreditation Program (DAP 157/2019)
- Director Certification Program (DCP 272/2019)

Experience for the past 5 years

April 2019 - Present	Chairman N.C. Housing Plc. / Property Development
2019 - Present	Head of Excellent Center in Universal Design Chulalongkorn University / Educational Institution
2014 - 2020	Director Universal Design Center (Thailand) Co., Ltd / Design of residential building construction.
2005 - 2019	Head of Environment Research Unit that is suitable for the elderly and the disabled Chulalongkorn University / Educational Institution
1998 - Present	Lecturer, Department of Housing Faculty of Architecture Chulalongkorn University / Educational Institution
2012 - 2016	Assistant to the President Chulalongkorn University / Educational Institution



Age (s) 81

% of Shareholding * -

Relations -

Education / Training Background

- Ph.D. University of Illinois
- M.A. (ECON), University of Philippines
- Bachelor of Economics, Thammasat University

Attendance of Thai Institute of Directors Association (IOD) Seminar

- Audit Committee Program (ACP 1/2004)
- Board & CEO Assessment No. 2/2003
- Director Certification Program (DCP 19/2002)
- The Role of the Chairman Program (RCP 3/2001)

Experience for the past 5 years

2018 - Present	Director, Independent Director, Chairman of the Audit Committee, Chairman of the Nomination and Remuneration and CG Committee N.C. Housing Plc. / Property Development
2007 - 2017	Director, Independent Director, Chairman of the Audit Committee, Chairman of the Nomination Committee and Chairman of the Remuneration Committee N.C. Housing Plc. / Property Development
2007 - Present	Chairman Chu kai Plc. / Sell, repair service for cranes and provide rental service
2004 - Present	Independent Director, Chairman of the Audit Committee, Chairman of the Remuneration Committee and Chairman of the Nomination Committee Ladprao General Hospital Plc. / Medical



MR. VICHAN AMORNROJNAVONG
 Director, Independent Director and Member of
 the Audit Committee, Member of the Nomination and
 Remuneration and Corporate Governance Committee



Age (s) 70

% of Shareholding * -

Relations -

Education / Training Background

- Master Degree of Business Administration, Thammasat University
- Bachelor of Laws Program, Thammasat University
- Bachelor of Accounting, Chulalongkorn University

Attendance of Thai Institute of Directors Association (IOD) Seminar

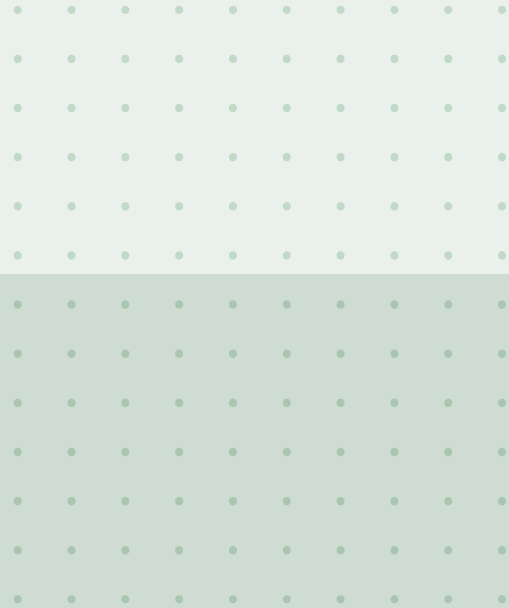
- Director Certification Program (DCP) 17/2002

Experience for the past 5 years

April 2019 - Present	Director, Independent Director and Member of the Audit Committee, Member of the Nomination and Remuneration and Corporate Governance Committee N.C. Housing Plc. / Property Development
Aug.2015 - Present	Member of the Executive Committee Bangkok Commercial Asset Management Public Company Limited. / Financial institution
Jan.2014 - Present	Advisor KCG Corporation Co., Ltd. / Import, manufacture and distribution of food products
Aug.2020 - Present	The third subcommittee of the senate Standing Committee on The Independent Organs under the Constitution Senate / Government Organization



MR. VORAKAN DHEPCHALERM
 Director, Independent Director and Member of
 the Audit Committee, Member of the Nomination and
 Remuneration and Corporate Governance Committee



Age (s) 64

% of Shareholding * -

Relations -

Education / Training Background

- Master Degree of Business Administration, Major : Finance, University of Scranton, Pennsylvania, U.S.A.
- Bachelor Degree of Business Administration, Major : Finance Assumption Business Administration College, Bangkok, Thailand

Attendance of Thai Institute of Directors Association (IOD) Seminar

-

Experience for the past 5 years

April 2019 - Present Director, Independent Director and Member of the Audit Committee,
 Member of the Nomination and Remuneration and Corporate Governance Committee
 N.C. Housing Plc. / Property Development

Sep.2014 - Aug.2015 Senior Executive Vice President
 Preecha Group Public Company Limited. / Property Development



MR. VIKROM SRIPRATAKS
Director and Independent Director



Age (s) 68

% of Shareholding * -

Relations -

Education / Training Background

- Executive Program, The Wharton School of the University of Pennsylvania / USA
- Master of Business Administration, Thammasat University
- Bachelor of Engineering, Chulalongkorn University

Attendance of Thai Institute of Directors Association (IOD) Seminar

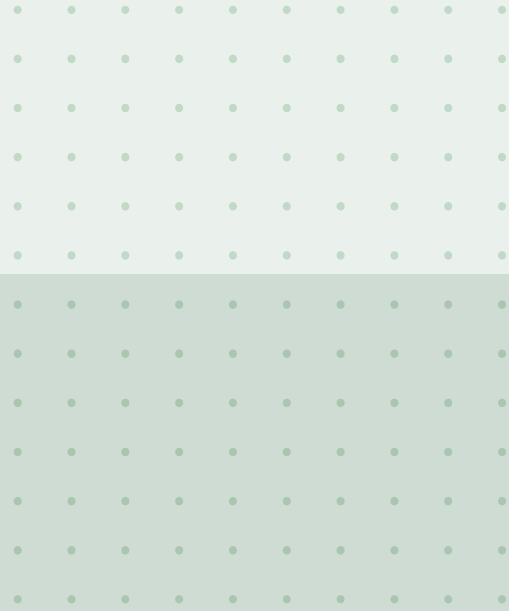
- Director Certification Program (DCP 19/2009)

Experience for the past 5 years

Jul.2020 - Present	Director, Independent Director N.C. Housing Plc. / Property Development
2014 - Present	Associate Judge (Class 10, 13) Central Intellectual Property and International Trade Court / Court of justice
2014 - 2015	Management Advisor Intouch Holdings Public Company Limited / Invest in the telecommunication



MR. SOMCHAO TANTHATHOEDTHAM
 Director
 Member of the Nomination and Remuneration and CG Committee
 Chairman of Executive Committee and
 Chief Executive Officer (Authorized Director)



Age (s) 67

% of Shareholding * 1.88

Relations

The brother of Mr. Somnuek Tanthathoedtham

Education / Training Background

- Graduate Diploma in Management of Public Economy for Executive Course (No.7), King Prajadhipok’s Institute
- Graduate Diploma in Public Law and Management (No.6), King Prajadhipok’s Institute
- Master of Business Administration, (Business Law), Ramkhamhaeng University
- Master of Business Administration, Thammasart University
- Bachelor of Medicine, Chulalongkorn University
- Diploma, National Defense College, No. 399

Attendance of Thai Institute of Directors Association (IOD) Seminar

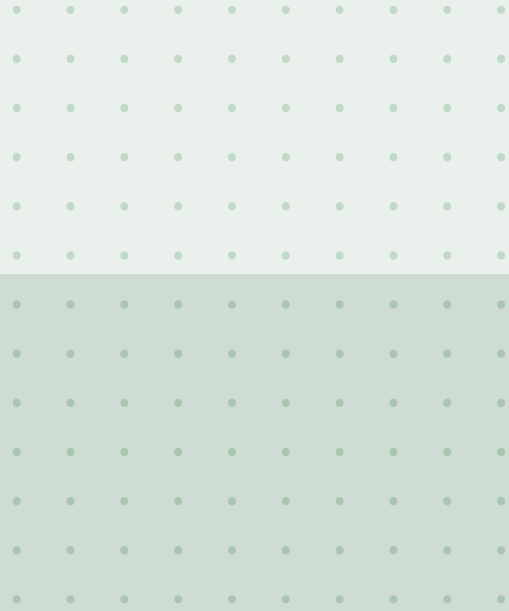
- Director Certification Program (DCP 128/2010)
- Director Accreditation Program (DAP 8/2004)
- CEO Performance Evaluation, 2004

Experience for the past 5 years

2018 - Present	Director, Member of the Nomination and Remuneration and CG Committee, Chairman of Executive Committee and Chief Executive Officer N.C. Housing Plc. / Property Development
2019 - Present	Director Siri Arun Wellness Co., Ltd. / Intermediate care and wellness
2007 - 2017	Director, Member of the Remuneration Committee, Chairman of Executive Committee and Managing Director N.C. Housing Plc. / Property Development
2007 - Present	Director Ladprao General Hospital Plc. / Medical
2016 - Present	Director Thailand Real Estate Association / Association
1998 - Present	Director N.C. Property Management Co., Ltd. / Project Management
1998 - Present	Director Quality Living Management Co., Ltd. / Community Management to housing residential and Condominium



MR. SOMNUEK TANTHATHOEDTHAM
 Director
 Executive Director
 and Managing Director (Authorized Director)



Age (s) 52

% of Shareholding * 2.38

Relations

The brother of Mr. Somchao Tanthathoedtham

Education / Training Background

- Master of Management (SASIN), Chulalongkorn University, 2005
- Bachelor of Engineering (Systems), University of Pennsylvania, Philadelphia, 1992
- Bachelor of Science (Wharton School), Finance and Management, University of Pennsylvania, Philadelphia, 1992
- Real Estate Management, Chulalongkorn University, 1993
- Regional Planning for Executive (1/2008)
- Professional Development Program for Corporate Manager : Condominium / Project Village (1/2010)
- Thailand and ASEAN Economics Community (AEC) Class 4 of King Prajadhipok's Institute 2014
- Thammasat Leadership Program (TLP) Class 5 of Thammasat University 2014
- RE-CU Hotel Investment and Marketing Class 5 of Chulalongkorn University 2014
- RE-CU CEO Premium in Modern Real-Estate Business Class 2 of Chulalongkorn University 2016
- Executive Integrated Medical Management Program Chulabhorn International College of Medicine, Thammasat University, Class no. 1/2018
- Advanced Security Management Program (ASMP #10) Security Management Foundation, National Defence College of Thailand 2019.
- Thai-Chinese Leadership Studies (TCL) #3, 2020

Attendance of Thai Institute of Directors Association (IOD) Seminar

- Director Certification Program (DCP 90/2007)
- Director Accreditation Program (DAP 8/2004)

Experience for the past 5 years

April 2018 - Present	Director, Executive Director and Managing Director N.C. Housing Plc. / Property Development
2019 - Present	Director Siri Arun Wellness Co., Ltd. / Intermediate care and wellness
2017 - 2018	Director, Member of the Nomination Committee, Executive Director and Senior Executive Vice President N.C. Housing Plc. / Property Development
2011 - 2017	Director, Member of the Nomination Committee, Executive Director and Senior Executive Vice President (Operation 2) N.C. Housing Plc. / Property Development
1998 - Present	Director N.C. Property Management Co., Ltd. / Project Management

MANAGEMENT'S INFORMATION

MR. RUNGSARN NUNTAKAWONG

Executive Director
and Executive Vice President

Age (s) 59

% of Shareholding * -

Relations -

Education / Training Background

- Master of Regional Planning, Chulalongkorn University
- Bachelor of Arts (Political Science), Public Administration, Ramkhamhaeng University

Attendance of Thai Institute of Directors Association (IOD) Seminar

- Director Certification Program (DCP 116/2009)
- Raising the Awareness of Corporate Fraud in Thailand, 2005
- Director Accreditation Program (DAP 8/2004)

Experience for the past 5 years

2018 - Present	Executive Director and Executive Vice President N.C. Housing Plc. / Property Development
2017 - 2018	Director, Executive Director and Executive Vice President N.C. Housing Plc. / Property Development
2003 - 2017	Director, Executive Director and Executive Vice President (Operation 1) N.C. Housing Plc. / Property Development
1998 - Present	Director N.C. Property Management Co., Ltd. / Project Management
1998 - Present	Director and Managing Director Quality Living Management Co., Ltd. / Community Management to housing residential and condominium



MR. WARAPONG NILSIRI

Executive Vice President

Age (s) 59

% of Shareholding * -

Relations -

Education / Training Background

- Master of Regional Planning, Chulalongkorn University
- B.S. (Geography), Chiangmai University
- Mini MBA, Business Administration, Kasetsart University
- Mini Master of Retail Management, National Institute of Development Administration

Attendance of Thai Institute of Directors Association (IOD) Seminar

-

Experience for the past 5 years

July 2019 - Present	Executive Vice President N.C. Housing Plc. / Property Development
2017 - 2019	Assistant Managing Director N.C. Housing Plc. / Property Development
2012 - 2017	Assistant Managing Director (Operation 3) N.C. Housing Plc. / Property Development

MR.THAMRONG PLOOKJITRASOM

Assistant Managing Director

Age (s) 52

% of Shareholding * -

Relations -

Education / Training Background

- Master of Business Administration, Rangsit University
- Bachelor of Engineering, Kasetsart University

Attendance of Thai Institute of Directors Association (IOD) Seminar

-

Experience for the past 5 years

May 2020 - Present	Assistant Managing Director N.C. Housing Plc. / Property Development
2018 - 2020	Managing Director Britania Company Limited / Property Development
2014 - 2018	House Project Director Quality House Public Company Limited / Property Development

MR. BOONCHAI ROJPANICH

Vice President, Sales Management Department

Age (s) 52

% of Shareholding * -

Relations -

Education / Training Background

- Master of Business Administration, Marketing, Thammasart University
- Bachelor of Civil Engineering, Chulalongkorn University

Attendance of Thai Institute of Directors Association (IOD) Seminar

-

Experience for the past 5 years

July 2019 - Present	Vice President, Sales Management Department N.C. Housing Plc. / Property Development
2011 – 2019	Vice President, Project Department N.C. Housing Plc. / Property Development

MRS. NAMPETCH TANTAWIRIYA

Vice President, Human Resource Department

Age (s) 55

% of Shareholding * -

Relations -

Education / Training Background

- Master of Public Administration, Chulalongkorn University
- Bachelor of Political Science, Chulalongkorn University
- KASET Mini MBA # 27, Kasetsart University
- Business model canvas by Alex Osterwalder's 2019
- Developing and Implementing an Outward Mindset, SEAC 2018
- Situation Leadership, The Center for Leadership Studies, Inc. 2014

Attendance of Thai Institute of Directors Association (IOD) Seminar

-

Experience for the past 5 years

2011 - Present	Vice President, Human Resource Department N.C. Housing Plc. / Property Development
2012 - 2015	Associate Judge Juvenile and Family Court, Pathumthani Province / Court of justice
2013 - 2015	Company Secretary N.C. Housing Plc. / Property Development

MS. SUMANEE BOONSARANA

Vice President, Accounting Department (Assigned to be the person supervising accounting)

Age (s) 57

% of Shareholding * -

Relations -

Education / Training Background

- Bachelor of Business Administration, Accounting, Valaya Alongkorn Rajabhat University
- Bachelor of Business Administration, Sukhothai Thammathirat

Attendance of Thai Institute of Directors Association (IOD) Seminar

-

Experience for the past 5 years

2011 - Present	Vice President, Accounting Department N.C. Housing Plc. / Property Development
2010 - 2011	Senior Manager, Accounting Department N.C. Housing Plc. / Property Development

MRS. AJCHARA KINGSAI

Vice President, Property Ownership transfer Department

Age (s) 58

% of Shareholding * 0.0002

Relations -

Education / Training Background

- Siam Commercial School, Marketing
- Professional Sale of Real Estate No.21

Attendance of Thai Institute of Directors Association (IOD) Seminar

-

Experience for the past 5 years

July 2019 - Present	Vice President, Property Ownership transfer Department N.C. Housing Plc. / Property Development
2011 - 2019	Vice President, Sale Department N.C. Housing Plc. / Property Development



MR. SANIT LEEJUNTHUEK

Vice President, Construction Department

Age (s) 50

% of Shareholding * -

Relations -

Education / Training Background

- Master of Business Administration (Management), Ramkhamhaeng University
- Bachelor of Civil Engineering, Mahanakorn University of Technology

Attendance of Thai Institute of Directors Association (IOD) Seminar

-

Experience for the past 5 years

2015 - Present	Vice President, Construction Department N.C. Housing Plc. / Property Development
2010 - 2014	Manager, Construction Department N.C. Housing Plc. / Property Development

MRS. NONGLAK TANTHATHERDTHAM

Vice President, Office of The President Department

Age (s) 57

% of Shareholding * 1.12

Relations

The sister of Mr. Somnuek Tanthathoedtham and Mr. Somchao Tanthathoedtham

Education / Training Background

- Bachelor Degree of Economics, Kasetsart University

Attendance of Thai Institute of Directors Association (IOD) Seminar

-

Experience for the past 5 years

2017 - Present	Vice President, Office of The President Department N.C. Housing Plc. / Property Development
2019 - Present	Deputy General Administration Siri Arun Wellness Co., Ltd. / Intermediate care and wellness
1994 - 2017	Purchasing Manager N.C. Housing Plc. / Property Development

MR.JESSADA LUKKIPINISKUL

Vice President, Marketing Department

Age (s) 48**% of Shareholding *** -**Relations** -**Education / Training Background**

- Master of Business Administration, Mahanakorn University of Technology
- Bachelor of Communication Arts, Bangkok University

Attendance of Thai Institute of Directors Association (IOD) Seminar

-

Experience for the past 5 years

July 2019 - Present	Vice President, Marketing N.C. Housing Plc. / Property Development
2005 - 2019	Business Vice President Pruksa Real Estate Plc. / Property Development

MR.PRAPAT VATCHARONURAK

Vice President, Business Development Department

Age (s) 39**% of Shareholding *** -**Relations** -**Education / Training Background**

- Master Degree in Housing Development [Real Estate] Chulalongkorn University
- Bachelor Degree in Business Administration [Finance] Rajamangala Institute of Technology Bangkok Commercial Campus

Attendance of Thai Institute of Directors Association (IOD) Seminar

-

Experience for the past 5 years

July 2020 - Present	Vice President, Business Development N.C. Housing Plc. / Property Development
2019 - 2020	Vice President, Business Development Attitude Development Co.,Ltd. / Property Development
2016 - 2019	Vice President, Business Development Fifth Development Co.,Ltd. / Property Development
2008 - 2016	Assistant Vice President Corporate Loan Kiatnakin Bank Public Company Limited. / Bank



MISS. KAMONWAN SAWADCHAI

Manager, Accounting Department, Secretary of Audit Committee

Age (s) 57

% of Shareholding * -

Relations -

Education / Training Background

- Bachelor of Accounting, Valaya Alongkorn Rajabhat University
- Bachelor of Management, Sukhothai Thammathirat

Attendance of Thai Institute of Directors Association (IOD) Seminar

-

Experience for the past 5 years

2010 - Present	Manager, Accounting Department N.C. Housing Plc. / Property Development
2010 - Present	Secretary of The Audit Committee N.C. Housing Plc. / Property Development

MR. WALATCHANAT RUJIDASIRISAKUL**

Manager, Finance Department (Act as Chief Financial Officer (CFO))

Age (s) 52

% of Shareholding * 0.03

Relations -

Education / Training Background

- Bachelor of Arts, Economics Finance and Banking, The University of the Thai Chamber of Commerce
- Real Estate Development No.25, Chulalongkorn University

Attendance of Thai Institute of Directors Association (IOD) Seminar

-

Experience for the past 5 years

2002 - Present	Manager, Finance Department N.C. Housing Plc. / Property Development
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MISS. SUREEPORN SANGTHONGPRADIT

Manager, Accounting Department

Age (s) 47**% of Shareholding *** -**Relations** -**Education / Training Background**

- Bachelor of Managerial Accounting, Phranakhon Rajabhat University
- Bachelor of General Management, Phranakhon Rajabhat University

Attendance of Thai Institute of Directors Association (IOD) Seminar

-

Experience for the past 5 years

2015 - Present	Manager, Accounting Department N.C. Housing Plc. / Property Development
2006 - 2014	Assistant Manager, Accounting Department N.C. Housing Plc. / Property Development

Remark 1. * Shareholding information at the latest book closing date on December 30, 2020

2.** The Company has appointed Mr.Walatchanat Rujidasirisakul to act as Chief Financial Officer (CFO)

3. Directors and executives of the company never having a criminal record

Management Positions Held within the N.C. Group

As of December 31, 2020

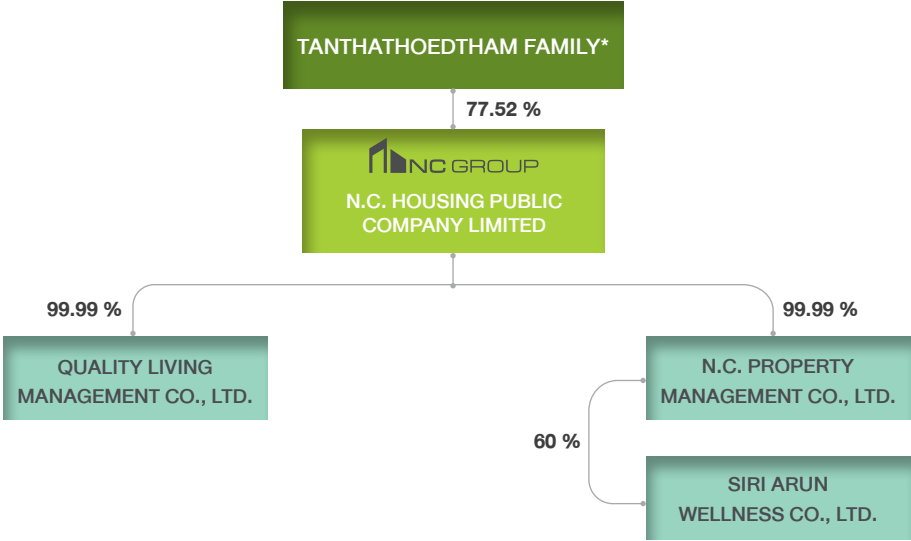
Directors		The Company	Subsidiaries				Related Companies								
		NCH	NCPM	QLM	SIRI ARUN	1	2	3	4	5	6	7	8	9	
1. Mr. Trirat	Jarutach, Asst. Prof.	X													
2. Mr. Pi boon	Limpraphat, Ph.D.	/													
3. Mr. Vichan	Amornrojanavong	/													
4. Mr. Vorakan	Dhepchalerm	/													
5. Mr. Vikrom	Sriprataks	/													
6. Mr. Somchao	Tanthathoedtham	/, //	/	/	/	/	/	/	/	/	/	/	/	/	
7. Mr. Somnuek	Tanthathoedtham	/, //	/		/	/	/		/	/	/	/		/	
8. Mr. Wichian	Silapacharanan	/, //			/										

- Notes:**
1. NCH = N.C. Housing Plc.
 NCPM = N.C. Property Management Co., Ltd.
 QLM = Quality Living Management Co., Ltd.
 SIRI ARUN = Siri Arun Wellness Co., Ltd.
 2. X = Chairman, / = Director, // = Executive Director
 3. Related Companies :
 - 1) S.C. Construction and Decoration Co., Ltd.
 - 2) Sathaporn Wattana Trading Co., Ltd.
 - 3) Sathaporn Wattana Transportation Limited Partnership
 - 4) Sap Namchai Pattana Co., Ltd.
 - 5) Namchai Property Development Co., Ltd.
 - 6) NCH 2555 Holding Co., Ltd.
 - 7) Namchai Golf Management Co., Ltd.
 - 8) Tanya Cart Management Co., Ltd.
 - 9) Sathaporn Homemart (1999) Co., Ltd.

Company and Subsidiaries' Business Profile

Shareholder Structure of N.C. Group

as of December 31, 2020



Remark : * Tanthathoedtham family includes Tanthathoedtham shareholders and related parties

Business Overview

N.C Housing Public Company Limited operates the property development business. In the category of housing estates and land for sale under the name of the project “Baan Fah”, under emphasis on project design concepts in the specific style of each project. As well as managing the community after the sale to make a difference in the quality of life in the community of the residents when

compared to other projects. The company prioritizes on the selection of good location, together with the utilities and having its potential for future growth.

At present, the Company has the project covering cities, 4 urban zones and large provinces such as Chonburi, Khonkaen and Chiang Mai. The projects were named according to their location and concept as follows :

- Northern Bangkok** : **in the area of Lumlookka**
 Baan Pha Piyarom Tendro
 Baan Pha Piyarom Lake Grande (Closed project)
 Baan Pha Piyarom Niva (Closed project)
 Baan Fah Piyarom Nordern, Baan Fah Piyarom Neola,
 NC on Green Charm, NC on Green Palm Park
- Western Bangkok** : **in the area of Pinklao Ring Road and Budhamonthon**
 NC Royal Pinklao -Sai 5 (Closed project)
 Baan Pha Greenery Pinklao-Sai 5 (Closed project)
 Baan Pha Townee Pinklao, Baan Pha Greenery Tiwa
 and Baan Pha Greenery Pakkred-Ratchapruet
- Other areas** : **in the area of Chonburi province, North Pattaya, Chaiyapornvitee Road**
 Natureza North Pattaya Condominium (Phase1-2)
 Baan Pha Greenery North Pattaya
 Chalyaponvitee (Closed project)
in the area of Muang District, Chiang mai province
 Diamant Condominium Chiang mai

NC Brand and Location

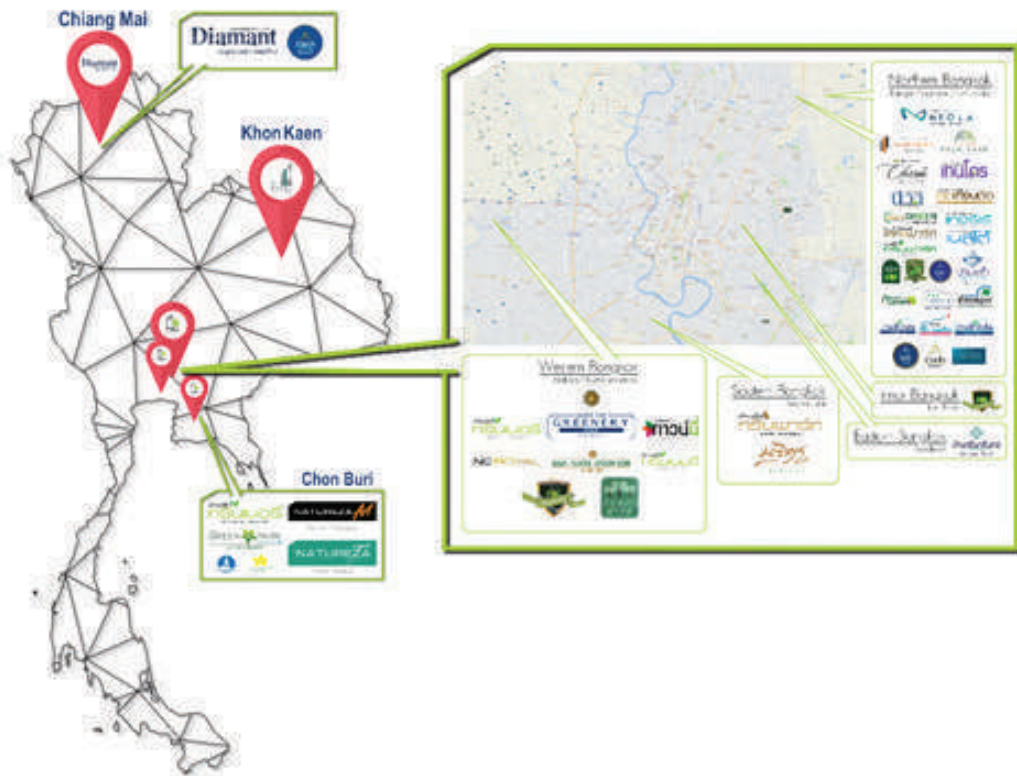
As of December 2020

NC Brand and Location

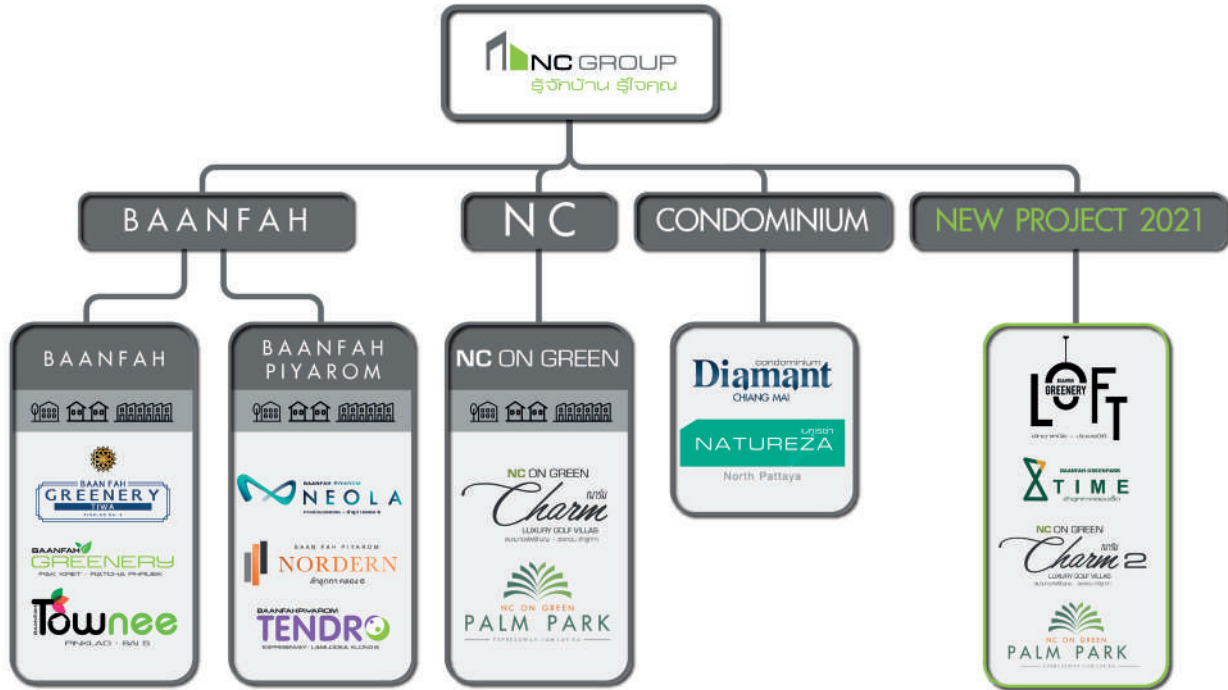
Price (MB)
PerUnit



Successfully Developed



Brand Portfolio



All N.C. Housing projects are also distinguished from each other in architectural design and features depending on the individual project concept. There are three types of housing for which N.C. Housing customers can choose from. “Pre-built” units (construction has been completed

and is ready for ownership right transfer), “Semi-pre-built” units (construction has been partially completed), and “Pre-Sales” units (construction starts upon customer order) depending on the site and its prospective customers.

Revenue from Sales Breakdown by Purchase Preference

Type	Down Payment Installment	% of Sales Revenue		
		2020	2019	2018
1.Pre-built units	(0-2 Payments)	87.94	81.87	99.09
2.Semi Pre-built units	(3-6 Payments)	8.80	16.97	0.91
3.By order units	(> 7 Payments)	3.26	1.16	0.00
Total		100	100	100

Operating Policy of N.C. Housing Public Company Limited and its Subsidiaries

N.C. Group aims to develop all N.C. Housing’s projects under the name “Baan Pha” or under previous project’s names acquired as projects that are either Non Performing Loans (NPL) or Non-Performing Assets (NPA). Subsidiaries of N.C. Housing Public Company Limited are as follows:

- N.C. Property Management Company Limited (NCPM)** renders a full scale property management service, including sales management, marketing, and construction through rehabilitation of the project and/or renegotiate with existing purchasers as well as creditors. Projects that NCPM renders services to include Baan Suan Lalana Pattaya, Jantima Park Budhamonton 5, Baan Suan Doi Saked Chiangmai, and Thanyathani Home on Green projects. Furthermore, NCPM invests in the related businesses or other businesses in which the recommendation by the Board of Directors or the Executive Committee has been given.
- Quality Living Management Company Limited (QLM)** renders community management services such as security services, cleaning services, and utility services to housing projects and condominiums. In 2020, the Company managed a total of 14 communities.
- Siri Arun Wellness Co., Ltd. (Siri Arun)**, a subsidiary of N.C. Property Management Co., Ltd. (NCPM) has operated a business of intermediate care and wellness and other related businesses by taking care of the elderly and recuperating patients who received medical treatment at nearby hospitals; whereas, NCPM holds 60% of its total shares, and The Care and Health Group Limited Partnership holds 40% of its total shares. The Board of Directors consisted of 4 members including 3 directors from NCPM and 1 director from its joint stock company. In 2020, Siri Arun had 2 branches were Bangkok and Ubon Ratchathani.

Income Structure of N.C. Group

The majority of the Company's revenue is derived from property development business including:

1. Revenue from property development for sale includes revenue from sales and construction where sales revenue is derived from 4 product lines - single detached houses, duplexes, townhouses, condominium and other.
2. Revenue from project management services includes revenue from construction and revenue from project management services.
3. Revenue from management of residential community
4. Other revenue

Business Type/Revenue	Operated by	2020		2019		2018	
		THB mn.	%	THB mn.	%	THB mn.	%
Property development for sale	NC	1,769	98.65	1,212	96.71	1,735	97.3
- Revenue from sales							
- Single detached houses		472	41.97	472	37.7	735	41.2
- Duplexes		296	16.79	162	12.9	208	11.6
- Townhouses		608	34.35	317	25.3	246	13.8
- Commercial buildings		73	4.11	127	10.1	194	10.8
- Vacant land		50	2.81	133	10.6	352	19.7
Project management services	NCPM*						
- Construction revenue		-	-	-	-	-	-
Community management service / Property investment	QLM*, NC	14	0.78	20	1.6	22	1.2
- Rental income and service revenue		14	0.78	20	1.6	22	1.2
Other revenue ***	NC,NCPM*, QLM*	10	0.56	21	1.7	25	1.4
Total Revenue		1,253	100.0	1,253	100.0	1,782	100.0

Remarks	*	The Company holds a 99.99% stake in NCPM and QLM.
	**	Rental income and service revenue part comes from property investment in 2020.
	***	Rental fees, fees for altering contracts, interest receivables, gains from sales of Assets and other non-core business transaction form a large part of the Company's other revenue.
	NC	: N.C. Housing Plc.
	NCPM	: N.C. Property Management Co., Ltd.
	QLM	: Quality Living Management Co., Ltd.
	Siri Arun	: Siri Arun Wellness Co., Ltd.

Currently Active Projects

As of December 31, 2020, the company and its subsidiaries launched a total of 14 property development projects with 75.95 % or 8,574 million baht backed by sales contracts. (The project is developing and projects to be developed in the future total 7 projects).

Project Name	Location	Project Area (Rai-Ngan-Sq.wah)	Project Type	# of Units	Project Value (THB mn)	Sales Progress (based on Sales Value as of Dec 31,2020)
Northern Bangkok						
1. Thanyathani Home on Green 2	Ring Road Lumlookka Klong 5	123-0-34-2	SDH, TH	236	1,639	98.40
2. NC on Green Charm	Ring Road Lumlookka Klong 5	32-2-64.2	SDH	109	936.8	83.47
3. Baan Pha Piyarom Tendro (P.15)	Ring Road Lumlookka Klong 6	47-0-20	DH, TH	422	1,123.7	91.19
4. Baan Pha Piyarom Nordern (P.16)	Ring Road Lumlookka Klong 6	37-3-08	SDH	141	838.4	22.45
5. Baan Pha Piyarom Neola (P.17)	Ring Road Lumlookka Klong 6	39-0-27.8	SDH, DH, TH	318	944.3	12.01
6. Palm Park @ NC on Green Charm	Ring Road Lumlookka Klong 5	14-3-68	DH, TH	108	351.9	61.41
Western Bangkok						
7. NC Royal Pinklao	Kanjanapisek Road, Bangkae	29-2-66	SDH	129	697.2	80.28
8. Baan Pha Townee Pinklao Don Wai	Phuththamonthon sai 5 Road, Nakorn Pathom	34-0-4.7	TH	328	953.7	73.42
9. Baan Pha Greenery Tiwa Pinklao-Sai5	Phuththamonthon sai 5 Road, Nakorn Pathom	25-2-56	SDH, DH	129	723.7	51.36
Southern Bangkok						
10. Narisa Thonburirom	Pracha Uthit Road, Ratburana	51-2-69.6	SDH	60	403	98
11. Baan Pha Green Park Royal Thonburirom	Pracha Uthit Road, Thungkhru	65-1-54.1	SDH	258	1,206.9	98.83
Others Areas						
12. Natureza North Pattaya Condominium (P.1)	Banglamung, Chonburi	4-0-66	CD	407	622.9	97.67
13. Natureza North Pattaya Condominium (P.2)	Banglamung, Chonburi	4.2-0-68	CD	406	668.3	96.05
14. Diamant Condominium	Mueang Chiang Mai	4-0-28.4	CD	77	180.4	92.79

Notes : SDH = Single Detached House, DH = Duplex, TH = Townhouse, CD = Condominium

Corporate Objectives



N.C. Group strives to expand and go and become a leading property developer with intent of bringing uniqueness to each of its projects. This includes project planning, architectural design, quality construction, as well as a quality living environment and community, comprehensive infrastructure, and quality after sales

community management. All of above aims to further create community unity and happiness. Projects are confidence in the quality and performance of every project to the consumers in every zone with the policy to also offer a full scale project management service.

Industry Situations



In 2020 Thailand's economy was significantly impacted by the COVID-19 pandemic, the National Economic and Social Development Board (NESDB) forecasts that the outlook for Thailand's economy in 2020 will contract by 6.0% and in 2021, it expects 3.5%-4.5% expansion upon abnormally low base in 2020.

2021 will continue to be impacted by the second wave of COVID-19 pandemic. At the end of 2020, political disputes and global economic volatility has resulted in a slowdown in economic rehabilitation especially in tourism-related businesses that would cause the rehiring of labor force to take more time.

On residential market, the developers adjusted to the latest economic situation by slowing down the expansion of new projects all over the country which actually had been started since 2019 before the emergence of COVID-19 as sales of housing units slackened from

the impacts of the measure to prevent real estate speculation, or LTV measure, imposed in April 2019 and the economic lockdown during the beginning of 2020. Sales of housing units contracted significantly especially in condominium markets which were additionally affected by the lockdown of overseas traveling causing sales of condominiums to foreigners plummeting to almost nil.

The Data Center for Real Estate Information predicted that, from the impacts of the abovementioned risks, the developers will lower the launch of new projects. It is expected that in 2020, newly launch of supply units (excluding second hand home) will decline by 46.6% (from 148,639 units in 2019 to 79,408 units in 2020). The housing estate units will contract by 34.7% and 59.2% for condominium while the value of newly launched housing units will shrink by 30.6% (from 608,727 million baht in 2019 to 422,243 million baht in 2020).

In 2021, it is expected that the newly launched supply units will expand at 11.9% whereas the value will increase 3.9% which is an increase from a low base of 2020. Most of the newly launched units will come from listed companies. It foresees that the newly launched housing estate units will increase by 4.1% whereas condominiums by 25.1% (see Table 1 and 2). For the residential market, newly launched units which witnessed contraction since 2019 due to LTV measure and in 2020 will see volume continue to decline from COVID-19 impact and expected to decline by 25.2% (from 120,673 units in 2019 to 90,267 units in 2020). The housing estate units are expected to decline by 2.8% and condominiums by 47.9%. The value for newly launched units is expected to shrink by 17.0% (from 473,919 million baht in 2019 to 393,198 million baht in 2020).

It is expected that in 2021, the number of new units on sales for the whole country will expand by 4.2% with value increasing by 3.0% which is an increase from a low base in 2020. The newly launched housing estate units are expected to increase by 2.0% and 8.4% for condominiums (see Table 1 and 3).

The results of such sales shrinkage especially in condominium market which declined by almost double that led to the supply of unsold units in the second half of 2020 for the overall picture to increase by 6.1% (from 301,098 units in 2019 to 319,528 units in 2020) with unsold condominium units increasing by 18.5% but unsold housing estate to decline by 1.1% but the value will increase by 18.0% (from 1,215,299 million baht in 2019 to 1,434,195 million baht in 2020). It is expected that in 2021, the residential market overall will witness unsold units increase by 6.2% with value rising by 4.8% from newly launched units being greater than the number of units sold. It is anticipated that the unsold condominium units will increase by 16.5% due to the purchasing power of foreigners will continue to decline in 2021 but the housing estate, the majority of the buyers being Thais and buy for actual occupation (as opposed to investment), is expected to record unsold units declining by 1.0% from the same period last year (see Table 1 and 4).

Table 1 Rate of increase of GDP and demand and supply of residential market in 2020 and outlook in 2021

%YoY	2019	Projections	
		2020	2021
GDP (CVM)	2.4%	-6.0%	3.5 - 4.5%
New supply countrywide (unit)	-13.0%	-46.6%	11.9%
New supply countrywide (value)	-15.0%	-30.6%	3.9%
Newly available for sales countrywide (units)	-23.9%	-25.2%	4.2%
Newly available for sales countrywide (value)	-23.9%	-17.0%	3.0%
Unsold units countrywide (units)	14.6%	6.1%	6.2%
Unsold units countrywide (value)	14.4%	18.0%	4.8%

Remark : Countrywide means 26 main provinces in which The Data Center for Real Estate Information conducted the survey consisting of Bangkok & the perimeter 5 provinces and upcountry 20 provinces

Source : NESDB and The Data Center for Real Estate Information - Government Housing Bank

Table 2 Supply of housing units launched in 2020 and outlook in 2021

Type of housing	New supply					Value of new supply				
	2018	2019	2020F	2021F	AVG.2Y	2018	2019	2020F	2021F	AVG.2Y
Housing projects	75,191	76,589	50,004	52,044	75,890	326,472	314,031	268,178	235,900	320,251
YOY Housing projects	70.7%	1.9%	-34.7%	4.1%	36.3%	66.9%	-3.8%	-14.6%	-12.0%	31.5%
Condominiums	95,677	72,050	29,404	36,784	83,864	389,751	294,696	154,065	202,634	342,223
YOY condominiums	43.3%	-24.7%	-59.2%	25.1%	9.3%	51.6%	-24.4%	-47.7%	31.5%	13.6%
Countrywide	170,868	148,639	79,408	88,828	159,754	716,222	608,727	422,243	438,534	662,475
YOY countrywide	54.2%	-13.0%	-46.6%	11.9%	20.6%	58.2%	-15.0%	-30.6%	3.9%	21.6%

Remark : Information as of 1st half of 2020

Source : The Data Center for Real Estate Information - Government Housing Bank

Table 3 Newly sold housing units in 2020 and outlook in 2021

Type of housing	Newly sold					Value of Newly sold				
	2018	2019	2020F	2021F	AVG.2Y	2018	2019	2020F	2021F	AVG.2Y
Housing projects	67,591	60,715	59,026	60,191	64,153	272,089	237,735	242,400	256,587	254,912
YOY Housing projects	29.2%	-10.2%	-2.8%	2.0%	9.5%	24.9%	-12.6%	2.0%	5.9%	6.1%
Condominiums	91,073	59,958	31,241	33,881	75,516	350,372	236,184	150,797	148,471	293,278
YOY condominiums	36.5%	-34.2%	-47.9%	8.4%	1.2%	42.4%	-32.6%	-36.2%	-1.5%	4.9%
Countrywide	158,664	120,673	90,267	94,072	139,669	622,461	473,919	393,198	405,058	548,190
YOY countrywide	33.3%	-23.9%	-25.2%	4.2%	4.7%	34.2%	-23.9%	-17.0%	3.0%	5.2%

Remark : Information as of 1st half of 2020

Source : The Data Center for Real Estate Information - Government Housing Bank

Table 4 Unsold supply of housing units as of the 2nd half of 2020 and outlook in 2021

Type of housing	Unsold as of 2 nd half of the year					Value of unsold as of 2 nd half of the year				
	2018	2019	2020F	2021F	AVG.2Y	2018	2019	2020F	2021F	AVG.2Y
Housing projects	165,400	190,561	188,521	186,611	177,981	693,014	780,472	893,127	818,164	736,743
YOY Housing projects	7.8%	15.2%	-1.1%	-1.0%	11.5%	10.0%	12.6%	14.4%	-8.4%	11.3%
Condominiums	97,334	110,537	131,006	152,682	103,936	368,987	434,827	541,068	684,519	401,907
YOY condominiums	9.3%	13.6%	18.5%	16.5%	11.4%	21.5%	17.8%	24.4%	26.5%	19.7%
Countrywide	262,734	301,098	319,528	339,294	281,916	1,062,002	1,215,299	1,434,195	1,502,683	1,138,650
YOY countrywide	8.4%	14.6%	6.1%	6.2%	11.5%	13.7%	14.4%	18.0%	4.8%	14.1%

Remark : Information as of 1st half of 2020

Source : The Data Center for Real Estate Information - Government Housing Bank

Residential projects waiting to be sold

The Data Center for Real Estate Information surveyed the residential projects waiting to be sold which means the project that has unsold units of more than 6 units with sales office remaining opened in the project including the projects launched by the National Housing Authority but excluding Eua Arthorn House Project.

The survey was divided into 2 rounds/year (1st half and 2nd half) and conducted in 26 provinces all over the country as the residential projects in those 26 provinces represented more than 90% of housing and condominium projects in the country as a whole.

The latest information from the survey in the 1st half of 2020 (January - June 2020) found that the 26 provinces had 3,952 projects waiting to be sold, down 2.1% from the 1st half of 2019 (YOY) which had 4,036 projects. Of this number, 3,036 projects or 76.8% were housing estate (1.0% declined compared to that of the prior period (YOY) and 916 projects or 23.2% were condominium projects (5.6% declined YOY) (See Chart 1).

Chart 1 No. of residential projects waiting to be sold in the 1st half of 2020



Source : The Data Center for Real Estate Information - Government Housing Bank

Total supply of units waiting to be sold in the first half of 2020 totaled 348,357 units with value of 1.55 trillion baht, representing the increase in the number of units and value of 3.4% and 13.0%, respectively, from the same period of the previous year (YOY). The total supply of housing estate increased 9.4% while condominiums total supply declined 5.8% due to the continuing decrease of new projects from the second half of 2019 to the first half of 2020 (see Table 5).

Table 5 Total supply of housing market in the 1st half of 2020

Type of housing	Total Supply					Value of Total Supply (MB)				
	2018-H1	2018-H2	2019-H1	2019-H2	2020-H1	2018-H1	2018-H2	2019-H1	2019-H2	2020-H1
Housing projects	184,220	199,737	204,145	219,554	223,291	752,597	830,808	840,892	888,090	977,813
YOY Housing projects			10.8%	9.9%	9.4%			11.7%	6.9%	16.3%
Condominiums	126,628	148,916	132,806	135,591	125,066	459,691	563,383	525,994	531,449	567,356
YOY condominiums			4.9%	-8.9%	-5.8%			14.4%	-5.7%	7.9%
Countrywide	310,848	348,663	336,951	355,145	348,357	1,212,288	1,394,191	1,366,886	1,419,539	1,545,169
YOY countrywide			8.4%	1.9%	3.4%			12.8%	1.8%	13.0%

Source : The Data Center for Real Estate Information - Government Housing Bank

The Data Center for Real Estate Information categorized provinces according to total supply value in the first half of 2020 into 3 groups as follows:

Group 1 Group of large provinces (with total supply value of more than 100,000 million baht) consists of 5 provinces i.e. **Bangkok, Chon Buri, Nonthaburi, Pratum Thani and Samut Prakan**, all of which are located in Bangkok and perimeter except for Chon Buri, the only province included in EEC group. Such large province group had total supply of 1.18 trillion baht with proportion of 76.1% of overall value (i.e. housing estate 43.8% and condominiums 32.4% of overall value) with total units of 241,779 units or 69.4% of total units. There were a total of 2,094 projects. It can be seen that up to 88% was the development of condominiums in the 5 major provinces (valued at 500,369 million baht from the total of 567,356 million baht for the whole country).

Group 2 Group of medium provinces (with total supply value of 10,000-100,000 million baht) totaling 12 provinces i.e. Samut Sakon, Nakhon Phathom (Bangkok-perimeter), Chiang Mai, Chiang Rai (northern), Ayutthaya (central), Rayong, Chachoengsao (eastern), Nakhon Ratchasima, Khon Kaen (northeastern), Prachuap Khiri Khan (western), Phuket and Songkhla (southern). This group had total supply value of 311,326 million baht or 20.1% of overall value (divided into housing estate 16.4% and condominiums 3.7% of total value) with the total number of units of 89,051 or 25.6% of the total 1,411 projects.

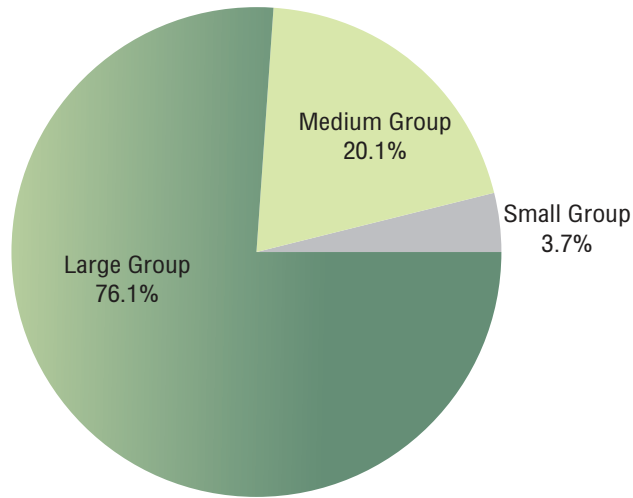
Group 3 Group of small provinces (with total supply value of below 10,000 million baht) totaling 9 provinces i.e. Phitsanulok, Tak (northern), Saraburi (central), Udon Thani, Ubon Ratchathani, Maha Sarakham (northeastern), Phetchaburi (western). Surat Thani and Nakhon Si Thammarat (southern): This group had total supply of 57,370 million baht or 3.7% compared to the overall value (divided into housing estate 3.1% and condominium 0.6% of overall value) with the total number of units of 17,527 or 5.0% of the total 447 projects (see table 6).

Table 6 Provincial groups classified by the value of total supply

Provincial group	Total supply value	Number of provinces	Number of projects	Proportion	Number of units	Proportion	Value (MB)	Proportion
Large Group	>100,000 MB	5	2,094	53.0%	241,779	69.4%	1,176,473	76.1%
Housing estate			1,426	36.1%	135,009	38.8%	676,103	43.8%
Condominium			668	16.9%	106,770	30.6%	500,369	32.4%
Medium Group	10,000-100,000 MB	12	1,411	35.7%	89,051	25.6%	311,326	20.1%
Housing estate			1,210	30.6%	73,913	21.2%	253,498	16.4%
Condominium			201	5.1%	15,138	4.3%	57,829	3.7%
Small Group	<10,000 MB	9	447	11.3%	17,527	5.0%	57,370	3.7%
Housing estate			400	10.1%	14,369	4.1%	48,212	3.1%
Condominium			47	1.2%	3,158	0.9%	9,158	0.6%
For the whole country		26	3,952	100.0%	348,357	100.0%	1,545,169	100.0%
Housing estate			3,036	76.8%	223,291	64.1%	977,813	63.3%
Condominium			916	23.2%	125,066	35.9%	557,356	36.7%

Source : The Data Center for Real Estate Information - Government Housing Bank

Chart 2 Proportion of total supply categorized by provincial group



New Supply

New supply in 26 provinces for the whole country in the first half of 2020 (January - June 2020) totaled 43,817 units worth 189,407 million baht, dropping in volume and value by 35.8% and 36.4%, respectively. Of this number, housing estate totaled 27,592 units valued at 127,415 million baht, dropping in volume and value by 15.9% and 10.6%, respectively, from the same period of the previous year (YOY). Condominiums new supply totaled 16,225 units valued at 1,992 million baht, dropping in volume and value by 54.2% and 60.0%, respectively.

New supply for housing estate in the first half of 2020 for the whole country was concentrated in the price range of 1.00 - 3.00 million baht at the proportion of 31.5% compared to the total new supply followed by the price range of 3.00 - 5.00 million baht at 18.4%. And when compared to the similar period in 2019 (YOY) every price level was lower than the first half of 2019. Note that at price below 1 million baht there was almost no new supply coming into the market.

New supply for condominium in the first half of 2020 for the whole country was concentrated in the price range of 1.00 - 3.00 million baht at the proportion of 22.3% compared to the total new supply. However, this price range recorded lower sales by 27.8% compared to the prior year. For the price 3.0 million baht and higher, the decline was more than half compared to the same period of the prior year i.e. first half of 2019.

Meanwhile, residential unit at price less than 1 million baht enjoying the government’s incentive measures such as reduction of transfer fee and mortgage fee; witnessed sales increase of 56.4% YoY the majority of which were condominiums but only representing 4.9% of the total supply and most of the sales were concentrated in 5 large provinces (see Table 7).

Table 7 New supply of residential units for the whole country categorized by price

Price range	New supply		Value of new supply		Proportion 2020-H1		YoY 2020-H1	
	2019-H1	2020-H1	2019-H1	2020-H1	Unit	Value	Unit	Value
Housing estate	32,799	27,592	142,590	127,415	63.0%	67.3%	-15.9%	-10.6%
≤ 1.00 MB	279	80	302	89	0.2%	0.05%	-71.3%	-70.5%
1.01 - 3.00 MB	17,583	13,789	38,388	32,438	31.5%	17.1%	-21.6%	-15.5%
3.01 - 5.00 MB	8,487	8,058	34,564	31,994	18.4%	16.9%	-5.1%	-7.4%
5.01 - 10.00 MB	4,234	4,090	26,939	30,104	9.3%	15.9%	-3.4%	11.8%
> 10.00 MB	2,216	1,575	42,398	32,791	3.6%	17.3%	-28.9%	-22.7%
Condominium	35,399	16,225	155,078	61,992	37.0%	32.7%	-54.2%	-60.0%
≤ 1.00 MB	1,148	2,152	1,106	1,980	4.9%	1.0%	87.5%	79.1%
1.01 - 3.00 MB	13,739	9,918	37,789	21,264	22.6%	11.2%	-27.8%	-43.7%
3.01 - 5.00 MB	11,503	2,242	48,045	8,824	5.1%	4.7%	-80.5%	-81.6%
5.01 - 10.00 MB	6,295	935	40,519	6,741	2.1%	3.6%	-85.1%	-83.4%
> 10.00 MB	2,714	978	27,619	23,182	2.2%	12.2%	-64.0%	-16.1%
Table for the country	68,198	43,817	297,668	189,407	100.0%	100.0%	-35.8%	-36.4%
≤ 1.00 MB	1,427	2,232	1,408	2,069	5.1%	1.1%	56.4%	47.0%
1.01 - 3.00 MB	31,322	23,707	76,177	53,702	54.1%	28.4%	-24.3%	-29.5%
3.01 - 5.00 MB	19,990	10,300	82,609	40,817	23.5%	21.6%	-48.5%	-50.6%
5.01 - 10.00 MB	10,529	5,025	67,458	36,846	11.5%	19.5%	-52.3%	-45.4%
> 10.00 MB	4,930	2,553	70,016	55,973	5.8%	29.6%	-48.2%	-20.1%

Source : The Data Center for Real Estate Information - Government Housing Bank

Newly sold units (Demand)

The number of sold units in the 26 provinces in the first half of 2020, which indicated demand of the residential market, totaled 53,492 units valued at 229,225 million baht, both the volume and value declined by 19.7% and 15.0%, respectively, compared to the prior year (YOY). The decline was basically due to lower condominiums sales attributable to the absence of investors and foreign buyers (COVID-19). New condominium sold totaled 17,996 units valued at 72,616 million baht, dropping in volume and value by 48.4% and 48.0%, respectively, compared to the same period of the prior year. However, housing estates saw sales of 35,496 units valued at 156,609 million baht, increasing both in terms of volume and value by 11.9% and 20.4%, respectively, from those of the prior year. Most of the sales of housing estate were in the price range of 1.00 - 3.00 million baht (33.9% of overall housing estate sales) due to receiving a boost from the government’s incentives in the form of reduction of transfer and mortgage fees. Housing estate in the price range of 3.01 - 5.00 million baht was the second most popular at 20.6% of the total unit sold. It can be seen that housing estate of all price ranges for the whole country recorded higher sales compared to the prior year with the exception of housing estate at price below 1 million baht which was negligible and it is worth noticing that housing estate at the price greater than 10 million baht recorded sales in terms of volume and value higher by 22.1% and 39.0% even in absence of any government’s incentive but receiving a boost from the developer by way of sales promotions/incentives especially sales discounts.

Condominium sales in the first half of 2020 at the price range of 1.00 - 3.00 million baht was the most popular compared to other price range, similarly to housing estate, at 20.7% of all condominium sales. The second most popular was in the price range of 3.01 - 5.00 million baht at 6.8%. Sales of condominium at price below 1 million baht which also received government incentive similarly to those in the price range of 1.00 - 3.00 million baht but recorded only 1.4% of the total units sold. This indicates that the lower income group was impacted by the economic hardship and most loan requests were rejected so these units were required to be put on sales many times (see Table 8).

Table 8 Resell of residential units for the whole country categorized by price

Price range	Resold		Resold value		Proportion 2020-H1		YoY 2020-H1	
	2019-H1	2020-H1	2019-H1	2020-H1	Unit	Value	Unit	Value
Housing estate	31,722	35,496	130,117	156,609	66.4%	68.3%	11.9%	20.4%
≤ 1.00 MB	145	94	156	100	0.2%	0.0%	-35.2%	-35.6%
1.01 - 3.00 MB	16,268	18,157	37,923	43,349	33.9%	18.9%	11.6%	14.3%
3.01 - 5.00 MB	9,511	10,998	37,859	44,670	20.6%	19.5%	15.6%	18.0%
5.01 - 10.00 MB	4,405	4,546	28,059	32,184	8.5%	14.0%	3.2%	14.7%
> 10.00 MB	1,393	1,701	26,120	36,306	3.2%	15.8%	22.1%	39.0%
Condominium	34,904	17,996	139,562	72,616	33.6%	31.7%	-48.4%	-48.0%
≤ 1.00 MB	1,290	739	1,361	699	1.4%	0.3%	-42.7%	-48.7%
1.01 - 3.00 MB	16,482	11,047	40,452	25,316	20.7%	11.0%	-33.0%	-37.4%
3.01 - 5.00 MB	9,527	3,641	39,245	14,926	6.8%	6.5%	-61.8%	-62.0%
5.01 - 10.00 MB	5,600	1,826	34,663	13,122	3.4%	5.7%	-67.4%	-62.1%
> 10.00 MB	2,005	743	23,840	18,554	1.4%	8.1%	-62.9%	-22.2%
Table for the country	66,626	53,492	269,679	229,225	100.0%	100.0%	-19.7%	-15.0%
≤ 1.00 MB	1,435	833	1,517	799	1.6%	0.3%	-42.0%	-47.4%
1.01 - 3.00 MB	32,750	29,204	78,375	68,665	54.6%	30.0%	-10.8%	-12.4%
3.01 - 5.00 MB	19,038	14,639	77,104	59,596	27.4%	26.0%	-23.1%	-22.7%
5.01 - 10.00 MB	10,005	6,372	62,723	45,306	11.9%	19.8%	-36.3%	-27.8%
> 10.00 MB	3,398	2,444	49,960	54,860	4.6%	23.9%	-28.1%	9.8%

Source : The Data Center for Real Estate Information - Government Housing Bank

Unsold unit as of the first half of 2020

The unsold units for the whole country as of the first half of 2020 totaled 294,865 units valued at 1.32 trillion baht, increasing in volume and value by 9.7% and 19.9%, respectively, compared to the same period of the prior year in which there were 270,325 unsold units worth 1.1 trillion baht. The price range of 1.00 - 3.00 million baht had the largest number of unsold units of 145,563 or 49.4% of total unsold units and worth 343,837 million baht or 26.1% of the total unsold value. Next was the price range of 3.01 - 5.00 million baht at 87,847 units and worth 359,870 million baht, increasing in volume and value by 10.3% and 13.9%, respectively. It can be seen that these two price range represented 79.2% of the total number of unsold units and 53.4% in terms of value (of unsold units).

Even though the sales of new housing estate had increased but the unsold units also increased compared to the same period of the prior year. The unsold units totaled 187,795 units worth 821,204 million baht, an increase of 8.9% and 15.5%, respectively. The housing estate with the price range of 5.01 - 10.00 million baht recorded increased sales by 12.0% and 21.8% in terms of volume and value respectively and most were located in the 5 largest provinces, also experienced higher unsold units at all price ranges. Medium size province saw housing estates recording unsold units for price range lower than 5.00 million baht whereas small provinces recorded higher number of unsold housing estates for the price below 3.0 million baht.

Unsold units for condominiums in the first half of 2020 for the whole country totaled 107,070 units valued at 494,740 million baht, an increase of 9.4% and 28.0%, respectively. The units in the price range of 3.01 - 5.00 million baht saw the highest increase of 13.1% and 15.8%, respectively. The 5 largest provinces witnessed higher number of unsold units in all price ranges i.e. 14.2% and 35.7% in terms of volume and value, respectively, compared to the prior year whereas the medium and small provinces recorded lower unsold units (see Table 9).

Table 9 Unsold residential units for the whole country categorized by price

Price range	Unsold Units		Value of Unsold Units Croportion 2020-H1				YoY 2020-H1	
	2019-H1	2020-H1	2019-H1	2020-H1	Unit	Value	Unit	Value
Housing estate	172,423	187,795	710,776	821,204	63.7%	62.4%	8.9%	15.5%
≤ 1.00 MB	591	610	635	630	0.2%	0.0%	3.2%	-0.8%
1.01 - 3.00 MB	87,518	94,884	201,034	225,599	32.2%	17.1%	8.4%	12.2%
3.01 - 5.00 MB	54,314	59,148	212,261	239,679	20.1%	18.2%	8.9%	12.9%
5.01 - 10.00 MB	22,248	24,918	141,516	172,376	8.5%	13.1%	12.0%	21.8%
> 10.00 MB	7,752	8,235	155,330	182,921	2.8%	13.9%	6.2%	17.8%
Condominium	97,902	107,070	386,432	494,740	36.3%	37.6%	9.4%	28.0%
≤ 1.00 MB	5,787	6,255	5,300	5,300	2.1%	0.4%	8.1%	0.0%
1.01 - 3.00 MB	45,657	50,679	110,323	118,238	17.2%	9.0%	11.0%	7.2%
3.01 - 5.00 MB	25,365	28,699	103,808	120,191	9.7%	9.1%	13.1%	15.8%
5.01 - 10.00 MB	15,441	15,728	95,051	111,199	5.3%	8.5%	1.9%	17.0%
> 10.00 MB	5,652	5,709	71,950	139,810	1.9%	10.6%	1.0%	94.3%
Whole country	270,325	294,865	1,097,208	1,315,944	100.0%	100.0%	9.1%	19.9%
≤ 1.00 MB	6,378	6,865	5,934	5,930	2.3%	0.5%	7.6%	-0.1%
1.01 - 3.00 MB	133,175	145,563	311,358	343,837	49.4%	26.1%	9.3%	10.4%
3.01 - 5.00 MB	79,679	87,847	316,069	359,870	29.8%	27.3%	10.3%	13.9%
5.01 - 10.00 MB	37,689	40,646	236,567	283,576	13.8%	21.5%	7.8%	19.9%
> 10.00 MB	13,404	13,944	227,280	322,731	4.7%	24.5%	4.0%	42.0%

Source : The Data Center for Real Estate Information - Government Housing Bank

Absorption Rate

The absorption rate for residential units of the 26 provinces around the country in the first half of 2020 was 2.6% per month, down from 3.3% of the same period in 2019. The housing estate had absorption rate of 2.6%, the same as that of the same period of the prior year but condominium's absorption rate was reduced significantly, from 4.4% to 2.4% from much lower uptake by buyers and higher number of unsold units.

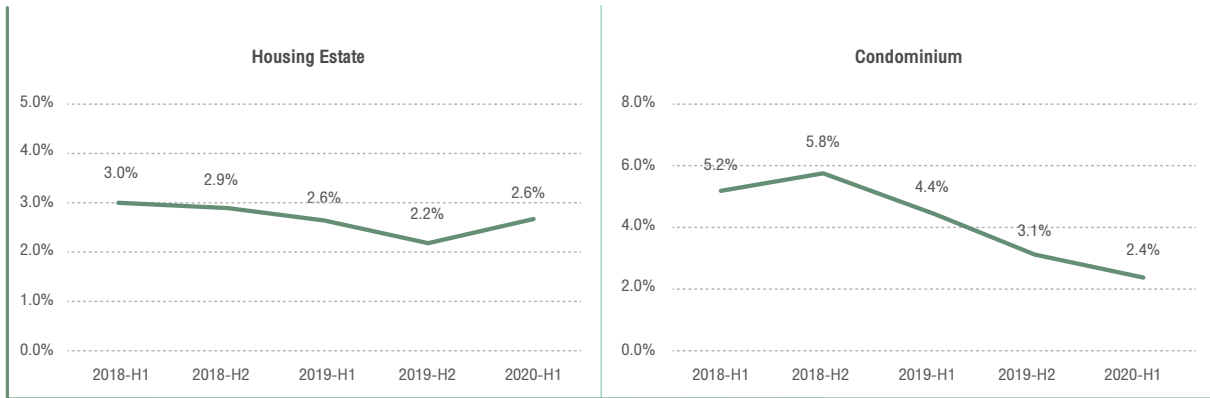
The housing estate experienced higher absorption rate in all price ranges except for the price lower than 1.00 million baht and 5.01 - 10.00 million baht whereas condominium recorded lower absorption rate in all price ranges (see Table 10 and Chart 3-4).

Table 10 Absorption rate for the whole country categorized by price range

Price range	Absorption Rate					
	2018-H1	2018-H2	2019-H1	2019-H2	2020-H1	YoY
Housing estate	3.0%	2.9%	2.6%	2.2%	2.6%	0.1%
≤ 1.00 MB	2.9%	2.3%	3.3%	4.5%	2.2%	-1.1%
1.01 - 3.00 MB	3.1%	2.9%	2.6%	2.4%	2.7%	0.1%
3.01 - 5.00 MB	2.8%	2.8%	2.5%	1.9%	2.6%	0.1%
5.01 - 10.00 MB	3.2%	3.0%	2.8%	2.2%	2.6%	-0.2%
> 10.00 MB	3.1%	2.5%	2.5%	1.5%	2.9%	0.3%
Condominium	5.2%	5.8%	4.4%	3.1%	2.4%	-2.0%
≤ 1.00 MB	2.3%	8.8%	3.0%	1.0%	1.8%	-1.3%
1.01 - 3.00 MB	4.9%	5.4%	4.4%	3.5%	3.0%	-1.4%
3.01 - 5.00 MB	5.8%	5.4%	4.6%	2.9%	1.9%	-2.7%
5.01 - 10.00 MB	6.0%	6.0%	4.4%	2.8%	1.7%	-2.7%
> 10.00 MB	5.9%	5.7%	4.4%	2.5%	1.9%	-2.4%
Whole country	3.9%	4.1%	3.3%	2.5%	2.6%	-0.7%
≤ 1.00 MB	2.4%	8.5%	3.1%	1.5%	1.8%	-1.3%
1.01 - 3.00 MB	3.9%	3.9%	3.3%	2.8%	2.8%	-0.5%
3.01 - 5.00 MB	3.8%	3.7%	3.2%	2.3%	2.4%	-0.8%
5.01 - 10.00 MB	4.3%	4.4%	3.5%	2.5%	2.3%	-1.2%
> 10.00 MB	4.3%	4.1%	3.4%	1.9%	2.5%	-0.9%

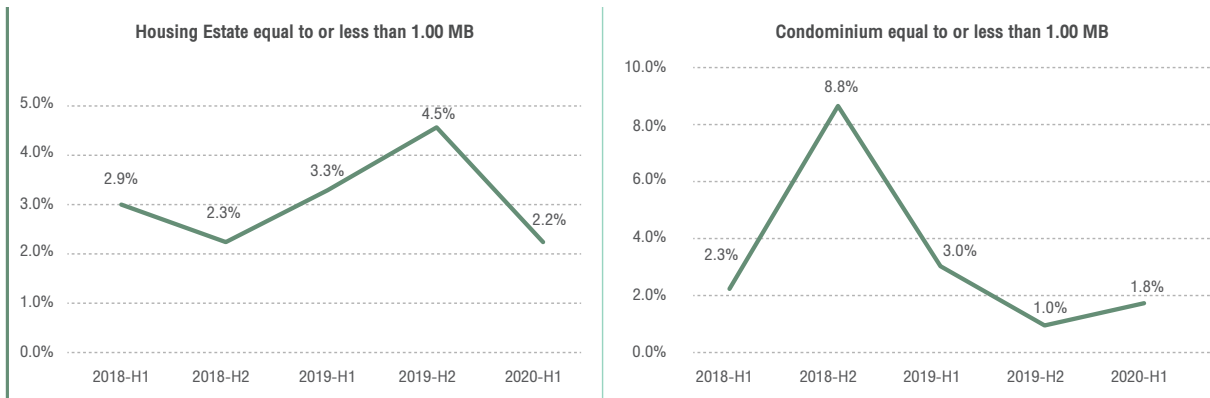
Source : The Data Center for Real Estate Information - Government Housing Bank

Chart 3 Absorption rate for the whole country

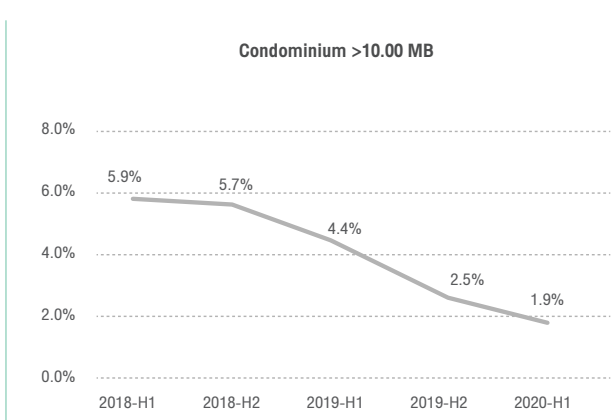
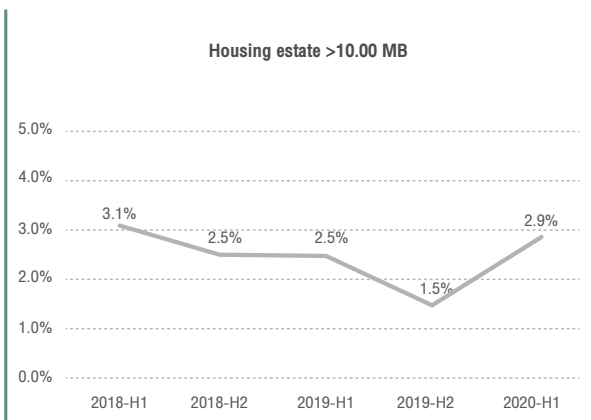
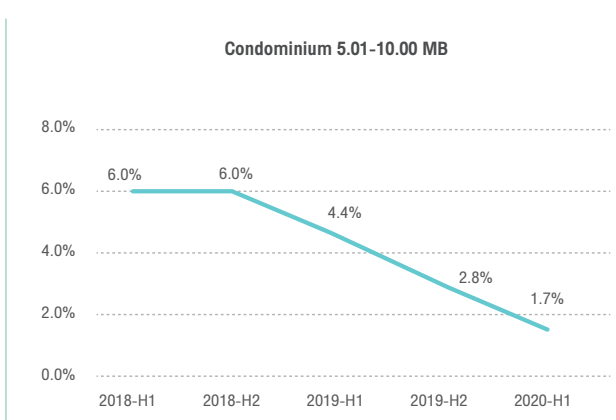
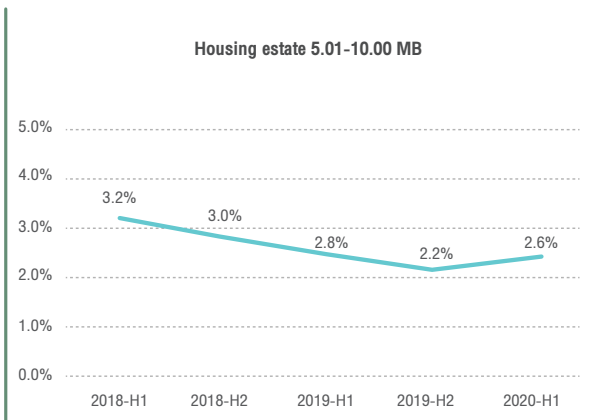
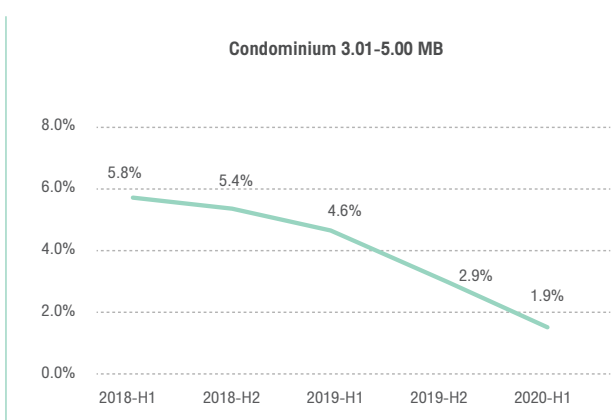
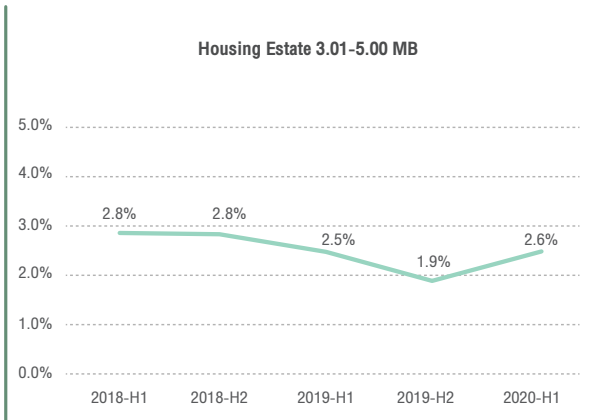
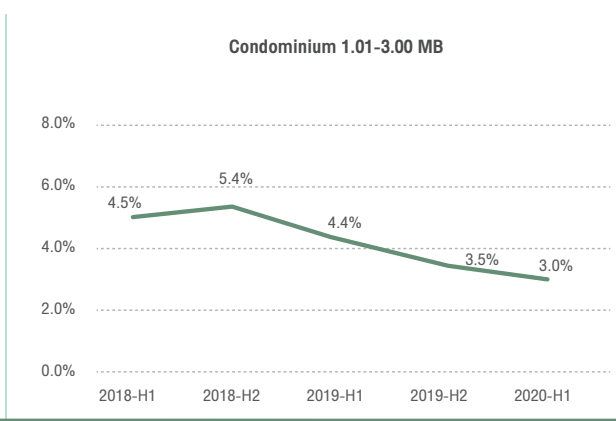
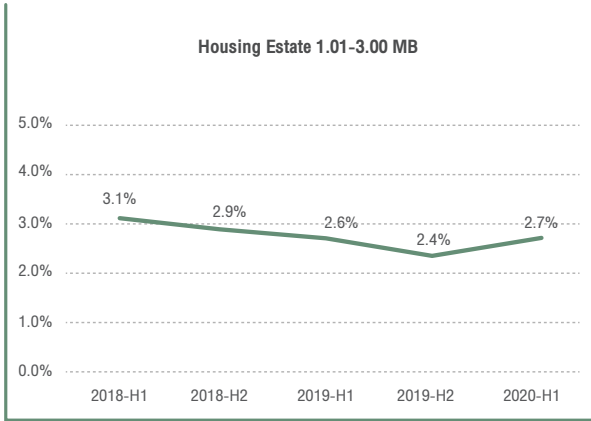


Source : The Data Center for Real Estate Information - Government Housing Bank

Chart 4 Absorption rate for the whole country categorized by price range



Source : The Data Center for Real Estate Information - Government Housing Bank



Source : The Data Center for Real Estate Information - Government Housing Bank

Analyzed by : Chantawon. U / <https://thinkofliving.com>

Risk Factors



In 2020, the Risk Management Working Group has determined the risk management plan and has continuously conducted the assessment of risks divided into 4 aspects in order to correct and prevent potential risks in a precise, clear and concrete manner. The work performances of the Risk Management Working Group have been followed up and reported to the Board of Directors on a quarterly basis, with the following details:

1. Strategic Risks

1.1 Growth Strategies

The business of real property is a business of high competition between the existing and new entrepreneurs, including entrepreneurs with foreign joint venture partners. As a result, the competition became more intense. In case, the Company failed to seek new strategies or clear guidelines for improvement and development, the Company might not be able to compete in the markets. Therefore, the Management has clearly determined its roadmap in order to achieve the prescribed goals and has also provided the business management

process which can measure the progress. Moreover, the Management has recruited expert personnel to assume their responsibilities in accordance with the Company's requirements, and has properly managed its portfolio to meet the market demands; whereas, the Company's goods shall be categorized into 4 groups, as follows: 1. Mass production goods; 2. Premium goods; 3. Condominiums and 4. Economy goods

1.2 New Patterns of Business Operation

At present, people's lifestyles have changed and more technologies have been used to meet demands of new generations of customers. Therefore, the Company has created new patterns of marketing for widespread brand recognition among its customers and has also created its website and online media and printed materials to access all groups of customers.

The Company has also analyzed its markets and expanded its projects to new locations and created models of goods to meet demands and lifestyles of new generations of customers.

The Company has also adjusted its strategies of sale and transfer of ownership to be in accordance with lifestyles of new generations of customers and for more accessibility to its sale.

2. Management Risks

2.1 Construction Management

According to the economic slowdown and the Government's measures and policies continuously issued, the Company needed to monitor the sock ratios and to have adequate goods to the rates of sale and transfer of ownership but at the same time it shall not cause excessive burdens on the Company's expenses.

2.2 Expense Management

During the economic slowdown, the expense control is necessary. Therefore, the Company has planned to cut down its unnecessary expenses by providing clear budget of each unit and reviewing expenses in every 6 months in order to prevent excessive spending of budgets and to appoint work groups to improve the criteria for payment of compensations such as sales commission, compensation for transfer of ownership to be in accordance with the current business operation of the Company.

2.3 Personnel Resources Management

To become a leader in real property trading, the Company needed to give its importance to the development of personnel's potentials as from processes of selection of quality personnel and continuous development of existing personnel with clear and fair performance appraisal in order to clearly identify potentials of existing personnel. Therefore, the Company conducted the performance appraisal by using KPI (Key Performance Indicator) and competency as tools of measuring as from the managerial to operational levels.

The Company has organized training to improve group and individual skills for employees, and has made the manpower plan and has adjusted new structure charts. Moreover, the Company also has its manpower succession and replacement plan for retiring personnel by means of internal and external recruitment.

2.4 Information and Technology System

At present, business competition in terms of innovation and technology is important and being regarded as an alternative of customers.

Therefore, the Company has provided modern tools and innovative alliances to increase channels for business competition and has used the IT system to increase the rapidness of works and to be used as tools for development of work efficiency, and has also provided the data safety protection system as from the processing, storage, follow-up and reservation of data to prevent critical incidents and treats from external attacks such as computer viruses, hackers, etc., including preparation of software and licenses correctly and completely in accordance with the rules of business operation in a transparent and fair manner.

3. Financial Risks

3.1 Financial Management

In the real property business management, high costs of investments are needed for implementation of new projects in the future. Moreover, unfavorable economic condition has prevented the Company from its regular income recognition. Therefore, the Company must be aware of its investment and management of liquidity by generating more incomes from new businesses and optimal management of existing property and supplying sources of reserved capital and financial alliances, and must also seek financial tools as secondary plan to prevent the potential lack of the Company's liquidity.

However, the Company has its good relationship and trusts from several financial institutions to give continuous support of loans, including direct loans to the Company and loans given to project customers of the Company.

4. Governance and Legal Risks

4.1 Terms and conditions of laws governing business operation

As the real property business has improved and revised the rules and regulations regularly so that the Company would be able to take actions without restrictions on legal conditions. Therefore, the Company has assigned the related parties to follow up movement of organizations or units relating to the legal supervision of the real property business on a regular basis in order to receive information on the adjustment of rules which may have impacts on its business operation.

In addition, the Company shall audit the legal restrictions and regulations of related local agencies before constructing new agents at each time in order to prevent potential risks.

Shareholder and Management Structure

Capital Structure

Equity

As of December 30, 2020, the Company has registered capital of THB 1,245,284,305 divided into 1,245,284,305 common shares with a par value of THB 1 per share. The paid-up capital was THB 1,245,283,691 representing 1,245,283,691 common shares with a par value of THB 1 each

Major Shareholders as of December 30, 2020

No.	Shareholders' Name		Number of Shares	% to Paid up Share Capital
1	NCH 2555 Holding Co., Ltd.		635,094,995	51.00%
2	Mrs.Sunee	Tanthathoedtham	44,024,190	3.54%
3	Ms.Hataichanok	Jeadsadarangoon	40,930,385	3.29%
4	Mr.Somnuek	Tanthathoedtham	29,610,000	2.38%
5	Mr.Sujin	Tanthathoedtham	27,962,025	2.25%
6	Mr.Prasit	Tanthathoedtham	27,378,035	2.20%
7	Mr.Somchao	Tanthathoedtham	23,412,690	1.88%
8	Ms.Rattana	Tanthathoedtham	17,130,960	1.38%
9	Ms.Amporn	Tanthathoedtham	17,130,960	1.38%
10	Mrs.Nongluck	Tanthathoedtham	13,981,590	1.12%
11	Mrs.Somporn	Decharin	13,980,960	1.12%
12	Mrs.Somsong	Lawanprasert	13,980,960	1.12%
13	Mrs.Sataporn	Pitakteeratum	13,980,960	1.12%
14	Mr.Nattawit	Tanthathoedtham	9,057,825	0.73%
15	Mr.Nattawut	Tanthathoedtham	9,057,825	0.73%
16	Mr.Pakaphol	Terakulvanich	3,538,290	0.28%
17	Ms.Natchaya	Tanthathoedtham	2,708,490	0.22%
18	Mr.Atip	Lawanprasert	1,963,290	0.16%
19	Mr.Chawin	Pitakteeratum	1,963,290	0.16%
20	Ms.Arisa	Tanthathoedtham	1,963,290	0.16%
21	Ms.Napasorn	Tanthathoedtham	1,963,290	0.16%
22	Mr.Alek	Lawanprasert	1,963,290	0.16%

No.	Shareholders' Name		Number of Shares	% to Paid up Share Capital
23	Ms.Chanakarn	Pitakteeratam	1,963,290	0.16%
24	Ms.Nudchanard	Tanthathoedtham	1,963,290	0.16%
25	Ms.Suporn	Decharin	1,438,290	0.12%
26	Mr.Aukrit	Tanthathoedtham	1,438,290	0.12%
27	Ms.Papit	Decharin	1,438,290	0.12%
28	Ms.Chutima	Tanthathoedtham	1,438,290	0.12%
29	Ms.Pattama	Tanthathoedtham	1,438,290	0.12%
30	Ms.Paporn	Decharin	1,438,290	0.12%
31	Mr.Suwan	Decharin	6,732	0.00%
32	Mr.Somchao, Mr.Sujin, Mr.Prasit and Mr.Somnuek Tanthathoedtham		864	0.00%
33	Mr.Pasakorn	Jeadsadaranggool	150	0.00%
34	Ms.Santhida	Decharin	105	0.00%
Tanthathoedtham Family			965,730,051	77.52%
35	Sabina Public Company Limited		52,500,000	4.22%
36	Thai NVDR Company Limited		43,642,385	3.50%
37	Ms.Benjamas	Nanthawirawat	16,257,170	1.31%
38	Mr.Kampanart	Preechatangkit	13,045,800	1.05%
39	Ms.Atcharaphan	TechaAramwong	7,147,800	0.57%
40	Mr.Kittipon	Tuontong	7,021,980	0.56%
41	Mr.Pusit	Jittilaorwong	4,323,000	0.35%
42	Mrs.Ratree	Kijsathan	3,885,000	0.31%
43	Mr.Amorn	Sertson	3,150,000	0.25%
44	Mr.Kuekul	Siriavarana	3,102,000	0.25%
45	Others		279,941,930	22.48%
Total			1,245,283,691	100.00%

Source : Thailand Securities Depository Company Limited

- Note :**
- Shareholders ranked 1-34 are members of the Tanthathoedtham Family who hold a total of 965,341,761 shares accounting for 77.52% of the Company's paid up shares capital
 - Mr.Viroj Thanalongkorn, majority shareholder of the Sabina Public Company Limited holding 46.38% of the Company's total paid - up shares as of August 27, 2020
 - Investors are able to access to information on current shareholders via the Company's website www.ncgroup.co.th

No.	Name	Position	No. of Shares As at 1 January 2020			Changes in No. of Shares Increased/Decreased during 2020			No. of Shares As at 31 December 2020			Shareholding (%) As at 31 December 2020	
			Direct	Indirect	Total	Month	Direct	Indirect	Direct	Indirect	Total	Direct	Indirect
11	Mr.Thamrong Plookjitrasom	Assistant Managing Director	-	-	-	-	-	-	-	-	-	-	-
12	Mr.Boonchai Rojpanich	Vice President, Sales Management Department	-	-	-	-	-	-	-	-	-	-	-
13	Mrs.Nametch Tantawiriya	Vice President, Human Resource Department	-	-	-	-	-	-	-	-	-	-	-
14	Ms.Sumanee Boonsarana	Vice President, Accounting Department	-	-	-	-	-	-	-	-	-	-	-
15	Mrs.Ajchara Kingsai	Vice President, Property Ownership Transfer Department	2,677	-	2,677	-	-	-	-	2,677	-	0.0002	-
16	Mr.Sanit Leejunthuek	Vice President, Construction Department	-	-	-	-	-	-	-	-	-	-	-
17	Mrs.Nongluk Tanthathoedtham	Vice President, Office of The President	13,981,590	3,538,290	17,519,880	-	-	-	-	13,981,590	3,538,290	17,519,880	1.12 0.28
18	Mr.Jessada Lukkipiniskul	Vice President, Marketing Department	-	-	-	-	-	-	-	-	-	-	-
19	Mr.Prapat Vatcharonurek	Vice President, Business Development Department	-	-	-	-	-	-	-	-	-	-	-
20	Ms.Kamonwan Sawadchai	Manager, Accounting Department	-	-	-	-	-	-	-	-	-	-	-
21	Mr.Walatchanat Rujidasirisakul	Manager, Finance Department	336,420	-	336,420	-	-	-	-	336,420	-	336,420	0.03
22	Ms.Sureeporn Sangthongpradit	Manager, Accounting Department	-	-	-	-	-	-	-	-	-	-	-

Remarks : 1. indirect securities held, its mean securities held by a spouse and / or children under the legal age of directors or executive officers.

2. Shareholding information at the latest book closing date on December 30, 2020

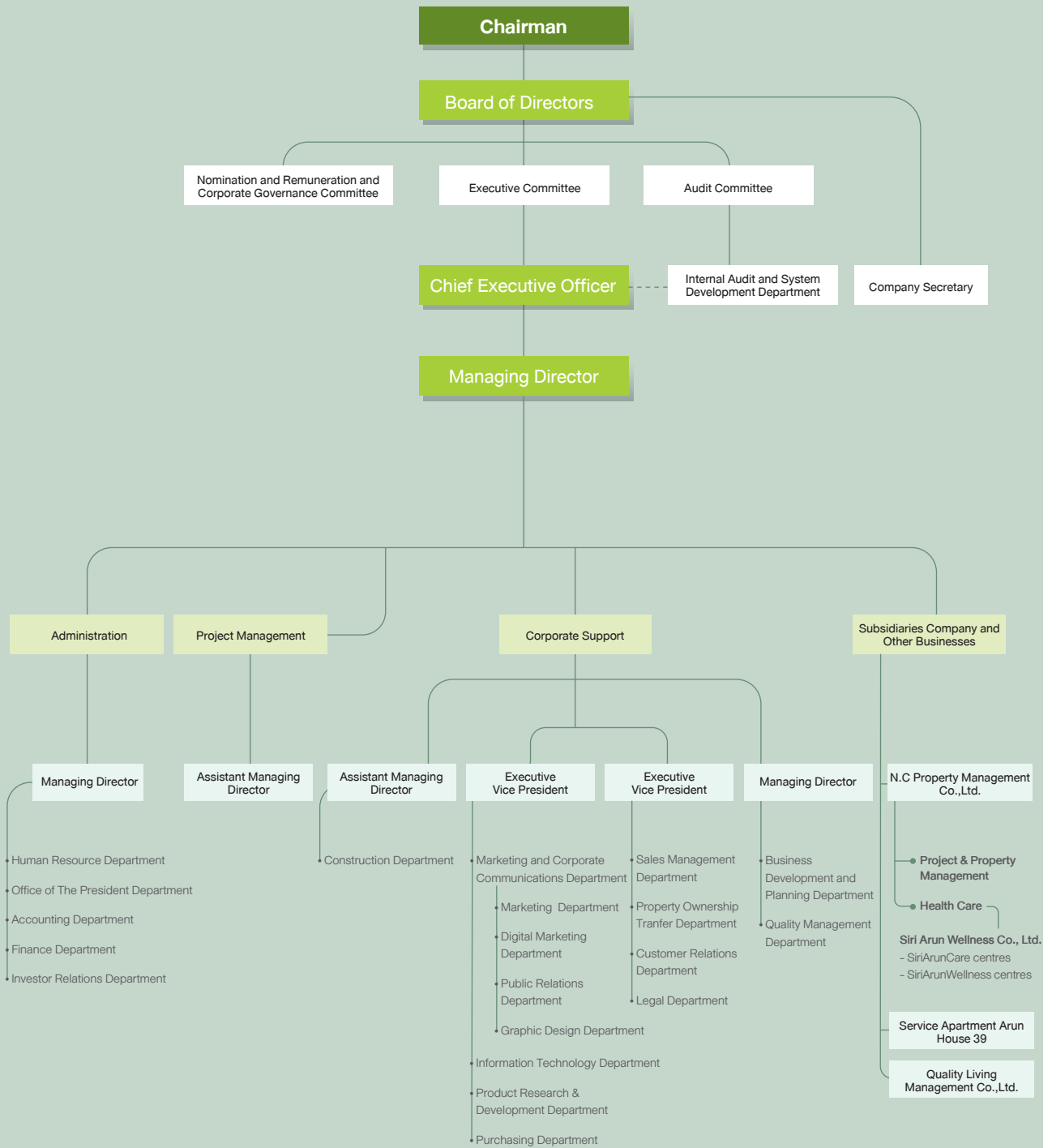
3.* Has passed away resulting in the end of the directorships and other positions on April 29, 2020 onward. In addition, The Company has appointed Mr.Walatchanat Rujidasirisakul to act as Chief Financial Officer (CFO)

Dividend Payment Policy

The Company has a policy to pay dividend of not less than 40% of its consolidated net profit after tax and legal reserves. Factors to be considered when paying dividend are operational performance, financial status, liquidity, business expansion plans, and other matters related to management of the Company given that such operation must be beneficial to the Company as well as to its shareholders.

The Board of Directors of the Company's subsidiaries will consider a dividend payment based on ending cash status and investment plan. The Board of Directors will consider a dividend payment on a case by case basis with sufficient cash status.

Organization Structure



Management Structure

The Board of Directors

In 2020, the Company organizes total 6 meetings of Board of Directors. As at 31 December 2020, the Board of Directors comprising as follows:

1.	Mr. Trirat	Jarutach, Asst. Prof.	Chairman
2.	Mr. Pi boon	Limpraphat, Ph.D.	Director, Independent Director, Chairman of the Audit Committee, Chairman of the Nomination and Remuneration and CG Committee
3.	Mr. Vichan	Amornrojanavong	Director, Independent Director, Member of the Audit Committee and Member of the Nomination and Remuneration and CG Committee
4.	Mr. Vorakan	Dhepchalerm	Director, Independent Director, Member of the Audit Committee and Member of the Nomination and Remuneration and CG Committee
5.	Mr. Vikrom	Sripataks	Director, Independent Director
6.	Mr. Somchao	Tanthathoedtham	Director, Member of the Nomination and Remuneration and CG Committee and Chairman of the Executive Committee
7.	Mr. Somnuek	Tanthathoedtham	Director and Executive Director
8.	Mr. Wichian	Silapacharanan*	Director and Executive Director

Ms. Porn Tippa Cheewaruangroj serve as Company Secretary

- Remark :**
1. Mr. Somchao Tanthathoedtham and Mr. Somnuek Tanthathoedtham are members of the Tanthathoedtham Family, the majority shareholders holding 77.52% of the Company's total paid-up shares as at 30 December 2020.
 2. * Has passed away resulting in the end of the directorships and other positions on April 29, 2020 onward. In addition, The Company has appointed Mr. Walatchanat Rujidasirisakul to act as Chief Financial Officer (CFO)

Directors Authorized to Act on the Company's Behalf

The following Directors are eligible for filing affidavits as approved at the shareholders' meeting:

- (1) Co-signing of Mr. Somchao Tanthathoedtham and Mr. Somnuek Tanthathoedtham with the Company's official seal, or
- (2) Mr. Somchao Tanthathoedtham or Mr. Somnuek Tanthathoedtham co-signing with either Mr. Trirat Jarutach with the Company's official seal.

Board of Executive Directors

As at 31 December 2020, there were 4 members of the Executive Committee as follows:

1.	Mr. Somchao	Tanthathoedtham	Chairman
2.	Mr. Somnuek	Tanthathoedtham	Member
3.	Mr. Wichian	Silapacharanan*	Member
4.	Mr. Rungsarn	Nuntakawong	Member

Remark : * Has passed away resulting in the end of the directorships and other positions on April 29, 2020 onward.

Scope of Duties and Responsibilities of the Board of Executive Directors

- (1) To determine rule- and law-abiding policies, directions, strategy and business operations to parallel the business goals set by the Board of Directors.
- (2) To set the Company's organization structure and management authority, which include the nomination, employment, training and layoff of personnel, excluding the Chairman of the Board of Executive Directors and the Managing Director.
- (3) To consider and review the annual budget proposed by the Managing Director before presenting to the Board of Directors for approval.
- (4) To examine and monitor management's adherence to company policies to ensure maximum effectiveness.
- (5) To review and consider the business investment opportunities related to the core business or other businesses before presenting to the Board of Directors for approval.
- (6) To approve plans to obtain loans or advances from financial institutions for the running of normal business operations, for investments, purchasing of properties, land and construction and business operations for an amount not exceeding THB 500 million. If the transaction amount exceeds THB 500 million, it must be presented to the Board of Directors for approval.
- (7) To allocate funds for pension, bonuses or other compensations approved by the Board of Directors.
- (8) To perform other duties assigned by the Board of Directors.

The Board of Executive Directors may delegate financial authority for transactions to senior management as the Board deems appropriate.

Transactions that may have conflicts of interest require that the issue be reviewed as set forth in the Company's guidelines (in line with the regulations of the Company, and the Securities and Exchange Commission) prior to approval of such transactions, except for normal business transactions as clearly stated in the policies regarding connected transactions. The Executive Directors in the position that may lead to a conflict of interest does not have the authority to approve such transactions.

Management

As at 31 December 2020, the Management comprise of 17 persons as follows:

1.	Mr. Somchao	Tanthathoedtham	Chief Executive Officer
2.	Mr. Somnuek	Tanthathoedtham	Managing Director
3.	Mr. Wichian	Silapacharanan *	Executive Vice President (Administration)
4.	Mr. Rungsarn	Nuntakawong	Executive Vice President
5.	Mr. Warapong	Nilsiri	Executive Vice President
6.	Mr. Thamrong	Plookjitrasom	Assistant Managing Director
7.	Mrs. Nampetch	Tantawiriya	Vice President, Human Resource Department
8.	Ms. Sumanee	Boonsarana	Vice President, Accounting Department
9.	Mr. Boonchai	Rojpanich	Vice President, Sales Management Department
10.	Mrs. Ajchara	Kingsai	Vice President, Property Ownership Transfer Department
11.	Mr. Sanit	Leejunthuek	Vice President, Construction Department
12.	Ms. Nongluk	Tanthathoedtham	Vice President, Office of The President
13.	Mr. Jessada	Lukkipiniskul	Vice President, Marketing Department
14.	Mr. Prapat	Vatcharonurak	Vice President, Business Development Department
15.	Ms. Kamonwan	Sawadchai	Vice President, Accounting Department
16.	Mr. Walatchanat	Rujidasirisakul	Manager, Financial Department (Act as Chief Financial Officer (CFO))
17.	Ms. Sureeporn	Sangthongpradit	Manager, Accounting Department

Remark : * Has passed away resulting in the end of the directorships and other positions on April 29, 2020 onward. In addition, The Company has appointed Mr. Walatchanat Rujidasirisakul to act as Chief Financial Officer (CFO)

The company defines the company's management. Set more than the criteria set by the Stock Exchange of Thailand

Scope of Duties and Responsibilities of the Managing Director

- (1) To ensure that the Company's business operation is in line with the policies issued by the Board of Directors or the Board of Executive Directors, and to provide performance updates to both boards.
- (2) To prepare and review the annual budget prior to submitting to the Board of Directors for approval as well as to control the spending of each business unit.
- (3) To review and assess the Company's operating results and make necessary adjustments in operations to reflect internal and external conditions on a regular basis.
- (4) To establish business guidelines to ensure that the Company's operations are in line with the Boards strategy and goals set for management.

- (5) To control operating, selling and administrative expenses and approve business transactions including construction material procurement and investment expenditures to ensure the adherence to the budget approved by the Board of Directors or the Board of Executive Directors in the amount not exceeding THB 50 million per transaction. The Managing Director cannot alone approve any land purchase.
- (6) To review all transactions relating to the Company's assets and rights for which the Company may use to enter binding contracts with individuals, companies or financial institutions and to submit such transactions for review and approval by the Board of Executive Directors.
- (7) To review the Company's financial performance and to determine and submit for approval by the Board of Directors any interim or annual dividend.
- (8) To perform or execute any task or duty as assigned by the Board of Directors.

The Managing Director does not have any authority to approve any transactions in which the Managing Director and others may have conflicts of interest (in line with the regulations of the Company and the Securities and Exchange Commission) with the Company or the Company's subsidiaries, except for normal business transactions as clearly stated in the policies regarding connected transactions.

Company Secretary

The Board of Director passed a resolution to appoint Ms.Porntippa Cheewaruangroj to hold secretary office according to the meeting resolution of Board of Directors no.2/2017 on May 15, 2017, has acted as the company secretary since June 1, 2017 to oversee Board activities and assist the Board and the Company in complying with related laws and regulations and in promoting good corporate governance, to oversee the organization of shareholders and Board meetings in conformity with laws and the Company's Articles of Association and procedures, and to oversee the preparation and storage of meeting support documents and follow up to ensure compliance with the shareholders' and Board resolutions. The Company has defined the Secretary's role, duties and responsibilities in the Corporate Governance Policy Manual, as it envisions the importance and necessity of secretary role in the development of its corporate governance system. The Secretary can be reached at E-mail Address: porntippa.c@ncgroup.co.th, ir@ncgroup.co.th or phone number 02-993-5080-7 ext. 403

Required Qualifications and Experience for Company Secretary

1. Being knowledgeable in and having an understanding of the laws and regulations concerning the company and regulatory body in relation to the law on public limited companies and the law on securities and stock exchange; passing a training course on company secretary duty performance.
2. Being knowledgeable and having an understanding of good corporate governance and corporate governance best practices.

Company Secretary's scope of duties and responsibilities:

1. To produce and keep
 - Record of Directors.
 - Notice of Board of Directors meeting, minutes of Board of Directors meeting and company's annual report.
 - Notice and minutes of all shareholders' meeting.
2. To keep all interest or conflicts of interest report reported by directors or any members of management team.
3. To perform any other action as determined by Capital Markets Supervisory Board.

Tenure of each director

Name	Title	Board Representation	Term
1. Mr. Trirat Jarutach, Asst. Prof.	Chairman	27/11/2019 - Present	1
2. Mr. Piboon Limpraphat, Ph.D	Director	15/05/2007 - Present	6
3. Mr. Vichan Amornrojanavong	Director	27/04/2019 - Present	1
4. Mr. Vorakan Dhepchalerm	Director	27/04/2019 - Present	1
5. Mr. Vikrom Sriprataks	Director	18/07/2020 - Present	1
6. Mr. Somchao Tanthathoedtham	Director	27/11/2003 - Present	7
7. Mr. Somnuek Tanthathoedtham	Director	27/11/2003 - Present	7
8. Mr. Wichian Silapacharanan *	Director	27/11/2003 - 28/04/2020	8

Remark : * Has passed away resulting in the end of the directorships and other positions on April 29, 2020 onward. In addition, The Company has appointed Mr.Walatchanat Rujidasirisakul to act as Chief Financial Officer (CFO)

Meeting Attendance in 2020

Name	Title	Meetings Attendance/Total Meetings		
		Board of Directors	Audit Committee	Nomination and Remuneration and CG Committee
1. Mr. Trirat Jarutach, Asst. Prof.	Chairman	6/6	-	-
2. Mr. Piboon Limpraphat, Ph.D.	Director, Independent Director, Chairman of the Audit Committee, Chairman of the Nomination and Remuneration and CG Committee	6/6	5/5	3/3
3. Mr. Vichan Amornrojanavong	Director, Independent Director, Member of the Audit Committee and Member of the Nomination and Remuneration and CG Committee	6/6	5/5	3/3
4. Mr. Vorakan Dhepchalerm	Director, Independent Director, Member of the Audit Committee and Member of the Nomination and Remuneration and CG Committee	6/6	5/5	3/3
5. Mr. Vikrom Sriprataks	Director, Independent Director	3/3	-	-
6. Mr. Somchao Tanthathoedtham	Director, Member of the Nomination and Remuneration and CG Committee and Chairman of the Executive Committee	6/6	-	3/3
7. Mr. Somnuek Tanthathoedtham	Director and Executive Director	6/6	-	-
8. Mr. Wichian Silapacharanan *	Director and Executive Director	1/1	-	-

Remark : * Has passed away resulting in the end of the directorships and other positions on April 29, 2020 onward. In addition, The Company has appointed Mr.Walatchanat Rujidasirisakul to act as Chief Financial Officer (CFO)

Remuneration for Board of Directors and Managements

1. Monetary Remuneration

- Board of Directors' remuneration in 2020

Name	Title	Meeting Allowance (THB mb.)			Annual Retainer (THB mb.)	Total (THB mb.)
		Board of Directors (THB mb.)	Audit Committee (THB mb.)	Nomination and Remuneration and CG Committee (THB mb.)		
1. Mr. Trirat Jarutach, Asst. Prof.	Chairman	0.30	-	-	0.44	0.74
2. Mr. Pi boon Limpraphat, Ph.D.	Directors	0.12	0.15	0.09	0.20	0.56
3. Mr. Vichan Amornrojanavong	Directors	0.12	0.10	0.06	0.20	0.48
4. Mr. Vorakan Dhepchalerm	Directors	0.12	0.10	0.06	0.20	0.48
5. Mr. Vikrom Sriprataks	Directors	0.06	-	-	-	0.06
6. Mr. Somchao Tanthathoedtham	Directors	0.12	-	0.06	-	0.18
7. Mr. Somnuek Tanthathoedtham	Directors	0.12	-	-	-	0.12
8. Mr. Wichian Silapacharanan *	Directors	0.02	-	-	-	0.02
Total		0.98	0.35	0.27	1.04	2.64

Remarks: * Has passed away resulting in the end of the directorships and other positions on April 29, 2020 onward. In addition, The Company has appointed Mr.Walatchanat Rujidasirisakul to act as Chief Financial Officer (CFO)

Directors remuneration according to the resolution of 2020 Annual General Shareholders' Meeting, held on 24 April 2020 are as follow:

- Meeting allowance for the Board of Director
 - Chairman THB 50,000/meeting
 - Member THB 20,000/meeting
- Annual Retainer for the Board of Director
 - Chairman THB 440,000/year
 - Member -None-
- Meeting allowance for the Audit Committee
 - Chairman THB 30,000/meeting
 - Member THB 20,000/meeting
- Annual Retainer for the Audit Committee
 - Chairman THB 200,000/year
 - Member THB 200,000/person/year

- 5. Meeting allowance for the Nomination and Remuneration and CG Committee
 - Chairman THB 30,000/meeting
 - Member THB 20,000/meeting
- 6. Directors of subsidiaries' Remuneration - No -

• **Executive Directors and Management*Remuneration in 2020**

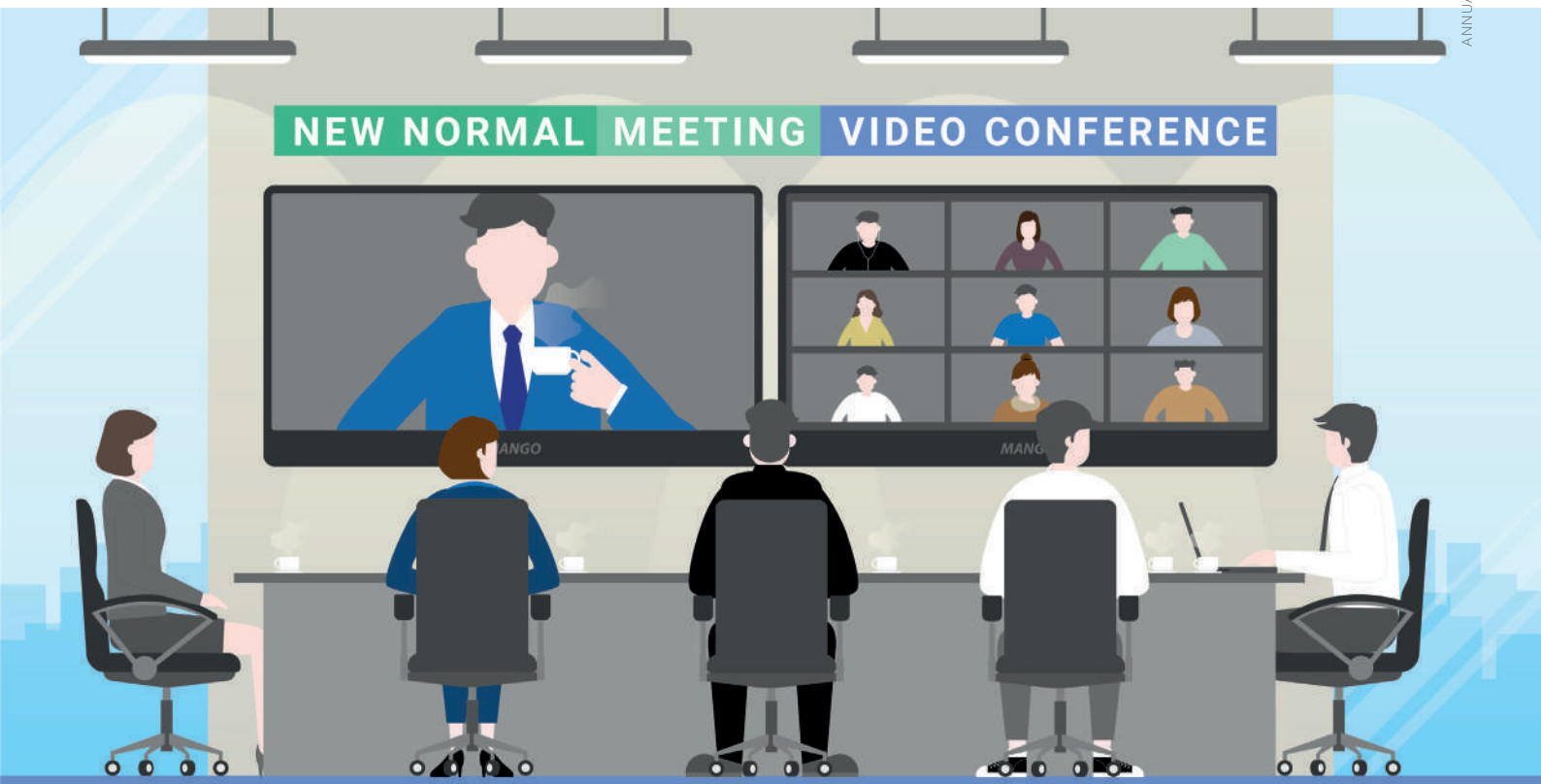
Items	2020		
	Number of Persons	Amount (THB mb.)	Type of Remuneration
Executive Directors and Management Remuneration (As Management Team)	17	55.95	- Salary - Bonus - Provident Fund

Note : * Management includes Chief Executive Officer, Managing Director, Senior Executive Vice President, Executive Vice President, Senior Vice President, Vice President, Accounting Manager and Finance Manager.

2. Other Types of Remuneration

- None -

Human Resources Development Policy



The company performs its business based on good governance and responsibility towards the society and the environment along with developing the capability of its employees in all aspects to ensure that they possess quality, morality, ethics, integrity, self-responsibility, the organization and the society. The company believes that developing an employee to become a good, capable and knowledgeable person will foster the organization to grow sustainably. In this connection, the company has adopted a policy to develop its human resource in various areas to support the company's business to be efficient and effective.

1) Policy to develop career plan

The company establishes the policy to develop career path for employees at every level, continuously, allowing them to progress in their field of work and to pursue their career goal and bring the competency to adapt for use in the organization both in core competency for all employees and managerial competency as well as functional competency e.g. sales segment, marketing segment, construction segment, product development etc. Additionally, there is analysis and planning as a guide to develop employee's capability individually.

2) Policy to develop talented employee under the program 'Talent & Career Management'

This is implemented via Individual Development Plan that includes monitoring the development periodically in order to develop an employee's capability to be ready to support the company's future growth.

3) Policy on training and development of human resource

The company realizes that human resource is valuable asset, an important driving force for the company's success and sustainable growth. The company thus develops the knowledge and capability of its human resource at every level continuously along with applying human resource management and development systems to various areas e.g. the Performance Management System(PMS) in order that all departments work towards the same direction consistent with that of the organization by considering:

1. Goal setting.
2. Planning.
3. Implementation along the duty and work plan.
4. Performance Appraisal.
5. Improvement of work process and continuous human resource development.

4) Managing COVID-19 situation and Work From Home Policy

COVID-19 pandemic is a major virus infection in Thailand brought about by overseas travelers who unknowingly spread the virus in the country. The Ministry of Public Health describes the situation as a dangerous contagion. Meanwhile, the company has prepared plans for business continuity in coping with the situation by setting up Business Continuity Plan: BCP Covid-19 Team and workforce substitute plan to backup employees at management level or in key positions who are quarantined or contracted the virus including specifying strict measures to prevent the spreading of such infectious disease as follows:

1. Instruct employees to strictly adhere to the recommendations by the Ministry of Public Health.
2. Cancel activities that require contact with external parties of more than 20 people.
3. Cancel meetings with external parties and switch to VDO conference or Zoom Meeting.
4. Prohibit employees from entering the areas where the government has declared to be risky, regardless of work-related or private matters.
5. Not allow visitors from outside to go upstairs of the Head Office without exception.
6. Require every department to upgrade the prevention standards as follows:
 - Screen employees and visitors before letting into the office, ask questions or use temperature measuring device and ask them to wash their hands using alcohol gel or equivalent every time before entering office.
 - Ask visitors to wear face mask to reduce the possibility of spreading the virus inside the office.
 - Requires strict cleanliness procedure by increasing the frequency of cleaning at various contact points in the common areas e.g. door knobs, toilets, meeting rooms and all other major touch points in the company every 2 hours.
 - Limit entry and exit points at the office.
7. Not allow any employee to travel overseas without exception.

8. If coming into contact with a person suspicious of being a carrier of the virus, inform the company immediately.

To reduce the risk to the employees, the company established the guidelines on Work from Home by considering the nature of work, mission, type of work and work procedure which must not affect the entire business operation and still be able to serve the customers as usual. There are new ways of working in terms of experience and skillsets e.g. online meeting to improve working efficiency, minimizing steps in working process deemed unnecessary and initiating new working methods.

For the frontline workers who need to come to the office to perform sales duty or provide customer services including construction workers, the company has instructed them to split working teams and spread out at various at sub-offices to reduce the risk of contracting the virus including looking after employees and creates confidence on safety upon being inside the office by specifying measures on cleanliness e.g. arrange to spray disinfectant solution and clean surface areas regularly including checking and screening employees, customers and visitors, and distribute face masks, alcohol gels etc.

Organizing in-house trainings

To promote and develop the capability of the management and the employees to be able to respond to the company's strategies and targets effectively and efficiently amidst the COVID-19 situation, the company has changed the pattern in organizing internal trainings to online trainings to reduce the risk of congregating employees in one place. The company has designed and developed courses for internal trainings at different levels as follows:

Management level: The Company develops the management's capability by organizing management courses in various areas coupled with developing leadership skills, adding new body of knowledge and strengthening management expertise to be ready to respond to new businesses in the future. During the pandemic, the company has arranged for the management to receive trainings via Zoom e.g. the course on 'Transform business by capitalizing on COVID-19 opportunity', 'COVID-19 vs the World Retirement Home Trend & Thailand data update 2020' in order to learn from overseas and apply the concept to the organization as the situation demands etc. In addition, there are other courses such as:

- Management for senior managers Nor Mor Tor # 1
- The science of new-age Thai-Chinese Leader (Vor Tor Jor) # 3
- CFO Refresher course # 1
- RE-CU Senior # 63
- Preparing case budgeting for senior managers in planning and decision making.

Operational level : The company develops operational-level employees to become professional experts via internal trainings in line with the annual training plan including re-skilling to improve knowledge and understanding in the key operational systems e.g. the training on the use of ERP and the RE program, Business Intelligence (BI) and Up-skill, trainings to increase skillsets or increase knowledge on new skills e.g. NC Influencer 101, Create Visualizations with Qlik Sense, Functional Competency etc.

For all employees : The company plans to develop every employee from the day 1 joining the company with basic trainings relating to their duty and responsibility, to understand the company's working system and business process, to obtain knowledge about good corporate governance and ethics in order to establish conscience and participation in good corporate governance, and to provide the knowledge on 'Kind heart, Good health, Savings' as a guide for employees to realize the benefit of always maintaining strong health and being able to have saving plan before retirement etc. In addition to the basic trainings, there are other developments such as the setup of working group, committees to develop various work systems e.g. the committee in charge of quality system, risk management, work safety, employee welfare, fire prevention and suppression; all of which are the forum for employees to learn cross functional activities.

External training : In addition to providing trainings inside the company, the company supports the management and employees to attend seminar and trainings at institutions or reputable organizations and send them for study visit within the country as well as overseas to develop knowledge, capability and exchange ideas and learn new viewpoints at other organizations. The COVID-19 situation has transformed training mode to more online learning. For 2020, the company sent employees for external trainings in various courses as follows:

- Smart Disclosure Program (SDP) in 2020
- Shortcut MBA & Digital Marketing
- Analysis of residential markets
- Training to be ready for Personal Data Protection Act (PDPA)
- Data Modeling for QlikSense
- Residential Market Direction 2020
- Exercising caution in submitting financial statements in 2020
- Update on tax laws in 2020
- The differences in accounting and corporate income tax that accountants should know
- Digital Business Solution Summit 2020
- Analysis of Residential Markets
- Selling via Zoom (Interactive Online Selling)
- Line@HR4.0 etc.

5) Knowledge Management in the Organization

To develop human resource in the long term which is a key to success and add value to the organization, the company applies IT system to enhance efficiency of human resource management and development and initiates the project "Knowledge Sharing" to promote organizational knowledge management by providing forums for 'transferring knowledge to working team' in the case where an employee has returned from external training to apply the knowledge to benefit the job under responsibility as well as develop his/her capability as lecturer and presenter.

Nevertheless, the company realizes the importance of quality of life and employee's livelihood and, as such, arranges to look after welfare and security of employee e.g. via providing food allowance, annual health check-up, life & health insurance, provident fund, discount in buying a house in one of the company's projects, loan and other assistance, trainings and fire drill.

Apart from developing employee in the organization, the company gives importance to youth group who wish to receive trainings by providing mentors to teach job, transfer knowledge and experience to student group who will be the vital force for the country in the future

In 2020, the company organizes trainings, both inside and outside the company as follows:

Trainings	Number of courses	Number of participants
In-house	12	191
External	37	45
Total	49	236

Good Corporate Governance



Corporate Governance Day (CG & CSR Day) :

The Company has been continuously aware of the importance of management under the principle of corporate governance and the manual of corporate ethics by announcing 2nd February of each year as the CG & CSR Day.

In 2020, according to the policy of the Board of Directors. Given is the care and quality of employees. In all aspects, both mental and physical health, including employees to plan their own finances in order to support the aging society that is going on in the future, so on February 3, 2020, the company organized a CG & CSR DAY activity under the topic is **“CG & CSR Day 2020: kindness, good health and have savings.”**

With objectives according to the main topics as follows:

1. **Kindness** for employees to live in good spirits, kindness, being a good person, and being generous to others. And have good mental health.
2. **Good health** for employees to consider living in a sufficiency, healthy, strong and learn to take good care of their health.

3. **Have savings** for employees of all ages to know how to save money. For their own future and prepare for retirement (For the retirement age group)

The Company's Good Corporate Governance Policy.

The Board of Directors places great emphasis on good corporate governance. And conducting business fairly always taking into account all stakeholders Including the impact on society Community and environment as well from the meeting of the board of directors

The Board of Directors Meeting No. 6/2020 on December 18, 2020, the Board of Directors has resolved to approve the Company's corporate governance policy revision no.7 under the presentation of the Corporate Governance Committee So that the policy It is current and consistent with the business and operations of the company. Including compliance with the ASEAN CG Scorecard, but still adhere to the principles of corporate governance in 5 categories, details as follows:

1. Shareholder's Rights
2. Equitable Treatment of All Shareholders
3. Stakeholders' Rights
4. Information Disclosure and Transparency
5. Duties of the Board of Directors

1. Shareholder's Rights

The Company understands the importance of shareholder's rights and has in place measures to protect such basic rights as per the legal requirement and encouraging shareholders to fully exercise their rights as stated clearly in the Company's corporate governance guidelines.

Annual General Shareholders' Meeting (AGM)

The 2020 Annual General Shareholders' Meeting was held on April 24, 2020 with 6 Board members attending the meeting (the Company has 7 Board members). The total number of shareholders attending the AGM by self or through proxy totaled 27 persons representing 921,839,681 common shares or a representation of 74.0263% of the Company's total outstanding common shares. (Total issued and a paid-up share is 1,245,283,691 shares).

The Company has a policy of equitable and fair treatment of shareholders to support, promote and facilitate the rights of all groups of shareholders in compliance with not only the law and regulations, but also with honesty, transparency and responsibility to all shareholders. Shareholders' meetings are conducted according to strict procedures to ensure compliance with regulations and guidelines and the Company works to encourage meeting attendance from every shareholders. Moreover, the venue, date and time of the Meeting are decided for maximum convenience to Shareholders, therefore, the Meeting will not be held on public holidays, commercial bank holidays or beyond usual working hours (between 8:30 - 16:00) and the venue will be in an easily accessible location in Bangkok or other areas where the main office is located. On the date of the Meeting, services will be provided to assist with the registration and document check to ensure convenience for shareholders and meals will also be provided for all attendees.

The Company holds the annual general meeting of shareholders within 4 months from the date of balance sheet, which the Company provided its shareholders with a letter of invitation via post mail to attend the AGM along with all documents related to the meeting for which

shareholders should receive 21 days prior to the meeting date. The objective is to provide shareholders with sufficient information and time to review such information and to consider the issues prior to attending the meeting. Notice of the meeting was also placed in a daily newspaper for 3 consecutive days prior to the said meeting. In addition, all documents including the letter of invitation, the proxy forms and all applicable supplementary information both in Thai and English were placed on the Company's web site www.ncgroup.co.th 30 days prior to the meeting date.

In case where a shareholder is either not able to attend the AGM or prefers to vote by proxy, the shareholder can do so by appointing another person in their stead or appoint one of the three Company's Independent Directors to vote on their behalf.

Detailed procedures regarding the AGM was provided to all shareholders along with the letter of invitation to attend the meeting, which provides details regarding the agenda and the necessary documents that need to be presented to attend the meeting. Staff was on hand on the day of the AGM to assist shareholders and proxies register for which the Company provided 2 hours in advance of the meeting and staff were also on hand to provide assistance throughout the meeting.

The Chairman presiding over the AGM notified shareholders about the voting process and the format in counting such votes. For the issue on voting for Board members, the Company allowed shareholders to vote by person. The Chairman discussed key issues that have been submitted for shareholders to consider and vote upon per the sequence and only submitted issues as stipulated in the agenda. Equal and sufficient opportunity was given to shareholders to ask questions. Shareholders are allowed to attend the AGM post commencement of the meeting and vote on issues for which approval is being sought. The additional votes brought in by the shareholder due to late arrival will form a quorum starting at the time for which participation at AGM commences unless the AGM sees otherwise.

A comprehensive minute to the AGM was kept, recording not only the issues and discussions but also including the voting outcome on each issue. The comprehensive minute is sent to relevant persons within 14 days after the AGM along with disclosing such information on the Company's web site www.ncgroup.co.th. For the year 2020, the Company was recognized for the high achieved in preparing for and executing the AGM by receiving 95.5 points from

the SEC in conjunction with Thai Investors Association which was in an excellence level.

The Company's financial auditor (Dharmniti Auditing Co., Ltd.) and the lawyer were also invited to attend the AGM to not only assist in answering questions but also listen to thoughts and comments for which shareholders may have. For transparency purposes in aggregating votes, an internal audit's external consultant was assigned to ensure integrity of vote count.

Chair of stakeholders will be responsible for appointment and compensation of auditors based on recommendation of company's Board of Director. Auditor must not be Board, employees, contractors, or persons who take any position in company. Independent auditors from Dharmniti Co., Ltd. are invited to attend the meeting to discuss and share ideas with shareholders for purpose of voting transparency.

In this regard, the company provides opportunities for minority shareholders to propose additional meeting agendas. And nominate a suitable person to be selected as a director of the company. On October 12, 2020, the company published a letter to shareholders through the Stock Exchange of Thailand system for minority shareholders to propose meeting agendas. And nominate a suitable person to be selected as a director at the Annual General Meeting of Shareholders 2021. The company has published the rules and procedures on the company's website. As well as notifying shareholders of the aforementioned results through the system of the Stock Exchange of Thailand. No shareholder proposed anyhow.

2. Equitable Treatment of All Shareholders

The Company's policy towards its shareholders is one of support, equitable and ethical treatment which abides by all guidelines and legal requirements. Details of activities facilitating shareholders in attending the AGM is disclosed as the first item in the Shareholder's Rights section.

Control of Internal Information

The Company has in place policies against the Company's Board of Directors, senior management and staff using insider information for personal gains or benefits as per the section of "Internal Information Control". Members of the Board are required to disclose any conflicts of interest that they may have for the Board of Directors to consider. A clear policy has also been set in regards to members of the Company's Board serving as members of the Board of other company's in the "Board Member's Qualifications".

Conflicts of Interest

The Company holds in contempt for any use of the Company's information or position by members of the Board, senior management and/or staff for personal benefits. A policy has been issued to prohibit members of the Board, senior management and staff from undertaking activities that is deemed to have conflicts of interest with the Company. However, should it be impossible to avoid such transactions, the Board of Directors mandates that such transactions be undertaken in lieu of the guidelines stipulated by the SET and must be submitted for approval by the Board of Directors with the attendance of members of the Audit Committee. This is to ensure such transactions are taken on an arms length basis.

Persons who are involved in such transaction may not be involved in the review or approval process. A summary of related party transactions has been disclosed in both the Company's annual report (56-2 report) and also that of the Company's annual information disclosure under the 56-1 report format.

In addition to prohibiting any member of the Board, senior management and staff from using information or position for personal benefits, the Company also prohibits its Board Members, senior management and staff from undertaking businesses that is construed to be in direct competition with the Company or related businesses. Establishment of business group structures which do not support related transactions with potential conflicts of interest.

3. Stakeholders' Rights

The Company puts emphasis on the rights of all its stakeholders whether internal or external. These stakeholders include all staff, management of the Company and that of its subsidiaries along with its external stakeholders including customers, counter parties, competitors, creditors and regulatory entities. This also encompasses responsibility towards social and environmental concerns. The emphasis of these rights has been stated clearly in the Company's good corporate governance policies and in the Company's handbook on ethics to serve as reference. In fairness to its stakeholders and related persons, the Company provides a channel for such persons to launch a complaint for unfair treatment or for any misconduct on the Company's part through the Company's web site www.ncgroup.co.th. In addition, individual can contact directly to company's board of directors by sending an email to bod@ncgroup.co.th or to the secretary office at ir@ncgroup.co.th. Company

emphasizes the important of the rights and benefit of all stakeholders as follows:

Shareholders: The Company is focused in operating its business with the utmost honesty, integrity and ethics along with the utmost transparency to ensure sustainable growth for the Company and ultimately increasing the shareholders' long-term value and wealth. This takes into consideration shareholder's rights and equality as disclosed in section 1 "Shareholders' Rights" and section 2 "Equitable Treatment of All Shareholders"

Employees / Executives: In considering its human capital to be at the forefront in ensuring the Company's future success, the Company's policies include equitable treatment of all staff, provide growth opportunities, comparable compensation, appointment process, re-assignment process and policies on ongoing personal development. Such staff policy is to enhance their effectiveness and efficiency while providing all with the skills necessary to become candidates for career enhancement opportunities as stipulated in the section of "Personnel Development Policy".

Good health, safety and amiable work environment are key concerns for the Company. A committee on safety has been established to ensure safety and hygiene in the work place. Another committee on staff benefits was established to oversee the policies on staff benefits, breaking human's right protection, including yearly health check-ups, providing a place for exercise, providing staff insurance and setting pension fund policies.

"The company places importance on employees. Therefore, the company has policies for providing remuneration and welfare to help and raise quality of life for employees and families together with building working morale and encouragement as follows:

- 1) The company set payment of fair remuneration as commensurate with duties, responsibilities and company performance.
- 2) The company has stipulated consistent consideration in reviewing employee remuneration and welfare for competitive capacity within the industry."

Where in terms of managing the returns and creating opportunities in such career advancement, the Company applies KPIs and competencies as the indicators on the individual KPIs for performance evaluation and determining remuneration for executives and employees based on their performances which will be evaluated on

the basis of both the individual and department level twice a year for us as a criteria for considering salary increases and position promotions.

Customers: The ISO 9001:2008 certification received reflects the efforts put forth by the Company in seeking to provide the best product, service and after sales service at an appropriate price while ensuring long-term customer satisfaction. Emphasis is placed on courteous treatment and efficient service for its customers and strictly abiding to service agreements as stipulated within each contract. A channel for customer complaints for its products and services has been put in place (CFR: Customer Feedback Records) while emphasizing customer privacy. At every transfer of title deed, a feedback form is provided to each customer to provide thoughts and comments about the Company's products and services. The Company also provides its customers with an annual survey form reflecting residents' level of satisfaction on the Company's products and services for which the results will be used to improve such products and services to enhance overall customer satisfaction.

Suppliers: At the heart of the Company's emphasis is the ethical and equitable treatment of all its business partners while ensuring that all parties receive appropriate returns for both parties. This includes avoiding situations leading to disputes on applicable fees and strictly abiding by the terms as stipulated in all of the contracts.

Creditors / Financial institutions: The Company abides strictly by the terms and conditions as set forth in the contracts for borrowing money

Competitors: Fair and ethical competition is emphasized in running the Company's operations. The Company prefers open competition and enables suppliers to charge for goods and services at competitive market prices, by promoting business operation under fair competition, intellectual property or trade copyright. The Company is not engaged in any illegal actions in acquiring of competitor's information and avoids making reference to its competitors. In 2014, there were no legal infringements made against its competitors.

Independent Auditors: NCH has realized the importance of having independent auditors as the investors' tool for investigating the operation of management team as well as having the correct and reliable financial report. One of the NCH policies is to fully support the operations of the independent auditors as well as providing the correct information needed by the auditors.

Community and Society: The Company believes in managing the environment, making social contributions and supporting events that benefit communities. Support and contributions are made by the Company and/or in conjunction with State entities to local communities for which the Company operates as stipulated under the section of "Social Contributions". As a good corporate Samaritan, the Company abides by all applicable legal guidelines, including the conscious campaign of the efficient use of the resource. The meeting of the board of directors passed a resolution to approve the assignment of the Management Department to consider guidelines for promoting environmental education and training for employees.

Beside, company had set the self treatment policy and policy of treating to immediate supervisor, colleagues, as well as company to protect the participation or concealment the activities that make conflict of interest, corruption for self-interest. The reason behind this approval was that company believed that employees are keys to business success. They need to be trained and developed continuously until they are the best at what they do. Furthermore, employees have to behave well and give their shares to build a proper company culture and sustainable growth

4. Information Disclosure and Transparency

The Board of Directors' directive is to ensure the disclosure of both financial and non-financial information that pertains to the Company's operations. Information integrity, completeness and transparency of disclosure through the various designated channels along with the abidance with all SEC and legal guidelines are a must. The composition, tasks and responsibilities along with remuneration for members of the Board and the members of various Committees have been disclosed in the "Management Structure". Reports of the various Committees have also been included in the annual report and details on remuneration for members of the Board are disclosed. A report on good corporate governance and adherence report has also been included.

Additionally, a new policy has been put in place that mandates full disclosure of shares trading by the directors and top executives to the Board, investor relations, or Secretary Company at least 24 hours prior to transaction. The meeting of the board of directors passed a resolution to set policies for company directors to make quarterly reports on the purchases-sales of shares/holdings in company securities to the meeting of the board of directors.

Quality of Financial Disclosure

The Company's Board of Directors has exercised due care in ensuring that the disclosed financial information is correct, transparent and complies with generally accepted accounting principles ensuring appropriateness to the Company's operations and applying such accounting standards on a consistent basis. To further provide a higher level of confidence, the Board has put in place a risk management function and also an effective internal audit function. The Audit Committee is charged with the responsibility of ensuring quality of financial disclosure and establishing a robust internal audit process. A Board of Directors' duties on financial disclosure report along with the Audit Committee's report has been included in the 2015 annual report.

Relationship with Investors

An Investor Relations Department has been established to serve as the Company's representative to communicate on the Company's behalf with shareholders, fund managers, equity analysts and the general public community through a number of channels either directly or indirectly. The Company utilizes channels via the SEC, the SET, media, e-mail, telephone, fax, IR Newsletter and posting information on the Company's web site www.ncgroup.co.th both in Thai and English. Interested persons can contact the Company via the Company's web site www.ncgroup.co.th or via the Investor Relations Department's E-Mail: ir@ncgroup.co.th, contact by phone: 02-993-5080-7 ext. 401, 403 and 404 or contact by fax: 02-993-5089.

5. Duties of the Board of Directors

Structure of the Board of Directors

Board of Directors must possess qualifications based on Public Company Act and related laws. Board must not show any characteristic that is not suitable to manage company with public stockholding as specified by Securities and Exchange Commission.

The Company's Board of Directors comprise of knowledgeable and capable individuals with business experiences and the variety of qualifications of directors, i.e., the specialization of skills and profession for responsibility is to consider and approve the Company's vision, strategies, policies, business and financial budget as well as supervise the management team to effectively and efficiently execute policies. This is in observance of all legal guidelines, purpose, Company's Articles of Association and resolutions approved by shareholders to

increase the Company's overall value and the utmost stability for shareholders.

The Company has fixed the number of directors to be proper to its business size. As of 31st December 2020, the Board of Directors consisted of 7 members including 2 executive directors and 5 non-executive directors; meanwhile 4 of 7 directors are independent directors. Therefore, all stakeholders can be ensured that directors can independently perform their duties representing shareholders with proper balancing of powers.

Chairman is an independent director and not the same person with the CEO and/or Managing Director. There is a clear cut difference in the operating roles and responsibilities of the Board of Directors and that of management.

Independent Directors refer to persons possessing the qualities and is independent as per the definition stipulated by the SET regarding qualifications and responsibilities as a member of the Audit Committee as disclose in the "Board Member's Qualifications"

The definition of the term "Independent Director" as per the Company's guidelines is compliance of the SET's guidelines as shown in the information under the "Board Member's Qualifications"

The Company's policy and guidelines for its Board members sitting on other Company's Board of Directors has been disclosed in the annual report under the "Board Member's Qualifications". To date, the Company has not specified the number times a Board member can be re-elected to sit on the Company's Board. However, upon reaching the term for retirement, the Nomination Committee may consider the appropriateness in re-selecting the outgoing Board members by taking into consideration the individual Board member's performance and the value of contribution made to the Company in the previous term(s).

Subcommittee.

The Company's Board of Directors appoints the suitably knowledgeable and experienced to be members of 3 Subcommittees as follows to help in the study of and scrutiny on the work in various subject matters:

1. Audit Committee.
2. Executive Committee.
3. Nomination and Remuneration and CG Committee.

Provided that the elements of the members, roles, duties and responsibilities of each Group have appeared in the Subject Topic on the Company's Director Structure. The Company has determined that the Subcommittees have duty to report the performances of duties in accordance with the Charter in the previous year to the Company Board of Directors and report the shareholders in the Annual Report. Even though the Company has not yet established the Risk Management Committee and the Corporate Governance Committee, however, a Working Group has already been established to clearly be responsible for the relevant matters.

Board Meetings

In the year 2020, the Board of Directors held 6 meetings and the Board of Directors Meeting No. 6/2020 held on December 18, 2020 has an agenda to review the company's vision and mission. To increase the efficiency of policy administration including the agenda for notifying the board of directors' meeting and the Subcommittee in advance for the Board Meeting of the Year 2021. The Company has determined that the Directors have a duty to attend every Board meeting, except in the case of necessity. The Chairman and the Managing Director will oversee and approve the meeting agenda. And allow the directors to propose matters to the board meeting agenda in which the meeting has a clearly specified agenda There is sufficient and complete supporting documents and delivered to the board 7 days in advance of the meeting so that the directors have sufficient time to study the information before attending the meeting. Directors can request additional information from the Company Secretary.

The Chairman emphasizes due care and careful judgment and provides sufficient time for the thorough discussion and consideration of matters. The Company Secretary is charged with issuing invitations and supporting Board members with all necessary documentation in preparation for Board meetings. The minutes to all Board meetings are prepared by the Company Secretary, which must be approved by the Board of Directors prior to safekeeping and for future reference by stakeholders.

In 2020, the Board of Directors met in ordinary Board meeting total 4 times and 2 times in an extraordinary Board meeting. Attendance record of Board members is disclosed in the "Management Structure".

Orientation of New Directors

The Company is aware of the importance of performance of duties of new directors with good understanding on the Company's businesses; therefore, the Company has introduced its overall operation guidelines, management structure of the Company and its subsidiaries for understanding of its overall operating and management system. In addition, the Company has also provided important and necessary data and information for performance of duties of directors such as the Company's structure, regulations, objectives, business ethics, corporate governance policy, related laws, financial statements, notes to financial statements and charters of all committees, and has also conducted meetings with executives in all units, and has conducted visits of the Company's projects, and has acknowledged the data relating to business operation of the Company and guidelines for future management.

In 2020, the Company organized an orientation for the new Board of Directors on 22nd May 2020 and have been visiting the Company's project on 22nd September 2020.

The Monitoring of Implementation

The board of directors has maintained close monitoring on the implementation of strategy through twice meetings a year. The agenda included the acknowledgement of operating results of the year's first half and second half, as well as the approval of next year's operation plan by which each department has to report the results of operation and request for the approval of plan from the board of directors in order to proceed to the board meeting for consideration.

Charter of Board of Directors and sub committees

To ensure clear operating procedures of Board of Directors and sub committees, company develops charter for management and regularly adapt for improvement.

Board Self-Assessment

An annual self-assessment process has been implemented for the Board of Directors, the Audit Committee, the Nomination Committee and the Remuneration Committee. Furthermore, self-assessment for members of the board of directors was initiated for the first time. The assessment evaluates the performance of each a group, applying the guideline for Board self-assessment put forth by SET and conforming to good corporate governance principles, the Company had conducted a Board performance evaluation.

Which enables both entities to review the problems and obstacles encountered along with the progress made in the past year. Reflection of the review is used as reference and guideline for developing and modifying strategies and policies for the coming year.

The summary of all boards' and committees' assessments in 2020 as of meeting no. 2/2021 on February 24th, 2021 is as follows.

Performance Evaluation of the Company's Board of Directors

Criteria The Board's Self-Evaluation Form is a form used to evaluate the performance of the board of directors as a whole. The evaluation guideline was adapted and adjusted from the Stock Exchange of Thailand to suit the characteristics and structure of the board. The evaluation result has an important role to develop the efficient and effective performance and operation of the board. Topics of evaluation are:

1. Structure and qualifications of the board of directors
2. Roles, duties and responsibilities of the board of directors
3. Board meetings
4. Board performance of duties
5. Relationship with the management
6. Self-development of directors and development of executives

Procedure The Company secretary submits the evaluation form for all directors to evaluate themselves at the end of each year. The secretary will also collect and report the summary of results to the board meeting for consideration, acknowledgement and discussion every year.

In 2020, the summary of the board performance results in 6 topics showed that most activities were very well/appropriately operated with the average point at the great level, equivalent to 91.99%

Performance Evaluation of the Company's Board of Directors as a initiated

Criteria The Board's Self-Evaluation Form is a form used to evaluate the performance of the board of directors as an initiated which is seamed a form used to evaluate the performance of the board of directors as a whole. The evaluation guideline was adapted and adjusted from the Stock Exchange of Thailand to suit the characteristics and structure of the board. The evaluation result has

an important role to develop the efficient and effective performance and operation of the board. Topics of evaluation are:

1. Structure and qualifications of the board of directors
2. Board meetings
3. Roles, duties and responsibilities of the board of directors

Procedure The Company secretary submits the evaluation form for all directors to evaluate themselves at the end of each year. The secretary will also collect and report the summary of results to the board meeting for consideration, acknowledgement and discussion every year.

In 2020, the summary of the board performance results in 3 topics showed that most activities were very well/appropriately operated with the average point at the great level, more 95.78%

Performance Evaluation of the Audit Committee

Criteria The Audit Committee’s Self-Evaluation Form is a form used to evaluate the performance of the audit committee as a whole. The objectives of this evaluation are:

1. To enable consideration and revision of the performance, problems and obstacles during the previous year.
2. To increase effectiveness of the audit committee’s performance since they will realize their responsibilities more clearly.
3. To help improve the relationship between the audit committee and the management.

There are 6 topics to be evaluated namely:

1. Component of the audit committee
2. Training and resources
3. The audit committee meetings
4. The audit committee activities
5. Relationship with Internal Audit Manager, Auditor and executives
6. Future rules of the audit committee

Procedure The audit committee secretary submits the evaluation form for all committee members to evaluate themselves at the end of each year. The secretary will also collect and report the summary of results to the audit committee meeting for consideration, acknowledgement

and discussion every year and report to Board of Directors for acknowledge at the next meeting

In 2020, the summary of the audit committee performance results in 6 topics showed that most activities were very well/appropriately operated with the average point at the great level, equivalent to 98%

Performance Evaluation of the Nomination and Remuneration and CG Committee

Criteria The Nomination Committee’s Self-Evaluation Form is a form used to evaluate the performance of the nomination and remuneration and CG committee as a whole. The objectives of this evaluation are:

1. To enable consideration and revision of the performance, problems and obstacles during the previous year.
2. To increase effectiveness of the nomination and remuneration and CG committee’s performance since they will realize their responsibilities more clearly.
3. To help improve the relationship between the nomination and remuneration and CG committee and the management.

There are 3 topics to be evaluated namely:

1. Structure and qualifications of the board of directors
2. Directors do their meeting efficiently.
3. Roles, duties and responsibilities

Procedure The nomination committee secretary submits the evaluation form for all committee members to evaluate themselves at the end of each year. The secretary will also collect and report the summary of results to the nomination and remuneration and CG committee meeting for consideration, acknowledgement and discussion every year and report to Board of Directors for acknowledge at the next meeting

In 2020, the summary of the nomination and remuneration and CG committee performance results in 3 topics showed that most activities were very well/appropriately operated with the average point at the great level, equivalent to 94.89 %

Policy of Managing Director in taking Board of Director role of other companies

To ensure effective management and time allocation, company sets policy to limit Managing Director in taking Board of Director role of less than 3 registered companies.

Senior Management Level Position Succession Plan.

The Company recognizes the necessity and importance of the Senior Management level position successions, hence, the rules on the position succession, particularly, of the Managing Director and Deputy Managing Director are specified as follows:

1. In the case of a vacancy of the position of a Managing Director, Nomination Committee shall perform duty in making the considerations on the selection to fill the position of the Managing Director from the Company's Deputy Managing Directors. Or in the event where there is no suitable person, the selection of a person from the third parties may be made. Over in the past, the plan was mapped out and actions on the development carried on for readiness preparation for the Deputy Managing Director which has currently been promoted to the position of Managing Director already.
2. In the case of a vacancy of the position of a Deputy Managing Director which, at the present, there are 3 of them, the Executive Board of Directors Committee shall perform duty in making the considerations on the selection to fill the position of the Deputy Managing Directors from the high level Management next in line or in the event that there is no suitable person, a selection from the third parties may be the alternate choice.

Remuneration for Board Members and Senior Management

The Company's Board of Directors appointed the Remuneration Committee whose responsibility is to consider and set remuneration for members of the Board and the Company's Managing Director. Clear and transparent guidelines must be established while ensuring that remuneration is competitive with that of the industry and sufficiently high to retain qualified members of the Board. Board members who take on additional responsibilities will receive additional compensation as appropriate per the approval received at the AGM. Management's remuneration follows the policies and guidelines as set forth by the Company's Board of Directors which is directly linked to the Company's financial performance along with that of individual performance. Remuneration for members of the Board and that of management for 2020 is disclosed under the heading "Remuneration for Board Members and Senior Management".

Assessment of the Managing Director

The Company's Remuneration Committee is responsible for assessing the Chief Executive Officer and the Managing Director's performance by taking into consideration of the Company's operating results and adherence to policies as per Board resolution while taking into consideration the overall economic outlook. The committee uses the above information to determine remuneration for the Chief Executive Officer and the Managing Director and submits the outcome for Board approval.

High-level Executive Remuneration Policy (CEO&MD) on both Short-term and Long-term Status.

According to the CEO and MD Remuneration Policy on both short-term and long-term status as well as the CEO's and MD's performances, the Nomination and Remuneration Committee shall be the party to make the evaluations which will be conducted at every yearend performance evaluation at the end of the year provided, however, that the results of the CEO's and MD's evaluations are considered the confidential information which cannot be disclosed. The rules of the conclusion on the evaluations for payments on both short-term and long-term remunerations shall be as follows:

Short-Term.

The remuneration payments shall be made in the form of salary and bonus by considering on the base of the performances and operational results of the Company in each year. For the non-monetary remuneration, it shall be the position welfare.

Long-Term.

The Company pays contributions to the Provident Fund every month.

Internal Control and Audit Process

Much emphasis is placed on the internal control process both at the management level and at the procedural level to ensure operating efficiency. Job functions and authority have been clearly documented while asset utilization is being optimized to provide the most benefit for the Company. There are clear cut responsibilities of the administrative, management and the audit functions to ensure an effective check and balance system. The Company's Board of Directors assesses the adequacy of the internal audit process to be used for future guidance on an annual basis.

There is an Internal Audit and System Development Department whose function is to perform planned audits and assess results. An Internal Audit Manual has been drafted to ensure the adherence to guidelines regarding the Company's core operations, key financial transactions, administrative functions, management information system and legal guidelines applicable to the Company. Special audits are undertaken within stipulated guidelines to ensure efficiency and compliance with all legal guidelines and the Company's policies. The Department operates independently and can audit any function and provide audit summary, comments and suggestions to the Audit Committee. Performance review of the Department is overseen by the Audit Committee.

In addition, in the year 2020 the company signed the contract with Kandit Advisory Services Company Limited (KAS), internal audit consultant service provider. This was to ensure that all operation systems of the company would be done correctly and met the international standards. The audit results would be reported to Board of Directors and responsible departments to improve the overall performances.

Great emphasis is put on risk management by the Company's Board of Directors and risk management committee election is in place along with an assessment process with corrective plans and actions have been prepared. Risks that bear effect on the Company's operations are stipulated in the "Risk Factors". The Board of Directors reviews and assesses the risk management process on a quarterly basis.

Business Ethics

Members of the Board of Directors understand their responsibility and duty to utilize their capabilities and experiences to maximize the benefits of the Company while observing ethical standards and all applicable legal guidelines, the Company's own guidelines and resolutions reached at the shareholders' meeting. Duties must be carried out with honesty, integrity and maximizing the benefit of both the Company and its shareholders. The resolution reached at the Board meeting 1/2006 held on February 24, 2006 regarding ethical guidelines for Board members, senior management and staff were announced as reference for all to observe. Every staff member is urged to conduct their tasks with honesty, integrity and ethically and to extend such high standard of moral standard towards external parties including stakeholders, society and the environment. The Board also mandated a system to review and assess adherence on a consistent basis.

Board of Directors is responsible for Updating the company's Code of Ethics every two years. The revision was made to better incorporate international best practice, held on February 22nd, 2017, the meeting had agreed to revise and issue the 9th edition of the Code of Conduct, In line with the company's anti-corruption policy. In addition to the handbook, training on an ongoing basis is being planned while all new recruits are introduced to the Company's ethical standards during their orientation.

General guidelines have been established for all as reference in undertaking their duties with honesty and integrity while such guideline also stipulates the penalties related to misdemeanor. In the past year, No confliction against the Good Corporate Governance was reported.

Development for Members of the Board and Senior Management

The Company's policy is to support the development of skills for members of the Company's Board, senior management and the Company Secretary by requiring their attendance of seminars of related topics beneficial to the execution of tasks in their various capacities. These include both seminars and courses that have been developed internally and seminars/courses offered by professional institutions such as that of the Thai Institute of Directors (IOD), Listed Companies Association and others. The purpose is for the attendees of such seminars and courses to internalize knowledge and experience which can be applied to improve the Company's overall performance. To build confidence in the board's ability to effectively monitor company performance with opportunities to regularly participate in training and improve knowledge together with facilitating training participation for the board of directors, the Human Resources Department and the company's secretary have been assigned the task of preparing a registry of training participation history for the board of directors and proposed proper training courses for the consideration of each director in order to support the participation of the board of directors in training courses or seminar activities to enhance work-related knowledge. Details of development courses attended by Board members and senior management have been disclosed under the "Management's Information" section along with the "Personnel Development Policy".

The Board and Senior Management training's in 2020

	Name - Surname		2020 Training courses	
			In-house Training	Public Training
Director				
1.	Mr.Somchao	Tanthathoedtham	-	<ul style="list-style-type: none"> - Real estate Key Economic Indicators for 2020 - Housing market in Bangkok - Vicinity and Central Region, moving forward in 2021
2.	Mr.Somnuek	Tanthathoedtham	-	<ul style="list-style-type: none"> - Modern Thai-Chinese Leadership Science (SCM), Class 3, organized by Huachiew Chalermprakiet University - The 3 Association "Real Estate Key Economic Indicators for 2020" - Analysis of the housing market Bangkok-Vicinity and Central Region (Zoom) - Invitation to join "Thailand Focus 2020" Seminar session - Leading to Win : New Normal Essentials (By SEAC/Zoom)
Management				
3	Mr.Rungsarn	Nuntakawong	-	<ul style="list-style-type: none"> - Health Ambassador Class no.2
4	Mr.Warapong	Nilsiri	Establishing the Individual Development Plan (IDP)	<ul style="list-style-type: none"> - Analysis of the housing market (Zoom) - Virtual Strategic Discussion Series: business must pass, people must survive. (Complimentary Preview Session) (By SEAC/ Zoom)
5	Mr.Thamrong	Plookjitrason	Establishing the Individual Development Plan (IDP)	-
6	Mr.Boonchai	Rojpanich	Establishing the Individual Development Plan (IDP)	<ul style="list-style-type: none"> - Senior Executive, Class 17, organized by King Prajadhipok - Virtual Strategic Discussion Series: business must pass, people must survive. (Complimentary Preview Session) (By SEAC/ Zoom)
7	Mrs.Nampetch	Tantawiriya	Establishing the Individual Development Plan (IDP)	<ul style="list-style-type: none"> - Labor Law: Termination and Legal Liability Risk Reduction (By SET) - Transforming businesses, using COVID-19 as an opportunity (By SEAC/ Zoom)
8	Ms.Sumanee	Boonsarana	Establishing the Individual Development Plan (IDP)	<ul style="list-style-type: none"> - Accounting and corporate income tax differences that an accountant should know (By Dharmniti) - Responsibility of the Accountant (By Dharmniti)
9	Mrs.Ajchara	Kingsai	Establishing the Individual Development Plan (IDP)	-
10	Mr.Sanit	Leejunthuek	Establishing the Individual Development Plan (IDP)	-

	Name - Surname		2020 Training courses	
			In-house Training	Public Training
11	Mrs. Nonglak	Tanthatherdtham	Establishing the Individual Development Plan (IDP)	<ul style="list-style-type: none"> - Virtual Strategic Discussion Series: business must pass, people must survive. (Complimentary Preview Session) (By SEAC/ Zoom) - Covid-19 vs the world retirement home trend & Thailand data update 2020 - Transforming businesses, using COVID-19 as an opportunity (By SEAC/ Zoom)
12	Mr. Jessada	Lukkipiniskul	Establishing the Individual Development Plan (IDP)	<ul style="list-style-type: none"> - Analysis of the housing market Bangkok - Vicinity and Central Region (Zoom)
13	Mr.Prapat	Vatcharonurak	-	<ul style="list-style-type: none"> - 2020 residential market direction (By Thai real Estate Association) - Digital Business Solution Summit 2020 (By Absolute Alliances)
14	Mr. Walatchanat	Rujidasirisakul	Establishing the Individual Development Plan (IDP)	<ul style="list-style-type: none"> - CFO Refresher Course Class 1 (By Dharmniti) - Cash budgeting for senior management in planning and making decisions (By Dharmniti) - Smart Disclosure Program (SDP) 2021

Company Secretary

The Board of Director passed a resolution to appoint Mrs. Porn Tippa Cheewaruangroj to hold secretary office according to the meeting resolution of Board of Directors no.2/2017 on 25 May, 2017, has acted as the Company Secretary since July 1, 2017 to oversee Board activities and assist the Board and the Company in complying with related laws and regulations and in promoting good corporate governance, to oversee the organization of shareholders and Board meetings in conformity with laws and the Company’s Articles of Association and procedures, and to oversee the preparation and storage of meeting support documents and follow up to ensure compliance with the shareholders’ and Board resolutions. The Company has defined the Secretary’s role, duties and responsibilities in the Corporate Governance Policy Manual, as it envisions the importance and necessity of secretary role in the development of its corporate governance system. The Secretary can be reached at porn Tippa.c@ncgroup.co.th, ir@ncgroup.co.th or phone number 02-993-5080-7 ext. 403

Required Qualifications and Experience for Company Secretary

1. Being knowledgeable in and having an understanding of the laws and regulations concerning

the company and regulatory body in relation to the law on public limited companies and the law on securities and stock exchange; passing a training course on company secretary duty performance.

2. Being knowledgeable and having an understanding of good corporate governance and corporate governance best practices.

Company Secretary’s scope of duties and responsibilities:

1. To produce and keep
 - Record of Directors,
 - Notice of Board of Directors meeting, minutes of Board of Directors meeting and company’s annual report,
 - Notices and minutes of all shareholders’ meetings.
2. To keep all interest or conflicts of interest report reported by directors or any members of management team.
3. To perform any other action as determined by Capital Market Supervisory Board.

Policies and guidelines about anti-corruption

The Company recognizes the importance in conducting its business with integrity, honesty, morality and ethics by relentlessly working to support and foster anti-corruption mindset in employees at all levels; a step that is deemed essential to a sustainable reputation and business prosperity as follow:

1. Company understands the importance of corruption and sets policies to operate based on integrity without support for corruption.
2. Company provides guideline in promoting sustainable value of integrity to employees
3. Company assigns internal audit and system development departments to monitor any action that relates to corruption, and prepare preventive actions and penalties.

Roles and Responsibilities

1. The board of directors determines policy, supervises and monitors the operating results in order to ensure the Company has achieved the Anti-Corruption Policy, as well as reviews the policy to assure compliance with changes of business, regulations, requirements and relevant laws.
2. The Audit Committee inspects and supervises internal control, produces financial reports and other procedures related to anti-corruption measures in order to ensure that all departments have performed with efficiency and compliance with the law and regulations for which have met the good governance principle and code of conduct on business operation.
3. The management has to strictly implement, communicate and promote the policy among employees of all levels and ensure all parties have acknowledged, understood and performed their duty without misconduct or corruption.

Complaints

1. In case that employee suspects any action that is likely to violate the policies or ethics, he can reports to following responsible persons;
 - Supervisor
 - Human Resource Department
 - Board of Directors or secretary
2. Company assigns Human Resource Department to receive external complaints. In case that you suspect any action that is likely to violate ethics, please directly contact
 - Human Resource Department
N.C. Housing Plc.
1/765 Moo 17, Soi Amporn,
Paholyothin Road 26th Kilometer,
Kukot Sub-District, Lumlukka District,
Patumthani Province, 12130
Tel 02 993 5080 - 7 ext. 230
Email: hrnc@ncgroup.co.th

Therefore, in order to build a corporate culture of good corporate governance, the company has arranged training courses on good corporate governance and company ethics for new employees by requiring new employees to sign affirmations acknowledging compliance with corporate ethics, including the dissemination of news and information on operations and activities related to good governance through various channels to promote continued knowledge and understanding.

Structure of the Board of Directors

The Company's management structure consists of 5 committees including the Board of Directors, the Audit Committee, the Nomination and Remuneration and CG

Committee, the Board of Executive Directors and Risk Management Committee details are as follows:

Board of Directors

In 2020, the Company's Board of Directors met a total of 6 times. As of December 31, 2020, there were 8 members of the Board of Directors as follows:

1.	Mr. Trirat	Jarutach, Asst. Prof.	Chairman
2.	Mr. Piboon	Limpraphat, Ph.D.	Director, Independent Director, Chairman of the Audit Committee, Chairman of the Nomination and Remuneration and CG Committee
3.	Mr. Vichan	Amornrojanavong	Director, Independent Director, Member of the Audit Committee and Member of the Nomination and Remuneration and CG Committee
4.	Mr. Vorakan	Dhepchalerm	Director, Independent Director, Member of the Audit Committee and Member of the Nomination and Remuneration and CG Committee
5.	Mr. Vikrom	Sriprataks	Director, Independent Director
6.	Mr. Somchao	Tanthathodtham	Director, Member of the Nomination and Remuneration and CG Committee, Chairman of the Executive Committee
7.	Mr. Somnuek	Tanthathodtham	Director and Executive Director
8.	Mr. Wichian	Silapacharanan *	Director and Executive Director

Company secretary: Ms. Porntippa Cheewaruangroj

Remark : * Has passed away resulting in the end of the directorships and other positions on April 29, 2020 onward. In addition, The Company has appointed Mr. Walatchanat Rujidasirisakul to act as Chief Financial Officer (CFO)

Scope of Duties and Responsibilities of the Board of Directors

- (1) To manage the Company's business in compliance with the law, the Company's objectives, Articles of Association and resolutions of shareholders in an honest manner and with the aim to maximize benefit to the Company.
- (2) To set goals, guidelines, policies, work plans and the Company's financial budget; to ensure that the Board of Executive Directors and the Senior Management are in compliance with the policies and regulations set by the Stock Exchange of Thailand. However, the following activities will be able to carried out only with the approval of the shareholders' meeting: increasing or decreasing the Company's capital, issuing debentures, selling or transferring the Company's businesses in part or in whole

to a third person or vice versa, amending the company's Memorandum of Association, Articles of Association, conducting related party transactions, and the selling or purchasing of major assets following the regulations of the Stock Exchange of Thailand or other government entities.

- (3) Setting appropriate accounting policies, providing financial reporting and reviewing the Company's financial statements to ensure integrity. Assessing the appropriateness and effectiveness of the Company's internal audit and risk management processes along with processes to review performance and modify such processes to obtain the desired results.
- (4) Ensure that there is integrity in business dealings with all Company's stakeholders

- (5) Ensure ethical business operations
- (6) Abide by the fiduciary duties of a publicly listed company's board member in providing a statement on the Board's responsibilities in preparing financial information for disclosure alongside that of the Company's financial auditor's statement in the Company's annual report.
- (7) The Board of Directors may appoint a number of directors and/or the management as it deems appropriate to be the Executive Board of Directors with the authority to manage the Company as assigned by the Company

Board of Directors including the assignments and distributions of powers to undertake actions as appropriate for effective management.

In 2020, the Board of Directors has required that non-executive directors may convene their meeting as may be suitable without participation by executive directors in order to open an opportunity for the Board of Directors to discuss problems relating to operation and management of the Company, including other important matters; whereas, such non-executive directors' meeting was convened on July 9, 2020.

Audit Committee

At the 2019 Annual General Meeting of Shareholders on April 26, 2019, a resolution was passed to elect the board of director's Independent director and new audit committee in place of those who are retired by rotation This will be effective from April 27, 2019 and has a 3 years term consisting of

1.	Mr.Piboon	Limraphat, Ph.D.*	Chairman
2.	Mr.Vichan	Amornrojanavong	Member
3.	Mr.Vorakan	Dhepchalerm	Member

Secretary of the Audit Committee: Ms. Kamonwan Sawadchai

Remark : * The 2020 Annual General Meeting of Shareholders, held on 24 April 2020, resolved to approve the reappointment of Mr. Piboon Limraphat, Ph.D. into the position of Independent Director, Chairman of the Audit Committee, Chairman of the Nomination and Remuneration and CG Committee for another term.

The name list of qualify and professional Audit Committee. See more details of each member on Directors and Executives topic.

Scope of Duties and Responsibilities of the Audit Committee

- (1) To review the Company's financial reporting process to ensure accuracy and sufficient disclosure of financial information, by coordinating with the independent financial auditor and senior management, responsible for preparing the quarterly and yearly financial reports. The Audit Committee may suggest that the auditor review or examine any transactions considered necessary and significant during the audit of the Company's accounts.
- (2) Check the availability, appropriateness, and effectiveness of company's internal control system and internal audit system. Examine how independence of internal audit team and give

a recommendation on the appointment, transfer, termination of internal audit department head and any other departments that relevant to internal audit functions.

- (3) To ensure that the Company's business practice is in compliance with the securities and exchange laws, the rules and regulations of the Stock Exchange of Thailand, or related business laws.
- (4) Making considerations, selections, nominations for the appointment of independent person to perform duties as the Company's auditor and proposal on the remuneration for such person by taking into account the reliability, resource adequacy and quantity of the audit workload of such particular Audit Office including

the experiences of personnel assigned to audit the Company's accounts as well as attending the meeting with the outsourced auditor without the management attending the meeting, at least once a year. Provided, however, that such person shall have a right to terminate the outsourced auditor if being detected to be deficient in performing duties whereby a proof can be established that such deficiency may cause damage to the Company.

- (5) Examine every detail that is relevant or conflict with the company benefits according to law and the regulations of the Stock Exchange of Thailand.
- (6) Prepare the annual internal audit report and published in the company annual report. This report must be signed by chairman of the audit committee and must have the following detail:
 - a) The committee's opinion regarding to the accuracy, completeness, and the reliability of the company annual report.
 - b) The committee's opinion regarding to the sufficiency of the company's internal audit system.
 - c) The committee's opinion regarding to the Securities and Stock Exchange Act,

- d) The committee's opinion regarding to the appropriateness of the auditor.
- e) The committee's opinion regarding to issues that may conflict with the company's interests.
- f) The number of audit committee meetings and participation of each member.
- g) Add their opinions or observations derived from their field work as written in the charter.
- h) Any other information that investors should know under committee's duty and responsibility.
- i) Perform any other activities as required by the Board of Directors. Assigned with the approval of the Audit Committee

In 2020, the Audit Committee held a total of 5 meetings which reported to the Board of Directors with progress reports and reported to Shareholder in the Annual Report

Nomination and Remuneration and CG Committee

The Board of Directors' Meeting No.2/2018 was convened on 13th May 2018 and passed its resolution to appoint 3 independent directors and 1 executive director as members of the Nomination, Remuneration and Governance Committee, with the term in office of 3 years, thus, effective as from 13th May 2018 onwards. 4 Directors consisted of:

1.	Mr. Piboon	Limpraphat, Ph.D.*	Chairman
2.	Mr. Somchao	Tanthathoedtham	Member
3.	Mr. Vichan	Amornrojanavong	Member
4.	Mr. Vorakan	Dhepchalerm	Member

Remark : * The 2020 Annual General Meeting of Shareholders, held on 24 April 2020, resolved to approve the reappointment of Mr. Piboon Limpraphat, Ph.D. into the position of Independent Director, Chairman of the Audit Committee, Chairman of the Nomination and Remuneration and CG Committee for another term

Secretary of the Nomination and Remuneration and CG Committee: Ms. Porntippa Cheewaruangroj

Scope of Duties and Responsibilities of the Nomination and Remuneration and CG Committee

1. To consider guidelines, process, structure, elements and qualification of the board of directors and the subcommittee.
2. To recruit and select persons with qualifications appropriate to be appointed to the Company's Board of Directors, Subcommittee, Chairman of the Board, Chairman of the Executive Board, Chief Executive Officer, Managing Director, Company Secretary, Secretary to the Board of Director, Secretary to the Subcommittee in case a vacancy occurs or when there needs to be a new appointment. Candidate's names are to be submitted for the Company's Board of Directors and/or the Company's shareholders for consideration and approval.
3. Determine guidelines and assess the performance of the Board of Directors, the various Committees, the Board of Executive Directors, the Chief Executive Officer and the Managing Director.
4. Support the company in giving opportunity to minority shareholders to propose a person for recruitment as a member of the Board of Directors.
5. Determine the level of remuneration for members of the Board, the various Committees and the Board of Executive Directors which includes the monthly remuneration, meeting allowance, annual bonus and other cash and non-cash benefits. The proposal is to be submitted for Board and/or shareholder consideration and approval.
6. Determine remuneration for the Chief Executive Officer and the Managing Director which includes the monthly salary, annual bonus and other cash and non-cash benefits to be submitted for Board consideration and approval.
7. To make considerations on the Employees Remuneration Policy, both monetary and non-monetary, for submission to the Company Board of Directors for approval.
8. Prepare good corporate governance policy appropriate for the company under legal framework, guidelines, rules and regulations issued by regulators i.e. the Stock Exchange of Thailand, the Securities Exchange Commission, related agencies, as well as approaches to good corporate governance in line with international standards before proposing to the Company Board of Directors for approval.
9. Conduct review and improve good corporate governance policy regularly to ensure the company's policy conforms to the international practice including legal, guidelines and various rules pertaining to the company's business.
10. Supervise, guide and advise directors, executives and staffs in performing their duties and responsibilities in line with the good corporate governance policy that will benefit the company's operations on continuous basis.
11. Suggest rules and guidelines relating to good ethics and morality in managing business and procedures of the Company's directors, management and staff.
12. Support and encourage stakeholders to follow and abide by the Company's good corporate governance policy.
13. Establish the framework in supervising/overseeing the company's anti-corruption operations.
14. Provide good corporate governance report to the Company's Board of Directors, and report the Company's Board of Directors immediately in case of encountering significant issue or important incident which may affect the company's operations materially.
15. To undertake other related activities as assigned by the Company's Board of Directors.

In 2020, the Nomination and Remuneration and CG Committee held a total of 3 meetings which reported to the Board of Directors with progress reports and reported to Shareholder in the Annual Report

Board of Executive Directors

As of December 31, 2020, there were 4 members of the Board of Executive Directors as follows:

1.	Mr. Somchao Tanthathoedtham	Chairman
2.	Mr. Somnuek Tanthathoedtham	Member
3.	Mr. Wichian Silapacharanan *	Member
4.	Mr. Rungsarn Nuntakawong	Member

Remark * Has passed away resulting in the end of the directorships and other positions on April 29, 2020 onward.

Scope of Duties and Responsibilities of the Board of Executive Directors

- (1) To determine rule- and law-abiding policies, directions, strategy and business operations to parallel the business goals set by the Board of Directors.
- (2) To set the Company's organization structure and management authority, which include the nomination, employment, training and layoff of personnel, excluding the Chairman of the Board of Executive Directors and the Managing Director.
- (3) To consider and review the annual budget proposed by the Managing Director before presenting to the Board of Directors for approval.
- (4) To examine and monitor management's adherence to company policies to ensure maximum effectiveness.
- (5) To review and consider the business investment opportunities related to the core business or other businesses before presenting to the Board of Directors for approval.
- (6) To approve plans to obtain loans or advances from financial institutions for the running of normal business operations, for investments, purchasing of properties, land and construction and business operations for an amount not exceeding THB 500 million. If the transaction amount exceeds THB 500 million, it must be presented to the Board of Directors for approval.
- (7) To allocate funds for pension, bonuses or other compensations approved by the Board of Directors.
- (8) To perform other duties assigned by the Board of Directors.

The Board of Executive Directors may delegate financial authority for transactions to senior management as the Board deems appropriate.

Transactions that may have conflicts of interest require that the issue be reviewed as set forth in the Company's guidelines (in line with the regulations of the Company, and the Securities and Exchange Commission) prior to approval of such transactions, except for normal business transactions as clearly stated in the policies regarding connected transactions. The Executive Directors in the position that may lead to a conflict of interest does not have the authority to approve such transactions.

Risk Management Committee

In 2020, the Company's Risk Management Committee met a total of 4 times which report to Board of Directors. As of December 31, 2020, there were 4 members of the Risk Management Committee as follows:

1.	Mr. Somchao	Tanthathoedtham	Chairman of the Risk Management Committee
2.	Mr. Somnuek	Tanthathoedtham	Member of the Risk Management Committee
3.	Mr. Wichian	Silapacharanan *	Member of the Risk Management Committee
4.	Mr. Rungsarn	Nuntakawong	Member of the Risk Management Committee

Remark * Has passed away resulting in the end of the directorships and other positions on April 29, 2020 onward.
Secretary of the Risk Management committee : Mr.Warapong Nilsiri

Scope and Responsibilities of the Risk Management Committee.

- (1) Acknowledging and giving suggestions on the policy, strategy, as well as the direction of risk management of the Company.
- (2) Reviewing and recommending the risk management plan of the Management including the overall picture of risk management process of the Company.
- (3) Acknowledging the important risks and making considerations as to whether the Management has responded appropriately to the risk or not.
- (4) Making follow-ups on the result of implementations in compliance of the organizational risk management framework.
- (5) Performing other duties as assigned by the Company Board of Directors.

The Risk Management Steering Committee

1. Mr. Warapong Nilsiri Executive Vice President
- Secretary of the Risk Management Committee and Consultant
2. Mr. Walatchanat Rujidasirisakul Manager, Financial Department
- Chief of Steering Committee
3. Mrs. Nampetch Tantawiriya Vice President, HR Department
- Steering Committee
4. Mr. Boonchai Rojpanich Vice President, Sales Department
- Steering Committee
5. Ms. Sumanee Boonsarana Vice President, Accounting Department
- Steering Committee
6. Ms. Nongluk Tanthathoedtham Vice President, Office of The President
- Steering Committee
7. Mr. Jessada Lukkipiniskul Vice President, Marketing Department
- Steering Committee
8. Ms. Kamonwan Sawadchai Vice President, Accounting Department
- Steering Committee
9. Mr. Jamon Muanphan Assistant Construction Manager-Head Office
- Steering Committee
10. Mr. Wittaya Rakpratanporn Section Manager, Financial Department
- Secretary to Steering Committee

Effective from January 2nd, 2020 onward.

Nomination of Directors and Senior Management Positions

The Nomination and Remuneration Committee was appointed by the Company's Board of Directors to screen persons with suitable qualifications to be appointed to the Independents Director, Board of Directors, the various Committees, Chairman, the Board of Executive Directors, Company's Managing Director and Chief Executive Officer in case a vacancy occurs or when there needs to be a new appointment. Candidate's names are to be submitted for the Company's Board of Directors and/or the Company's shareholders for consideration and approval. The Committee must ensure that the selection process is clear and transparent through the screening of persons with the necessary qualifications, expertise of various backgrounds, strong social standing, is a visionary, is an ethical person, is able to make independent contributions and has sufficient time to meaningful contribution to the Company and In consistence with the strategy in the company's business operation.

The Company has arranged to hold an orientation for new directors in order to allow the newly appointed directors to learn more about the Company's business, policy, as well as roles and responsibilities of the Company's directors. (Referring to Board Meeting Topic) Meeting with Chairman of the Board, the board of directors and the sub-committee will be arranged. In addition, important information necessary for the roles of directors will be given, including articles of association, the Company's objectives, code of conduct, a handbook for the directors of listed company, the good governance policy, the Company's organizational structure, laws relating to financial statements, notes to financial statements and the acknowledgement of information on the Company's business operation.

For other management positions within the Company, appointments are made by the Company's Board of Directors based on the Company's guidelines in selecting persons that are able to make meaningful contributions to the Company.

The Composition and the Appointment of Directors

- (1) The Board of Directors shall compose of at least five Directors, and at least half must be of Thai nationality. Persons appointed to the Board of Directors must possess qualifications as stated in article 68 of The Public Company Act of 1992 and guidelines as set forth by the Securities and Exchange Commission. The qualifications

of each candidate are reviewed including their experiences, knowledge and capability for the business, and present the name list to the shareholders' meeting for the final selection.

- (2) At least one third of the Company's Board of Directors must be independent board members.
- (3) At every annual general shareholder's meeting, one third of the Directors has to retire. If the number of Directors cannot be divided exactly by three the number closest to one third shall be retired.

Directors to retire in the first two years following the registration of the Company shall retire by a draw. In every subsequent year, the Directors who have been in the office for the longest term shall retire. A retired director is eligible for being re - elected.

- (4) The election of Directors will be voted at the shareholders' meeting under the following conditions and procedures:
 - (4.1) The number of individual's vote equals to the number of shares s/he is holding.
 - (4.2) Each individual's vote can be cast to vote for one or more nominees but the vote cannot be divided to preferred nominees.
 - (4.3) After the vote, the nominated persons shall be ranked in descending order from the highest number of votes received to the lowest and shall be appointed as Directors in that order. The number of newly elected Directors must equal to the number of the vacating Directors. If two or more Directors are eligible for the same seat and earn the same number of votes, the Chairman has the power to make the final decision as to who will be elected.
- (5) In case of vacancy on the Board of Directors other than through retirement by rotation, the Board of Directors shall elect any person who is qualified and is not subject to prohibition under laws governing public companies as a substitute Director at the next Board meeting by a vote not less than three quarters of the number of Directors remaining, unless the remaining term of the said director is less

than two months. The substitute director shall hold the position only for the remaining term of the director he replaces.

- (6) A resolution may be passed at the shareholders' meeting to remove directors from office prior to retirement by rotation, by a vote not less than three quarters of the number of shareholders attending the meeting who have the right to vote and who have shares totaling not less than half the number shares held by shareholders attending the meeting and having the right to vote.

Board Members' Qualifications

- (1) Each board member shall possess knowledge and capability, vision, honesty and integrity. Each member must possess high ethical standards, must possess a clean and transparent record of previous responsibilities and must have sufficient time to make meaningful contributions to the Company.
- (2) Each board member must possess the qualities and must not have been disqualified in relation to the guidelines set forth for publicly listed companies and/or any other applicable laws and regulations
- (3) Board members may serve as a board member for other Companies as long as such positions will not hamper the board member from fulfilling his/her duties as a member of the Company's board.
- (4) Board members must not operate, be partner in or be a shareholder in any business entity that operates in the same industry as that of the Company or is a competitor of the Company unless such position is disclosed to shareholders at the shareholders' meeting prior to the appointment to the Company's board.
- (5) The qualification of an independent director is similar to that of a member of the Audit Committee which complies with the Stock Exchange of Thailand's guidelines regarding the qualifications and responsibilities of members of the Audit Committee. The independent director's responsibility is to ensure that the interests of all shareholders are upheld. The independent directors are also to be allowed to freely provide thoughts and comments at Board meetings.

Definition of Independent Committee

Independent Committee is a committee that none of its member works in the same business, related businesses as company. So they can make their own decisions independently.

Each independent director shall comply with the following rules:

- (1) holding shares not exceeding one per cent of the total number of shares with voting rights of the applicant, its parent company, subsidiary company, associate company, major shareholder or controlling person, including shares held by related persons of such independent director;
- (2) neither being nor used to be an executive director, employee, staff, advisor who receives salary, or controlling person of the applicant, its parent company, subsidiary company, associate company, same-level subsidiary company, major shareholder or controlling person, unless the foregoing status has ended not less than two years prior to the date of filing an application with the Office. Such prohibited characteristic shall not include the case where the independent director used to be a government official or advisor of a government unit which is a major shareholder or controlling person of the applicant;
- (3) not being a person related by blood or legal registration as father, mother, spouse, sibling, and child, including spouse of child, executive, major shareholder, controlling person, or person to be nominated as executive or controlling person of the applicant or its subsidiary company;
- (4) neither having nor used to have a business relationship with the applicant, its parent company, subsidiary company, associate company, major shareholder or controlling person, in the manner which may interfere with his independent judgement, and neither being nor used to be a significant shareholder or controlling person of any person having a business relationship with the applicant, its parent company, subsidiary company, associate company, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years prior to the date of filing an application with the Office.

The term 'business relationship' under the first paragraph shall include any normal business transaction, rental or lease of immovable property, transaction relating to assets or services or granting or receipt of financial assistance through receiving or extending loans, guarantee, providing assets as collateral, and any other similar actions, which result in the applicant or his counterparty being subject to indebtedness payable to the other party in the amount of three percent or more of the net tangible assets of the applicant or twenty million baht or more, whichever is lower. The amount of such indebtedness shall be calculated according to the method for calculation of value of connected transactions under the Notification of the Capital Market Supervisory Board governing rules on connected transactions mutatis mutandis. The consideration of such indebtedness shall include indebtedness occurred during the period of one year prior to the date on which the business relationship with the person commences;

- (5) neither being nor used to be an auditor of the applicant, its parent company, subsidiary company, associate company, major shareholder or controlling person, and not being a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the applicant, its parent company, subsidiary company, associate company, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years prior to the date of filing an application with the Office;
- (6) neither being nor used to be a provider of any professional services including those as legal

advisor or financial advisor who receives service fees exceeding two million baht per year from the applicant, its parent company, subsidiary company, associate company, major shareholder or controlling person, and not being a significant shareholder, controlling person or partner of the provider of professional services, unless the foregoing relationship has ended not less than two years prior to the date of filing an application with the Office;

- (7) not being a director appointed as representative of directors of the applicant, major shareholder or shareholder who is related to major shareholder;
- (8) not undertaking any business in the same nature and in competition to the business of the applicant or its subsidiary company or not being a significant partner in a partnership or being an executive director, employee, staff, advisor who receives salary or holding shares exceeding one per cent of the total number of shares with voting rights of other company which undertakes business in the same nature and in competition to the business of the applicant or its subsidiary company;
- (9) not having any other characteristics which cause the inability to express independent opinions with regard to the applicant's business operations.

The Company Board of Directors prescribes the definition of the independent directors to be in accordance with the Regulations of the Stock Exchange of Thailand and in the Notification of the Capital Market Supervisory Board Governing the Granting and Permission on the Offerings of Newly Issued Shares.

Components and Appointment of the Executive Committee

The Board of Directors has appointed executive directors by means of election from directors and the top management in order to effectively supervise and elaborate

the Company's operation in conformity with guidelines and management policy as prescribed by the Board of Directors

The Appointment of Members of the Audit Committee

The Board of Directors and/or the shareholders' meeting are responsible for appointing members of the Audit Committee by appointing at least three individuals

whose qualifications meet the minimum requirement as stipulated by the Stock Exchange of Thailand and each appointed member has a three-year tenure.

The Appointment of Members of the Nomination and Remuneration and CG Committees

The Board of Directors appoints at least 3 members to each of the Nomination and Remuneration and CG Committees with the majority of the members being Independent Directors and has a term of 3 years.

Corporate Governance in Subsidiary and Associated Companies

To comply with the corporate governance principle that enables control, management and operation of subsidiary and associated companies and to maintain the benefit of Company's investment, the Company assigned its authorized person to represent the Company in the boards of its subsidiary and associated companies in

proportion to its shareholding according to the Company's regulations. Also, the Company's authorized persons in the boards of such subsidiary and associated companies shall play a part to set up important policies for business operation.

Remuneration for the Company's Financial Auditor

- **Audit fee:** The remuneration for the Company's financial auditor for their auditing work for the accounting period as follows.

Company Name	Amount (Baht)
N.C. Housing Plc. (NCH)	1,230,000
N.C. Property Management Co., Ltd. (NCPM)	30,000
Quality Living Management Co., Ltd. (QLM)	66,000
Siri Arun Wellness Co., Ltd.	50,000
Total	1,376,000

- **Non-audit fee:** The Company and its subsidiaries compensated the Company's financial auditor for services including transportation fees for the accounting period as follows.

Company Name	Amount (Baht)
N.C. Housing Plc. (NCH)	49,497
N.C. Property Management Co., Ltd. (NCPM)	970
Quality Living Management Co., Ltd. (QLM)	1,195
Total	51,662

Internal Information Control

SOCIAL DISTANCING IN OFFICE

STAY AT LEAST 6 FEET OR 2 METERS AWAY FROM OTHERS



Company applies corporate governance in managing internal data, thus identifying operating guidelines for Board of Committee, management, and employee regarding the use of internal data (Insider Trading) which are not supposed to be publicly exposed for personal interest. The guidelines include **“Policy to expose information technology, Management Manual, Employee Manual, Company Ethics”** Main contents are as follows;

- Directors, senior management and employees need to report their stock ownership along with their spouses’ ownership and under aged children’s stock ownership. Penalties under the Securities and Stock Exchange Act 1992 section 275, and those under the Stock Exchange of Thailand have been informed to directors, executive directors, and senior management.
- Require Directors, executive directors and senior management to report any change of

their Company stock ownership, according to the section 59, to the Securities and Exchange Commission and the Stock Exchange of Thailand. And the report copy must be sent to the Company.

- Establish **“Executive Manual”**, aiming that the executives make use of the fundamental information in compliance with regulations and rules required by the Stock Exchange of Thailand (SET), and the Securities and Exchange Commission (SEC). They include executive’s qualification, role and responsibility, internal data policy, security holding reporting, personal data reporting, and disclosure policy. This is to enable the executives follow it correctly and ensure that the company operates performance system equitably and transparently to all shareholders and stakeholders.

- As stipulated in both the Company's employee handbook and that of the Company's code of ethics, the Company's board members, management and staff are prohibited from making any purchase or sale transaction of the Company's shares in the event that such person(s) has access to information that may have significant bearing on the Company's share price one month prior to the release of such information and 48 hours post the release of such information to the general public. Internally, the Company has distributed reminders concerning the prohibition of disclosing such critical information to all its board members, management and staff.
- Complaints
 1. In case that employee suspects any action that is likely to violate the policies or ethics, he can reports to following responsible persons;
 - Supervisor
 - Human Resource Department
 - Board of Directors or secretary

2. Company assigns Human Resource Department to receive external complaints. In case that you suspect any action that is likely to violate ethics.

During 2020, Board of Directors, senior management and employees do not have the offense.

Corporate Social Responsibilities



In 2020, the company had the policy concerning the support of environment, society and public activity either run by company itself or cooperated with public sector and local community. Moreover, we also supported local activity where we settled our business including put a high effort on building a quality house and developed our work process. In order to create CSR in Process, we developed the so called “Precast”, a readymade construction system, to help decreasing noise and dust pollution and traffic congestion around the construction

site. Furthermore, the company also issued the magazine called “NC Happy Home” for project members to publicize company’s information and others useful knowledge. Moreover, the Company is committed to acting as a good citizen by complying with all relevant laws and regulations. Company has been aware of the importance of honest, fair, and ethical business operations for sustainable growth and increase of value and maximum return for all stakeholders.

Business Philosophy

Vision

To be a leading real estate company with a variety of international standard and high-quality goods and services, using modern management and technology to expand its business through domestic and international cooperation

Missions

- Planning good investment and business expansion
- Developing product and service development
- Focusing on customer satisfaction and maximizing return for all stakeholders
- Building personnel and teams
- Applying reliable systems and good practices to the management
- Building a network of work and business

Practices of Social Responsibility

1. Policy and Treatment of Business Partners and Creditors

- **Conflict of Interests**

The Company has a policy to supervise its directors, management, and staff members to prevent them from exploiting their position in the Company to seek personal gains.

- **Responsibility to Shareholders**

The Company has a policy to use integrity, fairness, ethics, morality and transparency in business operations for sustainable growth to increase economic value and highest return on investment to its shareholders in the longrun, by taking account of the right and equitability of shareholders.

- **Policy and Treatment of Oneself**

All employees are considered a critical success factor of the organization; thus, it is essential for them to regularly seek knowledge and develop competency, and adhere to disciplines and ethics.

- **Policy and Treatment of the Company**

The Company would like all employees to take part in sustainable development and growth of the Company as well as to create a good culture within the organization.

- **Policy on Treatment of Business Partners**

The Company has a policy to treat its business partners fairly and equitably, taking account of common interests and based on fair benefits generated by both sides. Any situations that may lead to conflict of interests shall be avoided.

- **Policy on Treatment of Creditors**

The Company shall keep all its promises and perform in accordance with the terms and conditions agreed with its creditors for the repayment of principal and interest, as well as keeping all collaterals in good condition as agreed.

- **Policy and Treatment of Trade Competitors**

The Company has a policy of free and fair competition which is against monopoly and does not require its business partners to sell their products to the Company only. It has no policy to and will not acquire information about its competitors by any illegal or unethical methods.

- **Policy and Treatment of Independent Auditor**

The Company is aware of the importance of independent auditors who are used by shareholders as a mechanism to examine performance of the management as well as to verify correctness and completeness of financial reports. The Company has a policy to fully cooperate with the auditors by providing them with accurate and complete information and facilitating them in carrying out the audit.

- **Policy and Guidelines on Breach of**

Copyrights and Intellectual Properties, and Use of Information and Communication Technology

The Company stresses the importance of proper use of copyright materials, intellectual properties, information technology and communication by strict adherence to the law, moral and ethical standards.

2. Policy and Guidelines on Corruption

The Company recognizes the importance in conducting its business with integrity, honesty, morality and ethics by relentlessly working to support and foster anti-corruption mindset in employees at all levels; a step that is deemed essential to a sustainable reputation and business prosperity as follows:

- The Company realizes the importance of and has a policy to promote the employees' integrity, as well as does not encourage an act of corruption.
- The Company has determined a procedure to constantly encourage the employees to work with integrity.
- The Company has formed the Audit and System Development Department as a section to investigate any acts that may lead to corruption and has also determined proper guidelines of protection and penalties.

3. Policy and Guidelines on Human Rights

The Company vows to treat all employees fairly and without discrimination and is committed to offer equal employment opportunities for all. Any form of discrimination, whether based on nationality, religion, race or gender, is strictly forbidden and an explicit ban on the use of any child or forced labor is observed at all time. Welfare and compensation for employees are determined based on the following guideline:

- The Company has a policy to strictly comply with the principles of human rights and will not support any acts in relation to violation

of the human rights.

- The Company will enhance the employees' knowledge and understanding on principles of human rights in order to enable them to apply to their work correctly and properly.

4. Fair Employee Treatment

Policy and Treatment of Employees

Realizing that the employees are the most valuable assets and critical success factor of the Company, The Company has a policy to treat its employees fairly, either in terms of opportunity, remuneration, appointment, transfer, or continuous training and development to enhance their performance potential and career path. The following regulations shall be adhered to:

- Treat all employees with politeness and respect for individuality.
- Provide all employees with fair remuneration.
- Consider the employment, promotion and transfer as well as rewarding and punishment of all employees in a fair manner based on ethical standards and human resource management for the highest benefits of the Company.
- Provide all employees with equitable and regular opportunities to enhance their knowledge, competency and capabilities for their duties.
- Maintain regularly safe working environments for the life and property of employees.
- Foster a good work culture and atmosphere.
- Listen to sound opinions and recommendations of the employees.
- Adhere strictly to labor laws and regulations.
- Avoid any unfair acts that may affect occupational security of the employees or threaten and pressure their mental health.

Administration of Employee Remuneration and Benefits

Always valuing its employees, the Company has a policy to provide remuneration and benefits that support and improve the living standard of employees and their family members, as well as creating incentives and motivation to work as follows:

- The Company offers fair and appropriate remuneration based on job position and responsibility as well as the Company's performance.
- The Company constantly revises employee remuneration and benefits to remain at the competitive standard in the industry.

5. Policy and Treatment of Customers

Customer satisfaction and consumer confidence are very important to the Company, which aims to provide high quality goods and services at reasonable prices, and maintain a good and long-term relationship with the customers. The Company has thus determined the following guidelines:

- Deliver high quality goods and services, which meet or exceed customers' expectation, at reasonable prices.
- Provide complete and accurate disclosure of all information pertaining to its products and services without any distortion, which may cause any misunderstanding of the quality or any conditions of the products to the customers.
- Comply fairly with all agreements and conditions made with the customers.
- In case of failure to comply with any conditions, the Company shall give the customers an advance notice to jointly find solutions.
- Communicate with customers politely and efficiently, and provide a system and process to allow customers to file complaints regarding quality of the products or services,

as well as respond to customer demands quickly and efficiently.

- Directors, management, and staff members shall not disclose any information on customers without prior permission from those customers or authorized persons of the Company unless such information is requested by third parties in accordance with the provisions of law.

6. Policy and Guidelines on Safety, Occupational Health and Environment

The Company is committed to safety, occupational health and protecting the environment by conducting its business in strict compliance with regulatory requirements, while constantly evaluating impacts on environment. The guidelines are as follows:

- Comply with laws and regulations regarding safety, occupational health and environment
- Conserve and maintain working environment for highest level of safety to the lives and the livelihoods of all employees
- Promote, educate and train employees on environment conservation and raise awareness for an effective and efficient use of natural resources among employees.
- Promote efficient use of natural resources and design and develop more environment-friendly products.

7. Community participation and development

The Company strives to grow and prosper in a sustainable matter following our business strategy and, at the same time, gives back to the society, communities and environment. The company believes that a strong relationship amongst people living within a community is the basis for a good society. U

- To this end, the Company supported a number of events in and around the communities of the Company's projects including charitable events and providing

support for relief efforts of those affected by natural disasters.

- Project to Enhance and Develop Youth - The Company would like to see children growing up in a healthy environment where they are given the opportunity not to only think but also act upon their thought by supporting the following projects:
- Education - With educational support being at the core of its emphasis, the Company's activities to support this area include:

8. Innovation and Disseminations.

Innovation and technology play a very important role in nowadays' society due to the needs of conveniences and raising level of the quality of life for the betterment. The Company understands and knows what the villagers or customers are wanting. So, attention is paid to every detail of the products and services by firmly striving for quality home construction and making developments in every working process in order to create developments in products and services based principally on the customers' needs. Technology is adopted for use to increase comfort and raise the quality of living and services to enable the customers to receive the best thing. The company has continuously developed products and services to meet new demands simultaneously with the development of the quality system by applying the ISO system for use. We are the first Company to adopt this ISO system for use and are currently developing the quality system under ISO 9001: 2015 to develop products and services for much better quality which, in this respect, the Company has joined hands with partners such as SCG to study and apply

innovative designs that are eco-friendly to develop the products and services which are Smart Homes, Eco Homes, and Care Homes for use in residential design development because the Company recognizes the importance of promoting the innovation for housing, responding to the needs of customers who take into account the energy consumptions. At present, SCG's cool house innovation to adjust the condition of the house to feel the good air quality in the house. With the Active Airflow System. The equipment's to be attached to homes will function to push hot air inside and pull it up to the upper floor and then transfer it to the roof hall which is a system to help suitably adjust home temperature. The air circulation system will function as a natural air conditioner for homes. This system will be installed along with a small solar cell to power the exhaust fan without depending on the electricity. This innovation responds to the new generations who care for energy consumptions. Such a concept is piloted at Thanyathani Home on Green Project and developed for use at the current CHARM project. Moreover, the company select of quality colors that can help inhibit the coronavirus and have to sterilization to prevent the COVID-19 too.

Nevertheless, the Company has still continued to develop home designs to meet the needs of the elderly society in the near future. The designs also take into account the integration of every generation in the same home. In addition, under the concept "All From Home" the Company has as well adopted the IT system for use in the developments of the quality of products and services within the organization. Those include Real Estate ERP, MANGO and the addition of LINE @ system to respond quickly to the customers' needs in the after-sales service as well.

CSR Activities

Education and Learning Skills

- **“NC Scholarship for Academic Year 2020” Project**

The Company has conferred continuous Bachelor’s degree scholarships for well-behaved students from economically disadvantaged backgrounds, studying a Bachelor’s degree in the Faculty of Architecture and the Faculty of Engineering, Rajamangala University of Technology Thanyaburi (there are currently 32 scholarship students and 23 scholarship graduates have graduated with 1 waiver.) thus to promote the development of talented and upright personnel in the real property sector.

- **Carrying on the Activity of “Good and Talented Citizenship Project”**

The Company has focused on “A Happy Living Community” by starting from the development of children and youth in nearby areas of the Project and in other provinces. Therefore, the Company has organized activities with schools participating in the Project and has supported the financial resources, cooperation and facilitation in organizing the training and activities in “Good and Talented Citizenship Project”. N.C. Housing Public Company Limited, in cooperation with Thammasat University, aimed to implant systematic and positive thinking process among youth and new generations and to mold up their merits and public awareness, leadership and good followership, emotional maturity, mutual interaction, bonds, assistance and good foundation for the society, N.C. community and good citizenship of the country. The Company has evaluated the results and has continuously conferred certificates to students participating in activities of “Good and Talented Citizenship Project”.

Society and community

In 2020, the direction of the Customer Relations Department’s activities continued to focus on building relationship within the family and the community, pay greater attention to the environment and physical and mental well-being.

- **Making merit on New Year’s Day and 2020 National Children Day activities**

Activities for the family including children, youth and member of all ages involved culture, tradition and the society because children and youth are the nation’s driving force in the future. As such, the pattern and objectives of the activities are filled with the concepts of what the society believes is important i.e. about the environment via game playing, storytelling and plays so young people can understand/appreciate and easily accept as it is appropriate for their age.



• **NC Family Workshop**

NC Group has initiated various activities and continues to emphasize the concept of promotion of well-being and the environment by focusing on activities strengthening physical and mental health with happiness at all ages, interspersed with concepts on the surrounding environment i.e. reduction of chemical and plastic use in daily life e.g. workshop on using cloth bag to replace plastic bag or the activity “TRASH HERO”: “The tiny power that changes the world by separating trash”, activities that promote the youth to pay attention to the environment, understand the need to separate trash by actually doing it i.e. encourage the children to bring along plastic bottles, glass bottles or soft drink can then clean for exchanging with coupon to play games and receive gifts at the game booth. There were lectures on basic tips for trash separation in the household by which the recycled trash will further go through the next process e.g. transfer to municipality or related agency.



• **Communication on information and measures to monitor the spreading of Covid-19 (Corona virus)**

In connection with the COVID-19 pandemic in 2020 impacting almost every country around the world including Thailand leading to the awareness and anxiousness on health safety as the virus can spread from person to person through droplets from a patient by sneezing, coughing or having a conversation so that the droplets settle on the object and various surface e.g. table, door knob, hand rail and upon touching such surface and then touching eyes, nose or mouth the virus can then be transmitted. It is thus important to wash hands frequently with water and soap or alcohol gel and keep a certain distance from others of at least 1 meter.



We realize that health is the issue that everyone is interested in and in the midst of the COVID-19 pandemic, we take greater measures on good hygiene to maintain confidence among our customers, homeowners as well as employees working for the NC Group. We have adopted measures to deal with COVID-19 so everyone can feel comfortable and safe from the pandemic as follows:

1. Check body temperature of every employee before entering office.
2. Every employee always wears face mask during the entire time at the office.
3. Provide free alcohol gel to visitors visiting the projects.
4. Spray the area with disinfectant solution and alcohol e.g. at sales office, model house.
5. Increase frequency in cleaning at every important touch points e.g. door knob, table, chair and living room set.
6. Boost confidence on hygiene by cleaning the toilet regularly.



In addition to the measures we have implemented, NC Group continues to communicate with members via its Facebook Fan Page 'NC Happy Home' constantly under various forms of contents using materials that are consistent with the 'new normal' lifestyle including work from home in order to promote understanding and relieve stress brought about by COVID-19 situation.

ดูแลบ้านสะอาดปลอดภัยไร้เชื้อโรค

สุขภาพที่ดีเริ่มได้ที่บ้าน เพราะการดูแลที่อยู่อาศัยให้ถูกสุขลักษณะจะช่วยลดการสะสมของเชื้อโรคต่างๆ อันเป็นจุดเริ่มต้นของปัญหาสุขภาพ การดูแลบ้านให้สะอาดนั้นไม่เพียงแต่ลดความเสี่ยงด้านการป่วยใช้กันภายใน แต่ยังช่วยบำบัดจิตใจให้แจ่มใสปลอดภัยไม่รังเกียจด้วย...

ห้องรับแขก - ห้องนั่งเล่น

- เก็บสิ่งของที่ไม่จำเป็นลดจุดสะสมฝุ่นและเชื้อโรค
- ทำความสะอาดให้ทั่วถึงเช็ดคราบสกปรกต่างๆ

ห้องนอน

- ทำความสะอาดห้องให้ทั่วถึง
- ซักทำความสะอาดชุดเครื่องนอน ผ้าห่ม ปลอกหมอน อย่างน้อยสัปดาห์ละครั้ง

ห้องครัว - โต๊ะกินข้าว

- พื้นครัวหมั่นเช็ดถูทำความสะอาด
- โต๊ะอาหารทำความสะอาดทุกครั้งหลังใช้งาน
- ใช้น้ำยาทำความสะอาดบริเวณที่มีคราบเลอะ
- เก็บสิ่งที่ไม่จำเป็นออกจากโต๊ะอาหาร
- ทิ้งหรือกำจัดเศษอาหารทุกวัน

ห้องน้ำ - ห้องส้วม

- ทำความสะอาดพื้นห้องน้ำบ่อยๆ
- หมั่นทำความสะอาดลูกบิด กลอนประตู ที่รองนั่งโถส้วม สายชำระ หัวทึบต่างๆ

สุขภาพดีเริ่มที่อาหาร เสริมภูมิคุ้มกัน

ด้วยอาหาร 5 หมู่สู้โควิด-19

- คาร์โบไฮเดรต
- โปรตีน
- ไขมัน
- วิตามิน
- เกลือแร่ และแร่ธาตุ

#เพราะเราอยากให้น้ำเป็นที่พักปลอดภัย #NCNOCVID19

#เพราะเราอยากให้น้ำเป็นที่พักปลอดภัย #NCNOCVID19

ซักผ้าอย่างไรให้ปลอดภัยไร้ไวรัส

- 1** แยกชนิดผ้าก่อนซักตามวิธีปกติ โดยระมัดระวังไม่ให้สัมผัสร่างกาย
- 2** ใช้สบู่ฟองร่วมกับน้ำยาฆ่าเชื้อ โดยผสมตามอัตราส่วนที่ฉลากแนะนำ
- 3** ตากผ้าในที่โปร่งและแสงแดดส่องถึง หรือใช้เครื่องอบผ้าให้แห้งในอุณหภูมิสูง
- 4** หากต้องการความมั่นใจในการฆ่าเชื้อโรค สามารถเลือกซักด้วยน้ำอุณหภูมิ 60-90°C

#เพราะเราอยากให้น้ำเป็นที่พักปลอดภัย #NCNOCVID19

NC Happy Home NC GROUP

Internal Control & Risk Management



The Company Board of Directors has assigned the Audit Committee to verify and assess the internal control system and monitor controls over the operations of the Audit Section and system development directly in order to enable the Committee to perform their duties in conducting the audit independently on the assessment of the sufficiency of the internal system existing in such working system including the compliance with the rules, regulations relating to the Company's business operations. In addition, we have contracted a consultancy company: namely; Kandit Advisory Services Co., Ltd. (KAS), to perform duties to audit working process in accordance

with the Audit Plan 2020 which have already been approved the Company's Board of Director and to report the result of the audits directly to the Audit Committee.

Audit Committee had reviewed the internal audit system and found no significant flaws in the process. The results are congruent with the recommendation from company's auditor. So, the Audit Committee approved that NCH had sufficient, efficient and effective internal control system. There were some recommendations to improve overall performance of the company from internal audit consultant which were already done by the company.

1. Organizational Control

1.1 The company's corporate infrastructure gives importance to establishing corporate infrastructure that supports internal control systems and corresponds with the regulations in compliance with good governance principles, whether in terms of the infrastructure for the company's board of directors, audit committee, executive committee, nomination and remuneration committee or system auditing and development department.

Board of director appointed executive directors and also appointed 3 independent directors to be audit committee. Executive directors would have a meeting monthly. Board of directors would have a meeting quarterly. Audit committee would have a meeting with Internal Audit and System Development and Internal Auditor quarterly.

1.2 The company provides the organizational structure and environment that boosts the internal control effectively, formulates the organization-level strategies, business goal, annual plan, KPIs plan for each department/project, and communicates the management policy to the executives and all employees as practices. KPI committee was to review and to examine all departments' KPIs to make sure that all KPIs suited the situation as well as company's policy.

1.3 To achieve company mission and respond to stakeholders, society and public sector, the company had set the business ethics of board of directors, executives, and all personnel in doing their duties honestly, loyally and morally. Social activity is partial strategy in management. The employees' compensation policy has been set forth consistently with the company's profits. The company also provides and encourages training and educating for knowledge and competency improvement, cheer-up and encouragement that employees cooperatively work to achieve the organization's goal as whole.

1.4 To control internal flow of documents and quality of work, company implemented ISO and set the standard operation procedures for finance, procurement, and general administration.

2. Risk Assessment

The company has set risk management policy and established a risk management work committee to consider annual risk management operational plans together with setting risk management issues as main agendas for every quarterly meeting of the company's board of directors in order to assure that sufficient risk management measures have been taken and that the aforementioned measures are at a suitable level.

Risk Management Policy:

1. The Risk Management Work Committee has duties and responsibilities as set forth in overall risk management policy, which must cover key risks and the arrangement of risk assessment schedules, the setting of risk indicators and the preparation of reports about risks in line with the risk management process practiced by the company.
2. The risk management work plan must correspond with the policy and strategies set forth by the company with ability to assess and oversee the magnitude of the company's risks remains at a suitable level.
3. Sufficient review of risks by the risk management work plan, including the effectiveness of the system and practice in compliance with set policy.
4. Practice in compliance this risk management policy requires strict and continual adherence under the control of the company's board of directors and the company's management department.

3. Operation Control

3.1 Chart of Authority of all management levels were already implemented and redesigned the organization structure to enable cross-controlling system.

3.2 The company provides planning and KPIs performance report on monthly basis, and strategy review is made biyearly. Reported the KPI results and reviewed plans and goals every 6 months.

3.3 Company operates its business under the Securities and Stock Exchange Act, the regulations of the Stock Exchange of Thailand as well as other relevant laws such as

Consumer Protection Act, Environmental Laws, City Plan Act, etc. The meeting also stipulated that consideration be given to related business transactions as a main agenda in the meetings of the board of directors every quarter in order to assure that the company had already given proper consideration to the aforementioned transactions in the maximum interests of the company, shareholders and stakeholders.

4. Information technology and communication systems:

- 4.1 The company improves the information technology reporting system through Enterprise Resources Planning (ERP) to ensure of the accuracy and speediness in performing duties and reporting data that supports the executive's decision. Additionally, the company is seeking for reducing cost, improving performance, and provides the customers with maximum satisfaction.
- 4.2 The organizational structure constitutes of a work unit that is responsible for internal and external communication and update information accurately and completely available to the Investor Relationship and Public Relationship, and having the PR billboard and company's message billboard installed in visual place
- 4.3 The company has set policy and guidelines about not violating copyrights, intellectual property and the use of information technology and communications in writing as a guideline for controlling the efficiency of the company's information technology and data communications.
- 4.4 Submitting the meeting agenda and concerned documents 7 days prior to the meeting is the company's rule.
- 4.5 Top management is responsible for company information technology.

5. Follow up System

- 5.1 Management meeting had been held at least once a month to review all projects' performance. Company used sub-meeting to consider and solved any problems as well as report the progress of all projects.
- 5.2 Performance and quality evaluation were done by quality management team and Internal Audit and System Development periodically as planned.
- 5.3 The company has established channels of complaints for suspicious incidents or actions are noticed concerning the abovementioned violations or failure to comply with professional ethics (details appearing under the topic of corporate governance)

» Internal Audit Supervisor and Corporate Governance Supervisor

The Audit Committee has appointed Kandit Advisory Services Co., Ltd. (KAS) to be the Company's auditor. Kandit Advisory Services Co., Ltd. (KAS) has assigned Mr. Khamnung Sarisara to be the responsible auditor for the Company.

The Audit Committee has reviewed the qualifications of Kandit Advisory Services Co., Ltd. (KAS) and Mr. Khamnung Sarisara and agreed that they have the appropriate qualifications to work in the position because of their independence and internal audit experience. The Company also set up the Audit and System Development Department to coordinate with the audit Company.

Also, the consideration, approval, appointment, removal, and transfer of the Company's internal audit supervisor must be done through the Audit Committee. Attachment 3

Audit Committee's Good Corporate Governance Report

To Shareholders,

The Company Board of Directors has announced the Corporate Governance Policy since 24 February 2006 and has determined to review, update it regularly every year to be in compatibility with the development of Corporate Governance Principles by the Stock Exchange of Thailand in order to cause the creation of the system that provides the structure and process of the relationships among the Board of Directors, Management and shareholders. The business is overseen to be carried on in an appropriate direction as it should be by having measures on checking and balancing as well as on the use of resources for maximum benefit in order to create competitiveness which will lead to growth and value addition to shareholders in the long-term as well as building confidence in the shareholders, investors and related parties in conducting the business of the enterprise.

The Company's concept of the Corporate Governance Policy is based on the basic principles of good corporate governance in relation to the transparency, honesty responsibility for the performances in accordance with the duty and competitive ability as well as providing care and supports to the Management and employees to carry on their work carefully with the ethics in doing business properly and righteously by dividing it into 5 sections;

- Section 1 Board of Directors
- Section 2 Shareholders' rights and equality
- Section 3 Disclosure of information and Transparency
- Section 4 Risk Management and Control
- Section 5 Ethics

Audit committee was appointed to be a subcommittee by Board of Directors in their meeting. Subcommittee was an independent mechanic in balancing the power of management. Internal audit department and system development department reported the efficiency of the existing control system to the audit committee. They also supported to make continuously self audit happened in all levels of the company. This would build an audit culture and control environment. Then employee participation followed. Participated employees would keep or improved this audit system. Good audit system impacted directly to human resource development and was important fundamental to company's efficiency and effectiveness improvement.



Mr. Piboon Limpraphat, Ph.D.
Chairman of the Audit Committee

Audit Committee's Report

To Shareholders,

N.C. Housing Public Company Limited's Audit Committee was appointed by the Company's Board of Directors on November 7, 2006 for a period of 3 years. The Audit Committee is made up of 3 Independent Directors possessing qualities as stipulated by the Stock Exchange of Thailand (SET) along with the guidelines relevant to the Audit Committee. Members of the Audit Committee include:

1. Mr. Piboon	Limpraphat, Ph.D.	Chairman
2. Mr. Vichan	Amornrojanavong	Member
3. Mr. Vorakan	Dhepchalerm	Member

Activities were undertaken as per the given responsibilities by the Company's Board of Directors and as per the responsibilities stipulated in the Audit Committee's Charter, which parallels the guidelines as stipulated by the SET.

In 2020, the Audit Committee meeting total of 5 times which includes three persons who had series of meetings with audit committee group of NC N.C. Housing Public Company Limited with the attendance of senior management, the internal audit's external consultant, Head of Internal Audit and System Development and the Company's financial auditor as necessary. Key activities undertaken for the year include:

1) Reviewed the Company's quarterly and full year financial statements for fiscal year 2020. To provide a level of confidence that the Company and its consolidated financial statements have been prepared in accordance with generally accepted accounting principles with sufficient and complete disclosure of financial information. The review is also to ensure that the disclosure is with integrity and review transactions between the Company and its subsidiaries and that of related party transactions or conflict with the company benefits according to law and the regulations of the Stock Exchange of Thailand or other laws which are liable to company policies .

2) Reviewed and approved the annual internal audit plan and ensured the adherence to the approved audit plan and make necessary adjustments to better risk control with the changing risk resulting from the change in operating environment. Made recommendations to improve effectiveness of the internal audit process while approval was given to further clarify the guidelines outlining the Department's responsibilities and duties.

3) Reviewed and assessed the effectiveness of the Company's internal control process and sufficiency of the company's internal audit system through the audit reports made by internal audit's external consultant and the Internal Audit Department's reports. The Committee oversaw the ongoing development of the internal control process and assessed the Company internal control process in accordance with the internal control sufficiency form used to minimize the risk of any mishaps. Ensured the compliance with both the Committee's resolutions and also that of the Board of Directors' resolutions.

4) Reviewed the policies and risk management procedures along with the progress of managing such risks as submitted by senior management on a quarterly basis to ensure confidence that the Company's risks have been minimized to an acceptable level.

5) Reviewed the effectiveness of the Company's good corporate governance by ensuring transparent information disclosure and follows the laws as stipulated by the guidelines of the Securities and Exchange Act. which it is announce of SEC, SET and Laws related to business operations.

6) Reviewed and performed a self-assessment in relation to the Audit Committee's Charter and in line with guidelines stipulated by the SET.

7) Reviewed the re-appointment Consider, select, and propose and remuneration of Dharmniti Auditing Company Limited as the Company's financial auditors to be submitted for Board review before submitting for shareholder approval at the Company's 2020 AGM.

8) To undertake other related activities as assigned by the Company's Board of Directors.

The Company's Audit Committee believes that the Company's internal audit process is sufficient, appropriate and provides a level of confidence in the integrity of the Company's financial statements in its totality and this report approved by Audit Committee meeting on 24 February, 2020.



Mr. Piboon Limpraphat, Ph.D.

Chairman of the Audit Committee

Report of Nomination and Remuneration and CG Committee

To Shareholders

The Board of directors is responsible for the appointment of member of the Nomination and Remuneration and CG Committee, which consists of three Independent Directors and one Executive Director with Mr. Piboon Limpraphat, Ph.D., independent director, serve as the Chairman.

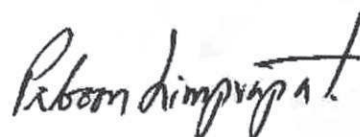
At present, Nomination and Remuneration and CG Committee comprising as follows;

- | | | |
|----------------|-------------------|----------|
| 1. Mr. Piboon | Limpraphat, Ph.D. | Chairman |
| 2. Mr. Somchao | Tanthathodtham | Member |
| 3. Mr. Vichan | Amornrojanavong | Member |
| 4. Mr. Vorakan | Dhepchalerm | Member |

In 2020, the Nomination and Remuneration and CG Committee completely carried out its duties and responsibility which be assigned by the Board of Directors and as is stipulated in its Board-approved charter. This year the Nomination and Remuneration and CG Committee held three meetings, where all the committees attended, and reported its performance to the Board for acknowledgement, summarized below:

1. Recruited suitable candidates for tabling to the Board for appointment to the director in replace of the resigned director.
2. Consider the criteria for selecting directors, as well as select and nominate those persons qualified and appropriate to be considered by the Board of Directors before further submission to shareholders' meeting for appointment as directors.
3. Consider and instruct the Board of Directors the appropriate qualified directors to be appointment to the company's sub-committee.
4. Consider a compensation method and standard for directors, member of the sub-committee, as well as that for the CEO & Managing Director before further submission to shareholders' meeting for approval. In this regard, Mr. Somchao Tanthathodtham has been refraining from voting in this agenda to avoid the conflicts of interest.
5. Consider to appoint one more independent director a total of 5 members, equal to 71.43 percent of the total number of 7 directors.
6. Acknowledged the outcomes of the Committee's self-assessment for 2020 which was implemented according to its charter and in line with the principles of Good Corporate Governance for listed companies' practices issued by SET
7. Prepared a report of Nomination and Remuneration and CG Committee for the year 2020 to the Board of Directors and to be published in the Company's Annual Report.

In 2020, the Nomination and Remuneration and CG Committee completed its duties with integrity, based on the responsibilities designated in its charter sufficiently and thoroughly with the due competence, care, prudence and independence for all stakeholders' equitable interests.



Mr. Piboon Limpraphat, Ph.D.

**Chairman of Nomination and
Remuneration and CG Committee**

Related Parties Transactions

Summary of related party transactions and transactions with persons with potential conflicts of interest for fiscal year 2020 as noted by the financial auditor in the notes to the financial statements are as follows:

Persons with potential conflicts of interest	Relationship	Transaction	Transaction Value (THB mn.)	Necessity/Appropriateness
1. Mr. Somchao Tanthathoedtham	Director, Member of the Nomination and Remuneration and CG Committee, Chairman of the Board of Executive Directors, Chief Executive Officer and major shareholder of the Company holding 1.88% of shares as of December 30, 2020	The Company borrowed funds from Mr. Somchao Tanthathoedtham at an interest rate of 5.75% per annum <ul style="list-style-type: none"> - Balance, beginning of year - Outstanding borrowings during 2020 - Refund during 2020 - Ending balance at December 31, 2020 - Interest payable 	0.00 0.00 0.00 0.00 0.00	The Company borrowed funds from Mr. Somchao Tanthathoedtham to support its operating cash and increase liquidity. The interest rate paid is benchmarked to commercial bank's MLR.
2. NCH 2555 Holding Co., Ltd.	Director and major shareholder and share 2 of the same directors: Mr. Somchao Tanthathoedtham and Mr. Somnuek Tanthathoedtham	The Company borrowed funds from NCH 2555 Holding Co., Ltd. at an interest rate of 5.75% per annum <ul style="list-style-type: none"> - Balance, beginning of year - Outstanding borrowings during 2020 - Refund during 2020 - Ending balance at December 31, 2020 - Interest payable 	219.00 0.00 (40.00) 179.00 2.02	The Company borrowed funds from NCH 2555 Holding Co., Ltd. to support its operating cash and increase liquidity. The interest rate paid is benchmarked to commercial bank's MLR

Persons with potential conflicts of interest	Relationship	Transaction	Transaction Value (THB mn.)	Necessity/Appropriateness
3. Sap Namchai Pattana Co., Ltd.	<ul style="list-style-type: none"> NCH 2555 Holding Co., Ltd. major shareholder and others within the Tanthathoedtham group hold 100% shareholding in Sap Namchai Pattana Co., Ltd. The Company and Sap Namchai Pattana Co., Ltd. share 2 of the same directors: Mr. Somchao Tanthathoedtham and Mr. Somnuek Tanthathoedtham 	<p>The Company rented land from Sap Namchai Pattana Co., Ltd. in the amount of THB 55,000 per month.</p> <ul style="list-style-type: none"> Total rental fee 0.66 Ending balance 0.00 		<p>The Company rented 11 rais of land from Sap Namchai Pattana Co., Ltd. contracted for 3 year since Jan. 1, 2019 to Dec. 31, 2021 for use as a sales office, mock-up models and parking lot for the Baan Pha Piyarom project.</p>
4. Namchai Golf Management Co., Ltd./ Engaged in the business of providing Golf course management services	<ul style="list-style-type: none"> NCH 2555 Holding Co., Ltd. major shareholder, and others within the Tanthathoedtham group hold 100% shareholding in Namchai Golf Management Co., Ltd./ The Company and Namchai Golf Management Co., Ltd. share 2 of the same directors: Mr. Somchao Tanthathoedtham and Mr. Somnuek Tanthathoedtham 	<p>Acquisition of golf membership cards for holding marketing promotions, the price of which is the market price.</p> <ul style="list-style-type: none"> Total purchases 0.20 Account Payable 0.00 		<p>Acquisition of golf membership cards for holding marketing promotions, the price of which is the market price.</p>

Persons with potential conflicts of interest	Relationship	Transaction	Transaction Value (THB mn.)	Necessity/Appropriateness
5. S.C. Construction and Decoration Co., Ltd. (SC) / Supplier of Construction Material	<ul style="list-style-type: none"> Mr. Somchao Tanthathoedtham, Mr. Somnuek Tanthathoedtham, Director and major shareholder, and Mrs. Nongluck Tanthathoedtham, major shareholder holds 94.98% in SC The Company and SC share 2 of the same directors Mr. Somchao Tanthathoedtham and Mr. Somnuek Tanthathoedtham 	Construction materials were purchased from S.C. Construction and Decoration Co., Ltd. <ul style="list-style-type: none"> - Total purchases - Account Payable 	0.33 0.03	<ul style="list-style-type: none"> The Company and its subsidiary sources certain construction material that bears impact on the Company's quality and standard requirement along with material that are considered to be hard to find for its sub-contractors. The transaction is undertaken at arm's length basis. Purchasing construction material from a related party enables the Company to control quality standard of material, delivery time and expedited service if necessary.
6. Sathaporn Wattana Trading Co., Ltd. / Supplier of Construction Material	<ul style="list-style-type: none"> NCH 2555 Holding Co., Ltd. major shareholder, and Mr. Somnuek Tanthathoedtham, Director and others within the Tanthathoedtham group hold 100% shareholding in Sathaporn Wattana Trading Co., Ltd. 	Construction materials were purchased from Sathaporn Wattana Trading Co., Ltd. <ul style="list-style-type: none"> - Total purchases - Account Payable 	46.09 11.29	<ul style="list-style-type: none"> The Company and its subsidiary sources certain construction material that bears impact on the Company's quality and standard requirement along with material that are considered to be hard to find for its sub-contractors. The transaction is undertaken at arm's length basis. Purchasing construction material from a related party enables the Company to control quality standard of material, delivery time and expedited service if necessary.

Persons with potential conflicts of interest	Relationship	Transaction	Transaction Value (THB mn.)	Necessity/Appropriateness
7. Precast Station Co., Ltd./ Manufacturer of Precast Concrete	<ul style="list-style-type: none"> Mr. Pasakorn Jeadsadarangoon, Precast Station Co., Ltd.'s Director, the kinfolk of (Mr.Somchao Tanthathoedtham Director, Member of the Nomination and Remuneration Committee, Chairman of the Executive Board, Chief Executive Officer and major shareholder of the Company holding 1.88% of shares as of December 30, 2020) 	<ul style="list-style-type: none"> Precast Station Co., Ltd. rented land from the Company for use as an office in the amount of THB 20,000-40,000 per month. <ul style="list-style-type: none"> Total rental fee The Company hired Precast Station Co., Ltd., contractor by price agreed upon <ul style="list-style-type: none"> Total rental fee Account Payable 	<ul style="list-style-type: none"> 0.75 130.78 29.53 	<ul style="list-style-type: none"> Precast Station Co., Ltd. rented land from the Company for use as a manufacturer of Precast Concrete office contracted <ul style="list-style-type: none"> For Jul. 1, 2019 to Jul. 31, 2022 (20,000 baht) (TNDW) For Jan. 1, 2020 to Sep. 31, 2020 (40,000 baht) (K.6) For Oct. 1, 2020 to Dec. 31, 2020 (50,000 baht) (K.6) The Company hired Precast Station Co., Ltd., contractor by Price agreed upon
8. Siri Arun Wellness Co., Ltd.	<ul style="list-style-type: none"> 99.99% of NC Property Management Co., Ltd.'s shares held by N.C. Housing Co., Ltd. NC Property Management Co., Ltd. (NCPM) holds 60% of Siri Arun Wellness Co., Ltd.'s total shares and have 3 directors from NCPM, namely, Mr. Somchao Tanthathoedtham, Mr. Somnuek Tanthathoedtham, Mrs. Nongruk Tanthathoedtham, And all Directors holding 1 share. 	<ul style="list-style-type: none"> The company allows Siri Arun Wellness Co., Ltd. to rent office space. At the rental rate of 297,160 baht per month <ul style="list-style-type: none"> Total The company allows Siri Arun Wellness Co., Ltd. to rent furniture at 24,149.53 baht per month. <ul style="list-style-type: none"> Total Accrued Balance Guarantee 	<ul style="list-style-type: none"> 3.12 0.29 0.00 0.32 	<ul style="list-style-type: none"> The Company allowed Siri Arun Wellness Co., Ltd. to rent office space. By renting at Arun House 39, 4-5th floor and entering into the contract <ul style="list-style-type: none"> For Dec 1,2019 - Nov, 30 2020 For Dec 1,2020 - Nov, 30 2021 The Company let Siri Arun Wellness Co., Ltd. to rent furniture and the water-electricity cost calculated from the meter.

Note: 1. Items 1, 2, 3 and 4 are standalone transactions and occur irregularly.

2. Items 5, 6, 7 and 8 are transactions performed on a regular basis.

* Mr. Namchai Tanthathoedtham passed away on October 2, 2007

Manager of legacy Mr. Namchai Tanthathoedtham are:

- Mr. Somchao Tanthathoedtham - Mr. Prasit Tanthathoedtham
- Mr. Somnuek Tanthathoedtham - Mr. Sujin Tanthathoedtham

Necessity/Appropriateness of Related Party Transaction and Report from the Audit Committee

The Audit Committee has reviewed the related party transactions for the accounting period ending December 31, 2020 and perceives that the transactions are of necessity and is within reason to provide the Company and shareholders with maximum benefit. The terms and conditions specified for the contracts are on the same basis as other individuals or businesses and such transactions were not for the transfer of benefits between the Company and its subsidiaries or individuals.

Approval Process for Related Party Transactions

With unanimous decision, the Company's Board of Directors' resolution relating to related party transactions or transactions with persons who may have conflicts of interest with the Company is for each issue to be approved by the Board of Directors with the attendance of the Audit Committee to ensure fairness, appropriateness and arm's length pricing of these transactions putting the Company's interest in the forefront. Board members are prohibited from voting on issues deemed to be in conflict of interest. Loans to persons deemed to have conflicts of interest are also prohibited. Policies and guidelines as set forth by the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET) are strictly observed by the Company.

Policies or Guidelines on Related Party Transactions

There are 5 types of related party transactions:

1. Normal transactions of the Company

Policies towards transaction such as the purchasing of construction material, the sales of units in development projects and the purchase of land are for transactions to be done at arm's length, which are comparable to market prices used as reference. The best price, terms and conditions must be sought for the Company and its subsidiaries and must be submitted for approval by the Audit Committee in regards to adherence to the Company's procedures and guidelines. Upon receiving clearance from the Audit Committee, the matter is then submitted to the Board of Directors for final approval.

2. Supporting transactions for the Company's normal business

Supporting transactions of the Company's normal business include sub-contracting a related

company to manage communities of developed projects or to construct pre-sales units.

3. Short-term renting and rental of land

Land rental for temporary establishment of a sales office for the Baan Pha Piyarom project.

4. Transactions related assets or services

The outsourcing of gardening care to the Company's subsidiary

5. Financial support

Financial support comes in the form of borrowing funds from sister companies, borrowing funds from persons who may have conflicts of interest, and having commercial banks issuing letters of guarantee on the Company's subsidiary's behalf for government entities. Comments from the Audit Committee are sought for the appropriateness and of such transactions. Input from independent experts or the Company's financial auditor is sought for transactions for which the Audit Committee may have difficulty in assessing the appropriateness of such transactions. Such inputs from specialists are taken into consideration by the Board of Directors or shareholders upon making decisions.

To make the process of purchasing land for the Company's future projects transparent, the Board of Directors has made it a policy that land title to be purchased for future projects will be in the name of the Company. No persons related to the Company may hold title to the pieces of land to be purchased by the Company. However, should there be need to purchase such pieces of land from a related person, the process must be submitted for the Audit Committee, the Board of Directors and shareholders' approval while observing both the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET)'s established guidelines.

All future related party transactions that may occur must abide by the guidelines as established by both the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET). The Internal Audit Department will undertake checks through random sampling to ensure the integrity of such transactions. The findings of the Internal Audit Department should be made to the Audit Committee at the next meeting. The Company also discloses all related party transactions in the notes to the financial statements section of the financial disclosure reviewed by the Company's financial auditor. Such disclosure is to ensure compliance with generally accepting accounting practice and such information is also disclosed in the Company's annual (56-1) report and annual report (56-2).

Management Discussion and Analysis

Overall Summary of the Company's Operations

The Company's full scale property development business includes residential and condominium development, property project management and community management. Currently all of the Company's revenue is derived from its property development business.

The Company holds 99.99% stakes in each of its 2 subsidiaries - The first is N.C. Property Management Co., Ltd. provides comprehensive project management services including sales and marketing, construction, title transfer, undertaking rehabilitation projects and the co-management of assets with the land owner. The second is Quality Living Management Co., Ltd. provides community management services for various property projects and condominiums post title transfer.

As of December 31, 2020, the Company and its subsidiaries launched a total of 17 property development projects and a total of 7 projects are during development and future development with 75.95% or 8,574 million baht backed by sales contracts.

• Operations Analysis

1. Revenue

Revenue earned by the Company for fiscal year 2020 totaled million 1,793.20 baht, reflecting a 43.13 % increase from the previous year's 1,252.83 million baht.

Of the Company's revenue which is derived from property development, the largest proportion of revenue is derived from the sale of landed residential units. The proportion of revenue derived from sales, service and other income for 2020 were 98.65%, 0.78% and 0.56%, respectively as compared to revenue derived from sale, service and other income were 96.7%, 1.36% and 1.7%, in 2019.

Revenue Breakdown

Revenue	Operated	2020		2019		2018	
		THB mn.	%	THB mn.	%	THB mn.	%
Sales Revenue	NC	1,769.08	98.65	1,711.00	96.71	1,735.26	97.37
Service Revenue	QLM*	14.02	0.78	20.02	1.60	22.25	1.25
Other Revenue**	NC , NCPM*, QLM*	10.10	0.56	21.24	1.70	24.68	1.38
Total Revenue		1,793.20	100.00	1,252.83	100.00	1,782.19	100.00

Remark * The Company hold a 99.99% share in NCPM and QLM

** Other Revenue: Rental fees, fees for altering contracts, interest receivables, gain from sales of assets and Other non-core business transaction form a large part of the Company's other revenue.

NC: N.C. Housing Plc. / NCPM: N.C. Property Management Co., Ltd / QLM: Quality Living Management Co., Ltd.

Sales Revenue

In 2020 proportion of single detached houses, duplexes, townhouses and condominium were 41.97%, 16.76%, 34.35%, 4.11% and Vacant land were 2.81% respectively as compared to the proportion of single detached houses, duplexes and townhouses for the previous year 2019 were 38.95%, 13.40% , 26.16% and 10.51% respectively

Sales Revenue by Type of Residential Units

Type	2020		2019		2018	
	THB mn.	%	THB mn.	%	THB mn.	%
Sales Revenue :						
Single Detached Houses	742.46	41.97	471.95	38.95	735.50	42.39
Duplexes	296.48	16.76	162.41	13.40	207.63	11.97
Townhouses	607.64	34.35	317.00	26.16	245.59	14.15
Condominium	72.78	4.11	127.35	10.51	194.22	11.19
Vacant land	49.72	2.81	132.85	10.97	352.28	20.30
Total Sales Revenue	1,769.08	100.00	1,211.57	100.00	1,735.26	100.00

The proportion of the Company's revenue earned on sales of pre-built units, semi-pre-built units and pre-sales units for 2020 were 87.94%, 8.80% and 3.26% respectively while compared to last year's 81.87%, 16.97% and 1.16% respectively.

Sales Revenue by Customer's Payment Preference

Type	Down Payment Installment	% of Sales Revenue		
		2019	2018	2017
1. Pre-built units	(0-2 Payments)	87.94	81.87	99.09
2. Semi Pre-built units	(3-6 Payments)	8.80	16.97	0.91
3. By order units	(> 7 Payments)	3.26	1.16	0.00
Total		100.00	100.00	100.00

Revenue from Projects Sales

Project	2020		2019		2018	
	THB mn.	%	THB mn.	%	THB mn.	%
Thanyathani Home on Green 2	6.9	0.4	-	-	-	-
NC Royal Pinklao	0.0	0.0	30.0	2.5	41.7	2.4
NC on Green Charm	246.1	13.9	144.2	11.9	143.1	8.2
Baan Pha Greenery North Pattaya	-	-	-	-	-	-
Baan Pha Piyarom Terre (P.12)	-	-	-	-	-	-
Baan Pha Piyarom Lake Grande (P.13)	0.0	0.0	145.7	12.0	131.3	7.6
Baan Pha Piyarom Niva (P.14)	0.0	0.0	40.5	3.3	136.5	7.9
Baan Pha Greenery Pinklao-Sai5	0.0	0.0	24.9	2.1	310.2	17.9
Baan Pha Greenery Pakkred-Ratchapruek	159.6	9.0	106.0	8.7	90.4	5.2
Baan Pha Piyarom Tendo (P.15)	404.6	22.9	281.0	23.2	184.5	10.6
Baan Pha Townee Donwai	243.3	13.8	173.5	14.3	151.0	8.7
Natureza North Pattaya Condominium (P.1)	2.7	0.1	4.1	0.3	12.8	0.7
Natureza North Pattaya Condominium (P.2)	41.9	2.4	95.3	7.9	143.8	8.3
Diamant Condominium	28.2	1.6	28.0	2.3	37.6	2.2
Vacant land, Lam Luk Ka, Khlong 6	0.0	0.0	0.0	0.0	23.9	1.4
Vacant land Jatuchot	0.0	0.0	0.0	0.0	324.3	18.7
Vacant Land Thanyathanee (P. 3)	0.0	0.0	64.9	5.4	4.2	0.2
Vacant Land Khlong 3	0.0	0.0	68.0	5.6	0.0	0.0
Baan Fah Beach Jomtien Beach	0.0	0.0	5.5	0.5	0.0	0.0
Baan Pha Greenery Tiwa	290.8	16.4	0.0	0.0	0.0	0.0
Baan Pha Piyarom Nordern (P.16)	125.7	7.1	0.0	0.0	0.0	0.0
Palm Park	169.6	9.6	0.0	0.0	0.0	0.0
Vacant land NC Royal Pinklao	49.7	2.81	0.0	0.0	0.0	0.0
Total	1,769.1	100.0	1,211.6	100.0	1,735.3	100.0

Rental income and service revenue

Rental income and service revenue derived from property investment and the operation of the Quality Living Management Co., Ltd, a subsidiary, which provides the services of community management for housing and condominium project after residing. In 2020, the company earned 14.02 million baht rental income and service revenue.

Other Incomes

In 2020 the company earned 10.10 million Baht other incomes.

2. Cost

The Company and its subsidiaries' cost of sales earned for the year 2020 totaled THB 1,204.00 million, decrease from the year 2019 totaled THB 819.50 million or increase of 384.49 million bath, 46.92 percent

3. Expenses

Sales and Administrative Expenses

In 2020, the company and its subsidiaries' selling expenses amounting to 169.62 million baht, increase of 28.10 million baht, or 19.86 % from 2019. The major reason is specific business tax, transfer fee and selling expenses were increased.

The Company and its subsidiaries' administrative expenses amounting to 222.15 million baht, increase of 21.63 baht million, or 10.79% from 2019 as a result of personnel costs were increased.

Financial Costs

The Company' financial costs was decreased 13.05 million baht or 30.84%. Because the decrease in loans from financial institutions and loans from other companies.

Tax expenses

The Company and its subsidiaries' tax expenses was increased 24.00 million baht or 353.96% from the year 2020. Because of in the year 2019 the Company' posted a net profit increased.

4. Net Profit

In 2020, the Company made a net profit of 110.58 million baht. When compared with the 2019 net profit of 21.25 million baht, the Company' net profit increased by 89.33 million baht, or 420.46 %. Because the Company' sales was increased 540.37 million baht or 43.13%

Shareholder Wealth

Earnings per share (EPS) for 2020 was at 0.093 as compared to the previous year's EPS at 0.077 baht in 2019

• Financial Status

1. Assets

As of December 31, 2020 the company's total assets stood 3,875.56 million baht, which was a 227.15 million baht or 5.54% decrease from 2019. Because of inventory was decreased.

1.1 Inventory

Inventory in the form of property for sale was stated at cost or the net value that the Company is likely to receive whichever is lower. Asset stated at cost reflects the cost of land acquisition plus cost in land development, construction cost and other directly related cost including interest expense. As of December 31, 2020 as compared to the same period in 2019 inventory was 124.53 at million baht versus 172.06 million baht or constitutes 3.21% and 4.19% of total assets respectively. The Company had inventory release management policy to reduce the interest cost and improve the operating liquidity in core projects such as Diamant Condominium and Natureza Condominium, The transfer was completed gradually during the period.

1.2 Land Held for Development and Property Development Cost

As of December 31, 2020 the Company's total property development cost and land held for development 2,093.65 million baht (42.37% and 46.07% of total assets) decreased 13.12 million baht or 7.49% from 2019.

1.3 Property, Building and Equipment Net

Land and property for office use along with club house owned by the Company in residential projects forms the largest proportion of the Company's property, building and equipment. As of December 31, 2020, the Company's property, building and equipment net stood at 100.18 million baht declined from 94.15 million baht posted a year earlier constitutes 2.58% of total assets for 2019 and 2.29% of total assets for the year earlier. The decline in asset value was mostly the result of depreciation.

2. Asset Quality

2.1 Asset

Upon review of the Company's asset value, should there be any event or change in condition which puts integrity of asset value into question, the Company will immediately expense the loss on the asset value.

2.2 Accounts Receivables

Income from housing estate sales with land and income from the sales of condominiums is perceived as income when there are transfers of risks and returns which were already significant in the ownership of buyers as of 31 December 2020. The Company has trading debtors before deducting allowances for doubtful debts amounting to 1.59 million baht from the real estate and community management businesses. At the same time, as of 31 December 2019, the Company had debtors before deducting allowances for doubtful debts amounting to 1.59 million.

Trade Accounts receivables of 1.59 million baht is not considered to be a significant sum and bears little impact on the Company's financial performance. The Company will issue contact letters to follow-up on accounts that have been delinquent for over 2 months. The responsible department will work with the delinquent account owner(s) to resolve all outstanding debt. A loss reserve has also been set aside based on the Company's historical loss rate.

3. Liquidity

The Company's cash is derived mainly from the revenue on sale of landed residential units and asset backed credit line from financial institutions. As of December 31, 2020, the Company's cash and cash equivalents totaled 64.81 million baht, which is an 37.60 million baht increase from the previous year. Details on cash movement are as follows:

As of 31 December 2020, the Company had net cash used in business operation amounted to 683.20 million baht, an increase of 415.96 million baht or 155.65 % from 2019.

The net cash used in investment activities amounting to 53.75 million baht, an increase of 23.57 million baht, or 78.12%, from 2019, from the ability to repay the debt even more.

Net cash income in financing activities in the amounting of 591.89 million baht, because the loans from the financial institutions.

The liquidity rate increased from 2.46 times in 2019 to 2.56 times in 2020 due to decreased current liabilities by 284.84 million baht, or 11.00%, from inventory decrease of 47.53 million baht, or 27.62% and land held for development was decreased by 248.00 million baht or 13.12 % from 2019.

- **Sources of Funds**

Appropriate Capital Structure

1. Liabilities

As of December 31, 2020, the company has total liabilities of 1,188.60 million baht, decreased from the amount as of December 31, 2019 by 342.14 million baht, or decrease of 22.35%, because to the debt management of the company and subsidiaries more efficiently

Which the current liabilities decreased by 172.22 million baht, or decrease of 16.35%, because Long-term loan from the financial institutions decreased by 185.66 million baht or 53.19% and No short-term loans form Directors.

Debt/Equity ratio decreased by 0.44 times in 2020 to 0.60 times in 2019

2. Shareholder's Equity

As of December 31, 2020, the Company's shareholder's equity totaled 2,686.95 million baht which is a 4.47% increase from last year's 2,571.95 million baht

3. Legal reserves

In 2020 the company allotted 1.21 million Baht legal reserves, resulting that as of December 31, 2020, the legal reserves shown in the company's financial statement accounted for 74.15 million Baht (5.95% of registered capital)

4. Commitment and Contingent Liabilities

- The Company has entered into lease for the commercial buildings, sale office building, land and other services. As at December 31, 2020, the Company is obligated to pay the rent and service as follows: Payable within: 1 year 2.37 Million Baht.

- As at December 31, 2020, the Company had contingent liabilities from letters of guarantees issued by three banks to government agency and third parties, 336.38 million baht including guarantees for electricity, water and others amount 8.69 million baht and guarantees fund for maintenance to public utilities amount 327.69 million baht.

- As at December 31, 2020, the Company had contingent liabilities to a bank from the guarantee on the customer's loan amounting to 0.65 million baht and gasoline amounting to 0.20 million baht.

Board of Directors' Duties on Financial Disclosure

To Shareholders

As a publicly listed company on the Stock Exchange of Thailand (SET), the Company's Board of Directors understands the importance of ensuring integrity in information disclosure and ensuring complete, transparent, sufficient disclosure of the Company's financial statements. Such disclosure observes generally accepted accounting principles with discretion observed on the suitability, appropriateness and circumspect of accounting principles, which is applied on a consistent basis. Such robust accounting guidelines also serve to protect against fraud or abnormal transactions where due consideration was given in determining the appropriateness and comprehensiveness of guidelines to best reflect the Company's true financial performance.

The Company's Board of Directors appointed the Audit Committee with members including Independent Directors with qualifications as stipulated by the SET and was charged with the responsibility to oversee that the financial and operating information provided by the Company maintains integrity and is sufficient and to report its findings and suggestions to the Company's Board of Directors. The Committee is also responsible for the transparent, correct and complete disclosure of information regarding related party transactions and transactions that may have conflicts of interest. Ensuring a comprehensive risk management system, a robust internal audit process and a comprehensive and appropriate corporate governance policy along with having an effective assessment process on abiding with all applicable legal guidelines and that of the SET are all part of the Audit Committee's responsibility. A report by the Audit Committee has been provided in the Company's 2018 annual report.

The Company's Board of Directors believes the Company's overall internal audit process to be sufficient and should provide a level of comfort that the Company's financial statements and the consolidated financial statements for the period ending December 31, 2020 for which the Company's Audit Committee, Company's management and the Company's financial auditors have reviewed and audited to be correct, complete, appropriate and employs generally accepted accounting principles and abides by all applicable laws and related guidelines.



(Mr. Trirat Jarutach, Asst. Prof.)

Chairman



(Mr. Somchao Tanthathodtham)

Chief Executive Officer

FINANCIAL STATEMENTS



REPORT AND CONSOLIDATED FINANCIAL STATEMENTS AND SEPARATE FINANCIAL STATEMENTS

INDEPENDENT AUDITOR'S REPORT

**To The Shareholders and Board of Directors of
N.C. Housing Public Company Limited**

Opinion

I have audited the consolidated financial statements of N.C. Housing Public Company Limited and its subsidiaries (the Group), which comprise the consolidated statement of financial position as at December 31, 2020, and the consolidated statement of comprehensive income, consolidated statement of changes in shareholders' equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies, and I have audited the separate financial statements of N.C. Housing Public Company Limited (the Company), which comprise the statement of financial position as at December 31, 2020, and the statement of comprehensive income, statement of changes in shareholders' equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In my opinion, the accompanying financial statements present fairly, in all material respects, the consolidated financial position of N.C. Housing Public Company Limited and its subsidiaries as at December 31, 2020, and its consolidated financial performance and its consolidated cash flows for the year then ended and the separate financial position of N.C. Housing Public Company Limited as at December 31, 2020, and its financial performance and its cash flows for the year then ended in accordance with Financial Reporting Standards.

Basis for Opinion

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

Emphasis of matter

I draw attention to Note 3.2 to the financial statements. Due to the impact of COVID-19 pandemic, in preparing the interim financial information for the year ended December 31, 2020, the Group have adopted the Accounting Guidance on "Temporary relief measures on accounting alternatives in response to the impact of the COVID-19 situation" announced by the Federation of Accounting Professions. My opinion is not modified in respect of these matters.

Key Audit Matters

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

Project cost estimate

- **Risk**

The Company is engaged in real estate business with projects in Bangkok and other provinces. It sells detached house, twin house, townhouse and condominium. The Company has to prepare the project cost estimate which consists of land cost, cost of construction, cost of borrowing, and cost of public utility to prepare individual land plot cost estimate, calculate inventory and recognize cost of sale for the transferred plot. Such estimate is complicated and requires significant judgment in estimating the cost of borrowing and cost of public utility. These require the assumptions is estimating the cash flow receipt and payment throughout the project as well as experience in building the public utility in the past. I paid special attention in the preparation and review of the project cost estimate in accordance with the requirements of the financial reporting standards because it is significant to the financial statements as at December 31, 2020. According to the consolidated financial statements, the Company's inventory amounted to Baht 124.53 million (see Note 9) and cost of land development Baht 1,642.01 million (see Note 10) totaling Baht 1,766.54 million 45.58 percent of total assets. For the year ended December 31, 2020, the Company recognises cost of sale in the amount of Baht 1,204.00 million or 74.20 percent of total expense.

- **Risk response**

Regarding my audit approach on such matter, I have considered the reasonableness of the assumption and the method used by the management in calculating the project cost estimate and reviewing the estimate regularly by auditing the supporting evidence which represents the best estimates of the management, especially the forecast of cash flow receipt and payment estimates throughout the project period in order to prepare the borrowing cost estimate and utilities construction information to prepare the central utilities cost estimate. In addition, I have compared the actual cost with such estimates. I have given importance to the adequacy of the information disclosure of the accounting policy regarding the use of judgment and significant accounting estimates in Note 4.19 in the notes to the financial statements. I have found that the real estate project values under development are state in accordance with accounting policy and financial reporting standards and disclosed information completely. I have found that the project cost estimate is reasonable and in accordance with financial reporting standards.

Revenue from sale of real estate

- **Risk**

The Group has revenue from the sale of real estate, prefabricated houses, condominium, land held for development for the year 2020, totaling Baht 1,769.08 million, or 98.65 percent of total revenue. The Company has a large number of real estate development projects for sale and real estate sales agreements, including providing discounts, a variety of sales promotions. Therefore, I pay attention to the actual existence of the revenue, revenue recognition from the sale of real estate and the expenses related to the sales promotion whether they are comply with the financial reporting standards. Therefore, I determine to audit the revenue from the sale of real estate as the significant in auditing. The Group has disclosed the accounting policy for revenue recognition from the sale of real estate in the note to financial statements No. 4.1.

- **Risk response**

My audit approach on such matter by inquiring the responsible staff and obtaining the understanding in the income and sales promotion systems of various projects of the Group and testing the internal control system by selecting random sampling items to test whether the controls are comply with the specified controls, selecting to check sales agreement, approving of relevant discount or sales promotion, ownership transfer document and receiving payment to verify the actual existence, the accuracy of the revenue recognition in accordance with the terms of the agreement entering with the customers are consistent with accounting policies and checking the sales revenue during the year and near the end of the year, including the comparative analysis of each project to check for the irregularities that occur. It has included the record of income in the journal and other relevant adjustments in order to assess whether the unrealized revenue has been recorded. I have found that the revenue recognition from the sale of real estate complied with the accounting policy and the financial reporting standards.

Other Information

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

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

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

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

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

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

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

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's and the Company's ability to continue as a going concern. If I conclude that a material uncertainty exists, I am required to draw attention in my auditor's report to the related disclosures in the consolidated financial statements and separate financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my auditor's report. However, future events or conditions may cause the Group and the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements and separate financial statements, including the disclosures, and whether the consolidated financial statements and separate financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. I am responsible for the direction, supervision and performance of the group audit. I remain solely responsible for my audit opinion.

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

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

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

The engagement partner responsible for the audit resulting in this independent auditor's report is Miss Chotima Kitsirakorn.



(Miss Chotima Kitsirakorn)

Certified Public Accountant

Registration No. 7318

Dharmniti Auditing Company Limited

Bangkok, Thailand

February 24, 2021

THE STATEMENTS OF FINANCIAL POSITION

N.C. HOUSING PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

AS AT DECEMBER 31, 2020

ASSETS

	Note	In Baht			
		Consolidated Financial Statements		Separate Financial Statements	
		2020	2019	2020	2019
CURRENT ASSETS					
Cash and cash equivalents	7	64,807,687.65	27,209,956.29	57,071,701.00	19,194,626.54
Short-term investments		-	954,238.51	-	712,417.43
Trade and other current receivables	8	8,881,813.07	8,071,012.27	7,335,956.16	7,195,957.37
Short-term to related parties	6	-	-	10,000,000.00	-
Inventories	9	124,530,392.81	172,056,399.74	123,560,953.95	171,982,705.82
Property development costs	10	1,642,013,822.84	1,890,016,484.33	1,642,013,822.84	1,890,016,484.33
Land held for development	11	451,635,863.33	488,208,880.15	451,279,252.33	487,852,269.15
Other current financial assets	12	963,838.91	-	720,343.96	-
Other current assets	13	11,190,422.51	2,347,471.35	11,276,674.29	2,349,682.55
Total current assets		<u>2,304,023,841.12</u>	<u>2,588,864,442.64</u>	<u>2,303,258,704.53</u>	<u>2,579,304,143.19</u>
NON-CURRENT ASSETS					
Other non current financial assets	14	11,019,233.26	13,820,850.90	11,019,233.26	13,820,850.90
Investment in subsidiaries	15	-	-	86,864,497.95	79,364,497.95
Investment property	16	221,229,351.66	192,201,288.11	221,229,351.66	192,201,288.11
Property, plant and equipment	17	100,179,658.33	94,147,347.22	77,276,198.23	85,649,682.49
Right-of-use assets	18	21,722,678.73	-	10,816,588.79	-
Intangible assets	19	4,170,328.59	4,652,905.29	3,989,385.31	4,527,579.53
Land held for development	11	1,184,981,885.80	1,184,981,885.80	1,111,930,937.80	1,111,930,937.80
Deferred tax assets	20	18,930,662.10	14,645,096.53	17,140,248.54	12,923,523.97
Other non-current assets	21	9,297,664.72	9,386,493.82	9,185,491.93	9,266,765.43
Total non-current assets		<u>1,571,531,463.19</u>	<u>1,513,835,867.67</u>	<u>1,549,451,933.47</u>	<u>1,509,685,126.18</u>
TOTAL ASSETS		<u><u>3,875,555,304.31</u></u>	<u><u>4,102,700,310.31</u></u>	<u><u>3,852,710,638.00</u></u>	<u><u>4,088,989,269.37</u></u>

Notes to financial statements form an integral part of these statements.

N.C. HOUSING PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

AS AT DECEMBER 31, 2020

LIABILITIES AND SHAREHOLDERS' EQUITY

	Note	In Baht			
		Consolidated Financial Statements		Separate Financial Statements	
		2020	2019	2020	2019
CURRENT LIABILITIES					
Bank overdrafts and short-term loans					
from the financial institutions	22	3,020,169.34	306,870,308.27	3,020,169.34	306,870,308.27
Trade and other current payables	23	416,812,791.74	252,112,292.76	410,696,966.48	248,152,736.55
Accrued income tax		8,560,032.86	-	8,560,032.86	-
Current portion of long-term loan from					
the financial institutions	24	259,925,926.39	273,073,114.78	259,925,926.39	273,073,114.78
Current portion of lease liabilities	25	6,515,216.77	-	3,511,551.38	-
Short-term loan from related parties	6	184,000,000.00	219,000,000.00	179,000,000.00	219,000,000.00
Short-term loan from the director	6	2,500,000.00	2,500,000.00	-	-
Total current liabilities		<u>881,334,137.10</u>	<u>1,053,555,715.81</u>	<u>864,714,646.45</u>	<u>1,047,096,159.60</u>
NON-CURRENT LIABILITIES					
Long-term loans from the financial					
institutions	24	163,386,538.92	349,044,055.40	163,386,538.92	349,044,055.40
Lease liabilities	25	17,559,121.35	-	9,524,867.10	-
Provision for employee benefit obligations	26	60,001,513.03	64,929,973.73	57,894,317.71	63,221,676.64
Provision for compensation for housing					
estate juristic persons	27	20,294,313.97	16,525,633.51	20,294,313.97	16,525,633.51
Provision from purchasing the real estate					
project	28	36,806,740.00	42,740,740.00	33,498,150.00	39,198,150.00
Other non-current liabilities		9,220,253.22	3,950,237.21	9,220,253.22	3,950,237.21
Total non-current liabilities		<u>307,268,480.49</u>	<u>477,190,639.85</u>	<u>293,818,440.92</u>	<u>471,939,752.76</u>
TOTAL LIABILITIES		<u>1,188,602,617.59</u>	<u>1,530,746,355.66</u>	<u>1,158,533,087.37</u>	<u>1,519,035,912.36</u>

Notes to financial statements form an integral part of these statements.

N.C. HOUSING PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

AS AT DECEMBER 31, 2020

LIABILITIES AND SHAREHOLDERS' EQUITY (CONT.)

	Note	In Baht			
		Consolidated Financial Statements		Separate Financial Statements	
		2020	2019	2020	2019
SHAREHOLDER'S EQUITY					
Share capital					
Authorized share capital					
		1,245,284,305 ordinary shares			
		of Baht 1.00 each	1,245,284,305.00	1,245,284,305.00	1,245,284,305.00
		Issued and paid-up share capital			
		1,245,283,691 ordinary shares			
		of Baht 1.00 each	1,245,283,691.00	1,245,283,691.00	1,245,283,691.00
		Premium on share capital	577,530,000.00	577,530,000.00	577,530,000.00
Retained earnings					
		Appropriated - legal reserve	81,560,000.00	75,360,000.00	81,560,000.00
		Unappropriated	780,306,836.20	669,306,064.01	789,803,859.63
		Other components of equity	-	-	-
		Total equity attributable to company's shareholders	2,684,680,527.20	2,567,479,755.01	2,694,177,550.63
		Non-controlling interests	2,272,159.52	4,474,199.64	-
		TOTAL SHAREHOLDER'S EQUITY	2,686,952,686.72	2,571,953,954.65	2,694,177,550.63
		TOTAL LIABILITIES AND SHAREHOLDER'S EQUITY	3,875,555,304.31	4,102,700,310.31	3,852,710,638.00

Notes to financial statements form an integral part of these statements.

N.C. HOUSING PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
FOR THE YEAR ENDED DECEMBER 31, 2020

STATEMENTS OF COMPREHENSIVE INCOME

	Note	In Baht			
		Consolidated Financial Statements		Separate Financial Statements	
		2020	2019	2020	2019
REVENUES	6				
Sales		1,769,077,898.00	1,211,569,864.00	1,769,077,898.00	1,211,569,864.00
Rental income and service		14,023,009.99	20,022,256.42	8,446,895.06	15,129,440.04
Other income		10,098,871.20	21,242,588.33	9,979,206.56	21,233,792.94
Total Revenues		<u>1,793,199,779.19</u>	<u>1,252,834,708.75</u>	<u>1,787,503,999.62</u>	<u>1,247,933,096.98</u>
EXPENSES	6				
Cost of sales		1,203,998,224.89	819,503,574.96	1,203,998,224.89	819,503,574.96
Cost for rent and service		26,817,600.92	20,954,263.92	15,831,793.77	17,076,141.39
Distribution costs		169,617,084.83	141,518,305.45	169,617,084.83	141,518,305.45
Administrative expenses		222,148,224.45	200,516,992.66	216,337,214.47	199,272,177.82
Total Expenses		<u>1,622,581,135.09</u>	<u>1,182,493,136.99</u>	<u>1,605,784,317.96</u>	<u>1,177,370,199.62</u>
Income (loss) before finance cost and tax expenses		170,618,644.10	70,341,571.76	181,719,681.66	70,562,897.36
Finance costs	36	29,268,153.62	42,316,554.76	28,788,496.93	42,104,192.59
Income (loss) before tax expenses		<u>141,350,490.48</u>	<u>28,025,017.00</u>	<u>152,931,184.73</u>	<u>28,458,704.77</u>
Tax expenses (income)	30	30,774,205.40	6,779,096.80	30,843,046.39	6,670,688.03
Profit (loss) for the year		<u>110,576,285.08</u>	<u>21,245,920.20</u>	<u>122,088,138.34</u>	<u>21,788,016.74</u>
Other comprehensive income					
Items that will not be reclassified to profit or loss					
Actuarial gains (loss) from post-employee benefit, net of income tax		1,922,371.99	(2,572,261.80)	2,136,055.28	(2,798,327.71)
Items that may be reclassified subsequently to profit or loss		-	-	-	-
Other comprehensive income for the year		<u>1,922,371.99</u>	<u>(2,572,261.80)</u>	<u>2,136,055.28</u>	<u>(2,798,327.71)</u>
Total comprehensive income for the year		<u>112,498,657.07</u>	<u>18,673,658.40</u>	<u>124,224,193.62</u>	<u>18,989,689.03</u>

Notes to financial statements form an integral part of these statements.

N.C. HOUSING PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
FOR THE YEAR ENDED DECEMBER 31, 2020

STATEMENTS OF COMPREHENSIVE INCOME (CONT.)

	Note	In Baht			
		Consolidated Financial Statements		Separate Financial Statements	
		2020	2019	2020	2019
Profit (loss) attributable to					
Shareholders' equity of the parent company		115,278,400.21	21,771,870.56	122,088,138.34	21,788,016.74
Non-controlling interests		(4,702,115.12)	(525,950.36)	-	-
		<u>110,576,285.09</u>	<u>21,245,920.20</u>	<u>122,088,138.34</u>	<u>21,788,016.74</u>
Total comprehensive income attributable to					
Shareholders' equity of the parent company		117,200,772.19	18,673,658.40	124,224,193.62	18,989,689.03
Non-controlling interests		(4,702,115.12)	-	-	-
		<u>112,498,657.07</u>	<u>18,673,658.40</u>	<u>124,224,193.62</u>	<u>18,989,689.03</u>
BASIC EARNINGS PER SHARE OF	37				
THE PARENT COMPANY					
Profit (loss) for the period (Baht per share)		0.093	0.017	0.098	0.017

Notes to financial statements form an integral part of these statements.

N.C. HOUSING PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

FOR THE YEAR ENDED DECEMBER 31, 2020

THE STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

In Baht

Note	Consolidated Financial Statements							Non-controlling interests	Total
	Shareholders' equity of the parent company						Total		
	Share capital issued and paid-up	Premium on share capital	Retained earning	Other components of equity	Appropriated legal reserve	Unappropriated			
Beginning balance as at January 1, 2019	1,245,283,691.00	577,530,000.00	74,150,000.00	688,674,665.98	-	2,585,638,356.98	-	2,585,638,356.98	
Non-controlling interests increased due to investment in a subsidiary	-	-	-	-	-	-	5,000,150.00	5,000,150.00	
Appropriated - legal reserve	31	-	1,210,000.00	(1,210,000.00)	-	-	-	-	
Dividend paid	32	-	-	(37,358,210.73)	-	(37,358,210.73)	-	(37,358,210.73)	
Comprehensive income									
Profit for the year		-	-	21,771,870.56	-	21,771,870.56	(525,950.36)	21,245,920.20	
Other comprehensive income for the year		-	-	(2,572,261.80)	-	(2,572,261.80)	-	(2,572,261.80)	
Total comprehensive income for the year		-	-	19,199,608.76	-	19,199,608.76	(525,950.36)	18,673,658.40	
Ending balance As at December 31, 2019		1,245,283,691.00	577,530,000.00	75,360,000.00	669,306,064.01	2,567,479,755.01	4,474,199.64	2,571,953,954.65	
Shares fee payment in subsidiary		-	-	-	-	-	2,500,075.00	2,500,075.00	
Appropriated - legal reserve	31	-	-	(6,200,000.00)	-	-	-	-	
Comprehensive income									
Profit for the period		-	-	115,278,400.20	-	115,278,400.20	(4,702,115.12)	110,576,285.08	
Other comprehensive income for the year		-	-	1,922,371.99	-	1,922,371.99	-	1,922,371.99	
Total comprehensive income for the year		-	-	117,200,772.19	-	117,200,772.19	(4,702,115.12)	112,498,657.07	
Ending balance as at December 31, 2020		1,245,283,691.00	577,530,000.00	81,560,000.00	780,306,836.20	2,684,680,527.20	2,272,159.52	2,686,952,686.72	

Notes to financial statements form an integral part of these statements.

N.C. HOUSING PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

FOR THE YEAR ENDED DECEMBER 31, 2020

THE STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

In Baht

	Note	Separate Financial Statements						Total
		Share capital issued and paid-up	Premium on share capital	Retained earning		Other components of equity		
				Appropriated legal reserve	Unappropriated			
Beginning balance as at January 1, 2019		1,245,283,691.00	577,530,000.00	74,150,000.00	691,358,187.71	-	2,588,321,878.71	
Appropriated - legal reserve	31	-	-	1,210,000.00	(1,210,000.00)	-	-	
Dividend paid	32	-	-	-	(37,358,210.73)	-	(37,358,210.73)	
Comprehensive income								
Profit for the year		-	-	-	21,788,016.74	-	21,788,016.74	
Other comprehensive income for the year		-	-	-	(2,798,327.71)	-	(2,798,327.71)	
Total comprehensive income for the year		-	-	-	18,989,689.03	-	18,989,689.03	
Ending balance As at December 31, 2019		1,245,283,691.00	577,530,000.00	75,360,000.00	671,779,666.01	-	2,569,953,357.01	
Appropriated - legal reserve	31	-	-	6,200,000.00	(6,200,000.00)	-	-	
Comprehensive income								
Profit for the period		-	-	-	122,088,138.34	-	122,088,138.34	
Other comprehensive income for the year		-	-	-	2,136,055.28	-	2,136,055.28	
Total comprehensive income for the year		-	-	-	124,224,193.62	-	124,224,193.62	
Ending balance As at December 31, 2020		1,245,283,691.00	577,530,000.00	81,560,000.00	789,803,859.63	-	2,694,177,550.63	

Notes to financial statements form an integral part of these statements.

N.C. HOUSING PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

FOR THE YEAR ENDED DECEMBER 31, 2020

THE STATEMENTS OF CASH FLOWS

	In Baht			
	Consolidated Financial Statements		Separate Financial Statements	
	2020	2019	2020	2019
CASH FLOWS FROM OPERATING ACTIVITIES				
Profit (loss) for the period	110,576,285.09	21,245,920.20	122,088,138.35	21,788,016.74
Adjust items that profit (loss) is cash received (paid)				
Adjustment on income tax expenses	30,774,205.40	6,779,096.80	30,843,046.38	6,670,688.03
Adjustment on financial cost	29,268,153.62	42,338,767.09	28,788,496.93	42,104,192.59
Adjustment on trade and other current receivables				
(increase) decrease	(1,773,757.00)	4,033,472.08	(139,998.79)	(2,087,883.20)
Adjustment on inventory (increase) decrease	47,526,006.93	135,730,559.59	48,421,751.87	135,804,253.51
Adjustment on real estate project development costs				
(increase) decrease	338,349,952.24	11,712,909.21	338,349,952.24	11,712,909.21
Adjustment on land held for development development				
(increase) decrease	(40,481,250.00)	8,804,817.06	(40,481,250.00)	8,804,817.06
Adjustment on other assets (increase) decrease	(8,547,455.20)	(2,151,308.65)	(9,610,768.24)	4,903,663.26
Adjustment on trade and other current payables				
(increase) decrease	165,876,648.68	16,620,997.52	164,138,684.14	12,091,268.56
Adjustment on other liabilities (increase) decrease	6,170,185.44	1,964,645.21	5,270,016.00	1,964,645.21
Depreciation depletion and amortization charge	24,768,346.05	21,046,855.44	21,786,485.44	20,937,920.50
Adjustment on expected credit loss (reverse)	-	2,518,096.45	-	2,518,096.45
Adjustment on provisions for employee benefit (reverse)	3,394,151.75	4,583,040.00	3,241,838.61	4,367,528.00
Adjustment on bad debts and allowance for doubtful				
accounts (reverse)	-	980,000.00	-	980,000.00
Adjustment on provisions for compensation for				
housing estate juristic persons	3,768,680.46	1,702,616.41	3,768,680.46	1,702,616.41
Adjustment on Loss (gain) on fair value	(1,644.19)	(4,997.34)	(1,644.19)	(4,997.34)
Adjustment on Loss (gain) Sale and disposal of				
Property, plant and equipment	13,249,258.24	5,549,165.05	13,249,260.24	5,780,600.55
Adjystmnt on loss (gain) disposal trade and				
other current payables	-	(200,712.10)	-	-
Net cash provided by (used in) operating activities	722,917,767.55	283,253,940.02	729,712,689.44	280,038,335.54

Notes to financial statements form an integral part of these statements.

N.C. HOUSING PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

FOR THE YEAR ENDED DECEMBER 31, 2020

THE STATEMENTS OF CASH FLOWS (CONT.)

	In Baht			
	Consolidated Financial Statements		Separate Financial Statements	
	2020	2019	2020	2019
Income from operating activities before changes in				
Income tax expense refund (paid)	(27,042,510.66)	(11,303,729.92)	(27,033,751.91)	(11,282,443.02)
Cash received (paid) from other activities				
Trade and other current payables	(32,623.23)	-	-	-
Provision for employee benefits	(6,705,163.70)	-	(6,705,163.70)	-
Provision for compensation for housing estate juristic persons	-	(4,704,334.80)	-	(4,704,334.80)
Provision from purchasing the real estate project	(5,934,000.00)	-	(5,700,000.00)	-
Net cash provided by (used in) operating activities	683,203,469.96	267,245,875.30	690,273,773.83	264,051,557.72
CASH FLOWS FROM INVESTING ACTIVITIES				
Other current financial assets	(7,956.21)	(3,418.27)	(6,282.34)	(1,266.31)
Increase in bank deposits and other investment at financial institutions	2,801,617.64	(4,578,947.38)	2,801,617.64	(4,578,947.38)
Cash received from short-term loan to related parties	-	-	-	6,000,000.00
Cash paid from short-term loan to related parties	-	-	(10,000,000.00)	(6,000,000.00)
Cash paid for increase of capital in subsidiary	-	(14,999,850.00)	(7,500,000.00)	(7,500,000.00)
Cash paid for purchase of property, plant and equipment	(19,507,495.15)	(11,692,394.64)	(3,466,259.97)	(3,096,687.36)
Cash paid for purchase of investment property	(36,733,912.57)	(10,847,701.83)	(36,733,912.57)	(10,847,701.83)
Cash received from sale of equipment	70,000.00	12,600,000.00	70,000.00	12,368,564.50
Cash paid for purchase of intangible assets	(370,874.80)	(653,430.85)	(284,424.80)	(523,930.85)
Net cash provided by (used in) investing activities	(53,748,621.09)	(30,175,742.97)	(55,119,262.04)	(14,179,969.23)
CASH FLOWS FROM FINANCING ACTIVITIES				
Increase (decrease) in bank overdrafts and short-term loans from the financial institutions	(303,850,138.93)	(149,554,482.58)	(303,850,138.93)	(149,554,482.58)
Cash paid for liabilities under lease liabilities	(5,659,845.92)	-	(3,774,105.92)	-
Cash received from the shares fee payment of non-controlling interests	2,500,075.00	20,000,000.00	-	-
Cash received from short-term loan from other company	5,000,000.00	-	-	-
Cash paid for short-term loan a related party	(40,000,000.00)	(11,000,000.00)	(40,000,000.00)	(10,000,000.00)
Cash paid for loan from director	-	(500,000.00)	-	-
Cash paid for short-term loan from other company	-	(48,161,777.52)	-	(48,161,777.52)
Cash received from long-term loans	440,679,925.58	332,575,346.26	440,679,925.58	332,575,346.26
Cash paid for long-term loans	(639,484,626.45)	(268,175,145.01)	(639,484,630.44)	(268,175,145.01)

Notes to financial statements form an integral part of these statements.

N.C. HOUSING PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

FOR THE YEAR ENDED DECEMBER 31, 2020

THE STATEMENTS OF CASH FLOWS (CONT.)

	In Baht			
	Consolidated Financial Statements		Separate Financial Statements	
	2020	2019	2020	2019
Cash paid interest	(51,042,506.79)	(76,904,608.08)	(50,848,487.62)	(76,625,772.49)
Cash paid dividend	-	(37,358,210.73)	-	(37,358,210.73)
Net cash provided by (used in) financing activities	(591,857,117.51)	(239,078,877.66)	(597,277,437.33)	(257,300,042.07)
Net increase (decrease) in cash and cash equivalents	37,597,731.36	(2,008,745.33)	37,877,074.46	(7,428,453.58)
Cash and cash equivalents, beginning of year	27,209,956.29	29,218,701.62	19,194,626.54	26,623,080.12
Cash and cash equivalents, end of year	64,807,687.65	27,209,956.29	57,071,701.00	19,194,626.54

Supplemental disclosures of cash flows information

1) Cash and cash equivalents consisted of :

Cash on hand	724,000.00	702,000.00	609,000.00	662,000.00
Cash at bank	64,083,687.65	26,507,956.29	56,462,701.00	18,532,626.54
Total	64,807,687.65	27,209,956.29	57,071,701.00	19,194,626.54

2) In year 2020 and 2019, the Company has transferred the land development cost of Baht 27.91 million and Baht 65.63 million into part of land pending development.

3) In year of 2020, the Company has transferred deposit into part of investment property in the amount Baht 1.36 million.

4) In year of 2020, the Company purchased office equipment under hire-purchase agreement in the amount of Baht 2.18 million.

5) In year of 2020, the Company had transferred the sales office from land held for development to property, plant and equipment Baht 8.75 million.

Notes to financial statements form an integral part of these statements.

N.C. HOUSING PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

NOTES TO INTERIM FINANCIAL STATEMENTS

DECEMBER 31, 2020

1. GENERAL INFORMATION

(a) Legal status and address of the Company

The Company was registered to be a limited company on February 2, 1994 and converted to be a public company limited under the Limited Public Company Act with the Ministry of Commerce on November 27, 2003, and the Company name was changed to N.C. Housing Public Company Limited.

The address of its registered office is as follows:

1/765 Moo 17, Soi Amporn Paholyotin Rd. K.M. 26, Tambol Kukod, Aumpur Lumlookka, Patumtanee, 12130, Thailand.

(b) Nature of the Company's business

The Company and subsidiaries operate its principal business as a real estate developer for trade in various areas such as house for sale including land development, providing construction services, condominium for sale, providing rental space in club house and health rehabilitation and senior care center, etc.

(c) Parent company

The major shareholder company is NCH 2555 Holding Company Limited which has 51% shareholding.

2. BASIS OF CONSOLIDATED FINANCIAL STATEMENT AND OPERATIONS

2.1 The accompanying consolidated financial statements include the accounts of N.C. Housing Public Company Limited and the following subsidiaries which are owned directly and indirectly by the Company :-

	Percentage of direct and indirect holding		Nature of Business
	2020	2019	
Subsidiaries			
N.C. Property Management Co., Ltd.	100	100	Contractor and project management
Quality Living Management Co., Ltd.	100	100	Property management service
Indirect subsidiary companies - held by			
<u>N.C. Property Management Co., Ltd.</u>			
Siri Arun Wellness Co., Ltd.	60	60	Intermediate care and wellness

2.2 The percentage of total assets and total revenues of the subsidiaries included in the consolidated financial statements are as follows:

	Percentage of total assets included in consolidated statements of financial position		Percentage of total revenues included in consolidated statements of comprehensive income for the year	
	2020	2019	2020	2019
Subsidiaries				
N.C. Property Management Co., Ltd.	2.37	2.04	0.17	2.35
Quality Living Management Co., Ltd.	0.05	0.04	4.28	39.70
Indirect subsidiary companies - held by				
<u>N.C. Property Management Co., Ltd.</u>				
Siri Arun Wellness Co., Ltd.	1.30	0.37	4.44	0.30

- 2.3 The acquisition of subsidiaries are recorded by Purchase Method.
- 2.4 Significant inter company transactions between the Company and subsidiaries have been eliminated.
- 2.5 The consolidated financial statements are prepared by using uniform accounting policies for transaction alike and other events in similar circumstances.
- 2.6 Material balances and transactions between the Company and its subsidiary companies have been eliminated from the consolidated financial statements.
- 2.7 Non-controlling interests represent the portion of profit or loss and net assets of the subsidiaries that are not held by the Company and are presented separately in the consolidated profit or loss and within equity in the consolidated statement of financial position.

3. PRINCIPLES OF PREPARATION AND PRESENTATIONS OF FINANCIAL STATEMENTS

3.1 Principles of preparation and presentations of financial statements

The financial statements have been prepared in accordance with the accounting standards prescribed by Thai Accounts Act enunciated under the Accounting Profession Act B.E.2547 by complying with the financial reporting standards. The presentation of the financial statements has been made in compliance with the Notification of the Department of Business Development, the Ministry of Commerce, re : the financial statements presentation for public limited company, issued under the Accounting Act B.E.2543.

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

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

3.2 Financial reporting standards that became effective in the current year

During the year, the Company and its subsidiaries have adopted the revised and new financial reporting standards, interpretations and the accounting guidance, which are effective for fiscal years beginning on or after January 1, 2020. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards with most of the changes directed towards clarifying accounting treatment and providing accounting guidance for users of the standards. Except, the new standard involves changes to key principles, as summarized below.

Financial reporting standards related to financial instruments:

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

TFRS 7	Financial Instruments: Disclosures
TFRS 9	Financial Instruments
TAS 32	Financial Instruments: Presentation
TFRIC 16	Hedges of a Net Investment in a Foreign Operation
TFRIC 19	Extinguishing Financial Liabilities with Equity Instruments

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

IFRS 16 Leases

IFRS 16 Leases supersedes IAS 17 Leases together with related Interpretations. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases, and requires a lessee to recognize assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is low value.

Accounting by lessors under IFRS 16 is substantially unchanged from IAS 17. Lessors will continue to classify leases as either operating or finance leases using similar principles to those used under IAS 17.

January 1, 2020, the Company and its subsidiaries have adopted IFRSs related to financial instruments and IFRS 16 in its financial statements by applying modified retrospective approach. The impact from the first-time adoption has been disclosed in Note 5 to the financial statements.

Accounting Treatment Guidance on “Temporary relief measures on accounting alternatives in response to the impact of the COVID-19 situation”

The Federation of Accounting Professions announced Accounting Treatment Guidance on “Temporary relief measures on accounting alternatives in response to the impact of the COVID-19 situation”. Its objectives are to alleviate some of the impact of applying certain financial reporting standards, and to provide clarification about accounting treatments during the period of uncertainty relating to this situation.

On April 22, 2020, the Accounting Treatment Guidance was announced in the Royal Gazette and it is effective for the financial statements prepared for reporting periods ending between January 1, 2020 and December 31, 2020.

The Group have elected to apply the following temporary relief measures on accounting alternatives:

- Not to include information relating to the COVID-19 situation that may affect financial forecasts. In the future, used in conjunction with relevant fair value measurement techniques IFRS 13, Fair Value.
- Not to account for any reduction in lease payments by lessors (if any) as a lease modification, with the lease liabilities that come due in each period reduced in proportion to the reduction and depreciation of right-of-use assets and interest on lease liabilities recognized in each period reversed in proportion to the reduction, with any differences then recognized in profit or loss.
- Not to include information relating to the uncertain COVID-19 situation, which may affect the estimation of future taxable profits. Into data to estimate the adequacy of future taxable profits in order to take advantage of deferred tax assets.
- Not to consider the COVID-19 situation as an indication that an asset may be impaired in accordance with IAS 36, Impairment of Assets.

3.3 Financial reporting standards that become effective in the future

During the year, the Federation of Accounting Professions issued a notification of the Federation of Accounting Professions and published in the Government Gazette for the conceptual framework of financial reporting (new) and several revised financial reporting standards from the year 2019 by becomes effective for the accounting period beginning on or after January 1, 2021 onwards. Which such adjustments are improve/ revise principles the financial reporting is as follows:

Adjustment is reference to the conceptual framework in the financial reporting standards

Several financial reporting standards are reference to “IASB’s Framework for the Preparation and Presentation of Financial Statements.” The adjustment of reference project on the conceptual framework in the financial reporting standards has updated reference or partial reference adjustment and other to describe clearly whether each document is reference to “the conceptual framework” of which year.

Conceptual Framework for Financial Reporting

The conceptual framework for financial reporting consisted of revised definitions of assets and liabilities. Criteria for recognition assets and liabilities in the financial statements. It also includes the following new principles and guidance:

1. Measurement, including factors that must be considered in selecting the valuation criteria
2. Presentation and disclosure which includes when the income and expenses are classified into other comprehensive income.
3. Reporting entities
4. When the assets and liabilities derecognition from the financial statements

In addition, this Conceptual Framework for Financial Reporting clearly clarifies management’s stewardship of the entity’s economic resources, prudence, and measurement uncertainty of financial information.

Definition of Business

Business definition revised in the financial reporting standard No. 3 “Business Combination” describes more clearly on definition of business. The objective is for the business to establish that such transaction has to be recorded as “business combination” or “purchase of assets” or not. Adjustments are as follows:

1. Describe clearly on the consideration of “business”, activity group and acquired assets must include input data factor, key process that at least combined will significantly generate outputs.
2. Eliminate the assessment that the market partner can substitute input factor or missing process and generate further outputs from the standards.
3. Add practice guide and example to support understanding and help the company assess whether the key process is acquired.
4. Narrow down the definition of business and definition of outputs by placing interest in the product and service provided to the customer and eliminate the reference on ability to reduce cost from the standards.
5. Add the intention test as an alternative which allows to make assessment easily whether the activity group and acquired assets are business or not.

Definition of significance

The definition of significance resulted in revising the accounting standard No.1 “Presentation of Financial Statements, Presentation of Financial Statements and Accounting Standards No.8 - Accounting Policy, Change of Accounting Estimates and Error and the revision that resulted in other financial reporting standards. The adjustment creates better understanding of the definition of significance by

1. For the definition to follow the same direction of the financial reporting standards and conceptual framework to avoid the confusion that may arise from the definition difference.
2. Include the requirements together of the accounting standard No.1 “Presentation of financial statements” in the definition for it to become clearer and describe how the materiality can be clearly applied.
3. Applying existing practice guidance of the definition of the materiality in the same place as the definition.

Reform of swap interest rate

The reform of swap interest rate resulted in the adjustment of the financial reporting standards No. 9 financial instruments and financial reporting standards No.7 financial instrument disclosure. Such adjustment has changed the hedge accounting requirements, especially to reduce the impact arising from the uncertainty as a result of the swap interest rate reform such as interbank offer rates-IBORs. In addition, the adjustment requires the business to provide additional information to investors regarding the relation of hedging directly impacted from any uncertainties.

The management of the Company and its subsidiaries are in the process to assess the impact of these TFRSs to the financial statements in the year when they are adopted.

3.4 Thai Financial Reporting Standard No.16 “Leases”

The Federation of Accounting Professions has revised TFRS 16 lease agreements and published in the Government Gazette on January 27, 2021 with the following revisions.

1. The Rent Concessions related to COVID-19, which is effective from June 1, 2020 with earlier application permitted. The amendment permits lessees, as a practical expedient, not to assess whether rent concessions that occur as a direct consequence of the COVID-19 pandemic and meet specified conditions are lease modifications and, instead, to account for those rent concessions as if they were not lease modifications.

2. Added the requirements for the temporary exception arising from interest rate benchmark reform, which an entity shall apply these amendments for annual reporting periods beginning on or after January 1, 2022 with earlier application permitted.

The management of the Company and its subsidiaries are in the process to assess the impact of these TFRSs to the financial statements in the year when they are adopted.

4. SIGNIFICANT ACCOUNTING POLICIES

4.1 Recognition of revenues and expenses

Revenue from sale of real estate

Revenue from sale of real estate is recognized at the point in time when control of the asset is transferred to the customer, generally on delivery of land and houses or residential condominium units. Revenue is measured at the amount of the consideration received or receivable of goods supplied after deducting discounts to customers.

Consideration paid to customers

The Company and its subsidiaries paid registration fee or paid common area fee on behalf of customers when the customers register the transfer of houses or condominium units. The management of the Company and its subsidiaries have considered that these transactions are consideration paid to customers. Therefore, they are recorded as net offsetting with revenue from property sales, not distribution costs as previously recorded.

The installment payment collected before transferring the significant risks and rewards of ownership to the buyer is recorded as unrealized income.

Cost of sales are based on the estimated cost of real estate project. However, cost of sales will be adjusted to be close to the actual cost in the event that the factors of the actual cost are significantly changed.

In determining the cost of land, land and houses and cost of condominiums, the total development costs are attributed to units sold on the basis of the salable area.

A subsidiary recognizes the revenue from construction on the percentage of completion method. Payment received more than the percentage of work completion is recorded as advance received and the part of undue is recorded as accrued income.

A subsidiary recognizes property manager services income when service are completed according to the duration of the contract.

A subsidiary recognizes property service and rental income when service are completed according to the duration of the contract.

The Company and subsidiaries are recognized other revenues and expenses on the accrual basis.

4.2 Financial assets and financial liabilities

Classification and measurement of financial assets

The classification of financial assets depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

The Company and its subsidiaries classify its debt instruments in the following categories:

- those to be measured subsequently at fair value (either through other comprehensive income or through profit or loss); and
- those to be measured at amortised cost.

The Company and its subsidiaries reclassify debt instruments when and only when its business model for managing those assets changes.

The equity instruments held must be irrevocably classified to two measurement categories; i) at fair value through profit or loss (FVPL), or ii) at fair value through other comprehensive income (FVOCI) without recycling to profit or loss.

At initial recognition, the Company and its subsidiaries measure a financial asset at its fair value plus or minus, in the case of a financial asset not at FVPL, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVPL are expensed in profit or loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Subsequent measurement of debt instruments depends on the Company and its subsidiaries's business model for managing the asset and the cash flow characteristics of the financial assets. There are three measurement categories into which the Company and its subsidiaries classify its debt instruments:

- **Amortized cost:** A financial assets will be measured at amortized cost when the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows. In addition, the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Interest income from these financial assets is included in financial income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in profit or loss and presented in other gains/(losses) together with foreign exchange gains and losses. Impairment losses are presented in profit or loss.
- **FVOCI:** A financial assets will be measured at FVOCI when it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets. In addition, the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Movements in the carrying amount are taken through other comprehensive income, except for the recognition of impairment gains or losses, interest income and related foreign exchange gains and losses which are recognized in profit or loss. When the financial asset is derecognized, the cumulative gain or loss previously recognised in other comprehensive income is reclassified from equity to profit or loss and recognized on other gains/(losses). Interest income from these financial assets is included in finance income using the effective interest rate method. Foreign exchange gains and losses are presented in other gains/(losses) and impairment expenses are presented as separate line item in the statement of comprehensive income.
- **FVPL:** Assets that do not meet the criteria for amortised cost or FVOCI are measured at FVPL. A gain or loss on a debt investment that is subsequently measured at FVPL is recognized in profit or loss and presented net within other gains/(losses) in the period in which it arises.

Dividends from such investments continue to be recognized in profit or loss when the Company and its subsidiaries's right to receive payments is established.

Changes in the fair value of financial assets at FVPL are recognized in other gains/(losses) in the statement of income as applicable. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

Classification and measurement of financial liabilities and equity

Financial instruments issued by the Company and its subsidiaries must be classified as financial liabilities or equity securities by considering contractual obligations.

- Where the Company and its subsidiaries have an unconditional contractual obligation to deliver cash or another financial asset to another entity, it is considered a financial liability unless there is a predetermined or possible settlement for a fixed amount of cash in exchange of a fixed number of the Company and its subsidiaries's own equity instruments.
- Where the Company and its subsidiaries have no contractual obligation or have an unconditional right to avoid delivering cash or another financial asset in settlement of the obligation, it is considered an equity instrument.

At initial recognition, the Company and its subsidiaries measure financial liabilities at fair value. The Company and its subsidiaries reclassify all financial liabilities as subsequently measured at amortised cost, except for derivatives.

Recognition and derecognition

The Company and its subsidiaries shall recognize a financial asset or a financial liability in its statement of financial position when, and only when, the Company and its subsidiaries become party to the contractual provisions of the instrument. Regular way purchases and sales of financial assets are recognized on trade-date, the date on which the Company and its subsidiaries commit to purchase or sell the asset. Financial assets are derecognized when the rights to receive cash flows from the financial assets have expired or have been transferred and the Company and its subsidiaries have transferred substantially all the risks and rewards of ownership of the financial assets.

Impairment

The Company and its subsidiaries assess on a forward-looking basis the expected credit loss associated with its debt instruments carried at amortized cost and FVOCI. The impairment methodology applied depends on whether there has been a significant increase in credit risk. The Company and its subsidiaries apply general approach for credit-impaired consideration.

4.3 Cash and cash equivalents

Cash and cash equivalents consist of cash in hand and at banks and deposits at financial institutions which are promissory notes with original maturity of 3 months or less and excluded deposits which are pledged as collateral.

4.4 Account receivables

Applicable from January 1, 2020

Trade receivables are recognized initially at the amount of consideration that is unconditional unless they contain significant financing components, when they are recognized at its present value.

Trade receivables are stated at the amount expected to be collectible, the Company and its subsidiaries apply the TFRS 9 simplified approach to measuring expected credit losses which uses a simplified approach, which requires expected lifetime losses to be recognized from initial recognition of the receivables. To measure the expected credit losses, trade receivables have been grouped based on the days past due. The expected loss rates are based on the payment profiles and the corresponding historical credit losses which are adjusted to reflect the current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables. The Company and its subsidiaries have identified the GDP,

the unemployment rate and the consumer price index of the countries in which it sells its goods and services to be the most relevant factors, and accordingly adjusts the historical loss rates based on expected changes in these factors. The impairment losses are recognized in profit or loss within administrative expenses.

Applicable prior to January 1, 2020

The Company and subsidiaries provide allowance for doubtful accounts equal to the estimated collection losses that may be incurred in the collection of all receivables. The estimated losses are based on the historical collection experience coupled with a review of the current status of existing receivables.

4.5 Inventories

Inventories are real estate for sale which are stated at the lower of cost or net realizable value. Cost is included land, land developing, construction, borrowing costs and direct expense.

Inventories for service are valued at cost (first-in, first-out method) or net realizable value, whichever is lower.

Construction materials are valued at cost (first-in, first-out method) or net realizable value, whichever is lower.

The net realizable value of inventory is estimated from the selling price in the ordinary course of business less the estimated costs to complete the sale.

4.6 Property development and land held for development

Property development is stated at cost. Cost is included land, land developing, construction, borrowing costs and direct expense.

Land held for development, the Company intends to hold for future benefit. Cost consists of land cost and related expenses for land acquisition including borrowing costs which incurred during the development of projects period.

Property development and land held for development are stated at the lower of cost or net realizable value.

The Company and its subsidiaries records the loss on decline in value (if any) of property development in the statement of comprehensive income.

4.7 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction of the projects that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the costs of the respective assets. Capitalization ceases when the projects are ready for their intended use or sale, when the physical construction of the projects is complete, or when construction is suspended and until active development resumes. All other borrowing costs are expensed in the period they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

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

4.8 Investments in subsidiaries

Subsidiaries are entities over which the Company has the power to control their financial and operating policies generally accompanying a shareholding of more than one-half of the voting rights. The financial statements of the subsidiaries are consolidated from the date the Company exercises control over the subsidiaries until the date that control power ceases.

Investments in subsidiaries are stated at cost net from allowance on impairment (if any) in the separate financial statements.

4.9 Investment property

Investment property, cost is included land, land developing, construction, borrowing costs and direct expense.

Investment property is stated at cost less accumulated depreciation and allowance on impairment (if any).

Land is not depreciated.

Depreciation of investment property under residential building for lease category is calculated by the straight-line method over the estimated useful life :

Residential building for lease	30 years
Utility	10 years
Furniture and fixtures	5 years
Building improvement	5 years

Depreciation of investment property is included in determining income.

4.10 Property, plant and equipment

Land is stated at cost. Plant and equipment are stated at cost less accumulated depreciation and allowance on impairment (if any).

Cost is initially recognized upon acquisition of assets along with other direct costs attributing to acquiring such assets in the condition ready to serve the objectives, including the costs of asset demolition, removal and restoration of the asset location, which are the obligations of the Company (if any).

Depreciation of plant and equipment is calculated by cost less residual value on the straight-line basis over the following estimated useful lives:

Buildings	20 years
Building improvement	20 years
Machineries and equipment	5 years
Sample house and sale office buildings	5 years
Office equipment	5 years
Furniture and fixtures	5 years
Vehicles	5 years

The Company and its subsidiaries have reviewed the residual value and useful life of the assets every year.

The depreciation for each asset component is calculated on the separate components when each component has significant cost compared to the total cost of that asset.

Depreciation is included in determining income.

No depreciation is provided on land, construction in progress and equipment under installation.

Property, plant and equipment are written off at disposal. Gains or losses arising from sale or write-off of assets are recognized in the statement of comprehensive income.

4.11 Intangible assets

Intangible assets that are acquired by the Company with finite useful lives are stated at cost less accumulated amortization and allowance on impairment (if any). Intangible assets are amortized in the statement of comprehensive income on a straight-line basis over their estimated useful lives from the date that they are available for use. The estimated useful lives are as follows:

Software licenses 3 - 10 years

4.12 Impairment of non-financial assets

At each the statements of financial position date, the Company and its subsidiaries will assess the impairment of property, plant, and equipment and other assets whenever events or changes in circumstances indicate that an asset may be impaired. An impairment loss is recognised when the recoverable amount of an assets is less than the carrying amount. The recoverable amount of an assets is the higher of the fair value less costs to sell and its value in use.

In determining value in use, the Company and its subsidiaries estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

In determining fair value less costs to sell, a conservative valuation model is used. These calculations are corroborated by a valuation model that, based on information available, reflects the amount that the Company and its subsidiaries could obtain from the disposal of the asset in an arm's length transaction between knowledgeable, willing parties, after deducting the costs of disposal.

4.13 Leases

Applicable from January 1, 2020

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

The Company and its subsidiaries assess the lease term for the non-cancellable period as stipulated in lease contract or the remaining period of active leases at the date of initial application (as at January 1, 2020) together with any period covered by an option to extend the lease if it is reasonably certain to be exercised or any periods covered by an option to terminate the lease if it is reasonably certain not to be exercise by considering the effect of changes in technology and/or the other circumstance relating to the extension of the lease term.

Right-of-use assets-as a lessee

Right-of-use assets are recognized at the commencement date of the lease. Right-of-use assets are stated at cost, less any accumulated depreciation and impairment losses (if any), and adjusted for any remeasurement of lease liabilities (if any). The cost of right-of-use assets includes the amount of lease liabilities recognized, initial direct costs incurred, and lease payments made at or before the commencement date, less any lease incentives received.

The cost of right-of-use assets also includes an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease.

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

Lease liabilities

At the commencement date of the lease, lease liabilities are stated at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable (if any) and amount expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain

to be exercised by the Company and its subsidiaries and payments of penalties for terminating the lease, if the lease term reflects the Company and its subsidiaries exercising the option to terminate.

In calculating the present value of lease payments, the Company and its subsidiaries use its incremental borrowing rate, which is determined by referring to the government bond yield adjusted with risk premium depending on the lease term, at the lease commencement date if the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of the interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments or a change in the assessment of an option to purchase the underlying asset.

Short-term leases and leases of low-value assets

The Company and its subsidiaries apply the short-term lease recognition exemption to its short-term leases (those leases that have a lease term of 12 months or less from the commencement date and not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases that are considered of low value. Lease payments on short-term and leases of low-value assets are recognized as expense in profit and loss on a straight-line basis over the lease term.

Applicable prior to January 1, 2020

Operating leases

Leases where most of substantial risks and rewards of ownership of assets still remain with the leasing company are accounted for as operating leases. Rentals applicable to such operating leases are charged to expenses in the statements of comprehensive income over the leases term.

Financial leases

Leases which transfer to the Company most of substantial risks and rewards of ownership other than legal title are accounted for as financial leases. At the inception of the lease, the fair value of the leased assets is recorded together with the obligation, excluding interest element, to pay future rentals. Interest or financial charges are recognized in the statements of comprehensive income in proportion to the principal balance.

4.14 Trade payables and other payables

Trade and other payables (including balances with related parties) are stated at cost.

4.15 Employee benefits

Short-term employment benefits

The Company and its subsidiaries recognizes salary, wage, bonus and contributions to social security fund and provident fund as expenses when incurred.

Post-employment benefits (Defined contribution plans)

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

Post-employment benefits (Defined benefit plans)

The Company and its subsidiaries has obligations in respect of the severance payments it must pay to the employees upon retirement under the labor law and other employee benefit plans. The Company treats these severance payment obligations as a defined benefit plan.

The obligation under the defined benefit plan is calculated based on the actuarial principles by a qualified independent actuary using the projected unit credit method. Such estimates are made based on various assumptions, including discount rate, future salary increase rate, staff turnover rate, mortality rate, and inflation rate.

Actuarial gains and losses for post-employment benefits of the employees are recognized in other comprehensive income.

4.16 Earnings per share

Earnings per share of the Company and its subsidiaries are basis earnings per share which is calculated by dividing the net earnings for the period by the weighted average number of ordinary shares held by outside parties in issue and paid-up during the year.

4.17 Income tax

Income tax comprises current income tax and deferred tax.

Current tax

The Company and two subsidiaries record income tax expense (if any) based on the amount currently payable under the Revenue Code at the income tax rates 20% of profit before income tax, after adding back certain expenses which are non-deductible for income tax computation purposes, and less certain transactions which are exemption or allowable from income tax.

In addition to the Company and its subsidiaries computed corporate income tax based on the revenue and expense recognition principle in accordance with the Revenue Code and Instruction of the Revenue Department regarding the calculation of net profit and net income for real estate business, which differs from the accounting principles selected to apply in certain cases, such as recognition of revenue and cost of sales, capturing of interest expense and depreciation of assets under utilities system development for common facilities.

The one subsidiary records income tax expense (if any) based on the amount currently payable under the Revenue Code. Income tax is calculated at the tax rates from net profit before income tax, after adding back certain expenses which are non-deductible for income tax computation purposes, and less certain transactions which are exemption or allowable from income tax. Income tax is calculated at the rates as follows.

	Tax rate
Net profit before income tax (Baht)	
1 - 300,000	Exempt
300,001 - 3,000,000	15%
More than 3,000,000	20%

Deferred tax

Deferred tax assets and liabilities are provided on the temporary differences between the carrying amount and the tax bases of assets and liabilities at the end of the reporting period. Changes in deferred tax assets and liabilities are recognized as deferred tax income or deferred tax expense which are recognized in the profit or loss except to the extent that it relates to items recognized directly in shareholders' equity or in other comprehensive income.

The deductible temporary differences are recognized as deferred tax assets when it is probable that the Company will have future taxable profit to be available against which the deferred tax assets can be utilized. The taxable temporary differences on all taxable items are recognized as deferred tax liabilities.

Deferred tax assets and liabilities are measured at the tax rates that the Company and its subsidiaries expect to apply to the period when the deferred tax assets are realized or the deferred tax liabilities are settled, based on tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period.

At the end of each reporting period, the carrying amount of deferred tax assets are reviewed and reduced the value when it is probable that the Company will have no longer the future taxable profit that is sufficient to be available against which all or some parts of deferred tax assets are utilized.

Deferred tax assets and deferred tax liabilities are offset when there is the legal right to settle on a net basis and they relate to income taxes levied by the same tax authority on the same taxable entity.

4.18 Related parties

Enterprises and individuals that directly, or indirectly through one or more intermediaries, control, or are controlled by, or are under common control with, the Company, including holding companies, subsidiaries and fellow subsidiaries are related parties of the Company. Associates and individuals owning, directly or indirectly, an interest in the voting power of the Company that gives them significant influence over the enterprise, key management personnel, including directors and officers of the Company and close members of the family of these individuals and companies associated with these individuals also constitute related parties.

In considering each possible related party relationship, attention is directed to the substance of the relationship, and not merely the legal form.

4.19 Significant accounting judgments and estimates

The preparation of financial statements in conformity with generally accepted accounting principles at times requires management to make subjective judgments and estimates regarding matters that are inherently uncertain. These judgments and estimates would affect to the amount relating to incomes, expenses, assets, liabilities and disclosures of data relating to contingent assets and liabilities. The actual results may differ from amounts already estimated. Significant judgments and estimates are as follows:

4.19.1 Estimated cost for house construction project

The Company and its subsidiaries estimate costs of house construction projects based on details of the construction work, taking into account the volume and value of construction materials to be used in the project, labour costs and other miscellaneous costs to be incurred to complete the construction service, overhead expense, borrowing costs and center public utilities taking into account the direction of the movement in these costs. Estimates are reviewed regularly or whenever actual costs differ significantly from the figures used in the original estimates.

4.19.2 House building contracts

The subsidiary hiring of building house within housing project as an income by reference to the stage of completion of the construction contract activity, base on determining of the project's engineer, when the outcome of a construction contract can be estimated reliably. The stage of completion is measured by reference to surveys of works and estimates performed by the project's engineer. The management is required to make judgment and estimates based on past experience and information obtained from the project's engineer.

4.19.3 Estimated losses for house construction projects

In determining estimated expenses for house construction projects, the management is required to use judgment and relevant information to estimate losses that may be incurred from warranties and claims on the construction contract works. The estimates are made through a combination of specific reviews of construction projects, analysis of actual claims incurred and historical statistic information, among others. However, the use of different estimates and assumptions could affect the amounts of estimated expenses for construction projects.

4.19.4 Allowance for declining-in value of inventories, property development and land held for development Allowance for declining in value of inventory

The determination of allowance for declining in the value of inventory, requires management to make judgements and estimates of the loss expected to occur. The allowance for decline in net realizable value is estimated based on the selling price expected in the ordinary course of business less selling expense. The provision for obsolete slow-moving and deteriorated inventory, is estimated based on the approximate useful life of each type of inventory. The allowance for diminution in value of inventory as determined is compared with the original balance in the books of account and the increase or decrease in the allowance for diminution in value of inventory will be recognized as cost of sales and service in profit or loss.

Allowance for declining-in value of property development and land held for development

The Company and its subsidiaries treat property development and land held for development as impaired when the management judges that there has been a significant or prolonged decline in the fair value below their cost. The management determines the devaluation of such property development and land held for development based on net realizable value.

4.19.5 Contribution to the housing estate juristic person

The Company has estimated the contribution to the housing estate juristic persons by using the rate specified by the regulator and the budgeted public utilities costs as a basis for the calculation. It has already recognized the liabilities by the ownership transfer area proportion.

4.19.6 Allowance for impairment of investments

The Company will set the allowance for impairment of investments when the management judges that there has been a significant or prolonged decline in the fair value below their cost or where other objective evidence of impairment exists. The determination of what is “significant” or “prolonged” requires judgment

4.19.7 Investment property / Depreciation

In determining depreciation of investment property, the management is required to make estimates of the useful lives and residual values of the investment property and to review the useful lives and residual values when there are any changes.

In addition, the management is required to review investment property for impairment on a periodical basis and record the impairment loss when it is determined that the recoverable amount is lower than the carrying amount. This requires judgement regarding forecast of future revenues and expenses relating to the assets subject to the review.

4.19.8 Property plant and equipment / Right of Use and Intangible assets / Depreciation

In determining depreciation of land building and equipment, right of use and amortized of intangible assets, the management is required to make estimates of the useful life and residual value and to review estimate useful life and residual value when there are any changes incurred to it.

In addition, the management is required to review land, building and equipment right of use and intangible assets for impairment on a periodical basis and record impairment losses in the period when it is determined that their recoverable amount is lower than the carrying amount. This requires judgments regarding forecast of future revenues and expenses relating to the assets subject to the review.

4.19.9 Deferred tax assets

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

4.19.10 Post-employment benefits under defined benefit plans

The obligation under the defined benefit plan is determined based on actuarial techniques. Such determination is made based on various assumptions, including discount rate, future salary increase rate, mortality rate and staff turnover rate.

4.19.11 Liabilities from purchasing the real estate project

The Company and its subsidiaries have estimated the value of land purchase in real estate project. The management has estimated from the value of land purchase from the existing customers of project in the past.

4.19.12 Determining the lease term of contracts with renewal and termination options

The Company and its subsidiaries determine the lease term as the non-cancellable term of the lease, together with any period covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised. The management is required to use judgment in evaluating whether it is reasonably certain whether or not to exercise the option to renew or terminate the lease, considering all relevant factors that create an economic incentive to exercise either the renewal or termination. After the commencement date, the Company and its subsidiaries reassess the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to renew or to terminate.

5. CUMULATIVE EFFECTS OF CHANGES IN ACCOUNTING POLICIES DUE TO THE ADOPTION OF NEW FINANCIAL REPORTING STANDARDS

As described in Note 3.2 to the financial statements, during the current year, the Company and its subsidiaries have adopted TFRS 9 and TFRS 16 using the modified retrospective method of adoption. The cumulative effect of the changes in accounting policies such financial reporting standards is recognized. Therefore, the comparative information was not restated.

The changes in accounting policies due to the adoption of above financial reporting standards, are summarized below.

In Thousand Baht

	Consolidated Financial Statements/ Separate Financial Statements			
	As at December 31, 2019	The impacts of TFRS 9	The impacts of TFRS 16	As at January 1, 2020
Statement of financial position				
<u>Non-current assets</u>				
Right-of-use assets	-	-	13,424	13,424
<u>Current liabilities</u>				
Current portion of lease liabilities	-	-	2,666	2,666
<u>Non-current liabilities</u>				
Lease liabilities	-	-	10,758	10,758

5.1 Financial instruments

Classification and measurement

On January 1, 2020 (the date of initial application), the Company and its subsidiaries's management has assessed which business models applied to the financial assets and liabilities held by the Company and its subsidiaries and has classified the financial assets and liabilities as below.

In Thousand Baht					
Consolidated Financial Statements					
	FVPL	Fair value - Derivatives	FVOCI	Amortized cost	Total
Financial assets as at January 1, 2020					
Cash and cash equivalents	-	-	-	27,210	27,210
Trade and other current receivables	-	-	-	7,108	7,108
Other current financial assets	583	-	-	371	954
Other current financial assets	-	-	-	13,821	13,821
	583	-	-	48,510	49,093

The Company and its subsidiaries classified debt investments that do not qualify for measurement at either amortized cost or FVOCI at fair value through profit or loss (FVPL).

Financial assets mandatorily measured at FVPL include the following:

In Thousand Baht	
Consolidated Financial Statements	
Other current financial assets as at January 1, 2020	
- Mutual funds	583

In Thousand Baht			
Consolidated Financial Statements			
	Fair value - Derivatives	Amortized cost	Total
Financial liabilities as at January 1, 2020			
Bank overdrafts and short-term loans from financial institutions	-	306,870	306,870
Trade and other currents payables	-	252,111	252,111
Long-term loans from financial institutions	-	622,117	622,117
Short-term loan from related parties	-	219,000	219,000
Short-term loan from director	-	2,500	2,500
	-	1,402,598	1,402,598

In Thousand Baht

	Separate Financial Statements				
	FVPL	Fair value - Derivatives	FVOCI	Amortized cost	Total
Financial assets as at January 1, 2020					
Cash and cash equivalents	-	-	-	19,195	19,195
Trade and other current receivables	-	-	-	6,216	6,216
Other current financial assets	583	-	-	129	712
Restricted deposits with financial institutions	-	-	-	13,821	13,821
	583	-	-	39,361	39,944

Financial assets mandatorily measured at FVPL include the following:

In Thousand Baht

	Separate Financial Statements
	Other current financial assets as at January 1, 2020
- Mutual funds	583

In Thousand Baht

	Separate Financial Statements		
	Fair value - Derivatives	Amortized cost	Total
Financial liabilities as at January 1, 2020			
Bank overdrafts and short-term loans from financial institutions	-	306,870	306,870
Trade and other current payables	-	248,152	248,152
Long-term loans from financial institutions	-	622,117	622,117
Short-term loan from related parties	-	219,000	219,000
	-	1,396,139	1,396,139

5.2 Leases

These liabilities were measured at the present value of the remaining lease payments, discounted using the Company and its subsidiaries's incremental borrowing rates. The Company and its subsidiaries incremental borrowing rates applied to the lease liabilities as at January 1, 2020 was ranged between 4.500% to 5.725%.

For leases previously classified as finance leases applying TAS 17, the Company and its subsidiaries reclassified the carrying amount of the lease assets and lease liabilities immediately before adoption of TFRS 16 as the carrying amount of the right-of-use assets and the lease liabilities at the date of initial application.

	In Thousand Baht
	Consolidated/Separate Financial Statements
Operating lease commitments disclosed as at December 31, 2019	4,004
Add: Purchase or extension options reasonably certain to be exercised	11,290
	15,294
Less: Deferred interest expenses	(1,870)
Additional lease liabilities from TFRS 16 adoption	13,424
Lease liabilities as at December 31, 2019	-
Lease liabilities recognized as at January 1, 2020	13,424
Of which are:	
Current lease liabilities	2,666
Non-current lease liabilities	10,758
	13,424

The recognized right-of-use assets relate to the following types of assets:

	In Thousand Baht
	Consolidated/Separate Financial Statements
As at January 1, 2020	
Land	4,782
Building	8,642
Total right-of-use assets	13,424

6. TRANSACTIONS WITH RELATED PARTIES AND COMPANIES

The Company has certain transactions with its related parties and companies. A portion of the Company's assets, liabilities, revenues, cost and expenses arose from the transactions with the related parties and companies which are related through common shareholdings and/or directors. The effects of these transactions, which are in the normal course of business, were reflected in the accompanying interim financial statements on the basis determined by the related parties and companies.

Detail of relation between the Company and its related parties and companies are summarized as follows :

Company's name	Country of incorporation	Type of relation
NCH 2555 Holding Co., Ltd.	Thailand	Parent company
N.C. Property Management Co., Ltd.	Thailand	Subsidiary
Quality Living Management Co., Ltd.	Thailand	Subsidiary
Siri Arun Wellness Co.,Ltd.	Thailand	Subsidiary
S.C. Construction And Decoration Co., Ltd.	Thailand	Co-shareholder and director
Sathaporn Wattana Trading Co., Ltd.	Thailand	Co-shareholder and director
Sathaporn Homemart (1999) Co., Ltd.	Thailand	Co-shareholder and director
Sap Namchai Pattana Co., Ltd.	Thailand	Co-shareholder and director
Namchai Golf Management Co., Ltd.	Thailand	Co-shareholder and director
Namchai Property Development Co., Ltd.	Thailand	Co-shareholder and director
Tanyacart Management Co., Ltd.	Thailand	Co-shareholder and director
Sathaporn Wattana Transport Partnership	Thailand	Co-shareholder and director
Precast station Co., Ltd.	Thailand	Director's relative
Mr. Somchao Tanthathodthan	Thailand	Director
Mr. Somnuek Tanthathodtham	Thailand	Director

The significant transactions between the Company and its related parties and companies for the year ended December 31, 2020 and 2019, are summarized as follows.

Pricing basis	In Thousand Baht				
	Consolidated Financial Statements		Separate Financial Statements		
	2020	2019	2020	2019	
Transaction during the period					
Subsidiaries					
Other income - office rental					
Quality Living Management Co., Ltd.	Baht 5,000 per month	-	-	60	60
Siri Arun Wellness Co., Ltd.	Baht 297,160 per month	-	-	3,120	297
Other income - utility charges					
Quality Living Management Co., Ltd.	Baht 1,401.87 per month	-	-	17	17
Siri Arun Wellness Co., Ltd.	Electricity : Bath 5 per unit Water : Bath 17 per unit	-	-	757	-
Other income-interest income					
N.C. Property Management Co., Ltd.	At the rate of 5.75 % p.a.	-	-	-	22
Siri Arun Wellness Co., Ltd.	At the rate of MLR less 0.50% - 0.75 % p.a.	-	-	39	-
Furniture rental income					
Siri Arun Wellness Co., Ltd.	Baht 24,149.53 per month	-	-	290	51
Management fee					
Quality Living Management Co., Ltd.	Minimum Baht 45,000 per project	-	-	2,641	2,560
Related parties					
Sale income					
Mr. Somchao Tanthathodtham	Market price	-	1,348	-	1,348
Other income - office rental					
Precast station Co., Ltd.	Baht 20,000 per month and Baht 40,000 per month	750	720	750	720
Construction cost					
Precast station Co., Ltd.	At per agreement	130,783	67,121	130,783	67,121
Purchase construction materials					
Sathaporn Wattana Trading Co., Ltd.	Market price	46,915	27,000	46,085	26,705
S.C. Construction And Decoration Co., Ltd.	Market price	326	259	326	259
Land rental expense					
Sap Namchai Pattana Co., Ltd	Baht 55,000 per month	660	660	660	660
Golf club membership					
Namchai Golf Management Co., Ltd.	Market price	200	180	200	180
Interest expenses					
Mr. Somchao Tanthathodtham	At the rate of 5.75% p.a.	72	164	-	-
N.C.H 2555 Holding Co., Ltd.	At the rate of MLR less 0.50% - 0.75% p.a. (2019 : at the rate of 5.75% p.a.)	10,026	13,173	10,026	13,166

The significant outstanding balance as at December 31, 2020 and 2019, are as follows:

	In Thousand Baht			
	Consolidated Financial Statements		Separate Financial Statements	
	2020	2019	2020	2019
Short-term loan to related parties				
- N.C. Property Management Co., Ltd.				
Balance, at the beginning of the period	-	-	-	-
Addition during the period	-	-	-	6,000
Deduction during the period	-	-	-	(6,000)
Balance, at the end of the period	-	-	-	-
Short-term loan to related parties				
- Siri Arun Wellness Co., Ltd.				
Balance, at the beginning of the period	-	-	-	-
Addition during the period	-	-	10,000	-
Deduction during the period	-	-	-	-
Balance, at the end of the period	-	-	10,000	-
Accrued electricity, water and services income				
- Siri Arun Wellness Co., Ltd.	-	-	78	19
Accrued interest				
- Siri Arun Wellness Co., Ltd.	-	-	39	-
Account payable to related parties				
- Quality living Management Co., Ltd.	-	-	306	69
- Siri Arun Wellness Co., Ltd.	-	-	323	323
- S.C. Construction And Decoration Co., Ltd.	35	52	35	52
- Sathaporn Wattana Trading Co., Ltd.	12,174	7,381	11,286	7,381
- Precast station Co., Ltd.	29,527	29,972	29,527	29,972
- Namchai Golf management Co., Ltd.	75	-	75	-
- Sap Namchai Pattana Co., Ltd.	660	-	660	-
- Mr. Somchao Tanthathodtham	82	-	82	-
- Mr. Somnuek Tanthathodtham	39	-	39	-
	42,592	37,405	42,333	37,797
Short-term loan from related parties				
- N.C.H. 2555 Holding Co., Ltd.				
Balance, at the beginning of the year	219,000	230,000	219,000	229,000
Addition during the year	5,000	-	-	-
Deduction during the year	(40,000)	(11,000)	(40,000)	(10,000)
Balance, at the end of the year	184,000	219,000	179,000	219,000

	In Thousand Baht			
	Consolidated Financial Statements		Separate Financial Statements	
	2020	2019	2020	2019
Short-term loan from director				
- Mr. Somchao Tanthathoedtham				
Balance, at the beginning of the year	2,500	3,000	-	-
Addition during the year	-	-	-	-
Deduction during the year	-	(500)	-	-
Balance, at the end of the year	<u>2,500</u>	<u>2,500</u>	<u>-</u>	<u>-</u>
Accrued interest				
- N.C.H. 2555 Holding Co., Ltd.	<u>2,024</u>	<u>3,317</u>	<u>2,024</u>	<u>3,317</u>

Loan from the directors and short-term loan from related parties incurred mainly intended to utilize for the Company's working capital and loan repaid.

Loan from the directors and short-term loan from related parties are promissory notes, which will be paid at call.

COLLATERAL WITH RELATED COMPANIES

As at December 31, 2020 and 2019, the Company had contingent liability from letters of guarantee issued by a bank on behalf of the subsidiary for electricity usage amounting to Baht 0.40 million.

MANAGEMENT BENEFIT EXPENSES

Management benefit expense represent the benefits paid to the Company's management, such as salaries and related benefit including the benefit paid by other means. The Company's management is the persons who are defined under the Securities and Exchange Act. The management is comprised of the managing director, deputy managing directors and senior managers.

Management benefit expenses for the year ended December 31, 2020 and 2019, are as follows:

	In Thousand Baht	
	Consolidated/Separate Financial Statements	
	2020	2019
Management		
Management benefit expenses		
Short-term employee benefits	51,853	33,609
Post-employment benefits	937	1,330
Total	<u>52,790</u>	<u>34,939</u>

7. CASH AND CASH EQUIVALENTS

	In Thousand Baht			
	Consolidated Financial Statements		Separate Financial Statements	
	2020	2019	2020	2019
Cash in hand	724	702	609	662
Cash at bank – current accounts	11,497	5,550	3,895	5,286
Cash at bank – saving accounts	52,587	20,958	52,568	13,247
Total	64,808	27,210	57,072	19,195

8. TRADE AND OTHER CURRENT RECEIVABLES

	In Thousand Baht			
	Consolidated Financial Statements		Separate Financial Statements	
	2020	2019	2020	2019
<u>Trade receivables</u>	-	72	-	-
<u>Other current receivables</u>				
Account receivables to relate parties	288	-	-	-
Accrued income	362	1,051	355	1,050
The Revenue Department receivable	1,142	741	197	200
Prepaid expenses	5,192	4,461	5,185	4,449
Advance payment	951	661	661	456
Other receivables	2,537	2,748	2,529	2,632
Total other current receivables	10,472	9,590	8,927	8,787
<u>Less</u> Expected credit loss	(1,591)	(1,591)	(1,591)	(1,591)
Other current receivables, net	8,881	7,999	7,336	7,196
Total trade and other current receivables	8,881	8,071	7,336	7,196

Changes in the expected credit loss in during the years are as follow :

	In Thousand Baht	
	Consolidated/Separate Financial Statements	
	2020	2019
Beginning balance	1,591	611
Increase	-	980
Decrease	-	-
Ending balance	1,591	1,591

9. INVENTORIES

Inventories consist of

	In Thousand Baht			
	Consolidated Financial Statements		Separate Financial Statements	
	2020	2019	2020	2019
Cost of houses and condominiums for sales	131,920	180,342	131,920	180,342
Goods for service	139	73	-	-
Construction Materials and Equipment	830	-	-	-
Total	132,889	180,415	131,920	180,342
<u>Less</u> decrease allowance for declining value of inventories	(8,359)	(8,359)	(8,359)	(8,359)
Inventories, net	124,530	172,056	123,561	171,983

Changes in the allowance for declining value of inventories during the years are as follows :

	In Thousand Baht	
	2020	2019
Beginning balance	8,359	4,392
Increase	-	3,967
Decrease	-	-
Ending balance	8,359	8,359

The Company has commitment under the signed purchase and sale contract as follows:-

	Consolidated/Separate Financial Statements			
	2020		2019	
	Unit	In Million Baht	Unit	In Million Baht
House and condominiums for sales	39	131.92	73	180.34
House and condominiums for sales - under signed purchase and sale contract	(2)	(7.28)	(2)	(2.88)
House and condominium for sales - balance carry forward not under signed purchase and sale contract	37	124.64	71	177.46

As at December 31, 2020 and 2019, some inventories of the Company in the amount of Baht 67.29 million and Baht 61.67 million, respectively, are mortgaged as a part of collateral for long-term loans with local commercial bank, as discussed in Note 24.

10. PROPERTY DEVELOPMENT COSTS

10.1 Actual property development costs, consist of :

	In Thousand Baht	
	Consolidated/Separate Financial Statements	
	2020	2019
Land and land development costs	2,456,010	2,873,114
Utilities development costs	801,809	1,046,323
Construction in progress	4,086,309	4,970,630
Interest capitalization	438,071	517,658
Total	7,782,199	9,407,725
Less Transfer to inventory	(131,920)	(180,342)
Transfer to accumulated cost of sale	(6,008,265)	(7,337,367)
Property development costs, net	1,642,014	1,890,016

As at December 31, 2020 and 2019, most of Company's land and construction in the projects are mortgaged as collateral against credit facilities for loans with local commercial bank, as discussed in Note 24.

For the years ended December 31, 2020 and 2019, the Company recorded the related interest expense amounting approximately to Baht 22.04 million and Baht 31.91 million, respectively, as part of property development costs. The capitalization rate for calculation of interest is 5.32% and 5.69%, respectively.

10.2 Obligation and commitment under real estate projects

	Consolidated/Separate Financial Statements	
	2020	2019
Number of operating projects, at the beginning of the year	19	21
Number of newly open projects	1	2
Number of closing projects	-	(4)
Number of project, transfer to land held for development	-	-
Number of operating projects, at the end of the year	20	19
Total current projects value (In million Baht)	12,413.56	15,434.82
Contracted sales value (In million Baht)	9,725.39	12,042.20
As percentage of total current projects value	78.34	78.02

As at December 31, 2020 and 2019, the Company has the obligation to complete the public utility development project for operating projects in the amount of Baht 89.22 million and Baht 83.98 million, respectively.

11. LAND HELD FOR DEVELOPMENT

	In Thousand Baht			
	Consolidated Financial Statements		Separate Financial Statements	
	2020	2019	2020	2019
Beginning balance	1,673,191	1,954,096	1,599,783	1,880,688
Add - Increase during the year	52,456	64,846	52,456	64,846
- Transfer from property development costs	27,906	65,445	27,906	65,445
Total	1,753,553	2,084,387	1,680,145	2,010,979
Less - decrease during the year	-	(337,545)	-	(337,545)
- Transfer to property development costs	(116,935)	(73,651)	(116,935)	(73,651)
Ending balance	1,636,618	1,673,191	1,563,210	1,599,783
Land held for development				
Current	451,636	488,209	451,279	487,852
Non-current	1,184,982	1,184,982	1,111,931	1,111,931
	1,636,618	1,673,191	1,563,210	1,599,783

In year 2020, The Company has transferred the land pending development to the land development cost of Baht 108.19 million and to property, plant and equipment Baht 8.75 million.

As at December 31, 2020 and 2019, most of the Company's land held for development are mortgaged as collateral against the credit facilities for long-term loans with local commercial banks, as discussed in Note 24.

12. OTHER CURRENT FINANCIAL ASSETS

	In Thousand Baht			
	Consolidated Financial Statements		Separate Financial Statements	
	2020	2019	2020	2019
Fixed deposit for 6 months	244	-	-	-
Fixed deposit for 12 months	135	-	135	-
Investments in securities				
- SCB savings fixed income fund	585	-	585	-
Total	964	-	720	-

13. CURRENT ASSETS

	In Thousand Baht			
	Consolidated Financial Statements		Separate Financial Statements	
	2020	2019	2020	2019
Deposits	10,982	1,985	10,982	1,985
Accrued income	-	-	117	19
Others	208	363	177	346
Total	11,190	2,348	11,276	2,350

14. OTHER NON CURRENT FINANCIAL ASSETS

Other non-current financial assets is deposit pledged as collateral.

As at December 31, 2020 and 2019, the Company had fixed deposit amounting to Baht 11.02 million and Baht 13.82 million, respectively, which are pledged as collateral for maintenance of public utilities, customer's loan and gasoline, as discussed in Note 41.2.

15. INVESTMENTS IN SUBSIDIARIES

	Paid up shares (In Thousand Baht)		Ownership (%)		Amount (In Thousand Baht)		Dividend (In Thousand Baht)	
	2020	2019	2020	2019	2020	2019	2020	2019
AT COST								
SUBSIDIARIES								
N.C. Property								
Management Co., Ltd.	85,000	77,500	100	100	86,864	79,364	-	-
Quality Living								
Management Co., Ltd.	1,000	1,000	100	100	-	-	-	-
					86,864	79,364	-	-

On February 24, 2020, the Board of Director's Meeting had a resolution to pay for the capital increase registered shares of N.C. Property Management Co., Ltd. in the amount of Baht 3.75 million. The Company paid for such capital increase shares in the full amount.

On May 12, 2020, the Board of Directors' Meeting of the Company had a resolution to approve paying for the capital increase registered shares of N.C. Property Management Co., Ltd. for Baht 3.75 million. The Company paid for such capital increase shares in the full amount.

On August 12, 2019 the board of directors had approved the registered capital increase of N.C. Property Management Co., Ltd. for Baht 15 million from the former registered capital of Baht 70 million to Baht 85 million so that N.C. Property Management Co., Ltd. to have certain funds for the business operation. On August 13, 2019, the Company paid such capital increase amount of Baht 7.50 million and registered the capital increase with the Department of Business Development, Ministry of Commerce on August 13, 2019.

16. INVESTMENT PROPERTY

Property investment consist of the following :

Consolidate/Separate Financial Statements (In Thousand Baht)					
	Balance as at December 31, 2019	Additions	Deduction	Transfer in (out)	Balance as at December 31, 2020
At cost					
Land	45,360	-	-	-	45,360
Residential building for lease	157,582	33,621	-	-	191,203
Building improvement	604	-	-	-	604
Utility	26,022	2,525	-	-	28,547
Furniture and fixtures	10,807	588	-	-	11,395
Total	240,375	36,734	-	-	277,109
Less Accumulated depreciation					
Residential building for lease	(24,582)	(4,924)	-	-	(29,506)
Building improvement	(15)	(61)	-	-	(76)
Utility	(13,022)	(2,609)	-	-	(15,631)
Furniture and fixtures	(10,555)	(112)	-	-	(10,667)
Total	(48,174)	(7,706)	-	-	(55,880)
Property investment-net	192,201				221,229

Consolidate/Separate Financial Statements (In Thousand Baht)					
	Balance as at December 31, 2018	Additions	Deduction	Transfer in (out)	Balance as at December 31, 2019
At cost					
Land	45,360	-	-	-	45,360
Residential building for lease	152,630	4,952	-	-	157,582
Building improvement	-	604	-	-	604
Utility	26,081	5,094	(5,153)	-	26,022
Furniture and fixtures	10,610	197	-	-	10,807
Total	234,681	10,847	(5,153)	-	240,375
Less Accumulated depreciation					
Residential building for lease	(19,671)	(4,911)	-	-	(24,582)
Building improvement	-	(15)	-	-	(15)
Utility	(12,483)	(2,729)	2,190	-	(13,022)
Furniture and fixtures	(8,441)	(2,114)	-	-	(10,555)
Total	(40,595)	(9,769)	2,190	-	(48,174)
Property investment-net	194,086				192,201

In Thousand Baht

	2020	2019
Depreciation for the year	7,706	9,769

Investment property is the residential building for lease and is presented at cost. The fair value of land and building structures (exclude furniture and fixtures) as at December 31, 2020 and 2019 amounting to Baht 240.88 million and Baht 201.60 million respectively, which have been determined based on valuations is performed by an accredited independent valuer. The fair value has been determined based on cost approach using level 3 input (see note 40.6)

For the year ended December 31, 2020 and 2019, the Company has the rental revenue from properties amounting to Baht 8.45 million and Baht 15.13 million, respectively, and has the operating expenses and the financial cost amounting for Baht 19.76 million and Baht 25.72 million, respectively which are recognized in the statements of comprehensive income.

As at December 31, 2020 and 2019, total amount of Company's investment property is mortgaged as collateral against facilities for long-term loans with local commercial bank, as discussed in note 24.

17. PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment consist of the following :

Consolidated Financial Statements (In Thousand Baht)					
	Balance as at December 31, 2019	Additions	Deduction	Transfer in (out)	Balance as at December 31, 2020
At cost					
Land - office	660	-	-	-	660
- clubhouse	45,812	-	(13,319)	-	32,493
Building - office	10,203	-	-	-	10,203
- clubhouse	98,272	-	(7,087)	-	91,185
Sample house and sale office building	43,924	-	-	-	43,924
Building improvement	16,958	10,649	-	-	27,607
Medical equipment	1,125	2,708	-	-	3,833
Exercise equipment - physical therapy	14	415	-	-	429
Furniture and decorative	1,459	6,874	-	-	8,333
Machinery and equipment	9,521	23	-	-	9,544
Office equipment	21,092	2,423	-	-	23,515
Office equipment - under finance lease agreement	2,504	-	-	-	2,504
Furniture and fixtures	16,735	3,954	-	-	20,689
Kitchen durable goods	77	293	-	-	370
Other medical durable goods	19	196	-	-	215
Electrical appliance	151	1,838	-	-	1,989
Bedding set and service receiver tools and equipment	235	173	-	-	408
Vehicles	26,163	-	(1,346)	-	24,817
Right-of-use assets	-	1,658	-	-	1,658
Total	294,924	31,204	(21,752)	-	304,376

Consolidated Financial Statements (In Thousand Baht)					
	Balance as at December 31, 2019	Additions	Deduction	Transfer in (out)	Balance as at December 31, 2020
Less Accumulated depreciation					
Building - office	(10,203)	-	-	-	(10,203)
- clubhouse	(77,927)	(4,034)	7,087	-	(74,874)
Sample house and sale office building	(43,924)	-	-	-	(43,924)
Building improvement	(7,525)	(1,519)	-	-	(9,044)
Medical equipment	(29)	(270)	-	-	(299)
Exercise equipment - physical therapy	(1)	(8)	-	-	(9)
Furniture and decorative	(40)	(390)	-	-	(430)
Machinery and equipment	(8,694)	(175)	-	-	(8,869)
Office equipment	(16,714)	(1,964)	-	-	(18,678)
Office equipment - under finance lease agreement	(962)	(540)	-	-	(1,502)
Furniture and fixtures	(13,963)	(1,258)	-	-	(15,221)
Kitchen durable goods	(1)	(49)	-	-	(50)
Other medical durable goods	(1)	(6)	-	-	(7)
Electrical appliance	(3)	(117)	-	-	(120)
Bedding set and service receiver tools and equipment	(2)	(50)	-	-	(52)
Vehicles	(18,752)	(1,337)	1,346	-	(18,743)
Right-of-use assets	-	(135)	-	-	(135)
Total	(198,741)	(11,852)	8,433	-	(202,160)
Net	96,183				102,216
Less Allowance for declining value					
- building clubhouse	(1,755)	-	-	-	(1,755)
- machinery and equipment	(281)	-	-	-	(281)
Total	(2,036)	-	-	-	(2,036)
Property, plant and equipment - net	94,147				100,180

Consolidated Financial Statements (In Thousand Baht)					
	Balance as at December 31, 2018	Additions	Deduction	Transfer in (out)	Balance as at December 31, 2019
At cost					
Land - office	660	-	-	-	660
- clubhouse	60,651	-	(14,839)	-	45,812
Building - office	10,203	-	-	-	10,203
- clubhouse	109,578	-	(11,306)	-	98,272
Sample house and sale office building	43,924	-	-	-	43,924
Building improvement	12,018	5,024	(84)	-	16,958
Medical equipment	-	1,125	-	-	1,125
Exercise equipment - physical therapy	-	14	-	-	14
Furniture and decorative	-	1,459	-	-	1,459
Machinery and equipment	9,234	287	-	-	9,521
Office equipment	18,447	2,645	-	-	21,092
Office equipment - under finance lease agreement	2,504	-	-	-	2,504
Furniture and fixtures	16,078	657	-	-	16,735
Kitchen durable goods	-	77	-	-	77
Other medical durable goods	-	19	-	-	19
Electrical appliance	-	151	-	-	151
Bedding set and service receiver tools and equipment	-	235	-	-	235
Vehicles	26,163	-	-	-	26,163
Total	309,460	11,693	(26,229)	-	294,924
Less Accumulated depreciation					
Building - office	(10,203)	-	-	-	(10,203)
- clubhouse	(84,846)	(4,045)	10,963	-	(77,927)
Sample house and sale office building	(43,924)	-	-	-	(43,924)
Building improvement	(6,728)	(877)	81	-	(7,525)
Medical equipment	-	(29)	-	-	(29)
Exercise equipment - physical therapy	-	(1)	-	-	(1)
Furniture and decorative	-	(40)	-	-	(40)
Machinery and equipment	(8,546)	(148)	-	-	(8,694)
Office equipment	(14,022)	(2,692)	-	-	(16,714)
Office equipment - under finance lease agreement	(962)	-	-	-	(962)
Furniture and fixtures	(12,736)	(1,227)	-	-	(13,963)
Kitchen durable goods	-	(1)	-	-	(1)
Other medical durable goods	-	(1)	-	-	(1)
Electrical appliance	-	(3)	-	-	(3)
Bedding set and service receiver tools and equipment	-	(2)	-	-	(2)
Vehicles	(17,305)	(1,447)	-	-	(18,752)
Total	(199,272)	(10,513)	11,044	-	(198,741)
Net	110,188				96,183
Less Allowance for declining value					
- building clubhouse	(3,204)	-	1,449	-	(1,755)
- machinery and equipment	(281)	-	-	-	(281)
Total	(3,485)	-	1,449	-	(2,036)
Property, plant and equipment - net	106,703				94,147

Separate Financial Statements (In Thousand Baht)					
	Balance as at December 31, 2019	Additions	Deduction	Transfer in (out)	Balance as at December 31, 2020
At cost					
Land - office	660	-	-	-	660
- clubhouse	45,812	-	(13,319)	-	32,492
Building - office	10,203	-	-	-	10,203
- clubhouse	98,272	-	(7,087)	-	91,184
Sample house and sale office building	43,924	-	-	-	43,924
Building improvement	11,935	9,418	-	-	21,353
Machinery and equipment	3,150	23	-	-	3,173
Office equipment	19,989	2,086	-	-	22,075
Office equipment - under finance lease agreement	2,504	-	-	-	2,504
Furniture and fixtures	16,385	1,976	-	-	18,362
Vehicles	25,857	-	(1,346)	-	24,511
Right-of-use assets	-	1,658	-	-	1,658
Total	278,691	15,162	(21,753)	-	272,100
Less Accumulated depreciation					
Building - office	(10,203)	-	-	-	(10,203)
- clubhouse	(77,928)	(4,034)	7,087	-	(74,875)
Sample house and sale office building	(43,924)	-	-	-	(43,924)
Building improvement	(7,515)	(926)	-	-	(8,441)
Machinery and equipment	(2,604)	(175)	-	-	(2,779)
Office equipment	(15,906)	(1,894)	-	-	(17,800)
Office equipment - under finance lease agreement	(962)	(540)	-	-	(1,502)
Furniture and fixtures	(13,798)	(1,176)	-	-	(14,974)
Vehicles	(18,446)	(1,337)	1,346	-	(18,437)
Right-of-use assets	-	(134)	-	-	(134)
Total	(191,287)	(10,216)	8,433	-	(193,069)
Net	87,405				79,031
Less Allowance for declining value					
- building clubhouse	(1,755)	-	-	-	(1,755)
Total	(1,755)	-	-	-	(1,755)
Property, plant and equipment - net	85,650				77,276

Separate Financial Statements (In Thousand Baht)					
	Balance as at December 31, 2018	Additions	Deduction	Transfer in (out)	Balance as at December 31, 2019
At cost					
Land - office	660	-	-	-	660
- clubhouse	60,651	-	(14,839)	-	45,812
Building - office	10,203	-	-	-	10,203
- clubhouse	109,578	-	(11,306)	-	98,272
Sample house and sale office building	43,924	-	-	-	43,924
Building improvement	12,018	-	(83)	-	11,935
Machinery and equipment	2,863	287	-	-	3,150
Office equipment	17,651	2,338	-	-	19,989
Office equipment - under finance lease agreement	2,504	-	-	-	2,504
Furniture and fixtures	15,914	471	-	-	16,385
Vehicles	25,857	-	-	-	25,857
Total	301,823	3,096	(26,228)	-	278,691
Less Accumulated depreciation					
Building - office	(10,203)	-	-	-	(10,203)
- clubhouse	(84,846)	(4,045)	10,963	-	(77,928)
Sample house and sale office building	(43,924)	-	-	-	(43,924)
Building improvement	(6,728)	(867)	80	-	(7,515)
Machinery and equipment	(2,456)	(148)	-	-	(2,604)
Office equipment	(13,232)	(2,674)	-	-	(15,906)
Office equipment - under finance lease agreement	(962)	-	-	-	(962)
Furniture and fixtures	(12,571)	(1,227)	-	-	(13,798)
Vehicles	(16,999)	(1,447)	-	-	(18,446)
Total	(191,921)	(10,408)	11,043	-	(191,287)
Net	109,902				87,405
Less Allowance for declining value					
- building clubhouse	(3,204)	-	1,449	-	(1,755)
Total	(3,204)	-	1,449	-	(1,755)
Property, plant and equipment - net	106,698				85,650

	In Thousand Baht			
	Consolidated Financial Statements		Separate Financial Statements	
	2020	2019	2020	2019
Depreciation for the year	11,852	10,513	10,216	10,408

As at December 31, 2020 and 2019, some part of land and the clubhouse building in the total amount of Baht 100.52 million (net book value amount of Baht 33.53 million and Baht 37.53 million, respectively) are mortgaged as collateral against the overdrafts from a commercial bank in the credit limit amount of Baht 25 million, as discussed in Note 22.

In year 2020, the Company had transferred the land and clubhouse building to the housing estate juristic person at cost Baht 20.41 million (Book value of Baht 13.32 million).

In year 2019, the Company had transferred the land and clubhouse building to the housing estate juristic person at cost Baht 25.18 million (Book value of Baht 14.77 million).

The fixed assets had been fully depreciated but still in use, as follows:

Transaction assets	In Thousand Baht			
	Consolidated Financial Statements		Separate Financial Statements	
	2020	2019	2020	2019
Building - office	10,203	10,203	10,203	10,203
Building - clubhouse	2,878	9,624	2,878	9,624
Sample house and sale office building	20,763	20,763	20,763	20,763
Machinery and equipment	3,387	3,297	2,335	2,245
Office equipment	15,876	12,133	14,918	11,175
Furniture and fixtures	11,650	10,871	11,650	10,871
Vehicles	19,109	16,551	18,803	16,254
Total	83,866	83,442	81,550	81,135

18. RIGHT-OF-USE ASSETS

The net book value of right-of-use assets related to lease contracts and the movement for the year ended December 31, 2020 are presented below.

	In Thousand Baht	
	Consolidated financial statements	Separate Financial statements
Cost		
As at December 31, 2019	-	-
Effects of the adoption of TFRS16 as at January 1, 2020	13,424	13,424
As at January 1, 2020	13,424	13,424
Addition	13,063	434
Written-off	-	-
As at December 31, 2020	26,487	13,858
Less Accumulated depreciation		
As at December 31, 2019	-	-
Effects of the adoption of TFRS16 as at January 1, 2020	-	-
As at January 1, 2020	-	-
Depreciation for the year	(4,764)	(3,041)
Depreciation - written-off	-	-
As at December 31, 2020	(4,764)	(3,041)
Net book value		
As at December 31, 2019	-	-
As at January 1, 2020	13,424	13,424
As at December 31, 2020	21,723	10,817

19. INTANGIBLE ASSETS

Movements of the intangible assets account for the year ended December 31, 2020 and 2019, are summarized as follows:

	In Thousand Baht	
	Consolidated financial statements	Separate Financial statements
At cost		
Balance as at December 31, 2018	12,032	12,032
Add Acquisitions during the year	653	524
Less Disposals and write-off during the year	-	-
Balance as at December 31, 2019	12,685	12,556
Add Acquisitions during the year	371	284
Less Disposals and write-off during the year	-	-
Balance as at December 31, 2020	13,056	12,840
Less Accumulated amortization		
Balance as at December 31, 2018	(7,268)	(7,268)
Add Amortization for the year	(764)	(760)
Less Disposals and write-off during the year	-	-
Balance as at December 31, 2019	(8,032)	(8,028)
Add Amortization for the year	(854)	(823)
Less Disposals and write-off during the year	-	-
Balance as at December 31, 2020	(8,886)	(8,851)
Net book value		
Balance as at December 31, 2019	4,653	4,528
Balance as at December 31, 2020	4,170	3,989

	In Thousand Baht			
	Consolidated Financial Statements		Separate Financial Statements	
	2020	2019	2020	2019
Amortization for the year	853	765	823	760

20. DEFERRED TAX ASSETS AND LIABILITIES

20.1 Deferred tax assets and liabilities, consisted of

	In Thousand Baht			
	Consolidated Financial Statements		Separate Financial Statements	
	2020	2019	2020	2019
Deferred tax assets	22,865	16,496	18,475	16,496
Deferred tax liabilities	(3,934)	(1,851)	(1,335)	(3,573)
	18,931	14,645	17,140	12,923

20.2 Changes in deferred tax assets and liabilities for the year ended December 31, 2020 and 2019, are summarized as follows

In Thousand Baht				
Consolidated Financial Statements				
	Balance as at December 31, 2019	Revenue (expenses) during the year		Balance as at December 31, 2020
		In profit or loss	In other comprehensive income	
Deferred tax assets:				
Expected credit loss (2019 : allowance for doubtful account receivables)	196	-	-	196
Allowance for impairment - clubhouse	351	-	-	351
Lease liabilities	-	6,660	-	6,660
Provisions for employee benefits obligations	12,644	(511)	(534)	11,599
Provisions for compensation for housing estate juristic persons	3,305	754	-	4,059
Total	16,496	6,903	(534)	22,865
Deferred tax liabilities:				
Unrealized gain on remeasuring available-for-sale Investments	(17)	-	-	(17)
Property development costs and inventories	(1,834)	4,402	-	2,568
Right-of-use assets	-	(6,485)	-	(6,485)
Total	(1,851)	(2,083)	-	(3,934)
Net	14,645	4,820	(534)	18,931

In Thousand Baht				
Consolidated Financial Statements				
	Balance as at December 31, 2018	Revenue (expenses) during the year		Balance as at December 31, 2019
		In profit or loss	In other comprehensive income	
Deferred tax assets:				
Expected credit loss (2019 : allowance for doubtful account receivables)	-	196	-	196
Allowance for impairment - clubhouse	641	(290)	-	351
Lease liabilities	-	-	-	-
Provisions for employee benefits obligations	10,822	1,122	700	12,644
Provisions for compensation for housing estate juristic persons	3,905	(600)	-	3,305
Total	15,368	428	700	16,496
Deferred tax liabilities				
Unrealized gain on remeasuring available-for-sale Investments	(16)	(1)	-	(17)
Property development costs and inventories	(1,257)	(577)	-	(1,834)
Right-of-use assets	-	-	-	-
Total	(1,273)	(578)	-	(1,851)
Net	14,095	(150)	700	14,645

In Thousand Baht

Separate Financial Statements			
Balance as at December 31, 2019	Revenue (expenses) during the year		Balance as at December 31, 2020
	In profit or loss	In other comprehensive income	

Deferred tax assets:

Expected credit loss (2019 : allowance for doubtful

account receivables) 196 - - 196

Allowance for impairment - clubhouse 351 - - 351

Lease liabilities - 2,273 - 2,273

Provisions for employee benefits obligations 12,644 (514) (534) 11,596

Provisions for compensation for housing estate

juristic persons 3,305 754 - 4,059

Total 16,496 2,513 (534) 18,475

Deferred tax liabilities:

Unrealized gain on remeasuring available-for-sale

Investments (17) - - (17)

Property development costs and inventories (3,556) 4,401 - 845

Right-of-use assets - (2,163) - (2,163)

Total (3,573) 2,238 - (1,335)

Net 12,923 4,751 (534) 17,140

In Thousand Baht

Consolidated Financial Statements			
Balance as at December 31, 2018	Revenue (expenses) during the period		Balance as at December 31, 2019
	In profit or loss	In other comprehensive income	

Deferred tax assets:

Expected credit loss (2019 : allowance for doubtful

account receivables) - 196 - 196

Allowance for impairment - clubhouse 641 (290) - 351

Lease liabilities - - - -

Provisions for employee benefits obligations 10,822 1,122 700 12,644

Provisions for compensation for housing estate

juristic persons 3,905 (600) - 3,305

Total 15,368 428 700 16,496

Deferred tax liabilities

Unrealized gain on remeasuring available-for-sale

Investments (16) (1) - (17)

Property development costs and inventories (2,979) (577) - (3,556)

Right-of-use assets - - - -

Total (2,995) (578) - (3,573)

Net 12,373 (150) 700 12,923

21. NON CURRENT ASSETS

	In Thousand Baht			
	Consolidated Financial Statements		Separate Financial Statements	
	2020	2019	2020	2019
Deposits and guarantee	2,453	2,548	2,449	2,530
Withholding tax	6,845	6,838	6,736	6,737
Total	9,298	9,386	9,185	9,267

22. BANK OVERDRAFTS AND SHORT-TERM LOANS FROM THE FINANCIAL INSTITUTIONS

This account consists of :

	In Thousand Baht	
	Consolidated/Separate Financial Statements	
	2020	2019
Bank overdrafts from the financial institutions	2,020	43,599
Short-term loans from the financial institutions	1,000	263,271
Total	3,020	306,870

As at December 31, 2020 and 2019, the Company had credit line for bank overdrafts amounting to Baht 80 million and Baht 65 million, respectively, charged the interest rate at MOR and MOR less fixed rate. It had also the short-term loan amounting to Baht 120.43 million and Baht 263.27 million, respectively, charged the interest rate at MLR and MLR less fixed rate. They were guaranteed by land and some part of the Company's club house buildings including the land with buildings in both existing and will be held in the future on the land of the Company's project and that of the directors' relatives.

In addition, the Company has to comply with the terms and conditions as specified in the loan agreement, such as (1) not to sell, dispose, transfer, give rent, pledge, or mortgage the Company's loan collaterals, (2) not to commit any obligation that would result in letting other persons have control or rights in the Company's assets, (3) to maintain debt-to-equity ratio is not over than 1.5:1, (4) not to pay dividend except the lender assess the payment not affect to ability of repayment loan, (5) not to decrease registered capital and (6) to grant beneficiary of the asset protection insurance to the lender, etc.

23. TRADE AND OTHER CURRENT PAYABLES

	In Thousand Baht			
	Consolidated Financial Statements		Separate Financial Statements	
	2020	2019	2020	2019
Trade payables				
Trade payables - related parties	42,592	37,698	42,333	37,797
Trade payables - others	14,394	8,729	11,920	7,530
Subcontractor payables	87,127	65,316	86,833	65,316
Total trade payables	144,113	111,743	141,086	110,643
Other current payables				
Trade note payables	63,455	31,103	63,455	31,103
Accrued expenses	35,168	18,915	33,447	16,485
Advance received	86,056	11,869	85,614	11,850
Retention from contractors	80,287	71,228	79,683	70,969
Others payables	7,734	7,254	7,412	7,103
Total other current payables	272,700	140,369	269,611	137,510
Total trade and other current payables	416,813	252,112	410,697	248,153

24. LONG-TERM LOANS FROM THE FINANCIAL INSTITUTIONS

This account consists of :

	In Thousand Baht	
	Consolidated/Separate Financial Statements	
	2020	2019
Long-term loans from local banks		
Total	423,313	622,117
Less Current portion due within one year	(259,926)	(273,073)
Long-term loans from the financial institutions, net	163,387	349,044

Movements in the long-term loans account during the years ended December 31, 2020 and 2019, are summarized below.

	In Thousand Baht	
	Consolidated/Separate Financial Statements	
	2020	2019
Balance as at December 31, 2019	622,117	557,717
Add Additional borrowings during the year	440,680	332,575
Less Repayment during the period	(639,484)	(268,175)
Balance as at December 31, 2020	423,313	622,117

As at December 31, 2020 and 2019, the Company had the long-term loan amounting of Baht 1,748.20 million and Baht 1,736.90 million, respectively, carried the interest rate MLR less fixed rate.

Guaranteed by some part of land and buildings in both existing and to be held in the future on the land of the project and by the relative of the director and by investment property.

As at December 31, 2020 and 2019, the Company has the credit limits that have not been withdrawn amounting of Baht 1,473.80 million and Baht 994.31 million, respectively.

In addition, the Company has to comply with the terms and conditions as specified in the loan agreement, such as (1) not to sell, dispose, transfer, give rent, pledge, or mortgage the Company's loan collaterals, (2) not to commit any obligation that would result in letting other persons have control or rights in the Company's assets, (3) to maintain debt-to-equity ratio, (4) not to pay dividend except the lender has assessed that payment does not affect loan repayment ability, (5) not to decrease registered capital and (6) to grant beneficiary of the asset protection of the insurance policy to the lender, etc.

25. LEASE LIABILITIES

The carrying amounts of lease liabilities and the movement for the year, December 31, 2020, are presented below.

	In Thousand Baht	
	Consolidated Financial Statements	Separate Financial Statements
As at December 31, 2019		
Effects of the adoption of TFRS16	13,424	13,424
As at January 1, 2020	13,424	13,424
Add Addition	15,249	2,620
Add Accretion of interest	1,061	767
Less Payments	(5,660)	(3,774)
Less Decrease from contract cancellation	-	-
As at December 31, 2020	24,074	13,037
Less current portion	(6,515)	(3,512)
Lease liabilities net of current portion	17,559	9,525

The following are the amounts recognized in profit or loss:

	In Thousand Baht	
	Consolidated Financial Statements	Separate Financial Statements
Depreciation of right-of-use assets	4,765	3,041
Interest expense on lease liabilities	1,061	767
Expense relating to short-term lease	2,664	2,354
Leases of low-value assets	51	26
Total	8,541	6,188

The Company and its subsidiaries had total cash outflows for leases of Baht 5.66 million (the separate: Baht 3.77 million) and also had non-cash additions to right-of-use assets and lease liabilities of Baht 15.25 million (the separate: Baht 2.62 million).

26. PROVISION FOR EMPLOYEE BENEFIT OBLIGATIONS

Movement of employee benefit obligations for the years ended December 31, 2020 and 2019, is shown as follows :

	In Thousand Baht			
	Consolidated Financial Statements		Separate Financial Statements	
	2020	2019	2020	2019
The statements of financial position				
Defined benefit obligations, beginning of the years	64,930	55,789	63,222	54,112
Plus Current service costs and interest	4,233	5,869	4,048	5,612
Less Employee benefit obligations paid during the year	(6,705)	-	(6,706)	-
Less Actuarial loss from post-employee benefit	(2,456)	3,272	(2,670)	3,498
Defined benefit obligations, ending of the years	60,002	64,930	57,894	63,222
Recognized in profit (loss)				
Cost of service	49	100	-	-
Selling expenses	1,066	1,548	1,066	1,548
Administrative expenses	2,279	2,935	2,176	2,820
Finance costs	839	1,286	806	1,244
Total	4,233	5,869	4,048	5,612
Recognized in other comprehensive income				
Actuarial loss from post-employee benefit	(2,456)	3,272	(2,670)	3,498
Total	(2,456)	3,272	(2,670)	3,498
Total	1,777	9,141	1,378	9,110

Gain and loss from the estimate based on actuarial principles recognized in the statement of comprehensive income for the years ended December 31, 2020 and 2019, arise from :-

	In Thousand Baht			
	Consolidated Financial Statements		Separate Financial Statements	
	2020	2019	2020	2019
Recognize in other comprehensive income				
Improvement from experience	2,617	(4,047)	2,535	(3,500)
Population assumption	(4,309)	(760)	(4,579)	(854)
Financial assumption	(764)	8,079	(626)	7,852
Total	(2,456)	3,272	(2,670)	3,498

The main assumptions in the estimates the financial assumptions for the Group of Company based on actuarial principles.

For the years ended December 31, 2020 and 2019 ;

	In Thousand Baht			
	Consolidated Financial Statements		Separate Financial Statements	
	2020	2019	2020	2019
Discount rate	1.50 - 2.10	2.06 - 2.30	1.50	2.06
Salary increase rate	4.00 - 5.00	5.00	5.00	5.00
Employee turnover rate	1.91 - 22.92	0 - 34	1.91 - 22.92	0 - 25
Mortality rate	100.00 based on the table of death B.E. 2560	100.00 based on the table of death B.E. 2560	100.00 based on the table of death B.E. 2560	100.00 based on the table of death B.E. 2560
Disability rate	5.00 of the mortality rate	5.00 of the mortality rate	5.00 of the mortality rate	5.00 of the mortality rate

Sensitivity analysis

The results of sensitivity analysis for significant assumptions that affect the present value of the long-term employee benefit obligations as at December 31, 2020 and 2019 are summarized below:

	Percentage			
	2020			
	Consolidate Financial Statements		Separate Financial Statements	
	1% increase	1% decrease	1% increase	1% decrease
Discount rate	(4.05)	4.64	(3.83)	4.37
Salary increase rate	4.43	(3.96)	4.18	(3.74)
Employee turnover rate	(2.20)	2.41	(2.06)	2.26

	Percentage			
	2019			
	Consolidate Financial Statements		Separate Financial Statements	
	1% increase	1% decrease	1% increase	1% decrease
Discount rate	(4.18)	4.76	(3.98)	4.53
Salary increase rate	4.59	(4.12)	4.35	(3.91)
Employee turnover rate	(4.39)	1.11	(4.16)	1.04

As at December 31, 2020 and 2019, the Company did not have any amount to be paid to the employees retiring in one year's time.

27. PROVISION FOR COMPENSATION FOR HOUSING ESTATE JUSISTIC PERSONS

	In Thousand Baht	
	Consolidated/Separate Financial Statements	
	2020	2019
Beginning balance	16,526	19,527
Add increase during the year	3,768	1,703
Less decrease during the year	-	(4,704)
Ending balance	20,294	16,526

28. PROVISION FROM PURCHASING THE REAL ESTATE PROJECT

The Company had an obligation under the contract to buy and sell land of a real estate project with a company under the buy and sale agreement dated December 16, 2004, and its subsidiary had an obligation under the contract to buy and sell land of a real estate project with a company under the buy and sale agreement dated March 3, 2014. The contract to buy and to sell land requires the Company and its subsidiary to pay for the land, including the debt burden owing to the existing customers of the project.

Movements in the provision from purchasing the real estate project account during the year ended December 31, 2020, and 2019, are summarized below.

	In Thousand Baht			
	Consolidated Financial Statements		Separate Financial Statements	
	2020	2019	2020	2019
Ending balance as at December 31, 2019	42,741	42,741	39,198	39,198
Add increase during the year	-	-	-	-
Less decrease during the year	(5,934)	-	(5,700)	-
Ending balance as at December 31, 2020	36,807	42,741	33,498	39,198

29. FINANCIAL ASSETS AND FINANCIAL LIABILITIES

On January 1, 2020 (the date of initial application of new financial reporting standards), the Company and its subsidiaries's management have assessed which business models applied to the financial assets and liabilities and have classified the financial assets and liabilities balances as at January 1, 2020 has been disclosed in Note 5.1

	In Thousand Baht				
	Consolidated financial statements				
	FVPL	Fair value - Derivatives	FVOCI	Amortized cost	Total
Financial assets as at December 31, 2020					
Cash and equivalents	-	-	-	64,808	64,808
Trade accounts payable and other payable	-	-	-	8,881	8,881
Current lease liabilities	585	-	-	379	964
Non-current lease liabilities	-	-	-	11,019	11,019
	585	-	-	85,087	85,672

The Company and its subsidiaries classified debt investments that do not qualify for measurement at either amortized cost or FVOCI at fair value through profit or loss (FVPL).

Financial assets mandatorily measured at FVPL as at December 31, 2020 include the following:

		In Thousand Baht		
		Consolidated Financial Statements		
Financial assets				
Mutual funds		585		

		In Thousand Baht		
		Consolidated financial statements		
		Fair value - Derivatives	Amortized cost	Total
Financial liabilities as at December 31, 2020				
Bank overdrafts and short-term loans from financial institutions	-	3,020		3,020
Trade and other current payables	-	416,813		416,813
Long-term loans from financial institutions	-	423,313		423,313
Short-term loan from related parties	-	184,000		184,000
Short-term loan from director	-	2,500		2,500
Lease liabilities	-	24,074		24,074
	-	1,053,720		1,053,720

		In Thousand Baht				
		Separate financial statements				
		FVPL	Fair value - Derivatives	FVOCI	Amortized cost	Total
Financial assets as at						
December 31, 2020						
Cash and cash equivalents	-	-	-	-	57,072	57,072
Trade accounts payable and other payable	-	-	-	-	7,336	7,336
Short-term loan from related parties	-	-	-	-	10,000	10,000
Current lease liabilities	585	-	-	-	135	720
Non-current lease liabilities	-	-	-	-	11,019	11,019
	585	-	-	-	85,562	86,147

The Company and its subsidiaries classified debt investments that do not qualify for measurement at either amortized cost or FVOCI at fair value through profit or loss (FVPL).

Financial assets mandatorily measured at FVPL as at December 31, 2020 include the following:

	In Thousand Baht	
	Separate Financial Statements	
Current lease liabilities		
Mutual funds		585

	In Thousand Baht		
	Separate Financial Statements		
	Fair value - Derivatives	Amortized cost	Total
Financial liabilities as at December 31, 2020			
Bank overdrafts and short-term loans from financial institutions	-	3,020	3,020
Trade and other current payables	-	410,697	410,697
Short-term loan from related parties	-	179,000	179,000
Long-term loans from financial institutions	-	423,313	423,313
Lease liabilities	-	13,037	13,037
	-	1,029,067	1,029,067

30. TAX EXPENSE (INCOME)

30.1 Major components of tax expense (income) for the years ended December 31, 2020 and 2019, consisted of:

	In Thousand Baht			
	Consolidated Financial Statements		Separate Financial Statements	
	2020	2019	2020	2019
Income tax expense (income) shown in profit or loss :				
Current tax expense:				
Income tax expense for the period	35,594	6,629	35,594	6,521
Deferred tax expense (income):				
Changes in temporary differences relating to the original recognition and reversal	(4,820)	150	(4,751)	150
Total	30,774	6,779	30,843	6,671
Recognized in other comprehensive income				
Actuarial gain (loss) from post-employee benefit	534	(700)	534	(700)

30.2 A numerical reconciliation between tax expense (income) and the product of accounting profit multiplied by the applicable tax rate for the years ended December 31, 2020 and 2019, which are summarized as follows:

	In Thousand Baht			
	Consolidated Financial Statements		Separate Financial Statements	
	2020	2019	2020	2019
Accounting profit (loss) for the year	141,350	28,025	152,931	28,459
The applicable tax rate (%)	20%	20%	20%	20%
Tax expense (income) at the applicable tax rate	28,270	5,605	30,586	5,692
Reconciliation items:				
Tax effect of expenses that are not deductible in determining tax profit:				
- Expenses not allowed as expenses in determining taxable profit	2,504	1,174	257	979
Tax effect of income that are not deductible in determining tax profit:	-	-	-	-
Total reconciliation items	2,504	1,174	257	979
Total tax expense (income)	30,774	6,779	30,843	6,671

30.3 A numerical reconciliation between the average effective tax rate and the applicable tax rate For the years ended December 31, 2020 and 2019 are summarized as follows:

	Consolidated Financial Statements			
	2020		2019	
	Tax amount (Baht)	Tax rate (%)	Tax amount (Baht)	Tax rate (%)
Accounting profit (loss) before tax expense for the year	141,350		28,025	
Tax expense (income) at the applicable tax rate	28,270	20	5,605	20
Reconciliation items	2,504	1.77	1,174	4.19
Tax expense (income) at the average effective tax rate	30,774	21.77	6,779	24.19

	Separate Financial Statements			
	2020		2019	
	Tax amount (Baht)	Tax rate (%)	Tax amount (Baht)	Tax rate (%)
Accounting profit (loss) before tax expense for the year	152,931		28,459	
Tax expense (income) at the applicable tax rate	30,586	20	5,692	20
Reconciliation items	257	0.17	979	3.44
Tax expense (income) at the average effective tax rate	30,843	20.17	6,671	23.44

As at December 31, 2020 and 2019, a subsidiary has the accumulated tax losses less than 5 years at the amount of Baht 3.92 million and Baht 3.35 million, respectively, which the such subsidiary did not record such deferred tax assets from losses above as there is no policy to use such losses in the tax calculation for the year.

31. LEGAL RESERVE

Under the provision of the Public Limited Companies Act B.E.2535, the Company must appropriate the reserve at least 5% of its annual net income after deduction of the deficit brought forward (if any) until the reserve reaches 10% of the authorized share capital. The legal reserve is not available for dividend distribution.

A subsidiary had appropriated its legal reserve as reserve fund of which the reserve reaches 10% of the authorized share capital.

According to the resolution on the Board of Directors Meeting No. 1/2021 held on February 24, 2021 the Company had appropriated its legal reserve in the amount of Baht 6.20 million of annual net income in 2020.

According to the resolution on the Board of Directors Meeting No. 1/2020 held on February 28, 2020 the Company had appropriated its legal reserve in the amount of Baht 1.21 million of annual net income in 2019.

32. DIVIDEND

According to the minutes of the shareholders' meeting 2019 held on April 26, 2019, the meeting had a resolution to approve paying the dividend in cash at Baht 0.030 per share in the total amount Baht 37.36 million and paid the dividend on May 15, 2019.

33. CAPITAL MANAGEMENT

The primary objective of the Company and its subsidiaries' capital management are to ensure that it has an appropriate financial structure and preserve the ability to continue its business as a going concern.

According to the statement of financial position as at December 31, 2020 and 2019, the Group's debt-to-equity ratio was 0.44 : 1 and 0.60 : 1, respectively and the Company's was 0.43 : 1 and 0.59 : 1, respectively

34. PROVIDENT FUND

The Company and its subsidiaries established a contributory registered provident fund covering all permanent employees in accordance with the provident Fund Act B.E.2530.

Under the provident fund plan, employees' and Company's contributions are equivalent to certain percentages of employees' basic salaries. The employees are entitled to the Company's contributions in accordance with the rules and regulations of the fund and on the length of service with the Company. The Company and its subsidiaries appointed a fund manager to manage the fund in accordance with the terms and conditions prescribed in the Provident Fund Act B.E. 2530.

The Company and its subsidiaries's contribution for the years ended December 31, 2020 and 2019 amounted to Baht 3.48 million and Baht 3.24 million, respectively.

The Company's contributions for the years ended December 31, 2019 and 2018 amounted to Baht 3.41 and Baht 3.17, respectively.

35. EXPENSES BY NATURE

Significant expenses by nature are as follows:

	In Thousand Baht			
	Consolidated Financial Statements		Separate Financial Statements	
	2020	2019	2020	2019
Changes in inventories (increase) decrease	48,356	139,698	48,422	139,771
Changes in property development costs (increase) decrease	248,003	(292,303)	248,003	(292,303)
Changes in land held for development (increase) decrease	36,573	280,905	36,573	280,905
Interest capitalization	22,038	31,915	22,038	31,915
Utilities and construction in progress	776,005	585,467	776,003	585,467
Employee benefit expenses	139,986	122,550	129,537	116,055
Depreciation and amortization expenses	24,768	21,047	21,783	20,938

36. FINANCE COSTS

Finance costs consists of :

	In Thousand Baht			
	Consolidated Financial Statements		Separate Financial Statements	
	2020	2019	2020	2019
Interest paid and payable to				
- Financial institutions	39,075	58,746	39,075	58,746
- Related parties	10,245	13,337	10,026	13,166
Employee benefit obligations	839	1,286	806	1,244
Fee for obtaining loans from financial institutions	152	863	152	863
Finance lease interest	995	-	767	-
Total	51,306	74,232	50,826	74,019
<u>Less</u> capitalized as part of property development costs	(22,038)	(31,915)	(22,038)	(31,915)
Net	29,268	42,317	28,788	42,104

37. EARNINGS PER SHARE

Basic earnings per share is calculated by dividing profit (loss) for the period by weighted average number of ordinary shares that are issued and paid during the year after adjusting the number of ordinary shares to reflect the impact of the stock dividend. The prior period's basic earnings per share has been recalculated as if the stock dividend had been distributed at the beginning of the earliest year reported.

		Consolidated Financial Statements		Separate Financial Statements	
		2020	2019	2020	2019
Profit (loss) for the year	(Thousand Baht)	115,278	21,772	122,089	21,788
Weighted average number of					
ordinary shares	(Shares)	1,245,284	1,245,284	1,245,284	1,245,284
Basic earning per share	(Baht per share)	0.093	0.017	0.098	0.017

38. SEGMENT INFORMATION

Operating segment information is reported in a manner consistent with the internal reports that are regularly reviewed by the chief operating decision maker in order to make decisions about the allocation of resources to the segment and assess its performance.

The business operation of the Company and its subsidiaries mainly involve real estate, rental and services, contractor and property management services, which has main geographical operation in Thailand. Segment performance is considered by revenue and profit in each unit, and is also measured based on the group operating profit or loss, on a basis consistent, with that used to measure operating profit or loss in the financial statements. The Company and its subsidiaries' information for the year ended December 31, 2020 and 2019 by segments are as follows:

For the year ended December 31, 2020 (in Thousand Baht)										
	Real Estate		Rental and services	Contractor	Property management services	Intermediate care and wellness	Total	Elimination		Consolidated
	Low - rise segment	High - rise segment						DR.	CR.	
Revenues										
Sales	1,684,363	84,715	-	-	-	-	1,769,078			1,769,078
Service income for rent	-	-	8,447	-	7,426	4,958	20,831	(6,808)		14,023
Other income	9,707	237	35	304	17	29	10,329	(230)		10,099
Total revenues	1,694,070	84,952	8,482	304	7,443	4,987	1,800,223			1,793,200
Expenses										
Cost of sales	1,155,805	48,194	-	-	-	-	1,203,999			1,203,999
Cost service	-	-	15,832	-	4,671	6,580	27,083	(265)		26,818
Selling expenses	152,644	16,973	-	-	-	-	169,617			169,617
Administrative expenses	192,009	23,142	1,186	371	2,501	9,271	228,480	(6,332)		222,148
Finance cost	25,791	-	2,997	-	161	960	29,909	(6,41)		29,268
Total expenses	1,526,249	88,309	20,015	371	7,333	16,811	1,659,088			1,651,850
Income (loss) by segments	167,821	(3,357)	(11,533)	(67)	110	(11,824)	141,150			141,350
Tax expenses (income)	30,843	-	-	-	-	(69)	30,774			30,774
Profit (loss) for the period	136,978	(3,357)	(11,533)	(67)	110	(11,755)	110,307			110,576

For the year ended December 31, 2019 (in Thousand Baht)										
	Real Estate		Rental and services	Contractor	Property management services	Intermediate care and wellness	Total	Elimination		Consolidated
	Low - rise segment	High - rise segment						DR.	CR.	
Revenues										
Sales	1,084,215	127,355	-	-	-	-	1,211,570	-	-	1,211,570
Service income for rent	-	-	15,129	-	7,402	51	22,582	(2,560)	-	20,022
Other income	20,923	291	19	439	12	6	21,690	(447)	-	21,243
Total revenues	1,105,138	127,646	15,148	439	7,414	57	1,255,842			1,252,835
Expenses										
Cost of sales	738,188	81,315	-	-	-	-	819,503	-	-	819,503
Cost of service	-	-	17,076	-	3,629	249	20,954	-	-	20,954
Selling expenses	127,611	13,907	-	-	-	-	141,518	-	-	141,518
Administrative expenses	157,394	37,011	4,867	293	2,815	1,122	203,502	-	(2,985)	200,517
Finance cost	37,875	28	4,201	29	206	-	42,339	-	(22)	42,317
Total expenses	1,061,068	132,261	26,144	322	6,650	1,371	1,227,816			1,224,809
Income (loss) by segments	44,070	(4,615)	(10,996)	117	764	(1,314)	28,026			28,026
Tax expenses (income)	6,671	-	-	-	108	-	6,779			6,779
Profit (loss) for the period	37,399	(4,615)	(10,996)	117	656	(1,314)	21,247			21,247

For the year ended December 31, 2019 (In Thousand Baht)										
	Real Estate		Rental and services	Contractor	Property management services	Intermediate care and wellness	Total	Elimination		Consolidated
	Low - rise segment	High - rise segment						DR.	CR.	
Tax expenses (income)	(2,518)	(280)	-	-	226	-	(2,572)			(2,572)
Profit gain (loss) for the year	-	-	-	-	-	-	-			-
Other comprehensive income										
Item that will not be reclassified to profit or loss										
Actuarial loss from post-employee benefit, net of income tax	(2,518)	(280)	-	-	226	-	(2,572)			(2,572)
Items that maybe classified subsequently to profit or loss										
Other comprehensive income for the year	(2,518)	(280)	-	-	226	-	(2,572)			(2,572)
Total comprehensive income for the year	34,881	(4,895)	(10,996)	117	882	(1,314)	18,675			18,675
As at December 31, 2019										
Inventories	77,514	94,469	-	-	-	74	172,057			172,057
Property development costs	1,883,726	6,290	-	-	-	-	1,890,016			1,890,016
Investment property	-	-	192,201	-	-	-	192,201			192,201
Property, plant and equipment	84,987	314	348	-	26	8,472	94,147			94,147

39. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

Changes in the liabilities arising from financing activities for the years ended December 31, 2020 and 2019 are as follows:

In Thousand Baht				
Consolidated Financial Statements				
	Balance As at January 1, 2020	Cash flows Increase (decrease) *	Non-cash transaction Increase	Balance As at December 31, 2020
Bank overdrafts and short - term loans				
from the financial institutions	306,870	(303,850)	-	3,020
Short-term loan from other company	-	-	-	-
Short-term loan from related parties	219,000	(35,000)	-	184,000
Short-term loan from the director	2,500	-	-	2,500
Long-term loans from the financial institutions	622,117	(198,805)	-	423,312
Liabilities under the finance lease agreement	13,424	(5,660)	16,310	24,074
Total	1,163,911	(543,315)	16,310	636,906

In Thousand Baht				
Consolidated Financial Statements				
	Balance As at January 1, 2019	Cash flows Increase (decrease) *	Non-cash transaction Increase	Balance As at December 31, 2019
Bank overdrafts and short - term loans				
from the financial institutions	456,425	(149,555)	-	306,870
Short-term loan from other company	48,162	(48,162)	-	-
Short-term loan from related parties	230,000	(11,000)	-	219,000
Short-term loan from the director	3,000	(500)	-	2,500
Long-term loans from the financial institutions	557,717	64,400	-	622,117
Liabilities under the finance lease agreement	1	(1)	-	-
Total	1,295,305	(144,818)	-	1,150,487

* Financing cash flows included net proceed and repayment cash transactions in the statements of cash flows.

In Thousand Baht

	Separate Financial Statements			
	Balance As at January 1, 2020	Cash flows Increase (decrease) *	Non-cash transaction Increase	Balance As at December 31, 2020
Bank overdrafts and short - term loans				
from the financial institutions	306,870	(303,850)	-	3,020
Short-term loan from related parties	219,000	(40,000)	-	179,000
Long-term loans from the financial institutions	622,117	(198,805)	-	423,312
Liabilities under the finance lease agreement	13,424	(3,774)	3,387	13,037
Total	1,161,411	(546,429)	3,387	618,369

In Thousand Baht

	Separate Financial Statements			
	Balance As at January 1, 2019	Cash flows Increase (decrease) *	Non-cash transaction Increase	Balance As at December 31, 2019
Bank overdrafts and short - term loans				
from the financial institutions	456,425	(149,554)	-	306,870
Short-term loan from other company	48,162	(48,162)	-	-
Short-term loan from related parties	229,000	(10,000)	-	219,000
Long-term loans from the financial institutions	557,717	64,400	-	622,117
Liabilities under the finance lease agreement	1	(1)	-	-
Total	1,291,305	143,317	-	1,147,987

* Financing cash flows included net proceed and repayment cash transactions in the statements of cash flows.

40. FINANCIAL INSTRUMENTS

40.1 Accounting policies

Details of significant accounting policies and methods adopted, including criteria for recognition of revenues and expenses relating to financial assets and financial liabilities are disclosed in note 4.2.

40.2 Financial risk management for financial instruments

The Company and its subsidiaries manage their financial risk that may arise in the financial assets and financial liabilities in normal course of business by using generally internal management and control system and the Company and its subsidiaries do not hold or issue any derivative instruments. The significant financial assets and financial liabilities of the Company and its subsidiaries comprise cash and cash equivalents, bank overdrafts and short-term loans from the financial institutions, trade account receivable and payable, include notes receivable and notes payable, loans, liabilities under the finance lease agreement.

40.3 Interest Rate Risk

The Company and its subsidiaries have the significant interest rate risks in relation to deposit at the financial institutions, bank overdrafts and short-term loans from the financial institutions, long-term loans from the financial institutions, loan from the director and short-term loan from the related parties and companies. Interest rate risk arises from the interest rate changes, which cause damage to the Company and its subsidiaries in the current period and in the future.

As at December 31, 2020 and 2019, the significant financial assets and financial liabilities classified by types of interest rates were as follows:

In Thousand Baht				
Consolidated Financial Statements				
As at December 31, 2020				
	Floating interest rate	Fixed interest rate	Interest - free	Total
Financial assets				
Cash and cash equivalents	52,587	-	12,221	64,808
Trade and other current receivables	-	-	8,881	8,881
Other non-current financial assets	-	11,019	-	11,019
Financial liabilities				
Bank overdrafts and short-term loans from the financial institutions	2,020	1,000	-	3,020
Trade and other current receivables	-	-	416,813	416,813
Long-term loans from financial institutions	423,313	-	-	423,313
Short-term loan from related parties	184,000	-	-	184,000
Short-term loan from director	2,500	-	-	2,500

In Thousand Baht				
Consolidated Financial Statements				
As at December 31, 2019				
	Floating interest rate	Fixed interest rate	Interest - free	Total
Financial assets				
Cash and cash equivalents	20,958	-	6,252	27,210
Trade and other current receivables	-	371	583	954
Other non-current financial assets	-	-	8,071	8,071
Deposit pledged as collateral	-	13,821	-	13,821
Financial liabilities				
Bank overdrafts and short-term loans from the financial institutions	43,599	263,271	-	306,870
Trade accounts payable and other payable	-	-	252,112	252,112
Long-term loans from financial institutions	622,117	-	-	622,117
Short-term loan from related parties	-	219,000	-	219,000
Short-term loan from director	-	2,500	-	2,500

In Thousand Baht

Separate Financial Statements				
As at December 31, 2020				
	Floating interest rate	Fixed interest rate	Interest - free	Total
Financial assets				
Cash and cash equivalents	3,895	-	53,177	57,072
Trade and other current receivables	-	135	585	720
Other non-current financial assets	-	11,019	-	11,019
Financial liabilities				
Bank overdrafts and short-term loans from the financial institutions	2,020	1,000	-	3,020
Trade and other current receivables	-	-	410,697	410,697
Long-term loans from financial institutions	423,313	-	-	423,313
Short-term loan from related parties	179,000	-	-	179,000

In Thousand Baht

Separate Financial Statements				
As at December 31, 2019				
	Floating interest rate	Fixed interest rate	Interest - free	Total
Financial assets				
Cash and cash equivalents	13,247	-	5,948	19,195
Trade and other current receivables	-	129	583	712
Other non-current financial assets	-	-	7,196	7,196
Deposit pledged as collateral	-	13,821	-	13,821
Financial liabilities				
Bank overdrafts and short-term loans from the financial institutions	43,599	263,271	-	306,870
Trade accounts payable and other payable	-	-	248,153	248,153
Long-term loans from financial institutions	622,117	-	-	622,117
Short-term loan from related parties	-	219,000	-	219,000

40.4 Foreign currency risk

As at December 31, 2020 and 2019, the Company has no exchange rate risk since it has no trade accounts receivable and accounts payable in foreign currency outstanding on the statement of financial position. The Company did not enter into forward contracts for hedging against exchange rate risk.

40.5 Liquidity risk

The Company manages its liquidity risk by maintaining adequate level of cash and cash equivalents to support the Company's operations as well as securing short-term credit facilities from financial institutions for reserve as necessary and to reduce the impact of fluctuations in cash flow.

40.6 Fair value of financial instruments

The Company uses the market approach to measure and disclosure their assets and liabilities that are required to be measured or disclosure at fair value by relevant financial reporting standards, except that the cost approach or income approach is used when there is no active market or when a quoted market price is not available.

Fair value hierarchy

Level 1 - Use of quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 - Use of inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (e.g. prices) or indirectly (e.g. derived from prices).

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

As at December 31, 2020 and 2019, the Company had the following assets and liabilities that were measured at fair value using different levels of inputs as follows :-

In Thousand Baht					
Net book value	Consolidated/Separate Financial Statements				
	Fair value				
	Level 1	Level 2	Level 3	Total	
Assets measured at fair value					
Current investments					
Open fund	498	-	585	-	585
Total	498	-	585	-	585

During the current period, there were no transfers within the fair value hierarchy.

Valuation techniques and inputs to level 2

The fair value of investments in open fund that are not listed on the Stock Exchange of Thailand has been determined by using the net assets value per unit as announced by the fund manager.

As at December 31, 2020 and 2019, the financial assets and liabilities that are not measured at fair value (fair value disclosure) represented by the fair value hierarchy are as follows :

In Thousand Baht					
Net book value	Consolidated/Separate Financial Statements				
	Fair value				
	Level 1	Level 2	Level 3	Total	
As at December 31, 2020					
Assets disclosed at fair value					
Investment property	221,229	-	-	240,880	240,880
As at December 31, 2019					
Assets disclosed at fair value					
Investment property	192,201	-	-	201,600	201,600

Valuation techniques and inputs to level 3

The fair value of investment property is calculated by using the cost approach in determining the asset value. Land is used to compare with the market price and the replacement cost approach is used for building.

41. COMMITMENT AND CONTINGENT LIABILITIES

41.1 Operating lease commitments

The Company and its subsidiaries have entered into several lease agreements for office buildings, land and building for base stations. The terms of the agreements are generally 3 years.

As at December 31, 2020 future minimum lease payments under these operating leases contracts were as follows.

<u>Payable within:</u>	<u>Million Baht</u>
1 year	2.37

As at December 31, 2020, the Company and its subsidiaries had no obligations under lease agreements and related service agreements as a result of the adoption of the TFRS 16 as at January 1, 2020. The Company and its subsidiaries recognized the lease liabilities previously classified as operating lease at the present value of the remaining lease payments, discounted incremental borrowing rate, as described in Note 5.2.

41.2 As at December 31, 2020, the Company and its subsidiaries had contingent liabilities from letters of guarantee issued by three banks to government agency and third parties, are as follows :

	<u>In Million Baht</u>	
	<u>Consolidated Financial Statements</u>	<u>Separate Financial Statements</u>
- Guarantee for electricity, water and others	8.69	8.29
- Guarantee fund for maintenance of public utilities	327.69	327.69

41.3 As at December 31, 2020, the Company had contingent liabilities to a bank from the guarantee on the customer's loan amounting to Baht 0.65 million and gasoline amounting to Baht 0.20 million (See Note 21).

41.4 As at December 31, 2020, the Company had the obligations to pay from entering into 3 land purchase and sale agreements amounting to Baht 331.00 million.

41.5 As at December 31, 2020, the Company has lawsuit as follows:

41.5.1 As at December 31, 2020, the Company had a lawsuit on the civil case of Pattaya court black court case No.Por.564/2560 with the juristic person of Bayview Resort "plaintiff". The plaintiff sued the Company on the servitude charges related to the road passage and utilities to the land of the plaintiff.

On October 30, 2018, the court scheduled the hearing. The court ruled to dismiss the case on the plaintiff in all matters in the red case No. 1435/2561.

Later, the plaintiff filed an appeal claiming to obtain the servitude in both plots of land with the limitation period. But, the right in this land was obtained from Thai Asset Management Corporation. It requires counting a new period from the ruling to the final until the case suing date which has not reached 10 years.

On March 28, 2019, the court scheduled a hearing for temporary protection in the appeal phase. The court thinks that the plaintiff asks to force the defendant to register the disputed passage as a land servitude to the plaintiff. Later, the plaintiff closed the disputed passage not allowing the plaintiff to use the disputed passage in the public. The plaintiff still has other passage that it can access the public, thus there's not enough cause to apply such protection method. It has an instruction to dismiss the case and cost of execution. Presently, the case is under appeal correction and due for appeal correction to court on May 30, 2019. Later, on May 31, 2019 the Company had filed to correct the appeal to the court.

On November 26, 2019, the court scheduled the judgment ruling of the Appeal Court Part 2. The Appeal Court Part 2 ruled back that both land plots are on the main road with electrical pole and laundry house in accordance with the dispute map. The court ruled for the company to register its servitude to the plaintiff. If not complying, the court ruling supersedes the company's intention. The Company must not act or cause disturbance to the use of the disputed way and laundry house for the benefit of the residents in the plaintiff's condominium. Presently, the case is under the process of considering from the Supreme Court.

41.5.2 As at December 31, 2020, the Company had a lawsuit on the civil case of Pattaya court black case No. Por.411/2561 with a juristic person Bayview Resort "defendant". The Company sued the defendant on expulsion charges claiming damages with the cost Baht 0.61 million.

On February 15, 2019, the court scheduled the witness investigation between the Company and defendant. The defendant's lawyer announced that defendant has discussed about it and agreed that defendant will end the use and benefit in the 2 plots of the disputed land including removing assets and dependents from the 2 plots of the disputed land. From June 8, 2018, the defendant agreed to follow the judgment of the final court in the civil case red case No. 1435/2561. The defendant agreed to revoke such appeal case and asked the court to order to dismiss the case temporarily to wait for the ultimate decision of such lawsuit.

Later, as the defendant did not dismiss the appeal, the Company also did not intend to dismiss the lawsuit. The court has considered and thinks that the main excuse of the charges in extending the case of the defendant in this case is the same excuse with the one filed to sue the Company by the defendant in the red case No. 1435/2561. In considering whether the defendant in this case has breached or not, the hearing of the fact has to be finalized if the defendant has the right to legally use the plaintiff's land. This case is related to the civil case red case No.1435/2561. In this case, the court views that the case should be dismissed temporarily to hear the ultimate outcome. When the case is final, the plaintiff will announce to reconsider the case in the next step.

41.5.3 As at December 31, 2020, the Company had 2 lawsuits for breach of agreement claiming damages with total suing capital in black case No. Por Bor 959/2020 amounted Baht 24.63 million. And black case No. Por Bor 1118/2020 amounted Baht 30.00 million, totaled Baht 54.83 million. The court had ordered to combine the two cases together to ease of witness investigation as they were the suing case regarding infrastructure, central property of the villages. The case is currently under the witness investigation of plaintiff and defendant on June 23 and 24, 2021.

42. RECLASSIFICATION

The reclassification in the statements of financial position as at December 31, 2019 and the statements of comprehensive income for the year ended December 31, 2019, have been classified differently to conform to the financial statement for the year then ended presentation and classification, with no effect on previously reported net income (loss) and earnings per share or shareholder' equity.

In Thousand Baht		In Thousand Baht	
Consolidated Financial Statements		Separate Financial Statements	
As reclassified	As previously reported	As reclassified	As previously reported

The statements of financial position as at

December 31, 2019

Trade and other current receivables	8,071	72	7,196	-
Other current assets	2,347	10,317	2,350	9,516
Withholding tax	-	6,839	-	6,736
Other non-current assets	9,387	2,577	9,267	2,561
Trade notes payable	-	31,103	-	31,103
Trade and other current payables	252,112	80,749	248,153	79,548
Payable to related parties	-	37,699	-	37,797
Accrued expenses	-	18,916	-	16,485
Retention from contractors	-	71,228	-	70,969
Advance received from customers	-	8,275	-	8,275
Other current liabilities	-	4,142	-	3,976

43. EVENTS AFTER THE REPORTING PERIOD

Accord to the minutes of the shareholder's meeting No.2/2021 held on February 24, 2021 the meeting had a resolution to approve paying the dividend in cash of Baht 0.040 per share, total amount 1.25 million share in total amount Baht 49.81 million and paid the dividend on May 17, 2021.

44. AUTHORIZATION FOR ISSUE OF FINANCIAL STATEMENTS

These financial statements were authorized for issue by the Company's directors on February 24, 2021.

General Information



Company Name	: N.C. Housing Public Company Limited	
Business Type	: Property Development	
Head Office Location	: 1/765 Moo 17, Soi Amporn, Phaholyothin Rd. Km.26, Tambol Kookhot , Lumlookka District, Pathumtani 12130	
Registration No.	: 0107546000385 (Old No.40854600039)	
Home Page	: www.ncgroup.co.th	
Telephone No.	: 66 (0) 2993-5080-7	
Fax No.	: 66 (0) 2993-5080	
Authorized Share Capital	: THB 1,245,284,305	
Paid-Up Share Capital	: THB 1,245,283,691	
Registrar	: The Thailand Securities Depository Co., Ltd. 93 Ratchadaphisek Road, Dindaeng, Bangkok 10400 Tel. 66(0) 2009-9000 Fax. 66(0) 2009-9991	
Auditor	: Miss Chotima Kijisrakorn Auditor license 7318 or Miss Wannisa Ngambuathong Auditor license 6838 or Miss Chutinan Korprasertthavorn Auditor license 9201 or Mr. Suwat Maneekanoksakul Auditor license 8134 Dharmniti Auditing Company Limited 178 Soi Permsap (Prachachuen 20), Prachachuen Rd., Bang sue, Bangkok 10800 Tel. 66(0) 2555-0600 Fax. 66(0) 2555-0664	
Consultants to Internal Audit	: Kandit Advisory Services Company Limited 637/1 Promphan 1 Building, 3 rd Floor, Lat Phrao Road, Chomphon, Chatuchak, Bangkok 10900	

Subsidiaries : N.C.Property Management Company Limited
Company Name

Business Type : Full service for Project Management
 Head Office Location : 1/765 Moo 17, Soi Amporn, Phaholyothin Rd. Km.26,
 Tambol Kookhot, Lumlookka District, Pathumtani 12130
 Registration No. : 0105541019582 (Old No. (4) 337/2541)
 Telephone No. : 66 (0) 2993-5080-7
 Fax No. : 66 (0) 2993-5089
 Authorized Share Capital : THB 85,000,000
 Paid-Up Share Capital : THB 85,000,000
 Auditor : Miss Chotima Kijisrakorn Auditor license 7318
 178 Soi Permsap (Prachachuen 20), Prachachuen Rd.,
 Bang sue, Bangkok 10800
 Tel. 66(0) 2555-0600 Fax. 66(0) 2555-0664

Subsidiaries : Siri Arun Wellness Company Limited
Company Name

Business Type : Intermediate care and Wellness and Related business
 Head Office Location : 1/765 Moo 17, Soi Amporn, Phaholyothin Rd. Km.26,
 Tambol Kookhot, Lumlookka District, Pathumtani 12130
 Registration No. : 0135562018607
 Telephone No. : 66 (0) 2993-5080-7
 Fax No. : 66 (0) 2993-5089
 Authorized Share Capital : THB 25,000,000
 Paid-Up Share Capital : THB 25,000,000
 Auditor : Miss Chotima Kijisrakorn Auditor license 7318
 178 Soi Permsap (Prachachuen 20), Prachachuen Rd.,
 Bang sue, Bangkok 10800
 Tel. 66(0) 2555-0600 Fax. 66(0) 2555-0664



Subsidiaries
Company Name : **Quality Living Management Company Limited**

Business Type	: Full service for Community Management for Housing Projects, Condominiums and Club House
Head Office Location	: 1/765 Moo 17, Soi Amporn, Phaholyothin Rd. Km.26, Tambol Kookhot, Lumlookka District, Pathumtani 12130
Registration No.	: 0105541019582 (Old No. (4) 337/2541)
Telephone No.	: 66 (0) 2993-5080-7
Fax No.	: 66 (0) 2993-5089
Authorized Share Capital	: THB 1,000,000
Paid-Up Share Capital	: THB 1,000,000
Auditor	: Miss Chotima Kijisrakorn Auditor license 7318 Dharmniti Auditing Company Limited 178 Soi Permsap (Prachachuen 20), Prachachuen Rd., Bang sue, Bangkok 10800 Tel. 66(0) 2555-0600 Fax. 66(0) 2555-0664



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N.C. Housing Public Company Limited

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